



2016 Third Quarterly Report

第三季度業績報告

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

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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《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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Financial Highlights 財務摘要

- For the Period (as defined below), the turnover of the Group (as defined below) was approximately RMB22,323,000, representing a decrease of RMB13,653,000 or 38.0% over the corresponding period of 2015.
- For the Period, the gross profit of the Group was approximately RMB17,730,000, representing a decrease of RMB12,170,000 or 40.7% over the corresponding period of 2015. Gross profit margin decreased from 83.1% for the corresponding period of 2015 to 79.4% for the Period.
- For the Period, the profit before income tax expense of the Group was approximately RMB3,260,000, representing a decrease of RMB14,732,000 or 81.9% over the corresponding period of 2015.
- For the Period, the profit and comprehensive income of the Group was approximately RMB915,000, representing a decrease of RMB12,157,000 or 93.0% over the corresponding period of 2015.
- As at 30 September 2016, the bank and cash balance of the Group was approximately RMB40,441,000 (31 December 2015: RMB45,499,000), with the current ratio of 3.39 (31 December 2015: 2.89).
- For the Period, the earnings per share of the Group was approximately RMB0.55 cent, representing a decrease of RMB2.27 cents or 80.5% as compared to that of RMB2.82 cents of the corresponding period of 2015.
- The Board (defined below) does not declare the payment of any dividend for the Period (2015: nil).
- 截至本期間(定義見下文), 本集團(定義見下文)取得營業收入約為人民幣22,323,000元, 較2015年同期下降人民幣13,653,000元或38.0%。
- 本集團截至本期間取得的毛利約為人民幣17,730,000元, 較2015年同期下降人民幣12,170,000元或40.7%。毛利率從2015年同期的83.1%下降至本期間的79.4%。
- 截至本期間, 本集團除所得稅開支前溢利約為人民幣3,260,000元, 較2015年同期下降人民幣14,732,000元或81.9%。
- 截至本期間, 本集團的溢利及全面收益約為人民幣915,000元, 較2015年同期下降人民幣12,157,000元或93.0%。
- 於2016年9月30日, 本集團的銀行及現金餘額約為人民幣40,441,000元(2015年12月31日: 人民幣45,499,000元), 流動比率為3.39(2015年12月31日: 2.89)。
- 截至本期間, 本集團每股盈利約為人民幣0.55分, 較2015年同期每股盈利人民幣2.82分減少人民幣2.27分或80.5%。
- 董事會(定義見下文)不就截至本期間宣派任何股息(2015年: 無)。

Third Quarterly Results

第三季度業績

The board of Directors (the “Board”) presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months and nine months ended 30 September 2016 together with relevant comparative audited/unaudited figures as follows:

董事會(「董事會」)呈報本公司連同其附屬公司(統稱「本集團」)截至2016年9月30日止3個月及9個月的未經審核簡明綜合業績，連同有關的經審核/未經審核比較數據如下：

Unaudited Condensed Consolidated Statement of Comprehensive Income

For the three months and nine months ended 30 September 2016

未經審核簡明綜合全面收益表

截至2016年9月30日止3個月及9個月

		Notes 附註	Three months ended 30 September 截至9月30日止3個月		Nine months ended 30 September 截至9月30日止9個月	
			2016 (Unaudited) (未經審核) RMB'000 人民幣千元	2015 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 (Unaudited) (未經審核) RMB'000 人民幣千元	2015 (Unaudited) (未經審核) RMB'000 人民幣千元
Revenue	收入	4	7,732	12,273	22,323	35,976
Cost of revenue	收入成本		(2,086)	(860)	(4,593)	(6,076)
Gross profit	毛利		5,646	11,413	17,730	29,900
Other income and gains	其他收入及收益	4	239	305	547	1,229
Losses on fair value change of short-term investment	短期投資公允價值變動損失		(86)	(27)	549	(45)
Selling and distribution expenses	銷售及分銷開支		(1,317)	(646)	(2,944)	(2,384)
Administrative expenses	行政開支		(4,324)	(2,993)	(12,622)	(10,708)
Profit before income tax expense	除所得稅開支前溢利	5	158	8,052	3,260	17,992
Income tax expense	所得稅開支	6	(636)	(2,046)	(2,345)	(4,920)
Profit and total comprehensive income for the period	期內溢利及全面收益總額		(478)	6,006	915	13,072
Profit/(loss) and total comprehensive income for the period attributable to: Owners of the Company	以下各項應佔期內溢利/(虧損)及全面收益總額：本公司擁有人		145	6,168	2,639	13,530
Non-controlling interests	非控股權益		(623)	(162)	(1,724)	(458)
			(478)	6,006	915	13,072
Earnings per share (RMB cents)	每股盈利 (人民幣分)					
— Basic	— 基本	7	0.03	1.29	0.55	2.82

Third Quarterly Results (Continued)

第三季度業績(續)

Unaudited Condensed Consolidated Statement of Financial Position

As at 30 September 2016

未經審核簡明綜合財務狀況表

於2016年9月30日

		As at 30 September 2016 於2016年 9月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	As at 31 December 2015 於2015年 12月31日 (Audited) (已審核) RMB'000 人民幣千元
Assets	資產		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	1,553	1,839
Intangible assets	無形資產	2,106	2,131
Available-for-sale financial assets	可供出售金融資產	36,398	20,910
Total non-current assets	非流動資產總額	40,057	24,880
Current assets	流動資產		
Trade receivables	貿易應收款項	1,787	3,360
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	72,971	68,884
Inventories	存貨	17,581	54,809
Amounts due from related companies	應收關連公司款項	10,056	2,942
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	1,501	986
Cash and cash equivalents	現金及現金等價物	40,441	45,499
Total current assets	總流動資產	144,337	176,480
Liabilities	負債		
Current liabilities	流動負債		
Trade payables	貿易應付款項	31,142	45,760
Other payables and accruals	其他應付款項及應計費用	11,045	13,839
Current tax liabilities	即期稅務負債	406	1,365
Total current liabilities	流動負債總額	42,593	60,964
Net current assets	流動資產淨值	101,744	115,516
Total assets less current liabilities	總資產減流動負債	141,801	140,396
Non-current liabilities	非流動負債		
Deferred tax liabilities	遞延稅務負債	7,663	6,873
Total non-current liabilities	非流動負債總額	7,663	6,873
NET ASSETS	資產淨值	134,138	133,523
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Issued capital	已發行股本	2,941	2,941
Reserves	儲備	119,346	116,697
Non-controlling interests	非控股權益	122,287	119,638
		11,851	13,885
TOTAL EQUITY	總權益	134,138	133,523

Third Quarterly Results (Continued)

第三季度業績(續)

Unaudited Condensed Consolidated Statement of Changes in Equity

For the nine months ended 30 September 2016

未經審核簡明綜合權益變動表

截至2016年9月30日止9個月

Attributable Interests to Owners of the Company

本公司擁有人應佔權益

		Issued capital	Share premium	Capital reserve	Statutory reserve	Retained earnings	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價	資本儲備	法定儲備	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	期內溢利及全面收益總額	—	—	—	—	13,530	13,530	(458)	13,072
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	—	—	—	1,786	(1,786)	—	—	—
At 30 September 2015	於2015年9月30日	2,941	47,899	1,371	14,364	47,607	114,182	1,531	115,713
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	期內溢利及全面收益總額	—	—	—	—	2,639	2,639	(1,724)	915
Appropriation to statutory reserve	撥入法定儲備	—	—	—	766	(766)	—	—	—
Acquisition of non-controlling interests	收購非控股權益	—	—	10	—	—	10	(310)	(300)
At 30 September 2016	於2016年9月30日	2,941	47,899	1,381	15,879	54,187	122,287	11,851	134,138

Third Quarterly Results (Continued) 第三季度業績(續)

Notes to the Third Quarterly Results

1. General information

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 11 May 2011. Its shares are listed and traded on the GEM. The Company's registered office and principal place of business are located at P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands and 3rd Floor, No. 1 Building Tai Yue Yuan, Haidian District, Beijing, the People's Republic of China (the "PRC"), respectively.

The Company is an investment holding company. The Company's subsidiaries are 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 for the nine months ended 30 September 2016 (the "Period") of the Group (the "Third Quarterly Financial Statements") have been prepared in accordance with 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.

第三季度業績附註

1. 一般資料

本公司於2011年5月11日在開曼群島註冊成立為獲豁免有限公司。本公司股份於創業板上市及買賣。本公司的註冊辦事處及主要營業地點分別位於P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands及中華人民共和國(「中國」)北京海澱區太月園1號樓3層。

本公司為一間投資控股公司。本公司之附屬公司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2016年9月30日止9個月(「本期間」)未經審核綜合財務報表(「第三季度財務報表」)乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)、香港會計準則及其詮釋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。

Third Quarterly Results (Continued)

第三季度業績(續)

Notes to the Third Quarterly Results (Continued)

第三季度業績附註(續)

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

The Third Quarterly Financial Statements were prepared on the historical cost basis (except for short-term investment, which is measured at fair value), and presented in terms of Renminbi ("RMB"). The principal accounting policies adopted in the Third Quarterly Financial Statements are in accordance 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 no significant effect on the Third 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 results of operation 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)

第三季度財務報表按照歷史成本基準編製(惟按公允價值計量的短期投資除外),並以人民幣(「人民幣」)呈列。編製第三季度財務報表所採用的主要會計政策與截至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佈的新訂及經修訂香港財務報告準則、準則之修訂及詮釋除外。採納該等新訂及經修訂香港財務報告準則對第三季度財務報表並無重大影響。

本集團並未提早採納已頒佈但尚未生效的任何新頒佈及經修訂香港財務報告準則。

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。

Third Quarterly Results (Continued)

第三季度業績(續)

Notes to the Third Quarterly Results
(Continued)

第三季度業績附註(續)

4. Revenue, other income and gains

4. 收入、其他收入及收益

		Three months ended 30 September		Nine months ended 30 September	
		截至9月30日止3個月		截至9月30日止9個月	
		2016	2015	2016	2015
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		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
Revenue:	收入：				
Provision of online transaction services	提供網上交易服務	7,730	10,749	21,920	33,136
Income from technology development and technology services	技術開發及技術服務收入	—	1,520	401	2,833
Operation of the Game Review Website	運營遊戲點評網	2	4	2	7
		7,732	12,273	22,323	35,976
Other income and gains:	其他收入及收益：				
Interest income	利息收入	239	208	509	1,045
Government grants	政府補貼	—	97	38	180
Others	其他	—	—	—	4
		239	305	547	1,229

Third Quarterly Results (Continued)

第三季度業績(續)

Notes to the Third Quarterly Results (Continued)

第三季度業績附註(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 30 September		Nine months ended 30 September	
	截至9月30日止3個月 2016 (Unaudited) (未經審核) RMB'000 人民幣千元	2015 (Unaudited) (未經審核) RMB'000 人民幣千元	截至9月30日止9個月 2016 (Unaudited) (未經審核) RMB'000 人民幣千元	2015 (Unaudited) (未經審核) RMB'000 人民幣千元
Depreciation of property, plant and equipment	155	143	442	400
Amortisation of intangible assets	75	95	220	204
Minimum lease payments under operating leases for buildings	209	309	549	744
Development costs (note (a))	1,808	836	3,670	2,919
Employee benefit expenses (including Directors' remuneration)	3,479	1,644	7,500	5,856
Wages and salaries				
Pension scheme contributions	386	261	948	890
Auditor's remuneration	52	11	52	51

Note:

- (a) Development costs mainly comprised staff costs of approximately RMB3,567,000 for the Period (2015: RMB2,600,000), which was also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the Period (2015: nil).

附註：

- (a) 開發成本主要包括員工工成本，本期間員工工成本約為人民幣3,567,000元(2015年：人民幣2,600,000元)，亦計入上文單獨披露的僱員福利開支內。於本期間，本集團並無將任何開發成本撥充資本(2015年：無)。

Third Quarterly Results (Continued)

第三季度業績(續)

Notes to the Third Quarterly Results (Continued)

第三季度業績附註(續)

6. Income tax expense

6. 所得稅開支

The Group	本集團	Three months ended 30 September		Nine months ended 30 September	
		截至9月30日止3個月 2016 (Unaudited) (未經審核) RMB'000 人民幣千元	2015 (Unaudited) (未經審核) RMB'000 人民幣千元	截至9月30日止9個月 2016 (Unaudited) (未經審核) RMB'000 人民幣千元	2015 (Unaudited) (未經審核) RMB'000 人民幣千元
Current tax – PRC enterprise income tax – tax for the Period	即期稅項 – 中國 企業所得稅 – 本期間內 稅項	406	1,311	1,555	3,155
Deferred tax	遞延稅項	230	735	790	1,765
Income tax expense	所得稅開支	636	2,046	2,345	4,920

Third Quarterly Results (Continued)

第三季度業績(續)

Notes to the Third Quarterly Results (Continued)

第三季度業績附註(續)

7. Earnings per share

7. 每股盈利

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

本公司擁有人應佔每股基本盈利按下列數據計算：

		Three months ended 30 September 截至9月30日止3個月 2016 (Unaudited) (未經審核)		Nine months ended 30 September 截至9月30日止9個月 2015 (Unaudited) (未經審核)	
Earnings	盈利				
Profit for the purpose of basic earnings per share (RMB'000)	用以計算每股基本盈利之溢利 (人民幣千元)	145	6,168	2,639	13,530
Number of shares	股份數目				
Weighted average number of ordinary shares for the purpose of basic earnings per share	用以計算每股基本盈利之普通股加權平均數	480,000,000	480,000,000	480,000,000	480,000,000

The calculation of the basic 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。

No diluted earnings per share is presented as there were no potential ordinary shares in issue during the nine months ended 30 September 2016 (2015: nil).

截至2016年9月30日止9個月並無潛在普通股發行，故並未呈列每股攤薄盈利(2015年：無)。

Management Discussion and Analysis 管理層討論與分析

Financial Review

For the Period, the Group is primarily engaged in the provision of online transaction services by facilitating transactions between online game operators and online game users and providing mobile top-up services to mobile subscribers. The Group acts as a transaction platform by allowing online game users to recharge their online game accounts with mobile top-up amount through cooperation between its self-developed Shenzhoufu system and online game operators in China. The Group uses the mobile top-up amount received from online game users to recharge their mobile accounts. This top-up procedure may also be performed by using mobile internet through the Shen Zhou Fu Card issued by the Group. Besides, the Group is also engaged in the distribution of online game products. Starting from the second quarter of 2015, the Group has also been providing technology development and technology services to external parties. Except for this, the business model and main activities of the Group were in line with those described in the 2015 annual report of the Company.

財務回顧

截至本期間，本集團運營的主要業務為透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。本集團透過運作其自主開發的神州付系統及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手機賬號充值，該充值過程亦可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。從2015年第二季度開始，本集團還對外提供技術開發和技術服務，除此外，本集團的業務模式及主要活動與本公司的2015年年報所述一致。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Revenue

For the Period, the Group recorded a revenue from operation of approximately RMB22,323,000, representing a decrease of RMB13,653,000 or 38.0% as compared to that of approximately RMB35,976,000 in the same period of 2015.

The decrease in revenue was mainly attributable to a decrease of the transaction volume of online transaction services. For the Period, there were 9,761,000 transactions of providing online transaction services to the online game operators through the Shenzhoufu system, which decreased by 9,839,000 transactions or 50.2% as compared to 19,599,000 transactions for the same period of 2015. The transaction amount during the Period was approximately RMB634,422,000, representing a decrease of RMB446,578,000 or 41.3% as compared to that of approximately RMB1,081,000,000 in 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 a few online game operators with relatively high transaction amount. The Group is actively identifying new game operators, so as to increase the transaction volume as soon as possible.

收入

於本期間內，本集團取得營業收入約人民幣22,323,000元，較2015年同期的營業收入約人民幣35,976,000元下降了人民幣13,653,000元或38.0%。

收入的下落主要由於網上交易服務業務的交易量下降。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9,761,000宗，較2015年同期的19,599,000宗下降了9,839,000宗或50.2%。本期間內的交易金額約為人民幣634,422,000元，較2015年同期的交易金額約人民幣1,081,000,000元下降了人民幣446,578,000元或41.3%。網上交易服務的交易量下降的主要原因為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。本集團正在積極拓展新的遊戲運營商，以盡快提升交易量。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

For the Period, 18,679,000 transactions of mobile top-up services were provided by the Group, which decreased by 8,973,000 transactions or 32.4% as compared to 27,652,000 transactions in the same period of 2015. The transaction amount was approximately RMB1,412,000,000, representing a decrease of RMB730,000,000 or 34.1% as compared to that of approximately RMB2,142,000,000 for the same period of 2015. Due to the decrease in transaction volume of online transaction services, the transaction volume of mobile top-up services also declined.

As the decrease in transaction volume of the business of online transaction services was faster, the Group was required to directly purchase more mobile top-up cards from telecommunication operators or their distributors to fulfil the top-up demand. For the Period, the average discount on the mobile cards purchased externally was 0.75%, representing a decrease of 0.09% as compared to that of 0.84% for the same period of 2015. Meanwhile, the average discount of mobile top-up services of the Group also decreased from 0.64% in the same period of 2015 to 0.51% during the Period, which made up the loss from the decrease in transaction volume to a certain extent.

For the Period, the transaction amount from distributing online game products of the Group was approximately RMB716,347,000 and the revenue from such operations was approximately RMB6,019,000, representing an increase of RMB546,996,000 or 323.0% in transaction amount as compared to that of RMB169,351,000 for the same period of 2015 and an increase of RMB2,925,000 or 94.5% in revenue as compared to that of RMB3,094,000 for the same period of 2015.

For the Period, the Group has provided information technology service and business of technology development to the public, and entered into cooperation agreements with several companies, and derived a revenue of approximately RMB401,000.

於本期間內，本集團話費充值服務的交易筆數為18,679,000宗，較2015年同期的27,652,000宗下降了8,973,000宗或32.4%。交易金額約人民幣1,412,000,000元，較2015年同期交易金額約人民幣2,142,000,000元下降了人民幣730,000,000元或34.1%。由於網上交易服務交易量的下降，話費充值服務的交易量也有所下降。

由於網上交易服務的交易量的下降速度較快，本集團需要直接向電信運營商或其分銷商採購更多的話費充值卡來滿足需求。於本期間內，外購話費充值卡的平均折扣為0.75%，而2015年同期折扣為0.84%，降幅為0.09%，與此同時，本集團話費充值服務的平均折扣也有所下降，以2015年同期的0.64%下降到本期間內的0.51%，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716,347,000元，對應取得的收入約為人民幣6,019,000元，較2015年同期的交易金額人民幣169,351,000元增加人民幣546,996,000元或323.0%，較2015年同期的收入人民幣3,094,000元增加人民幣2,925,000元或94.5%。

於本期間內，本集團對外承接技術服務及技術開發的業務，已與幾家公司簽署了合作協議，從中取得約人民幣401,000元的收入。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Cost of revenue

For the Period, the cost of revenue of the Group was approximately RMB4,593,000, decreased by approximately RMB1,483,000 or 24.4% as compared with approximately RMB6,076,000 in the same period of 2015.

The decline of the cost of revenue was mainly attributable to the decrease in transaction volume of online transaction services business and the corresponding decrease in system maintenance cost. On the other hand, as a part of the cost control measure, the Company changed into self-maintenance during the Period, which also significantly reduced the maintenance cost.

Gross profit

For the Period, the Group realized gross profit of approximately RMB17,730,000, representing a decrease of RMB12,170,000 or 40.7% as compared with approximately RMB29,900,000 in the same period of 2015.

Selling and distribution expenses

For the Period, the selling and distribution expenses of the Group were approximately RMB2,944,000, representing an increase of RMB560,000 or 23.5% as compared to approximately RMB2,384,000 in the same period of 2015.

Administrative expenses

For the Period, the administrative expenses of the Group were approximately RMB12,622,000, representing an increase of RMB1,914,000 or 17.9% as compared to approximately RMB10,708,000 in the same period of 2015.

收入成本

於本期間內，本集團的收入成本約為人民幣4,593,000元，較2015年同期約人民幣6,076,000元下降了約人民幣1,483,000元或24.4%。

收入成本下降的主要原因是網上交易服務業務的交易量下降，而相應的系統維護成本也有所下降。另一方面，作為成本控制措施的一部分，於本期間內，本公司改為自行維護，也大大降低了維護成本。

毛利

於本期間內，本集團實現毛利約為人民幣17,730,000元，較2015年同期的毛利約人民幣29,900,000元下降了人民幣12,170,000元或40.7%。

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2,944,000元，較2015年同期的約人民幣2,384,000元上升了人民幣560,000元或23.5%。

行政開支

於本期間內，本集團的行政開支約為人民幣12,622,000元，較2015年同期的約人民幣10,708,000元增加了人民幣1,914,000元或17.9%。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Profit before income tax expense

For the Period, the profit before income tax expense of the Group was approximately RMB3,260,000, representing a decrease of approximately RMB14,732,000 or 81.9% as compared with RMB17,992,000 in the same period of 2015. Such decline in profit before income tax expense for the Period was mainly due to the decrease in revenue and the increase in administrative expenses and selling and distribution expenses.

Income tax expenses

For the Period, the income tax expenses of the Group were approximately RMB2,345,000, with the effective tax rate of 71.9%. For the same period of 2015, the income tax expenses of the Group were approximately RMB4,920,000, with the effective tax rate of 27.3%. The relatively high income tax rate during the Period was mainly due to the losses of a few subsidiaries of the Company recorded for the Period. In 2016, Shenzhoufu (Beijing) Software Technology Co., Ltd., a subsidiary of the Group, became a qualified national hi-tech enterprise, of which the applicable PRC enterprise income tax rate is 15%.

Profit and total comprehensive income for the Period

For the Period, the profit and total comprehensive income of the Group was approximately RMB915,000, with a decrease of RMB12,157,000 or 93.0% as compared with that of approximately RMB13,072,000 in the same period of 2015.

除所得稅開支前溢利

於本期間內，本集團除所得稅開支前溢利約為人民幣3,260,000元，較2015年同期的人民幣17,992,000元下降了約人民幣14,732,000元或81.9%。本期間內除所得稅開支前溢利的下降主要由於收入的下降及行政開支和銷售及分銷開支的增加。

所得稅開支

於本期間內，本集團的所得稅開支約為人民幣2,345,000元，實際稅率為71.9%，2015年同期的所得稅開支約為人民幣4,920,000元，實際稅率為27.3%。本期間內所得稅率偏高主要由於本公司幾家附屬公司於本期間內取得虧損所致。2016年本集團附屬公司神州付(北京)軟件技術有限公司作為符合資格的國家高新技術企業，其適用的中國企業所得稅稅率為15%。

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915,000元，較2015年同期的約為人民幣13,072,000元下降人民幣12,157,000元或93.0%。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Investment

During the Period, Beijing Tianjijilian Technology Co., Ltd., a subsidiary of the Group, made an investment of RMB1,000,000 in Jinshi Lubao Equity Investment Fund (錦石律寶股權投資基金), representing 3.33% of its shareholding interest. Prajna Technology Limited (“Prajna”), a wholly owned subsidiary of the Company, made an investment of RMB13,311,000 in Goopal Group, representing 3.52% of its shareholding interest.

Dividend

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

Event After Reporting Period

On 31 October 2016, Prajna and other sellers entered into a sale and purchase agreement with Credit China FinTech Holdings Limited (“Credit China”) and the purchaser (which is a wholly-owned subsidiary of Credit China), pursuant to which Prajna will dispose their approximately 11.62% equity interests in Leyu Limited (“Leyu”), and Beijing Tianjijilian Technology Co. Ltd., a wholly owned subsidiary of the Company, will dispose approximately 11.62% and 14.03% equity interests in Beijing Zhangzhong Technology Limited and Beijing Zhangzhong Wealth Management Limited respectively, for an aggregate consideration of approximately RMB193,681,000 of which 40% will be settled by cash and the remaining 60% will be satisfied by Credit China issuing its consideration shares (the “Sale and Purchase Agreement”). Pursuant to Rule 20.18(1) of the GEM Listing Rules, the purchaser is deemed as a connected person of the Company in respect of the Sale and Purchase Agreement. Leyu and its subsidiaries and consolidated affiliated entities are principally online consumer finance marketplaces, connecting investors and individual borrowers from a variety of channels to facilitate loans through mobile applications. Please refer to the Company’s announcement dated 31 October 2016 for further details.

投資

於本期間內，本集團附屬公司北京天機移聯科技有限公司對錦石律寶股權投資基金投資人民幣1,000,000元，佔其持股比例3.33%，本公司全資附屬公司Prajna Technology Limited (「Prajna」)對Goopal Group投資人民幣13,311,000元，佔其持股比例3.52%。

股息

董事會不就本期間宣派任何股息 (2015：無)。

報告期後事項

於2016年10月31日，Prajna及其他賣方與中國信貸科技控股有限公司(「中國信貸」)及買方(中國信貸之全資附屬公司)訂立一份買賣協議，其中Prajna將出售其於Leyu Limited(「Leyu」)之約11.62%權益，以及本公司全資附屬公司北京天機移聯科技有限公司將出售其分別於北京掌眾科技有限公司和北京掌眾財富資產管理有限公司之約11.62%和14.03%權益，合共代價約為人民幣193,681,000元，其中40%將以現金支付，而餘下60%將由中國信貸透過發行其代價股份之方式支付(「買賣協議」)。根據創業板上市規則第20.18(1)條，買方就買賣協議被視為本公司之關連人士。Leyu及其附屬公司及合併聯屬實體主要為一個在線消費金融市場，透過移動应用程序連接投資者與個別借款人，以多種渠道促成貸款。進一步詳情請參閱本公司日期為2016年10月31日之公告。

Corporate Governance and Other Information

企業管治及其他資料

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

As at 30 September 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 and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered in the register 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9月30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（「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 and chief executive	Capacity/Nature of interests	Number of issued Shares held 所持已發行股份數目	Approximate percentage of the issued Shares ^(Note 3) 佔已發行股份概約百分比 ^(附註3)
董事及主要行政人員姓名	身份／權益性質		
Wei Zhonghua ("Mr. Wei") 魏中華（「魏先生」）	Interest of a controlled corporation ^(Note 1) 受控制法團的權益 ^(附註1)	125,588,306	26.16%
Sun Jiangtao ("Mr. Sun") 孫江濤（「孫先生」）	Interest of a controlled corporation ^(Note 2) 受控制法團的權益 ^(附註2)	120,724,594	25.15%
Tang Bin 唐斌	Beneficial owner 實益擁有人	588,000	0.12%

Corporate Governance and Other Information (Continued) 企業管治及其他資料(續)

Notes:

1. Details of the interest in the Company held by Mr. Wei, the chairman of the Board (the "Chairman") and a non-executive Director, through Swift Well Limited ("Swift Well") 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 Mr. Sun, an executive Director and the chief executive officer of the Company (the "CEO"), through Data King Limited ("Data King") are set out in the section headed "Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares" below.
3. The percentage of shareholding was calculated based on the Company's total issued Shares of 480,000,000 Shares as at 30 September 2016.

Save as disclosed above, as at 30 September 2016, none of the Directors nor 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 (within the meaning of Part XV of the SFO) 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 Rules 5.46 to 5.67 of the GEM Listing Rules.

附註：

1. 董事會主席(「主席」)及非執行董事魏先生透過Swift Well Limited(「Swift Well」)持有本公司權益，有關詳情載於下文「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. 執行董事兼本公司行政總裁(「行政總裁」)孫先生透過Data King Limited(「Data King」)持有本公司權益，有關詳情載於下文「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. 控股百分比乃基於本公司於2016年9月30日已發行股份總數為480,000,000股股份計算所得。

除上文披露者外，於2016年9月30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(定義見證券期貨條例第XV部)的股份、相關股份及債券中擁有根據證券及期貨條例第352條須存置之登記冊內登記或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之權益或淡倉。

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares

主要股東及其他人士於股份及相關股份之權益及淡倉

As at 30 September 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9月30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條須存置的登記冊所記錄，於股份及相關股份中擁有5%或以上權益之公司或人士(本公司董事或主要行政人員除外)的資料如下：

Name of shareholders	Capacity/Nature of interests	Number of issued Shares held	Approximate percentage of issued Shares ^(Note 7)
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 ^(附註7)
SWIFT WELL	Beneficial owner ^(Note 1) 實益擁有人 ^(附註1)	125,588,306	26.16%
DATA KING	Beneficial owner ^(Note 2) 實益擁有人 ^(附註2)	120,724,594	25.15%
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 controlled corporations ^(Note 3) 受控制法團的權益 ^(附註3)	87,757,200	18.28%

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

Name of shareholders	Capacity/Nature of interests	Number of issued Shares held	Approximate percentage of issued Shares ^(Note 7)
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 ^(附註7)
Ho Chising	Interest of controlled corporations ^(Note 4) 受控制法團的權益 ^(附註4)	87,757,200	18.28%
Zhou Quan 周全	Interest of controlled corporations ^(Note 5) 受控制法團的權益 ^(附註5)	87,757,200	18.28%
VENTECH CHINA II SICAR ("VENTECH")	Beneficial owner ^(Note 6) 實益擁有人 ^(附註6)	26,409,900	5.50%

Notes:

- SWIFT WELL is owned as to 95% by Mr. Wei, the Chairman and a non-executive Director, and 5% by Mr. Wei Chunming respectively. Under the SFO, Mr. Wei is deemed to be interested in all the Shares held by SWIFT WELL.
- DATA KING is wholly owned by Mr. Sun, an executive Director and the CEO. Under the SFO, Mr. Sun is deemed to be interested in all the Shares held by DATA KING.

附註：

- SWIFT WELL 分別由主席及非執行董事魏先生及魏春明先生擁有95%及5%權益。根據證券及期貨條例，魏先生被視為於SWIFT WELL所持全部股份中擁有權益。
- DATA KING 由執行董事及行政總裁孫先生全資擁有。根據證券及期貨條例，孫江濤先生被視為於DATA KING所持全部股份中擁有權益。

Corporate Governance and Other Information (Continued) 企業管治及其他資料 (續)

- 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 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.
- 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，擁有81,122,700股股份。其普通合夥人為IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.，而IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.的普通合夥人為IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.，IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.為IDG CHINA INVESTORS II L.P.的普通合夥人，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。
- Ho Chising is a controlling shareholder who is holding 50% of equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested.
- Ho Chising 為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股權的控股股東。彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.擁有的全部股份中擁有權益。
- Zhou Quan is the other controlling shareholder who is holding 50% of equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested.
- 周全為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股權的另一位控股股東。彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.擁有的全部股份中擁有權益。
- The general partner of 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 held by VENTECH.
- 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持有的全部股份中擁有權益。
- The percentage of shareholding was calculated based on the Company's total issued Shares of 480,000,000 Shares as at 30 September 2016.
- 持股百分比乃根據本公司於2016年9月30日已發行股份總數480,000,000股股份計算得出。

Corporate Governance and Other Information (Continued) 企業管治及其他資料(續)

Save as disclosed above, as at 30 September 2016, so far as it was known by or otherwise notified to the Directors and the chief executive of the Company, no other corporation or person (other than a Director or the chief executive of the Company) had interests or short positions in the Shares and the underlying Shares as recorded in the register required to be kept under section 336 of the SFO.

除上文所披露外，就本公司董事或主要行政人員所知或所獲悉，於2016年9月30日，概無其他公司或人士(本公司董事或主要行政人員除外)於股份及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。

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.

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。

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

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

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

Corporate Governance and Other Information (Continued) 企業管治及其他資料(續)

- (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.

During the Period, no Share Options were granted, exercised or cancelled or lapsed under the Share Option Scheme and no Share Options were outstanding as at 30 September 2016.

Non-Competition Undertakings

As disclosed in the Company's prospectus dated 27 November 2013 (the "Prospectus"), the Company entered into a deed of non-competition with Mr. Wei, Mr. Sun, Swift Well and Data King (the "Controlling Shareholders") on 9 November 2013 regarding the non-competition undertakings given by each of the Controlling Shareholders in favour of the Company (for itself or as trustee for its subsidiaries) (the "Non-Competition Undertakings"). 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 independent non-executive Directors ("INEDs") have reviewed the compliance during the Period 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 close associates (as defined in the GEM Listing Rules) have engaged in any business that competes or may compete with the business of the Group or have any other conflict of interests with the Group.

- (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。

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9月30日尚未行使。

不競爭承諾

誠如本公司日期為2013年11月27日的招股章程(「招股章程」)所披露，於2013年11月9日，本公司與魏先生、孫先生、Swift Well以及Data King(「控股股東」)就若干控股股東以本公司(為其本身或作為受託人為其附屬公司)之利益提供之不競爭承諾訂立了一份不競爭契約(「不競爭承諾」)。不競爭承諾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(「獨立非執行董事」)對各控股股東於本期間內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)，結論為各控股股東確認彼等或彼等各自緊密聯繫人(定義見創業版上市規則)概無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。

Corporate Governance and Other Information (Continued) 企業管治及其他資料(續)

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

During the Period, save as disclosed in the section headed “Non-Competition Undertakings” above, none of the Directors, Controlling Shareholders and their respective close associates (as defined in the GEM Listing Rules) were considered to have interests in a business which competed or was likely to compete, either directly or indirectly, with the business of the Group and any other conflicts of interest, as required to be disclosed under Rule 11.04 of the GEM Listing Rules.

董事、控股股東及彼等各自緊密聯繫人於競爭業務之權益

本期間內，除於上文「不競爭承諾」一節所披露外，概無董事、控股股東及彼等各自緊密聯繫人(定義見創業板上市規則)被視為於直接或間接與本集團業務有競爭或可能有競爭以及存在任何利益沖突之業務擁有權益，並須根據創業板上市規則第11.04條披露。

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.

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。

Corporate Governance and Other Information (Continued) 企業管治及其他資料(續)

During the Period, the Company had applied the principles and complied with all the code provisions of the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules except the deviation set out below:

Code Provision E.1.2

The Chairman should attend the annual general meeting. He should also invite the chairmen of the Audit Committee, the Nomination Committee and the Remuneration Committee to attend. However, Mr. Wei, the Chairman, was unable to attend the annual general meeting of the Company held on 24 June 2016 (the “2016 AGM”) due to other business engagements. In the absence of the Chairman, Mr. Sun, an executive Director and the CEO, took the chair of the 2016 AGM in accordance with the articles of association of the Company to ensure effective communication with the Shareholders.

Compliance with Code of Conduct for Dealings in Securities by Directors

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

Following 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.

本期間內，本公司已採用並遵守創業板上市規則附錄十五所載企業管治守則的原則及所有守則條文，惟以下載列者除外：

守則條文第E.1.2條

主席須出席股東週年大會。彼亦須邀請審核委員會、提名委員會及薪酬委員會主席出席大會。然而，主席魏先生由於須處理其他事務，未能出席本公司於2016年6月24日舉行的股東週年大會（「2016年股東週年大會」）。由於主席缺席，根據本公司組織章程細則規定，執行董事及行政總裁孫先生擔任2016年股東週年大會主席，以確保能與股東有效溝通。

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條所載交易必守標準（「交易必守標準」），作為董事進行本公司證券交易的行為守則。

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

Corporate Governance and Other Information (Continued) 企業管治及其他資料(續)

Compliance Adviser's Interests

As notified by the Company's compliance adviser, Lego Corporate Finance Limited, except for the compliance adviser agreement entered into between the Company and the compliance adviser and becoming effective on 19 January 2016, neither the compliance adviser nor its directors, employees or close associates had any interests in relation to the Company or any member of the Group (including interest in the securities of the Company or any member of the Group, and options or rights to subscribe for such securities) during the Period, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

Purchase, Sale or Redemption of Listed Securities of the Company

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

合規顧問的權益

據本公司合規顧問力高企業融資有限公司所告知，除本公司與合規顧問訂立並於2016年1月19日生效的合規顧問協議外，合規顧問或其董事、僱員或緊密聯繫人概無於本期間於本公司或本集團任何成員公司(包括於本公司或本集團任何成員公司的證券的權益，及認購有關證券的選擇權或權利)根據創業板上市規則第6A.32條擁有須知會本公司的任何權益。

購買、出售或贖回本公司之上市證券

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

Corporate Governance and Other Information (Continued) 企業管治及其他資料 (續)

Audit Committee's Review

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

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

Hong Kong, 10 November 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 Jianguang and Mr. Lan Xi, and the INEDs are Mr. Hou Dong, Mr. He Qinghua and Mr. Yang Haoran.

審核委員會之審閱

本公司審核委員會(「審核會」)由三名成員組成，包括兩名獨立非執行董事何慶華先生(「何先生」)及侯東先生，以及主席魏先生。何先生為審核會主席。審核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。審核會認為，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11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