



# 2016 First Quarterly Report

## 第一季度業績報告

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

## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (THE “GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**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 the GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on the GEM, there is a risk that securities traded on the 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 the GEM.**

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*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 of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this 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.*

香港聯合交易所有限公司(「聯交所」)  
創業板(「創業板」)之特色

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。

由於創業板上市公司新興的性質使然，在創業板買賣的證券可能會較於聯交所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。

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

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## 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. Li Jianguang  
Mr. Lan Xi

#### Independent Non-executive Directors

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

### 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

### 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*)  
李健光先生  
蘭希先生

#### 獨立非執行董事

侯東先生  
何慶華先生  
楊浩然先生

### 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

## Corporate Information (Continued)

### 公司資料(續)

#### Remuneration Committee

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

#### 薪酬委員會

侯東先生(主席)  
楊浩然先生  
孫江濤先生

#### Nomination Committee

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

#### 提名委員會

楊浩然先生(主席)  
侯東先生  
孫江濤先生

#### Independent Auditor

BDO Limited  
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

Beijing Rural Commercial Bank  
China Minsheng Banking Corp., Ltd.  
(Head office, Operation Department)  
Agricultural Bank of China, Beijing Branch

#### 主要往來銀行

北京農商銀行  
中國民生銀行股份有限公司  
(總行營業部)  
中國農業銀行北京分行

#### Registered Office

Floor 4, Willow House  
Cricket Square  
P.O. Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

#### 註冊辦事處

Floor 4, Willow House  
Cricket Square  
P.O. Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

## Corporate Information (Continued)

### 公司資料(續)

#### Head Office and Principal Place of Business in the People's Republic of China (the "PRC")

6th Floor  
No. 1 Building Tai Yue Yuan  
Haidian District  
Beijing  
The PRC

#### 總辦事處及中華人民共和國(「中國」)主要營業地點

中國  
北京  
海淀區  
太月園1號樓  
6樓

#### 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

#### Principal Share Registrar and Transfer Office in the Cayman Islands

Offshore Incorporations (Cayman) Limited  
Floor 4, Willow House  
Cricket Square  
P.O. 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  
Cricket Square  
P.O. Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

#### Branch Share Registrar and Transfer Office in Hong Kong

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

## Corporate Information (Continued)

### 公司資料(續)

#### Compliance Adviser

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

#### 合規顧問

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

#### Listing Information

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

#### 上市資料

地點：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](http://www.shenzhoufu.hk)

#### 本公司網站

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

# First Quarterly Results

## 第一季度業績

The board of Directors (the “Board”) is pleased to present the unaudited condensed consolidated results of China Binary Sale Technology Limited and its subsidiaries (collectively the “Group”) for the three months ended 31 March 2016 (the “Period”) together with comparative unaudited figures for the corresponding period in 2015, as follows:

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2016年3月31日止3個月(「本期間」)的未經審核簡明綜合業績，連同2015年相應期內的未經審核比較數據如下：

### Unaudited Condensed Consolidated Statement of Comprehensive Income

For the three months ended 31 March 2016

### 未經審核簡明綜合全面收益表

截至2016年3月31日止3個月

		Three months ended 31 March	
		截至3月31日止3個月	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Notes			
附註			
Revenue	收入	4	
Cost of revenue	收入成本		
		<b>6,851</b>	11,436
		<b>(739)</b>	(3,365)
Gross profit	毛利		
Other income and gains	其他收入及收益	4	
Change in fair value of financial assets	公平值計入損益的		
at fair value through profit or loss	金融資產公平值變動		
Selling and distribution expenses	銷售及分銷開支		
Administrative expenses	行政開支		
		<b>6,112</b>	8,071
		<b>319</b>	408
		<b>(27)</b>	(229)
		<b>(821)</b>	(1,000)
		<b>(2,799)</b>	(3,575)
Profit before income tax expense	除所得稅開支前溢利	5	
Income tax expense	所得稅開支	6	
		<b>2,784</b>	3,675
		<b>(757)</b>	(1,149)
<b>Profit and total comprehensive income for the Period</b>	<b>本期間內溢利及全面收益總額</b>		
		<b>2,027</b>	2,526
Profit/(loss) and total comprehensive income for the period attributable to:	以下各項應佔期內溢利／(虧損)及全面收益總額：		
Owners of the Company	本公司擁有人		
Non-controlling interests	非控股權益		
		<b>2,173</b>	2,616
		<b>(146)</b>	(90)
		<b>2,027</b>	2,526
Earnings per share (RMB cents)	每股盈利(人民幣分)	7	
— Basic	— 基本		
		<b>0.45</b>	0.55



# First Quarterly Results (Continued)

## 第一季度業績 (續)

### Unaudited Consolidated Statement of Changes in Equity

For the three months ended 31 March 2016

### 未經審核綜合權益變動表

截至2016年3月31日止3個月

		Attributable to the owners of the Company						Non-	
		本公司擁有人應佔						controlling	
		Issued capital	Share premium	Capital reserve	Statutory reserve	Retained earnings	Total	interests	Total equity
		已發行股本	股份溢價	資本儲備	法定儲備	保留盈利	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2015	於2015年1月1日	2,941	47,899	1,371	12,578	35,863	100,652	1,324	101,976
Profit and total comprehensive income for the period	本期間內溢利及全面收益總額	—	—	—	—	2,616	2,616	(90)	2,526
Capital contribution from non-controlling equity holders of a subsidiary	來自附屬公司非控股權益持有者的資本注資	—	—	—	—	—	—	665	665
Appropriation to statutory reserve	撥入法定儲備	—	—	—	419	(419)	—	—	—
At 31 March 2015	於2015年3月31日	2,941	47,899	1,371	12,997	38,060	103,268	1,899	105,167
At 1 January 2016	於2016年1月1日	2,941	47,899	1,371	15,113	52,314	119,638	13,885	133,523
Profit and total comprehensive income for the period	本期間內溢利及全面收益總額	—	—	—	—	2,173	2,173	(146)	2,027
Appropriation to statutory reserve	撥入法定儲備	—	—	—	287	(287)	—	—	—
At 31 March 2016	於2016年3月31日	2,941	47,899	1,371	15,400	54,200	121,811	13,739	135,550

## First Quarterly Results (Continued)

### 第一季度業績(續)

## Notes to the First Quarterly Results

### 1. General information

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 GEM of the Stock Exchange. The Company's registered office and principal place of business are located at Floor 4, Willow House, Cricket Square, P.O. Box 2804, Grand Cayman KY1-1112, Cayman Islands and 6th Floor, No.1 Building Tai Yue Yuan, Haidian District, Beijing, the PRC respectively.

The Company is an investment holding company. 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 services to mobile subscribers in the PRC.

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

The unaudited consolidated financial statements of the Group for the Period (the "First Quarterly Financial Statements") have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards and its interpretations issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the GEM Listing Rules.

## 第一季度業績附註

### 1. 一般資料

本公司於2011年5月11日在開曼群島註冊成立為獲豁免有限公司。本公司股份於聯交所創業板上市。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, P.O. Box 2804, Grand Cayman KY1-1112, Cayman Islands及中國北京海澱區太月園1號樓6樓。

本公司為一間投資控股公司。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。

### 2. 編製基準及主要會計政策

本集團截至本期間未經審核綜合財務報表(「第一季度財務報表」)乃根據香港會計師公會頒布之所有適用香港財務報告準則(「香港財務報告準則」)、香港會計準則及詮釋及香港公司條例之披露規定編製。此外,財務報表載有創業板上市規則規定之適用披露。

## First Quarterly Results (Continued)

### 第一季度業績(續)

#### Notes to the First Quarterly Results (Continued)

#### 第一季度業績附註(續)

#### 2. Basis of preparation and principal accounting policies (Continued)

The First Quarterly Financial Statements were prepared on the historical cost basis and presented in terms of Renminbi ("RMB"). The principal accounting policies adopted in the preparation of the First Quarterly Financial Statements are in concordance with the annual consolidated financial statements for the year ended 31 December 2015, except the first-time adoption of new and amended HKFRSs, its amendments and interpretations which were issued by the HKICPA in the preparation of financial statements during the Period. The adoption of these new and revised HKFRSs has had no significant effect on the First Quarterly Financial Statements.

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

#### 3. Segment reporting

The chief operating decision-maker of the Group has been identified as the executive Directors (the "Executive Directors"). The Executive Directors regularly review revenue and operating results derived from the 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.

#### 2. 編製基準及主要會計政策(續)

第一季度財務報表按照歷史成本基準編製，並以人民幣(「人民幣」)呈列。編製第一季度財務報表所採用的主要會計政策與截至2015年12月31日止年度的年度綜合財務報表所採用者一致，惟為編製本期間的財務報表而首次採納由香港會計師公會頒布的新訂及經修訂香港財務報告準則、修訂本及詮釋除外。採納該等新訂及經修訂香港財務報告準則對第一季度財務報表並無重大影響。

本集團並未提早採納已頒布但尚未生效的任何新頒佈及經修訂香港財務報告準則。

#### 3. 分部報告

本集團主要經營決策人已確定為執行董事(「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。

## First Quarterly Results (Continued)

## 第一季度業績(續)

Notes to the First Quarterly Results  
(Continued)

## 第一季度業績附註(續)

## 4. Revenue, other income and gains

## 4. 收入、其他收入及收益

		Three months ended 31 March	
		截至3月31日止3個月	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Revenue:</b>	<b>收入：</b>		
Provision of online transaction services	提供網上交易服務	6,497	11,436
Provision of information technology services	提供技術服務	354	—
		6,851	11,436
<b>Other income and gains:</b>	<b>其他收入及收益：</b>		
Interest income	利息收入	298	404
Others	其他	—	4
Government grants	政府補貼	21	—
		319	408

# First Quarterly Results (Continued)

## 第一季度業績(續)

### Notes to the First Quarterly Results (Continued)

### 第一季度業績附註(續)

#### 5. Profit before income tax expense

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

#### 5. 除所得稅開支前溢利

本集團除所得稅開支前溢利經扣除下列各項後得出：

		Three months ended 31 March	
		截至3月31日止3個月	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	143	142
Amortisation of intangible assets	無形資產攤銷	70	51
Minimum lease payments under operating leases for buildings	樓宇經營租賃的最低租金	247	164
Development costs (note (a))	開發成本(附註(a))	972	832
Employee benefit expenses (including directors' remuneration)	僱員福利開支(包括董事薪酬)		
Wages and salaries	工資及薪金	2,090	1,938
Pension scheme contributions	退休計劃供款	310	320

Note:

附註：

- (a) Development costs mainly comprised staff costs of approximately RMB844,000 for the Period (2015: RMB746,000), which are also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the Period (2015: nil).

- (a) 開發成本主要包括員工成本，截至本期間約為人民幣844,000元(2015年：人民幣746,000元)，亦計入上文個別披露的僱員福利開支內。截至本期間，本集團並無將任何開發成本撥充資本(2015年：無)。

## First Quarterly Results (Continued)

第一季度業績(續)

Notes to the First Quarterly Results  
(Continued)

## 第一季度業績附註(續)

## 6. Income tax expense

## 6. 所得稅開支

Group	本集團	Three months ended 31 March	
		截至3月31日止3個月	
		2016	2015
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current tax — PRC enterprise income tax	即期稅項 — 中國企業所得稅		
— tax for the period	— 本期間內稅項	497	737
Deferred tax	遞延稅項	260	412
Income tax expense	所得稅開支	757	1,149

# First Quarterly Results (Continued)

## 第一季度業績(續)

### Notes to the First Quarterly Results (Continued)

### 第一季度業績附註(續)

#### 7. Earnings per share

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

#### 7. 每股盈利

本公司持有人應佔每股基本盈利及攤薄盈利按下列數據計算：

		Three months ended 31 March	
		截至3月31日止3個月	
		2016	2015
		RMB	RMB
		人民幣元	人民幣元
<b>Earnings</b>	<b>盈利</b>		
Profit for the purpose of basic and diluted earnings per share	用以計算每股基本及攤薄盈利之溢利	<b>2,172,935</b>	2,616,123
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	用以計算每股基本及攤薄盈利之普通股加權平均數	<b>480,000,000</b>	480,000,000

The calculation of the basic earnings per share has taken into account the shares issued and outstanding during the Period and on the assumption that the group reorganisation and capitalisation issue have been effected on 1 January 2013.

每股基本盈利的計算考慮了本期間已發行及流通股份及假設集團重組及資本化發行已經於2013年1月1日生效。

#### 8. Dividend

The Board does not declare the payment of any interim dividend for the Period (2015: Nil).

#### 8. 股息

董事會並無就截至本期間宣派的任何中期股息(2015年：零)。

## Management Discussion and Analysis

### 管理層討論與分析

#### Business Review

For the Period, 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 services to mobile subscribers in the PRC. The Group offers online transaction platform which could enable online game users to pay their online game accounts through mobile top-up credits by operating its self-developed Shenzhoufu System and cooperating with online game operators in the PRC. The Group uses the mobile top-up credits received from online game users to top up mobile subscription accounts. Such process can also be realized by usage of Shen Zhou Fu Card issued by the Group via mobile internet. Besides, the Group is also engaged in distribution of online game products, the operation of the Game Review website, and provision of information technology services. During the Period, the business model and the major activities of the Group were similar to those described in the annual report of 2015.

On 15 April 2015, the Company submitted a formal application to the Stock Exchange for the proposed transfer of the listing of the shares of the Company from GEM to the main board of the Stock Exchange (the "Application"). As six months had passed since the submission of the Application, the Application had lapsed. The Company re-submitted on 24 December 2015 the Application, which is still under the process of review by the Stock Exchange and approval has yet to be granted to the Company.

#### Financial Review

##### Revenue

For the Period, the Group recorded operating revenue of approximately RMB6,851,000, representing a decrease of RMB4,585,000 or 40.1% as compared to that of approximately RMB11,436,000 in the same period of 2015.

#### 業務回顧

截至本期間，本集團運營的主要業務為於中國透過促進網上遊戲商戶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。本集團透過運作其自主開發的神州付系統及與中國的網上遊戲運營商合作，接受網上遊戲用戶使用手機話費充值金額為他們的網上遊戲賬號充值的網上交易平台。本集團將向網上遊戲用戶收取的手機話費充值金額用來為手機賬號充值，該充值過程亦可以通過本集團發行的神州付一卡通使用移動互聯網實現。另外，本集團還在網上分銷遊戲產品，及運營遊戲對點評網及提供技術服務。於本期間內，本集團的業務模式及主要活動與2015年度報告所述一致。

於2015年4月15日，本公司向聯交所提交一項正式申請，建議將本公司股份由聯交所創業板轉往主板上市（「申請」）。由於申請提交已過去六個月，申請已告失效。本公司於2015年12月24日再次提交申請，聯交所仍在審核該申請，且本公司尚未獲得批准。

#### 財務回顧

##### 收入

於本期間內，本集團錄得營業收入約人民幣6,851,000元，較2015年同期的營業收入約人民幣11,436,000元減少了人民幣4,585,000元或40.1%。



## Management Discussion and Analysis (Continued)

### 管理層討論與分析 (續)

The decrease in revenue was mainly attributable to the substantial decrease in transaction volume of online transaction services. For the Period, there are 3,280,000 transactions of providing online transaction services to online game operators through the Shenzhoufu system by the Group, decreasing by 3,676,000 cases or 52.8% as compared to 6,956,000 cases for the same period of 2015. Transaction amount during the Period was approximately RMB193,000,000, representing a decrease of RMB202,000,000 or 51.1% as compared to the transaction amount of approximately RMB395,000,000 for the same period of 2015. The decrease in the transaction volume of online transaction services was mainly due to the continuous decline of the transaction amount from few online game operators with relatively high transaction amount. The Company is proactively identifying new game operators with a view to make up this part of transaction volume.

On the other hand, the average discount granted by online game operators decreased, from 3.36% in the same period of 2015 to 2.93% during the Period, which resulted in the decrease of revenue.

Along with the decrease in transaction volume of online transaction services, the transaction volume of mobile top-up services of the Group also declined. For the Period, there are 6,849,000 transactions of mobile top-up services provided by the Group, decreasing by 2,827,000 cases or 29.2% as compared to 9,676,000 cases for the same period of 2015. The transaction amount was approximately RMB512,000,000, representing a decrease of RMB262,000,000 or 33.9% as compared to that of approximately RMB774,000,000 for the same period of 2015.

As the transaction volume of the business of online transaction services decreased faster than the transaction volume of mobile top-up services, the Group has to directly purchase more phone cards to meet the demand. During the Period, the average discount offered by suppliers of phone cards was 0.86%, increased by 0.01% as compared to that of 0.85% for the same period of

收入下降的主要原因在於網上交易服務業務的交易量大幅下降。於本期間內，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為3,280千宗，較2015年同期的6,956千宗下降了3,676千宗或52.8%。本期間內的交易金額約為人民幣193,000,000元，較2015年同期的交易金額約為人民幣395,000,000元下降了人民幣202,000,000元或51.1%。網上交易服務交易量下降主要是由於少數交易量相對較大的網上遊戲運營商的交易量持續下降導致，公司正在積極拓展新的遊戲商戶，以彌補這部分交易量。

另一方面，來自網上遊戲運營商的平均折扣有所下降，從2015年同期的3.36%下降到本期間的2.93%，這也導致收入的下降。

網上交易服務交易量下降的同時，本集團的話費充值服務交易量也相應下降。於本期間內，本集團話費充值服務的交易筆數為6,849千宗，較2015年同期的9,676千宗下降了2,827千宗或29.2%。交易金額約為人民幣512,000,000元，較2015年同期交易金額約為人民幣774,000,000元減少了人民幣262,000,000元或33.9%。

由於網上交易服務業務的交易量的下降速度較話費充值服務的交易量的下降速度快，本集團需要直接採購更多的話費充值卡來滿足需求。於本期間內，來自話費充值卡供應商的平均折扣為0.86%，而2015年同期折扣為0.85%，升幅為0.01%。與此同時，

## Management Discussion and Analysis (Continued)

### 管理層討論與分析(續)

2015. During the Period, the average discount of mobile top-up services of the Group during the Period also decreased, from 0.77% in the same period of 2015 to 0.45% during the Period, which made up the loss from the decrease to a certain extent.

During the Period, the transaction amount from distributing online game products of the Group was approximately RMB100,263,000, increased by RMB46,530,000 or approximately 86.6% as compared to the transaction amount of RMB53,733,000 in the same period of 2015, which was mainly due to the increase of transaction amount in game point cards exchange business. However, as the cost of purchase of game point cards increased, the revenue generated from distribution of game products during the Period was approximately RMB708,000, decreased by RMB455,000 or approximately 39.1% as compared to RMB1,163,000 in the same period of 2015.

Since the second quarter of 2015, the Group has undertaken the businesses of providing technology development and technology services to external parties and entered into cooperation agreements with several companies, which generated revenue of approximately RMB354,000 during the Period.

### Cost of revenue

For the Period, the cost of revenue of the Group was approximately RMB739,000, which showed a decrease of RMB2,626,000 or 78.0% as compared with RMB3,365,000 for the same period of 2015.

The decline of the cost of revenue was mainly attributed to two factors:

One was that the Company had made great efforts in the upgrading of hardware and system over the past few years and the processing efficiency of transactions improved. Thereby the Company gradually closed down some outsourcing interface maintenance channels last year. During the Period, interface maintenance fee was RMB nil, as compared to that of RMB1,369,000 in the same period of 2015.

於本期間，本集團話費充值服務的平均折扣也有所下降，從2015年同期的0.77%下降到本期間的0.45%，一定程度上彌補了交易量下降的損失。

於本期間內，本集團網上遊戲產品分銷的交易金額約為人民幣100,263,000元，較2015年同期的交易金額人民幣53,733,000元增加46,530,000元或約86.6%，該增長主要是遊戲點卡置換業務交易量上升導致。但是，由於遊戲點卡採購成本上漲，於本期間內來自遊戲產品分銷取得的收入約為人民幣708,000元，較2015年同期人民幣1,163,000元減少人民幣455,000元或約39.1%。

自2015年第二季度開始，本集團對外承接技術開發及技術服務的業務，已與多家公司簽訂了合作協議。於本期間，本集團取得相關收入約人民幣354,000元。

### 收入成本

於本期間內，本集團的收入成本約為人民幣739,000元，較2015年同期的人民幣3,365,000元下降人民幣2,626,000元或78.0%。

收入成本下降的原因主要包括兩方面：

一是本公司近年在硬件和系統升級方面做了大量的提升工作，交易的處理速度得到加強，本公司於去年陸續關閉了一些外包的接口維護通道，於本期間內，接口維護成本為人民幣零元，而2015年同期的接口維護成本為人民幣1,369,000元。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析(續)

The other one was that due to the decline in the transaction volume of mobile top-up services, the Group made structural adjustment in mobile top-up channels with different handling fees, which significantly reduced the cost of handling fee. For the Period, cost of handling fee was approximately RMB472,000, representing a decrease of RMB1,196,000 or 71.7% as compared to that of RMB1,668,000 in the same period of 2015.

#### Gross profit

For the Period, the Group realized gross profit of approximately RMB6,112,000, representing a decrease of RMB1,959,000 or 24.3% as compared with approximately RMB8,071,000 for the same period of 2015.

#### Selling and distribution expenses

For the Period, the selling and distribution expenses of the Group were approximately RMB821,000, representing a decrease of RMB179,000 or 17.9% as compared to approximately RMB1,000,000 in the same period of 2015. The decrease in selling and distribution expenses was mainly due to the stable operation model of the Group which resulted in the decrease of relevant expense.

#### Administrative expenses

For the Period, the administrative expenses of the Group were approximately RMB2,799,000, representing a decrease of RMB776,000 or 21.7% as compared with RMB3,575,000 for the same period of 2015. The decrease in administrative expenses was mainly due to the drop of consultancy and agency fees.

#### Income tax expenses

For the Period, the income tax expenses of the Group were approximately RMB757,000, with the effective tax rate of 27.2%, as compared with the income tax expenses of RMB1,149,000 and the effective tax rate of 31.3% for the same period of 2015.

另一方面，由於話費充值服務業務交易量下降及本公司調整了不同手續費率的話費充值渠道的結構比例，大大地降低支付手續費的成本，於本期間內，手續費支出約人民幣472,000元，較2015年同期人民幣1,668,000元下降1,196,000，降幅為71.7%。

#### 毛利

於本期間內，本集團實現毛利約為人民幣6,112,000元，較2015年同期的毛利約為人民幣8,071,000元下降了人民幣1,959,000元或24.3%。

#### 銷售及分銷開支

於本期間內，本集團的銷售及分銷開支約為人民幣821,000元，較2015年同期的約為人民幣1,000,000元下降了人民幣179,000元或17.9%。銷售及分銷開支的減少主要由於目前集團經營模式較為穩定，所以相關費用減少。

#### 行政開支

於本期間內，本集團的行政開支約為人民幣2,799,000元，較2015年同期的人民幣3,575,000元下降了人民幣776,000元或21.7%。行政開支的減少主要是諮詢及中介費下降。

#### 所得稅開支

於本期間內，本集團的所得稅開支約為人民幣757,000元，實際稅率為27.2%，2015年同期的所得稅開支人民幣1,149,000元，實際稅率31.3%。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析(續)

#### Profit and total comprehensive income for the Period

For the Period, the profit and total comprehensive income of the Group was approximately RMB2,027,000, representing a decrease of RMB499,000 or 19.8% compared with that of approximately RMB2,526,000 for the same period of 2015. The decrease in profit and total comprehensive income during the Period was primarily due to the decrease in revenue.

#### Outlook

We will continue to proactively explore new online game operators cooperation to expand our business opportunities and continuously explore new revenue stream.

#### 本期間內溢利及全面收益總額

於本期間內，本集團的溢利及全面收益總額約為人民幣2,027,000元，較2015年同期的約為人民幣2,526,000元下降了人民幣499,000元或19.8%。期內溢利及全面收益總額的下降主要由於收入的下降。

#### 展望

我們將仍積極拓展新網上遊戲合作商戶，努力拓展業務機會，不斷挖掘新的收益流。

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

As at 31 March 2016, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO")) which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered in the register as referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

### Long positions

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

## 董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於2016年3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（「證券及期貨條例」））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及淡倉）；(b) 根據證券及期貨條例第352條須記入該條所指的登記冊；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：

### 好倉

本公司每股面值0.001美元的普通股股份（「股份」）

Name of Directors	Capacity/Nature of interests	Number of issued Shares held	Approximate percentage of the issued Shares <sup>(Note 3)</sup>
董事姓名	身份／權益性質	所持已發行股份數目	佔已發行股份概約百分比 <sup>(附註3)</sup>
Mr. Wei Zhonghua 魏中華先生	Interest of a controlled corporation <sup>(Note 1)</sup> 受控制法團的權益 <sup>(附註1)</sup>	127,141,873	26.49%
Mr. Sun Jiangtao 孫江濤先生	Interest of a controlled corporation <sup>(Note 2)</sup> 受控制法團的權益 <sup>(附註2)</sup>	119,171,027	24.83%
Mr. Tang Bin 唐斌先生	Beneficial owner 實益擁有人	588,000	0.12%

Notes:

1. Details of the interests 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 interests 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 March 2016.

Save as disclosed above, as at 31 March 2016, none of the Directors and the chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the GEM Listing Rules.

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2016年3月31日已發行股本總數為480,000,000股股份計算所得。

除上文披露者外，於2016年3月31日，概無本公司之董事及主要行政人員於本公司或其任何相聯法團根據證券及期貨條例第352條須存置之登記冊內登記之股份，相關股份及債券或根據創業板上市規則須另行知會本公司及聯交所之股份，相關股份及債券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 March 2016, 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/who had 5% or more interests in the Shares and the underlying Shares as recorded in the register required to be kept under section 336 of the SFO were as follows:

於2016年3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條須存置的登記冊於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）詳情如下：

Name of shareholders	Capacity/Nature of the interests	Number of issued Shares held 所持已發行股份數目	Approximate percentage of issued Shares <sup>(Note 7)</sup> 佔已發行股份概約百分比 <sup>(附註7)</sup>
股東姓名	身份／權益性質		
SWIFT WELL LIMITED	Beneficial owner <sup>(Note 1)</sup> 實益擁有人 <sup>(附註1)</sup>	127,141,873	26.49%
DATA KING LIMITED	Beneficial owner <sup>(Note 2)</sup> 實益擁有人 <sup>(附註2)</sup>	119,171,027	24.83%
IDG-ACCEL CHINA GROWTH FUND II L.P.	Beneficial owner <sup>(Note 3)</sup> 實益擁有人 <sup>(附註3)</sup>	81,122,700	16.90%
IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.	Interest of a controlled corporation <sup>(Note 3)</sup> 受控制法團的權益 <sup>(附註3)</sup>	81,122,700	16.90%
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.	Interest of a controlled corporation <sup>(Note 3)</sup> 受控制法團的權益 <sup>(附註3)</sup>	87,757,200	18.28%

Name of shareholders	Capacity/Nature of the interests	Number of issued Shares held	Approximate percentage of issued Shares <sup>(Note 7)</sup>
股東姓名	身份／權益性質	所持已發行股份數目	佔已發行股份概約百分比 <sup>(附註7)</sup>
Ho Chising	Interest of a controlled corporation <sup>(Note 4)</sup> 受控制法團的權益 <sup>(附註4)</sup>	87,757,200	18.28%
Zhou Quan 周全	Interest of a controlled corporation <sup>(Note 5)</sup> 受控制法團的權益 <sup>(附註5)</sup>	87,757,200	18.28%
VENTECH CHINA II SICAR	Beneficial owner <sup>(Note 6)</sup> 實益擁有人 <sup>(附註6)</sup>	26,409,900	5.50%

Notes:

附註：

1. SWIFT WELL LIMITED is owned as to 95% by Mr. Wei Zhonghua, the chairman of the Board and a non-executive Director, 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 officer 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.

1. SWIFT WELL LIMITED 分別由董事會主席兼非執行董事魏中華先生及魏春明先生擁有95%及5%。根據證券及期貨條例，魏中華先生被視為於SWIFT WELL LIMITED擁有權益的所有股份中擁有權益。
2. DATA KING LIMITED 由本公司執行董事兼行政總裁孫江濤先生全資擁有。根據證券及期貨條例，孫江濤先生被視為於DATA KING LIMITED擁有權益的所有股份中擁有權益。



3. IDG-ACCEL CHINA GROWTH FUND II L.P. which owned 81,122,700 Shares is an exempted limited partnership registered in the Cayman Islands. Its general partner is IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P., while the general partner of IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. is IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD., which is a limited company incorporated in the Cayman Islands. Moreover, IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is the general partner of IDG CHINA INVESTORS II L.P. which owned 6,634,500 Shares. Under the SFO, IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND II L.P. and IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. are interested.
4. Ho Chising is a controlling shareholder who is holding 50% of interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD., and he is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested.
5. Zhou Quan is another controlling shareholder who is holding 50% of interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD., and he is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested.
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 March 2016.
3. IDG-ACCEL CHINA GROWTH FUND II L.P. 為一家於開曼群島註冊的獲豁免有限合夥公司，擁有81,122,700股股份。其一般合夥人為IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.，而IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. 的一般合夥人為IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.，IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 為一家於開曼群島註冊成立的有限公司。此外，IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 為IDG CHINA INVESTORS II L.P. 的一般合夥人，後者擁有6,634,500股股份。根據證券及期貨條例，IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. 被視為於IDG-ACCEL CHINA GROWTH FUND II L.P.擁有權益的全部股份中擁有權益，而IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 被視為於IDG-ACCEL CHINA GROWTH FUND II L.P. 及IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. 擁有權益的全部股份中擁有權益。
4. Ho Chising 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%權益的另一位控股股東。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擁有權益的全部股份中擁有權益。
7. 持股百分比乃根據本公司於2016年3月31日已發行股本總額480,000,000股股份計算得出。

Save as disclosed above, as at 31 March 2016, so far as it was known to the Directors or the chief executive of the Company, no other person (other than the Directors or chief executive of the Company) had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept under Section 336 of the SFO.

## Share Option Scheme

The Company operates a share option scheme (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who have contributed or may contribute to the success of the Group's operations. The Share Option Scheme was adopted by the Company on 9 November 2013, the principal terms of which are set out below:

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

- (a) any Director, employee or officer of any company in the Group who is employed by any company in the Group (whether full time or part time) (the "Employee"), consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company (the "Affiliate"); or
- (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

除上文所披露外，就本公司董事及主要行政人員所知，於2016年3月31日，概無其他人士（本公司董事或主要行政人員除外）於股份或相關股份中擁有根據證券及期貨條例第336條須記錄於該條例所指登記冊之權益或淡倉。

## 購股權計劃

本公司設有購股權計劃（「購股權計劃」），以獎勵及酬謝對或會對本集團取得今日成就有貢獻者之合資格參與者。本公司於2013年11月9日採納購股權計劃，其主要條款載列如下：

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

- (a) 由本集團任何公司聘用的本集團任何公司的任何董事、僱員或高級人員（不論全職或兼職）（「僱員」）、本集團或本集團持有權益的公司或有關公司的附屬公司（「聯屬公司」）的諮詢人、專業人員、客戶、供貨商、代理、合作夥伴、顧問或承包商；或
- (b) 任何信托或任何全權信托的受托人，而該信托的受益人或該全權信托的全權信托對象包括本集團或聯屬公司的任何董事、僱員、諮詢人、專業人員、客戶、供應商、代理、合作夥伴或顧問或承包商；或

- (c) 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。

During the Period, no Share Options were granted, exercised or cancelled or lapsed under the Share Option Scheme and no Share Options were outstanding as at 31 March 2016.

於本期間內，概無任何購股權根據購股權計劃獲授出、行使或註銷或失效，亦無購股權於2016年3月31日尚未行使。

## Non-Competition Undertakings

As disclosed in the prospectus of the Company dated 27 November 2013 (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 certain Controlling Shareholders in favour of the Company (for itself or 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.

## 不競爭契約

誠如本公司2013年11月27日刊登的招股章程(「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。

During the Period, the independent non-executive Directors (the "INEDs") had reviewed the compliance with the undertakings given by each of the Controlling Shareholders (including the letter issued by the Controlling Shareholder for compliance with the undertakings) and concluded with the confirmation by each of the Controlling Shareholders that neither the Controlling Shareholders nor their respective associates (as defined in the GEM Listing Rules) have engaged in any business that competed or might compete with the business of the Group or had any other conflict of interests with the Group.

獨立非執行董事(「獨立非執行董事」)於本期間對各控股股東遵守所作承諾的情況進行了審核(包括獲該控股股東出具遵守承諾的函件)，無控股股東或任何彼等的聯繫人(定義見創業板上市規則)，而各控股股東確認沒有從事與本集團業務構成競爭或可能構成競爭之業務或與本集團有任何其他利益衝突。

## Interests of Directors, Controlling Shareholders and their Respective Associates in Competing Business

During the Period, save as disclosed in the section headed "Non-Competition Undertakings", none of the Directors, Controlling Shareholders and their respective close associates were 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 has any other conflicts of interest, as required to be disclosed under Rule 11.04 of the GEM Listing Rules.

## Compliance with the Corporate Governance Code

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

During the Period, the Company had applied the principles and complied with the code provisions as set out in the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules.

## Compliance with Code of Conduct for Dealings in the Securities by Directors

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

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

## 董事、控股股東及彼等各自聯繫人於競爭業務之權益

本期間，除於「不競爭契約」一節所披露外，概無董事、控股股東及彼等各自緊密聯繫人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。

## 遵守企業管治守則

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

本期間內，本公司已採用並遵守創業板上市規則附錄15所載企業管治守則的原則及守則條文。

## 遵守董事進行證券交易之行為守則

本公司已採納創業板上市規則第5.48至5.67條所規定的交易準則（「所規定的交易必守標準」），作為本公司董事進行證券交易的行為守則。

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

## Interests of the Compliance Adviser

As notified by the Company's former compliance adviser, Quam Capital Limited (the "Former Compliance Adviser"), except for the former compliance adviser agreement entered into between the Company and the Former Compliance Adviser on 4 December 2013 (the listing date of the Shares on the Stock Exchange) (the "Former Compliance Adviser Agreement"), neither the Former Compliance Adviser nor its directors, employees or close associates (as defined in the GEM Listing Rules) had any interests in relation to the Company or any member of the Group (including options or rights to subscribe for such securities) for the period from 1 January 2016 to 19 January 2016, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

The Company and the Former Compliance Adviser have mutually agreed to terminate the Former Compliance Adviser Agreement with effect from 19 January 2016 due to the then changes in the personnel of the Former Compliance Adviser.

Subsequent to the termination of the Former Compliance Adviser Agreement, Lego Corporate Finance Limited ("Lego Corporate") has been appointed as the Company's new compliance adviser as required under Rules 6A.19 and 6A.27 of the GEM Listing Rules, with effect from 19 January 2016.

As notified by Lego Corporate, during the period from 19 January 2016 to 31 March 2016, save for the compliance adviser agreement date 19 January 2016 entered into between the Company and Lego Corporate, neither Lego Corporate nor its directors, employees and close associates (as defined in the GEM Listing Rules) had any interest in relation to the Company or any member of the Group (including options or rights to subscribe for such securities), 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2016年1月1日至2016年1月19日期間，如本公司前合規顧問華富嘉洛企業融資有限公司（「前合規顧問」）知會，除本公司與前合規顧問於2013年12月4日（股份於聯交所上市之日期）訂立的前合規顧問協議（「前合規顧問協議」）外，前合規顧問或其董事、僱員或緊密聯繫人（定義見創業板上市規則）概無於本公司或本集團任何成員公司擁有根據創業板上市規則第6A.32條須予知會本公司的任何權益（包括認購有關證券的期權或權利）。

由於前合規顧問當時出現人士變動，本公司已與前合規顧問共同同意終止前合規顧問協議，自2016年1月19日起生效。

於前合規顧問協議終止後，力高企業融資有限公司（「力高企業」）已根據創業板上市規則第6A.19及6A.27條之規定獲委任為本公司新合規顧問，自2016年1月19日生效。

誠如力高企業知會，於2016年1月19日至2016年3月31日期間，除本公司與力高企業所訂立日期為2016年1月19日之合規顧問協議外，力高企業或其董事、僱員及緊密聯繫人（定義見創業板上市規則）概無於本公司或本集團之任何成員擁有根據創業板上市規則第6A.32條須予知會本公司的任何權益（包括認購該等證券之購股權或權利）。

## Purchase, Sale or Redemption of Listed Securities of the Company

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

## Audit Committee

The audit committee of the Company (the "Audit Committee") comprises three members, including two INEDs, namely Mr. He Qinghua and Mr. Hou Dong, as well as the chairman of the Board and a non-executive Director, Mr. Wei Zhonghua. Mr. He Qinghua is the chairman of the Audit Committee. The unaudited condensed consolidated results of the Group for the Period and this report have been reviewed by the Audit Committee. The Board considers that the financial information has been prepared in compliance with the applicable accounting principles, requirements of the GEM Listing Rules and any other applicable laws and has been adequately disclosed.

By order of the Board  
**China Binary Sale  
Technology Limited**  
**Wei Zhonghua**  
*Chairman*

Hong Kong, 10 May 2016

*As at the date of this report, the Executive Directors are Mr. Sun Jiangtao (Chief Executive Officer) and Mr. Tang Bin, the Non-executive Directors are Mr. Wei Zhonghua (Chairman), Mr. Li Janguang and Mr. Lan Xi and the Independent Non-executive Directors are Mr. Hou Dong, Mr. He Qinghua and Mr. Yang Haoran.*

## 購買、出售或贖回本公司之上市證券

本期間內，本公司概無贖回其任何上市證券，且本公司或其附屬公司概無購買、出售或贖回有關證券。

## 審核委員會

本公司審核委員會（「審核委員會」）由三名成員組成，包括兩名獨立非執行董事，何慶華先生及侯東先生，以及董事會主席兼非執行董事魏中華先生。何慶華先生為審核委員會主席。審核委員會已審閱本集團本期間的未經審核簡明綜合業績及本報告。董事會認為，該等財務資料的編製符合適用會計準則、創業板上市規則下的規定及任何其他適用法律規定，且已作出充足披露。

承董事會命  
**神州數字銷售  
技術有限公司**  
主席  
**魏中華**

香港，2016年5月10日

於本報告日期，執行董事為孫江濤先生（行政總裁）及唐斌先生，非執行董事為魏中華先生（主席）、李健光先生及蘭希先生，及獨立非執行董事為侯東先生、何慶華先生及楊浩然先生。

神州數字

China Binary Sale Technology Limited

神 州 數 字 銷 售 技 術 有 限 公 司