

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

2017

Third Quarterly Report

第三季度業績報告

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE” AND THE “GEM”, RESPECTIVELY)

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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 (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創業板(分別為「聯交所」及「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所然，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。

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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 RMB14,104,000, representing a decrease of RMB8,219,000 or 36.8% as compared with the corresponding period of 2016.
- For the Period, the gross profit of the Group was approximately RMB6,854,000, representing a decrease of RMB10,876,000 or 61.3% over the corresponding period of 2016. Gross profit margin decreased from 79.4% for the corresponding period of 2016 to 48.6% for the Period.
- For the Period, the profit before income tax of the Group was approximately RMB10,431,000, representing an increase of RMB7,171,000 or 220.0% as compared with the corresponding period of 2016.
- For the Period, the profit of the Group was approximately RMB11,898,000, representing an increase of RMB10,983,000 or 1,200.3% as compared with the corresponding period of 2016.
- As at 30 September 2017, the cash and cash equivalents of the Group were approximately RMB120,035,000 (31 December 2016: RMB164,808,000), with the current ratio of 2.27 (31 December 2016: 2.24).
- For the Period, the earnings per share of the Group was approximately RMB3.06 cents, representing an increase of RMB2.51 cents or 456.4% as compared to that of RMB0.55 cent of the corresponding period of 2016.
- The Board (as defined below) does not declare the payment of any dividend for the Period (2016: 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14,104,000元, 較2016年同期下降人民幣8,219,000元或36.8%。
- 本集團截至本期間取得的毛利約為人民幣6,854,000元, 較2016年同期下降人民幣10,876,000元或61.3%。毛利率從2016年同期的79.4%下降至本期間的48.6%。
- 截至本期間, 本集團除所得稅前溢利約為人民幣10,431,000元, 較2016年同期上升人民幣7,171,000元或220.0%。
- 截至本期間, 本集團的溢利約為人民幣11,898,000元, 較2016年同期上升人民幣10,983,000元或1,200.3%。
- 於2017年9月30日, 本集團的現金及現金等價物約為人民幣120,035,000元(2016年12月31日: 人民幣164,808,000元), 流動比率為2.27(2016年12月31日: 2.24)。
- 截至本期間, 本集團每股盈利約為人民幣3.06分, 較2016年同期每股盈利人民幣0.55分增加人民幣2.51分或456.4%。
- 董事會(定義見下文)不就截至本期間宣派任何股息(2016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 2017 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2017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 2017

未經審核簡明綜合全面收益表

截至2017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	
		2017 (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	2017 (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
Revenue	4	5,397	7,732	14,104	22,323
Cost of revenue		(2,292)	(2,086)	(7,250)	(4,593)
Gross profit		3,105	5,646	6,854	17,730
Other income and gains	4	20,605	239	25,845	547
Losses/profit on fair value change of short-term investment		—	(86)	—	549
Selling and distribution expenses		(760)	(1,317)	(1,818)	(2,944)
Administrative expenses		(8,705)	(4,324)	(20,448)	(12,622)
Profit before income tax expense	5	14,245	158	10,431	3,260
Income tax credit/(expense)	6	1,520	(636)	1,467	(2,345)
(Loss)/profit for the period		15,765	(478)	11,898	915
Other comprehensive income					
Items that may be reclassified subsequently to profit or loss:					
Change in fair value of available-for-sale financial assets		3,872	—	16,523	—
Disposal of available-for-sale financial assets		(25,800)	—	(25,800)	—
Other comprehensive income for the period		(21,928)	—	(9,277)	—
Total comprehensive income for the period		(6,163)	(478)	2,621	915
(Loss)/profit for the period attributable to:					
Owners of the Company		17,250	145	14,702	2,639
Non-controlling interests		(1,485)	(623)	(2,804)	(1,724)
		15,765	(478)	11,898	915
Total comprehensive income for the period attributable to:					
Owners of the Company		(4,678)	145	5,425	2,639
Non-controlling interests		(1,485)	(623)	(2,804)	(1,724)
		(6,163)	(478)	2,621	915
Earnings per share (RMB cent)					
Basic		3.59	0.03	3.06	0.55

Third Quarterly Results (Continued)

第三季度業績 (續)

Unaudited Condensed Consolidated Statement of Financial Position

As at 30 September 2017

未經審核簡明綜合財務狀況表

於2017年9月30日

		As at 30 September 2017 於2017年 9月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	As at 31 December 2016 於2016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	1,439	1,505
Intangible assets	無形資產	2,732	3,002
Available-for-sale financial assets	可供出售金融資產	118,731	174,186
Long-term prepayments	長期預付款	4,700	2,600
Total non-current assets	非流動資產總額	127,602	181,293
Current assets	流動資產		
Trade receivables	貿易應收款項	467	8,685
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	186,672	72,481
Inventories	存貨	9,931	19,932
Amounts due from related companies	應收關連公司款項	—	484
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	—	2,379
Pledged bank deposits	已抵押銀行存款	49,445	—
Cash and cash equivalents	現金及現金等價物	120,035	164,808
Total current assets	總流動資產	366,550	268,769
Liabilities	負債		
Current liabilities	流動負債		
Trade payables	貿易應付款項	8,746	89,708
Other payables and accruals	其他應付款項及應計費用	108,045	10,714
Borrowing	借款	45,000	—
Current tax liabilities	即期稅務負債	—	19,437
Total current liabilities	流動負債總額	161,791	119,859
Net current assets	流動資產淨值	204,759	148,910
Total assets less current liabilities	總資產減流動負債	332,361	330,203
Non-current liabilities	非流動負債		
Deferred tax liabilities	遞延稅務負債	8,035	8,498
Total non-current liabilities	非流動負債總額	8,035	8,498
NET ASSETS	資產淨值	324,326	321,705
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	312,904	307,479
Non-controlling interests	非控股權益	315,845	310,420
		8,481	11,285
TOTAL EQUITY	總權益	324,326	321,705

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 2017

未經審核簡明綜合權益變動表

截至2017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	Investment Re-valuation 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	投資重估儲備	保留盈利	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 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/(loss) and total comprehensive income for the period	期內溢利/(虧損)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
At 1 January 2017	於2017年1月1日	2,941	47,899	1,371	17,110	34,717	206,382	310,420	11,285	321,705
Profit/(loss) for the period	本期溢利/(虧損)	—	—	—	—	—	14,702	14,702	(2,804)	11,898
Change in fair value of available-for-sale financial assets	可供出售金融資產的公允價值變動	—	—	—	—	16,523	—	16,523	—	16,523
Disposal of available-for-sale financial assets	出售可供出售金融資產	—	—	—	—	(25,800)	—	(25,800)	—	(25,800)
Total comprehensive income	全面收益總額	—	—	—	—	(9,277)	14,702	5,425	(2,804)	2,621
At 30 September 2017	於2017年9月30日	2,941	47,899	1,371	17,110	25,440	221,084	315,845	8,481	324,326

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 issued 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 condensed consolidated financial statements of the Group for the nine months ended 30 September 2017 (the "Period" and the "Third Quarterly Financial Statements", respectively) have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards and their 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 Third Quarterly 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。本公司已發行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2017年9月30日止9個月未經審核簡明綜合財務報表(分別為「本期間」及「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」)、香港會計準則及其詮釋及香港公司條例之披露規定編製。此外,第三季度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)

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 were in accordance with the annual consolidated financial statements for the year ended 31 December 2016, except the first-time adoption of new and amended HKFRSs, their 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.

第三季度業績附註(續)

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2016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布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	
		2017	2016	2017	2016
		(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	1,627	7,730	10,334	21,920
Income from technology development and technology services	技術開發及技術服務收入	3,770	—	3,770	401
Operation of the Game Review Website	運營遊戲點評網	—	2	—	2
		5,397	7,732	14,104	22,323
Other income and gains:	其他收入及收益：				
Interest income	利息收入	145	239	251	509
Government grants	政府補貼	—	—	72	38
Others	其他	20,460	—	25,522	—
		20,605	239	25,845	547

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 was 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 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	
	2017 (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	2017 (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
Depreciation of property, plant and equipment 物業、廠房及設備折舊	120	155	360	442
Amortisation of intangible assets 無形資產攤銷	77	75	231	220
Minimum lease payments under operating leases for buildings 樓宇經營租賃的最低租金	238	209	558	549
Development costs (note (a)) 開發成本(附註(a))	2,207	1,808	5,173	3,670
Employee benefit expenses (including Directors' remuneration) 僱員福利開支(包括董事薪酬)	4,442	3,479	10,717	7,500
Wages and salaries 工資及薪金	4,442	3,479	10,717	7,500
Pension scheme contributions 退休計劃供款	435	386	1,184	948

Note:

- (a) Development costs mainly comprised staff costs of approximately RMB5,173,000 for the Period (2016: RMB3,567,000), which was also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the Period (2016: nil).

附註：

- (a) 開發成本主要包括員工成本，本期間員工成本約為人民幣5,173,000元(2016年：人民幣3,567,000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(2016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 (credit)/expense

6. 所得稅(抵免)/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	截至9月30日止9個月	2016
		2017	(Unaudited)	2017	(Unaudited)
		(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
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	(1,274)	406	(1,044)	1,555
Deferred tax	遞延稅項	(246)	230	(423)	790
Income tax (credit)/ expense	所得稅(抵免)/ 開支	(1,520)	636	(1,467)	2,345

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

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

7. 每股盈利

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		Nine months ended 30 September 截至9月30日止9個月	
		2017	2016	2017	2016
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(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)	17,250	145	14,702	2,639
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 relevant group reorganisation and capitalisation issue have been effected on 1 January 2013.

No diluted earnings per share is presented as there were no potential ordinary shares in issue during the Period (2016: nil).

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有關集團重組及資本化發行已經於2013年1月1日生效。

截至本期間並無潛在普通股發行，故並未呈列每股攤薄盈利(2016年：無)。

Financial Review

For the Period, the Group was 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. 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 co-operating 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 could also be realized by using Shen Zhou Fu Card issued by the Group on the internet. Besides, the Group is also engaged in the distribution of online game products and the provision of technical services.

財務回顧

截至本期間，本集團運營的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，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提供技術服務。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Revenue

For the Period, the Group recorded revenue from operation of approximately RMB14,104,000, representing a decrease of RMB8,219,000 or 36.8% as compared to that of approximately RMB22,323,000 for the same period of 2016. The decline in revenue was attributable to the downturn in both online top-up service and gaming business for the Period.

The transaction volume of online transaction services decreased during the Period. For the Period, there were 2,854,000 transactions of providing online transaction services to the online game operators through the Shenzhoufu System, decreased by 6,907,000 transactions or 70.8% as compared to 9,761,000 transactions for the same period of 2016. The transaction amount during the Period was approximately RMB185,000,000, representing a decrease of RMB449,000,000 or 70.8% as compared to that of approximately RMB634,000,000 for the same period of 2016. The decrease in the transaction volume of online transaction services was mainly due to the continuous decline of the transaction volume from a few online game operators with relatively high transaction volume. 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14,104,000元，較2016年同期的營業收入約人民幣22,323,000元下降了人民幣8,219,000元或36.8%。收入的下降是由於本期間內網上充值服務和遊戲業務的下降導致的。

在本期間內，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2,854,000宗，較2016年同期的9,761,000宗下降了6,907,000宗或70.8%。本期間內的交易金額約為人民幣185,000,000元，較2016年同期的交易金額約人民幣634,000,000元下降了人民幣449,000,000元或70.8%。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, 4,781,000 transactions of mobile top-up services were provided by the Group, decreased by 13,898,000 transactions or 74.4% as compared to 18,679,000 transactions for the same period of 2016. The transaction amount was approximately RMB356,000,000, representing a decrease of RMB1,056,000,000 or 74.8% as compared to that of approximately RMB1,412,000,000 for the same period of 2016.

As the transaction volume of the business of online transaction services decreased faster than the transaction volume of mobile top-up services, the Group had to purchase more mobile top-up cards directly from telecommunication operators or its distributors to meet the demand. During the Period, the average discount of the mobile cards purchased externally was 0.58%, representing a decrease of 0.17% as compared to that of 0.75% for the same period of 2016. Meanwhile, the average discount of mobile top-up services of the Group also increased from 0.51% for the same period of 2016 to 0.77% during the Period.

For the Period, the transaction amount from distributing online game products of the Group was approximately RMB579,487,000 and the revenue from such operations was approximately RMB5,998,000, representing a decrease of RMB136,860,000 or 19.1% in transaction amount as compared to that of RMB716,347,000 for the same period of 2016 and a decrease of RMB21,000 or 0.3% in revenue as compared to that of RMB6,019,000 for the same period of 2016.

For the Period, the Group generated income of approximately RMB3,770,000 from providing external technical services, while the income from technical services for the same period of 2016 was approximately RMB401,000.

於本期間內，本集團話費充值服務的交易筆數為4,781,000宗，較2016年同期的18,679,000宗下降了13,898,000宗或74.4%。交易金額約人民幣356,000,000元，較2016年同期交易金額約人民幣1,412,000,000元下降了人民幣1,056,000,000元或74.8%。

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0.58%，而2016年同期折扣為0.75%，降幅為0.17%，與此同時，本集團話費充值服務的平均折扣也有所上升，以2016年同期的0.51%上升到本期間內的0.77%。

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579,487,000元，對應取得的收入約為人民幣5,998,000元，較2016年同期的交易金額人民幣716,347,000元減少人民幣136,860,000元或19.1%，較2016年同期的收入人民幣6,019,000元減少人民幣21,000元或0.3%。

於本期間內，本集團對外提供技術服務產生的收入約為人民幣3,770,000元，而2016年同期的技術服務收入約為人民幣401,000元。

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 RMB7,250,000, increased by approximately RMB2,657,000 or 57.8% as compared with approximately RMB4,593,000 for the same period of 2016. The increase in cost of revenue for the Period was due to the extensive development of the technical services business for the Period, which is a business of relatively higher cost.

Gross profit

During the Period, the Group realized a gross profit of approximately RMB6,854,000, representing a decrease of RMB10,876,000 or 61.3% as compared with approximately RMB17,730,000 for the same period of 2016 owing to the decline in revenue and the increase in cost of revenue.

Selling and distribution expenses

For the Period, the selling and distribution expenses of the Group were approximately RMB1,818,000, representing a decrease of RMB1,126,000 or 38.2% as compared to approximately RMB2,944,000 for the same period of 2016. The decrease in selling and distribution expenses was mainly due to the relative stable operating model of the Group, thus leading to the decrease in related expenses.

Administrative expenses

For the Period, the administrative expenses of the Group were approximately RMB20,448,000, representing an increase of RMB7,826,000 or 62.0% as compared to approximately RMB12,622,000 for the same period of 2016. The increase in administrative expenses for the Period was due to the relatively higher salary costs and administration expenses incurred by the Company on active expansion of new business.

收入成本

於本期間內，本集團的收入成本約為人民幣7,250,000元，較2016年同期約人民幣4,593,000元上升了約人民幣2,657,000元或57.8%。本期間內收入成本上升的原因是本期間內大量開展技術服務業務，而該業務是成本比較高的業務。

毛利

於本期間內，本集團實現毛利約為人民幣6,854,000元，較2016年同期的毛利約人民幣17,730,000元下降了人民幣10,876,000元或61.3%，是由於收入下降及收入成本增加所致。

銷售及分銷開支

於本期間內，本集團的銷售及分銷開支約為人民幣1,818,000元，較2016年同期的約人民幣2,944,000元下降了人民幣1,126,000元或38.2%。銷售及分銷開支的減少主要是由於目前本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20,448,000元，較2016年同期的約人民幣12,622,000元上升了人民幣7,826,000元或62.0%。本期間行政開支的增加是因為本公司努力拓展新業務所帶來較高的人工成本和行政開支所致。

Profit before income tax expense

For the Period, the profit before income tax expense of the Group was approximately RMB10,431,000, representing an increase of approximately RMB7,171,000 or 220.0% as compared with RMB3,260,000 for the same period of 2016. Such significant surge in profit before income tax expense for the Period was mainly due to the investment income derived from the disposal of available-for-sale financial assets.

Income tax expenses

For the Period, the income tax credit of the Group was approximately RMB1,467,000, with the effective tax rate of -14.1%. For the same period of 2016, the income tax expenses of the Group were approximately RMB2,345,000, with the effective tax rate of 71.9%. The negative effective tax rate during the Period was due to the reduction in the balance of deferred tax resulted from the loss for the Period and the refund of income tax for the Period. In 2017, Shenzhoufu (Beijing) Software Technology Co., Ltd., a subsidiary of the Company, became a qualified national hi-tech enterprise, of which the applicable PRC enterprise income tax rate was 15%.

Profit for the Period

For the Period, the profit after income tax of the Group was approximately RMB11,898,000, with an increase of RMB10,983,000 or 1,200.3% as compared with that of approximately RMB915,000 for the same period of 2016.

Dividend

The Board does not declare the payment of any dividend for the Period (2016: nil).

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10,431,000元，較2016年同期的人民幣3,260,000元上升了約人民幣7,171,000元或220.0%。本期間內除所得稅開支前溢利的大幅上升主要是由於出售可供出售金融資產帶來的投資收益所致。

所得稅開支

於本期間內，本集團的所得稅抵免約為人民幣1,467,000元，實際稅率為-14.1%，2016年同期的所得稅開支約為人民幣2,345,000元，實際稅率為71.9%。實際稅率於本期間內為負的原因是本期間內的虧損導致的遞延稅項餘額的減少以及本期間內獲退還所得稅款項。2017年本公司附屬公司神州付(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

於本期間內，本集團的除所得稅後溢利約為人民幣11,898,000元，較2016年同期的約為人民幣915,000元上升人民幣10,983,000元或1,200.3%。

股息

董事會不就本期間宣派任何股息(2016年：無)。

Significant Event After Reporting Period

On 20 October 2017, 新疆九域數字創業投資有限公司 (Xinjiang Nine Domain Digital Venture Capital Limited*), an indirect wholly-owned subsidiary of the Company (the "Purchaser"), and Mr. Sun Lei, an independent third party (the "Vendor") entered into a sale and purchase agreement, pursuant to which the Vendor conditionally agreed to sell, and the Purchaser conditionally agreed to acquire, approximately a 5.2% equity interest in 珠海三木科技股份有限公司 (Zhuhai Sanmu Technology Co., Ltd*), a company incorporated in the PRC, the issued shares of which are listed on the National Equities Exchange and Quotations in the PRC (stock code: 831766) at a cash consideration of approximately RMB15,000,000 (the "Acquisition"). The Acquisition constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements but exempt from Shareholders' approval under the GEM Listing Rules. Please refer to the Company's announcement dated 20 October 2017 for further details.

報告期後重要事項

於2017年10月20日，本公司之間接全資附屬公司新疆九域數字創業投資有限公司(「買方」)與一名獨立第三方孫雷先生(「賣方」)訂立買賣協議。據此，賣方有條件同意出售，及買方有條件同意收購珠海三木科技股份有限公司(一間於中國註冊成立的公司，其已發行股份於中國全國中小企業股份轉讓系統上市(股份代號：831766))約5.2%之股權，現金代價為約人民幣15,000,000元(「收購事項」)。收購事項構成本公司於創業板上市規則第19章項下之須予披露交易，並須根據創業板上市規則遵守申報及公告規定，惟獲豁免遵守股東批准規定。進一步詳情請參閱本公司日期為2017年10月20日之公告。

* For identification purpose only

* 僅供識別

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 2017, 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 and 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); or (b) pursuant to section 352 of the SFO, to be recorded in the register 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2017年9月30日，董事及本公司主要行政人員於本公司及其相聯法團（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須：(a)根據證券及期貨條例第XV部第7及第8分部規定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）；或(b)根據證券及期貨條例第352條規定記錄在該條所指的登記冊的權益及淡倉；或(c)根據創業板上市規則第5.46至5.67條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	Approximate percentage of the issued Shares ^(Note 3)
董事及主要行政人員姓名	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3)
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)	128,614,800	26.79%
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)	143,040,000	29.80%
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 2017.

Save as disclosed above, as at 30 September 2017, none of the Directors nor the chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be recorded in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to 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2017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2017年9月30日，董事或本公司主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有須：(a)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所之任何權益及淡倉(包括根據證券及期貨條例的該等條文被當作或視為擁有之權益及淡倉)；或(b)根據證券及期貨條例第352條規定記錄在該條例所述之登記冊之任何權益及淡倉；或(c)根據創業板上市規則第5.46至5.67條知會本公司及聯交所之任何權益及淡倉。

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 2017, so far as is known by or otherwise notified to any Directors, 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 underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

於2017年9月30日，就董事所知或所獲悉，根據證券及期貨條例第336條本公司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(董事或本公司主要行政人員除外)的資料如下：

Name of substantial shareholders	Capacity/Nature of interests	Number of issued Shares held	Approximate percentage of issued Shares
主要股東名稱/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6)
SWIFT WELL	Beneficial owner ^(Note 1) 實益擁有人 ^(附註1)	128,614,800	26.79%
DATA KING	Beneficial owner ^(Note 2) 實益擁有人 ^(附註2)	143,040,000	29.80%
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 substantial shareholders	Capacity/Nature of interests	Number of issued Shares held	Approximate percentage of issued Shares
主要股東名稱/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
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%

Notes:

附註：

- 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.

- 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 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. 為於開曼群島註冊成立的有限公司。此外，IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 為IDG CHINA INVESTORS II L.P.的普通合夥人，後者擁有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 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. 擁有權益的全部股份中擁有權益。
- Zhou Quan is the other controlling shareholder holding 50% of equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares 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. 擁有權益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 2017.
- 持股百分比乃根據本公司於2017年9月30日已發行股份總數480,000,000股股份計算所得出。

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

Save as disclosed above, as at 30 September 2017, so far as is known by or otherwise notified to the Directors, no other corporation or person (other than a Director or the chief executive of the Company) had interests and short positions in the Shares and underlying Shares as required to be recorded in the register pursuant to 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 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:

- (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

除上文所披露外，就董事所知或所獲悉，於2017年9月30日，概無其他公司或人士（董事或本公司主要行政人員除外）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及淡倉。

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。

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）、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
- (c) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate.
- (b) 任何信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) 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 30 September 2017.

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2017年9月30日尚未行使。

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.

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」)就各控股股東以本公司之利益提供之不競爭承諾(「不競爭承諾」)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。

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 a letter of compliance with the undertakings issued by the Controlling Shareholder) 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) had engaged in any business that competed or might compete with the business of the Group or have any other conflict of interests with the Group.

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.

獨立非執行董事(「獨立非執行董事」)於本期間內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), 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。

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(定義見創業版上市規則)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, 並須根據創業版上市規則第11.04條披露。

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

Compliance with the Corporate Governance Code

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

During the Period, the Company 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.

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

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本公司股東的權益。

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

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。

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。

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 Mr. Wei, the Chairman and a non-executive Director. 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 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 adequate disclosures have been made.

By order of the Board
China Binary Sale Technology Limited
Sun Jiangtao
Chief Executive Officer and Executive Director

Hong Kong, 9 November 2017

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(「何先生」)及侯東先生，以及主席及非執行董事魏先生。何先生為審核委員會主席。審核委員會已審閱本集團本期間的未經審核簡明綜合業績及本報告。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
行政總裁及執行董事
孫江濤

香港，2017年11月9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)、李建光先生及蘭希先生，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