

# 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

第一季度業績報告 **2014**  
First Quarterly Report

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

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## 香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他老練投資者。

由於創業板上市公司新興的性質亦然，在創業板買賣的證券可能會較於聯交所主板買賣的證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

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本報告乃遵照《聯交所創業板證券上市規則》（「創業板上市規則」）的規定提供有關神州數字銷售技術有限公司（「本公司」）的資料，本公司各董事（「董事」）願共同及個別對此負全責。董事經作出一切合理查詢後確認，就彼等所知及所信，本報告所載資料在所有重大方面均準確完整及沒有誤導或欺詐成分，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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# CORPORATE INFORMATION

## 公司資料

### Directors

#### Executive Directors

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

#### Non-executive Directors

Mr. Wei Zhonghua (*Chairman*)  
Mr. Zhang Zhen  
Ms. Guo Jia

#### Independent Non-executive Directors

Mr. Yang Guang  
Mr. Hou Dong  
Mr. He Qinghua

### Compliance Officer

Mr. Tang Bin

### Company Secretary

Mr. Kwok Siu Man (*a fellow of The Hong Kong  
Institute of Chartered Secretaries*)

### Authorised Representatives

Mr. Sun Jiangtao  
Mr. Tang Bin

### Audit Committee

Mr. He Qinghua (*Chairman*)  
Mr. Hou Dong  
Mr. Wei Zhonghua

### 董事

#### 執行董事

孫江濤先生 (*行政總裁*)  
唐斌先生

#### 非執行董事

魏中華先生 (*主席*)  
張震先生  
郭佳女士

#### 獨立非執行董事

楊光先生  
侯東先生  
何慶華先生

### 監察主任

唐斌先生

### 公司秘書

郭兆文先生 (*香港特許秘書公會  
資深會員*)

### 授權代表

孫江濤先生  
唐斌先生

### 審核委員會

何慶華先生 (*主席*)  
侯東先生  
魏中華先生

# CORPORATE INFORMATION (CONTINUED)

## 公司資料(續)

### Remuneration Committee

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

### Nomination Committee

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

### Independent Auditor

BDO Limited  
25th Floor  
Wing On Centre  
111 Connaught Road Central  
Hong Kong

### Principal bankers

China Minsheng Banking Corp., Ltd.  
(Head office, Operation Department)  
China Merchant Bank Beijing (Sub-branch)  
Industrial and Commercial Bank of China Haidian  
(Sub-branch)

### Registered Office

Floor 4, Willow House  
Crickier Square  
PO Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

### 薪酬委員會

侯東先生(主席)  
楊光先生  
孫江濤先生

### 提名委員會

楊光先生(主席)  
侯東先生  
孫江濤先生

### 獨立核數師

香港立信德豪會計師事務所有限公司  
香港  
干諾道中111號  
永安中心  
25樓

### 主要往來銀行

中國民生銀行股份有限公司  
(總行營業部)  
中國招商銀行北京分行  
中國工商銀行海淀分行

### 註冊辦事處

Floor 4, Willow House  
Crickier Square  
PO Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

## CORPORATE INFORMATION (CONTINUED)

### 公司資料(續)

#### Head Office and Principal Place of Business in the PRC

Room B01, 15th Floor, Horizon International Tower  
No. 6 Zhichun Road  
Haidian District  
Beijing  
The People's Republic of China

#### 總辦事處及中國主要營業地點

中國  
北京  
海淀區  
知春路6號  
錦秋國際大廈15樓B01室

#### Principle Place of Business in Hong Kong

31/F, 148 Electric Road  
North Point  
Hong Kong

#### 香港主要營業地點

香港  
北角  
電氣道148號31樓

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

Offshore Incorporations (Cayman) Limited  
Floor 4, Willow House  
Crickier Square  
PO Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

#### 開曼群島股份過戶登記總處

Offshore Incorporations (Cayman) Limited  
Floor 4, Willow House  
Crickier Square  
PO Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

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

Boardroom Share Registrars (HK) Limited  
31/F, 148 Electric Road  
North Point  
Hong Kong

#### 香港股份過戶登記分處

寶德隆證券登記有限公司  
香港  
北角  
電氣道148號31樓

## **CORPORATE INFORMATION** (CONTINUED) **公司資料** (續)

### **Compliance Adviser**

Quam Capital Limited  
18/F, China Building  
29 Queen's Road Central  
Hong Kong

### **Listing Information**

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

### **Company's Website**

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

### **合規顧問**

華富嘉洛企業融資有限公司  
香港  
皇后大道中29號  
華人行18樓

### **上市資料**

香港聯合交易所有限公司創業板  
股份代號：8255  
買賣單位：6000

### **本公司網站**

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

# FIRST QUARTERLY RESULTS

## 第一季度業績

The board of Directors (the "Board") is pleased to present the unaudited condensed consolidated results of China Binary Sale Technology Limited and its subsidiaries (collectively the "Group") for the three months ended 31 March 2014 (the "Period") together with comparative unaudited figures for the corresponding period in 2013, as follows:

董事會(「董事會」)欣然呈報神州數字銷售技術有限公司連同其附屬公司(統稱「本集團」)截至2014年3月31日止3個月(「本期間」)的未經審核簡明綜合業績，連同2013年相應期內的未經審核比較數據如下：

### Unaudited Condensed Consolidated Statement of Comprehensive Income

For the three months ended 31 March 2014

### 未經審核簡明綜合全面收益表

截至2014年3月31日止3個月

|                                                             |                      | Three months ended 31 March<br>截至3月31日止3個月 |                          |
|-------------------------------------------------------------|----------------------|--------------------------------------------|--------------------------|
|                                                             |                      | 2014<br>RMB'000<br>人民幣千元                   | 2013<br>RMB'000<br>人民幣千元 |
| Revenue                                                     | 收入                   | 15,897                                     | 13,764                   |
| Cost of revenue                                             | 收入成本                 | (5,166)                                    | (5,192)                  |
| Gross profit                                                | 毛利                   | 10,731                                     | 8,572                    |
| Other income and gains                                      | 其他收入及收益              | 67                                         | 10                       |
| Selling and distribution expenses                           | 銷售及分銷開支              | (818)                                      | (460)                    |
| Administrative expenses                                     | 行政開支                 | (2,956)                                    | (2,097)                  |
| Listing expenses                                            | 上市開支                 | —                                          | (563)                    |
| Profit before income tax expense                            | 除所得稅開支前溢利            | 7,024                                      | 5,462                    |
| Income tax expense                                          | 所得稅開支                | (2,355)                                    | (1,369)                  |
| <b>Profit and total comprehensive income for the Period</b> | <b>本期間內溢利及全面收益總額</b> | <b>4,669</b>                               | <b>4,093</b>             |
| Earnings per share (RMB cents)                              | 每股盈利(人民幣分)           |                                            |                          |
| — Basic                                                     | — 基本                 | 0.97                                       | 1.14                     |



# FIRST QUARTERLY RESULTS (CONTINUED)

## 第一季度業績(續)

### Unaudited Consolidated Statement of Changes in Equity

For the three months ended 31 March 2014

### 未經審核綜合權益變動表

截至2014年3月31日止3個月

|                                                      |               | Issued<br>capital | Share<br>premium | Capital<br>reserve | Statutory<br>reserve | Retained<br>earnings | Total<br>equity |
|------------------------------------------------------|---------------|-------------------|------------------|--------------------|----------------------|----------------------|-----------------|
|                                                      |               | 已發行股本             | 股份溢價             | 資本儲備               | 法定儲備                 | 保留盈利                 | 總權益             |
|                                                      |               | 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           |
| At 1 January 2013                                    | 於2013年1月1日    | —                 | —                | 1,371              | 7,318                | 55,887               | 64,576          |
| Profit and total comprehensive income for the Period | 本期間內溢利及全面收益總額 | —                 | —                | —                  | —                    | 4,093                | 4,093           |
| Appropriation to statutory reserve                   | 撥入法定儲備        | —                 | —                | —                  | 565                  | (565)                | —               |
| At 31 March 2013                                     | 於2013年3月31日   | —                 | —                | 1,371              | 7,883                | 59,415               | 68,669          |
| At 1 January 2014                                    | 於2014年1月1日    | 2,941             | 47,899           | 1,371              | 9,994                | 17,690               | 79,895          |
| Profit and total comprehensive income for the Period | 本期間內溢利及全面收益總額 | —                 | —                | —                  | —                    | 4,669                | 4,669           |
| Appropriation to statutory reserve                   | 撥入法定儲備        | —                 | —                | —                  | 555                  | (555)                | —               |
| At 31 March 2014                                     | 於2014年3月31日   | 2,941             | 47,899           | 1,371              | 10,549               | 21,804               | 84,564          |

# FIRST QUARTERLY RESULTS (CONTINUED)

## 第一季度業績(續)

### Notes to the First Quarterly Results

#### 1. General information

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 11 May 2011. Its shares are listed on the GEM of the Stock Exchange. The Company's registered office and principal place of business are located at Floor 4, Willow House, Cricket Square, PO Box 2804, Grand Cayman KY1-1112, Cayman Islands and Room B01, 15th Floor, Horizon International Tower, No. 6 Zhichun Road, Haidian District, Beijing, the People's Republic of China (the "PRC") respectively.

The Company is an investment holding company. The Group is principally engaged in providing online transaction services by facilitating transactions between online game operators and online game users, and providing mobile top-up services to mobile subscribers in the PRC.

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

The unaudited consolidated financial statement for the Period (the "First Quarterly Financial Statement") of the Group has 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 and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

### 第一季度業績附註

#### 1. 一般資料

本公司於2011年5月11日在開曼群島註冊成立為獲豁免有限公司。本公司股份於聯交所創業板上市。本公司的註冊辦事處及主要營業地點分別位於Floor 4, Willow House, Cricket Square, PO Box 2804, Grand Cayman KY1-1112, Cayman Islands及中華人民共和國(「中國」)北京海澱區知春路6號錦秋國際大廈15樓B01室。

本公司為一間投資控股公司。本集團主要業務為在中國透過促進網上遊戲運營商與網上遊戲用戶之間的交易提供網上交易服務以及向手機用戶提供手機話費充值服務。

#### 2. 編製基準及主要會計政策

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

# FIRST QUARTERLY RESULTS (CONTINUED)

## 第一季度業績(續)

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

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

The First Quarterly Financial Statement was prepared on the historical cost basis and presented in terms of Renminbi ("RMB"). The principal accounting policies adopted in the First Quarterly Financial Statement are in concordance with the yearly consolidated financial statement for the year ended 31 December 2013, except the first-time adoption of new and amended HKFRSs, its amendments and interpretations which were issued by the Hong Kong Institute of Certified Public Accountants in the preparation of financial statements during the Period. The adoption of these new and revised HKFRSs has had no significant effect on the First Quarterly Financial Statement.

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 of the Company. The executive directors regularly review revenue and operating results derived from the provision of online transaction services, profit sharing with online game operators and provision of online advertising services and consider such as one single operating segment.

No geographical information is presented as all the Group's operations are located in the PRC.

### 第一季度業績附註(續)

#### 2. 編製基準及主要會計政策(續)

第一季度財務報表按照歷史成本基準編製，並以人民幣(「人民幣」)呈列。編製第一季度財務報表所採用的主要會計政策與截至2013年12月31日止年度的年度綜合財務報表所採用者一致，惟為編製本期間的財務報表而首次採納由香港會計師公會頒布的新訂及經修訂香港財務報告準則、修訂本及詮釋除外。採納該等新訂及經修訂香港財務報告準則對第一季度財務報表並無重大影響。

本集團並未提早採納已頒布但尚未生效的任何新訂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本公司執行董事。執行董事定期審閱提供網上交易服務、分佔網上遊戲運營商溢利及提供網上廣告服務所產生的收入及經營業績，並視之為單一經營分部。

本集團的所有業務於中國經營，故概無呈列地區資料。

# FIRST QUARTERLY RESULTS (CONTINUED)

## 第一季度業績(續)

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

### 第一季度業績附註(續)

#### 4. Revenue, other income and gains

#### 4. 收入、其他收入及收益

|                                          |                 | Three months ended 31 March<br>截至3月31日止3個月 |                          |
|------------------------------------------|-----------------|--------------------------------------------|--------------------------|
|                                          |                 | 2014<br>RMB'000<br>人民幣千元                   | 2013<br>RMB'000<br>人民幣千元 |
| <b>Revenue:</b>                          | <b>收入：</b>      |                                            |                          |
| Provision of online transaction services | 提供網上交易服務        | 15,836                                     | 13,727                   |
| Operation of the Game Review Website     | 運營遊戲點評網         | 61                                         | 37                       |
|                                          |                 | 15,897                                     | 13,764                   |
| <b>Other income and gains:</b>           | <b>其他收入及收益：</b> |                                            |                          |
| Interest income                          | 利息收入            | 66                                         | 10                       |
| Others                                   | 其他              | 1                                          | —                        |
|                                          |                 | 67                                         | 10                       |

# FIRST QUARTERLY RESULTS (CONTINUED)

## 第一季度業績(續)

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

### 第一季度業績附註(續)

#### 5. Profit before income tax expense

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

#### 5. 除所得稅開支前溢利

本集團除所得稅開支前溢利經扣除下列各項後得出：

#### Three months ended 31 March 截至3月31日止3個月

|                                                               |                | 2014<br>RMB'000<br>人民幣千元 | 2013<br>RMB'000<br>人民幣千元 |
|---------------------------------------------------------------|----------------|--------------------------|--------------------------|
| Depreciation of property, plant and equipment                 | 物業、廠房及設備折舊     | 127                      | 107                      |
| Amortisation of intangible assets                             | 無形資產攤銷         | 61                       | 54                       |
| Minimum lease payments under operating leases for buildings   | 樓宇經營租賃的最低租金    | 157                      | 168                      |
| Development costs (note (a))                                  | 開發成本(附註(a))    | 639                      | 352                      |
| Employee benefit expenses (including directors' remuneration) | 僱員福利開支(包括董事薪酬) |                          |                          |
| Wages and salaries                                            | 工資及薪金          | 1,322                    | 825                      |
| Pension scheme contributions                                  | 退休計劃供款         | 272                      | 162                      |

Note:

- (a) Development costs mainly comprise staff costs of approximately RMB551,000 for the Period (2013: RMB281,000), which are also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the Period (2013: nil).

附註：

- (a) 開發成本主要包括員工成本，截至本期間約為人民幣551,000元(2013年：人民幣281,000元)，亦計入上文個別披露的僱員福利開支內。截至本期間，本集團並無將任何開發成本撥充資本(2013年：無)。

# FIRST QUARTERLY RESULTS (CONTINUED)

## 第一季度業績(續)

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

### 第一季度業績附註(續)

#### 6. Income tax expense

#### 6. 所得稅開支

| Group                                      | 本集團                | Three months ended 31 March<br>截至3月31日止3個月 |                          |
|--------------------------------------------|--------------------|--------------------------------------------|--------------------------|
|                                            |                    | 2014<br>RMB'000<br>人民幣千元                   | 2013<br>RMB'000<br>人民幣千元 |
| Current tax – PRC enterprise<br>income tax | 即期稅項 – 中國企業<br>所得稅 |                                            |                          |
| – tax for the Period                       | – 本期間內稅項           | 1,819                                      | 814                      |
| Deferred tax                               | 遞延稅項               | 536                                        | 555                      |
| Income tax expense                         | 所得稅開支              | 2,355                                      | 1,369                    |

# FIRST QUARTERLY RESULTS (CONTINUED)

## 第一季度業績(續)

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

#### 7. Earnings per share

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

### 第一季度業績附註(續)

#### 7. 每股盈利

本公司持有人應佔每股基本及攤薄盈利按下列數據計算：

|                                                                                                    |                        | Three months ended 31 March<br>截至3月31日止3個月 |                     |
|----------------------------------------------------------------------------------------------------|------------------------|--------------------------------------------|---------------------|
|                                                                                                    |                        | 2014<br>RMB<br>人民幣元                        | 2013<br>RMB<br>人民幣元 |
| <b>Earnings</b>                                                                                    | <b>盈利</b>              |                                            |                     |
| Profit for the purpose of basic and diluted earnings per share                                     | 用以計算每股基本及攤薄盈利之溢利       | <b>4,668,853</b>                           | 4,093,284           |
| <b>Number of shares</b>                                                                            | <b>股份數目</b>            |                                            |                     |
| Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share | 用以計算每股基本及攤薄盈利之普通股加權平均數 | <b>480,000,000</b>                         | 360,000,000         |

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

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

#### 8. Dividend

The Board does not recommend the payment of any interim dividend for the Period (2013: Nil).

#### 8. 股息

董事會不建議派付截至本期間的任何中期股息(2013年：零)。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Financial Review

For the three months ended 31 March 2014 (the "Period"), the major businesses operated by the Group included: (a) 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; (b) distribution of online game products; and (c) operation of the Game Review Website. During the Period, the business model and the major activities of the Group were similar to those described in the annual report of 2013.

### Revenue

For the Period, the Group recorded operating revenue of approximately RMB15,897,000, representing an increase of RMB2,133,000 or 15.5% as compared to that of approximately RMB13,764,000 in the same period of 2013.

The increase was mainly attributable to the substantial increase of transaction volume of online transaction services. For the Period, there are 8,501,000 transactions of providing online transaction services to the online game operators through the Shenzhoufu system, increased by 2,053,000 cases or 31.8% as compared to 6,448,000 cases for the same period of 2013. Transaction amount during the Period was approximately RMB495 million, representing a year-on-year increase of RMB108 million or 27.9% as compared to the transaction amount of approximately RMB387 million in the same period of 2013. The increase in the transaction volume of online transaction services was mainly due to the growth of transaction scale of the original gaming operators in cooperation as well as the increased number of gaming operators whom we collaborate with.

### 財務回顧

截至2014年3月31日止3個月(「本期間」)，本集團的主要業務包括(a)為通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；(b)網上遊戲產品分銷；及(c)運營遊戲點評網。於本期間內，本集團的業務模式及主要活動與2013年度報告所述一致。

### 收入

於本期間內，本集團取得營業收入約人民幣15,897,000元，較2013年同期的營業收入約人民幣13,764,000元增加了人民幣2,133,000元或15.5%。

收入的增長主要得利於網上交易服務業務的交易量大幅增長。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8,501千宗，較2013年同期的6,448千宗增加了2,053千宗或31.8%。本期間內的交易金額約為人民幣495百萬元，較2013年同期的交易金額約為人民幣387百萬元增加了人民幣108百萬元或27.9%。網上交易服務交易量增長的原因主要是原有合作遊戲商戶的交易規模增長以及合作的遊戲商戶數量增長。



## MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

### 管理層討論與分析(續)

At the same time, the Group recorded a substantial increase in the transaction volume of mobile top-up services during the Period. For the Period, there are 9,402,000 transactions of mobile top-up services provided by the Group, increased 2,430,000 cases or 34.9% as compared to 6,972,000 cases for the same period of 2013. The transaction amount was approximately RMB741 million, representing an increase of RMB171 million or 30.0% as compared to that of approximately RMB570 million for the same period of 2013. The substantial increase recorded by the mobile top-up business was mainly due to the significant increase in transaction volume of the mobile top-up services from different platforms, especially the bank-operated e-commerce platforms. For the Period, the proportion of transaction value of such platform over the total transaction amount of mobile top-up business of the Group increased to 57.8% in 2014 from 48.9% in the same period of 2013, which became the primary mobile top-up platform of the company.

For the Period, the transaction amount from distributing online game products of the Group was approximately RMB34,517,000 and the revenue from such operations was approximately RMB963,000, representing a slight increase as compared to the transaction amount of RMB28,984,000 and revenue of RMB864,000 in the same period of 2013.

For the Period, the revenue of the Game Review Website operated by the Group was approximately RMB61,000, which showed an upward trend as compared with approximately RMB37,000 in the same period of 2013.

與此同時，本集團本期間的話費充值服務交易量也迅速增長。於本期間內，本集團話費充值服務的交易筆數為9,402千宗，較2013年同期的6,972千宗增加了2,430千宗或34.9%。交易金額約為人民幣741百萬元，較2013年同期交易金額約為人民幣570百萬元增加了人民幣171百萬元或30.0%。本集團話費充值業務的大幅增長，主要得利於各話費充值渠道交易量的增長，尤其是銀行網上商城話費充值渠道交易量的大幅提升。於本期間內，該渠道的交易金額佔本集團全部話費充值業務交易金額的比例從2013年同期的48.9%上升到2014年的57.8%，是公司最重要的充值渠道。

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34,517,000元，對應取得的收入約為人民幣963,000元，較2013年同期的交易金額人民幣28,984,000元和收入人民幣864,000元均有小幅增加。

於本期間內，本集團運營的遊戲點評網站取得收入約為人民幣61,000元，較2013年同期的約人民幣37,000元有所增加。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論與分析(續)

### Cost of revenue

The effective cost-control policies of the Group have not only contributed to the increase in transaction volume and revenue but also maintained stable cost of revenue. For the Period, the cost of revenue of the Group was approximately RMB5,166,000, which showed a slight decrease as compared with RMB5,192,000 in the same period of 2013.

### Gross profit

While recording an increase in revenue and stable level of cost of revenue, the Group recorded a substantial increase in gross profit. For the Period, the Group realized gross profit of approximately RMB10,731,000, representing an increase of RMB2,159,000 or 25.2% as compared with approximately RMB8,572,000 in the same period of 2013.

### Selling and distribution expenses

For the Period, the selling and distribution expenses of the Group were approximately RMB818,000, representing an increase of RMB358,000 or 77.8% as compared to approximately RMB460,000 in the same period of 2013. The relatively large increase in selling and distribution expenses was mainly due to: (a) the substantial rise in remuneration level of certain salespeople as an incentive during the Period, which led to the corresponding increase in salary cost; (b) the increase in office expenses, which was due to the corporate image enhancement measures implemented by the sales department after the listing of the Company in December 2013, including the comprehensive adjustment and replacement of the office equipment during the Period and the addition of company logo on some of them.

### 收入成本

本集團實行的成本控制措施的有效運行，使得交易量、收入增長的同時，收入成本依然能保持穩定的水平，於本期間內，本集團的收入成本約為人民幣5,166,000元，較2013年同期的人民幣5,192,000元略有下降。

### 毛利

收入增長及收入成本穩定的同時，本集團的毛利大幅增長，於本期間內，本集團實現毛利約為人民幣10,731,000元，較2013年同期的毛利約為人民幣8,572,000元增加了人民幣2,159,000元或25.2%。

### 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818,000元，較2013年同期的約為人民幣460,000元增加了358,000元或77.8%。銷售及分銷開支的增幅較大，主要原因包括：(a)公司為激勵銷售人員，於本期間內大幅提升了部分銷售人員的薪酬水平，導致相應的人工成本增加；(b)本公司於2013年12月上市後，公司銷售部門為提升企業形象，於本期間內對其使用的辦公用品等進行了全面的調整和更換，部分印上了企業標誌，這也導致辦公費用的增長。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論與分析(續)

### Administrative expenses

For the Period, the administrative expenses of the Group were approximately RMB2,956,000, representing an increase of RMB859,000 or 41.0% as compared with RMB2,097,000 in the same period of 2013. The substantial increase in administrative expenses was mainly due to the increased salary cost of approximately RMB504,000. The reasons for the increased salary cost were threefold: (a) as an incentive to motivate and further increase the stability of employees, the Company made substantial adjustment to the remuneration level of certain middle to high level management after its listing on the Stock Exchange in December 2013; (b) for the Period, the average number of employees reached 84, representing an increase as compared with 81 employees in the same period of 2013; and (c) the payment of remuneration to the three independent non-executive directors by the Group starting from 9 November 2013. In addition, the professional service fees required to be paid to compliance advisor after the listing of the Company also contributed to the increase of administrative expenses during the Period.

### Income tax expenses

For the Period, the income tax expenses of the Group were approximately RMB2,355,000, with the effective tax rate of 33.5%, representing a significant increase as compared with the income tax expenses of RMB1,369,000 and the effective tax rate of 25.1% in the same period of 2013. The increase in effective tax rate was primarily due to the expiry of preferential tax treatment enjoyed by Shenzhoufu (Beijing) Software Technology Co., Ltd., a subsidiary of the Company, which qualified as "software enterprise" at the end of 2013. The calculation of the PRC enterprise income tax was based on the standard tax rate of 25% in 2014 while the applicable income tax rate in 2013 was 12.5%.

### 行政開支

於本期間內，本集團的行政開支約為人民幣2,956,000元，較2013年同期的人民幣2,097,000元增加了859,000元或41.0%。行政開支大幅增長的主要原因是人工成本增加約為人民幣504,000元，人工成本增加主要有三個原因：(a)本公司於2013年12月於聯交所上市後，公司為了鼓舞員工和進一步加強員工的穩定性，大幅調整了部分中高層員工的薪資水平；(b)於本期間內，本集團的平均人數為84人，較2013年同期的81人有所增加；及(c)本集團從2013年11月9日開始給三位獨立非執行董事發放薪酬。另外，公司上市後需要支付合規顧問專業服務費也導致本期間內行政開支的增加。

### 所得稅開支

於本期間內，本集團的所得稅開支約為人民幣2,355,000元，實際稅率為33.5%，較2013年同期的所得稅開支人民幣1,369,000元和實際稅率25.1%大幅增加。實際稅率的增加主要是由於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「軟件企業」享有的稅收優惠政策的時效截至到2013年末到期，2014年按照25%的標準稅率計算中國企業所得稅，2013年適用的所得稅率則為12.5%。

# MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層討論與分析(續)

### Profit and total comprehensive income for the Period

For the Period, the profit and total comprehensive income of the Group was approximately RMB4,669,000, representing an increase of RMB576,000 or 14.1% compared with the profit and total comprehensive income of approximately RMB4,093,000 in the same period of 2013. The increase in profit and total comprehensive income during the Period was primarily due to the increase in income.

### Outlook

In the future, we will continue to bank on the strong growth momentum of game industry to promote the cooperation with gaming operators, while further increasing the transaction volume of our online trading services business through continuous enhancement of customers' experience and optimization of our service level.

The Group is well aware that the competition in the market of gaming promotion and distribution is getting more and more intense. The distribution volume is mostly concentrated in a few well-known distributors which will increase the risk in the industry. In view of this, the Group will be more cautious towards the development pace and related input for the Game Review Website.

Furthermore, the Group will actively explore innovative business models and identify market opportunities. While focusing on the core businesses, the Group will actively explore new business opportunities. The Board will continue to closely review and assess the Group's risk level, overall performance and financial position, in the hope of further enhancing the Group's performance and striving for greater returns to shareholders.

### 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4,669,000元，較2013年同期的約為人民幣4,093,000元增加了576,000元或14.1%。期內溢利及全面收益總額的增長主要得利於收入的增長。

### 展望

未來，我們將繼續依託遊戲行業蓬勃發展的勢頭，大力拓展遊戲合作商戶，並不斷加強客戶體驗及完善我們的服務水平，以進一步提高網上交易服務業務的交易量。

本集團注意到遊戲推廣渠道市場的競爭日趨激烈，渠道流量大多集中於幾家知名的渠道商，行業風險增大，因此，本集團對於我們運營的遊戲點評網站的發展速度和相關投入會更為謹慎。

另一方面，本集團也在積極探索創新的業務模式及尋找市場機會，放眼未來，本集團繼續專注我們的核心業務，積極發掘新的業務機遇，董事會將繼續密切檢討及評估本集團的風險水平、整體表現及財務狀況，寄能進一步提升本集團的業績，為股東創造更高的回報。

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

As at 31 March 2014, the interests of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or 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 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")

| Name of Directors and chief executive | Capacity/Nature of interests                                                          | Number of issued Shares held<br>所持已發行股份數目 | Appropriate percentage of the issued Shares of the Company <sup>(Note 3)</sup><br>佔本公司已發行股份概約百分比 <sup>(附註3)</sup> |
|---------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| 董事及主要行政人員姓名                           | 身份／權益性質                                                                               |                                           |                                                                                                                   |
| Mr. Wei Zhonghua<br>魏中華               | Interest of a controlled corporation <sup>(Note 1)</sup><br>受控制法團的權益 <sup>(附註1)</sup> | 127,141,873                               | 26.49%                                                                                                            |
| Mr. Sun Jiangtao<br>孫江濤               | Interest of a controlled corporation <sup>(Note 2)</sup><br>受控制法團的權益 <sup>(附註2)</sup> | 109,691,027                               | 22.85%                                                                                                            |

## 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2014年3月31日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章，證券及期貨條例第XV部）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或淡倉）；(b)根據證券及期貨條例第352條須知該條所指的登記冊；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」）

Notes:

1. Details of the interest in the Company held by Swift Well Limited are set out in the section headed "Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares" below.
2. Details of the interest in the Company held by Data King Limited are set out in the section headed "Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares" below.
3. The percentage of shareholding was calculated based on the Company's total issued share capital of 480,000,000 Shares as at 31 March 2014.

Save as disclosed above, as at 31 March 2014, none of the Directors and the chief executive of the Company had any interests or short positions in the shares of the Company or any of its associated corporations as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company pursuant to the GEM Listing Rules.

附註：

1. Swift Well Limited於本公司持有權益之詳情載於下文「主要股東及其他人士於股份及相關股份之權益及淡倉」一節。
2. Data King Limited於本公司持有權益之詳情載於下文「主要股東及其他人士於股份及相關股份之權益及淡倉」一節。
3. 所佔之股權百分比乃基於本公司於2014年3月31日已發行股本總數為480,000,000股股份計算所得。

除上文披露者外，於2014年3月31日，概無本公司之董事及主要行政人員於本公司或其任何相聯法團根據證券及期貨條例第352章須存置之登記冊內登記之股份或根據創業板上市規則須另行知會本公司之股份中擁有任何權益或淡倉。

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

As at 31 March 2014, 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 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:

## 主要股東及其他人士於股份及相關股份之權益及淡倉

於2014年3月31日，就本公司董事或主要行政人員所知或所獲悉，根據證券及期貨條例第336條須存置的股份及相關股份中擁有5%或以上之公司或人士（本公司董事或主要行政人員除外）如下：

| Name of shareholders                              | Capacity/Nature of the interests                                                      | Number of issued Shares held | Appropriate percentage of issued Shares of the Company <sup>[Note 7]</sup> |
|---------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------|----------------------------------------------------------------------------|
| 股東姓名                                              | 身份／權益性質                                                                               | 所持已發行股份數目                    | 佔本公司已發行股份概約百分比 <sup>(附註7)</sup>                                            |
| SWIFT WELL LIMITED                                | Beneficial owner <sup>[Note 1]</sup><br>實益擁有人 <sup>(附註1)</sup>                        | 127,141,873                  | 26.49%                                                                     |
| DATA KING LIMITED                                 | Beneficial owner <sup>[Note 2]</sup><br>實益擁有人 <sup>(附註2)</sup>                        | 109,691,027                  | 22.85%                                                                     |
| IDG-ACCEL CHINA GROWTH FUND II L.P.               | Beneficial owner <sup>[Note 3]</sup><br>實益擁有人 <sup>(附註3)</sup>                        | 81,122,700                   | 16.90%                                                                     |
| IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.    | Interest of a controlled corporation <sup>[Note 3]</sup><br>受控制法團的權益 <sup>(附註3)</sup> | 81,122,700                   | 16.90%                                                                     |
| IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. | Interest of a controlled corporation <sup>[Note 3]</sup><br>受控制法團的權益 <sup>(附註3)</sup> | 87,757,200                   | 18.28%                                                                     |

| Name of shareholders   | Capacity/Nature of the interests                                                      | Number of issued Shares held | Appropriate percentage of issued Shares of the Company <sup>(Note 7)</sup> |
|------------------------|---------------------------------------------------------------------------------------|------------------------------|----------------------------------------------------------------------------|
| 股東姓名                   | 身份／權益性質                                                                               | 所持已發行股份數目                    | 佔本公司已發行股份概約百分比 <sup>(附註7)</sup>                                            |
| Ho Chising             | Interest of a controlled corporation <sup>(Note 4)</sup><br>受控制法團的權益 <sup>(附註4)</sup> | 87,757,200                   | 18.28%                                                                     |
| Zhou Quan<br>周全        | Interest of a controlled corporation <sup>(Note 5)</sup><br>受控制法團的權益 <sup>(附註5)</sup> | 87,757,200                   | 18.28%                                                                     |
| VENTECH CHINA II SICAR | Beneficial owner <sup>(Note 6)</sup><br>實益擁有人 <sup>(附註6)</sup>                        | 35,409,900                   | 7.38%                                                                      |

Notes:

1. SWIFT WELL LIMITED is owned as to 95% by Mr. Wei Zhonghua, the chairman and a non-executive director of the Company, and 5% by Mr. Wei Chunming. Under the SFO, Mr. Wei Zhonghua is deemed to be interested in all the Shares in which SWIFT WELL LIMITED is interested.
2. DATA KING LIMITED is wholly owned by Mr. Sun Jiangtao, an executive director and the chief executive officer of the Company. Under the SFO, Mr. Sun Jiangtao is deemed to be interested in all the Shares in which DATA KING LIMITED is interested.

附註：

1. SWIFT WELL LIMITED分別由本公司主席及非執行董事魏中華先生及魏春明先生擁有95%及5%。根據證券及期貨條例，魏中華先生被視為於SWIFT WELL LIMITED所持全部股份中擁有權益。
2. DATA KING LIMITED由本公司執行董事及行政總裁孫江濤先生全資擁有。根據證券及期貨條例，孫江濤先生被視為於DATA KING LIMITED所持全部股份中擁有權益。



3. IDG-ACCEL CHINA GROWTH FUND II L.P. 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. 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.
4. Ho Chising is a controlling shareholder who is holding 50% shares of IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested.
5. Zhou Quan is a controlling shareholder who is holding 50% shares of IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested.
6. The general partner of VENTECH CHINA II SICAR ("VENTECH") is VENTECH CHINA SARL, a private limited liability company registered in Luxembourg. Under the SFO, VENTECH CHINA SARL is deemed to be interested in all the Shares in which VENTECH is interested.
7. The percentage of shareholding was calculated based on the Company's total issued share capital of 480,000,000 Shares as at 31 March 2014.
3. IDG-ACCEL CHINA GROWTH FUND II L.P. 為一間於開曼群島註冊的獲豁免有限合夥公司。其一般合夥人為 IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.，而 IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. 的一般合夥人為 IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.，IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 為一間於開曼群島註冊成立的有限公司。此外，IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 為 IDG CHINA INVESTORS II L.P. 的一般合夥人。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. 擁有的全部股份中擁有權益，而 IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 被視為於 IDG-ACCEL CHINA GROWTH FUND II L.P. 及 IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. 擁有的全部股份中擁有權益。
4. Ho Chising 為持有 IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50% 權益的控股股東。彼被視為於 IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD 擁有的全部股份中擁有權益。
5. 周全為持有 IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50% 權益的控股股東。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。
6. VENTECH CHINA II SICAR ("VENTECH") 的一般合夥人為 VENTECH CHINA SARL (為一家於盧森堡註冊的私人有限公司)。根據證券及期貨條例，VENTECH CHINA SARL 被視為於 VENTECH 持有的全部股份中擁有權益。
7. 持股百分比乃根據本公司於 2014 年 3 月 31 日已發行股本總額 480,000,000 股股份計算得出。

Save as disclosed above, as at 31 March 2014, so far as it was known to the Directors or the chief executive of the Company, no other person (other than the Directors or chief executive of the Company) had interests or short positions in the Shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

## Share Option Scheme

The Company operates a share option scheme (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who have contributed or may contribute to the success of the Company'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 Option") to any of the following persons (the "Eligible Participants"):

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

除上文所披露外，就本公司董事及主要行政人員所知，於2014年3月31日，概無其他人士(本公司董事或主要行政人員除外)於本公司之股份中擁有根據證券及期貨條例第336條須記錄於該條例所指登記冊之權益或淡倉。

## 購股權計劃

本公司設有購股權計劃(「購股權計劃」)，以獎勵及酬謝對或會對本公司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(「合資格參與者」)授出可認購股份的權利(「購股權」)：

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

(c) a company beneficially owned by any Director, Employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate.

During the Period, no Share Options were granted, exercised or cancelled or lapsed under the Share Option Scheme and no Share Options were outstanding as at 31 March 2014.

## Non-Competition Undertakings

As disclosed in the prospectus of the Company dated 27 November 2013 (the "Prospectus"), the Company entered into a deed of non-competition (the "Non-Competition Undertakings") with Mr. Wei Zhonghua, Mr. Sun Jiangtao, Swift Well Limited and Data King Limited (the "Controlling Shareholders") on 9 November 2013 regarding certain non-competition undertakings given by each of the Controlling Shareholders in favour of the Company (for itself or as trustee for its subsidiaries). A summary of the principal terms of the Non-Competition Undertakings is set out in the section headed "Relationship with Controlling Shareholders" of the Prospectus.

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

During the Period, save as disclosed in the section headed "Non-Competition Undertakings", none of the Directors, controlling shareholders and their respective associates are considered to have interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group and any other conflicts of interest, as required to be disclosed under Rule 11.04 of the GEM Listing Rules.

(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、供貨商、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2014年3月31日尚未行使。

## 不競爭契約

誠如本公司2013年11月27日刊登的招股章程（「招股章程」）所披露，於2013年11月9日，本公司與魏中華先生、孫江濤先生、Swift Well Limited以及Data King Limited（「控股股東」）就若干控股股東以本公司之利益提供之不競爭契約（「不競爭契約」）訂立了一份不競爭契約（為其本身或作為受託人為其附屬公司）。不競爭契約的主要條款概要載列於招股章程「與控股股東的關係」章節。

## 董事、控股股東及彼等各自聯繫人於競爭業務之權益

本期間，除於「不競爭契約」一節所披露外，概無董事、控股股東及彼等各自聯繫人被視為於直接或間接與本集團業務有競爭或可能有競爭以及由任何利益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

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

During the Period, the Company had applied the principles and complied with all the code provisions of the Code on Corporate Governance Practices contained in the Appendix 15 to the GEM Listing Rules.

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

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

Following a specific enquiry of all Directors made by the Company, each of them confirmed that he/she had complied with the required code of conduct 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。

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常規守則的原則及守則條文。

## 遵守董事進行證券交易之行為守則

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

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

## Interests of the Compliance Adviser

As notified by the Company's compliance adviser, Quam Capital Limited, except for the compliance adviser agreement entered into between the Company and the compliance adviser on 4 December 2013 (the listing date of the Company's Shares on the Stock Exchange), neither the compliance adviser nor its directors, employees or associates (as defined in the GEM Listing Rules) had any interests in relation to the Company or any member of the Group (including options or rights to subscribe for such securities) as at 31 March 2014, 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 listed securities nor did the Company or any of its subsidiaries purchase, sell or redeem such securities during the Period.

## 合規顧問的權益

於2014年3月31日，如本公司合規顧問華富嘉洛企業融資有限公司所告知，除本公司與其訂立並於2013年12月4日(本公司之股份於聯交所之上市日期)生效的合規協議外，合規顧問或其董事、僱員或聯繫人(如創業板上市規則所界定)概無於本公司或本集團任何成員公司(包括選擇或權利認購有關證券)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上市證券，且本公司或其附屬公司概無購買、出售或贖回有關證券。

## Audit Committee

The audit committee of the Company comprises three members, including two independent non-executive directors, namely Mr. He Qinghua and Mr. Hou Dong, and the chairman of the Board, Mr. Wei Zhonghua. Mr. He Qinghua is the chairman of the audit committee. The unaudited condensed consolidated results for the Period of the Group and this report have been reviewed by the audit committee. The Board considers that the preparation of financial information has complied with the applicable accounting principles, requirements of the GEM Listing Rules and any other applicable laws which were adequately disclosed.

By order of the Board  
**Wei Zhonghua**  
Chairman

Hong Kong, 14 May 2014

*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. Zhang Zhen and Ms. Guo Jia and the independent non-executive directors are Mr. Yang Guang, Mr. Hou Dong and Mr. He Qinghua.*

## 審核委員會

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

承董事會命  
主席  
魏中華

香港，2014年5月14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）、張震先生及郭佳女士，及獨立非執行董事為楊光先生、侯東先生及何慶華先生。

# 神州數字

China Binary Sale Technology Limited  
神州數字銷售技術有限公司