
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in China Binary New Fintech Group, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

神州數字

China Binary New Fintech Group

神州數字新金融科技集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8255)

**PROPOSALS FOR
RE-ELECTION OF DIRECTOR;
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of the cover and cover and the first page of this circular shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the 2022 AGM to be held at Room 1506, 15/F., Jinhui Building, Qiyang Road, Wangjing, Chaoyang District, Beijing, the PRC on Friday, 10 June 2022 at 11:00 a.m. is set out on pages 14 to 18 of this circular.

A form of proxy for use in connection with the 2022 AGM is enclosed with this circular. If you do not intend to attend the 2022 AGM but wish to exercise your rights as a Shareholder, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding the 2022 AGM or its adjournment. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the 2022 AGM or its adjournment should you so wish and in such event, the form of proxy shall be deemed to be revoked.

In view of the ongoing Novel Coronavirus (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the 2022 AGM as their proxy to vote on the relevant resolutions at the 2022 AGM as an alternative to attending the 2022 AGM in person.

This circular will remain on the “Latest Listed Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication. This circular is also published on the website of the Company at <http://www.shenzhoufu.hk>.

21 April 2022

CHARACTERISTICS OF GEM

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

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

PRECAUTIONARY MEASURES FOR THE 2022 AGM

The Company will implement the following measures at the 2022 AGM, including:

- compulsory body temperature checks
- refusal of entry of those with a high temperature
- wearing of surgical face masks throughout the 2022 AGM
- no refreshment will be served

Any person who does not comply with the precautionary measures will be denied entry into the 2022 AGM venue.

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This circular is prepared in both English and Chinese. In the event of inconsistency, the English text of the circular shall prevail over the Chinese text.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:

“2022 AGM”	the annual general meeting of the Company to be held at Room 1506, 15/F., Jinhui Building, Qiyang Road, Wangjing, Chaoyang District, Beijing, the PRC on Friday, 10 June 2022 at 11:00 a.m.
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	China Binary New Fintech Group, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed and traded on GEM (Stock Code: 8255)
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2022 AGM to the Directors to allot, issue and deal with Shares not exceeding 20% of the aggregate number of the issued Share as at the date of passing the relevant resolution for approving the issue mandate

DEFINITIONS

“Latest Practicable Date”	12 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information to be contained in this circular
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted at the 2022 AGM to the Directors to repurchase Shares not exceeding 10% of the aggregate number of the issued Share as at the date of passing the relevant resolution granting the repurchase mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of US\$0.001 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended, supplemented or otherwise modified from time to time and administrated by the Securities and Futures Commission of Hong Kong
“U.S.A.”	the United States of America
“US\$”	United States dollars, the lawful currency of the U.S.A.
“%”	per cent.

LETTER FROM THE BOARD

神州數字

China Binary New Fintech Group

神州數字新金融科技集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8255)

Executive Director:

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

Non-executive Director:

Ms. Zhang Rong

Independent Non-executive Directors:

Mr. Hou Dong

Mr. He Qinghua

Mr. Yang Haoran

Registered Office:

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman

KY1-1205 Cayman Islands

*Head Office and Principal Place
of Business in the PRC:*

Room 1506, 15/F

Jinhui Building

Qiyang Road, Wangjing

Chaoyang District

Beijing

The PRC

21 April 2022

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
RE-ELECTION OF DIRECTOR;
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors wish to seek the approval of the Shareholders at the 2022 AGM for, among other matters, the proposed re-election of the Director, the grant of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with (i) the information regarding the resolutions to be proposed at the 2022 AGM relating to the re-election of the Director, the granting to the Directors the Issue Mandate and Repurchase Mandate and the extension of the Issue Mandate; and (ii) the Notice of 2022 AGM.

RE-ELECTION OF DIRECTOR

As at the Latest Practicable Date, there were one Executive Director, Mr. Sun Jiangtao (“Mr. Sun”); one Non-executive Director, Ms. Zhang Rong (“Ms. Zhang”); and three Independent Non-executive Directors, namely Mr. Hou Dong, Mr. He Qinghua and Mr. Yang Haoran.

Article 84(1) of the Articles of Association provides that one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Further, Article 84(2) of the Articles of Association provides that the retiring Directors shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation, who have been the longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. In this connection, Mr. Sun and Ms. Zhang will retire from office by rotation. Except for Ms. Zhang who does not offer herself for re-election, Mr. Sun, being eligible, has offered himself for re-election at the 2022 AGM.

The Nomination Committee has considered that the experience of Mr. Sun, as well as his skills and other perspectives as set out in Appendix I to this circular can bring further contributions to the Board and its diversity. Therefore, upon the nomination of the Nomination Committee, the Board has recommended that the retiring Director, Mr. Sun stand for re-election as Director at the 2022 AGM. The retiring Director abstained from voting at the relevant Board meeting on the proposition of his recommendation for re-election by the Shareholders. The Board also believes that the continuous appointment of the retiring Director contribute to the stability and diversity of the Board.

Details of the retiring Director to be re-elected are set out in Appendix I to this circular in accordance with the relevant requirements of the GEM Listing Rules.

ISSUE MANDATE

The Company’s existing mandate to issue Shares was approved by its Shareholders at the annual general meeting held on 11 June 2021. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the 2022 AGM.

LETTER FROM THE BOARD

An ordinary resolution will be proposed at the 2022 AGM to grant the Issue Mandate to the Directors. Based on 480,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued or no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the 2022 AGM, the Directors will be able to allot, issue and deal with for up to a total of 96,000,000 Shares if the Issue Mandate is granted at the 2022 AGM, which will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

REPURCHASE MANDATE

The Company's existing mandate to repurchase Shares was approved by its Shareholders at the annual general meeting held on 11 June 2021. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the 2022 AGM.

An ordinary resolution will be proposed at the 2022 AGM to grant the Repurchase Mandate to the Directors. The Repurchase Mandate, if granted, shall be effective until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to the passing of the respective ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2022 AGM to extend the Issue Mandate by the addition to the aggregate number of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate of an amount representing the aggregate number of the issued Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing the resolution for approving the Issue Mandate.

LETTER FROM THE BOARD

2022 AGM

The notice of the 2022 AGM is set out on pages 14 to 18 of this circular. At the 2022 AGM, resolutions will be proposed to approve, among others, the re-election of Director, the granting of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate. A form of proxy for use in connection with the 2022 AGM is enclosed with this circular and such form of proxy is also published on the respective websites of the GEM (www.hkgem.com) and the Company (www.shen Zhoufu.hk). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited located at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not later than 48 hours before the time appointed for holding the 2022 AGM or its adjournment. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2022 AGM or its adjournment should he/she/it so wish. If the Shareholder attends and votes at the 2022 AGM, the authority of the proxy will be revoked.

In view of the ongoing Novel Coronavirus (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the 2022 AGM as their proxy to vote on the relevant resolutions at the 2022 AGM as an alternative to attending the 2022 AGM in person.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all proposed resolutions set out in the notice convening the 2022 AGM shall be voted by poll and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility for the contents of this circular, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the re-election of Director, the granting of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate as set out in the notice of 2022 AGM are in the interests of the Company and the Shareholders as a whole. Therefore, they recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2022 AGM as set out in the notice of the 2022 AGM on pages 14 to 18 of this circular.

Yours faithfully

For and on behalf of the Board of
China Binary New Fintech Group

Sun Jiangtao

Executive Director, Chairman and Chief Executive Officer

APPENDIX I DETAILS OF DIRECTOR PROPOSED TO BE RE-ELECTED

The following are the particulars of the retiring Director proposed to be re-elected at the 2022 AGM (as required by the GEM Listing Rules for disclosure).

Save as disclosed herein, the following retiring Director proposed for the re-election:

- (a) did not hold any other directorship in listed public companies in the last three years;
- (b) does not have any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations required to be disclosed pursuant to Part XV of the SFO; and
- (c) does not hold any other positions with the Company or any of its subsidiaries nor does he has any other relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company.

In addition, there are no other matters that need to be brought to the attention of the Shareholders nor is there other information required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules in respect of the following retiring Director.

Executive Director

Mr. Sun Jiangtao (孫江濤先生), aged 44, is the executive Director, the chairman of the Board (the “Chairman”) and the chief executive officer of the Company. He was appointed as an executive Director on 11 May 2011 and subsequently appointed as the Chairman on 20 September 2019. Mr. Sun is also a director of certain subsidiaries of the Company. He is a member of each of the Remuneration Committee and the Nomination Committee. Mr. Sun joined the Group in October 2004. He is responsible for the overall management and business development of the Group. Mr. Sun graduated from the Beijing University of Aeronautics and Astronautics with a bachelor’s degree in Engineering. In 2012, Mr. Sun was acknowledged as “2012 Outstanding Young Entrepreneur in the Industry of China’s Electronic Information” by China Electronics Enterprises Association. In 2014, Mr. Sun was recognised as 2014 China’s Commercial Influential People (中國商業影響力人物) by the Third Session of China Finance Summit Organising Committee (中國財經峰會組委會) and he has more than 21 years of experience in corporate management, financing, operation, product design and marketing.

As at the Latest Practicable Date, Mr. Sun was deemed to be interested in 261,040,000 Shares within the meaning of Part XV of the SFO. Such shares were beneficially owned by Data King Limited, which was wholly owned by Mr. Sun.

APPENDIX I DETAILS OF DIRECTOR PROPOSED TO BE RE-ELECTED

Mr. Sun has entered into a labour contract with Shenzhoufu (Beijing) Software Technology Co., Ltd, a wholly-owned subsidiary of the Company. The labour contract is for a period of 3 years commencing on 1 May 2018. He has also entered into a service agreement with the Company on 9 November 2013, the particulars of which are in all material respects the same as the above labour contract. The service agreement is for three years from 9 November 2013 and shall continue thereafter unless and until it is terminated by the Company or Mr. Sun giving to the other not less than three months' prior notice in writing. Mr. Sun is entitled to a basic salary of RMB45,101.57 per month and a discretionary bonus as may be recommended by the Remuneration Committee and determined by the Board by reference to his duties and responsibilities, workload and the time devoted to the Group, the performance of the Group and the market level of salaries paid by comparable companies. The aggregate emolument of Mr. Sun for the year ended 31 December 2021 amounted to RMB852,000.

This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, to provide the requisite information to the Shareholders for consideration of the proposed grant of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates, and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 480,000,000 issued Shares. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of 2022 AGM, the Directors will be authorised to repurchase from the date of the 2022 AGM a maximum of 48,000,000 Shares, representing 10% of the aggregate number of the issued Shares as at the date of the 2022 AGM up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

3. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or earnings per share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company’s available cash flow or working capital facilities, which will be funds legally available under the Cayman Islands law, the memorandum of association of the Company, the Articles of Association and the GEM Listing Rules for such purpose.

5. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company compared with that as at 31 December 2021, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the twelve months before the Latest Practicable Date were as follows:

Month	Traded Prices (HK\$)	
	Highest	Lowest
2021		
March	0.190	0.164
April	0.250	0.180
May	0.195	0.172
June	0.215	0.169
July	0.225	0.175
August	0.208	0.164
September	0.196	0.167
October	0.178	0.158
November	0.170	0.141
December	0.153	0.102
2022		
January	0.140	0.107
February	0.125	0.103
March	0.150	0.104
April (<i>up to and including the Latest Practicable Date</i>)	0.150	0.118

7. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the 2022 AGM.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

9. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

According to the register of interests in Shares and short positions maintained by the Company under section 336 of the SFO, as at the Latest Practicable Date, the following Shareholders were interested or deemed to be interested in 5% or more of the issued Shares:

Name of Shareholders	Number of Shares held	Approximate percentage of total Shares (Note 6)	Approximate percentage of total Shares if the Repurchase Mandate is exercised in full
Mr. Sun Jiangtao ("Mr. Sun") ^(Note 1)	261,040,000	54.38%	60.43%
Mr. Wei Zhonghua ("Mr. Wei") ^(Note 2)	26,854,800	5.59%	6.22%
Data King Limited ("Data King") ^(Note 1)	261,040,000	54.38%	60.43%
FANTASTIC VOYAGE HOLDINGS LIMITED ("FANTASTIC VOYAGE") ^(Note 2)	26,854,800	5.59%	6.22%
IDG-Accel China Growth Fund II L.P. ^(Note 3)	44,146,725	9.20%	10.22%
IDG-Accel China Growth Fund II Associates L.P. ^(Note 3)	44,146,725	9.20%	10.22%
IDG-Accel China Growth Fund GP II Associates Ltd. ^(Note 3)	47,757,200	9.95%	11.05%
Ho Chising ^(Note 4)	47,757,200	9.95%	11.05%
Zhou Quan ^(Note 5)	47,757,200	9.95%	11.05%

Notes:

1. These Shares are registered in the name of Data King which is wholly owned by Mr. Sun, the executive Director, the chairman of the Board and the chief executive officer of the Company. Under the SFO, Mr. Sun is deemed to be interested in all the Shares in which Data King is interested.
2. These Shares are registered in the name of FANTASTIC VOYAGE which is wholly owned by Mr. Wei. Under the SFO, Mr. Wei is deemed to be interested in all the Shares in which FANTASTIC VOYAGE is interested.

3. IDG-Accel China Growth Fund II L.P. which owned 44,146,725 Shares is an exempted limited partnership registered in the Cayman Islands. 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. Under the SFO, 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.
4. Ho Chising is a controlling shareholder who is holding 50% of the issued shares of 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.
5. Zhou Quan is the other controlling shareholder who is holding the other 50% of the issued shares of IDG-Accel China Growth Fund GP II Associates Ltd. and he is also deemed to be interested in all the Shares in which IDG-Accel China Growth Fund GP II Associates Ltd. is interested.
6. The percentage of shareholding was calculated based on the total issued share capital of 480,000,000 Shares as at the Latest Practicable Date.

In the event that the Directors exercise in full the Repurchase Mandate, assuming that the present shareholdings and capital structure of the Company remain the same, the total interests of the above Shareholders would be increased to the respective approximate percentages shown in the last column of the table on page 12. Accordingly, the interests in the Company of each of Mr. Sun and Data King would be increased to approximately 60.43% and 60.43%, respectively of the issued Shares. The Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase of the Shares made under the Repurchase Mandate.

Assuming that there is no change in the issued Shares between the Latest Practicable Date and the date of a repurchase, the exercise of the Repurchase Mandate whether in whole or in part will result in the aggregate amount of the issued share capital of the Company in the public hands falling below the prescribed minimum percentage of 25% as required by the Stock Exchange. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in a public shareholding falling below the prescribed minimum percentage.

10. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

神州數字

China Binary New Fintech Group

神州數字新金融科技集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8255)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the members of China Binary New Fintech Group (the “Company” and the “AGM”, respectively) will be held at Room 1506, 15/F., Jinhui Building, Qiyang Road, Wangjing, Chaoyang District, Beijing, the People’s Republic of China on Friday, 10 June 2022 at 11:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) and independent auditor for the year ended 31 December 2021 (the “Year”).
2. To re-elect Mr. Sun Jiangtao as the executive Director.
3. To approve the Directors’ remuneration for the Year and to authorise the board of Directors (the “Board”) to fix the Directors’ remuneration for the year ending 31 December 2022.
4. To re-appoint BDO Limited (“BDO”), Certified Public Accountants as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix its remuneration.
5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“That:

- (a) subject to paragraph (c) of this Resolution below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company (the “Shares”) or securities convertible into or exchange for the Shares, or options for similar rights to subscribe for any Shares and to make or grant offers, agreements and options to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

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(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “Articles of Association”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription, conversion or exchange under the terms of any securities which are convertible into or exchange for Shares, shall not exceed the aggregate of:

(aa) 20% of the aggregate number of the issued Shares as at the date of the passing of this Resolution; and

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (the “Shareholders”)) the aggregate number of any issued Shares repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution),

and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and

(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and

(iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

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“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange applicable to Hong Kong).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“That:

- (a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all powers of the Company to repurchase shares in the share capital of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Commission”) and the Stock Exchange for this purpose subject to and in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands or any other applicable laws, the Code on Share Buy-backs issued by the Commission and the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the issued Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and
- (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.”

7. “**THAT** subject to the passing of Resolutions no. 5 and 6 set out in the notice convening the annual general meeting of the Company (the “Notice”), the authority of the directors of the Company pursuant to Resolution no. 5 set out in the Notice be and is hereby approved to extend to cover such amount representing the aggregate number of the issued shares of the Company repurchased pursuant to the authority granted pursuant to Resolution no. 6 set out in the Notice.”

By order of the Board of
China Binary New Fintech Group
Sun Jiangtao

Executive Director, Chairman and Chief Executive Officer

Hong Kong, 21 April 2022

Registered office:
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Hibiscus Way
802 West Bay Road
Grand Cayman
KY1-1205
Cayman Islands

*Head Office and Principal Place of Business in
the People’s Republic of China (the “PRC”):*
Room 1506, 15/F
Jinhui Building
Qiyang Road, Wangjing
Chaoyang District
Beijing
The PRC

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company (the “Member”) entitled to attend and vote at the AGM convened by the Notice or its adjourned meeting (as the case may be) is entitled to appoint one (or if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the Articles of Association. A proxy need not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not later than 48 hours before the time for holding the AGM or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the AGM or its adjourned meeting should he/she/it so wish.

In view of the ongoing Novel Coronavirus (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

3. For determining Members’ entitlement to attend and vote at the AGM, the register of Members will be closed on Tuesday, 7 June 2022 and Friday, 10 June 2022 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the forthcoming AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 6 June 2022.
4. In relation to the proposed Resolution no. 4 above, the Board concurs with the views of the audit committee of the Board and has recommended that BDO be re-appointed as the independent auditor of the Company.
5. In relation to the proposed Resolutions no. 5 and 7 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). The Directors have no immediate plans to issue any new Shares.
6. In relation to the proposed Resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in circumstances which they consider appropriate for the benefit of the Members. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix II to the circular of the Company dated 21 April 2022.
7. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in the Notice will be decided by way of a poll.
8. The translation into Chinese language of the Notice is for reference only. In case of any inconsistency, the English version shall prevail.

PRECAUTIONARY MEASURES FOR THE AGM

The Company will implement the following measures at the AGM, including:

- compulsory body temperature checks
- refusal of entry of those with a high temperature
- wearing of surgical face masks throughout the AGM
- no refreshment will be served

Any person who does not comply with the precautionary measures will be denied entry into the AGM venue.