

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

2022  
FIRST QUARTERLY REPORT  
第一季度報告



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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」)的資料，本公司董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。董事經作出一切合理查詢後確認就彼等所深知及確信，本報告所載資料在所有重大方面均屬準確完整及並無誤導或欺詐成分，且並無遺漏其他事項，致使本報告中任何聲明或本報告存在誤導成份。

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## DIRECTORS

### Executive Director

Mr. Sun Jiangtao  
(Chairman and Chief Executive Officer)

### Non-executive Director

Ms. Zhang Rong

### Independent Non-executive Directors

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

## COMPLIANCE OFFICER

Mr. Sun Jiangtao

## COMPANY SECRETARY

Ms. Cheng Lucy

## AUTHORISED REPRESENTATIVES

Mr. Sun Jiangtao  
Ms. Cheng Lucy

## AUDIT COMMITTEE

Mr. He Qinghua (Chairman)  
Mr. Hou Dong  
Ms. Zhang Rong

## 董事

### 執行董事

孫江濤先生  
(主席兼行政總裁)

### 非執行董事

張蓉女士

### 獨立非執行董事

楊浩然先生  
侯東先生  
何慶華先生

## 合規主任

孫江濤先生

## 公司秘書

曾若詩女士

## 授權代表

孫江濤先生  
曾若詩女士

## 審核委員會

何慶華先生(主席)  
侯東先生  
張蓉女士

### REMUNERATION COMMITTEE

Mr. Hou Dong (*Chairman*)  
Mr. Yang Haoran  
Mr. Sun Jiangtao

### 薪酬委員會

侯東先生(主席)  
楊浩然先生  
孫江濤先生

### NOMINATION COMMITTEE

Mr. Yang Haoran (*Chairman*)  
Mr. Hou Dong  
Mr. Sun Jiangtao

### 提名委員會

楊浩然先生(主席)  
侯東先生  
孫江濤先生

### INDEPENDENT AUDITOR

BDO Limited  
Certified Public Accountants  
25th Floor  
Wing On Centre  
111 Connaught Road Central  
Hong Kong

### 獨立核數師

香港立信德豪會計師事務所有限公司  
執業會計師  
香港  
干諾道中111號  
永安中心  
25樓

### PRINCIPAL BANKERS

China Minsheng Banking  
China Zheshang Bank  
Industrial Bank Co., Ltd.

### 主要往來銀行

中國民生銀行  
浙商銀行  
興業銀行

### REGISTERED OFFICE

P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman  
KY1-1205  
Cayman Islands

### 註冊辦事處

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 PEOPLE'S REPUBLIC OF CHINA (THE "PRC")**

Room 1506, 15/F  
Jinhui Building, Qiyang Road  
Wangjing, Chaoyang District  
Beijing  
The PRC

**總辦事處及中華人民共和國  
(「中國」) 主要營業地點**

中國  
北京  
朝陽區望京  
啟陽路金輝大廈  
15樓 1506室

**PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

31/F, 148 Electric Road  
North Point  
Hong Kong

**香港主要營業地點**

香港  
北角  
電氣道148號31樓

**PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS**

Vistra (Cayman) Limited  
P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman  
KY1-1205  
Cayman Islands

**開曼群島股份過戶登記總處**

Vistra (Cayman) Limited  
P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman  
KY1-1205  
Cayman Islands

**BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG**

Boardroom Share Registrars (HK) Limited  
Room 2103B, 21/F., 148 Electric Road  
North Point  
Hong Kong

**香港股份過戶登記分處**

寶德隆證券登記有限公司  
香港  
北角  
電氣道148號21樓2103B室

### COMPLIANCE ADVISER

Lego Corporate Finance Limited  
Room 1601, 16/F, China Building  
29 Queen's Road Central  
Hong Kong

### LISTING INFORMATION

GEM of The Stock Exchange of Hong Kong Limited  
Stock Code: 8255  
Board Lot: 6000

### COMPANY'S WEBSITE

[www.shenzhoufu.hk](http://www.shenzhoufu.hk)

### 合規顧問

力高企業融資有限公司  
香港  
皇后大道中29號  
華人行16樓1601室

### 上市資料

香港聯合交易所有限公司GEM  
股份代號：8255  
買賣單位：6000

### 公司網站

[www.shenzhoufu.hk](http://www.shenzhoufu.hk)

The board of Directors (the “Board”) presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months ended 31 March 2022 (the “Period”) together with the comparative unaudited figures for the corresponding period in 2021 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2022年3月31日止3個月(「本期間」)的未經審核簡明綜合業績，連同2021年相應期內的未經審核比較數據如下：

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 未經審核簡明綜合全面收益表

For the three months ended 31 March 2022

截至2022年3月31日止3個月

		Three months ended 31 March 截至3月31日止3個月		
		Notes 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Revenue	收入	4	17,146	7,706
Cost of revenue	收入成本		(1,545)	(1,689)
Gross profit	毛利		15,601	6,017
Other income and gains	其他收入及收益	4	146	238
Fair value loss on financial assets at fair value through profit or loss	按公平值計入損益的金融資之公平值虧損		(6)	—
Selling and distribution expenses	銷售及分銷開支		(10,248)	(3,156)
Administrative expenses	行政開支		(22,924)	(17,360)
Share of losses of associates	應佔聯營公司之虧損		—	(12)
Finance costs	融資成本	5	(120)	(26)
Loss before income tax	除所得稅前虧損	6	(17,551)	(14,299)
Income tax (expense)/credit	所得稅(開支)/抵免	7	(3)	274
<b>Loss for the period</b>	<b>期內虧損</b>		<b>(17,554)</b>	<b>(14,025)</b>
<b>Other comprehensive income</b>	<b>其他全面收益</b>			
Items that will not be reclassified subsequently to profit or loss:	其後將不會重新分類至損益的項目：			
Changes in fair value of equity instruments at fair value through other comprehensive income, net of tax	按公平值計入其他全面收益的股本工具公平值變動，除稅淨額		—	—
Change in fair value of intangible assets	無形資產的公平值變動		(2,800)	48,221
Item that may be reclassified to profit or loss:	可重新分類至損益的項目：			
Exchange differences in translating foreign operations	換算海外業務的匯兌差額		(394)	(203)
Other comprehensive income for the period	期內其他全面收益		(3,194)	48,018
<b>Total comprehensive income for the period</b>	<b>期內全面收益總額</b>		<b>(20,748)</b>	<b>33,993</b>



**UNAUDITED CONDENSED  
CONSOLIDATED STATEMENT OF  
COMPREHENSIVE INCOME (Continued)**
**未經審核簡明綜合全面收益  
表(續)**
*For the three months ended 31 March 2022*
*截至2022年3月31日止3個月*

		Three months ended 31 March 截至3月31日止3個月	
		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
	Note 附註		
<b>Loss for the period attributable to:</b>	<b>以下各項應佔期內虧損：</b>		
Owners of the Company	本公司擁有人	(16,480)	(12,160)
Non-controlling interests	非控股權益	(1,074)	(1,865)
		<b>(17,554)</b>	<b>(14,025)</b>
<b>Total comprehensive income for the period attributable to:</b>	<b>以下各項應佔期內全面收益總額：</b>		
Owners of the Company	本公司擁有人	(19,674)	35,858
Non-controlling interests	非控股權益	(1,074)	(1,865)
		<b>(20,748)</b>	<b>33,993</b>
Loss per share (RMB cents)	每股虧損(人民幣分)		
— Basic	— 基本	8	(2.53)

UNAUDITED CONDENSED  
CONSOLIDATED STATEMENT OF  
CHANGES IN EQUITY

For the three months ended 31 March 2022

未經審核簡明綜合權益變動  
表

截至2022年3月31日止3個月

		Attributable to the owners of the Company 本公司擁有人應佔										
		Issued capital	Share premium	Capital reserve	Statutory reserve	Revaluation reserve	Fair value through other comprehensive income	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	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
At 1 January 2021	於2021年1月1日	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	-	-	-	-	-	-	-	(12,160)	(12,160)	(1,865)	(14,025)
Change in fair value of intangible assets	無形資產公平值變動	-	-	-	-	48,221	-	-	-	48,221	-	48,221
Translation difference on foreign operations	海外業務的換算差額	-	-	-	-	-	-	(203)	-	(203)	-	(203)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	48,221	-	(203)	(12,160)	35,858	(1,865)	33,993
Capital injection from non-controlling interests of a subsidiary	一間附屬公司非控股權益注資	-	-	-	-	-	-	-	-	-	7,804	7,804
At 31 March 2021	於2021年3月31日	2,941	47,899	1,371	17,292	82,641	(46,488)	(1,607)	17,878	121,927	41,487	163,414
At 31 December 2021 and 1 January 2022	於2021年12月31日及2022年1月1日	2,941	47,899	1,371	17,292	77,703	(50,308)	(2,383)	(58,237)	36,278	29,061	65,339
Loss for the period	期內虧損	-	-	-	-	-	-	-	(16,480)	(16,480)	(1,074)	(17,554)
Change in fair value of financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產公平值變動	-	-	-	-	(2,800)	-	-	-	(2,800)	-	(2,800)
Translation difference on foreign operations	海外業務的換算差額	-	-	-	-	-	-	(394)	-	(394)	-	(394)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	(2,800)	-	(394)	(16,480)	(19,674)	(1,074)	(20,748)
At 31 March 2022	於2022年3月31日	2,941	47,899	1,371	17,292	74,903	(50,308)	(2,777)	(74,717)	16,604	27,987	44,591

## NOTES TO THE FIRST QUARTERLY RESULTS

## 第一季度業績附註

## 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 PRC, respectively.

The Company is an investment holding company. The Group is principally engaged in providing (i) online transaction services; (ii) software technology services; and (iii) financial services.

The Directors consider the ultimate holding company of the Company to be Data King Limited (“Data King”), a limited liability company incorporated in the British Virgin Islands. The ultimate controlling party is Mr. Sun Jiangtao (“Mr. Sun”), the chairman of the Board (the “Chairman”), executive Director and the chief executive officer of the Company (the “CEO”).

## 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。本集團主要業務為提供(i)網上交易服務；(ii)軟件技術服務；及(iii)金融服務。

董事視Data King Limited（「Data King」）（一間於英屬處女群島註冊成立的有限公司）為本公司的最終控股公司。最終控制方為董事會主席（「主席」）、執行董事及本公司行政總裁（「行政總裁」）孫江濤先生（「孫先生」）。

## NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

## 第一季度業績附註(續)

**2. Basis of preparation and principal accounting policies**

The unaudited condensed consolidated financial statements of the Group for the Period (the “First Quarterly Financial Statements”) have been prepared in accordance with all applicable 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 First Quarterly Financial Statements include applicable disclosures required by the GEM Listing Rules.

The First Quarterly Financial Statements were prepared on the historical cost basis and presented in Renminbi (“RMB”). The principal accounting policies adopted in the preparation of the First Quarterly Financial Statements were consistent with those used in the annual consolidated financial statements for the year ended 31 December 2021, except for the first-time adoption of new and amended HKFRSs, its amendments and interpretations which were issued by the HKICPA in the preparation of the financial statements during the Period. The adoption of these new and revised HKFRSs has had no significant effect on the First Quarterly 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**

本集團本期間未經審核簡明綜合財務報表(「第一季度財務報表」)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」)、香港會計準則及解釋公告及香港法例第622章公司條例之披露規定編製。此外，第一季度財務報表載有GEM上市規則規定之適用披露。

第一季度財務報表按照歷史成本基準編製，並以人民幣(「人民幣」)呈列。編製第一季度財務報表所採用的主要會計政策與截至2021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、修訂及解釋公告除外。採納該等新訂及經修訂香港財務報告準則對第一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訂及經修訂香港財務報告準則。

## NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

## 第一季度業績附註(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
<b>For the three months ended 31 March 2022</b>	<b>截至2022年3月31日止3個月</b>					
Segment revenue	分部收益	1,684	113	15,349	—	17,146
Segment (loss)/profit	分部(虧損)/溢利	(117)	111	(14,129)	(3,419)	(17,554)
<b>For the three months ended 31 March 2021</b>	<b>截至2021年3月31日止3個月</b>					
Segment revenue	分部收益	1,859	1,091	4,756	—	7,706
Segment (loss)/profit	分部(虧損)/溢利	(61)	1,081	(10,984)	(4,061)	(14,025)

## NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

## 第一季度業績附註(續)

## 4. Revenue, other income and gains

## 4. 收入、其他收入及收益

		Three months ended 31 March 截至3月31日止3個月	
		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
<b>Revenue:</b>	<b>收入：</b>		
Provision of online transaction services	提供網上交易服務	1,684	1,859
Software technology services	軟件技術服務	113	1,091
Financial services	金融服務	15,349	4,756
		<b>17,146</b>	<b>7,706</b>
<b>Other income and gains, net:</b>	<b>其他收入及收益，淨額：</b>		
Interest income	利息收入	13	21
Exchange (loss)/gain	匯兌(損失)/收益	(83)	131
Others	其他	216	86
		<b>146</b>	<b>238</b>

## 5. Finance Costs

## 5. 融資成本

		Three months ended 31 March 截至3月31日止3個月	
		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Interest on lease liabilities	租賃負債利息	71	26
Interest expense on loan from a third party	第三方貸款之利息開支	29	—
Interest expense on amount due to ultimate holding company	應付最終控股公司款項之利息開支	16	—
Interest expense on financial liabilities at amortised cost	按攤銷成本列賬的金融負債之利息開支	4	—
		<b>120</b>	<b>26</b>

## NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

## 第一季度業績附註(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 31 March 截至3月31日止3個月	
		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	180	157
Amortisation of intangible assets	無形資產攤銷	219	221
Depreciation of right-of-use assets	使用權資產折舊	842	895
Minimum lease payments under operating leases for buildings	樓宇經營租賃的最低租金	441	59
Development costs (note)	開發成本(附註)	7,348	4,649
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	15,242	10,280
Pension scheme contributions	退休金計劃供款	3,311	1,588

Note: Development costs mainly comprise staff costs of approximately RMB7,348,000 for the Period (2021: RMB4,649,000), which were also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the Period (2021: nil).

附註：開發成本主要包括員工成本，本期間約為人民幣7,348,000元(2021年：人民幣4,649,000元)，亦計入上文個別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(2021年：無)。

## NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

## 第一季度業績附註(續)

## 7. Income tax credit/(expenses)

## 7. 所得稅抵免/(開支)

Group	本集團	Three months ended 31 March 截至3月31日止3個月	
		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Current tax — PRC enterprise income tax — tax for the period	即期稅項 — 中國 企業所得稅 — 期內稅項	3	4
Deferred tax	遞延稅項	—	(278)
Income tax credit/(expense)		3	(274)

Taxes on profits assessable in the PRC have been calculated at the applicable 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 was 25% on their taxable profits for the Period.

中國應課稅溢利稅項乃根據相關現有法例、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，所有中國附屬公司的中國企業所得稅稅率均為其應課稅溢利的25%。



## NOTES TO THE FIRST QUARTERLY RESULTS (Continued)

## 第一季度業績附註(續)

## 8. Loss per share

The calculation of the basic loss and diluted 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及攤薄虧損按下列數據計算：

		Three months ended 31 March 截至3月31日止3個月	
		2022 RMB 人民幣元	2021 RMB 人民幣元
<b>Loss</b>	<b>虧損</b>		
Loss for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之虧損	<b>(16,480,000)</b>	(12,160,000)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之普通股加權平均數	<b>480,000,000</b>	480,000,000

The calculation of the basic loss per share has taken into account the weighted average number of 480,000,000 shares issued.

計算每股基本虧損時已計及已發行股份加權平均數480,000,000股。

## 9. Dividend

The Board has resolved not to declare the payment of any dividend for the Period (2021: nil).

## 9. 股息

董事會已決議不就本期間宣派任何股息(2021年：零)。

## 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 RMB17,146,000, representing an increase of approximately RMB9,440,000 or 122.5% as compared to that of approximately RMB7,706,000 for the same period of 2021.

#### 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 RMB1,684,000 (2021: RMB1,859,000). The Group is now concentrating its operational resources on the financial services business which offers more business opportunities, resulting in a reduction in revenue contributing from online transaction services.

## 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17,146,000元，較2021年同期的營業收入約人民幣7,706,000元增加了約人民幣9,440,000元或122.5%。

#### 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1,684,000元(2021年：人民幣1,859,000元)。本集團目前集中營運資源於具有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

During the Period, the Group's provision of software technology services mainly included the services via its self-developed software system and other related technical services.

The revenue from software technology services for the Period was approximately RMB113,000 (2021: RMB1,091,000). The decrease was attributable to the Group's priority towards development and promotion of its financial services as its major stream of business.

## 3. Financial services

As more Chinese and Chinese corporates are migrating or doing business worldwide, there is more demand for international banking service to facilitate their personal and business activities, such as payment collection and remittance, deposits, foreign exchange, and global investment management. While at the same time, as Chinese are getting wealthier, they are looking for asset allocation internationally and looking for international investment opportunities.

However, given their relatively small size and the cultural difference between Chinese and western societies, they either face difficulties in obtaining banking and financial services from traditional global banks or do not have satisfactory user-experience in using the services of traditional global banks. The Group, in particular its management team who are generally Chinese, are able to understand the needs of these potential Chinese clients. The management of the Group also believes that effective communication with the clients is crucial to the success of this business. In view of the market needs, the Group, since August 2019, has self-

## 2. 軟件技術服務

於本期間內，本集團提供的軟件技術服務主要包括其自行開發的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113,000元（2021年：人民幣1,091,000元）。減少原因為本集團目前的主要發展和推廣業務為金融服務。

## 3. 金融服務

隨著越來越多中國人移民及中國企業出海經商，對國際銀行服務（例如款項收匯、存款、外匯及環球投資管理等）的需求與日俱增，為個人及商業活動帶來方便。同時，由於華人逐漸富裕起來，目前正在尋求在國際進行資產配置和投資機會。

然而，鑒於規模相對較小，加上中西社會的文化差異，他們向傳統的環球銀行獲取銀行及金融服務面對困難，或在使用傳統環球銀行服務方面的用戶經驗並不理想。本集團擁有一支全華人管理團隊，了解到此等潛在中國客戶的需要。本集團的管理層亦相信，與客戶有效溝通對此業務的成功起到關鍵作用。為配合市場需要，本集團自2019年8月起已建立自主設計及自主開發的網絡及移動銀行平台，向此等出海客戶

designed and developed the web-base and mobile banking platform to provide financial and banking services to these global customers with an aim to provide comprehensive one-stop services to clients and enhance user-experience to provide quality services.

The Group has developed the financial services business currently holds qualifications in the United States, European Union district and Australasia, which is believed to have covered a majority of international export destination for the clients. The Group is currently contemplating to obtain further financial services qualifications in other regions to broaden its geographic coverage.

The Group will continue to monitor the customers needs and design products and services which could capture their needs. The Group also intends to expand its product portfolio and services (such as trust and asset management) to tap into a wider base of customers.

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 RMB15,349,000 (2021: RMB4,756,000). The increase in revenue during the Period compared to last year was due to the Group's substantial efforts in promoting its financial services to expand its customer base.

提供金融及銀行服務，務求為客戶提供全面的一站式服務及提升用戶的優質服務體驗。

本集團拓展金融服務業務，目前在美國、歐盟地區及澳新地區持有牌照，相信已覆蓋客戶大多數的國際出口目的地。本集團目前正在計劃在其他地區領取更多金融服務牌照，從而擴大其地理版圖。

本集團將繼續關注客戶需要，並設計可捕捉客戶需要的產品及服務。本集團亦有意擴充其產品組合和服務(例如信託及資產管理)，力爭更廣大的客戶群。

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15,349,000元(2021年：人民幣4,756,000元)。本期間收入較去年增加是由於本集團大力推廣金融服務拓展客戶基礎所致。

### Cost of revenue

During the Period, the cost of revenue of the Group was approximately RMB1,545,000, representing a decrease of RMB144,000 or 8.53% as compared to that of approximately RMB1,689,000 for the same period of 2021. Such decrease in cost of revenue during the Period was primarily attributable to the decrease in the volume in online transaction services.

### Gross profit

During the Period, the Group realised a gross profit of approximately RMB15,601,000, representing an increase of approximately RMB9,584,000 or 159.28% as compared to that of approximately RMB6,017,000 for the same period of 2021. The increase in gross profit was mainly attributable to a decrease in the volume of online transaction services.

### Selling and distribution expenses

During the Period, the selling and distribution expenses of the Group were approximately RMB10,248,000, representing an increase of approximately RMB7,092,000 or 224.71% as compared to those of approximately RMB3,156,000 for the same period of 2021. Such increase in selling and distribution expenses was mainly due to the increase in salaries of sales personnel of financial services business and marketing expenses as a result of the rapid development of finance service business from the second half of 2021. At the same time, the Group has given careful consideration to optimize its team in this year to implement cost control measures on the proportion of daily selling expenses of the relevant business.

### 收入成本

於本期間內，本集團的收入成本約為人民幣1,545,000元，較2021年同期的約為人民幣1,689,000元下降人民幣為144,000元或8.53%。本期間收入成本的減少主要是由於網上交易服務量減少所致。

### 毛利

於本期間內，本集團實現毛利約為人民幣15,601,000元，較2021年同期的約為人民幣6,017,000元上升了約人民幣9,584,000元或159.28%。毛利的增加主要是由於網上交易服務的減少所致。

### 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10,248,000元，較2021年同期的約為人民幣3,156,000元上升了約人民幣7,092,000元或224.71%。銷售及分銷開支的增加主要是由於從2021年下半年開始金融服務業務快速發展導致金融服務業務銷售人員薪酬以及市場推廣費用的增加。同時本集團從本年度起也仔細考慮優化團隊，以對相關業務日常銷售費用佔比實施成本控制措施。

### Administrative expenses

During the Period, the administrative expenses of the Group were approximately RMB22,924,000, representing an increase of approximately RMB5,564,000 or 32.05% as compared to those of approximately RMB17,360,000 for the same period of 2021. Such increase in the administrative expenses was primarily attributable to the increase in wages and salaries as a result of the rapid development of finance services business from the second half of 2021. At the same time, the Group has gradually started to optimize its team in this year to control the relevant operating expenses of the Group.

### Loss for the Period

During the Period, the Group had a loss of approximately RMB17,554,000, representing an increase of approximately RMB3,529,000 or 25.16% from approximately RMB14,025,000 for the same period of 2021. Such increase in loss for the Period was primarily attributable to increase in cost related to the financial services business as a result of the Group's active promotion of the financial services business.

### 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.

### 行政開支

於本期間內，本集團的行政開支約為人民幣22,924,000元，較2021年同期的約為人民幣17,360,000元上升了約人民幣5,564,000元或32.05%。行政開支的增加主要是由於從2021年下半年開始金融服務業務快速發展導致相關人工薪酬的增加所致。同時本集團從本年度起也逐步開始優化團隊，控制本集團相關營運費用。

### 本期間內虧損

於本期間內，本集團的虧損約為人民幣17,554,000元，較2021年同期的約為人民幣14,025,000元上升了約人民幣3,529,000元或25.16%。本期間虧損增加主要是由於本集團積極推進金融服務業務，使金融服務業務相關成本增加所致。

### 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。

### OUTLOOK

This year, while continuing to provide online transaction services and software technology services, the Company has achieved significant growth in its financial services business. To date, our financial service business have given support to those going-abroad corporations and individuals with our comprehensive range of services including account opening, fund transfer and remittance, e-commerce collection, currency exchange and other financial services. Taking the advantage of the customer base of our banks together with our financial services qualifications around the world, we commenced international trust, insurance, asset management and other businesses with an aim to provide our customers with comprehensive global financial services. We have also partnered with the world's top-notch wealth management companies to launch a variety of quality financial products for our clients, which then become very popular amongst customers.

Looking ahead, the global economy is bound to face more challenges under the recurring influence of the COVID-19 pandemic and other factors. We are well-prepared, at a time of uncertainty, to meet the growing demand for financing of the small and medium enterprises with our professional services and quality service portfolio. While facilitating the rapid development of businesses of various enterprises, we will also continue to rely on our professional teams to provide more quality service offering and product portfolios for the asset allocation of the new middle class and to provide intelligent and diversified one-stop high-quality financial services to our customers.

### 展望

本公司於今年在提供網上交易服務及軟件技術服務的同時，在金融服務業務等方面有了顯著的增長，我們的金融服務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、換匯等金融服務的全面支持，基於銀行的客戶基礎，我們依託全球各地的金融牌照開展了國際信託、保險、資產管理等業務，為客戶提供完善的全球金融服務。我司也與全球頂尖財富管理公司合作，推出了面向客戶的多種優質理財產品，受到客戶的追捧。

展望未來，在COVID-19疫情等因素的持續影響下，全球經濟勢必會面臨更多挑戰，我們已經做好準備，在不確定性到來之際，以專業的服務精神及優質的服務內容形式來滿足不斷增長的中小型企業金融需求，助力企業業務的快速發展同時我們也會繼續依靠專業的團隊，為新中產人群資產配置提供更多優質服務種類和產品範圍，為廣大客戶提供智慧化、多樣化的一站式高品質金融服務。

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

As at 31 March 2022, 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); or (b) pursuant to section 352 of the SFO, to be entered 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:

### 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2022年3月31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；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	Approximate percentage of the issued Shares 佔已發行股份概約百分比 <sup>(附註2)</sup>
Mr. Sun <sup>(Note 1)</sup> 孫先生 <sup>(附註1)</sup>	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:

1. Details of the interests in the Company held by 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 Company's total issued Share of 480,000,000 Shares as at 31 March 2022.

附註：

1. 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本公司於2022年3月31日已發行股份總數為480,000,000股股份計算所得。

## 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
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 31 March 2022, 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); or (b) pursuant to section 352 of the SFO, to be entered 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2022年3月31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及淡倉(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及淡倉)；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；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 31 March 2022, 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 and short positions in the Shares and the underlying Shares as recorded in the register to be kept under section 336 of the SFO were as follows:

於2022年3月31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%或以上權益及淡倉之公司或人士(本公司董事或主要行政人員除外)詳情如下：

Name of shareholders 股東姓名	Capacity/Nature of interest 身份／權益性質	Number of issued Shares held 所持已發行 股份數目	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 corporation/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	Capacity/Nature of interest 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)	Interest of controlled corporation/Corporate interest 受控制法團的權益／ 公司權益	47,757,200	9.95%
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 controlled corporation/Corporate interest 受控制法團的權益／ 公司權益	47,757,200	9.95%
Ho Chising (附註4)	受控制法團的權益／ 公司權益		
Zhou Quan (Note 5)	Interest of controlled corporation/Corporate interest 受控制法團的權益／ 公司權益	47,757,200	9.95%
周全 (附註5)	受控制法團的權益／ 公司權益		

Notes:

- Data King is wholly owned by Mr. Sun, the executive Director, the Chairman and the CEO. By virtue of the SFO, Mr. Sun is deemed to be interested in all the Shares held by Data King.
- 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.

附註：

- Data King由執行董事、主席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所持有全部股份中擁有權益。
- Fantastic Voyage乃由魏先生全資擁有。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。

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.
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.
5. Zhou Quan is the other controlling shareholder holding 50% of equity interests 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.
6. The percentage of shareholding was calculated based on the Company's total issued Shares of 480,000,000 Shares as at 31 March 2022.
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。其普通合夥人為IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.，而IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.的普通合夥人為IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.，IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.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.的普通合夥人，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.被視為為於IDG-ACCEL CHINA GROWTH FUND II L.P.所持有全部股份中擁有權益，而IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.被視為為於IDG-ACCEL CHINA GROWTH FUND II L.P.及IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.所持有全部股份中擁有權益。
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，彼被視為為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 所持有的全部股份中擁有權益。
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，彼被視為為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 所持有全部股份中擁有權益。
6. 持股百分比乃根據本公司於2022年3月31日已發行股份總數480,000,000股股份計算得出。

Save as disclosed above, as at 31 March 2022, 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 under Section 336 of the SFO.

### SHARE OPTION SCHEME

The Company operates a share option scheme (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 Share Option Scheme was adopted by the Company on 9 November 2013, the principal terms of which are set out below:

The Board may at its discretion grant rights to subscribe for Shares (the “Share Options”) pursuant to the terms of the Share Option Scheme 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) (the “Employee”), 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，於2022年3月31日，就董事及本公司主要行政人員所知，概無其他公司或人士（董事或本公司主要行政人員除外）於已記錄於根據證券及期貨條例第336條須予備存登記冊內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（「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，其主要條款載列如下：

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）（「僱員」）、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、供貨商、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; or
- (c) a company beneficially owned by any director, Employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate.
- (b) 任何信托或任何全權信托的受托人，而該信托的受益人或該全權信托的全權信托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、合作夥伴或顧問或承包商；或
- (c) 由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 31 March 2022.

於本期間內，概無任何購股權根據購股權計劃獲授出、行使或註銷或失效，亦無購股權於2022年3月31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 2021, none of the Directors, 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 had any other conflicts of interest, as required to be disclosed under Rule 11.04 of the GEM Listing Rules.

本期間，除於本公司截至2021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有競爭或可能有競爭以及存在任何其他利益衝突之業務擁有權益，並須根據GEM上市規則第11.04條披露。

### 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 has complied with the principles and code provisions as set out in Part 2 of the Corporate Governance Code (the “CG Code”) contained in Appendix 15 to the GEM Listing Rules except for code provision F.2.2 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.

Mr. Sun is 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元素，董事會及高級管理人員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。

本期間內，本公司已遵守GEM上市規則附錄十五所載企業管治守則（「企業管治守則」）第二部所載準則及守則條文，惟企業管治守則第F.2.2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。

孫先生為主席兼行政總裁。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 THE 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 a specific enquiry of all Directors made by the Company, each of them confirmed that he/she has complied with the Required Standard of Dealings regarding dealings in securities 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條所載的交易必守標準(「交易必守標準」)，作為董事進行本公司證券交易的行為守則。

本公司向所有董事作出特定查詢後，彼等各自均確認於本期間已遵守就董事進行證券交易的交易必守標準。



### INTERESTS OF THE COMPLIANCE ADVISER

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 and close associates (as defined in the GEM Listing Rules) had any interest in the Company or any member of the Group (including options or rights to subscribe for such securities) during the Period, which was 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 such securities during the Period.

### 合規顧問的權益

誠如本公司合規顧問力高企業融資有限公司(「力高企業融資」)知會，除本公司與力高企業融資所訂立日期為2016年1月19日之合規顧問協議外，力高企業融資或其董事、僱員及緊密聯繫人(定義見GEM上市規則)概無於本期間於本公司或本集團之任何成員擁有根據GEM上市規則第6A.32條須予知會本公司的任何權益(包括認購該等證券之購股權或權利)。

### 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證券，且本公司或其附屬公司概無購買或出售有關證券。

## 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 the non-executive Director Ms. Zhang Rong. 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, which is of the opinion that the financial information has been prepared in compliance with the applicable accounting principles, the requirements of the GEM Listing Rules and any other applicable laws and has been adequately disclosed.

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

Beijing, the PRC, 10 May 2022

*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，並認為該等財務資料的編製符合適用會計準則、GEM上市規則下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**  
主席、行政總裁及  
執行董事  
**孫江濤**

中國北京，2022年5月10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