

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of China Binary Sale Technology Limited (神州數字銷售技術有限公司) (the “Company”) dated 27 November 2013.

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.

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)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

Number of Placing Shares : 120,000,000 Shares
Placing Price : HK\$0.6 per Placing Share plus
brokerage of 1%, SFC transaction
levy of 0.003% and Stock Exchange
trading fee of 0.005% (payable in full
on application in Hong Kong dollars)
Nominal value : US\$0.001 per Share
Stock code : 8255

Sponsor



Bookrunner and Joint Lead Manager



Joint Lead Managers



Co-Managers



- The Placing Price has been determined at HK\$0.6 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%).
- The net proceeds to be received by the Company from the Placing, after deducting the underwriting fees and other relevant fees and expenses, are estimated to be approximately HK\$47.4 million.
- The 120,000,000 Shares offered by the Company under the Placing were significantly oversubscribed and have been conditionally allocated to a total of 242 selected institutional, professional and/or other investors.
- Based on the final Placing Price and pursuant to the cornerstone investor agreements entered into between the Company and the Cornerstone Investors as described in the section headed “Cornerstone Investors” in the Prospectus, Far East Holdings International Limited and Trade Icon Holdings Limited have acquired 16,662,000 and 11,664,000 Shares, respectively, representing approximately 13.89% and 9.72%, respectively, of the total number of the Placing Shares, and approximately 3.47% and 2.43%, respectively, of the enlarged issued share capital of the Company immediately after the Capitalisation Issue and the Placing.
- The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executives, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates (as defined under the GEM Listing Rules) or any person or group of persons referred to in notes 1 and 2 of Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed with more than 10% of the enlarged issued share capital of the Company immediately after the Capitalisation Issue and the Placing.
- The Directors confirm that, immediately after completion of the Capitalisation Issue and the Placing, the public float of the Company will be not less than 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands will be owned by the three largest public Shareholders at the time of the Listing.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Wednesday, 4 December 2013. Shares will be traded in board lots of 6,000 shares each. The GEM stock code for the Shares is 8255.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF PROCEEDS

The Placing Price has been determined at HK\$0.6 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing, after deducting the underwriting fees and other relevant fees and expenses, are estimated to be approximately HK\$47.4 million. The Directors intend to apply the net proceeds from the Placing as follows:

- approximately 29.3% of the net proceeds, or approximately HK\$13.9 million, for strengthening the marketing efforts;
- approximately 36.9% of the net proceeds, or approximately HK\$17.5 million, for improving of technology infrastructure;
- approximately 10.9% of the net proceeds, or approximately HK\$5.2 million, for strengthening research and development and technological capabilities; and
- approximately 22.1% of the net proceeds, or approximately HK\$10.5 million, for enhancing and expanding talents and maintaining the operation of the Game Review Website.

The remaining balance, if any, will be used as additional general working capital of the Group.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 120,000,000 Shares offered by the Company under the Placing were significantly oversubscribed.

CORNERSTONE INVESTORS

Based on the final Placing Price and pursuant to the cornerstone investor agreements entered into between the Company and the Cornerstone Investors as described in the section headed “Cornerstone Investors” in the Prospectus, Far East Holdings International Limited and Trade Icon Holdings Limited have acquired 16,662,000 and 11,664,000 Shares, respectively, representing approximately 13.89% and 9.72%, respectively, of the total number of the Placing Shares, and approximately 3.47% and 2.43%, respectively, of the enlarged issued share capital of the Company immediately after the Capitalisation Issue and the Placing.

RESULTS OF ALLOCATION

Pursuant to the Placing, 120,000,000 Shares have been conditionally allocated to a total of 242 selected institutional, professional and/or other investors. The distribution of the Placing Shares is set out below:

| | Aggregate number of Placing Shares allocated | Approximate percentage of the total number of Placing Shares allocated | Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing |
|----------------|---|---|--|
| Top placee | 16,662,000 | 13.89% | 3.47% |
| Top 5 placees | 47,226,000 | 39.36% | 9.84% |
| Top 10 placees | 65,058,000 | 54.22% | 13.55% |
| Top 25 placees | 91,614,000 | 76.35% | 19.09% |

Number of Placing Shares allocated

Number of placees

| | |
|------------------------|-------------------|
| 6,000 to 120,000 | 164 |
| 120,001 to 1,200,000 | 56 |
| 1,200,001 to 6,000,000 | 19 |
| 6,000,001 and above | <u>3</u> |
| Total | <u><u>242</u></u> |

The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executives, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates (as defined under the GEM Listing Rules) or any person or group of persons referred to in notes 1 and 2 of Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed with more than 10% of the enlarged issued share capital of the Company immediately after the Capitalisation Issue and the Placing.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be beneficially owned by the three largest public Shareholders. The Directors confirm that, immediately after completion of the Capitalisation Issue and the Placing, the public float of the Company will be not less than 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands will be owned by the three largest public Shareholders at the time of the Listing.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares in issue and to be issued on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date (i.e. Wednesday, 4 December 2013) or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Shares to be admitted into CCASS.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on 3 December 2013 for credit to the respective CCASS participants' stock accounts or investor participants' stock accounts of the Underwriters, the places or their agents (as the case may be).

Prospective investors of the Placing Shares should note that the Sponsor and/or the Bookrunner (for itself and on behalf of the Underwriters) may in their/its reasonable discretion, upon giving notice in writing to the Company, terminate the Underwriting Agreement with immediate effect if any of the events set forth in "Underwriting — Underwriting arrangements, commissions and expenses — Grounds for termination" occurs at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. In the event that the Underwriting Agreement is terminated, the Placing will lapse and an announcement will be published by the Company on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.shenzhoufu.hk accordingly.

All share certificates will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. on the Listing Date (i.e. Wednesday, 4 December 2013).

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Wednesday, 4 December 2013. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.shenzhofu.hk. Shares will be traded in board lots of 6,000 Shares each. The GEM stock code for the Shares is 8255.

By Order of the Board
China Binary Sale Technology Limited
神州數字銷售技術有限公司
Wei Zhonghua
Chairman

Hong Kong, 3 December 2013

As at the date of this announcement, the executive Directors are Mr. Sun Jiangtao and Mr. Tang Bin, the non-executive Directors are Mr. Wei Zhonghua, Mr. Zhang Zhen and Ms. Guo Jia and the independent non-executive Directors are Mr. Yang Guang, Mr. Hou Dong and Mr. He Qinghua.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.shenzhofu.hk.