

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

第三季度業績報告 **2014**
Third Quarterly Report

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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 of the Stock Exchange (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(「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，就彼等深知及確信，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。

CONTENTS 目錄

| | | |
|----|--|----|
| 2 | FINANCIAL HIGHLIGHTS 財務摘要 | |
| 3 | THIRD QUARTERLY RESULTS 第三季度業績 | |
| 3 | Unaudited Condensed Consolidated Statement of Comprehensive Income 未經審核簡明綜合全面收益表 | 24 |
| 4 | Unaudited Condensed Consolidated Statement of Financial Position 未經審核簡明綜合財務狀況表 | 25 |
| 5 | Unaudited Condensed Consolidated Statement of Changes in Equity 未經審核簡明綜合權益變動表 | 26 |
| 6 | Notes to the Third Quarterly Results 第三季度業績附註 | 26 |
| 13 | MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析 | 26 |
| 19 | CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料 | 27 |
| 19 | Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures 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 | 27 |
| 21 | 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 | 28 |
| | | 24 |
| | | 25 |
| | | 26 |
| | | 26 |
| | | 27 |
| | | 27 |
| | | 28 |
| | | 28 |

FINANCIAL HIGHLIGHTS

財務摘要

- For the nine months ended 30 September 2014, there are 24.692 million transactions of providing online transaction services to the online game operators through the Shenzhoufu system, increased by 3.961 million cases or 19.1% as compared to 20.731 million cases for the corresponding period of 2013. Transaction amount during the Period (defined below) was approximately RMB1,467 million, representing a year-on-year increase of RMB231 million or 18.7% as compared to the transaction amount of approximately RMB1,236 million in the corresponding period of 2013.
- For the nine months ended 30 September 2014, the turnover of the Group (defined below) was approximately RMB48,056 million, representing an increase of RMB4,760 million or 11.0% over the corresponding period of 2013.
- For the nine months ended 30 September 2014, the gross profit of the Group was approximately RMB32,263 million, representing an increase of RMB3,342 million or 11.6% over the corresponding period of 2013. Gross profit margin increased from 66.8% for September 2013 to 67.1% for September 2014.
- For the nine months ended 30 September 2014, the profit before income tax expense of the Group was approximately RMB21,533 million, representing an increase of RMB3,136 million or 17.0% over the corresponding period of 2013.
- For the nine months ended 30 September 2014, the profit and comprehensive income of the Group was approximately RMB14,199 million, representing a slight increase over the corresponding period of 2013.
- As at 30 September 2014, the bank and cash balance of the Group was approximately RMB37,581 million (31 December 2013: RMB68,826 million), with the current ratio of 2.75 (31 December 2013: 2.96).
- For the nine months ended 30 September 2014, the earnings per share of the Group was approximately RMB2.96 cents, representing a decrease as compared to RMB3.91 cents of the corresponding period of 2013, which was mainly due to the change of the number of shares (details see note 7 in Third Quarterly Results).
- The Board (defined below) does not recommend the payment of any dividend for the nine months ended 30 September 2014 (2013: the amount of dividend paid was approximately RMB50,400 million).
- 截至2014年9月30日止9個月，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所筆數為24,692千宗，較2013年同期的20,731千宗增加了3,961千宗或19.1%。本期間(定義見下文)內的交易金額約為人民幣1,467,000千元，較2013年同期的交易金額約人民幣1,236,000千元增加了人民幣231,000千元或18.7%。
- 截至2014年9月30日止9個月，本集團(定義見下文)取得營業收入約為人民幣48,056千元，較2013年同期增加人民幣4,760千元或11.0%。
- 本集團截至2014年9月30日止9個月取得的毛利約為人民幣32,263千元，較2013年同期增加人民幣3,342千元或11.6%。毛利率從2013年9月的66.8%增加至2014年9月的67.1%。
- 截至2014年9月30日止9個月，本集團除所得稅開支前溢利約為人民幣21,533千元，較2013年同期增加人民幣3,136千元或17.0%。
- 截至2014年9月30日止9個月，本集團的溢利及全面收益約為人民幣14,199千元，較2013年同期略有增長。
- 於2014年9月30日，本集團的銀行及現金餘額約為人民幣37,581千元(2013年12月31日：人民幣68,826千元)，流動比率為2.75(2013年12月31日：2.96)。
- 截至2014年9月30日止9個月，本集團每股盈利約為人民幣2.96分，較2013年同期每股盈利人民幣3.91分有所下降，主要是由於股數的變化造成的(詳情請見第三季度業績附註7)。
- 董事會(定義見下文)不建議就截至2014年9月30日止9個月派付任何股息(2013年：派付股息金額約為人民幣50,400千元)。

THIRD QUARTERLY RESULTS

第三季度業績

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 and nine months ended 30 September 2014 together with comparative audited/unaudited figures for the corresponding periods 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2013年相應期內的經審核/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 2014

未經審核簡明綜合全面收益表

截至2014年9月30日止3個月及9個月

| | | 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 | |
|---|-------------------------|---|---|---|---|
| | | 2014 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2013 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2014 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2013 (Unaudited) (未經審核) RMB'000 人民幣千元 |
| | Notes 附註 | | | | |
| Revenue | 收入 | 4 | 16,428 | 14,721 | 43,296 |
| Cost of revenue | 收入成本 | | (5,479) | (4,469) | (14,375) |
| Gross profit | 毛利 | | 10,949 | 10,252 | 28,921 |
| Other income and gains | 其他收入及收益 | 4 | 606 | 13 | 35 |
| Losses on fair value change of short-term investment | 短期投資公允 價值變動損失 | | (545) | — | — |
| Selling and distribution expenses | 銷售及分銷 開支 | | (974) | (949) | (2,120) |
| Administrative expenses | 行政開支 | | (3,192) | (2,383) | (6,480) |
| Listing expenses | 上市開支 | | — | (1,258) | (1,959) |
| Profit before income tax expense | 除所得稅開支前 溢利 | 5 | 6,844 | 5,675 | 18,397 |
| Income tax expense | 所得稅開支 | 6 | (2,381) | (1,406) | (4,317) |
| Profit and total comprehensive income for the period | 期內溢利及 全面收益總額 | | 4,463 | 4,269 | 14,080 |
| Earnings per share (RMB cents) | 每股盈利 (人民幣分) | | | | |
| — Basic | — 基本 | 7 | 0.93 | 1.19 | 3.91 |

THIRD QUARTERLY RESULTS (CONTINUED)

第三季度業績(續)

Unaudited Condensed Consolidated Statement of Financial Position

As at 30 September 2014

未經審核簡明綜合財務狀況表

於2014年9月30日

| | | As at 30 September 2014 於2014年 9月30日 (Unaudited) (未經審核) RMB'000 人民幣千元 | As at 31 December 2013 於2013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 | 1,383 | 1,542 |
| Intangible assets | 無形資產 | 474 | 333 |
| Long-term investment | 長期投資 | 1,300 | — |
| Total non-current assets | 非流動資產總額 | 3,157 | 1,875 |
| Current assets | 流動資產 | | |
| Trade receivables | 貿易應收款項 | 1,762 | 5,100 |
| Prepayments, deposits and other receivables | 預付款、按金及其他應收款項 | 56,901 | 23,252 |
| Inventories | 存貨 | 47,816 | 18,166 |
| Amounts due from related companies | 應收關連公司款項 | 4,548 | 6,087 |
| Short-term investment | 短期投資 | 777 | — |
| Cash and cash equivalents | 現金及現金等價物 | 37,581 | 68,826 |
| Total current assets | 總流動資產 | 149,385 | 121,431 |
| Liabilities | 負債 | | |
| Current liabilities | 流動負債 | | |
| Trade payables | 貿易應付款項 | 46,677 | 34,399 |
| Other payables and accruals | 其他應付款項及應計費用 | 5,564 | 4,884 |
| Current tax liabilities | 即期稅務負債 | 2,124 | 1,725 |
| Total current liabilities | 流動負債總額 | 54,365 | 41,008 |
| Net current assets | 流動資產淨值 | 95,020 | 80,423 |
| Total assets less current liabilities | 總資產減流動負債 | 98,177 | 82,298 |
| Non-current liabilities | 非流動負債 | | |
| Deferred tax liabilities | 遞延稅務負債 | 4,083 | 2,403 |
| Total non-current liabilities | 非流動負債總額 | 4,083 | 2,403 |
| NET ASSETS | 資產淨值 | 94,094 | 79,895 |
| 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 | 91,153 | 76,954 |
| TOTAL EQUITY | 總權益 | 94,094 | 79,895 |

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 2014

未經審核簡明綜合權益變動表

截至2014年9月30日止9個月

| | | Issued capital | Share premium | Capital reserve | Statutory reserve | Retained earnings | Total 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 | 期內溢利及全面收益總額 | — | — | — | — | 14,080 | 14,080 |
| Dividends approved in respect of the previous years | 批准屬於上年股息 | — | — | — | — | (39,900) | (39,900) |
| Dividends approved in respect of the year | 批准屬於當年股息 | — | — | — | — | (10,500) | (10,500) |
| Appropriation to statutory reserve | 撥入法定儲備 | — | — | — | 1,810 | (1,810) | — |
| At 30 September 2013 | 於2013年9月30日 | — | — | 1,371 | 9,128 | 17,757 | 28,256 |
| 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 | 期內溢利及全面收益總額 | — | — | — | — | 14,199 | 14,199 |
| Appropriation to statutory reserve | 撥入法定儲備 | — | — | — | 1,712 | (1,712) | — |
| At 30 September 2014 | 於2014年9月30日 | 2,941 | 47,899 | 1,371 | 11,706 | 30,177 | 94,094 |

THIRD QUARTERLY RESULTS (CONTINUED)

第三季度業績(續)

Notes to the Third Quarterly Results

1. General information

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 11 May 2011. Its shares are listed and traded on the GEM 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 statements for the nine months ended 30 September 2014 (the "Period") of the Group (the "Third Quarterly Financial Statements") have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards and its interpretations issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the GEM Listing Rules.

第三季度業績附註

1. 一般資料

本公司於2011年5月11日在開曼群島註冊成立為獲豁免有限公司。本公司股份於聯交所創業板上市及買賣。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」)北京海淀區知春路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2014年9月30日止9個月(「本期間」)未經審核綜合財務報表(「第三季度財務報表」)乃根據香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)、香港會計準則及其詮釋及香港公司條例之披露規定編製。此外，財務報表載有創業板上市規則規定之適用披露。

THIRD QUARTERLY RESULTS (CONTINUED)

第三季度業績(續)

Notes to the Third Quarterly Results (Continued)

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

The Third Quarterly Financial Statements were prepared on the historical cost basis (except for short-term investment, which is measured at fair value), and presented in terms of Renminbi ("RMB"). The principal accounting policies adopted in the Third Quarterly Financial Statements are in accordance with the annual consolidated financial statements for the year ended 31 December 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 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 of the Company. 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。

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 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 | |
|--|-----------------|---|---|---|---|
| | | 2014 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2013 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2014 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2013 (Unaudited) (未經審核) RMB'000 人民幣千元 |
| Revenue: | 收入： | | | | |
| Provision of online transaction services | 提供網上交易服務 | 16,426 | 13,791 | 47,988 | 42,248 |
| Operation of the Game Review Website | 運營遊戲點評網 | 2 | 930 | 68 | 1,048 |
| | | 16,428 | 14,721 | 48,056 | 43,296 |
| Other income and gains: | 其他收入及收益： | | | | |
| Interest income | 利息收入 | 85 | 11 | 220 | 33 |
| Others | 其他 | 521 | 2 | 524 | 2 |
| | | 606 | 13 | 744 | 35 |

THIRD QUARTERLY RESULTS (CONTINUED)

第三季度業績(續)

Notes to the Third Quarterly Results (Continued)

第三季度業績附註(續)

5. Profit before income tax expense

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

5. 除所得稅開支前溢利

本集團除所得稅開支前溢利經扣除下列各項後得出：

| | | Three months ended 30 September 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 | |
|---|----------------|---|---|---|---|
| | | 2014 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2013 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2014 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2013 (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 | 132 | 100 | 386 | 334 |
| Amortisation of intangible assets | 無形資產攤銷 | 61 | 60 | 182 | 180 |
| Minimum lease payments under operating leases for buildings | 樓宇經營租賃的最低租金 | 151 | 182 | 440 | 524 |
| Development costs (note [a]) | 開發成本(附註(a)) | 713 | 487 | 1,964 | 1,336 |
| Employee benefit expenses (including Directors' remuneration) | 僱員福利開支(包括董事薪酬) | 1,642 | 1,038 | 4,389 | 2,951 |
| Wages and salaries | 工資及薪金 | | | | |
| Pension scheme contributions | 退休計劃供款 | 336 | 292 | 974 | 757 |
| Auditor's remuneration | 核數師薪酬 | 50 | 26 | 119 | 36 |

Note:

(a) Development costs mainly comprise staff costs of approximately RMB1.7 million for the Period (2013: RMB1.12 million), which is 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，本期間員工成本約為人民幣1,700千元(2013年：人民幣1,120千元)，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(2013年：無)。

THIRD QUARTERLY RESULTS (CONTINUED)

第三季度業績(續)

Notes to the Third Quarterly Results (Continued)

第三季度業績附註(續)

6. Income tax expense

6. 所得稅開支

| The Group | 本集團 | Three months ended 30 September | | Nine months ended 30 September | |
|--|----------------|---|---|---|---|
| | | 2014 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2013 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2014 (Unaudited) (未經審核) RMB'000 人民幣千元 | 2013 (Unaudited) (未經審核) RMB'000 人民幣千元 |
| Current tax – PRC | 即期稅項 – 中國 | | | | |
| enterprise income tax | 企業所得稅 | | | | |
| – tax for the Period | – 本期間內 稅項 | 1,820 | 847 | 5,653 | 2,622 |
| – withholding tax | – 預扣稅 | — | — | — | 3,457 |
| – under provision in respect of prior years | – 過往年度 撥備不足 | — | — | — | 22 |
| Deferred tax | 遞延稅項 | 561 | 559 | 1,681 | (1,784) |
| Income tax expense | 所得稅開支 | 2,381 | 1,406 | 7,334 | 4,317 |

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 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 | |
|--|--------------------------|---|-------------------------------|--|-------------------------------|
| | | 2014 (Unaudited) (未經審核) | 2013 (Unaudited) (未經審核) | 2014 (Unaudited) (未經審核) | 2013 (Unaudited) (未經審核) |
| Earnings | 盈利 | | | | |
| Profit for the purpose of basic earnings per share (RMB'000) | 用以計算每股基本盈利之溢利 (人民幣千元) | 4,463 | 4,269 | 14,199 | 14,080 |
| 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 | 360,000,000 | 480,000,000 | 360,000,000 |

THIRD QUARTERLY RESULTS (CONTINUED)

第三季度業績(續)

Notes to the Third Quarterly Results (Continued)

7. Earnings per share (Continued)

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.

No diluted earnings per share is presented as there were no potential ordinary shares in issue during the nine months ended 30 September 2014 (2013: nil).

第三季度業績附註(續)

7. 每股盈利(續)

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。

截至2014年9月30日止9個月並無潛在普通股發行，故並未呈列每股攤薄盈利(2013年：無)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Financial Review

For the nine months ended 30 September 2014 (the "Period"), the major businesses operated by the Group including: (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 the same as those described in the annual report of 2013.

Revenue

For the Period, the Group recorded a revenue from operation of approximately RMB48.056 million, representing an increase of RMB4.760 million or 11.0% as compared to that of approximately RMB43.296 million in the same period of 2013.

The increase was mainly attributable to the significant increase of transaction volume of online transaction services. For the Period, there are 24.692 million transactions of providing online transaction services to the online game operators through the Shenzhoufu system, increased by 3.961 million cases or 19.1% as compared to 20.731 million cases for the same period of 2013. Transaction amount during the Period was approximately RMB1,467 million, representing an increase of RMB231 million or 18.7% as compared to the transaction amount of approximately RMB1,236 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9月30日止9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48,056千元，較2013年同期的營業收入約人民幣43,296千元增加了人民幣4,760千元或11.0%。

收入的增長主要由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24,692千宗，較2013年同期的20,731千宗增加了3,961千宗或19.1%。本期間內的交易金額約為人民幣1,467,000千元，較2013年同期的交易金額約人民幣1,236,000千元增加了人民幣231,000千元或18.7%。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 30.699 million transactions of mobile top-up services provided by the Group, increased 8.420 million cases or 37.8% as compared to 22.279 million cases in the same period of 2013. The transaction amount was approximately RMB2,416 million, representing an increase of RMB575 million or 31.2% as compared to that of approximately RMB1,841 million for the same period of 2013. The substantial increase recorded by the mobile top-up business of the Group 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 66.3% in 2014 from 48.6% 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 RMB97.019 million and the revenue from such operations was approximately RMB2.820 million, representing a lower level of profit margin as compared to the transaction amount of RMB87.527 million and revenue of RMB3.077 million in the same period of 2013, which was mainly due to that the Group did not develop it as a principle business during the Period.

For the Period, the revenue of the Game Review Website operated by the Group was approximately RMB68,000, which showed a downward trend as compared with approximately RMB1.048 million in the same period of 2013, which was due to that the Group did not regard the income index as the key indicator of Youxing business expansion during the Period. For the period, the average number of IP visitors per day of the Game Review website was about 33,000, which sharply increased 94.1% as compared to 17,000 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30,699千宗，較2013年同期的22,279千宗增加了8,420千宗或37.8%。交易金額約人民幣2,416,000千元，較2013年同期交易金額約人民幣1,841,000千元增加了人民幣575,000千元或31.2%。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大幅增長，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48.6%上升到2014年的66.3%，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97,019千元，對應取得的收入約為人民幣2,820千元，較2013年同期的交易金額人民幣87,527千元和收入人民幣3,077千元相比利潤率下降，主要原因是本期間本集團未將該項業務作為重點業務發展。

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68千元，較2013年同期的約人民幣1,048千元有所下降，下降的原因是本期間本集團未將收入指標作為遊戲業務拓展的關鍵指標。於本期間，遊戲點評網的日均獨立IP訪問量約為33千，較2013年同期的17千大幅增長94.1%。

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 RMB15.793 million, which showed an increase by approximately RMB1.418 million or 9.9% as compared with RMB14.375 million in the same period of 2013.

Gross profit

For the Period, the Group realized gross profit of approximately RMB32.263 million, representing an increase of RMB3.342 million or 11.6% as compared with approximately RMB28.921 million in the same period of 2013.

Losses on fair value change of short-term investment

During the Period, the Group invested in and purchased certain amount of bitcoins. As the price of bitcoins fell recently, the Group incurred losses on changes in fair value of approximately RMB223,000.

Selling and distribution expenses

For the Period, the selling and distribution expenses of the Group were approximately RMB2.649 million, representing an increase of RMB529,000 or 25.0% as compared to approximately RMB2.120 million 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

於本期間內，本集團的收入成本約為人民幣15,793千元，較2013年同期的人民幣14,375千元增加了約人民幣1,418千元或9.9%。

毛利

於本期間內，本集團實現毛利約為人民幣32,263千元，較2013年同期的毛利約人民幣28,921千元增加了人民幣3,342千元或11.6%。

短期投資公允價值變動損失

於本期間內，本集團投資購買了若干比特幣。由於近期比特幣價格下跌，本集團產生約人民幣223千元的公允價值變動損失。

銷售及分銷開支

於本期間內，本集團的銷售及分銷開支約為人民幣2,649千元，較2013年同期的約人民幣2,120千元增加了人民幣529千元或25.0%。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 RMB8.602 million, representing an increase of RMB2.122 million or 32.7% as compared with RMB6.480 million in the same period of 2013. The substantial increase in administrative expenses was mainly due to the increased salary cost of approximately RMB1.328 million. The reasons for the increased salary cost were twofold: (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; and (b) 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 institutions such as compliance advisor and secretarial firm after the listing of the Company also contributed to the increase of administrative expenses during the Period.

Profit before income tax expense

For the Period, the profit before income tax expense of the Group was approximately RMB21.533 million and maintained an excellent growth trend, representing an increase of approximately RMB3.136 million or 17.0% as compared with RMB18.397 million in the same period of 2013.

行政開支

於本期間內，本集團的行政開支約為人民幣8,602千元，較2013年同期的人民幣6,480千元增加了人民幣2,122千元或32.7%。行政開支大幅增長的主要原因是人工成本增加約人民幣1,328千元，人工成本增加主要有兩個原因：(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；及(b)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及秘書公司等機構專業服務費也導致本期間內行政開支的增加。

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21,533千元，較2013年同期的人民幣18,397千元增加了約人民幣3,136千元或17.0%，保持了良好的增長勢頭。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

Income tax expenses

For the Period, the income tax expenses of the Group were approximately RMB7.334 million, with the effective tax rate of 34.1%, representing a significant increase as compared with the income tax expenses of RMB4.317 million and the effective tax rate of 23.5% 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 Software, 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 it was 12.5% in 2013. Shenzhoufu Software is in the course of applying as a state-level high-tech enterprise. If the application is successful, it will be entitled to enjoy preferential tax treatment with the applicable income tax rate of 15% in year 2014.

Profit and total comprehensive income for the Period

For the Period, the profit and total comprehensive income of the Group was approximately RMB14.199 million, with a slight increase as compared with that of approximately RMB14.080 million in the same period of 2013, which was due to the significant increase of the effective income tax rate.

Outlook

The Group invested in a company engaging in bitcoin information and social communication in the first half of 2014. In the third quarter of 2014, the Group also invested in a company, which principally engaged in bitcoin trading and at the same time supported the trading of other virtual currencies such as litecoin and dogecoin, to further expand its footprint in the field of bitcoin and various virtual currencies.

所得稅開支

於本期間內，本集團的所得稅開支約為人民幣7,334千元，實際稅率為34.1%，較2013年同期的所得稅開支人民幣4,317千元和實際稅率23.5%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軟件作為符合資格的「軟件企業」享有的稅收優惠政策於2013年底到期，2014年度按照25%的標準稅率計算中國企業所得稅，2013年度適用的所得稅率則為12.5%。神州付軟件正在申請成為國家級高新技術企業，一旦申請成功，2014年度將會享受稅收優惠政策，適用的所得稅率為15%。

本期間內溢利及全面收益總額

於本期間內，本集團的溢利及全面收益總額約為人民幣14,199千元，較2013年同期的約人民幣14,080千元略有增長，增幅較小的原因為本期間實際所得稅率較去年同期大幅增加。

展望

2014年上半年，本集團投資了一家從事比特幣資訊和社交的企業。2014年第三季度，本集團還投資了一家主營比特幣交易的公司，該公司同時支持萊特幣、狗幣等其他虛擬貨幣的交易，進一步擴大在比特幣及泛虛擬貨幣領域內的布局。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論與分析(續)

The Group has been actively exploring innovative business models and suitable market opportunities in its specialised field. During the Period, we introduced, on the basis of our existing businesses, two-dimensional barcode mobile top-up service, and allowed overseas game users to purchase the service of online game products via bitcoin, credit card and debit card. The Group will successively launch innovative products and business lines to further enlarge the scale of the Group and enhance the Group's results.

本集團一直在集團擅長的領域內積極探索創新的業務模式及尋找合適的市場機會。於本期間，我們在現有的業務基礎上，推出了二維碼手機話費充值服務，及允許海外遊戲用戶以比特幣、信用卡及借記卡購買網上遊戲產品的服務。本集團還將陸續推出創新的產品及業務綫，以進一步擴大集團的規模及提升集團的業績。

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 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); (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 | Approximate percentage of the issued Shares of the Company ^(Note 3) |
|---------------------------------------|---|------------------------------|--|
| | | 所持已發行股份數目 | 佔本公司已發行股份概約百分比 ^(附註3) |
| Wei Zhonghua 魏中華 | Interest of a controlled corporation ^(Note 1) 受控制法團的權益 ^(附註1) | 127,141,873 | 26.49% |
| Sun Jiangtao 孫江濤 | Interest of a controlled corporation ^(Note 2) 受控制法團的權益 ^(附註2) | 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9月30日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有：(a)根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所的權益（包括根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉）；(b)根據證券及期貨條例第352條須記入該條所指的登記冊的權益；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如下：

好倉

本公司每股面值0.001美元的普通股股份（「股份」）

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 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 30 September 2014.

Save as disclosed above, as at 30 September 2014, none of the Directors and the chief executive of the Company had any interests or short positions in the Shares 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9月30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9月30日，概無本公司之董事及主要行政人員於本公司或其任何相聯法團根據證券及期貨條例第352條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。

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

As at 30 September 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 Directors 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9月30日，就本公司董事或主要行政人員所知或所獲悉，根據證券及期貨條例第336條須存置的登記冊所記錄，於股份及相關股份中擁有5%或以上權益之公司或人士(本公司董事或主要行政人員除外)的資料如下：

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

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

企業管治及其他資料(續)

| Name of shareholders | Capacity/Nature of interests | Number of issued Shares held | Approximate percentage of issued Shares of the Company ^(Note 7) |
|------------------------|--|------------------------------|--|
| 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 ^(附註7) |
| Ho Chising | Interest of controlled corporations ^(Note 4) 受控制法團的權益 ^(附註4) | 87,757,200 | 18.28% |
| Zhou Quan 周全 | Interest of controlled corporations ^(Note 5) 受控制法團的權益 ^(附註5) | 87,757,200 | 18.28% |
| VENTECH CHINA II SICAR | Beneficial owner ^(Note 6) 實益擁有人 ^(附註6) | 35,409,900 | 7.38% |

Notes:

附註：

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 respectively. 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.

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。

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED) 企業管治及其他資料(續)

- 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., IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. and IDG CHINA INVESTORS II L.P. are interested.
- Ho Chising is a controlling shareholder holding 50% of the issued 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.
- Zhou Quan is another controlling shareholder holding 50% of the issued 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.
- 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.
- The percentage of shareholding was calculated based on the Company's total issued share capital of 480,000,000 Shares as at 30 September 2014.
- 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. 擁有權益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.、IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. 及 IDG CHINA INVESTORS II L.P. 擁有權益的全部股份中擁有權益。
- Ho Chising 為持有 IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50% 已發行股份的控股股東。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。
- 周全為持有 IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50% 已發行股份的另一位控股股東。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。
- 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 擁有權益的全部股份中擁有權益。
- 持股百分比乃根據本公司於 2014 年 9 月 30 日已發行股本總額 480,000,000 股股份計算得出。

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED) 企業管治及其他資料(續)

Save as disclosed above, as at 30 September 2014, so far as it was known to the Directors or the chief executive of the Company, no 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:

- (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，就本公司董事或主要行政人員所知，於2014年9月30日，概無人士(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、供應商、代理、合作夥伴、顧問或承包商；或
- (b) 任何信托或任何全權信托的受托人，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

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED) 企業管治及其他資料(續)

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

(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 2014.

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 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)(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(為其本身或作為受託人為其附屬公司)之利益提供之不競爭承諾(「不競爭承諾」)訂立了一份不競爭契約。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。

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED) 企業管治及其他資料(續)

Directors', Controlling Shareholders' and their Respective Associates' Interests 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 associates (as defined in the GEM Listing Rules) are 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.

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 its shareholders.

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聯繫人(定義見創業板上市規則)被視為於直接或間接與本集團業務有競爭或可能有競爭以及存在任何利益衝突之業務擁有權益，並須根據創業板上市規則第11.04條披露。

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其股東的權益。

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED) 企業管治及其他資料(續)

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

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 by the Directors made by 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 Standard of Dealings regarding securities transactions by the Directors during the Period.

Compliance Adviser's Interests

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 and effective 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 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 30 September 2014, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

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，彼等均確認於本期間已遵守就董事進行證券交易所規定的交易必守標準。

合規顧問的權益

於2014年9月30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上市之日期)生效的合規顧問協議外，合規顧問或其董事、僱員或聯繫人概無於本公司或本集團任何成員公司(包括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。

CORPORATE GOVERNANCE AND OTHER INFORMATION (CONTINUED)

企業管治及其他資料(續)

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, sell or redeem such securities during the Period.

Audit Committee's Review

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 financial information has been prepared in compliance with the applicable accounting principles, requirements of the GEM Listing Rules and any other applicable laws adequately disclosed.

By order of the Board
Wei Zhonghua
Chairman

Hong Kong, 14 November 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.

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、出售或贖回有關證券。

審核委員會之審閱

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11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。



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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