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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)
(Stock Code: 8255)

CLARIFICATION ANNOUNCEMENT
PROFIT WARNING

References are made to (i) the joint announcement issued by China Binary Sale Technology Limited (the “**Company**”) and Data King Limited (the “**Offeror**”) dated 17 January 2018 in relation to, among other things, the Share Purchase Agreement (the “**Joint Announcement**”); (ii) the announcement of the Company dated 18 January 2018 regarding the appointment of an independent financial adviser; (iii) the joint announcement issued by the Company and the Offeror dated 7 February 2018 in relation to the delay in despatch of the Composite Document; (iv) the joint announcement issued by the Company and the Offeror dated 6 March 2018 in relation to the monthly progress update; and (v) the profit warning announcement of the Company dated 18 March 2018 (the “**Profit Warning Announcement**”). Unless the context otherwise required, terms used in this announcement shall have the same meanings as those defined in the aforesaid announcements.

The Board would like to clarify that as the Profit Warning Announcement was issued after the Joint Announcement and therefore during the offer period, the Profit Warning Announcement constitutes profit forecasts under Rule 10 of the Takeovers Code which is required to be reported on by the Company’s auditors and financial adviser (the “**Profit Forecast Reports**”) and the profit forecast in the Profit Warning Announcement must be repeated in full together with the Profit Forecast Reports in the next document to be sent to the Shareholders as stipulated under Rule 10.4 of the Takeovers Code. As stated in the Profit Warning Announcement, as compared to a profit of approximately RMB154,627,000 for the year ended 31 December 2016, the Group is expected to record a substantial decrease in profit to approximately RMB841,000 for the year ended 31 December 2017.

Due to (i) the practical difficulties to include the Profit Forecast Reports in the Profit Warning Announcement and this announcement pursuant to Rule 10.4 of the Takeovers Code in terms of the additional time required for the preparation of the Profit Forecast Reports by the Company’s financial adviser and auditors; and (ii) the requirements of timely disclosures of the inside information under Rule 17.10 of the GEM Listing Rules and Part XIVA of the SFO, the Company has not included the Profit Forecast Reports in the Profit Warning Announcement and this announcement.

Under Practice Note 2 of the Takeovers Code, the Profit Forecast Reports are required to be contained in the next document to be sent to the Shareholders. As the annual results announcement of the Company is expected to be published on 21 March 2018, the requirements of “reporting on” under Rule 10 of the Takeovers Code for the Profit Warning Announcement is expected to be superseded by the publication of the annual results announcement of the Company.

Shareholders and potential investors should note that the Profit Warning Announcement does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code, and thus they are advised to exercise extreme caution in placing reliance on the Profit Warning Announcement in assessing the merits and demerits of the Offer.

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

Hong Kong, 19 March 2018

As at the date of this announcement, the Directors are:

Executive Directors

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

Non-executive directors

Mr. Wei Zhonghua (*Chairman*), Mr. Li Jianguang and Mr. Lan Xi

Independent non-executive directors

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

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 the information contained in this announcement (other than the information relating to the Offeror and parties acting in concert with it) 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 announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication. This announcement will also be published on the Company’s website at www.shenzhoufu.hk.

In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.