神州數字

China Binary Sale Technology Limited
神州數字銷售技術有限公司

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

Stock Code 股份代號：8255

年報 2013
Annual Report

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他老練投資者。

Given the emerging nature of companies listed on GEM, 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.

由於創業板上市公司新興的性質所然，在創業板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，同時無法保證在創業板買賣的證券會有高流通量的市場。

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

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並表明不會就本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

This report, for which the directors of China Binary Sale Technology Limited (the "Company" and the "Directors", respectively) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM (the "GEM Listing Rules") of the Stock Exchange 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 report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

本報告乃遵照《創業板證券上市規則》(「創業板上市規則」)的規定而提供有關本公司的資料，神州數字銷售技術有限公司(「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沒有誤導或欺詐成分，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分。

CONTENTS 目錄

CORPORATE INFORMATION
公司資料

Directors

Executive Directors

Mr. Sun Jiangtao *(Chief Executive Officer)*
Mr. Tang Bin

Non-executive Directors

Mr. Wei Zhonghua *(Chairman)*
Mr. Zhang Zhen
Ms. Guo Jia

Independent Non-executive Directors

Mr. Yang Guang
Mr. Hou Dong
Mr. He Qinghua

Compliance Officer

Mr. Tang Bin

Company Secretary

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

Authorised Representatives

Mr. Sun Jiangtao
Mr. Tang Bin

Audit Committee

Mr. He Qinghua *(Chairman)*
Mr. Hou Dong
Mr. Wei Zhonghua

Remuneration Committee

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

董事

執行董事

孫江濤先生*（行政總裁）*
唐斌先生

非執行董事

魏中華先生*（主席）*
張震先生
郭佳女士

獨立非執行董事

楊光先生
侯東先生
何慶華先生

監察主任

唐斌先生

公司秘書

郭兆文先生*（香港特許秘書公會資深會員）*

授權代表

孫江濤先生
唐斌先生

審核委員會

何慶華先生*（主席）*
侯東先生
魏中華先生

薪酬委員會

侯東先生*（主席）*
楊光先生
孫江濤先生

Nomination Committee

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

提名委員會

楊光先生*(主席)*
侯東先生
孫江濤先生

Independent Auditor

BDO Limited
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
香港
干諾道中111號
永安中心
25樓

Principal bankers

China Minsheng Banking Corp., Ltd. (Head office, Operation Department)
China Merchant Bank Beijing (Sub-branch)
Industrial and Commercial Bank of China Haidian (Sub-branch)

主要往來銀行

中國民生銀行股份有限公司（總行營業部）
中國招商銀行北京分行
中國工商銀行海淀分行

Registered Office

Floor 4, Willow House
Cricker Square
PO Box 2804
Grand Cayman KY1-1112
Cayman Islands

註冊辦事處

Floor 4, Willow House
Cricker Square
PO Box 2804
Grand Cayman KY1-1112
Cayman Islands

Head Office and Principal Place of Business in the PRC

Room B01, 15th Floor, Horizon International Tower
No. 6 Zhichun Road
Haidian District
Beijing
The People's Republic of China (the "PRC")

總辦事處及中國主要營業地點

中國
北京
海淀區
知春路6號
錦秋國際大廈15樓B01室

Principle 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

CORPORATE INFORMATION (CONTINUED)
公司資料(續)

Principal Share Registrar and Transfer Office in the Cayman Islands

Offshore Incorporations (Cayman) Limited
Floor 4, Willow House
Cricker Square
PO Box 2804
Grand Cayman KY1-1112
Cayman Islands

開曼群島股份過戶登記總處

Offshore Incorporations (Cayman) Limited
Floor 4, Willow House
Cricker Square
PO Box 2804
Grand Cayman KY1-1112
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

Boardroom Share Registrars (HK) Limited
31/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31樓

Compliance Adviser

Quam Capital Limited
18/F, China Building
29 Queen's Road Central, Hong Kong

合規顧問

華富嘉洛企業融資有限公司
香港皇后大道中29號
華人行18樓

Listing Information

Growth Enterprise Market of The Stock Exchange of Hong Kong Limited
Stock Code: 8255
Board Lot: 6000

上市資料

香港聯合交易所有限公司創業板
股份代號：8255
買賣單位：6000

Company's Website

www.shenzhoufu.hk

公司網站

www.shenzhoufu.hk

Financial Summary
財務概要

		2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元	2011 RMB'000 人民幣千元
Results (for the year ended 31 December)	業績（截至12月31日止年度）			
— Revenue	一收入	**61,228**	53,252	46,063
— Gross profit	一毛利	**41,971**	33,791	27,620
— Listing expenses	一上市開支	**(8,310)**	(4,492)	—
— Profit and total comprehensive income for the year	一年內溢利及全面收益總額	**14,886**	13,412	14,692
Earnings per share (RMB cents)	每股盈利（人民幣分）			
— Basic	一基本	**4.03**	3.73	N/A 不適用
Financial Position (as at 31 December)	財務狀況（於12月31日）			
— Non-current asset	一非流動資產	**1,875**	2,117	2,277
— Current asset	一流動資產	**121,431**	129,104	115,376
— Current liabilities	一流動負債	**41,008**	60,243	61,782
— Non-current liabilities	一非流動負債	**2,403**	6,402	4,707
— Total equity	一總權益	**79,895**	64,576	51,164

CHAIRMAN'S STATEMENT
主席報告

On behalf of the board of the Directors (the "Board"), I am pleased to present the annual results of China Binary Sale Technology Limited (together with its subsidiaries, the "Group") for the year ended 31 December 2013 (the "Year").

本人謹此代表董事會(「董事會」)欣然呈報神州數字銷售技術有限公司(連同其附屬公司統稱(「本集團」))截至2013年12月31日止年度(「本年度」)之年度業績。

The year of 2013 is a milestone year for the Group. Our successful listing on the GEM on 4 December 2013 has provided us a strong platform for further development and growth. Net proceeds of approximately HK$48.301 million were raised from listing.

2013年為本集團最具里程碑的一年，我們於2013年12月4日在創業板成功上市，為我們的進一步發展和壯大提供了強有力的平臺。公司上市所得款項淨額約為48,301,000港元。

Review

回顧

In 2013, the Group achieved satisfactory performance, and accomplished operating revenue of approximately RMB61.228 million, representing a growth of RMB7.976 million or approximately 15.0% as compared to RMB53.252 million in 2012. Gross profit amounted to approximately RMB41.971 million, representing a growth of RMB8.18 million or approximately 24.0% as compared to RMB33.791 in 2012. The increase in revenue and gross profit was primarily attributable to the prosperous game industry and the expansion of mobile telecommunications industry in China. During the year of 2013, the Group expanded its business by newly cooperating with 169 game operators. As of 31 December 2013, we cooperated with 631 game operators, which provided a solid commercial basis for our expanding business scope.

2013年，本集團取得令人滿意的表現，實現營業收入約人民幣61,228,000元，較2012年的53,252,000元 增 加 了7,976,000元 或15.0%。毛利約為人民幣41,971,000元，較2012年的33,791,000元增加了8,180,000元或約24.0%。收入和毛利的增長主要得利於中國遊戲行業的蓬勃發展和移動通訊業的規模不斷擴大，2013年內，本集團大力拓展業務，新增遊戲合作商戶169家，截至2013年12月31日，我們合作的遊戲商戶數量為631家，這為我們日益擴大的交易規模奠定了良好的商業基礎。

In 2013, the Group achieved net profit after tax of approximately RMB14.886 million, representing an increase of RMB1.474 million or 11.0% as compared to RMB13.412 million in 2012. In 2013, the cost incurred from listing of the Group amounted to approximately RMB8.310 million (2012: RMB4.492 million). Excluding the impact of the listing fees, net profit after tax achieved by the Group in 2013 would be approximately RMB23.196 million, representing a significant increase of 29.6% as compared to RMB17.904 million in 2012. Accordingly, the adjusted net profit margin increased by 12.8% to 37.9% in 2013 from 33.6% in 2012.

2013年，本集團實現税後淨利潤約為人民幣14,886,000元，較2012年的13,412,000元增加了1,474,000元或11.0%。2013年度本集團發生上市開支約為人民幣8,310,000元(2012年：人民幣4,492,000元)，如果剔除上市開支的影響，2013年度本集團實現的税後淨利潤約為人民幣23,196,000元，較2012年度的人民幣17,904,000元大幅增長，淨利潤的增幅達到29.6%。相應地，經修訂後的淨利潤率由2012年度的33.6%增長到2013年的37.9%,增幅為12.8%。

Outlook

In 2013, Chinese game industry continued to grow rapidly, and the whole game market showed common prosperity with co-existence of massive client game, browser game and mobile game. In August 2013, the State Council published *Opinions on Promoting the Consumption of Information and Boosting Domestic Demand*, expressly proposed to develop new emerging cultural industries, including digital publishing, interactive new media and mobile multimedia. In November 2013, the Third Plenary Session of 18th CPC Central Committee emphasized to Construct Cultural Power Country, to promote innovation in cultural institutions and mechanisms, to improve the cultural management system and to establish a modern cultural market system, which pointed out the direction and laid the foundation for the prosperity of the game industry combining both cultural and technologies characteristics.

In 2014, Chinese game industry will maintain a good tendency of growth. Relying on the booming game industry, the Group will continue to actively explore game operators and expand mobile top-up channels to enhance the volume of business; on the other hand we will continue to enhance the technical level and the operational capability of our system to provide superior service to our customers.

Furthermore, the Group will continue to strictly control its risk, reinforce its internal management, integrate its superior resources, and proactively strive for greater returns to shareholders.

Appreciation

On behalf of the Board and management, I would like to express gratitude to the Group's staff for their unreservedly dedication and hard work during the Year. I would also like to extend my thanks to all shareholders, directors and business partners who have supported the Group.

Chairman
Wei Zhonghua

12 March 2014

展望

2013年，中國遊戲產業繼續保持快速增長，整個遊戲市場出現端游、頁遊、移動遊戲等多形態共同繁榮的局面。2013年8月，國務院印發的《*關於促進信息消費擴大內需的若干意見*》明確提出，要大力發展數字出版、互動新媒體、移動多媒體等新興文化產業。2013年11月，十八屆三中全會進一步強調文化強國建設，提出著力推進文化體制機制創新，建立健全現代文化市場體系。這為文化與科技相融合的遊戲產業健康繁榮發展指明了方向，奠定了基礎。

2014年，中國遊戲產業還將繼續保持良好的增長勢頭，依託遊戲行業的蓬勃發展，本集團一方面將繼續積極拓展遊戲商戶和話費充值渠道，大力提升業務量，另一方面會不斷增強技術水平和系統的運營能力，以給客戶提供更為優質的服務。

此外，本集團還將繼續嚴格控制風險，加強內部管理，整合優勢資源，積極進取，爭取為股東帶來更大的回報。

感謝

本人謹代表董事會及管理層感謝集團所有員工在本年度做出的卓越貢獻及辛勤工作。本人亦向對本集團鼎力支持的全體股東、各董事及業務夥伴表示衷心感謝。

主席
魏中華

2014年3月12日

Financial Review

The businesses operated by the Group are as follows:

1. Provision of online transaction services by facilitating transactions between online game operators and online game users and provision of mobile top-up service to mobile subscribers;

2. Distribution of online game products; and

3. Operation of the Game Review Website.

Revenue

For the year ended 31 December 2013, the Group recorded revenue of approximately RMB61.228 million, representing an increase of RMB7.976 million or 15.0% as compared to RMB53.252 million last year. The increase was mainly attributable to:

1. The Substantial Increase of Transaction Volume of Online Transaction Services

During the year of 2013, the number of online game operators cooperated with the Group increased from 462 at the beginning of the year to 631. There are approximately 29,298,000 transactions providing online transaction services to the online game operators through the Shenzhoufu system, increased 5,160,000 cases or 21.4% as compared to 24,138,000 cases for the year of 2012. Transaction amount for the year was approximately RMB1,737 million, representing an increase of RMB339 million or 24.2% as compared to the transaction amount of RMB1,398 million last year.

For the year of 2013, there are approximately 30,873,000 transactions of mobile top-up services provided by the Group, increased 4,982,000 cases or 19.2% as compared to 25,891,000 cases for the year of 2012. Transaction amount was approximately RMB2,548 million, representing an increase of RMB536 million or 26.6% as compared to that of RMB2,012 million last year. The increase in transaction volume was mainly due to the significant increase in transaction volume of the online top-up services from bank-operated e-commerce platforms, which increased to RMB1,237 million in 2013 from RMB703 million in 2012 and the proportion of total transaction value of online transaction services sourced from this channel increased to 48.5% in 2013 from 35.0% in 2012, which became the primary mobile top-up channel of the Group.

財務回顧

本集團運營的業務如下：

1. 為通過促進網上遊戲運營商與網上遊戲用戶之間的交易，以及向手機用戶提供手機話費充值服務來提供網上交易服務；

2. 網上遊戲產品分銷；及

3. 運營遊戲點評網。

收入

截至2013年12月31日止年度，本集團取得營業收入約人民幣61,228,000元，較上年營業收入人民幣53,252,000元增加了人民幣7,976,000元，增幅為15.0%，收入的增長主要由於：

1. 網上交易服務業務的交易量大幅增長

2013年內，本集團的網上遊戲合作商戶從年初的462家增加到631家，全年本集團通過神州付系統向網上遊戲運營商提供網上交易服務的交易筆數約為29,298千宗，較2012年度的24,138千宗增加了5,160千宗或21.4%。全年的交易金額約為人民幣1,737百萬元，較上年度的交易金額人民幣1,398百萬元增加了人民幣339百萬元或24.2%。

2013年度，本集團提供的話費充值服務的交易筆數約為30,873千宗，較2012年度的25,891千宗增加了4,982千宗或19.2%。交易金額約為人民幣2,548百萬元，較上年的交易金額2,012百萬元增加了536百萬元或26.6%。交易量增長主要是由於銀行網上商城話費充值渠道的交易量大幅提升，從2012年的人民幣約703百萬元增加到2013年的1,237百萬元，該渠道的交易金額佔比也從2012年的35.0%增加到2013年的48.5%，成為本集團最重要的充值渠道。

On the other hand, average discount from game operators in 2013 decreased to 3.95% from 4.09% in 2012, and the average discount for the mobile subscribers from the Company in 2013 increased to 0.85% from 0.69% in 2012, resulting in the drop of gross profit margin in each transaction of the Group.

另一方面，2013年度，來自遊戲運營商的平均折扣從2012年的4.09%下降到3.95%，公司給予手機用戶話費充值的平均折扣從2012年的0.69%上升到2013年度的0.85%，使得本集團的單筆交易的毛利率有所下降。

Overall, revenue received by the Group from the provision of online transaction services was approximately RMB54.981 million for the whole year, representing an increase of RMB6.011 million or 12.3% as compared to RMB48.970 million in 2012.

綜合全年，本集團提供網上交易服務取得的收入金額約為人民幣54,981,000元，較2012年的人民幣48,970,000元增加了約人民幣6,011,000元，增幅為12.3%。

2. The Sustainable Increase of Transaction Volume of Distribution of Online Game Products

The transaction amount from distributing online game products of the Group in 2013 was approximately RMB120.179 million and the revenue from such operations was approximately RMB4.224 million, representing a slight increase as compared to RMB107.295 million and RMB4.096 million in 2012 respectively.

2. 網上遊戲產品分銷的交易量持續增長

2013年，本集團網上分銷遊戲產品的交易金額約為人民幣120,179,000元，該業務取得收入約人民幣4,224,000元，較2012年的交易金額人民幣107,295,000元和收入人民幣4,096,000元均有小幅增加。

3. Initial Benefit of Operation of the Game Review Website

In 2013, the Game Review Website operated by the Group has achieved initial success. As at 31 December 2013, registered users of the Game Review Website were approximately 26,000 (31 December 2012: 9,000). For the Year, comments on the Game Review Website were approximately 60,000, and clicks on the website were approximately 11,642,000 (2012: approximately 37,000 comments, and approximately 4,191,000 clicks). In 2013, the Group generated an advertising income of RMB703,000 (2012: RMB186,000) and share of profit from introducing customers to game operators of RMB1.320 million (2012: nil).

3. 運營遊戲點評網初見效益

本集團運營的遊戲點評網站2013年度初見效益，於2013年12月31日，游戲瓶網站的註冊用戶數約為26,000(2012年12月31日：9,000)，截至本年度，游戲瓶網站的點評量約為60,000條，點擊量約為11,642,000次(2012年：點評量約為37,000條，點擊量約為4,191,000次)。2013年度實現了約人民幣703,000元的廣告收入(2012年：人民幣186,000元)和人民幣1,320,000元通過向遊戲運營商轉介用戶取得的溢利分成(2012年：零)。

Cost of Revenue

The Group continued to strengthen the cost control in 2013 and obtained a remarkable performance. Nonetheless the operation income increased by 15.0% in the year, the cost of revenue decreased from RMB19.461 million in 2012 to RMB19.257 million in 2013.

收入成本

2013年，本集團繼續加強成本控制，且成效顯著，儘管當年營業收入增長了15.0%，但收入成本從2012年度的約人民幣19,461,000元下降到2013年度的人民幣19,257,000元。

Gross Profit

During the year of 2013, the gross profit of the Group was RMB41.971 million, representing an increase of RMB8.180 million or approximately 24.0% as compared to RMB33.791 million in 2012, and the gross profit margin in 2013 increased to 68.5% from 63.5% in 2012. Except for the increase of income, the increase of gross profit and the gross profit margin were mainly due to the strengthened cost control, the decreased interface maintenance fee and handling charges rate.

毛利

2013年度，本集團的毛利為人民幣41,971,000元，較2012年的人民幣33,791,000元增加約人民幣8,180,000元或約24.0%，毛利率從2012年的63.5%增長到2013年度的68.5%。除了收入的增長外，毛利及毛利率的增長主要是由於公司強化成本控制，降低接口維護費，支付手續費率下降等原因。

Selling and Distribution Expenses

The selling and distribution expenses of the Group increased from RMB2.079 million in 2012 to RMB3.086 million in 2013, representing an increase of approximately RMB1.007 million or 48.4%, which was mainly due to the increase of travelling expenses and business expenses resulted from the actively expanding of new game operators in the sales department of the Group in 2013.

銷售及分銷開支

本集團銷售及分銷開支從2012年約人民幣2,079,000元增加到2013年度的人民幣3,086,000元，增加約人民幣1,007,000元或48.4%，這主要由於2013年度本集團銷售部門積極拓展新的遊戲合作商戶，導致差旅費、業務費用的增加。

Administrative Expenses

The administrative expenses of the Group for the Year ended 31 December 2013 was RMB9.783 million, representing an increase of approximately RMB320,000 or 3.4% as compared to RMB9.463 million in 2012.

行政開支

本集團截至2013年12月31日止年度的行政開支為人民幣9,783,000元，較2012年度約人民幣9,463,000元增加了約人民幣320,000元或3.4%。

Listing Expenses

The listing expenses of the Group incurred for the year of 2013 and 2012 were approximately RMB8.310 million and RMB4.492 million respectively. The listing expenses are allocated by the Group with reference to the total number of new shares to be issued in placing and the total number of shares after listing, which is in accordance with relevant accounting standards.

上市開支

本集團2013及2012年度發生的上市開支分別約為人民幣8,310,000元和人民幣4,492,000元，上市開支由本集團按照有關會計標準，參考配售中將予發行的新股總數及於上市後的股份總數進行分配。

Income Tax Expenses

During the year of 2013, the income tax expenses of the Group was approximately RMB6.179 million, (2012: RMB4.465 million) with the effective tax rate of 29.3% (2012: 25.0%), which was mainly due to the Group incurred approximately RMB8.310 million listing expenses, a non-tax deductible expenses incurred by an oversea company, in 2013.

所得稅開支

2013年度，本集團的所得稅開支約為人民幣6,179,000元(2012年：人民幣4,465,000元)，實際稅率為29.3%(2012年：25.0%)，實際稅率的上升主要是由於本集團之境外公司於2013年產生的一筆不可扣稅上市開支約人民幣8,310,000元所致。

Profit and Total Comprehensive Income for the Year

During the year of 2013, the profit and total comprehensive income of the Group was approximately RMB14.886 million, representing an increase of RMB1.474 million or 11.0% as compared to RMB13.412 million in 2012. In case of excluding the impact of listing expenses on the year of 2013, the Group realized a profit of RMB23.196 million in 2013 (2012: RMB17.904 million).

The increase of profit and total comprehensive income of the Group for the year of 2013 was mainly due to the increase in income and the result of cost control.

年內溢利及全面收益總額

2013年,本集團的溢利及全面收益總額約為人民幣14,886,000元,較2012年的人民幣13,412,000元增加了人民幣1,474,000元或11.0%,如果不考慮上市開支對於2013年度的影響,2013年本集團實現的溢利約為人民幣23,196,000元(2012年:人民幣17,904,000元)。

2013年度本集團溢利及全面收益總額的增長主要是由於收入的增長和成本費用控制的結果。

Liquidity, Financial Resources and Capital Structure

As at 31 December 2013, bank and cash balances of the Group was approximately RMB68.826 million (31 December 2012: RMB18.839 million), which was mainly denominated in RMB, USD and HKD.

As at 31 December 2013, the Group did not have any loans or shareholders' loans (31 December 2012: nil).

As at 31 December 2013, the Group had total non-current assets of approximately RMB1.875 million (31 December 2012: RMB2.117 million), and had total current assets of approximately RMB121.431 million (31 December 2012: RMB129.104 million). The amount of current liabilities was approximately RMB41.008 million (31 December 2012: RMB60.243 million). The drop of current assets and current liabilities was mainly due to shrinkage of related companies' current accounts. As at 31 December 2013, amounts due from related companies was approximately RMB6.087 million (31 December 2012: RMB55.069 million), and amounts due to a related company was nil (31 December 2012: RMB14.570 million). As at 31 December 2013, the Group's current ratio was 2.96 (31 December 2012: 2.14).

As at 4 December 2013, the company issued 120,000,000 new shares at the price of HK$0.6 per share upon the completion of placing. The proceeds and net proceeds from placing were approximately HK$72 million and HK$48.301 million respectively.

流動資金、財務資源及資本結構

於2013年12月31日,本集團的銀行及現金餘額約為人民幣68,826,000元(2012年12月31日:人民幣18,839,000元),主要以人民幣、美元及港幣計值。

於2013年12月31日,本集團並無任何貸款或股東貸款(2012年12月31日:零)。

於2013年12月31日,本集團擁有非流動資產的總額約為人民幣1,875,000元(2012年12月31日:人民幣2,117,000元)、流動資產的總額約為人民幣121,431,000元(2012年12月31日:人民幣129,104,000元)。流動負債的金額約為人民幣41,008,000元(2012年12月31日:人民幣60,243,000元),流動資產和流動負債下降的原因主要是壓縮了關連公司的往來款項。於2013年12月31日,本集團應收關連公司款項約為人民幣6,087,000元(2012年12月31日:人民幣55,069,000元),應付一間關連公司款項為零元(2012年12月31日:人民幣14,570,000元)。於2013年12月31日,本集團流動比率為2.96(2012年12月31日:2.14)。

於2013年12月4日,本公司根據配售方式並按每股0.6港元的價格完成發行120,000,000股新股。配售所得款項總額及淨額分別約為港幣72,000,000元和港幣48,301,000元。

Foreign Exchange Risk

The principal business operated by the Group was denominated in RMB, while part of assets and liabilities may be denominated in USD or HKD. Any material fluctuation of exchange rate from the USD and HKD against RMB will result in influence on the financial results of the Group. During the year of 2013, the Group had an foreign exchange loss of approximately RMB860,000 (2012: RMB10,000) resulted from the change of the exchange rate.

匯率風險

本集團運營的主要業務以人民幣計值，部分資產、負債會以美元或港幣計值。美元、港幣兑人民幣的任何重大匯率波動均會對本集團造成財務影響。2013年度，由於匯率變動，本集團發生匯兑損失約為人民幣860,000元(2012年：人民幣10,000元)。

Employees and Remuneration Policies

As at 31 December 2013, the Group had 86 employees (31 December 2012: 75). For the Year, the staff costs, including Directors' remuneration of the Group amounted to approximately RMB4,931,000 (2012: RMB4,608,000).

The Group believes that employees are one of the most important assets of the Group. The Group strives to offer a competitive remuneration to employees, and adjust their remuneration to closely relevant to their performance, education background and experience, as well as the condition of the labor market. The full time employees could be granted Share Option to subscribe Shares under the share option scheme adopted at 9 November 2013. The Group is positively providing training opportunities for employees to strengthen their working skills.

僱員及薪酬政策

於2013年12月31日，本集團擁有86名僱員(2012年12月31日：75名)。截至本年度，本集團之員工成本(包括董事酬金)約人民幣4,931,000元(2012年：人民幣4,608,000元)。

本集團相信員工乃本集團最重要資產之一。致力提供具競爭力的薪酬待遇，本集團將僱員薪酬水平調整至緊貼員工個人表現、學歷及經驗以及勞動市場狀況。根據2013年11月9日採納的購股權計劃，全職僱員可能獲購股權以認購股份。本集團亦積極給予員工提供培訓機會，以增強員工的工作技能。

Contingent Liabilities and Guarantees

As at 31 December 2013, the Group did not have any significant contingent liabilities, guarantees or any litigation against the Group.

或有負債及擔保

於2013年12月31日，本集團概無任何重大或有負債、擔保或遭提出任何訴訟。

Significant Investment and Capital Commitment

As at 31 December 2013, the Group did not hold any material investment, had no material capital commitments and no future plans for material investments or capital assets.

重大投資及資本承諾

於2013年12月31日，本集團並無參與重大投資，亦無重大資本承諾或購入資本資產之未來計劃。

Comparison between Business Plan and Actual Business Progress

The Company was successfully listed on the GEM on 4 December 2013. Given the short period of time since the Listing up to 31 December 2013, the raised funds have not been utilized. The net proceeds of HK$48.301 million were held in short-term deposits with licensed banks. As at 31 December 2013, there were no changes of business plan that disclosed in the prospectus dated 27 November 2013 (the "Prospectus") and there were no material movements in the actual business progress.

業務計劃與實際業務進展的比較

本公司2013年12月4日於創業板成功上市，由於成功上市至2013年12月31日的時間尚短，因此，本公司尚未使用任何募集資金。配售所得款項淨額為港幣48,301,000元，現存入持牌銀行作短期存款用途。於2013年12月31日，本集團於日期為2013年11月27日的招股章程(「招股章程」)披露的業務計劃並無變化。

DIRECTORS AND SENIOR MANAGEMENT PROFILES
董事及高級管理人員簡介

Executive Directors

Mr. Sun Jiangtao, aged 36, is the Chief Executive Officer and an Executive Director of the Company, and was appointed as Executive Director on 11 May 2011. He is also the member of the Remuneration Committee and Nomination Committee. Mr. Sun joined the Group in October 2004. Mr. Sun is responsible for the overall management and business development of the Group. Mr. Sun graduated from 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, and he has more than 13 years of experience in corporate management, financing, operation, product design and marketing.

Mr. Tang Bin, aged 33, is an Executive Director. Mr. Tang was appointed as an Executive Director on 8 June 2012. He is also the Compliance Officer of the Company. Mr. Tang is responsible for overseeing the Group's management of sales and marketing department and maintenance of the daily operation. Mr. Tang has over ten years of accumulated experience in the IT industry and online game business and is familiar with the operation flow of the Group. Mr. Tang graduated from Beijing University of Aeronautics and Astronautics.

Non-executive Directors

Mr. Wei Zhonghua, aged 36, is the Chairman of the Board and a Non-executive Director. He joined the Group in October 2004 and was appointed as a Non-executive Director on 11 May 2011. He is also member of Audit Committee. Mr. Wei is responsible for supervising administrative activities of the Group and giving suggestions to the formation of strategies. Mr. Wei graduated from the University of Science and Technology Beijing with a bachelor's degree in Engineering. Mr. Wei has over 10 years of experience in IT industry.

Mr. Zhang Zhen, aged 37, is a Non-executive Director. He joined the Group in September 2008 and was appointed as a Non-executive Director on 11 May 2011. Mr. Zhang is responsible for supervising administrative activities of the Group and giving suggestions to the formation of strategies. Mr. Zhang graduated from Tsinghua University with a bachelor's degree in Engineering, a bachelor's degree in Law and a master's degree in Management, and had obtained PRC lawyer's qualification certificate. Mr. Zhang has over 10 years of experience in venture capital and has experience in IT company management.

Ms. Guo Jia, aged 36, is a Non-executive Director. She joined the Group in August 2009 and was appointed as a Non-executive Director on 11 May 2011. Ms. Guo is responsible for supervising administrative activities of the Group and giving suggestions to the formation of strategies. Ms. Guo graduated from Central University of Finance and Economics with a bachelor's degree in Economics. Ms. Guo has over 10 years of experience in entrepreneurial financing and investment. Ms. Guo has been a senior partner of Ventech China Limited Beijing Representative Office since 2007.

執行董事

孫江濤先生，36歲，本公司行政總裁兼執行董事，於2011年5月11日獲委任為執行董事。孫先生亦為薪酬委員會、提名委員會成員。孫先生於2004年10月加入本集團。孫先生負責本集團的整體管理及業務發展工作。孫先生畢業於北京航空航天大學，持有工學學士學位。2012年，孫先生獲中國電子企業協會承認為「2012年中國電子信息優秀青年企業家」，在公司管理、融資、營運、產品設計、產品推廣等方面擁有逾13年經驗。

唐斌先生，33歲，執行董事，於2012年6月8日獲委任為執行董事，彼也是本公司監察主任。唐先生負責監察本集團的銷售及市場部管理及維持日常運作。唐先生有逾10年信息技術行業及網上遊戲業務經驗，並熟悉本集團的運作流程。唐先生畢業於北京航空航天大學。

非執行董事

魏中華先生，36歲，董事會主席兼非執行董事，於2004年10月加入本集團並於2011年5月11日獲委任為非執行董事，魏先生也是本公司審核委員會成員。其負責監督本集團的行政活動及就制定策略做出諮詢。魏中華先生畢業於北京科技大學，持有工學學士學位，彼具有逾10年信息技術行業經驗。

張震先生，37歲，非執行董事，於2008年9月加入本集團，並於2011年5月11日獲委任為非執行董事，負責監督本集團的行政活動及就制定策略做出諮詢。張先生畢業於清華大學，持有工學學士學位、法學學士學位及管理學碩士學位，並取得中國律師資格證。張先生具有逾十年創業資本經驗，並具有信息技術公司管理經驗。

郭佳女士，36歲，非執行董事，於2009年8月加入本集團，並於2011年5月11日獲委任為非執行董事，負責監督本集團的行政活動及就制定策略做出諮詢。郭女士畢業於中央財經大學，持有經濟學學士學位。郭女士具有逾10年創業融資及投資經驗，自2007年起，郭女士一直為Ventech China Limited北京代表處的高級合夥人。

Independent Non-executive Directors

Mr. Yang Guang, aged 39, is an Independent Non-executive Director, the chairman of the Nomination Committee and a member of the Remuneration Committee. He was appointed as an Independent Non-executive Director on 9 November 2013. Mr. Yang has over 14 years of experience in investment banking and finance. Since March 2012, Mr. Yang has been a Managing Director of China Merchants Kunlun Investment Management Co., Ltd.

Mr. Yang graduated from Nankai University with a Bachelor's degree in Economic Law, and obtained a Master's degree in Business Administration from Ohio State University in March 2004. Mr. Yang has been a Chartered Financial Analyst since September 2008. He has also been admitted as a qualified PRC lawyer since May 1999.

Mr. Hou Dong, aged 43, is an Independent Non-executive Director, the chairman of Remuneration Committee and a member of Audit Committee and the Nomination Committee. He was appointed as an Independent Non-executive Director on 9 November 2013. Mr. Hou has approximately 8 years of experience in management and capital investment. Mr. Hou currently is one of the Partners of Tuspark Venture Capital Management (Beijing) Co., Ltd.

Mr. Hou obtained a master's degree in Engineering and a master's degree in Economics.

Mr. He Qinghua, aged 36, is an Independent Non-executive Director and the chairman of Audit Committee. He was appointed as an Independent Non-executive Director on 9 November 2013. Mr. He worked for several famous international accounting firms with over 13 years of experience in accounting, internal control and risk management.

Mr. He graduated from University of International Business and Economics with a bachelor's degree in International Corporate Management in July 2000. He is a Certified Public Accountant accredited by the Ministry of Finance of the PRC.

獨立非執行董事

楊光先生，39歲，獨立非執行董事，提名委員會主席及薪酬委員會成員。於2013年11月9日獲委任為獨立非執行董事。楊先生具有逾14年投資銀行及融資經驗。自2012年3月以來，楊先生一直出任招商昆侖股權投資管理有限公司董事總經理。

楊先生畢業於南開大學，持有經濟法學士學位，並於2004年3月獲俄亥俄州立大學頒發工商管理碩士學位。楊先生自2008年9月起為特許財務分析師，而自1999年5月起亦獲承認為中國合資格律師。

侯東先生，43歲，獨立非執行董事，薪酬委員會主席、審核委員會成員及提名委員會成員。於2013年11月9日獲委任為獨立非執行董事。侯先生具有約8年管理及資本投資經驗，現為啟迪創業投資管理(北京)有限公司合夥人之一。

侯先生持有工學碩士學位及經濟學碩士學位。

何慶華先生，36歲，獨立非執行董事及審核委員會主席，於2013年11月9日獲委任為獨立非執行董事。何先生曾任職多家國際知名會計師事務所，在會計、內部控制及風險管理方面擁有逾13年經驗。

何先生2000年7月對外經濟貿易大學畢業，持有國際企業管理學士學位，為中華人民共和國財政部認可的註冊會計師。

Senior Management

Ms. Tang Yanhua, aged 36, is the Chief Financial Officer of the Group. Ms. Tang graduated from Sun Yat-Sen University with a bachelor's degree in Economics. She worked for several famous international accounting firms for years, accumulated over 13 years of experience in accounting, financial management, financing, audit, internal control and risk management. Ms. Tang joined the Group in 2010, responsible for the accounting, finance and administration of the Group.

Ms. Tang is a Certified Internal Auditor accredited by the China Institute of Internal Auditors with the authorisation from the Institute of Internal Auditors. She is also a Certified Public Accountant accredited by the Ministry of Finance of the PRC.

Mr. Wu Yuhang, aged 31, is the Vice President of the Group. Mr. Wu graduated from Beijing University of Technology with a bachelor's degree in Economics. He joined the Group in 2005, in charge of the sales and marketing department of the Group and is responsible for establishing and maintaining cooperation relationship with business partners of the Group in the PRC online game industry.

Mr. Zhang Hongyi, aged 36, is the Chief Technology Officer of the Group. Mr. Zhang joined the Group in 2006. He is responsible for the development and maintenance of the Group's technology management system as well as work relating to the establishment of the Group's technology standard and work flow. Mr. Zhang graduated from Beijing University of Aeronautics and Astronautics with a bachelor's degree in Engineering.

Mr. Tang Bin, aged 33, is the Compliance Officer of the Group. For details of his qualifications and experience, please refer to "Directors and Senior Management Profiles — Executive Directors".

高級管理層

唐艷華女士，36歲，本集團首席財務官。唐女士畢業於中山大學，持有經濟學學士學位。彼曾任職於國際知名會計師事務所多年，在會計核算、財務管理、融資、審計、內部控制及風險管理方面擁有逾13年經驗。唐女士於2010年加入本集團，負責本集團的會計、財務及行政管理工作。

唐女士為經國際內部審計師協會授權的中國內部審計協會認可的執業內部核數師，亦為中華人民共和國財政部認可的註冊會計師。

吳雨航先生，31歲，本集團副總裁。吳先生畢業於北京工業大學，持有經濟學學士學位，彼於2005年加入本集團，主管本集團銷售及市場部，負責與本集團中國網上遊戲行業的業務夥伴建立及維持合作關係。

張弘義先生，36歲，本集團首席技術官。張先生於2006年加入本集團，負責本集團技術管理系統的開發及維護，以及有關制定本集團技術準則及工作流程的工作。張先生畢業於北京航空航天大學，持有工學學士學位。

唐斌先生，33歲，本集團監察主任。有關其資格及經驗的詳情，請參閱「董事及高級管理層簡介－執行董事」。

Company Secretary

Mr. Kwok Siu Man, aged 55, was appointed as the Company Secretary with effect from 9 November 2013. Mr. Kwok has over 25 years' in-house legal, corporate secretarial and management experience gained at company secretary and other senior positions from reputable listed companies in Hong Kong (including Hang Seng Index Constituent and Hang Seng Mid- Cap 50 Index stock companies) and overseas.

Mr. Kwok matriculated from Queen's College, holds a professional diploma in company secretaryship and administration, a bachelor's degree of arts and a post-graduate diploma in laws and has passed the Common Professional Examination in England and Wales.

Mr. Kwok is a fellow of The Institute of Chartered Secretaries and Administrator in England, the Institute of Financial Accountants in England and The Hong Kong Institute of Chartered Secretaries (the "HKICS") and a member of the Hong Kong Securities and Investment Institute. He possesses other professional qualifications in arbitration, tax, financial planning and human resource management. He was a chief examiner and the longest-serving council member of the HKICS.

Mr. Kwok currently also serves as the company secretary and joint company secretary of a number of companies listed on the Main Board and the GEM of the Stock Exchange, respectively.

Mr. Kwok is the Head of Corporate Secretarial in Boardroom Corporate Services (HK) Limited. He is not an employee of the Company and he can contact Ms. Tang Yanhua, the chief financial officer of the Company, in relation of to any corporate secretarial matter.

公司秘書

郭兆文先生，55歲，自2013年11月9日起獲委任為本公司的公司秘書。郭先生已從香港(包括恒生指數成分及恒生50中型股指數成份股的公司)及海外多間信譽良好的上市公司擔任公司秘書及其他高級職位累積逾25年內部法務、公司秘書及管理經驗。

郭先生於皇仁書院預科畢業，持有公司秘書學及行政專業文憑、文學學士學位及法學深造文憑，並通過英格蘭及威爾斯之普通法專業考試。

郭先生為英國特許秘書及行政人員公會、英國財務會計師公會及香港特許秘書公會(「港秘書會」)的資深會員，以及香港證券及投資學會會員。彼亦具備仲裁、稅務、財務策劃及人力資源管理等其他專業資格。彼為港秘書會之主考官及服務年期最長之理事。

郭先生目前亦擔任多家於聯交所主板及創業板上市之公司的公司秘書及聯席公司秘書。

郭先生現為寶德隆企業服務(香港)有限公司的企業秘書主管，並非本公司僱員，可就任何公司秘書事宜與本公司首席財務官唐艷華女士聯絡。

REPORT OF THE DIRECTORS
董事會報告

The Directors have pleasure in presenting their annual report with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year.

董事欣然呈報本公司及其附屬公司(「本集團」)本年度之年度報告及經審核綜合財務報表。

Corporate Reorganisation and Placing

企業重組及配售

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 11 May 2011. Pursuant to a reorganisation to rationalise the group structure in preparation for the listing of the issued ordinary shares of US$0.001 each in the capital of the Company (the "Shares") on the GEM, the Company became the holding company of the Group. Details of the reorganisation are set out in the "Reorganisation" paragraph in the section headed "History and Development" of the Prospectus dated 27 November 2013.

本公司於2011年5月11日於開曼群島註冊成立為獲豁免有限公司。為籌備本公司每股0.001美元的普通股(「股份」)於創業板上市,根據集團重組優化本集團架構後,本公司成為本集團的控股公司。有關重組詳情載列於本公司日期為2013年11月27日的招股章程「歷史及發展」章節的「重組」段落內。

Following the placing of 120,000,000 Shares at a price of HK$0.60 per Share (the "Placing"), the Company was listed on the GEM on 4 December 2013 (the "Listing Date").

隨著以每股0.60港元的價格配售120,000,000股股份(「配售」)的完成,本公司於2013年12月4日(「上市日期」)於創業板上市。

Principal Activities

主要業務

The principal activity of the Company is investment holding. The activities of its subsidiaries are set out in Note 17 to the consolidated financial statements. There was no significant change in its activities during the Year.

本公司之主要業務為投資控股,其附屬公司之主要業務載於綜合財務報表附註17。其業務於年度並無重大變動。

Segment Reporting

分部報告

The chief operating decision-maker of the Group has been identified as the executive directors of the Company. The executive directors regularly review revenue and operating results derived from provision of online transaction services, profit sharing with online game operators and provision of online advertising services and consider such as one single operating segment.

本集團主要經營決策人已確定為本公司執行董事。執行董事定期審閱提供網上交易服務、分佔網上遊戲運營商溢利及提供網上廣告服務所產生的收入及經營業績,並視之為單一經營分部。

No geographical information is presented as all the Group's operations are located in the PRC.

本集團的所有業務於中國經營,故概無呈列地區資料。

Information about major clients

有關主要客戶的資料

There is no single customer contributed to 10% or more revenue to the Group's revenue for the year.

於本年度,概無單一客戶佔本集團10%或以上收入。

Results and Dividend

The results of the Group for the Year and the state of affairs of the Group and the Company at 31 December 2013 are set out in the consolidated financial statements on pages 45 to 104.

The Board does not recommend the payment of any dividend in respect of the Year.

業績及股息

本集團於本年度之業績及本集團及本公司於2013年12月31日之業務狀況載於綜合財務報表第45頁至第104頁。

董事會不建議派發本年度之任何股息。

Use of Proceeds from the Company's Placing

The net proceeds received by the Company from the Placing, after deducting the underwriting fees and other relevant fees and expenses, amounted to approximately HK$48,301 million. For further details of the use of proceeds, please refer to the "Comparison between Business Plan and Actual Business Progress" paragraph under the section headed "Management Discussion and Analysis" on page 12 of this annual report.

本公司配售所得款項用途

本公司自配售收取的所得款項淨額，經扣減包銷費用及其他有關費用及開支後，約為48,301,000港元。有關所得款項用途的更多詳情，請參閱本年報第12頁「管理層討論與分析」章節下的「業務計劃與實際業務進展的比較」段落。

Financial Summary

A summary of the results as well as the assets and liabilities of the Group for the last three financial years is set out on page 5 of this annual report.

財務概要

本集團截至上三個財政年度的業績概要以及資產及負債載列於本年報第5頁。

Property, Plant and Equipment

Details of the movements in the property, plant and equipment of the Group for the Year are set out in Note 15 to the consolidated financial statements.

物業、廠房及設備

本集團物業、廠房及設備載於綜合財務報表附註15。

Interest Capitalization

The Group has no interest capitalization for the Year.

利息資本化

本集團於本年度並無任何利息資本化。

Bank Borrowings

As at 31 December 2013, the Group has no bank borrowings.

銀行借款

於2013年12月31日，本集團無任何銀行借款。

Share Capital

Details of the movements in the Company's share capital during the Year are set out in Note 27 to the consolidated financial statements.

股本

本公司股本於本年度變動之詳情載於綜合財務報表附註27。

Reserves

Details of the movements in the reserves of the Group and the Company during the Year are set out in the consolidated statement of changes in the equity and in Note 28 to the consolidated financial statements, respectively.

儲備

本集團及本公司儲備於本年度變動之詳情分別載於綜合權益變動表和綜合財務報表附註28。

Distributable Reserves

As at 31 December 2013, the Company's distributable reserve was approximately RMB17.690 million under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

可供分配儲備

於2013年12月31日，按照開曼群島法例第22章公司法（1961年第3號法例，經綜合及修訂）計算，本公司可供分配儲備約為人民幣17,690,000元。

Major Customers and Suppliers

For the Year, the aggregated mobile top-up transaction amount from the five largest mobile top-up agents accounted for approximately 18.8% (2012: 20.3%) of the Group's total mobile top-up amount, and mobile top-up transaction amount from the largest mobile top-up agent of the Group accounted for approximately 6.8% (2012: 7.4%) of the Group's total mobile top-up transaction amount.

For the Year, the aggregated transaction amount from the five largest online game operators accounted for approximately 34.8% (2012: 38.8%) of the Group's total amount of online transaction service, and mobile top-up amount from the largest online game operator of the Group accounted for approximately 13.9% (2012: 22.5%) of the Group's total amount of online transaction service.

For the Year, the aggregated purchasing amount from the five largest PRC telecommunication companies and their distributors accounted for approximately 85.4% (2012: 67.8%) of the Group's total mobile top-up purchasing amount, and the purchasing amount from the largest PRC telecommunication companies and their distributors of the Group accounted for approximately 29.3% (2012: 20.4%) of the Group's total mobile top-up purchasing amount.

主要客戶及供應商

截至本年度，本集團來自前五大代理商的話費交易金額合共約佔全部話費交易金額的18.8%（2012年：20.3%），同期來自單一最大話費代理商的交易量約佔全部交易量的6.8%（2012年：7.4%）。

截至本年度，本集團來自五大遊戲公司的交易量合共約佔全部網上交易服務交易量的34.8%（2012年：38.8%），同期來自單一最大遊戲公司的交易量約佔全部網上交易服務交易量的約13.9%（2012年：22.5%）。

截至本年度，本集團來自五大話費充值供應商的採購金額合共約佔全部話費充值採購金額的85.4%（2012年：67.8%），同期來自單一最大話費充值供應商的採購金額約佔全部話費充值採購金額的29.3%（2012年：20.4%）。

None of the Directors, their associates, or any shareholders (which, to the knowledge of the Directors, owned more than 5% of the Company's issued share capital) had a beneficial interest in the Group's five largest customers and suppliers.

本公司董事、彼等的聯系人或任何股東(就董事所知持有本公司5%以上已發行股本)概無於任何五大客戶及供應商擁有任何權益。

Purchase, Sale or Redemption of Listed Securities of the Company

認購、出售或贖回本公司之上市證券

The Company did not redeem any of the listed securities of the Company nor did the Company or any of its subsidiaries purchase or sell such securities during the period from the Listing Date to 31 December 2013 (the "Period").

於上市日期至2013年12月31日止期間(「期內」),本公司概無贖回本公司的任何上市證券,且本公司或其附屬公司概無認購、出售或贖回有關證券。

Neither the Company nor any of its subsidiaries had issued or granted any convertible securities, options, warrants or similar rights or exercised any rights in relations to convertible securities, options, warrants or similar rights during the Period.

本公司及其附屬公司於期內概無發行或授出任何可轉換證券、期權、認股權證或相似權利,亦無行使就任何可轉換證券、期權、認股權證或相似權利之任何轉換或認購權利。

Pre-emptive Rights

優先購股權

There is no provision for pre-emptive rights under the articles of association of the Company (the "Articles of Association"), or laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

本公司之組織章程細則(「組織章程細則」)或開曼群島法例並無有關優先購股權之條文規定本公司須向現有股東按比例提呈發售新股份。

Share Option Scheme

購股權計劃

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:-

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公司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:

The Board may at its discretion grant right(s) to subscribe for the Share(s) pursuant to the terms of the Share Option Scheme ("Option") to any of the following persons (the "Eligible Participants"):

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(「合資格參與者」)授出可認購股份的權利(「購股權」):

(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

(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; or

(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；或

(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.

(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。

Maximum Number of Shares

(a) Subject to paragraphs (b) to (d) below, the maximum number of Shares which may be issued upon exercise of all Options granted under the Share Option Scheme and any other schemes must not, in aggregate, exceed 48,000,000 Shares, being 10% of the Shares in issue as at the Listing Date (the "Scheme Mandate Limit") unless approved by the shareholders of the Company pursuant to paragraph (c) below. Options lapsed in accordance with the terms of the Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit.

(b) Subject to paragraphs (c) and (d) below, the Scheme Mandate Limit may be renewed by the shareholders in general meeting from time to time provided always that the Scheme Mandate Limit so renewed must not exceed 10% of the Shares in issue as at the date of approval of such renewal by shareholders in general meeting. Upon such renewal, all Options granted under the Share Option Scheme and any other share option schemes of the Company (including those exercised, outstanding, cancelled and lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) prior to the approval of such renewal shall not be counted for the purpose of calculating the Scheme Mandate Limit as renewed.

股份數目上限

(a) 在下文第(b)至(d)段的規限下，因根據購股權計劃及任何其他計劃已授出的全部購股權獲行使而可能發行的股份數目上限，合共不得超過48,000,000股股份，即於上市日期的已發行股份10%（「計劃授權限額」），惟已根據下文第(c)段獲本公司股東批准除外。根據購股權計劃的條款失效的購股權，於釐定計劃授權限額時將不計算在內。

(b) 在下文第(c)及(d)段的規限下，計劃授權限額可不時由股東於股東大會上更新，惟更新後的計劃授權限額，不得超過於股東大會股東批准該項更新當日的已發行股份10%。經該項更新後，於該項更新獲批准前根據購股權計劃及本公司任何其他購股權計劃授出的所有購股權（包括根據購股權計劃或本公司任何其他購股權計劃已行使、未行使、已註銷及已失效的購股權），就釐定更新後的計劃授權限額時不計算在內。

(c) Subject to paragraph (d) below, the Board may seek separate shareholders' approval in general meeting to grant Options beyond the Scheme Mandate Limit provided that the Options in excess of the Scheme Mandate Limit are granted only to the Eligible Participants specifically identified by the Company before such approval is sought.

(d) The maximum number of Shares which may be issued upon the exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes involving the issue or grant of Options or similar rights over Shares or other securities by the Company must not, in aggregate, exceed 30% of the Shares in issue from time to time. Notwithstanding anything contrary to the terms of the Share Option Scheme, no Options may be granted under the Share Option Scheme or any other share option schemes of the Company if this will result in the said 30% limit being exceeded.

Maximum Entitlement of Each Eligible Participant

The total number of Shares issued and to be issued upon exercise of the Options granted to each Eligible Participant (including both exercised and outstanding Options) in any 12-month period must not exceed 1% of the Shares of the Company (or the subsidiary) in issue. Any grant of further Options above this limit shall be subject to the following requirements:

(a) approval of the shareholders of the Company at general meeting, with such Eligible Participant and its associates abstaining from voting;

(b) a circular in relation to the proposal for such further grant having been sent by the Company to its shareholders with such information from time to time as required by the GEM Listing Rules;

(c) 在下文第(d)段的規限下，董事會可於股東大會上另行尋求股東批准，以授出超逾計劃授權限額的購股權，惟超出計劃授權限額的購股權，只可授予尋求該項批准前本公司已特定識別的合資格參與者。

(d) 因根據購股權計劃及任何涉及本公司發行或授出購股權或涉及股份或其他證券的類似權利的其他購股權計劃已授出及有待行使的所有未行使購股權獲行使而可能發行的股份數目上限，合共不得超逾不時的已發行股份30%。即使與購股權計劃的條款意義相悖，但若根據購股權計劃或本公司任何其他購股權計劃授出購股權將超出上述的30%限額，則不得授出有關購股權。

各合資格參與者的權益上限

各合資格參與者因行使所獲授購股權(包括於任何12個月期間內已行使及未行使購股權)已獲發行及將獲發行的股份總數，不得超過本公司(或附屬公司)已發行股份的1%。進一步授出超逾此限額的任何購股權時，須遵從下列規定：

(a) 舉行股東大會取得本公司股東批准，惟有關合資格參與者及其聯繫人須放棄表決；

(b) 本公司已向其股東寄發一份有關建議授出額外購股權的通函，當中載有創業板上市規則不時規定的資料；

(c) the number and terms of the Options to be granted to such proposed Grantee shall be fixed before the shareholders' approval mentioned in paragraph (a) above; and

(d) for the purpose of calculating the minimum exercise price for the Shares in respect of the further Options proposed to be so granted, the date of Board meeting for proposing such grant of further Options shall be taken as the date of offer of such Options.

(c) 將授予有關建議承授人的購股權數目及條款，須於取得上文第(a)段所述的股東批准前釐定；及

(d) 就釐定建議就此授出的額外購股權以認購股份的最低行使價而言，董事會舉行會議建議授出有關額外購股權之日，須被當作該等購股權的授出日期。

Time of Exercise of Option

An Option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date the Option is deemed to have been granted subject to the provisions of early termination thereof.

行使購股權的時間

購股權可於董事會可能釐定的期間內隨時根據購股權計劃的條款行使，行使期由購股權被視為已授出當日起計不超過10年，惟須受其提早終止條款所限。

Basis of Determining the Exercise Price

The exercise price for any Share under the Share Option Scheme shall be a price determined by the Board and notified to the relevant Eligible Participants and shall not be less than the highest of:

(a) the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant Option, which must be a day on which the Stock Exchange is open for the business of dealing in securities (the "Business Day");

(b) an amount equivalent to the average closing price of a Share as stated in the Stock Exchange's daily quotations sheets for the 5 Business Days immediately preceding the date of grant of the relevant Option; and

(c) the nominal value of a Share on the date of grant.

行使價釐定基準

根據購股權計劃認購任何股份的行使價，須為董事會釐定並已知會有關合資格參與者的價格，不得低於以下各項的最高者：

(a) 有關購股權授出日期(必須為聯交所開市進行證券買賣的日子(「營業日」))聯交所日報表所報的股份收市價；

(b) 等同緊接有關購股權授出日期前5個營業日聯交所日報表所報股份平均收市價的金額；及

(c) 授出日期的股份面值。

Period of the Share Option Scheme

The Share Option Scheme will remain in force for a period of 10 years commencing on the Listing Date.

No share options were granted, exercised or cancelled by the Company or lapsed under the Share Option Scheme during the Period and there were no outstanding share options under the Share Option Scheme as at 31 December 2013.

購股權計劃期限

購股權計劃將自上市日期起有十年的有效期限。

期內，根據購股權計劃，本公司概無授出、行使或撤銷任何購股權，或有任何購股權失效，且於2013年12月31日概無購股權計劃項下之購股權未獲行使。

Emolument Policy

The Directors and senior management receive compensation in the form of salaries, benefits in kind and discretionary bonuses with reference to salaries paid by comparable companies, time commitment and the performance of the Group. The Group also reimburses them for expenses which are necessarily and reasonably incurred for the provision of services to the Group or executing their functions in relation to the operations of the Group. The Group regularly reviews and determines the remuneration and compensation packages of the Directors and senior management, by reference to, among other things, market level of salaries paid by comparable companies, the respective responsibilities of the Directors and the performance of the Group.

The Remuneration Committee review the remuneration and compensation packages of the Directors and senior management by reference to their responsibilities, work load, the time devoted to the Group, and performance of the Group, the Directors and senior management may also receive options to be granted under the Share Option Scheme.

Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in Note 9 and Note 10 to the consolidated financial statements.

薪酬政策

董事及高級管理人員獲發放薪金、實物利益及酌情花紅形式的報酬，而金額依據可比公司所支付的薪金、投入的時間及本集團的業績而定。本集團亦向他們償付提供服務予本集團或履行其與本集團業務相關職責時必需及合理產生的開支。本集團參照(其中包括)可比公司支付的薪金水平、董事的相關職責及本集團的表現，定期檢討及釐定董事及高級管理層的薪酬及報酬待遇。

薪酬委員會參照董事及高級管理層的職責、工作量、投放於本集團的時間及本集團的業績，檢討其薪酬及報酬待遇，董事及高級管理層亦可根據購股權計劃獲授購股權。

本集團董事及五名最高薪人士之薪酬詳情載於綜合財務報表附註9和附註10。

Directors of the Board

The Directors of the Company as of 31 December 2013 and up to the date of this report are named as follows:

Executive Directors

Sun Jiangtao *(Chief Executive Officer)*R/N
Tang Bin

Non-executive Directors

Wei Zhonghua *(Chairman)*A
Zhang Zhen
Guo Jia

Independent Non-executive Directors

Yang Guang *(appointed on 9 November 2013)*R/N
Hou Dong *(appointed on 9 November 2013)*A/R/N
He Qinghua *(appointed on 9 November 2013)*A

A: Member of the Audit Committee
R: Member of the Remuneration Committee
N: Member of the Nomination Committee

In accordance with Article 83(3) of the Articles of Association, Mr. Tang Bin will retire from office by rotation and being eligible, has offered himself for re-election at the forthcoming annual general meeting of the Company ("AGM") while in accordance with the Articles 84(1) and (2) of the Articles of Association, Mr. Sun Jiangtao, Mr. Zhang Zhen and Ms. Guo Jia will also retire from office by rotation and eligible, have offered themselves for re-election at the AGM.

董事會

於2013年12月31日及直至本報告日期，本公司之董事之姓名如下：

執行董事

孫江濤*(兼行政總裁)*R/N
唐斌

非執行董事

魏中華*(主席)*A
張震
郭佳

獨立非執行董事

楊光*(於2013年11月9日獲委任)*R/N
侯東*(於2013年11月9日獲委任)*A/R/N
何慶華*(於2013年11月9日獲委任)*A

A: 審核委員會成員
R: 薪酬委員會成員
N: 提名委員會成員

根據組織章程細則第83(3)條，唐斌先生將會輪值退任，並於本公司應屆股東週年大會上合資格膺選連任，而根據組織章程第84(1)及(2)條，孫江濤先生、張震先生及郭佳女士亦將輪值退任並於本公司應屆股東週年大會合資格膺選連任。

Directors and Senior Management Profiles

Profiles of the Directors and senior management of the Group are set out on pages 13 to 16 of this annual report. Directors' other particulars are contained elsewhere in this annual report.

董事及高級管理層簡介

本集團董事及高級管理層簡介載列於本年報第13頁至第16頁內。董事之其他詳情包含在本年報其他位置。

Directors' Services Contracts

The Executive Directors have entered into the Service Agreements with the Company on 9 November 2013, which will continue thereafter unless and until it is terminated by the Company or the Director giving to the other not less than three months' prior notice in writing. Each of the Executive Directors is entitled to a discretionary bonus as determined by the Board.

None of the Directors proposed for re-election at the forthcoming AGM has a service contract with the Company or any of its subsidiaries, which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

The Non-executive Directors and Independent Non-executive Directors ("INEDs") also entered into two years of letter of appointment with the Company on 9 November 2013. The Non-executive Directors were not entitled to receive any director fees or other remuneration. The annual emolument of each INED was HK$60,000.

董事之服務合約

執行董事於2013年11月9日與本公司訂立服務協議，服務協議的初步年期為三年，並將於其後繼續生效，除非及直至被本公司或董事向對方發出不少於三個月的事先書面通知終止為止。各執行董事可享有董事會釐定的酌情花紅。

擬於即將舉行之股東週年大會上膺選連任之董事概無與本公司或其任何附屬公司訂立本集團於一年內在不給予補償(法定補償除外)之情況下不可終止之任何服務合約。

非執行董事及獨立非執行董事(「獨立非執行董事」)亦已於2013年11月9日分別與本公司訂立兩年期委任函。非執行董事不收取任何董事袍金或其他薪酬。各獨立非執行董事的年度袍金為港幣60,000元。

Directors' Interest in Contracts and Connected Transactions

Save as disclosed under the section headed "Continuing Connected Transactions" below, none of the Directors had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the Year.

董事於合約及關連交易之權益

除下文「持續關連交易」一節所披露的事項外，於年內，董事概無於任何對本集團業務屬重大之合約(本公司或其任何附屬公司為訂約一方)內直接或間接擁有重大實益權益。

Directors' Interests in a Competing Business

During the Year and up to the date of this report, none of the Directors are considered to have interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group and any other conflicts of interest, as required to be disclosed under Rule 11.04 of the GEM Listing Rules.

董事於競爭業務之權益

於年內及截至本報告日期，概無董事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由任何利益衝突之業務擁有權益，並須根據創業板上市規則第11.04條披露。

Non-Competition Undertakings

As disclosed in the Prospectus, the Company entered into a deed of non-competition (the "Non-Competition Undertakings") with Mr. Wei Zhonghua, Mr. Sun Jiangtao, Swift Well Limited and Data King Limited (the "Controlling Shareholders") on 9 November 2013 regarding certain non-competition undertakings given by each of the Controlling Shareholders in favour of the Company (for itself and as trustee for its subsidiaries). A summary of the principal terms of the Non-Competition Undertakings is set out in the section headed "Relationship with Controlling Shareholders" of the Prospectus.

The INEDs have reviewed the compliance by each of the Controlling Shareholders with the Non-Competition Undertakings.

不競爭契約

誠如招股章程所披露，於2013年11月9日，本公司與魏中華先生、孫江濤先生、Swift Well Limited以及Data King Limited(「控股股東」)就若干控股股東以本公司之利益提供之不競爭契約(「不競爭契約」)訂立了一份不競爭契約(為其本身或作為受託人為其附屬公司)。不競爭契約的主要條款概要載列於招股章程「與控股股東的關係」章節。

獨立非執行董事已審核各控股股東對不競爭契約的遵守情況。

Material Contracts with Controlling Shareholders

Save as disclosed under the section headed "Continuing Connected Transactions" below, there is no material contract between the Group and the controlling shareholder or its subsidiaries during the Year.

與控股股東之主要合約

除下文「持續關連交易」一節所披露的事項外，於年內，本集團與控股股東或其附屬公司之間概無訂立重大合約。

Continuing Connected Transactions

The related party transactions set out in Note 29 (a) and Note 29 (d) to the consolidated financial statements constitute continuing connected transactions exempted from the reporting, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules. The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

Shenzhoufu (Beijing) Software Technology Co., Ltd. ("Shenzhoufu Software"), a wholly-owned subsidiary of the Company, has entered into certain contracts (the "Structured Contracts") with Beijing Tianjiyilian Technology Co., Ltd. ("Beijing TJYL") and its equity holders, namely Mr. Sun Jiangtao, an Executive Director and the chief executive officer, Mr. Wei Zhonghua, the chairman and a Non-Executive Director and Mr. Wei Chunming. Details of the Structured Contracts are set out in the "Structured Contracts" paragraph under the section headed "Connected Transactions" on pages 262 to 265 of the Prospectus.

持續關連交易

載於綜合財務報表附註29(a)和附註29(d)的關連交易構成豁免遵守創業板上市規則第20章項下有關申報、公布及取得獨立股東批准規定的持續關連交易。本公司確認，其已遵守創業板上市規則第20章的披露規定。

神州付(北京)軟件技術有限公司(「神州付軟件」)(本公司全資附屬公司)已經與北京天機移聯科技有限公司(「北京天機移聯」)及其權益持有者，即孫江濤先生(執行董事兼行政總裁)、魏中華先生(主席兼非執行董事)及魏春明先生訂立若干結構性合約(「結構性合約」)。結構性合約的詳細信息載列於招股章程第262至265頁「關連交易」一節中的「結構性合約」。

Pursuant to the GEM Listing Rules, Beijing TJYL is a connected person of the Company and the transactions contemplated under the Structured Contracts are continuing connected transactions of the Company.

根據創業板上市規則，北京天機移聯為本公司之關連人士，且擬於結構性合約項下進行的交易構成本公司之持續關連交易。

The INEDs of the Company have reviewed the Structured Contracts and confirmed that: (1) the transactions carried out during the Period had been in accordance with the relevant provisions of the Structured Contracts and had been operated so that the revenue generated by Beijing TJYL had been substantially retained by Shenzhoufu Software; (2) no dividends or other distributions had been made by Beijing TJYL to the holders of its equity interests which were not otherwise subsequently assigned or transferred to the Group; and (3) all new contracts entered into, renewed or reproduced between the Group and Beijing TJYL for the Year were fair and reasonable, or advantageous so far as the Group was concerned and in the interests of the Shareholders as a whole.

本公司的獨立非執行董事已審核結構性合約並確認：(1)於期間所進行的交易符合結構性合約的條文且已實行，因此來自北京天機移聯的收益大部份保留於神州付軟件；(2)北京天機移聯並無向其股權持有者派付股息或作其他分派，而於期后分派於或轉至本集團；(3)截至本年度，所有本集團與北京天機移聯訂立的新合約、經更新或重新簽署的合約，就本集團認為，屬公平合理或有利且符合整體股東利益；

BDO Limited ("BDO"), Certified Public Accountants of Hong Kong, the Company's independent auditor, was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. BDO has issued a letter to the Board containing its findings and unqualified conclusions in respect of the Group's continuing connected transactions disclosed above in accordance with Rule 20.38 of the GEM Listing Rules.

香港執業會計師，香港立信德豪會計師事務所有限公司(「立信德豪」)為本公司獨立核數師，並獲聘任根據《香港鑒證業務準則第3000號：歷史財務信息審計或審閱以外的鑒證業務》並參考香港會計師公會頒佈的「關於香港《上市規則》所述持續關連交易的核數師函件」應用指引第740條報告本集團持續關連交易。立信德豪已根據創業板上市規則第20.38條，向董事會發出一封函件，其中包括就本集團以上披露的持續關連交易的調查結果及無保留結論。

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

As at 31 December 2013, the interests of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or 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

於2013年12月31日，本公司董事及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，證券及期貨條例第XV部)的股份、相關股份及債券中擁有：(a)根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例的該等條文被當作或視為擁有的權益或淡倉)；(b)根據證券及期貨條例第352條須記入該條所

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:

指的登記冊；或(c)根據創業板上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

Long positions

好倉

Ordinary shares of US$0.001 each of the Company (the "Shares")

本公司每股面值0.001美元的普通股份(「股份」)

Name of Directors 董事姓名	Capacity/Nature of interests 身份／權益性質	Number of issued shares held 所持已發行股份數	Appropriate percentage of the issued shares of the Company [Note 3] 佔本公司已發行股份概約百分比(附註3)
Mr. Wei Zhonghua 魏中華	Interest of a controlled corporation [Note 1] 受控制法團的權益(附註1)	127,141,873	26.49%
Mr. Sun Jiangtao 孫江濤	Interest of a controlled corporation [Note 2] 受控制法團的權益(附註2)	109,691,027	22.85%

Notes:

1. Details of the interest in the Company held by Swift Well Limited are set out in the section headed "Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares" below.

2. Details of the interest in the Company held by Data King Limited are set out in the section headed "Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares" below.

3. The percentage of shareholding was calculated based on the Company's total issued share capital of 480,000,000 Shares as at 31 December 2013.

附註：

1. Swift Well Limited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. Data King Limited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。

3. 所佔之股權百分比乃基於本公司於2013年12月31日已發行股本總數為480,000,000股股份計算所得。

Save as disclosed above, as at 31 December 2013, none of the Directors of the Company had any interests or short positions in the shares of the Company or any of its associated corporations as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company pursuant to the GEM Listing Rules.

除上文披露者外，於2013年12月31日，概無本公司之董事於本公司或其任何相聯法團根據證券及期貨條例第352章須存置之登記冊內登記之股份或根據創業板上市規則須另行知會本公司之股份中擁有任何權益或淡倉。

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 December 2013, 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 or persons (other than a Director or the chief executive of the Company) which had 5% or more interests in the Shares and the underlying Shares as recorded in the register kept under section 336 of the SFO were as follows:

於2013年12月31日，就本公司董事或主要行政人員所知或所獲悉，根據證券及期貨條例第336條須存置的股份及相關股份中擁有5%或以上之公司或人士(本公司董事或主要行政人員除外)如下：

Name of shareholders 股東姓名	Capacity/Nature of the interests 身份／權益性質	Number of issued shares held 所持已發行股份數	Appropriate percentage of issued shares of the Company (Note 7) 佔本公司已發行股份概約百分比(附註7)
SWIFT WELL LIMITED	Beneficial owner (Note 1) 實益擁有人(附註1)	127,141,873	26.49%
DATA KING LIMITED	Beneficial owner (Note 2) 實益擁有人(附註2)	109,691,027	22.85%
IDG-ACCEL CHINA GROWTH FUND II L.P.	Beneficial owner (Note 3) 實益擁有人(附註3)	81,122,700	16.90%
IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.	Interest of a controlled corporation (Note 3) 受控制法團的權益(附註3)	81,122,700	16.90%
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.	Interest of a controlled corporation (Note 3) 受控制法團的權益(附註3)	87,757,200	18.28%
Ho Chising	Interest of a controlled corporation (Note 4) 受控制法團的權益(附註4)	87,757,200	18.28%
Zhou Quan 周全	Interest of a controlled corporation (Note 5) 受控制法團的權益(附註5)	87,757,200	18.28%
VENTECH CHINA II SICAR	Beneficial owner (Note 6) 實益擁有人(附註6)	35,409,900	7.38%

Notes:

1. SWIFT WELL LIMITED is owned as to 95% by Mr. Wei Zhonghua, the chairman and a non-executive director of the Company, and 5% by Mr. Wei Chunming. Under the SFO, Mr. Wei Zhonghua is deemed to be interested in all the Shares in which SWIFT WELL LIMITED is interested.

2. DATA KING LIMITED is wholly owned by Mr. Sun Jiangtao, an executive director and the chief executive director of the Company. Under the SFO, Mr. Sun Jiangtao is deemed to be interested in all the Shares in which DATA KING LIMITED is interested.

3. IDG-ACCEL CHINA GROWTH FUND II L.P. 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. 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% 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 a controlling shareholder who is holding 50% 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.

6. The general partner of VENTECH CHINA II SICAR ("VENTECH") is VENTECH CHINA SARL, a private limited liability company registered in Luxembourg. Under the SFO, VENTECH CHINA SARL is deemed to be interested in all the Shares in which Ventech is interested.

7. The percentage of shareholding was calculated based on the Company's total issued share capital of 480,000,000 Shares as at 31 December 2013.

Save as disclosed above, no party had informed the Company that he/she/it had interest or short positions in any issued share capital of the Company as at 31 December 2013.

附註：

1 SWIFT WELL LIMITED分別由魏中華先生（本公司主席及非執行董事）及魏春明先生擁有95%及5%。根據證券及期貨條例，魏中華先生被視為於SWIFT WELL LIMITED所持所有股份中擁有權益。

2 DATA KING LIMITED由孫江濤先生（本公司主要執行董事）全資擁有。根據證券及期貨條例，孫江濤先生被視為於DATA KING LIMITED所持所有股份中擁有權益。

3 IDG-ACCEL CHINA GROWTH FUND II L.P. 為於開曼群島註冊的獲豁免有限合夥公司。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。根據證券及期貨條例，IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. 被視為於IDG-ACCEL CHINA GROWTH FUND II L.P. 擁有權益的所有股份中擁有權益，而IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 被視為於IDG-ACCEL CHINA GROWTH FUND II L.P. 及IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. 擁有權益的所有股份中擁有權益。

4. Ho Chising為 持 有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD 50%權益的控股股東。彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD擁有權益的全部股份中擁有權益。

5. 周全為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD 50%權益的控股股東。彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD擁有權益的全部股份中擁有權益。

6 VENTECH CHINA II SICAR（「VENTECH」）的一般合夥人為VENTECH CHINA SARL（為一家於盧森堡註冊的私人有限公司）。根據證券及期貨條例，VENTECH CHINA SARL被視為於VENTECH持有的所有股份中擁有權益。

7 持股百分比乃根據本公司於2013年12月31日已發行股本總額480,000,000股股份計算得出。

除以上披露者外，於2013年12月31日概無人士知會本公司其於本公司之任何已發行股本中擁有權益或淡倉。

Directors' Rights to Acquire Shares or Debentures

At no time during the Year were the rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or the chief executive of the Company or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or its subsidiaries a party to any arrangement to enable the Directors to acquire such rights or benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事購買股份或債券之權利

本公司於年內任何時間概無授權本公司任何董事或主要行政人員或其各自之配偶或未滿18歲子女透過收購本公司股份或債券而獲利，而上述人士亦無行使有關權利；本公司或其附屬公司亦無訂立任何安排，致使董事透過收購本公司或任何其他法人團體之股份或債券擁有該等權利或利益。

Confirmation of Independence

The Company has received written confirmations of independence from each INED, namely Mr. Yang Guang, Mr. Hou Dong and Mr. He Qinghua, pursuant to Rule 5.09 of the GEM Listing Rules. As at the date of this report, the Company still considers the INEDs to be independent.

獨立性確認

本公司已獲各獨立非執行董事(即楊光先生、侯東先生及何慶華先生)根據創業板上市規則第5.09條發出有關其獨立性之書面確認書。於本報告日期，本公司認為所有獨立非執行董事均為獨立人士。

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained a sufficient public float (i.e. at least 25% of the issued Shares were held by the public) as required under Rule 17.38A of the GEM Listing Rules from the Listing Date to the date of this report.

公眾持股量充足性

於本報告日，基於本公司可公開獲得之資料及就董事所知悉，董事認為，自上市日期至本報告日，根據創業板上市規則第17.38A條本公司已維持充足公眾持股量(即公眾持有已發行股份至少25%)。

Interests of the Compliance Adviser

As notified by the Company's compliance adviser, Quam Capital Limited, except for the compliance adviser agreement entered into between the Company and the compliance adviser on the Listing Date, neither the compliance adviser nor its directors, employees or associates (as defined in the GEM Listing Rules) had any interests in relation to the Company or any member of the Group (including options or rights to subscribe for such securities) as at 31 December 2013, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

合規顧問的權益

於2013年12月31日，如本公司合規顧問華富嘉洛企業融資有限公司所告知，除本公司與其訂立並於本公司上市日期生效的合規協議外，合規顧問或其董事、僱員或聯系人(如創業板上市規則所界定)概無於本公司或本集團任何成員公司(包括選擇或權利認購有關證券)擁有須根據創業板上市規則第6A.32條知會本公司的任何權益。

Corporate Governance

Particulars of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 34 to 42 of this annual report.

企業管治

本公司企業管治常規詳情載列於本年報第34至42頁的企業管治報告。

Review by Audit Committee

The Audit Committee of the Company comprises three members, namely Mr. He Qinghua (committee chairman) and Mr. Hou Dong, both INEDs and Mr. Wei Zhonghua, a non-executive Director. It has reviewed with management the audited consolidated financial statements of the Company for the Year.

審核委員會審核

本公司審核委員會包括三名成員，即何慶華先生(委員會主席)、侯東先生(該兩名人士為獨立非執行董事)以及魏中華先生(非執行董事)。其已審核本年度本公司的管理及經審核綜合財務報表。

Independent Auditor

The consolidated financial statements of the Company for the Year have been audited by BDO which will retire and, being eligible, offer itself for re-appointment at the forthcoming AGM. Having approved by the Board upon the Audit Committee's recommendation, a resolution to re-appoint BDO as the independent auditor and to authorise the Directors to fix its remuneration will be proposed at the forthcoming AGM.

獨立核數師

本公司本年度綜合財務報表由立信德豪審計，其即將退任，且合資格並同意於即將舉行的股東週年大會膺選連任。經審核委員會推薦，董事會批准於即將舉行的股東週年大會提呈重選立信德豪為獨立核數師並授權董事會釐定其薪酬的決議案。

By order of the Board
Wei Zhonghua
Chairman

12 March 2014

承董事會命
主席
魏中華

2014年3月12日

It is the belief of the Board 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.

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

As the Company was listed on the GEM of the Stock Exchange on 4 December 2013 (the "Listing Date"), the Corporate Governance Code (the "CG Code") contained in Appendix 15 to the GEM Listing Rules was not applicable to the Company for the period from 1 January 2013 to 3 December 2013, being the date immediately before the Listing Date. However, the Company had applied the principles and complied with all applicable code provisions as set out in the CG Code during the period from the Listing Date to 31 December 2013 (the "Period").

由於本公司於2013年12月4日(「上市日期」)於聯交所創業板上市，因此，緊接上市日期前(自2013年1月1日至2013年12月3日)創業板上市規則附錄15所包括的企業管治守則(「企業管治守則」)並不適用於本公司。然而，於上市日日期至2013年12月31日止期間(「期內」)，本公司已採用並遵守載列於企業管治守則的守則條文。

Annual General Meeting

The Company was listed on the Hong Kong Stock Exchange on 4 December 2013, and there was no annual general meeting held for the Year. Commencing from 2014, the Company will hold an annual general meeting on a specific day each year so as to establish a good communication channel with its shareholders.

股東周年大會

本公司於2013年12月4日在香港聯合交易所掛牌上市，而年內，還未召開股東周年大會。本公司從2014年開始，每年會擇期召開股東周年大會，以便與股東有個良好的溝通渠道。

Directors' Securities Transactions

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 made by the Company.

Following a specific enquiry of all Directors made by the Company, each of them confirmed that he/she had complied with the required standard of dealings and its code of conduct regarding securities transactions by the Directors during the Period.

董事進行之證券交易

本公司已採取一項關於董事進行證券交易的行為守則，其嚴格性不低於創業板上市規則第5.48至5.67條所載交易準則(「行為守則」)，作為本公司董事進行證券交易行為守則。

隨著本公司向所有董事作出特定查詢，彼均確認於該期間已遵守就董事進行證券交易所規定的守則。

The Board

During the Period, the Board comprised two Executive Directors, namely Mr. Sun Jiangtao (Chief Executive Officer) and Mr. Tang Bin, three Non-executive Directors, namely Mr. Wei Zhonghua (Chairman), Mr. Zhang Zhen and Ms. Guo Jia and three INEDs, namely Mr. Yang Guang, Mr. Hou Dong and Mr. He Qinghua.

Relationship

There was no financial, business, family or other material relationship among the Directors. The biographical details of each of the Directors are set out in the section headed "Directors and Senior Management Profiles" of this annual report.

Roles

The two Executive Directors are responsible for the leadership and control of the Company and overseeing the Group's businesses, strategic decisions and performances and are collectively responsible for promoting the success of the Company by directing and supervising its affairs.

The three INEDs are responsible for ensuring a high standard of financial and other mandatory reporting of the Board as well as providing a balance in the Board in order to effectively exercise independent judgement on the corporate actions of the Company so as to protect shareholders' interest and overall interest of the Group.

Throughout the Period, the Company had three INEDs and at all times met the requirement of the GEM Listing Rules that the number of INEDs must represent at-least one-third of the Board members and at least one of the INEDs has appropriate professional qualifications or accounting or related financial management expertise.

The Company has received from each of the INEDs an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules and considers that all the INEDs to be independent.

董事會

期內，董事會包括兩名執行董事(即孫江濤先生(行政總裁)及唐斌先生)、三名非執行董事(即魏中華先生(主席)、張震先生及郭佳女士)以及三名獨立非執行董事(即楊光先生、侯東先生及何慶華先生)。

關係

董事間並無財務、業務、家庭或其他重大關係。各董事之履歷詳情載列於本年報「董事及高級管理層人員簡介」一節。

角色

兩名執行董事負責領導及管控本公司以及監控本集團業務、戰略決策及表現，並且通過引導及監管其事務，共同負責本公司邁向成功。

三名獨立非執行董事負責確保董事會財務及其他強制性報告保持高水平，同時為董事會提供一種平衡以對本公司的企業行動行使有效獨立判斷，從而保護股東利益及本集團整體利益。

期內，本公司擁有三名獨立非執行董事且任何時間皆符合創業板上市規則之要求，即獨立非執行董事必須代表董事會成員至少三分之一且至少其中一名擁有適當專業資格或會計或相關財務管理專長。

本公司已收到各獨立非執行董事根據創業板上市規則第5.09條規定發出的年度獨立性確認，因此認為獨立非執行董事具有獨立性。

The Board is collectively responsible for the oversight of the management of the Company's business and the Group's affairs with the objective of enhancing shareholder value through granting authority to the Audit Committee, Nomination Committee and Remuneration Committee. The Board approves and monitors the development and implementation of the Group's business policies, strategic decisions and directions. The Board is also responsible for reviewing monthly financial information, as well as reviewing and approving quarterly, interim and annual results, annual budget, and other business matters and all other functions reserved to the Board under the Company's Articles of Association. The Board may from time to time delegate certain functions to senior management of the Group if and when considered appropriate. The senior management is mainly responsible for the execution of the business plans, strategies and policies adopted by the Board and assigned to it from time to time.

董事會以提升股東價值為目標，透過授權予審核委員會、提名委員會及薪酬委員會，共同監督本公司業務運營及本集團事務之管理。董事會審批及監控本集團的政策制定及執行、戰略決定及方向；審閱月度財務狀況資料；審閱及批准季度、中期、年度業績、年度預算及其他業務事項以及根據組織章程細則，董事會具有的其他職能。董事會可不時於其認為適當時向本集團高級管理層授權若干職能。高級管理層主要負責執行董事會採取或指派的業務計劃、策略或方針。

The Board and its Nomination Committee, Remuneration Committee and Audit Committee are able to seek independent professional advice in appropriate circumstances, at the Company's expenses, in order to better discharge their supervisory duties to the Company.

董事會及其下轄的提名委員會、薪酬委員會及審核委員會可於適當時候提出要求尋求獨立專業意見，費用由本公司承擔，以更好的履行彼等對本公司的監督職責。

In accordance with Rule A.1.8 of the CG Code, appropriate insurance cover has been arranged by the Company in order to provide protection in respect of legal action against its Directors.

根據企業管治守則第A.1.8條，本公司已為董事購買適當之責任保險，為彼等因公司經營活動承擔法律責任時提供保障。

Meeting

The Board has normally scheduled four regular meetings a year each at approximately quarterly interval. In addition, special Board meetings are held when required. Formal notice for the proposed regular meeting will be given at least 14 days before the day of the meeting. With regard to special Board meetings, notices will be issued within a reasonable period. The meeting agenda and enclosed documents relating to the proposed Board meeting will be sent to each Director at least three days before the day of the proposed meeting. Directors can attend the Board meeting in person or through other electronic means of communication. The Company Secretary or his delegate is responsible for keeping all Board meetings minutes. Draft minutes are normally circulated to Directors for comments within a reasonable time after each meeting and the final version is open for Directors' inspection. According to the GEM Listing Rules, any Directors and their associates with a material interest in the transactions to be discussed at the Board meetings will abstain from voting on resolutions approving such transactions and are not to be counted in the quorum at meetings.

會議

董事會計劃每年召開四次定期會議，大約每季度一次。此外，在必要時會召開董事會特別會議。定期會議之正式通告會於會議舉行前最少14日發出。至於董事會特別會議，則會在合理期限內給予通告。會議議程及隨附之董事會會議文件會在擬定召開會議日期前至少三天全部呈交全體董事。董事可親身或通過其他電子通訊方式參加董事會會議。公司秘書或其受委代表負責保存所有董事會會議記錄。董事會會議記錄之初稿於每次會後在合理時間內提供所有董事傳閱並提出意見。董事可查閱最終定稿。根據創業板上市規則，任何董事及其聯繫人士，倘於董事會擬商議的交易中有重大權益，則須對批准該交易的決議案放棄權票，且不計入會議的法定人數。

During the Period, no meeting of the Board or any board Committee was held.

期內，董事會或任何董事會委員會均無舉行任何會議。

Directors' Induction and Continuing Professional Development

董事就職及持續專業發展

Each newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the GEM Listing Rules and relevant statutory requirements.

各新委任董事於首次獲委任後皆會接受正式、全面而切身之培訓，以確保董事對本公司業務及運作有合適理解，董事可全面認識創業板上市規則及相關監管規定下自身之職責及義務。

The Company will from time to time provide briefings to all Directors to develop and refresh the Directors' duties and responsibilities. All Directors are also encouraged to attend relevant training courses at the Company's expense. Effective from the Listing Date, all Directors have been required to provide the Company with their training records.

本公司將不時向全體董事提供簡介，以發展及更新董事之職責及責任。全體董事亦須參與有關培訓課程，費用由本公司承擔。自上市日期起，全體董事已被要求向本公司提供彼等之培訓記錄。

During the Period, all Directors have participated in continuous professional development by attending conferences and internal training as regards corporate governance, laws and regulations, the GEM Listing Rules, and reading materials relevant to their duties, responsibilities and the Group's business in order to develop, refresh and update their knowledge and skills.

期內，所有董事均已參與持續專業發展，包括出席及參加有關企業管治、法律法規、創業板上市規則的會議及內部培訓以及閱讀有關其職務、責任及本集團業務之材料，以發展、補充並更新其知識及技能。

Chairman and Chief Executive Officer

主席及行政總裁

The chairman of the Company is Mr. Wei Zhonghua, and the chief executive officer of the Company is Mr. Sun Jiangtao. The roles of the chairman and chief executive are separated and exercised by different individuals.

本公司主席為魏中華先生，而本公司行政總裁為孫江濤先生。主席及行政總裁角色已予區分且由不同人士行使。

Non-Executive Directors

非執行董事

The Non-executive Directors and the INEDs had entered into two years of service contracts with the Company on 9 November 2013.

非執行董事及獨立非執行董事於2013年11月9日與本公司訂立兩年期服務合約。

Board Committees

The Board has established, with written terms of reference, three Board Committees, namely Audit Committee, Remuneration Committee and Nomination Committee, to oversee particular aspects of the Company's affairs. The Board Committees are provided with sufficient resources to discharge their duties.

The written terms of reference for each Board Committee are in line with the GEM Listing Rules and they are posted on the respective websites of the Stock Exchange and the Company.

Nomination Committee

The Company established the Nomination Committee on 9 November 2013 with written terms of reference in compliance with the CG Code as set out in Appendix 15 to the GEM Listing Rules. The primary duties of the Nomination Committee, among other things, are to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board regarding the appointment of Directors and candidates to fill vacancies on the Board. The Nomination Committee consists of three members, namely Mr. Yang Guang, Mr. Hou Dong and Mr. Sun Jiangtao. Mr. Yang Guang is the chairman of the Nomination Committee.

Board Diversity Policy

The Board has adopted a board diversity policy and discussed all measurable objectives set for implementing the policy.

The Company recognises and embraces the benefits of diversity of Board members. It endeavours to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. All Board appointments will continue to be made on a merit basis with due regard for the benefits of diversity of the Board members. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

董事會委員會

董事會已成立三個董事會委員會，即審核委員會、薪酬委員會及提名委員會(皆有書面職權範圍)以監管本公司事務的各個方面。董事會委員會獲提供充分資源以行使其職能。

各董事會委員會的書面職權範圍均符合創業板上市規則，且其公佈於聯交所及本公司網站。

提名委員會

本公司於2013年11月9日成立提名委員會，並制定其職權範圍，以符合創業板上市規則附錄15所載企業管治常規守則的規定。提名委員會的主要職責為(其中包括)至少每年檢討一次董事會的架構、規模及組成(包括技能、知識及經驗)，以及就委任董事及候選人以填補董事會空缺向董事會提供建議。提名委員會由三名成員組成，分別為楊光先生、侯東先生及孫江濤先生，楊光先生擔任提名委員會主席。

董事會多元化政策

董事會已採用一項董事會多元化政策且議決所有實施該政策的所有可計量目標。

本公司確認及信奉董事會成員多元化利益。其致力於確保董事會於技巧、經驗及多樣化方面達到平衡以符合本公司業務要求。所有董事會委任將基於有益於董事成員多樣化利益基礎上而繼續予以委任。候選人選舉將基於多樣化範圍，包括但不限於性別、年齡、文化及教育背景、經驗(專業或其他)、技能及知識。最終決定將基於所選定候選人將為董事會帶來的益處及貢獻。

Remuneration Committee

The Company established a Remuneration Committee on 9 November 2013 with written terms of reference in compliance with the CG Code as set out in Appendix 15 to the GEM Listing Rules. The primary duties of the Remuneration Committee, among other things, are to make recommendations to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group and to ensure that none of the Directors determines his/her own remuneration. The Remuneration Committee consists of three members, namely Mr. Hou Dong, Mr. Yang Guang and Mr. Sun Jiangtao. Mr. Hou Dong is the chairman of the Remuneration Committee.

Details of the emoluments of the Directors and the senior management of the Company are set out in Note 9, Note 10 and Note 29(b) to the consolidated financial statements.

薪酬委員會

本公司於2013年11月9日成立薪酬委員會，並制定其職權範圍，以符合創業板上市規則附錄15所載企業管治常規守則的規定。薪酬委員會的主要職責為(其中包括)就本集團全體董事及高級管理層整體薪酬政策及架構向董事會提供建議；及確保概無董事自行釐定薪酬。薪酬委員會由三名成員組成，分別為侯東先生、楊光先生及孫江濤先生。侯東先生擔任薪酬委員會主席。

本公司董事及高級管理人員薪酬之詳情載於綜合財務報表附註9、附註10和附註29(b)內。

Audit Committee

The Company established an Audit Committee on 9 November 2013 with written terms of reference in compliance with the CG code as set out in Appendix 15 to the GEM Listing Rules. The primary duties of the Audit Committee, among other things, are to make recommendations to the Board on the appointment, re-appointment and removal of external auditor; to review the financial statements and material advice in respect of financial reporting; to oversee internal control procedures of the Company; and to review arrangements for employees to raise concerns about financial reporting improprieties. At present, the Audit Committee of the Company consists of three members, namely Mr. He Qinghua, Mr. Hou Dong and Mr. Wei Zhonghua. Mr. He Qinghua is the chairman of the Audit Committee.

The Audit Committee had reviewed the audited consolidated results of the Group for the Year, including the accounting principles and practice adopted by the Group and recommended to the Board for considering the re-appointment BDO, certified public accountants as the Company's independent auditor at the forthcoming AGM.

審核委員會

本公司於2013年11月9日成立審核委員會，並制定其職權範圍，以符合創業板上市規則附錄15所載的企業管治守則的規定。審核委員會的主要職責為(其中包括)就委聘、續聘及任免外聘核數師向董事會提供建議；審閱財務報表，並就財務匯報提供實質性意見；監察本公司的內部控制程序；及就僱員提出有關財務匯報不當的事宜進行檢討安排。現時，本公司審核委員會由三名成員組成，分別為何慶華先生、侯東先生及魏中華先生。何慶華先生擔任審核委員會主席。

審核委員會已審閱本集團於年內之經審核綜合業績，包括本集團採用的會計原則及常規以及於應屆股東週年大會向董事會推薦考慮續聘執業會計師立信德豪為本公司的獨立核數師。

Corporate Governance Functions of the Board

The Board is responsible for performing the corporate governance functions of the Company, which are set out in the written terms of reference. The Board has reviewed this corporate governance report in discharge of its corporate governance functions, ensuring compliance with the GEM Listing Rules.

董事會企業管治功能

董事會負責實施本公司企業管治功能，其載列於書面職權範圍。董事會檢討本企業管治報告以履行其企業管治功能，確保其符合創業板上市規則。

Independent Auditors' Remuneration

The fees charged by the external auditor of the Company in respect of audit services provided to the Company and its subsidiaries for the year ended 31 December 2013 amounted to HK$458,500. The fee for listing services also charged by the external auditor of the Company amounted to HK$1,429,500 during the year.

獨立核數師之酬金

本公司外聘核數師就截至2013年12月31日止年度向本公司及其附屬公司提供審計服務所收取的費用為458,500港元。年內,本公司外聘核數師亦向本公司收取上市服務費,有關費用為1,429,500港元。

Accountability and Audit

The Board acknowledges its responsibility for preparing the financial statements of the Group and ensures that the financial statements have adopted the accounting principles generally accepted in Hong Kong and complied with the requirements of Hong Kong Financial Reporting Standards issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance and the GEM Listing Rules. The Board is also responsible for the filing of appropriate accounting records that reasonably and accurately disclose the financial position of the Group at any time.

The statement of the auditors of the Company about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report.

問責與審核

董事會負責編製本集團之財務報表,並確保財務報表已採納香港通用會計準則及遵守香港會計師公會頒布之香港財務報告準則之規定,以及香港公司條例及創業板上市規則之披露規定。董事會亦負責存置適當的會計記錄,且相關的會計記錄須於任何時候均可合理準確地披露本集團之財務狀況。

本公司核數師關於彼等對本集團財務報表所負責任之聲明載於獨立核數師報告。

Internal Control

The Board has overall responsibilities for the internal control system of the Group and for reviewing its effectiveness. The Board is also responsible for maintaining sound and effective internal control system to safeguard the interests of the shareholders and the assets of the Group. The Board had engaged KAP Certified Public Accountants Limited to conduct an audit on the internal control of the Group for the Year, which reported the audit results directly to the Board.

The Board considers that the internal controlling system of the Group operated efficiently for the Year.

內部控制

董事會全面負責本集團之內部監控系統及檢討其有效性。董事會亦負責維持可靠及有效之內部監控系統以確保股東之權益及本集團之資產。董事會亦聘請瑞華會計師事務所就本集團於年內的內部控制進行審閱,審閱結果直接呈報董事會。

董事會認為,年內,本集團的內部控制系統屬有效運行。

Company Secretary

The Company Secretary is Mr. Kwok Siu Man, who has been appointed by the Board since 9 November 2013 and has been so nominated by Boardroom Corporate Services (HK) Limited ("Boardroom") under an engagement letter made between the Company and Boardroom. The primary person at the Company with whom Mr. Kwok has been contacting is Ms. Tang Yanhua, the chief financial officer of the Company, in relation to corporate secretarial matters. As Mr. Kwok was first appointed as the company secretary of a Hong Kong Hang Seng Index constituent stock company in 1991 and has been acting in such capacity for a number of other reputable companies listed on the Stock Exchange at material times since then, he is not required to have at least 15 hours of relevant professional training in the Year under the GEM Listing Rules.

公司秘書

本公司秘書為郭兆文先生，其自2013年11月9日獲董事會委任，並由寶德隆企業服務(香港)有限公司(「寶德隆」)根據本公司與寶德隆訂立的委聘書提名。就有關公司秘書事宜，本公司與郭先生之間的主要聯繫人為唐艷華女士(本公司的首席財務官)。由於郭先生於1991年首次獲委任為香港恒生指數成份股公司秘書，並自此大部份時間在若干其他聯交所上市知名公司出任有關職位，因此年內，其無需根據創業板上市規則接受至少15小時的相關專業培訓。

Shareholders' Rights

Procedures for Shareholders to Convene an Extraordinary General Meeting ("EGM")

Shareholders are encouraged to attend all general meetings of the Company. Pursuant to Articles 58 of the Articles of Association, shareholders holding not less than 10% of the paid up capital of the Company can convene an EGM by depositing a requisition in writing to the Directors or the Company Secretary of the Company for the purpose of requiring the convening of the EGM. The written requisition shall be deposited to the Company Secretary at 31/F, 148 Electric Road, North Point, Hong Kong.

For the avoidance of doubt, shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the principal place of business of the Company in Hong Kong and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

Procedures for Shareholders to Send Enquires to the Board

Shareholders are encouraged to communicate with the Company for any enquiries in relation to the Group by contacting the Group's Investor Relations team at *investor@shenzhouxing.com.cn*. Upon receipt of the enquiries, the Investor Relations team will forward shareholders' enquiries and concerns to the Board, Board committees or management as appropriate. Alternatively, shareholders can put forward any proposals at a shareholders' meeting.

股東權利

股東召開股東特別大會(「股東特別大會」)的程序

本公司鼓勵股東出席本公司的所有股東大會。根據組織章程細則第58條，持有本公司繳足資本不少於10%的股東可召開股東特別大會，透過向本公司董事或公司秘書提交要求召開股東特別大會的書面要求。書面要求應遞交至本公司秘書處(香港北角電氣道148號31樓)。

為免生疑問，股東須向本公司於香港的主要營業地點登記及發出簽妥之書面申請、通知或聲明或諮詢(視情況而定)，並提供全名、聯繫信息及身份證明以使其生效。股東資料可依法披露。

股東向董事會諮詢的程序

股東可透過發送電郵至*investor@shenzhouxing.com.cn*聯繫本集團的投資者關係團隊諮詢有關本集團的任何事宜。收到詢問後，投資者關係團隊將立即將股東詢問及質疑呈交董事會、董事會委員會或管理層(倘適合)。股東亦可在股東大會上提呈有關詢問及質疑。

Procedures for Shareholders to Propose a Person for Election as a Director

Subject to the statutes and the provisions of the Articles of Association, the Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional director.

A shareholder may propose a person for election as a Director by lodging the following documents at the Company's place of business in Hong Kong at 31/F, 148 Electric Road, North Point, Hong Kong, for the attention of the Company Secretary:

1. a notice in writing of the intention to propose that person for election as a Director; and

2. a notice in writing by that person of his/her willingness to be elected as a Director, together with that person's information as required to be disclosed under rule 17.50(2) of the GEM Listing Rules.

Such notices shall be lodged no earlier than the day after the dispatch of the notice of the general meeting appointed for such election at least seven (7) clear days before the date of the general meeting. The period for lodgement of such notices shall be at least seven (7) clear days in length.

股東提名人選參選董事的程序

根據法則及公司章程細則條例，本公司可不時於股東大會通過普通決議案選舉任何人士作為董事以填補董事臨時空缺或作為額外董事。

股東可通過將以下文件寄送到本公司的香港營業地點香港北角電氣道148號31樓提請本公司秘書關注的方式建議一名人士參選董事。

1. 一項有意提名選舉該位人士為董事的書面通知；及

2. 一項該位被推選人士簽發表明其願意選舉之書面通知，連同根據創業板上市規則第17.50 (2)條披露規定所要求之有關該名人士之資料。

提交該等通知須不早於指定進行該推選之股東大會通告寄發翌日，及不遲於該股東大會舉行日期前七(7)日。而向本公司發出該等通知之最短期間須為最少七(7)日。

Constitutional Documents

Pursuant to Rule 17.102 of the GEM Listing Rules, the Company has published on the respective websites of the Stock Exchange and the Company its Memorandum and Articles of Association. During the Period, no amendments were made to the constitutional documents of the Company.

章程文件

根據創業板上市規則第17.102條，本公司已於聯交所及本公司的網站登載其組織章程大綱及組織章程細則。期內，並無對本公司章程文件作出任何修改。

BDO

Tel : +852 2218 8288
Fax: +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話：+852 2218 8288
傳真：+852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

TO THE SHAREHOLDERS OF CHINA BINARY SALE TECHNOLOGY LIMITED

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of China Binary Sale Technology Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 45 to 104, which comprise the consolidated and company statements of financial position as at 31 December 2013, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

致：神州數字銷售技術有限公司各股東

(於開曼群島註冊成立之有限公司)

吾等已審核載列於第45至104頁神州數字銷售技術有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，包括於2013年12月31日之綜合及公司財務狀況表，以及截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他解釋資料。

Directors' Responsibility for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

董事就綜合財務報表之責任

貴公司董事負責根據香港會計師公會頒佈之香港財務報告準則及香港《公司條例》之披露規定編製該等綜合財務報表以作真實而公平之反映，並負責其認為編製綜合財務報表所必要的內部監控，以確保綜合財務報表之編製不存在由於欺詐或錯誤而導致的重大錯誤陳述。

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This report is made solely to you, as a body, in accordance with agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

審計師之責任

吾等之責任為根據吾等之審核對該等綜合財務報表發表意見，本報告根據協定之聘任條款僅向閣下(作為法人)作出，除此之外，本報告不可用作其他用途。吾等概不就本報告之內容向任何其他人士負責或承擔責任。

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

吾等已根據香港會計師公會頒佈之香港審計準則進行審核工作。該等準則要求吾等遵守道德操守規範，並規劃及進行審核，從而合理確定該等綜合財務報表是否不存在任何重大錯誤陳述。

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

審核涉及執行程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。選定程序取決於審計師之判斷，包括評估因欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險。於評估該等風險時，審計師考慮與該實體編製綜合財務報表以作真實而公平反映相關之內部監控，從而設計出適當之審核程序，但並非對該實體之內部監控之有效性發表意見。審核亦包括評估董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報表之整體呈列方式。

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

吾等相信，吾等已獲取充足並適當之審核憑證，能夠為吾等之審核意見提供基礎。

Opinion

意見

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2013 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirement of the Hong Kong Companies Ordinance.

吾等認為，綜合財務報表已根據香港財務報告準則真實而公平地反映　貴公司及　貴集團於2013年12月31日之財政狀況及　貴集團截至該日止年度之溢利及現金流量，並已根據香港《公司條例》之披露規定妥善編製。

BDO Limited
Certified Public Accountants
Alfred Lee
Practising Certificate Number P04960

Hong Kong, 12 March 2014

香港立信德豪會計師事務所有限公司
執業會計師
李嘉威
執業證書編號P04960

香港，2014年3月12日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
綜合全面收益表

For the year ended 31 December 2013 截至2013年12月31日止年度

		Notes 附註	2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Revenue	收入	7	61,228	53,252
Cost of revenue	收入成本		(19,257)	(19,461)
Gross profit	毛利		41,971	33,791
Other income and gains	其他收入及收益	7	273	120
Selling and distribution expenses	銷售及分銷開支		(3,086)	(2,079)
Administrative expenses	行政開支		(9,783)	(9,463)
Listing expenses	上市開支		(8,310)	(4,492)
Profit before income tax expense	除所得税開支前溢利	8	21,065	17,877
Income tax expense	所得税開支	11	(6,179)	(4,465)
Profit and total comprehensive income for the year	**年內溢利及全面收益總額**		**14,886**	13,412
Earnings per share (RMB cents) — Basic	每股盈利(人民幣分) 一基本	14	4.03	3.73

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
綜合財務狀況表

As at 31 December 2013　於2013年12月31日

		Notes 附註	2013 RMB'000 人民幣千元	2012 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	15	**1,542**	1,580
Intangible assets	無形資產	16	**333**	537
Total non-current assets	非流動資產總額		**1,875**	2,117
Current assets	**流動資產**			
Trade receivables	貿易應收款項	18	**5,100**	7,813
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	19	**23,252**	29,369
Inventories	存貨	20	**18,166**	18,014
Amounts due from related companies	應收關連公司款項	21	**6,087**	55,069
Cash and cash equivalents	現金及現金等價物	22	**68,826**	18,839
Total current assets	總流動資產		**121,431**	129,104
Liabilities	**負債**			
Current liabilities	**流動負債**			
Trade payables	貿易應付款項	23	**34,399**	33,178
Other payables and accruals	其他應付款項及應計費用	24	**4,884**	11,432
Amount due to a related company	應付一間關連公司款項	25	**—**	14,570
Current tax liabilities	即期稅務負債		**1,725**	1,063
Total current liabilities	流動負債總額		**41,008**	60,243
Net current assets	**流動資產淨值**		**80,423**	68,861
Total assets less current liabilities	**總資產減流動負債**		**82,298**	70,978

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
綜合財務狀況表(續)

As at 31 December 2013 於2013年12月31日

		Notes 附註	2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Non-current liabilities	**非流動負債**			
Deferred tax liabilities	遞延稅務負債	26	**2,403**	6,402
Total non-current liabilities	非流動負債總額		**2,403**	6,402
NET ASSETS	**資產淨值**		**79,895**	64,576
Equity attributable to owners of the Company	**本公司擁有人應佔權益**			
Issued capital	已發行股本	27	**2,941**	—
Reserves	儲備		**76,954**	64,576
TOTAL EQUITY	**總權益**		**79,895**	64,576

On behalf of the Board
代表董事會

Wei Zhonghua
魏中華
Director
董事

Sun Jiangtao
孫江濤
Director
董事

STATEMENT OF FINANCIAL POSITION
財務狀況表

As at 31 December 2013 於2013年12月31日

		Notes 附註	2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Assets	**資產**			
Non-current assets	**非流動資產**			
Investment in a subsidiary	於附屬公司投資	17	**—**	—
Current assets	**流動資產**			
Prepayments and other receivables	預付及其他應收款項	19	**—**	1,363
Amount due from a subsidiary	應收一間附屬公司款項	21	**48,317**	—
Cash and cash equivalents	現金及現金等價物		**29**	—
Total current assets	流動資產總額		**48,346**	1,363
Current liabilities	**流動負債**			
Amounts due to subsidiaries	應付附屬公司款項	25	**9,297**	5,462
Other payables and accruals	其他應付款項及應計費用		**383**	—
Total current liabilities	流動負債總額		**9,680**	5,462
Net current assets/(liabilities)	流動資產／(負債)淨額		**38,666**	(4,099)
NET ASSETS/(LIABILITIES)	**資產／(負債)淨額**		**38,666**	(4,099)
Equity	**權益**			
Issued capital	已發行股本	27	**2,941**	—
Reserves	儲備	28	**35,725**	(4,099)
TOTAL EQUITY/(DEFICITS)	**權益／(虧損)總額**		**38,666**	(4,099)

On behalf of the Board
代表董事會

Wei Zhonghua
魏中華
Director
董事

Sun Jiangtao
孫江濤
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
綜合權益變動表

For the year ended 31 December 2013　截至2013年12月31日止年度

	Issued capital 已發行股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元 (note 28(a)) (附註28(a))	Capital reserve 資本儲備 RMB'000 人民幣千元 (note 28(b)) (附註28(b))	Statutory reserve 法定儲備 RMB'000 人民幣千元 (note 28(c)) (附註28(c))	Retained earnings 保留盈利 RMB'000 人民幣千元 (note 28(d)) (附註28(d))	Total equity 總權益 RMB'000 人民幣千元
At 1 January 2012 於2012年1月1日	—	—	1,371	5,436	44,357	51,164
Profit and total comprehensive income for the year 年內溢利及全面收益總額	—	—	—	—	13,412	13,412
Appropriation to statutory reserve 撥入法定儲備	—	—	—	1,882	(1,882)	—
At 31 December 2012 and 1 January 2013 於2012年12月31日及2013年1月1日	**—**	**—**	**1,371**	**7,318**	**55,887**	**64,576**
Profit and total comprehensive income for the year 年內溢利及全面收益總額	**—**	**—**	**—**	**—**	**14,886**	**14,886**
Issue of shares on group reorganisation (note 27(b)) 集團重組而發行之股份(附註27(b))	**7**	**—**	**—**	**—**	**(7)**	**—**
Issue of new shares by way of placing (note 27(c)) 以配售方式發行之新股份(附註27(c))	**735**	**50,098**	**—**	**—**	**—**	**50,833**
Dividends declared and paid (note 13) 已宣派及已派付股息(附註13)	**—**	**—**	**—**	**—**	**(50,400)**	**(50,400)**
Issue of shares on capitalisation (note 27(d)) 資本化發行之股份(附註27(d))	**2,199**	**(2,199)**	**—**	**—**	**—**	**—**
Appropriation to statutory reserve 撥入法定儲備	**—**	**—**	**—**	**2,676**	**(2,676)**	**—**
At 31 December 2013 於2013年12月31日	**2,941**	**47,899**	**1,371**	**9,994**	**17,690**	**79,895**

CONSOLIDATED STATEMENT OF CASH FLOWS
綜合現金流量表

For the year ended 31 December 2013 截至2013年12月31日止年度

		2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Profit before income tax expense	**除所得税開支前溢利**	**21,065**	17,877
Adjustments for:	經調整：		
Interest income	利息收入	**(66)**	(103)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	**482**	418
Amortisation of intangible assets	無形資產攤銷	**214**	214
Impairment of trade receivables	貿易應收款項減值	**—**	235
Written back of trade payables	貿易應付款項撥回	**204**	—
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	**—**	33
Operating profit before working capital changes	營運資金變動前經營溢利	**21,899**	18,674
Decrease/(increase) in trade receivables	貿易應收款項減少╱(增加)	**2,713**	(1,838)
Decrease/(increase) in prepayments, deposits and other receivables	預付款、按金及其他應收款項減少╱(增加)	**6,117**	(2,490)
Increase in inventories	存貨增加	**(152)**	(7,207)
Decrease/(increase) in amounts due from related companies	應收關連公司款項減少╱(增加)	**48,982**	(6,428)
Increase/(decrease) in trade payables	貿易應付款項增加╱(減少)	**1,017**	(3,620)
Decrease in other payables and accruals	其他應付款項及應計費用減少	**(560)**	(4,525)
(Decrease)/increase in amount due to a related company	應付一間關連公司款項(減少)╱增加	**(14,570)**	1,789
Cash generated from/(used in) operations	**營運所得╱(所用)現金**	**65,446**	(5,645)
Income taxes paid	已付所得税	**(9,516)**	(3,941)
Net cash from/(used in) operating activities	**經營業務所得╱(所用)現金淨額**	**55,930**	(9,586)
Cash flows from investing activities	**投資活動所得現金流量**		
Purchase of property, plant and equipment	購買物業、廠房及設備	**(444)**	(544)
Purchase of intangible assets	購買無形資產	**(10)**	(16)
Interest received	已收利息	**66**	103
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	**—**	55
Loan to an independent third party	向一名獨立第三方提供貸款	**—**	(3,000)
Repayment from an independent third party	一名獨立第三方還款	**—**	3,000
Net cash used in investing activities	**投資活動所用現金淨額**	**(388)**	(402)

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)
綜合現金流量表(續)

For the year ended 31 December 2013　截至2013年12月31日止年度

		2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Cash flows from financing activities	**融資活動產生之現金流量**		
Dividends paid	已派付股息	(50,400)	–
Net proceeds from issue of ordinary shares, net of share issuing costs	發行普通股之所得款項淨額(經扣除發行成本)	50,833	–
Proceeds from borrowing	借貸所得款項	–	5,988
Repayment of borrowing	償還借貸	(5,988)	–
Prepayment of new shares listing costs	預付新股上市開支	–	(1,497)
Net cash (used in)/from financing activities	**融資活動(所用)／所得現金淨額**	(5,555)	4,491
Net increase/(decrease) in cash and cash equivalents	**現金及現金等價物增加／(減少)淨額**	49,987	(5,497)
Cash and cash equivalents at the beginning of year	**年初現金及現金等價物**	18,839	24,336
Cash and cash equivalents at the end of year	**年末現金及現金等價物**	68,826	18,839
Analysis of the balances of cash and cash equivalents	**現金及現金等價物結餘分析**		
Cash and bank balances	現金及銀行結餘	68,826	18,839

1. General Information

China Binary Sale Technology Limited (the "Company") was incorporated as an exempted company with limited liability in the Cayman Islands on 11 May 2011. Its shares are listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company's registered office and principal place of business are located at Floor 4, Willow House, Cricket Square, PO Box 2804, Grand Cayman KY1-1112, Cayman Islands and Room B01, 15th Floor, Horizon International Tower, No. 6 Zhichun Road, Haidian District, Beijing, the People's Republic of China (the "PRC") respectively.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the "Group") is principally engaged in providing online transaction services by facilitating transactions between online game operators and online game users, and providing mobile top-up service to mobile subscribers in the PRC.

Pursuant to a group reorganisation (the "Reorganisation") to rationalise the structure of the Group in preparation for the listing of the Company's shares on the GEM of the Stock Exchange, the Company became the holding company of the Group. Details of the Reorganisation are as set out in "History and Development" of the prospectus issued by the Company dated 27 November 2013.

1. 一般資料

神州數字銷售技術有限公司(「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。本公司股份於香港聯合交易所有限公司(「聯交所」)創業板市場(「創業板」)上市。本公司的註冊辦事處及主要營業地點分別位於Floor 4, Willow House, Cricket Square, PO Box 2804, Grand Cayman KY1-1112, Cayman Islands及中華人民共和國(「中國」)北京海淀區知春路6號錦秋國際大廈15樓B01室。

本公司為一間投資控股公司。本公司及其附屬公司(統稱「本集團」)主要業務為在中國透過促進網上遊戲運營商與網上遊戲用戶之間的交易提供網上交易服務以及向手機用戶提供手機話費充值服務。

為籌備本公司股份於聯交所創業板上市,根據集團重組(「重組」)優化本集團架構後,本公司成為本集團的控股公司。有關重組的詳情載列於本公司於2013年11月27日刊發的招股章程「歷史及發展」章節。

2. Basis of Presentation and Preparation

(a) Basis of presentation

As a result of the Reorganisation mentioned in note 1, the Group is regarded as a continuing entity resulting from the Reorganisation since management and equity holders of the entities comprising the Group which took part in the Reorganisation remained the same before and after the Reorganisation. Consequently, immediately after the Reorganisation, there was a continuation of risks and benefits to the ultimate controlling parties that existed prior to the Reorganisation.

2. 呈報及編製基準

(a) 呈報基準

由於進行附註1所述的重組,且參與重組的公司的管理層及權益持有人於重組前後維持不變,故本集團被視為因重組而形成的持續經營企業。因此,緊隨重組後,於重組前存在的最終控股人士所承擔的風險及所享有的利益仍然持續。

2. Basis of Presentation and Preparation (Continued)

(a) Basis of presentation (Continued)

Accordingly, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows are prepared using principles of merger accounting as if the current group structure has been in existence throughout the years ended 31 December 2012. The consolidated statement of financial position as at 31 December 2012 present the assets and liabilities of the entities now comprising the Group as if the current group structure had been in existence at that date. The assets and liabilities of the combining entities or businesses are combined using their existing book values. All significant intragroup transactions and balances have been eliminated on consolidation.

(b) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards ("HKASs") issued by the Hong Kong Institute of Certified Public Accountants and Interpretations (hereinafter collectively referred to as the "HKFRSs") and the disclosure requirements of Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

(c) Basis of measurement

The consolidated financial statements have been prepared under the historical cost convention.

(d) Functional and presentation currency

The consolidated financial statements have been presented in Renminbi ("RMB"), which is the same as the functional currency of the Company.

2. 呈報及編製基準(續)

(a) 呈報基準(續)

因此，綜合全面收益表、綜合權益變動表及綜合現金流量表採用合併會計原則編製，猶如現時的集團架構於截至2012年12月31日止年度內一直存在。於2012年12月31日的綜合財務狀況表呈列假設現時的集團架構於該日期已存在，本集團現時旗下各實體的資產及負債。合併實體或業務的資產及負債以其現有賬面值合併計算。所有重大的集團內公司間交易及結餘已於綜合賬目時抵銷。

(b) 合規報表

綜合財務報表乃根據香港會計師公會頒佈之所有適用香港財務報告準則、香港會計準則及詮釋(以下稱「香港財務報告準則」)及香港公司條例之披露規定編製。此外，財務報表載有聯交所創業板證券上市規則規定之適用披露。

(c) 計量基準

綜合財務報表乃根據歷史成本法編製。

(d) 功能及呈列貨幣

綜合財務報表乃以人民幣(「人民幣」)呈列，而人民幣亦為本公司的功能貨幣。

3. Adoption of HKFRSs

(a) Adoption of amendments to HKFRSs — first effective on 1 January 2013

HKFRSs (Amendments)	Annual Improvements 2009–2011 Cycle
Amendments to HKAS 1 (Revised)	Presentation of Items of Other Comprehensive Income
Amendments to HKFRS 7	Offsetting Financial Assets and Financial Liabilities
HKFRS 10	Consolidated Financial Statements
HKFRS 11	Joint Arrangements
HKFRS 12	Disclosure of Interests in Other Entities
HKFRS 13	Fair Value Measurement
HKAS 27 (2011)	Separate Financial Statements
HKAS 28 (2011)	Investments in Associates and Joint Ventures
HKAS 19 (2011)	Employee Benefits
HK(IFRIC) — Interpretation 20	Stripping Costs of the Production Phase of a Surface Mine
Amendments to HKFRS 1	Government loans

The adoption of these amendments has no material impact on the Group's financial statements.

(b) New/revised HKFRSs that have been issued but are not yet effective

The Group has not early adopted the following potentially relevant new/revised HKFRSs, which have been issued but are not yet effective, in preparing the consolidated financial statements.

Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities[1]
Amendments to HKAS 36	Impairment of assets — recoverable amount disclosures of non-financial assets[1]
HKFRS 9	Financial Instruments

[1] Effective for annual periods beginning on or after 1 January 2014

3. 採用香港財務報告準則

(a) 採用香港財務報告準則之修訂 — 首次於2013年1月1日起生效

香港財務報告準則(修訂本)	2009年至2011年週期之年度改進
香港會計準則第1號之修訂(經修訂)	其他全面收入項目之呈列
香港財務報告準則第7號之修訂	抵銷金融資產及金融負債
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第11號	合營安排
香港財務報告準則第12號	於其他實體權益之披露
香港財務報告準則第13號	公平值計量
香港會計準則第27號(2011年)	獨立財務報表
香港會計準則第28號(2011年)	於聯營公司及合營公司之投資
香港會計準則第19號(2011年)	僱員福利
香港(國際財務報告詮釋委員會)—詮釋第20號	露天礦場生產階段之剝採成本
香港財務報告準則第1號之修訂	政府貸款

採用該等修訂對本集團之財務報表並無重大影響。

(b) 已頒佈但尚未生效的新頒佈/經修訂香港財務報告準則

本集團於編製綜合財務報表時，並未提早採用以下已頒佈但尚未生效的潛在有關新頒佈/經修訂香港財務報告準則。

香港會計準則第32號的修訂	抵銷金融資產及金融負債[1]
香港會計準則第36號的修訂	資產減值 —非金融資產可收回金額的披露[1]
香港財務報告準則第9號	金融工具

[1] 於2014年1月1日或以後開始的年度期間生效

3. Adoption of HKFRSs (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

Amendments to HKAS 32 — Offsetting Financial Assets and Financial Liabilities

The amendments clarify the offsetting requirements by adding appliance guidance to HKAS 32 which clarifies when an entity "currently has a legally enforceable right to set off" and when a gross settlement mechanism is considered equivalent to net settlement. The adoption of these amendments will have no material impact on the Group's financial statements.

Amendments to HKAS 36 — Impairment of assets — recoverable amount disclosure of non-financial assets

The amendments to HKAS 36 result in the following key changes to the disclosures relating to the impairment of non-financial assets.

- To require the disclosure of the recoverable amount of an asset (or cash generating unit ("CGU")) only in periods in which impairment has been recorded or reversed in respect of that asset (or CGU).
- To expand and clarify the disclosure requirements when an assets (or CGUs) recoverable amount has been determined on the basis of fair value less disposal.
- To require disclosure of the discount rate when an asset (or CGU) has been impaired (or impairment reversed) where the recoverable amount has been determined based on fair value less costs of disposal using a present value technique.

The amendments also align the disclosures required for the recoverable amount of an asset (or CGU) when this has been determined on the basis of fair value less costs of disposal with those required where the recoverable amount has been determined on the basis of value in use.

3. 採用香港財務報告準則(續)

(b) 已頒佈但尚未生效的新頒佈╱經修訂香港財務報告準則(續)

香港會計準則第32號的修訂—抵銷金融資產及金融負債

有關修訂藉加入香港會計準則第32號的應用指引闡明抵銷規定，該準則闡明實體「目前有法律上可執行之抵銷權」的情況，以及總額結算機制被視為相等於淨額結算的情況。採用該等修訂將不會對本集團的財務報表構成重大影響。

香港會計準則第36號的修訂—資產減值—非金融資產可收回金額的披露

香港會計準則第36號的修訂導致下列與非金融資產減值相關披露資料的主要變動。

- 要求僅披露於資產(或現金產生單位)錄得或撥回減值的期間內該資產(或現金產生單位)的可收回金額。
- 擴大並釐清資產(或現金產生單位)的可收回金額乃根據公平值減出售為基準釐定的披露要求。
- 要求在可收回金額乃採用現值方法根據公平值減出售成本釐定的情況下，披露資產(或現金產生單位)減值(或減值撥回)的貼現率。

該等修訂亦使資產(或現金產生單位)根據公平值減出售成本釐定可收回金額所需披露資料與根據使用價值釐定可收回金額所需披露資料相符一致。

3. Adoption of HKFRSs (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 9 — Financial Instruments

Under HKFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities. Based on the Group's financial assets and liabilities as at 31 December 2013, the application of this new Standard is not expected to affect classification and measurement of the Group's assets and liabilities.

Other than as described above, the directors anticipated that the application of other new and revised HKFRSs will have no material impact on the Group's financial performance and position and/or on the disclosures set out in this report.

3. 採用香港財務報告準則(續)

(b) 已頒佈但尚未生效的新頒佈╱經修訂香港財務報告準則(續)

香港財務報告準則第9號－金融工具

根據香港財務報告準則第9號，金融資產乃視乎實體管理金融資產的業務模型及金融資產的約定現金流量特徵分類為按公平值或攤銷成本計量的金融資產。公平值的盈虧將於損益中確認，惟就該等非買賣性股本投資而言，實體可選擇於其他全面收益中確認盈虧。香港財務報告準則第9號貫徹香港會計準則第39號的金融負債確認、分類及計量規定，惟指定按公平值於損益列賬的金融負債除外，因該負債信貸風險變動而引致的公平值變動金額於其他全面收益確認，除非會引致或加劇會計錯配則作別論。此外，香港財務報告準則第9號保留香港會計準則第39號有關終止確認金融資產及金融負債的規定。根據本集團於2013年12月31日的金融資產及負債，預期應用此新準則不會影響本集團資產及負債的分類及計量。

除上述者外，董事預計，應用其他新訂及經修訂香港財務報告準則不會對本集團的財務表現及狀況及╱或本報告所載的披露造成重大影響。

4. Significant Accounting Policies

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and the entities (including structured entities) now comprising the Group. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (1) power over the investee, (2) exposure, or rights, to variable returns from the investee, and (3) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(c) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as an expense in profit or loss during the financial period in which they are incurred.

4. 主要會計政策

(a) 綜合基準

綜合財務報表包括本公司及本集團現時旗下實體(包括結構實體)的財務報表。集團公司間的交易及結餘連同未變現溢利於編製綜合財務報表時全數對銷。未變現虧損亦予以核銷,除非交易有證據證明所轉移資產出現減值,在該情況下虧損於損益確認。

(b) 附屬公司

附屬公司為本公司能行使控制權的受投資方。控制權乃於本公司具有:(1)對受投資方的權力,(2)承擔或有權獲取其參與受投資方業務所帶來的可變回報,及(3)能夠使用其權力影響其回報而實現。倘有任何事件及情況表明控制權之任何該等因素發生變動,控制權予以重新評估。

於本公司的財務狀況表,於附屬公司的投資按成本減去減值虧損(如有)列賬。本公司按已收及應收股息作基準,將附屬公司的業績入賬。

(c) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及累計減值虧損列賬。物業、廠房及設備的成本包括其購買價及收購該等項目的直接應佔成本。

其後的成本僅當與該項目相關的未來經濟利益將有可能流向本集團及該項目的成本能可靠地計量時,計入資產的賬面值內或確認為獨立的資產(如適用)。被重置部分的賬面值須予終止確認。所有其他維修及保養乃於其產生的財政期間的損益內確認為開支。

4. Significant Accounting Policies (Continued)

(c) Property, plant and equipment (Continued)

Property, plant and equipment are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. The depreciation rates, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The depreciation rates are as follows:

Office equipment	5 years
Computer equipment	5 years
Motor vehicles	5 years

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

(d) Lease

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessee, rentals payable under operating leases net of any incentive received from the lessor are charged to the profit or loss on the straight-line basis over the lease terms.

(e) Intangible assets

(i) Acquired intangible assets

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

4. 主要會計政策(續)

(c) 物業、廠房及設備(續)

物業、廠房及設備以直線法於其估計可使用年期內計提折舊，以撇銷其減去預計殘值後的成本或估值。折舊率、殘值及折舊方法於各報告期末被檢討及作適當的調整。折舊率如下：

辦公設備	5年
電腦設備	5年
汽車	5年

倘資產的賬面值高於其估計可收回金額，則須即時被撇減至其可收回金額。

出售物業、廠房及設備項目的收益或虧損為出售所得款項淨額與其賬面值的差額，並於出售時在損益確認。

(d) 租賃

資產所有權的絕大部分回報及風險由出租人保留的租賃乃列為經營租賃。倘本集團為承租人，經營租賃的應付租金(扣除收取出租人的任何獎勵後)按租約年期以直線法於損益扣除。

(e) 無形資產

(i) 已收購無形資產

獨立收購的無形資產初步按成本確認。於業務合併中收購的無形資產的成本為收購日期的公平值。其後，具有限定可使用年期的無形資產按成本減累計攤銷及累計減值虧損列賬。

4. Significant Accounting Policies (Continued)

(e) Intangible assets (Continued)

(i) Acquired intangible assets (Continued)

The amortisation expense is recognised in profit or loss and included in administrative expenses. Amortisation is provided on a straight-line basis over its useful live as follows:

Computer software	5–10 years

(ii) Internally generated intangible assets (research and development costs)

Expenditure on internally developed products is capitalised if it can be demonstrated that:

- it is technically feasible to develop the product for it to be sold;
- adequate resources are available to complete the development;
- there is an intention to complete and sell the product;
- the Group is able to sell the product; and
- sale of the product will generate future economic benefits; and expenditure on the project can be measured reliably.

Capitalised development costs are amortised over the periods the Group expects to benefit from selling the products developed. The amortisation expense is recognised in profit or loss and included in administrative expenses.

Development expenditure not satisfying the above criteria and expenditure on the research phase of internal projects are recognised in profit or loss as incurred.

4. 主要會計政策(續)

(e) 無形資產(續)

(i) 已收購無形資產(續)

攤銷開支於損益確認，並列入行政開支內。無形資產以直線法按下列的可使用年期計提攤銷撥備：

電腦軟件	5–10年

(ii) 內部產生無形資產(研發成本)

內部開發產品的開支如證實符合下列條件，則可作資本化：

- 開發該產品作銷售用途在技術上可行；
- 具備足夠資源以完成該項開發；
- 有意完成並銷售該產品；
- 本集團能銷售該產品；及
- 銷售產品將產生未來經濟利益；而該項目的開支能可靠地計量。

資本化開發成本於本集團預期銷售所開發產品的獲利期間內攤銷。攤銷開支於損益確認，並計入行政開支內。

不符合以上條件的開發開支及內部項目研究階段的開支，乃於產生時在損益確認。

4. Significant Accounting Policies (Continued)

(e) Intangible assets (Continued)

(iii) Impairment

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired (see the accounting policies in respect of impairment losses of non-financial assets in note 4(f)).

(f) Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased.

If the recoverable amount (i.e. the greater of the fair value less costs to sell and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately. The value-in-use calculation requires the directors to estimate the future cash flows expected to arise from the assets and the estimated future cash flows are discounted to their present value by using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the assets for which the estimates of future cash flows have not been adjusted.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

4. 主要會計政策(續)

(e) 無形資產(續)

(iii) 減值

當有跡象顯示資產可能出現減值時，會對具有限定可使用年期的無形資產進行減值測試(見附註4(f)非金融資產減值虧損的會計政策)。

(f) 非金融資產減值

於各報告期末，本集團檢討物業、廠房及設備及無形資產的賬面值，以釐定是否有任何跡象顯示該等資產出現減值虧損，或先前確認的減值虧損不再存在或可能已減少。

倘估計資產的可收回金額(即減去銷售成本的公平值與使用價值間的較高者)低於其賬面值，則資產的賬面值須減少至其可收回金額。減值虧損即時確認為開支。計算使用價值需要董事估計預計來自有關資產的未來現金流，而估計未來現金流乃使用可反映目前市場對貨幣時間價值及資產特定風險的評估的除税前貼現率折算至其現值，該未來現金流估計為未經調整。

倘減值虧損其後撥回，則資產的賬面值增至其可收回金額的經修改估計值，惟所增加的賬面值不得高於倘過往年度並無就該項資產確認減值虧損時原應釐定的賬面值。撥回的減值虧損即時確認為收入。

4. Significant Accounting Policies (Continued)

(g) Financial instruments

(i) Financial assets

With reference to HKAS 39 issued by the HKICPA, the Group recognised its financial assets when it becomes a party to the contractual provisions of the instrument and classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets at fair value through profit or loss are initially measured at fair value and all other financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to clients (trade debtors), and also incorporate other types of contractual monetary asset. They are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. At each reporting date subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

4. 主要會計政策(續)

(g) 金融工具

(i) 金融資產

根據香港會計師公會所頒佈的香港會計準則第39號，本集團於訂立工具的合約條文時確認其金融資產，並在初步確認時，視乎收購資產的目的分類其金融資產。按公平值計入損益的金融資產初步按公平值計量，而所有其他金融資產初步按公平值加收購金融資產直接應佔的交易成本計量。以常規方式購買或出售的金融資產按交易日基準確認及終止確認。以常規方式購買或出售指根據合約(其條款要求於根據有關市場規例或慣例確立的一般時間框架內交付資產)購買或出售金融資產。

貸款及應收款項

該等資產為附帶固定或待定付款的非衍生金融資產，且並無在活躍市場報價。貸款及應收款項主要透過向客戶(貿易債務人)提供貨品及服務產生，當中亦包括其他類別的合約貨幣資產。貸款及應收款項初步按公平值加收購金融資產直接應佔的交易成本計量。於初步確認後各報告日期，貸款及應收款項乃採用實際利息法按已攤銷成本扣除任何已識別減值虧損列賬。

4. Significant Accounting Policies (Continued)

(g) Financial instruments (Continued)

(ii) Impairment loss on financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtor's financial difficulty; and
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have had the impairment not been recognised.

4. 主要會計政策(續)

(g) 金融工具(續)

(ii) 金融資產的減值虧損

本集團會於各報告期末評估金融資產有否出現減值的客觀跡象。倘有客觀減值跡象顯示金融資產初步確認後發生的一項或多項事件，而該事件對能夠可靠估計的金融資產估計未來現金流有所影響，則金融資產出現減值。減值的跡象可包括：

- 債務人出現重大財務困難；
- 違反合約，如拖欠或欠付利息或本金付款；
- 因債務人有財務困難而授予寬免；及
- 債務人很可能破產或進行其他財務重組。

倘有客觀跡象顯示資產出現減值，則減值虧損會於損益中確認，並按資產賬面值與按原實際利率貼現的估計未來現金流量的現值間的差額計量。

倘資產的可收回金額增加客觀地與於確認減值後所發生的事件有關，則減值虧損會於隨後期間撥回，惟撥回減值當日的資產賬面值不得超過假設並無確認減值而原本應有的已攤銷成本。

4. Significant Accounting Policies (Continued)

(g) Financial instruments (Continued)

(iii) Financial liabilities

With reference to HKAS 39 issued by the HKICPA, the Group recognised its financial liabilities when it becomes a party to the contractual provisions of the instrument and classifies its financial liabilities at initial recognition, depending on the purpose for which the liabilities were incurred.

The Group's financial liabilities at amortised cost, including trade payables, other payables and accruals, and amounts due to a related company and subsidiaries, are initially recognised at fair value, net of directly attributable transaction costs incurred, and are subsequently measured at amortised cost using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

4. 主要會計政策(續)

(g) 金融工具(續)

(iii) 金融負債

根據香港會計師公會所頒佈的香港會計準則第39號，本集團於訂立工具的合約條文時確認其金融負債，並在初步確認時視乎所產生負債目的分類其金融負債。

本集團按攤銷成本計算的金融負債(包括貿易應付款項、其他應付款項及應計費用以及應付一間關連公司及附屬公司款項)初步按公平值減所產生的直接應佔交易成本確認，於其後以實際利息法按攤銷成本計量。有關利息開支會於損益內確認。

當負債終止確認及進行攤銷時，收益或虧損於損益中確認。

(iv) 實際利息法

實際利息法為計算金融資產或金融負債的攤銷成本及於有關期間分配利息收入或利息支出的方法。實際利率指可透過金融資產或負債的預期年期或(如適用)在較短期間內準確貼現估計未來現金進款或付款的利率。

(v) 股本工具

由本公司發行的股本工具按已收所得款項扣除直接發行成本入賬。

4. Significant Accounting Policies (Continued)

(g) Financial instruments (Continued)

(vi) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired.

(h) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and applicable selling expenses.

(i) Revenue recognition

Revenue from online transaction services represents service fees received from mobile subscribers and online game users, net of monies shared with the online game operators pursuant to the terms of the cooperation agreements with online game operators or the costs of mobile top-up credits sourced from PRC telecommunication companies and their distributors. Revenue is recognised when mobile top-up transactions have been completed.

Revenue from profit sharing with online game operators is recognised in monthly basis and based on the fees received from online game users, net of monies shared with the online game operators pursuant to the terms of the cooperation agreements with online game operators.

4. 主要會計政策(續)

(g) 金融工具(續)

(vi) 終止確認

本集團在與金融資產有關的未來現金流量合約權利屆滿，或金融資產已轉讓，且該轉讓根據香港會計準則第39號符合終止確認標準時，終止確認金融資產。

倘於有關合約的指定責任獲解除、註銷或到期時，則會終止確認金融負債。

(h) 存貨

存貨初步按成本確認，其後按成本及可變現淨值的較低者確認。成本包括所有採購成本、轉移成本及將存貨達致其目前地點及狀況所產生的其他成本。成本以先入先出法計算。可變現淨值相當於一般業務過程中的估計售價減去達致完成的估計成本及作出銷售所需的估計成本。

(i) 收入確認

網上交易服務收入指向手機用戶及網上遊戲用戶收取的服務費，扣除根據與網上遊戲運營商所訂合作協議的條款與網上遊戲運營商攤分的款項，或向中國電信公司及其分銷商購買的手機話費充值金額的成本。收入於手機話費充值交易已經完成時確認。

分佔網上遊戲營運商溢利收入按月根據已收網上遊戲用戶的費用，扣除根據與網上遊戲運營商的合作協議條款，網上遊戲運營商應攤分款項確認。

4. Significant Accounting Policies (Continued)

(i) Revenue recognition (Continued)

Revenue from online advertising services is recognised in the period in which the advertisement is displayed on a straight-line basis, and when collection of the receivable is probable.

Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

(j) Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates expected to apply in the period when the liability is settled or the asset is realised based on tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

4. 主要會計政策(續)

(i) 收入確認(續)

網上廣告服務收入於刊登廣告期間按直線法及於應可能收到應收款項時確認。

利息收入按時間基準就未償還本金按適用利率計算。

(j) 所得税

年內所得稅包括即期稅項及遞延稅項。

即期稅項以日常業務的溢利或虧損為基礎，並就所得稅而言毋須課稅或不可扣稅的項目作調整，以及採用於報告期末已制定或實質制定的稅率計算。

遞延稅項就財務匯報而言的資產及負債的賬面值與就稅項而言採用的相關金額之間的暫時性差額確認。除不影響會計及應課稅溢利的已確認資產及負債外，所有暫時性差額須確認遞延稅項負債。倘應課稅溢利將可能用以抵銷可扣減暫時性差額，則確認遞延稅項資產。遞延稅項根據報告期末已制定或實質制定的稅率，按預期清償負債或變現資產的期間內適用的稅率計量。

遞延稅項負債乃就於附屬公司的投資所產生的應課稅暫時性差額確認，惟倘本集團能控制暫時性差額的撥回及暫時性差額將不可能於可見將來撥回除外。

4. Significant Accounting Policies (Continued)

(j) Income taxes (Continued)

Income taxes are recognised in profit or loss except when they relate to items recognised to other comprehensive income in which case the taxes are also recognised in other comprehensive income.

(k) Foreign currency

Transactions entered into by the group entities in currencies other than the currency of the primary economic environment in which they operate (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

4. 主要會計政策(續)

(j) 所得稅(續)

所得稅於損益確認，惟倘其與已於其他全面收益確認的項目相關除外；在此情況下，稅項亦於其他全面收益確認。

(k) 外幣

集團實體以其經營所在主要經營環境的貨幣(「功能貨幣」)以外的貨幣進行的交易，乃按交易進行時的匯率入賬。外幣貨幣資產及負債按報告期末當時的匯率換算。以外幣計值按公平值列賬的非貨幣項目按釐定公平值當日匯率重新換算。以外幣按歷史成本計算的非貨幣項目不作重新換算。

結算與換算貨幣項目產生的匯兌差額於其產生期間於損益確認。重新換算按公平值列賬的非貨幣項目產生的匯兌差額計入期內損益，惟重新換算有關收益及虧損於其他全面收益內確認的非貨幣項目產生的差額除外，在此情況下，匯兌差額亦於其他全面收益內確認。

4. Significant Accounting Policies (Continued)

(l) Employee benefits

(i) Pension schemes

The employees of the Group's subsidiaries which operate in the PRC are required to participate in central pension schemes operated by the local government. The subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension schemes. The contributions are charged to the profit or loss as they become payable in accordance with the rules of the central pension schemes.

(ii) Other benefits

The Group contributes on a monthly basis to defined contribution housing, medical and other benefit plans organised by the PRC government. The PRC government undertakes to assume the benefit obligations of all existing and retired employees under these plans. Contributions to these plans by the Group are expensed as incurred. The Group has no further obligations for benefits for their qualified employees under these plans.

(m) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

4. 主要會計政策(續)

(l) 僱員福利

(i) 退休金計劃

本集團於中國經營的附屬公司的僱員須參與地方政府所運作的中央退休金計劃。附屬公司須向中央退休金計劃作出薪俸成本某百分比的供款。供款乃於其根據中央退休金計劃的規定到期支付時自損益扣除。

(ii) 其他福利

本集團每月向中國政府所籌辦的界定供款住房、醫療及其他福利計劃作出供款。中國政府負責承擔此等計劃下所有現時及退休僱員的福利責任。本集團對此等計劃作出的供款於產生時核銷。本集團並無就此等計劃下的合資格僱員的福利承擔其他責任。

(m) 撥備及或有負債

倘本集團因過去事件須承擔法定或推定責任，而履行有關責任很可能引致可合理估計經濟利益的流出，則會就未確定時間或金額的負債確認撥備。

當不可能需要產生經濟利益流出時，或金額無法可靠估計，則該債務須披露為或有負債，除非產生經濟利益流出的可能性極低，則當別論。純粹憑一宗或多宗未來事件是否發生而確定存在的潛在債務，除非產生經濟利益流出的可能性極低，否則亦同時披露為或有負債。

4. Significant Accounting Policies (Continued)

(n) Related parties

(a) A person or a close member of that person's family is related to the Group if that person:

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of key management personnel of the Group or the Company's parent.

(b) An entity is related to the Group if any of the following conditions apply:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);

(iii) Both entities are joint ventures of the same third party;

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group;

(vi) The entity is controlled or jointly controlled by a person identified in (a); or

4. 主要會計政策(續)

(n) 關連方

(a) 倘屬以下人士，則該人士或該人士的近親家庭成員與本集團有關聯：

(i) 控制或共同控制本集團；

(ii) 對本集團有重大影響力；或

(iii) 為本集團或本公司母公司的主要管理層成員。

(b) 倘符合下列任何條件，即實體與本集團有關連：

(i) 該實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)；

(ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司的集團成員公司的聯營公司或合營企業)；

(iii) 兩間實體均為同一第三方的合營企業；

(iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；

(v) 實體為本集團或與本集團有關連的實體就僱員利益而設的離職後福利計劃；

(vi) 實體受(a)所識別人士控制或受共同控制；或

4. Significant Accounting Policies (Continued)

(n) Related parties(Continued)

(b) (continued)

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

(i) that person's children and spouse or domestic partner;

(ii) children of that person's spouse or domestic partner; and

(iii) dependents of that person or that person's spouse or domestic partner.

4. 主要會計政策(續)

(n) 關連方(續)

(b) (續)

(vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。

一名人士的近親家庭成員指預期在與實體的交易中可影響該人士或受該人士影響的家庭成員，包括：

(i) 該人士的子女及配偶或家庭伴侶；

(ii) 該人士配偶或家庭伴侶的子女；及

(iii) 該人士的受養人或該人士的配偶或家庭伴侶。

5. Significant Accounting Judgments and Estimates

In the application of the Group's accounting policies, the directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

5. 主要會計判斷及估計

採用本集團的會計政策時，董事須對資產及負債的賬面值作出判斷、估計及假設，其未能從其他渠道可靠獲得。該等估計及相關假設乃基於過往經驗及其他被視為相關的因素而作出。實際結果或會有別於該等估計。

該等估計及相關假設須持續檢討。倘會計估計的修訂僅影響作出修訂的期間，則有關修訂會在該期間確認，而倘修訂對現時及未來期間均有影響，則須在作出修訂的期間及未來期間確認。

5. Significant Accounting Judgments and Estimates (Continued)

(a) Impairment allowances for trade receivables and prepayments, deposits and other receivables

The Group estimates the impairment allowances for trade receivables and prepayments, deposits and other receivables by assessing the recoverability based on credit history and prevailing market conditions. This requires the use of estimates and judgments. Allowances are applied to trade receivables and prepayments, deposits and other receivables where events or changes in circumstances indicate that the balances may not be collectible. Where the expectation is different from the original estimate, such difference will affect the carrying amounts of trade receivables and prepayments, deposits and other receivables and thus the impairment loss in the period in which such estimate is changed. The Group reassesses the impairment allowances at the end of each reporting period.

(b) Useful lives of intangible assets and property, plant and equipment

The Group's management determines the estimated useful lives for the intangible assets and the property, plant and equipment of the Group. The estimate is based on the historical experience of the actual useful lives of the relevant assets of similar nature and functions. The estimated useful lives could be different as a result of technical innovations which would affect the related amortisation and depreciation charges included in the consolidated statement of comprehensive income.

(c) Estimate of income and deferred tax provisions

The Group is subject to taxation in various jurisdictions. Significant judgment is required in determining the amount of provision for taxation and the timing of payment of the related taxation. Where the final tax outcome is different from the amounts that were initially recorded, such differences would impact the income and deferred tax provisions in the period in which such determination were made.

5. 主要會計判斷及估計(續)

(a) 貿易應收款項及預付款、按金及其他應收款項的減值撥備

本集團根據信貸記錄及現行市況評估貿易應收款項及預付款、按金及其他應收款項的可收回性，從而估計貿易應收款項及預付款、按金及其他應收款項的減值撥備。這須要作出估計及判斷。倘有事件或情況的轉變顯示餘款未能收回，則會就貿易應收款項及預付款、按金及其他應收款項計提撥備。倘預期貿易應收款項及預付款、按金及其他應收款項的可收回水平與原先估計不同，有關差額將會影響貿易應收款項及預付款、按金及其他應收款項的賬面金額，從而影響估計變更期間的減值虧損。本集團於各報告期末重新評估減值撥備。

(b) 無形資產及物業、廠房及設備的可使用年期

本集團的管理層負責釐定本集團無形資產及物業、廠房及設備的估計可使用年期。有關估計乃基於過往經驗及類似性質及功能的有關資產的實際可使用年期作出。由於技術革新會影響到列入綜合全面收益表內的相關攤銷及折舊支出，故估計可使用年期可能改變。

(c) 所得税及遞延税項撥備的估計

本集團須繳納多個司法權區的税項。釐定税項撥備數額及支付相關税項的時間時，須作出重大判斷。倘最終税項結果有別於初始入賬的金額，則該等差額會影響作出相關釐定期間的所得税及遞延税項撥備。

5. Significant Accounting Judgments and Estimates (Continued)

(d) Revenue recognition in respect of online transaction services

The Group assesses its business relationships with users of the mobile top-up services and suppliers of mobile top-up credits and determines that the Group is providing online transaction services in the majority of transactions by facilitating transactions between online game operators and online game users, and providing mobile top-up service to mobile subscribers, and accordingly reports revenue derived from such services on a net basis.

In determining whether the revenue from online transaction services shall be recorded on net basis or gross basis, the Group has made reference to indicators and requirements stated in HKAS 18 "Revenue". Determining whether the Group is acting as a principal or an agent requires judgment and consideration of all relevant facts and circumstances, and the Group considers itself has an agency relationship with online game operators under HKAS 18 by assessing the following features that are arising from its operations:

- It is the primary responsibility of the PRC telecommunication companies and the online game operators, and not the Group, for processing the mobile top-up associated with the mobile top-up credits provided to the mobile subscribers and the online game account charging to the online game users' accounts, respectively.

- The Group has minimal inventory risk for the transactions with mobile top-up credits sourced from the online game users as those mobile top-up credits were used to top up the mobile subscriber's requests instantaneously. Although the Group sources some mobile top-up credits from the PRC telecommunication companies and their distributors as buffer stocks in case there is a shortage of mobile top-up credits from online game users, these stocks are used solely to facilitate the transactions.

5. 主要會計判斷及估計(續)

(d) 網上交易服務收入確認

本集團評估與手機話費充值服務用戶及手機話費充值金額供應商間的業務關係，並釐定本集團透過促進網上遊戲運營商與網上遊戲用戶間的交易以及向手機用戶提供手機話費充值服務來提供大部分交易中的網上交易服務，故按淨額基準呈報來自該等服務的收入。

於釐定網上交易服務收入應否按淨額基準或總額基準入賬時，本集團已參考香港會計準則第18號「收入」所述的指標及規定。釐定本集團是否以主事人或代理人身份行事時，需要對所有有關事實及情況作出判斷及考慮，透過評估以下因其營運產生的特點，本集團認為自己根據香港會計準則第18號與網上遊戲運營商代理關係：

- 處理與手機用戶獲提供的手機話費充值金額相關的手機話費充值以及為網上遊戲用戶賬戶進行網上遊戲賬號充值，乃中國電信公司及網上遊戲運營商(而非本集團)的首要責任。

- 由於該等手機話費充值金額乃按手機用戶要求用作即時充值，故本集團就從網上遊戲用戶獲取的手機話費充值金額的交易而承擔的存貨風險不大。儘管本集團從中國電信公司及其分銷商獲取部分手機話費充值金額作為網上遊戲用戶提供的手機話費充值金額不足時的緩衝存貨，該等存貨僅用於促進交易。

5. Significant Accounting Judgments and Estimates (Continued)

(d) Revenue recognition in respect of online transaction services (Continued)

- The service fees are usually predetermined pursuant to the terms of the cooperation agreements with online game operators.

- The credit risk of the Group is minimal as majority of the mobile subscribers either pay in advance or at time of requesting mobile top-up service, except for a minor portion of customers who are granted with credit period.

(e) Control over Beijing Tianjiyilian Technology Co., Ltd. ("Beijing TJYL")

Beijing TJYL has been owned by Mr. Sun Jiangtao and Mr. Wei Zhonghua, the directors, and Mr. Wei Chunming, the then director, since its establishment. Under the prevailing laws and regulations in the PRC, companies with foreign ownership are prohibited from engaging in the internet information services business in the PRC. In order to enable the Company to obtain control over Beijing TJYL and its 100% directly owned subsidiaries, Beijing Shenzhoufu Technology Co., Ltd. ("Beijing Shenzhoufu") and Beijing Youxiping Technology Co., Ltd. ("Beijing Youxiping"), certain structured contracts (the "Structured Contracts") were effectuated among Beijing TJYL, Mr. Sun Jiangtao, Mr. Wei Zhonghua, Mr. Wei Chunming and Shenzhoufu (Beijing) Software Technology Co., Ltd. ("Shenzhoufu Software") (a 100% indirectly owned subsidiary of the Company), pursuant to which Shenzhoufu Software undertakes to provide Beijing TJYL with certain information consulting and technical supporting services in return for fees which represent a substantial amount of the profit generated by Beijing TJYL from its operation of online transaction services in the PRC.

5. 主要會計判斷及估計(續)

(d) 網上交易服務收入確認(續)

- 服務費通常根據與網上遊戲運營商的合作協議條款預先釐定。

- 由於大部分手機用戶預先付款或於要求手機話費充值服務時付款，本集團的信貸風險不大，惟少數客戶獲授予信貸期。

(e) 對北京天機移聯科技有限公司(「北京天機移聯」)的控制權

北京天機移聯自成立以來一直由董事孫江濤先生、魏中華先生及當時董事魏春明先生擁有。根據中國現行法律法規，外商擁有的公司不得在中國從事互聯網信息服務的業務。為使本公司能獲得北京天機移聯及其直接全資附屬公司北京神州付科技有限公司(「北京神州付」)及北京遊戲瓶科技有限公司(「北京遊戲瓶」)的控制權，北京天機移聯、孫江濤先生、魏中華先生、魏春明先生與神州付(北京)軟件技術有限公司(「神州付軟件」)(本公司的間接全資附屬公司)簽立了若干結構性合約(「結構性合約」)；據此，神州付軟件承諾向北京天機移聯提供若干信息諮詢及技術支援服務以收取費用，該費用相當於北京天機移聯在中國經營其網上交易服務所賺取相當金額的溢利。

5. Significant Accounting Judgments and Estimates (Continued)

(e) Control over Beijing Tianjiyilian Technology Co., Ltd. ("Beijing TJYL") (Continued)

To determine whether control exists over Beijing TJYL and its subsidiaries, the Group has considered the following factors in accordance with HKFRS 10 paragraph 7:

- The power over an investee to direct the relevant activities that significantly affect the investee's return was granted to Shenzhoufu Software through the exclusive consulting and services agreement, under which Shenzhoufu Software is able to appoint directors, general manager and senior management personnel of Beijing TJYL, and thus is able to direct all major business decision of Beijing TJYL. Further, Shenzhoufu Software is able to cast the majority of votes at shareholder meetings. This right was transferred to Shenzhoufu Software as stated in the shareholder voting right entrustment agreement.

- Pursuant to the exclusive consulting and services agreement, substantially all profits of Beijing TJYL were transferred through consulting and technical supporting services fees payable by Beijing TJYL to Shenzhoufu Software, which expose the Group to variable returns from its involvement with the investee, and the shareholder voting right entrustment agreement gives Shenzhoufu Software the rights of the original shareholders including the rights to any dividend.

5. 主要會計判斷及估計(續)

(e) 對北京天機移聯科技有限公司(「北京天機移聯」)的控制權(續)

為釐定對北京天機移聯及其附屬公司的控制權是否存在，本集團已根據香港財務報告準則第10號第7段考慮下列因素：

- 對受投資方行使指揮重大影響受投資方回報的有關業務的權力透過獨家諮詢及服務協議授予神州付軟件，據此神州付軟件可委任北京天機移聯的董事、總經理及高級管理人員，故可指揮北京天機移聯的所有主要業務決策。另外，神州付軟件能於股東大會上投大多數票。此權力已按股東表決權委託協議所述轉讓予神州付軟件。

- 根據獨家諮詢及服務協議，北京天機移聯絕大部分溢利以北京天機移聯應付的諮詢及技術支援服務費的形式轉讓予神州付軟件，使本集團承擔其參與受投資方業務所帶來的可變回報，而股東表決權委託協議賦予神州付軟件原股東的權利，包括任何股息權利。

5. Significant Accounting Judgments and Estimates (Continued)

(e) Control over Beijing Tianjiyilian Technology Co., Ltd. ("Beijing TJYL") (Continued)

- The Group has the ability to use its power over the investee to affect the amount of its returns as it exercises its power over Beijing TJYL on its own behalf and for its own benefit. The Group has complete decision making authority over Beijing TJYL and the Group's decisions will significantly affect the amount of its returns (i.e. the amount of the profits of Beijing TJYL which it can obtain through the consulting and technical supporting services fees charged to Beijing TJYL).

As a result of the effects of the Structured Contracts, Beijing TJYL, Beijing Shenzhoufu and Beijing Youxiping are accounted for as subsidiaries of the Company for accounting purposes.

5. 主要會計判斷及估計(續)

(e) 對北京天機移聯科技有限公司(「北京天機移聯」)的控制權(續)

- 本集團可使用其對受投資方的權利以影響其就本身及以本身的利益行使對北京天機移聯的權力的回報金額。本集團具有北京天機移聯的全部決策授權，而本集團的決定將重大影響到其回報的金額(即其透過向北京天機移聯收取諮詢及技術支援服務費可獲取的北京天機移聯溢利金額)。

由於結構性合約的影響，北京天機移聯、北京神州付及北京遊戲瓶就會計目的而言視為本公司的附屬公司。

6. Segment Reporting

The chief operating decision-maker of the Group has been identified as the executive directors of the Company. The executive directors regularly review revenue and operating results derived from provision of online transaction services, profit sharing with online game operators and provision of online advertising services and consider such as one single operating segment.

No geographical information is presented as all the Group's operations are located in the PRC.

Information about major clients

There is no single customer contributed to 10% or more revenue to the Group's revenue for the year.

6. 分部報告

本集團主要經營決策人已確定為本公司執行董事。執行董事定期審閱提供網上交易服務、分佔網上遊戲運營商溢利及提供網上廣告服務所產生的收入及經營業績，並視之為單一經營分部。

本集團的所有業務於中國經營，故概無呈列地區資料。

有關主要客戶的資料

於本年度，概無單一客戶佔本集團10%或以上收入。

7. Revenue, Other Income and Gains

Revenue, which is also the Group's turnover, represents the service income from the provision of online transaction services by facilitating transactions between online game operators and online game users, and providing mobile top-up service to mobile subscribers, profit sharing with online game operators and provision of online advertising services, net of business tax. An analysis of revenue, other income and gains is as follows:

7. 收入、其他收入及收益

收入亦為本集團的營業額，指來自透過促進網上遊戲運營商與網上遊戲用戶間的交易及向手機用戶提供手機話費充值服務來提供網上交易服務，以及分佔網上遊戲運營商溢利及提供網上廣告服務的服務收入(經扣除營業稅)。收入、其他收入及收益分析如下：

		2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Revenue:	**收入：**		
Provision of online transaction services	提供網上交易服務	59,205	53,066
Profit sharing with online game operators	分佔網上遊戲運營商溢利	1,320	—
Provision of online advertising services	提供網上廣告服務	703	186
		61,228	53,252
Other income and gains:	**其他收入及收益：**		
Interest income	利息收入	66	103
Others	其他	207	17
		273	120

8. Profit Before Income Tax Expense

8. 除所得稅開支前溢利

The Group's profit before income tax expense is arrived at after charging:

本集團除所得稅開支前溢利經扣除下列各項後得出：

		2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	482	418
Amortisation of intangible assets	無形資產攤銷	214	214
Impairment of trade receivables	貿易應收款項減值	—	235
Written back of trade payables	貿易應付款項撥回	204	—
Minimum lease payments under operating leases for buildings	樓宇經營租賃的最低租金	698	513
Development costs (note (a))	開發成本(附註(a))	2,123	2,580
Employee benefit expenses (including directors' remuneration (note 9))	僱員福利開支(包括董事薪酬(附註9))		
Wages and salaries	工資及薪金	4,089	3,770
Pension scheme contributions	退休計劃供款	842	838
Auditor's remuneration	審計師薪酬	366	48
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	—	33

Note:

(a) Development costs mainly comprise staff costs RMB1,610,000 for the year ended 31 December 2013 (2012: RMB1,063,000), which are also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the year ended 31 December 2013 (2012: nil).

附註：

(a) 開發成本主要包括員工成本，截至2013年12月31日止年度為人民幣1,610,000元(2012年：人民幣1,063,000元)，亦計入上文個別披露的僱員福利開支內。截至2013年12月31日止年度，本集團並無將任何開發成本撥充資本(2012年：無)。

9. Directors' Remuneration

9. 董事薪酬

Directors' remuneration for the year, disclosed pursuant to the GEM Listing Rules and Section 161 of the Hong Kong Companies Ordinance, is as follows:

根據創業板上市規則及香港公司條例第161條所披露，董事於本年度的薪酬如下：

		Fee 袍金 RMB'000 人民幣千元	Salaries, allowance and benefit in kinds 薪酬、津貼及實物利益 RMB'000 人民幣千元	Pension scheme contributions 退休金計劃供款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Year ended 31 December 2013	**截至2013年12月31日止年度**				
Executive directors	*執行董事*				
Mr. Sun Jiangtao	孫江濤先生	—	253	19	272
Mr. Tang Bin	唐斌先生	—	85	19	104
Non-executive directors	*非執行董事*				
Mr. Wei Zhonghua	魏中華先生	—	—	—	—
Mr. Zhang Zhen	張震先生	—	—	—	—
Ms. Guo Jia	郭佳女士	—	—	—	—
Independent non-executive directors	*獨立非執行董事*				
Mr. Yang Guang	楊光先生	—	4	—	4
Mr. Hou Dong	侯東先生	—	4	—	4
Mr. He Qinghua	何慶華先生	—	4	—	4
		—	350	38	388
Year ended 31 December 2012	**截至2012年12月31日止年度**				
Executive directors	*執行董事*				
Mr. Sun Jiangtao	孫江濤先生	—	253	17	270
Mr. Wei Chunming	魏春明先生	—	13	5	18
Mr. Tang Bin	唐斌先生	—	50	11	61
Non-executive directors	*非執行董事*				
Mr. Wei Zhonghua	魏中華先生	—	—	—	—
Mr. Zhang Zhen	張震先生	—	—	—	—
Ms. Guo Jia	郭佳女士	—	—	—	—
Independent non-executive directors	*獨立非執行董事*				
Mr. Yang Guang	楊光先生	—	—	—	—
Mr. Hou Dong	侯東先生	—	—	—	—
Mr. He Qinghua	何慶華先生	—	—	—	—
		—	316	33	349

9. Directors' Remuneration (Continued)

Mr. Tang Bin was appointed as director of the Company on 8 June 2012. Before that, Mr. Tang Bin was an employee of the Group. Total remuneration, excluding director's remuneration, of approximately RMB42,000 was paid to him for the year ended 31 December 2012.

Mr. Wei Chunming resigned as director of the Company on 8 June 2012.

Mr. Yang Guang, Mr. Hou Dong, and Mr. He Qinghua were appointed as independent non-executive directors of the Company on 9 November 2013. There were no fees and other emoluments payable to independent non-executive directors during the year ended 31 December 2013.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year ended 31 December 2013 (2012: nil).

9. 董事薪酬(續)

唐斌先生乃於2012年6月8日獲委任為本公司董事。在此之前，唐斌先生為本集團的僱員。於截至2012年12月31日止年度向其支付之總薪酬(不包括董事薪酬)約人民幣42,000元。

魏春明先生於2012年6月8日辭任本公司董事。

楊光先生、侯東先生及何慶華先生於2013年11月9日獲委任為本公司獨立非執行董事。於截至2013年12月31日止年度內，並無應付獨立非執行董事的袍金及其他酬金。

於截至2013年12月31日止年度內，概無董事放棄或同意放棄任何薪酬的安排(2012年：無)。

10. Five Highest Paid Employees

During the year ended 31 December 2013, one (2012: one) of the five highest paid employees was a director of the Company. Details of the remuneration of the remaining four (2012: four) highest paid employees of the Group are as follows:

10. 五名最高薪僱員

於截至2013年12月31日止年度，五名最高薪僱員中有一名(2012年：一名)為本公司董事。本集團其餘四名(2012年：四名)最高薪僱員的薪酬詳情如下：

		2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	608	601
Pension scheme contributions	退休金計劃供款	82	77
		690	678

The remuneration of the highest paid employees fell within the band of nil to HK$1,000,000 for each of the reporting periods.

於各報告期間，最高薪僱員的薪酬介乎零港元至1,000,000港元的範圍。

10. Five Highest Paid Employees (Continued)

During the year ended 31 December 2013, no remuneration was paid by the Group to the directors or any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office. None (2012: none) of the persons, who were directors, waived or agreed to waive any emoluments during the year.

10. 五名最高薪僱員(續)

於截至2013年12月31日止年度期間，本集團概無向董事或任何五名最高薪僱員支付酬金，作為加入本集團時或加入之後的獎勵或離職補償。於本年度，概無(2012年：無)身為董事的人員放棄或同意放棄任何酬金。

11. Income Tax Expense

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 Law (the "new PRC Tax Law") of the PRC which became effective on 1 January 2008, the PRC enterprise income tax rate of all the PRC subsidiaries, except for Shenzhoufu Software (see note (a) below) and Beijing Shenzhoufu (see note (b) below), was 25% on their taxable profits for the years ended 31 December 2013 and 2012.

The Group is not subject to any taxation under the jurisdiction of the Cayman Islands during the year ended 31 December 2013 (2012: nil). No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the year (2012: nil).

11. 所得稅開支

中國應課稅溢利稅項乃根據相關現有法例、詮釋及慣例為基準按適用稅率計算。

根據於2008年1月1日生效的《中華人民共和國企業所得稅法》(「新中國稅法」)，截至2013年及2012年12月31日止年度，所有中國附屬公司(不包括神州付軟件(見下文附註(a)及北京神州付(見下文附註(b)))的中國企業所得稅稅率均按其應課稅溢利的25%計算。

本集團於截至2013年12月31日止年度毋須繳納開曼群島司法權區任何稅項(2012年：無)。由於本集團於本年度並無在香港產生任何應課稅溢利，故概無作出香港利得稅撥備(2012年：無)。

11. Income Tax Expense (Continued)

11. 所得稅開支(續)

The amount of income tax expense charged to the consolidated statement of comprehensive income represents:

在綜合全面收益表內扣除的所得稅開支金額指：

Group	本集團	2013 RMB'000 人民幣千元	2012 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 year	－年內稅項	3,778	2,770
— withholding tax	－預扣稅	6,400	—
		10,178	2,770
Deferred tax (note 26)	遞延稅項(附註26)	(3,999)	1,695
Income tax expense	所得稅開支	6,179	4,465

The income tax expense for the year can be reconciled to the Group's profit before income tax expense per the consolidated statement of comprehensive income as follows:

本集團於本年度的所得稅開支與綜合全面收益表內的除所得稅開支前溢利對賬如下：

		2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Profit before income tax expense	除所得稅開支前溢利	21,065	17,877
Tax on profit before income tax expense, calculated at 25% (2012: 25%)	除所得稅開支前溢利的稅項，按25%計算(2012年：25%)	5,266	4,469
Effect of different tax rates in other jurisdictions	其他司法權區不同稅率的影響	2,342	1,025
Tax effect of non-deductible expenses	不可扣稅開支的稅務影響	189	69
Tax losses not recognised	未確認稅務虧損	27	72
Utilisation of tax losses previously not recognised	利用之前尚未確認的稅務虧損	—	(89)
Income tax on concession rates (note (a) & (b))	按優惠稅率計算的所得稅(附註(a)及(b))	(4,046)	(2,776)
Withholding tax arising on undistributed profits in a subsidiary (note (c))	附屬公司未分派溢利產生的預扣稅(附註(c))	2,401	1,695
Income tax expense	所得稅開支	6,179	4,465

11. Income Tax Expense (Continued)

Notes:

(a) Pursuant to the relevant laws and regulations in the PRC, Shenzhoufu Software qualified as "Software Enterprise" and is entitled to exemption from the PRC enterprise income tax for two years commencing from its first profit-making year of operation, followed by a 50% reduction in the applicable tax rate for the next three years. Shenzhoufu Software's preferential tax rate for the years ended 31 December 2013 and 2012 were 12.5% (being 50% of the standard tax rate of 25%).

(b) Pursuant to the relevant laws and regulations in the PRC, Beijing Shenzhoufu qualified as "Software Enterprise" and is entitled to exemption from the PRC enterprise income tax for two years commencing from its first profit-making year of operation, following by a 50% reduction in the applicable tax rate for the next three years. Beijing Shenzhoufu commenced its first profit-making year of operation in 2012 and it is exempted from the PRC enterprise income tax for the years ended 31 December 2013 and 2012.

(c) Pursuant to the Law of the PRC on enterprise income tax, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement was effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. Accordingly, Shenzhoufu Software, being a wholly foreign-owned enterprise established in the PRC, is liable to a 10% withholding tax on its undistributed profit as determined in accordance with the PRC accounting rules and regulations.

11. 所得稅開支(續)

附註：

(a) 根據中國有關法律法規，神州付軟件符合資格為「軟件企業」，自其首個獲利營業年度起計兩年可獲豁免繳納中國企業所得稅，並於其後三年可獲適用稅率減半。神州付軟件於截至2013年及2012年12月31日止年度的優惠稅率為12.5%(即標準稅率25%減半)。

(b) 根據中國有關法律法規，北京神州付符合資格為「軟件企業」，自其首個獲利營業年度起計兩年可獲豁免繳納中國企業所得稅，並於其後三年可獲適用稅率減半。北京神州付於2012年展開其首個獲利營業年度，故截至2013年及2012年12月31日止年度獲豁免中國企業所得稅。

(c) 根據《中華人民共和國企業所得稅法》，於中國成立的外資企業向外國投資者宣派的股息須徵繳10%預扣稅。該規定自2008年1月1日起生效，並適用於2007年12月31日後的盈利。倘中國與外國投資者所在司法權區訂有稅務條約，則較低的預扣稅率可能適用。因此，神州付軟件(為一間於中國成立的外商獨資企業)須就根據中國會計規則及條例所釐定的未分派溢利繳付10%預扣稅。

12. Profit/(loss) attributable to shareholders of the Company

Profit attributable to shareholders of the Company includes a loss of approximately RMB8,728,000 (2012: loss of approximately RMB4,099,000) which has been dealt with in the financial statements of the Company.

12. 本公司股東應佔溢利／(虧損)

本公司股東應佔溢利包括一項虧損約人民幣8,728,000元(2012年：虧損約人民幣4,099,000元)，已經於本公司財務報表中作處理。

13. Dividend

13. 股息

		Company 本公司	
		2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Special dividend paid	支付特別股息	50,400	–

The Company declared dividend for the financial periods prior to 31 December 2012 to the then shareholder of the Company of approximately RMB39,900,000 in July 2013 and approximately RMB10,500,000 in September 2013. The special dividend was fully settled by cash on or before 4 December 2013. The rates for dividend and the number of shares ranking for dividends are not presented as such information is not considered meaningful for the purpose of this report.

本公司向本公司當時的股東宣派截至2012年12月31日前財務期間之股息，於2013年7月宣派約人民幣39,900,000元及於2013年9月宣派約人民幣10,500,000元。特別股息於2013年12月4日或之前以現金方式悉數支付。由於對本報告並無意義，因此並無呈報股息利率及股息涉及之股份數目。

14. Earnings Per Share

14. 每股盈利

The calculation of the basic earnings per share is based on the profit for the year attributable to owners of the Company and the weighted average of 369,205,479 ordinary shares (2012: 360,000,000) of the Company, taking into account the shares issued and outstanding during the year and on the assumption that the Reorganisation (note 1) and capitalisation issue (note 27) have been effective on 1 January 2012.

每股基本盈利乃基於本公司擁有人應佔年度溢利及加權平均數369,205,479股普通股(2012年：360,000,000股)計算，並經考慮年內已發行及流通股份及假設重組(附註1)及資本化發行(附註27)已經於2012年1月1日生效。

No diluted earnings per share is presented as there were no potential ordinary shares in issue during the year ended 31 December 2013 (2012: nil).

截至2013年12月31日止年度並無潛在普通股發行，故並未呈列每股攤薄盈利(2012年：無)。

15. Property, Plant and Equipment 15. 物業、廠房及設備

Group 本集團

		Office equipment 辦公室設備 RMB'000 人民幣千元	Computer equipment 電腦設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
31 December 2013	**2013年12月31日**				
Cost:	成本：				
At 1 January 2013	於2013年1月1日	260	1,615	693	2,568
Additions	添置	—	220	224	444
At 31 December 2013	於2013年12月31日	260	1,835	917	3,012
Accumulated depreciation:	累計折舊：				
At 1 January 2013	於2013年1月1日	166	729	93	988
Charge for the year	年內折舊	44	303	135	482
At 31 December 2013	於2013年12月31日	210	1,032	228	1,470
Net book value:	賬面淨值：				
At 31 December 2013	於2013年12月31日	50	803	689	1,542
31 December 2012	**2012年12月31日**				
Cost:	成本：				
At 1 January 2012	於2012年1月1日	260	1,383	501	2,144
Additions	添置	—	232	312	544
Disposals	出售	—	—	(120)	(120)
At 31 December 2012	於2012年12月31日	260	1,615	693	2,568
Accumulated depreciation:	累計折舊：				
At 1 January 2012	於2012年1月1日	118	461	23	602
Charge for the year	年內折舊	48	268	102	418
Written back on disposals	出售時撥回	—	—	(32)	(32)
At 31 December 2012	於2012年12月31日	166	729	93	988
Net book value:	賬面淨值：				
At 31 December 2012	於2012年12月31日	94	886	600	1,580

16. Intangible Assets

16. 無形資產

Group

本集團

		Computer software 電腦軟件 RMB'000 人民幣千元
31 December 2013	**2013年12月31日**	
Cost:	成本：	
At 1 January 2013	於2013年1月1日	**2,094**
Additions	添置	**10**
At 31 December 2013	於2013年12月31日	**2,104**
Accumulated amortisation:	累計攤銷：	
At 1 January 2013	於2013年1月1日	**1,557**
Charge for the year	年內攤銷	**214**
At 31 December 2013	於2013年12月31日	**1,771**
Net book value:	賬面淨值：	
At 31 December 2013	於2013年12月31日	**333**
31 December 2012	**2012年12月31日**	
Cost:	成本：	
At 1 January 2012	於2012年1月1日	2,078
Additions	添置	16
At 31 December 2012	於2012年12月31日	2,094
Accumulated amortisation:	累計攤銷：	
At 1 January 2012	於2012年1月1日	1,343
Charge for the year	年內攤銷	214
At 31 December 2012	於2012年12月31日	1,557
Net book value:	賬面淨值：	
At 31 December 2012	於2012年12月31日	537

17. Investment in a Subsidiary

17. 於一間附屬公司的投資

		Company 本公司 2013 RMB'000 人民幣千元	Company 本公司 2012 RMB'000 人民幣千元
Unlisted shares, at cost	非上市股份，按成本	—	—

The particulars of the Company's subsidiaries as at 31 December 2013 are as follow:

於2013年12月31日本公司附屬公司之詳情如下：

Name 名稱	Place and date of incorporation 註冊成立地點及日期	Issued and fully paid share capital/ registered capital 已發行及繳足股本／註冊資本	Attributable equity interests held by the Company 本公司所持應佔股本權益 Direct 直接	Indirect 間接	Place of operation and principal activities 經營地點及主要業務
Shen Zhou Xing Limited ("Shen Zhou Xing") 神州行有限公司 (「神州行」)	Hong Kong, 19 May 2008 香港，2008年5月19日	1 ordinary share of HK$1 1股面值1港元的普通股	100%	—	Investment holding in Hong Kong 香港，投資控股
Shenzhoufu Software[1]	PRC, 3 July 2008	Registered capital of US$6,000,000	—	100%	Provision of consulting and technical supporting services to group companies in the PRC
神州付軟件[1]	中國，2008年7月3日	註冊資本6,000,000美元			於中國向集團公司提供諮詢及技術支援服務
Beijing TJYL[2]	PRC, l July 2005	Registered capital of RMB10,000,000	—	100%	Provision of online transaction services in the PRC
北京天機移聯[2]	中國，2005年7月1日	註冊資本人民幣10,000,000元			於中國提供網上交易服務
Beijing Shenzhoufu[2]	PRC, 25 May 2011	Registered capital of RMB10,000,000	—	100%	Provision of online transaction services in the PRC
北京神州付[2]	中國，2011年5月25日	註冊資本人民幣10,000,000元			於中國提供網上交易服務
Beijing Youxiping[2,3]	PRC, 2 August 2012	Registered capital of RMB10,000,000	—	100%	Profit sharing with online game operators and provision of online advertising services in the PRC
北京遊戲瓶[2,3]	中國，2012年8月2日	註冊資本人民幣10,000,000元			分佔網上遊戲運營商溢利及在中國提供網上廣告服務

17. Investment in a Subsidiary (Continued)

Notes:

1. Shenzhoufu Software, a 100% directly owned subsidiary of Shen Zhou Xing, is registered as a wholly foreign-owned enterprise under the laws of the PRC.

2. Interests existed by virtue of certain contractual arrangements as described in note 5(e).

3. Beijing Youxiping, a 100% directly owned subsidiary of Beijing Shenzhoufu, is registered as a limited company under the laws of the PRC.

17. 於一間附屬公司的投資(續)

附註：

1. 神州付軟件為神州行的直接全資附屬公司，根據中國法律註冊為外商獨資企業。

2. 藉附註5(e)所述的若干合約安排擁有權益。

3. 北京遊戲瓶為北京神州付直接全資附屬公司，根據中國法律註冊為有限責任公司。

18. Trade Receivables

18. 貿易應收款項

Group	本集團	2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Trade receivables from: — Third parties	應收下列人士的貿易應收款項： 一第三方	5,100	7,813

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

本集團一般情況下並不給予客戶信貸期。就享有信貸期的少數客戶而言，信貸期一般為90天。本集團致力嚴格控制尚未收回應收款項以盡量減低信貸風險。所有貿易應收款項均為免息。

The ageing analysis of trade receivables (net of impairment losses) are as follows:

貿易應收款項(扣除減值虧損)的賬齡分析如下：

		2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
0 to 3 months	0至3個月	5,099	7,196
3 to 6 months	3至6個月	1	196
6 months to 1 year	6個月至1年	—	421
		5,100	7,813

18. Trade Receivables (Continued)

The analysis of the Group's trade receivables that were past due but not impaired as at the end of each of the reporting periods is as follows:

18. 貿易應收款項(續)

於各報告期末，本集團逾期但尚未減值的貿易應收款項的分析如下：

		2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Neither past due nor impaired (note (a))	未逾期及未減值(附註(a))	5,100	7,392
Within 12 months past due (note (b) & (c))	逾期少於12個月(附註(b)及(c))	—	421
		5,100	7,813

Notes:

(a) The balances that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

(b) Receivables that were past due but not impaired related to a number of independent customers that have a good track record with the Group. Based on past experience, the directors are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

(c) The balance represented amount due from a corporate customer, and the amount was fully settled in July 2013.

附註：

(a) 未逾期及未減值的結餘與近期並無拖欠記錄的大量客戶有關。

(b) 已逾期但尚未減值的應收款項與在本集團保持良好過往記錄的大量獨立客戶有關。根據過往經驗，董事認為由於信貸質素並無重大變動及結餘仍被認為可全數收回，故毋須就該等結餘作出減值撥備。本集團並無就該等結餘持有任何抵押品或其他加強信貸措施。

(c) 該結餘指應收一名企業客戶的款項，而該款項已於2013年7月獲悉數結付。

18. Trade Receivables (Continued)

18. 貿易應收款項(續)

The below table reconciles the impairment loss of trade receivables for the year:

下表為年內貿易應收款項減值虧損之對賬分析：

		2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
At the beginning of the year	於年初	235	—
Impairment loss recognised	已確認減值虧損	—	235
At the end of the year	於年末	235	235

The Group recognised impairment loss on individual assessment based on the accounting policy stated in note 4(g)(ii).

本集團根據附註4(g)(ii)所列的會計政策對個別評估確認減值虧損。

19. Prepayments, Deposits and Other Receivables

19. 預付款、按金及其他應收款項

Group	**本集團**	2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Prepayments (note (a))	預付款(附註(a))	21,090	23,238
Other receivables (note (b))	其他應收款項(附註(b))	2,161	4,621
Prepaid listing costs	預付上市開支	—	1,497
Deposits	按金	1	13
		23,252	29,369
Company	**本公司**		
Prepaid listing costs	預付上市開支	—	1,363

19. Prepayments, Deposits and Other Receivables (Continued)

Notes:

(a) Included in the Group's prepayments were prepayments to online game operators in amount of RMB21,090,000 as at 31 December 2013 (2012: RMB23,199,000).

(b) Included in the Group's other receivables were required guarantee funds deposited to online game operators in amount of RMB1,680,000 as at 31 December 2013 (2012: RMB3,800,000). Under cooperation agreements with the online game operators, the Group is required to make guarantee funds of a pre-agreed amount to the online game operators upon entering into the relevant cooperation agreements.

19. 預付款、按金及其他應收款項(續)

附註：

(a) 本集團的預付款包括向網上遊戲運營商預付的款項，於2013年12月31日的金額為人民幣21,090,000元(2012年：人民幣23,199,000元)。

(b) 本集團的其他應收款項包括必須向網上遊戲運營商交付的保證金，於2013年12月31日的金額為人民幣1,680,000元(2012年：人民幣3,800,000元)。根據與網上遊戲運營商訂立的合作協議，本集團須於訂立有關合作協議時向網上遊戲運營商作出一筆預先協定金額的保證金。

20. Inventories 20. 存貨

Group	本集團	2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Pre-paid mobile top-up credits	預付手機話費充值金額	16,973	15,136
Online game products	網上遊戲產品	1,193	2,878
		18,166	18,014

21. Amounts Due from Related Companies and a Subsidiary 21. 應收關連公司及一間附屬公司款項

Group	本集團	2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Beijing Qiandaiwang Intelligence Technology Co., Ltd.	北京錢袋網智能技術有限公司	6,087	55,069

The related companies are either controlled by the directors or significant influenced by the directors, and the balances are non-trade in nature, unsecured, interest-free and repayable on demand.

關連公司受董事控制或受董事重大影響，而該等結餘為非貿易性質、無抵押、免息及須於要求時償還。

21. Amounts Due from Related Companies and a Subsidiary (Continued)

21. 應收關連公司及一間附屬公司款項(續)

Maximum amounts due from related parties are as follows:

應收關連人士的最高款項如下：

		2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Beijing Qiandaiwang Intelligence Technology Co., Ltd.	北京錢袋網智能技術有限責任公司	6,087	55,069
Beijing Qiandaiwang Insurance Agency Co., Ltd	北京錢袋網保險代理有限責任公司	—	50

The balance due from a subsidiary is non-trade in nature, unsecured, interest-free and repayable on demand.

應收一間附屬公司款項結餘為非貿易性質、無抵押、免息及按要求償還。

22. Cash and Cash Equivalents

22. 現金及現金等價物

Group	本集團	2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	68,826	18,839

The cash and cash equivalents of RMB68,692,000 was denominated in RMB at 31 December 2013 (2012: RMB18,182,000) respectively. RMB is not a freely convertible currency and the remittance of funds out of the PRC is subject to exchange restrictions imposed by the PRC Government.

於2013年12月31日，現金及現金等價物為人民幣68,692,000元(2012年：人民幣18,182,000元)，以人民幣計值。人民幣為不可自由兑換貨幣，故將資金匯出中國須受到中國政府施加的匯兑限制的規限。

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

銀行現金乃根據每日銀行存款利率的浮息率賺取利息。銀行結餘乃存放於近期並無違約記錄信譽良好銀行的存款。

23. Trade Payables

23. 貿易應付款項

Group	本集團	2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Trade payables to	應付下列人士的貿易應付款項：		
— Third parties	一第三方	34,399	33,178

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

貿易應付款項為免息。本集團一般獲授的信貸期介乎1至30天。

The ageing analysis of trade payables are as follows:

貿易應付款項的賬齡分析如下：

Group	本集團	2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
0 to 3 months	0至3個月	32,625	31,446
3 to 6 months	3至6個月	530	542
6 months to 1 year	6個月至1年	423	131
Over 1 year	1年以上	821	1,059
		34,399	33,178

24. Other Payables and Accruals

24. 其他應付款項及應計費用

Group	本集團	2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Receipts in advance	預收賬款	**3,457**	4,671
Other payables and accruals	其他應付款項及應計費用	**945**	443
Other tax payables	其他應付稅項	**482**	330
Other borrowing (note (a))	其他借貸(附註(a))	**—**	5,988
		4,884	11,432

Note:

(a) The amount represents an interest-free borrowing granted from an independent third party. The borrowing was unsecured and fully settled on 7 June 2013 with the Group's internal resources.

附註:

(a) 該款項指獲一名獨立第三方授予的免息借貸。該借貸為無抵押,並已於2013年6月7日以本集團的內部資源悉數償還。

25. Amounts Due to a Related Company and Subsidiaries

25. 應付一間關連公司及附屬公司款項

		2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Group	**本集團**		
Amount due to a related company — Beijing Qiandaibao Payment Technology Ltd. ("Beijing QDB") (previously known as Qiandaiwang (Beijing) Information Technology Co. Limited) (note (a) and (b))	應付一間關連公司款項 —北京錢袋寶支付技術有限公司(「北京錢袋寶」)(前稱:錢袋網(北京)信息技術有限公司)(附註(a)及(b))	**—**	14,570
Company	**本公司**		
Amounts due to subsidiaries (note (b))	應付附屬公司款項(附註(b))	**9,297**	5,462

25. Amounts Due to a Related Company and Subsidiaries (Continued)

Notes:

(a) The related company is controlled by the directors and the amount due has been settled as at 30 April 2013.

(b) The amounts due to a related company and subsidiaries are non-trade in nature, unsecured, interest-free and repayable on demand.

25. 應付一間關連公司及附屬公司款項(續)

附註：

(a) 關連公司受董事控制，到期金額於2013年4月30日已獲清償。

(b) 應付一間關連公司及附屬公司款項為非貿易性質、無抵押、免息及須於要求時償還。

26. Deferred Tax

Details of the deferred tax liabilities recognised and movements during the current and prior year:

26. 遞延稅項

於本年度及過往年度已確認遞延稅項負債及變動詳情：

Deferred tax liabilities — Group

遞延稅項負債一本集團

		Undistributed earnings of PRC subsidiary 中國附屬公司未分派盈利 RMB'000 人民幣千元
At 1 January 2012	於2012年1月1日	4,707
Charged to profit or loss	自損益扣除	1,695
At 31 December 2012 and 1 January 2013	於2012年12月31日及2013年1月1日	**6,402**
Credited to profit or loss	自損益扣除	**(3,999)**
At 31 December 2013	於2013年12月31日	**2,403**

At 31 December 2013, the Group had unused tax losses of RMB107,000 (2012: nil) which would expire in five years' time. No deferred tax asset has been recognised in respect of the unused tax losses as the directors considered that the impact is minimal.

於2013年12月31日，本集團的未動用稅務虧損為人民幣107,000元(2012年：無)，將於五年內到期。由於董事認為影響不大，故並無就未動用稅務虧損確認遞延稅項資產。

26. Deferred Tax (Continued) 26. 遞延税項(續)

Deferred tax liabilities — Group (Continued) 遞延税項負債－本集團(續)

Expiry year of unrecognised tax losses: 未確認税務虧損的屆滿年期：

		2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
2018	2018年	107	–

27. Share Capital 27. 股本

Authorised and issued share capital 法定及已發行股本

Company 本公司

		2013 Number 數目	2013 RMB'000 人民幣千元	2012 Number 數目	2012 RMB'000 人民幣千元
Authorised	**法定**				
Ordinary shares of US$0.001 each (note (a))	每股0.001美元的普通股(附註(a))	1,000,000,000	6,148	50,000,000	324

27. Share Capital (Continued)

27. 股本(續)

Authorised and issued share capital (Continued)

法定及已發行股本(續)

Company (Continued)

本公司(續)

		2013 Number 數目	2013 RMB'000 人民幣千元	2012 Number 數目	2012 RMB'000 人民幣千元
Issued and fully paid	**已發行及繳足**				
Ordinary shares of US$0.001 each	每股0.001美元的普通股				
At beginning of the year	於年初	1	—	1	—
Issue of shares on the Reorganisation (note (b))	集團重組而發行之股份(附註(b))	1,199,999	7	—	—
Issue of new shares by way of placing (note (c))	根據配售發行之新股份(附註(c))	120,000,000	735	—	—
Issue of shares on capitalisation (note (d))	資本化發行之股份(附註(d))	358,800,000	2,199	—	—
At end of the year	於年末	480,000,000	2,941	1	—

Notes:

(a) On 11 November 2013, the authorised share capital of the Company was increased from US$50,000 to US$1,000,000. As a result, the Company had an authorised share capital of US$1,000,000 divided into 1,000,000,000 Shares.

(b) On 11 November 2013, the Company capitalised an amount of US$1,199.999 from the distributable profits of the Company and to apply such amount in paying up in full at par 1,199,999 shares and allotted and issued the said 1,199,999 shares to China Payment Limited, the then shareholder of the Company.

(c) On 4 December 2013, 120,000,000 shares of US$0.001 each of the Company, were issued at HK$0.6 per share by way of placing and the Company's shares were listed on the GEM of the Stock Exchange.

(d) On 4 December 2013, the Company allotted and issued fully paid up share capital of US$358,800, divided into 358,800,000 shares with a nominal value of US$0.001 to the then existing shareholders by capitalising the amount of RMB2,199,000 from the amount standing to the credit of the share premium account.

附註：

(a) 於2013年11月11日，本公司的法定股本由50,000美元增至1,000,000美元。因此，本公司的法定股本為1,000,000美元，分為1,000,000,000股股份。

(b) 於2013年11月11日，本公司資本化本公司的可供分派溢利1,199.999美元及將該金額用於按面值繳足1,199,999股股份以及向China Payment Limited（本公司當時的股東）配發及發行上述1,199,999股股份。

(c) 於2013年12月4日，本公司以配售方式按每股0.6港元的價格發行120,000,000股本公司每股面值0.001美元的股份，本公司股份於聯交所創業板上市。

(d) 於2013年12月4日，本公司將股份溢價賬之進賬金額為數人民幣2,199,000元撥充資本，藉以向當時之現有股東配發及發行實繳股本358,800美元，拆分為358,800,000股每股面值0.001美元之股份。

27. Share Capital (Continued)

Capital management policy

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the year.

Management regards total equity as capital. The amount of capital as at 31 December 2013 amounted to approximately RMB79,895,000 (2012: RMB64,576,000) which management considers as optimal having considered the projected capital expenditures and the strategic opportunities.

27. 股本(續)

資本管理政策

本集團管理資本的主要目標為保障本集團能持續經營，並維持理想的資本比率，以支持其業務。

本集團管理其資本架構及因應經濟狀況變動作出調整。為維持或調整資本架構，本集團可調整向股東的股息派付、向股東的資本退還或發行新股。於本年度，並無對管理資本的目標、政策或程序作出更改。

管理層視總權益為資本。於2013年12月31日，資本金額約為人民幣79,895,000元(2012年：人民幣64,576,000元)，管理層經考慮預測資本開支及策略機會後，認為屬最佳水平。

28. Reserves

Details of the movements on the Group's reserves are set out in the consolidated statement of changes in equity. Movements on the Company's reserves are set out below:

28. 儲備

本集團的儲備變動詳情載於綜合權益變動表。本公司的儲備變動載列如下：

Company	**本公司**	**Share Premium 股份溢價** RMB'000 人民幣千元 (note (a)) (附註(a))	**Accumulated losses 累計虧損** RMB'000 人民幣千元 (note (d)) (附註(d))	**Total 總額** RMB'000 人民幣千元
At 1 January 2012	於2012年1月1日	—	—	—
Loss and total comprehensive income for the year	年內虧損及全面收入總額	—	(4,099)	(4,099)
At 31 December 2012 and 1 January 2013	於2012年12月31日及2013年1月1日	**—**	**(4,099)**	**(4,099)**
Profit and total comprehensive income for the year	年內溢利及全面收入總額	**—**	**42,332**	**42,332**
Issue of shares on the Reorganisation (note 27(b))	集團重組而發行之股份(附註27(b))	**—**	**(7)**	**(7)**
Issue of new shares by way of placing (note 27(c))	根據配售發行之新股份(附註27(c))	**50,098**	**—**	**50,098**
Dividends declared and paid (note 13)	已宣派及已派付股息(附註13)	**—**	**(50,400)**	**(50,400)**
Issue of shares on capitalisation (note 27(d))	資本化發行之股份(附註27(d))	**(2,199)**	**—**	**(2,199)**
At 31 December 2013	於2013年12月31日	**47,899**	**(12,174)**	**35,725**

(a) Share premium

Amount subscribed for share capital in excess of nominal value, less of share issuing costs.

(a) 股份溢價

股份溢價指認購股本金額超出面值之款項，並經扣除股份發行成本。

(b) Capital reserve

The reserve is arising from the capital contribution from equity holders resulted from the Reorganisation and also from the deemed contribution from equity holders in connection with the tax losses incurred by the related parties in prior years.

(b) 資本儲備

儲備乃因重組導致權益持有人注資以及視為權益持有人就關連人士於過往年度產生的稅務虧損作出的注資而產生。

28. Reserves (Continued)

(b) Capital reserve (Continued)

The deemed capital contribution from equity holders represents the savings of income tax payable to tax authority for the Group's business operated by the related parties that should otherwise be incurred should the related parties be not in a tax loss position, and the Group records this tax savings as capital contribution from the equity holders and the equivalent amount as income tax expense for the period.

(c) Statutory reserve

As stipulated by the relevant regulations in the PRC, the Company's subsidiaries established and operating in the PRC are required to appropriate 10% of their profit after tax (after offsetting prior year losses), as determined in accordance with the PRC accounting rules and regulations, to the statutory reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve shall be made before distribution of dividend to equity owners. The statutory reserve fund can be used to make up prior years' losses, if any.

(d) Retained earnings/accumulated losses

The amount represents cumulative net gains and losses recognised in profit or loss.

28. 儲備(續)

(b) 資本儲備(續)

視作權益持有人注資指就關連人士經營的本集團業務應付稅務機關的所得稅積蓄，倘關連人士並無稅務虧損，則會出現所得稅積蓄，而本集團分別將此稅項積蓄入賬為權益持有人注資及等同金額入賬期內所得稅開支。

(c) 法定儲備

按照中國有關法規規定，本公司於中國成立及經營的附屬公司須根據中國會計規則及法規將除稅後溢利(經抵銷過往年度虧損)10%轉撥法定儲備，直至儲備結餘達註冊資本50%為止。對此儲備的轉撥須於向權益持有人分派股息前作出。法定儲備基金可用作抵銷過往年度虧損(如有)。

(d) 保留盈利/累計虧損

該金額指於損益確認的累計淨收益及虧損。

29. Related Party Transactions

29. 關連人士交易

Save as disclosed elsewhere in this report, the Group had the following material related party transactions:

除本報告其他地方所披露者外，本集團曾進行以下重大關連人士交易：

(a) Related party transactions

(a) 關連人士交易

		2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Rental charges paid to directors	付予董事的租金支出	698	485

The transactions are charged at a pre-determined rate mutually agreed by the parties.

交易乃按訂約方相互協定的預先釐定費率收費。

(b) Key management personnel compensation

(b) 主要管理人員薪酬

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 9, is as follows:

本集團的主要管理人員薪酬(包括附註9所披露已支付予本公司董事的金額)如下：

		2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	1,029	1,029

The remuneration of the Group's key management personnel fell within the band of nil to HK$1,000,000 for the years ended 31 December 2013 and 2012.

於截至2013年及2012年12月31日止年度，本集團主要管理人員的薪酬幅度介乎零港元至1,000,000港元。

(c) Rental arrangement with the related parties is detailed in note 30.

(c) 與關聯方之租賃安排詳情載於附註30。

(d) During the years ended 31 December 2013 and 2012, Beijing QDB provided the usage of electronic payment platform to the Group without any charges. The gross transaction amounts via the internet payment platform for the year ended 31 December 2013 were RMB965,498,000 (2012: RMB688,002,000).

(d) 截至2013年及2012年12月31日止年度，北京錢袋寶供本集團免費使用電子支付平台。截至2013年12月31日止年度，透過互聯網付款平台進行交易的總額為人民幣965,498,000元(2012年：人民幣688,002,000元)。

29. Related Party Transactions (Continued)

(e) During the year ended 31 December 2012, there was a transfer of intangible assets and property, plant and equipment from related parties to the Group in an amount of approximately RMB282,000.

29. 關連人士交易(續)

(e) 於截至2012年12月31日止年度，關聯方向本集團轉讓之無形資產及物業、廠房及設備之金額約為人民幣282,000元。

30. Operating Lease Commitments

The Group leases certain properties under operating leases. The leases for properties usually run for an initial period of three months to one year.

At the end of each of the reporting periods, the total future minimum lease payments under non-cancellable operating leases are payables as follows:

30. 經營租賃承諾

本集團根據經營租約租賃若干物業。該等物業租約通常初步為期三個月至一年。

於各報告期間末，本集團根據不可撤銷經營租約應付的未來最低租賃款項總額如下：

		2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Within one year	一年內	569	571

During the year ended 31 December 2012, the Group executed an operating lease agreement in respect of certain area of properties on behalf of its related parties without any charges, and the operating lease commitments included those related to properties occupied by the related parties.

Since 1 January 2013, the related parties has entered into an operating lease agreement in respect of their area of properties occupied.

截至2012年12月31日止年度期間，本集團代表其關連人士就若干物業面積免費簽立經營租賃協議，而經營租賃承諾包括關連人士佔用的物業相關的承諾。

自2013年1月1日起，關連人士就其佔用的物業面積訂立一份經營租賃協議。

31. Contingent Liabilities

At the end of each of the reporting periods, the Group and the Company did not have any significant contingent liabilities.

31. 或有負債

於各報告期末，本集團及本公司並無任何重大或有負債。

32. Financial Instruments by Category

The carrying amounts of each of the categories of financial instruments as at the end of each of the reporting periods are as follows:

32. 按類別劃分的金融工具

於各報告期末，各類別金融工具的賬面值如下：

Financial assets

The Group's and the Company's financial assets as at the end of each of the reporting periods, which are categorised as loans and receivables, are as follows:

金融資產

於各報告期末，本集團及本公司的金融資產劃分為貸款及應收款項，有關詳情如下：

Group	本集團	2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Trade receivables	貿易應收款項	5,100	7,813
Financial assets included in prepayments, deposits and other receivables	計入預付款、按金及其他應收款項的金融資產	23,252	27,872
Amounts due from related companies	應收關連公司款項	6,087	55,069
Cash and cash equivalents	現金及現金等價物	68,826	18,839
		103,265	109,593

Company	本公司	2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Amount due from a subsidiary	應收一間附屬公司款項	48,317	—
Cash and cash equivalents	現金及現金等價物	29	—
		48,346	—

32. Financial Instruments by Category (Continued)

Financial liabilities

The Group's and the Company's financial liabilities as at the end of each of the reporting periods, which are categorised as financial liabilities at amortised cost, are as follows:

32. 按類別劃分的金融工具(續)

金融負債

於各報告期末，本集團及本公司的金融負債按攤銷成本劃分如下：

Group	本集團	2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Trade payables	貿易應付款項	**34,399**	33,178
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	**4,402**	11,102
Amount due to a related company	應付一間關連公司款項	**—**	14,570
		38,801	58,850

Company	本公司	2013 RMB'000 人民幣千元	2012 RMB'000 人民幣千元
Amounts due to subsidiaries	應付附屬公司款項	**9,297**	5,462
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	**383**	—
		9,680	5,462

33. Financial Risk Management and Fair Value

The Group has various financial assets and liabilities such as cash and cash equivalents, trade and other receivables, trade and other payables and balances with related companies and directors.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Foreign currency risk

The Group's monetary assets, liabilities and transactions are principally denominated in RMB, which is the functional currency of the Company. Therefore, the risk on foreign currency risk is minimal.

Credit risk

The Group's credit risk is primarily attributable to its trade receivables, other receivables, amounts due from related companies and cash and cash equivalents. There was no history of default for amounts due from related companies and other receivables, and the bank deposits are placed in the banks with high credit-ratings.

In respect to trade receivables, the Group trades only with recognised and creditworthy customers and the receivable balances are monitored on an ongoing basis and on an individual basis. However, the Group had a certain degree of concentration of credit risk on trade receivables. The trade receivables from the five largest debtors as at 31 December 2012 and 2013 represented 96% and 100% of total receivables, respectively, while the largest debtor represented 39% and 58%. Given the credit worthiness and reputation of the major debtors, the directors believe the risk arising from concentration is manageable and not significant.

33. 金融風險管理及公平值

本集團有多項金融資產及負債，如現金及現金等價物、貿易及其他應收款項、貿易及其他應付款項，以及與關連公司及董事的結餘等。

本集團的金融工具所產生的主要風險為外幣風險、信貸風險及流動資金風險。董事會已審閱並同意管理各項風險的政策，概述如下。

外幣風險

本集團的貨幣資產、負債及交易主要以人民幣計值，人民幣為本公司的功能貨幣。因此，外幣風險極微。

信貸風險

本集團的信貸風險主要來自其貿易應收款項、其他應收款項、應收關連公司款項及現金及現金等價物。應收關連公司款項及其他應收款項並無拖欠記錄，且銀行存款存放在高信貸評級的銀行。

就貿易應收款項而言，本集團僅與知名且信譽良好的客戶交易，且應收結餘乃按持續及個別情況進行監察。然而，本集團在一定程度上存在貿易應收款項信貸風險集中情況。於2012年及2013年12月31日，來自五大債務人的貿易應收款項分別佔應收款項總額的96%及100%；而最大債務人則佔39%及58%。鑒於主要債務人的信譽及聲譽，董事相信集中產生的風險為可控制及並不重大。

33. Financial Risk Management and Fair Value (Continued)

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of cash flows from operations. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations. The maturity profile of the Group's financial liabilities as at the end of each of the reporting periods, based on the contractual undiscounted payments, was less than one year.

Fair value

The carrying amounts of the financial assets and financial liabilities carried at amortised cost in the consolidated financial statements approximate their fair values due to the relative short term maturity of these financial instruments.

34. Approval of Financial Statements

The financial statements were approved and authorised for issue by the Board of Directors on 12 March 2014.

33. 金融風險管理及公平值(續)

流動資金風險

本集團的目標為透過利用經營業務現金流量在持續獲取資金與靈活性之間保持平衡。本集團定期檢討其主要資金狀況，確保有足夠財務資源應付其財務承擔。根據已訂約未貼現付款，本集團於各報告期末的金融負債到期日少於一年。

公平值

金融資產及金融負債的賬面值於綜合財務報表內按攤銷成本列賬，且由於該等金融工具的到期日較短，故其賬面值與其公平值相若。

34. 批准財務報表

本財務報表於2014年3月12日獲董事會批准及授權刊發。

Design And Produced By: EDICO Financial Press Services Limited
設計及製作：鉅京財經印刷服務有限公司

神州數字

China Binary Sale Technology Limited

神州數字銷售技術有限公司