

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

2015

Third Quarterly

REPORT

第三季度業績報告

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

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**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使然，在創業板買賣的證券可能會較於聯交所主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

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

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FINANCIAL HIGHLIGHTS

財務摘要

- For the nine months ended 30 September 2015, the turnover of the Group (defined below) was approximately RMB35.976 million, representing a decrease of RMB12.080 million or 25.1% over the corresponding period of 2014.
- For the nine months ended 30 September 2015, the gross profit of the Group was approximately RMB29.900 million, representing a decrease of RMB2.363 million or 7.3% over the corresponding period of 2014. Gross profit margin increased from 67.1% for last corresponding period of 2014 to 83.1% for the nine months ended 30 September 2015.
- For the nine months ended 30 September 2015, the profit before income tax expense of the Group was approximately RMB17.992 million, representing a decrease of RMB3.541 million or 16.4% over the corresponding period of 2014.
- For the nine months ended 30 September 2015, the profit and comprehensive income of the Group was approximately RMB13.072 million, representing a decrease of RMB1.127 million or 7.9% over the corresponding period of 2014.
- As at 30 September 2015, the bank and cash balance of the Group was approximately RMB47.663 million (31 December 2014: RMB64.820 million), with the current ratio of 3.22 (31 December 2014: 2.95).
- For the nine months ended 30 September 2015, the earnings per share of the Group was approximately RMB2.82 cents, representing a decrease of RMB0.14 cent or 4.7% as compared to RMB2.96 cents of the corresponding period of 2014.
- The Board (defined below) does not declare the payment of any dividend for the nine months ended 30 September 2015 (2014: nil).
- 截至2015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35,976千元，較2014年同期下降人民幣12,080千元或25.1%。
- 本集團截至2015年9月30日止9個月取得的毛利約為人民幣29,900千元，較2014年同期下降人民幣2,363千元或7.3%。毛利率從2014年同期的67.1%增加至2015年9月30日止9個月的83.1%。
- 截至2015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17,992千元，較2014年同期下降人民幣3,541千元或16.4%。
- 截至2015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13,072千元，較2014年同期下降人民幣1,127千元或7.9%。
- 於2015年9月30日，本集團的銀行及現金餘額約為人民幣47,663千元(2014年12月31日：人民幣64,820千元)，流動比率為3.22(2014年12月31日：2.95)。
- 截至2015年9月30日止9個月，本集團每股溢利約為人民幣2.82分，較2014年同期每股溢利人民幣2.96分減少人民幣0.14分或4.7%。
- 董事會(定義見下文)不就截至2015年9月30日止9個月宣派任何股息(2014年：無)。

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 2015 together with relevant comparative audited/unaudited figures 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2015年9月30日止3個月及9個月的未經審核簡明綜合業績，連同有關的經審核/未經審核比較數據如下：

Unaudited Condensed Consolidated Statement of Comprehensive Income

For the three months and nine months ended 30 September 2015

未經審核簡明綜合全面收益表

截至2015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	
		2015 (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	2015 (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
	Notes 附註				
Revenue	收入	4	12,273	16,428	48,056
Cost of revenue	收入成本		(860)	(5,479)	(15,793)
Gross profit	毛利		11,413	10,949	32,263
Other income and gains	其他收入及收益	4	305	606	744
Losses on fair value change of short-term investment	短期投資公允 價值變動損失		(27)	(545)	(223)
Selling and distribution expenses	銷售及分銷 開支		(646)	(974)	(2,649)
Administrative expenses	行政開支		(2,993)	(3,192)	(8,602)
Profit before income tax expense	除所得稅開支前 溢利	5	8,052	6,844	21,533
Income tax expense	所得稅開支	6	(2,046)	(2,381)	(7,334)
Profit and total comprehensive income for the period	期內溢利及 全面收益總額		6,006	4,463	13,072
Profit/(loss) and total comprehensive income for the period attributable to: Owners of the Company	以下各項應佔 期內溢利/ (虧損)及全面 收益總額； 本公司擁有人		6,168	4,463	14,199
Non-controlling interests	非控股權益		(162)	—	(458)
			6,006	4,463	13,072
Earnings per share (RMB cents)	每股盈利 (人民幣分)				
— Basic	— 基本	7	1.29	0.93	2.82
					2.96

THIRD QUARTERLY RESULTS (Continued)

第三季度業績(續)

Unaudited Condensed Consolidated Statement of Financial Position

As at 30 September 2015

未經審核簡明綜合財務狀況表

於2015年9月30日

		As at 30 September 2015 於2015年 9月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	As at 31 December 2014 於2014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	1,679	1,539
Intangible assets	無形資產	2,218	1,804
Available-for-sale financial assets	可供出售金融資產	5,600	1,300
Total non-current assets	非流動資產總額	9,497	4,643
Current assets	流動資產		
Trade receivables	貿易應收款項	4,438	3,391
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	52,073	44,825
Inventories	存貨	51,326	36,111
Amounts due from related companies	應收關連公司款項	6,848	3,973
Financial assets at fair value through profit or loss	按公平價值計入損益的金融資產	555	600
Cash and cash equivalents	現金及現金等價物	47,663	64,820
Total current assets	總流動資產	162,903	153,720
Liabilities	負債		
Current liabilities	流動負債		
Trade payables	貿易應付款項	34,164	41,989
Other payables and accruals	其他應付款項及應計費用	15,085	9,746
Current tax liabilities	即期稅務負債	1,308	286
Total current liabilities	流動負債總額	50,557	52,021
Net current assets	流動資產淨值	112,346	101,699
Total assets less current liabilities	總資產減流動負債	121,843	106,342
Non-current liabilities	非流動負債		
Deferred tax liabilities	遞延稅務負債	6,130	4,366
Total non-current liabilities	非流動負債總額	6,130	4,366
NET ASSETS	資產淨值	115,713	101,976
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	111,241	97,711
Non-controlling interests	非控股權益	114,182	100,652
		1,531	1,324
TOTAL EQUITY	總權益	115,713	101,976

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 2015

未經審核簡明綜合權益變動表

截至2015年9月30日止9個月

		Attributable Interests to Owners of the Company							
		本公司擁有人應佔權益							
		Issued capital	Share premium	Capital reserve	Statutory reserve	Retained earnings	Non-controlling interests	Total equity	
		已發行股本	股份溢價	資本儲備	法定儲備	保留盈利	總計 非控股權益	總權益	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
At 1 January 2014	於2014年1月1日	2,941	47,899	1,371	9,994	17,690	79,895	—	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	—	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	—	94,094
At 1 January 2015	於2015年1月1日	2,941	47,899	1,371	12,578	35,863	100,652	1,324	101,976
Profit and total comprehensive income for the period	期內溢利及全面收益總額	—	—	—	—	13,530	13,530	(458)	13,072
Capital contribution from non-controlling equity holders of a subsidiary	來自附屬公司非控股權益持有者的資本注資	—	—	—	—	—	—	665	665
Appropriation to statutory reserve	撥入法定儲備	—	—	—	1,786	(1,786)	—	—	—
At 30 September 2015	於2015年9月30日	2,941	47,899	1,371	14,364	47,607	114,182	1,531	115,713

THIRD QUARTERLY RESULTS (Continued) 第三季度業績(續)

Notes to the Third Quarterly Results

第三季度業績附註

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. 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 6th Floor, Taiyueyuan No. 1, Haidian District, Beijing City, the People's Republic of China (the "PRC") 100088, 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 2015 (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.

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」)北京市海澱區太月園1號樓6層。郵政編碼100088。

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2015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)

第三季度業績附註(續)

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 2014, 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"). 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.

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2014年12月31日止年度的年度綜合財務報表所採用者一致,惟為編製本期間的財務報表而首次採納由香港會計師公會頒佈的新訂及經修訂香港財務報告準則、準則之修訂及詮釋除外。採納該等新訂及經修訂香港財務報告準則對第三季度財務報表並無重大影響。

本集團並未提早採納已頒佈但尚未生效的任何新頒布及經修訂香港財務報告準則。

3. 分部報告

本集團主要經營決策人已確定為本公司執行董事(「執行董事」)。執行董事定期審閱提供網上交易服務、分佔網上遊戲運營商溢利及提供網上廣告服務所產生的收入及經營業績,並視之為單一經營分部。

本集團的所有業務於中國經營,故概無呈列地區資料。

THIRD QUARTERLY RESULTS (Continued)

第三季度業績(續)

Notes to the Third Quarterly Results (Continued)

第三季度業績附註(續)

4. Revenue, other income and gains

4. 收入、其他收入及收益

		Three months ended 30 September 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	
		2015 (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	2015 (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
Revenue:	收入：				
Provision of online transaction services	提供網上交易服務	10,749	16,426	33,136	47,988
Income from technology development and technology services	技術開發及技術服務收入	1,520	—	2,833	—
Operation of the Game Review Website	運營遊戲點評網	4	2	7	68
		12,273	16,428	35,976	48,056
Other income and gains:	其他收入及收益：				
Interest income	利息收入	208	85	1,045	220
Government grants	政府補貼	97	—	180	—
Others	其他	—	521	4	524
		305	606	1,229	744

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		Nine months ended 30 September	
	截至9月30日止3個月	截至9月30日止9個月	截至9月30日止3個月	截至9月30日止9個月
	2015 (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	2015 (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
Depreciation of property, plant and equipment	143	132	400	386
Amortisation of intangible assets	95	61	204	182
Minimum lease payments under operating leases for buildings	309	151	744	440
Development costs (note (a))	836	713	2,919	1,964
Employee benefit expenses (including Directors' remuneration)	1,644	1,642	5,856	4,389
Wages and salaries	261	336	890	974
Pension scheme contributions	11	50	51	119

Note:

(a) Development costs mainly comprise staff costs of approximately RMB2.600 million for the Period (2014: RMB1.700 million), which is also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the Period (2014: nil).

附註：

(a) 開發成本主要包括員工工成本，本期間員工工成本約為人民幣2,600千元(2014年：人民幣1,700千元)，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(2014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

		Three months ended 30 September		Nine months ended 30 September	
		截至9月30日止3個月	截至9月30日止9個月	截至9月30日止3個月	截至9月30日止9個月
The Group	本集團	2015	2014	2015	2014
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Current tax – PRC enterprise income tax – tax for the Period	即期稅項 – 中國 企業所得稅 – 本期間內 稅項	1,311	1,820	3,155	5,653
Deferred tax	遞延稅項	735	561	1,765	1,681
Income tax expense	所得稅開支	2,046	2,381	4,920	7,334

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

7. 每股盈利

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

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	
		2015 (Unaudited) (未經審核)	2014 (Unaudited) (未經審核)	2015 (Unaudited) (未經審核)	2014 (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)	6,168	4,463	13,530	14,199
Number of shares	股份數目				
Weighted average number of ordinary shares for the purpose of basic earnings per share	用以計算每股基本盈利之普通股加權平均數	480,000,000	480,000,000	480,000,000	480,000,000

The calculation of the basic earnings per share has taken into account the shares issued and outstanding during the Period and on the assumption that the 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。

No diluted earnings per share is presented as there were no potential ordinary shares in issue during the nine months ended 30 September 2015 (2014: nil).

截至2015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(2014年：無)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Financial Review

For the Period, the Group primarily engaged in the 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. The Group acts as a transaction platform by allowing online game users to recharge their online game accounts with mobile top-up amount through cooperation between its self-developed Shenzhoufu system and online game operators in China. The Group uses the mobile top-up amount received from online game users to recharge their mobile accounts. This top-up procedure may also be performed by using mobile internet through the Shen Zhou Fu Card issued by the Group. Besides, the Group is also engaged in the distribution of online game products. Starting from the second quarter of 2015, the Group also provides technology development and technology services to external parties. Except for this, the business model and main activities of the Group were in line with those described in the 2014 Annual Report of the Company.

Revenue

For the Period, the Group recorded a revenue from operation of approximately RMB35.976 million, representing a decrease of RMB12.080 million or 25.1% as compared to that of approximately RMB48.056 million in the same period of 2014.

The decrease was mainly attributable to the decrease of transaction volume of online transaction services. For the Period, there are 19.599 million transactions of providing online transaction services to the online game operators through the Shenzhoufu system, which decreased by 5.093 million transactions or 20.6% as compared to 24.692 million transactions for the same period of 2014. The transaction amount during the Period was approximately RMB1,081 million, representing a decrease of RMB386 million or 26.3% as compared to that of approximately RMB1,467 million in the same period of 2014. The revenue generated from online transaction services decreased from approximately RMB47.988 million in the same period of last year to approximately RMB33.136

財務回顧

截至本期間，本集團運營的主要業務為透過促進網上遊戲運營商與網上遊戲用戶之間的交易，以及向手機用戶提供手機話費充值服務來提供網上交易服務。本集團透過運作其自主開發的神州付系統及中國的網上遊戲運營商合作，接受網上遊戲用戶使用手機話費充值金額為他們的網上遊戲賬號充值的交易平台。本集團將向網上遊戲用戶收取的手機話費充值金額用來為手機賬號充值，該充值過程亦可通過本集團發行的神州付一卡通使用移動互聯網實現。另外，本集團還在網上分銷遊戲產品。從2015年第二季度開始，本集團還對外提供技術開發和技術服務，除此外，本集團的業務模式及主要活動與本公司的2014年年報所述一致。

收入

於本期間內，本集團取得營業收入約人民幣35,976千元，較2014年同期的營業收入約人民幣48,056千元下降了人民幣12,080千元或25.1%。

收入的下降主要由於網上交易服務業務的交易量下降。於本期間內，本集團通過神州付系統向網上遊戲運營商提供網上交易服務的交易筆數為19,599千宗，較2014年同期的24,692千宗下降了5,093千宗或20.6%。本期間內的交易金額約為人民幣1,081,000千元，較2014年同期的交易金額約人民幣1,467,000千元下降了人民幣386,000千元或26.3%。由網上交易服務業務產生的收入從去年同期的約人民幣47,988千元降到本期間的約人民幣33,136千元，下降了約人民幣14,852千元或30.9%。網上交易服務交

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論與分析(續)

million in the Period, representing a decrease of approximately RMB14.852 million or 30.9%. The decrease in the transaction volume of online transaction services was mainly due to a loss of several customers and a decrease in transaction volume from certain large customers during the Period. To increase the transaction volume, the Company has proactively pursued new game operators and signed up nearly 50 new game operators during the third quarter of 2015.

For the Period, there are 27.652 million transactions of mobile top-up services provided by the Group, which decreased by 3.047 million transactions or 9.9% as compared to 30.699 million transactions in the same period of 2014. The transaction amount was approximately RMB2,142 million, representing a decrease of RMB274 million or 11.3% as compared to that of approximately RMB2,416 million for the same period of 2014. Due to the decrease in transaction volume of online transaction services, the transaction volume of mobile top-up services also declined.

As the transaction volume of the business of online transaction services decreased and the decrease in transaction volume of mobile top-up services is relatively small, the Group was required to directly purchase more mobile top-up cards from telecommunication operators and/or their distributors to fulfil the top-up demand. For the Period, the nominal value of the mobile cards externally purchased by the Group was approximately RMB1,039 million, accounting for 48.2% of the nominal amount of mobile top-up services for the Period, while for the same period of 2014, the nominal value of the mobile cards externally purchased by the Group was approximately RMB912 million, accounting for 37.5% of the nominal amount of mobile top-up services for the same period of 2014. For the Period, the average discount on the mobile cards purchased externally was 0.84%, representing a decrease of 25.7% as compared to that of 1.13% for the same period of 2014. The increase in purchasing costs resulted in a decrease in the gross profit margin of mobile top-up services. In September 2015, the Company signed agreements with three suppliers which offered a bigger discount. After a

易量下降的原因主要是於本期間本公司流失了一些客戶，以及幾家大客戶的交易量下降導致。為提升交易量，本公司積極拓展新的遊戲運營商，2015年第三季度，本公司新簽約遊戲運營商近50家。

於本期間內，本集團話費充值服務的交易筆數為27,652千宗，較2014年同期的30,699千宗下降了3,047千宗或9.9%。交易金額約人民幣2,142,000千元，較2014年同期交易金額約人民幣2,416,000千元下降了人民幣274,000千元或11.3%。由於網上交易服務交易量的下降，話費充值服務的交易量也有所下降。

由於網上交易服務業務的交易量下降，而話費充值服務的交易量降幅較小，本集團需要直接向電信運營商及／或其分銷商採購更多的話費充值卡來滿足充值需求。於本期間內，本集團外購的話費充值面額約為人民幣1,039百萬元，佔本期話費充值服務交易面額48.2%；而2014年同期，本集團外購的話費充值卡面額約為人民幣912百萬元，佔2014年同期話費充值服務交易面額37.5%。於本期間內，外購話費充值卡的平均折扣為0.84%；而2014年同期折扣為1.13%，降幅為25.7%，採購成本的增加導致話費充值服務的毛利率下降。2015年9月，本公司與三家折扣較大的供應商簽署協議，通過一段時間的測試，接口較為

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論與分析(續)

period of testing, the channels became more stable and the gross profit margin of mobile top-up services is expected to increase in the fourth quarter of 2015.

For the Period, the transaction amount from distributing online game products of the Group was approximately RMB169.351 million and the revenue from such operations was approximately RMB3.094 million, representing an increase of RMB72.332 million or 74.6% in transaction amount as compared to that of RMB97.019 million for the same period of 2014 and an increase of RMB0.274 million or 9.7% in revenue as compared to that of RMB2.820 million for the same period of 2014. Such business growth was mainly attributable to the Group's operation of game point cards exchange business which commenced in the second half of 2014. The transaction volume of this business continued to increase and the nominal transaction amount per month exceeded RMB19.000 million.

Since the second quarter of this year, the Group has undertaken businesses of providing technology development and technology services to external parties and entered into cooperation agreements with several companies, which generated revenue of approximately RMB2.833 million during the Period.

Cost of revenue

For the Period, the cost of revenue of the Group was approximately RMB6.076 million, decreased by approximately RMB9.717 million or 61.5% as compared with approximately RMB15.793 million in the same period of 2014.

The decrease in the cost of revenue was mainly due to two factors: (i) the Company gradually closed down some outsourcing system maintenance channels during the Period; and (ii) the decrease in transaction volume, which significantly reduced the channel maintenance cost for the Period. The channel maintenance cost decreased from approximately RMB7.573 million in the same period of last year to approximately RMB1.827 million in the Period, representing a decrease of approximately RMB5.746 million or 75.9%. Moreover, since the transaction volume of mobile top-up services declined

穩定，以期待在2015年第四季度能夠提升話費充值服務業務的毛利率。

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169,351千元，對應取得的收入約為人民幣3,094千元，較2014年同期的交易金額人民幣97,019千元增加人民幣72,332千元或74.6%，較2014年同期的收入人民幣2,820千元增加人民幣274千元或9.7%。該業務的增長主要得益於本集團於2014年下半年開始運營的遊戲點卡置換業務，該業務的交易量持續增長，單月的交易面額已超過人民幣19,000千元。

自本年度第二季度開始，本集團對外承接技術開發及技術服務的業務，已與多家公司簽署了合作協議，於本期間內，取得約人民幣2,833千元的收入。

收入成本

於本期間內，本集團的收入成本約為人民幣6,076千元，較2014年同期約人民幣15,793千元下降了約人民幣9,717千元或61.5%。

收入成本下降的主要因素包括兩方面：一是本公司於本期間內陸續關閉了一些外包的接口維護通道，二是交易量的下降，大大降低了本期間的接口維護成本，從去年同期的約人民幣7,573千元下降到本期間的約人民幣1,827千元，下降了約人民幣5,746千元或75.9%。另一方面，由於話費充值服務業務交易量的下降及本公司調整了不同手續費率的話費充值渠道的結構比例，大大地降低了支付手續費的成

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論與分析(續)

and the Company adjusted its structural proportion of mobile top-up channels with different handling fees, the cost of handling fee was substantially reduced from approximately RMB7.482 million in the same period of last year to approximately RMB3.548 million in the Period, representing a decrease of 52.6%.

Gross profit

For the Period, the Group realized gross profit of approximately RMB29.900 million, representing a decrease of RMB2.363 million or 7.3% as compared with approximately RMB32.263 million in the same period of 2014.

Selling and distribution expenses

For the Period, the selling and distribution expenses of the Group were approximately RMB2.384 million, representing a decrease of RMB0.265 million or 10% as compared to approximately RMB2.649 million in the same period of 2014.

Administrative expenses

For the Period, the administrative expenses of the Group were approximately RMB10.708 million, representing an increase of RMB2.106 million or 24.5% as compared with RMB8.602 million in the same period of 2014. The substantial increase in administrative expenses was mainly due to the increased salary cost of approximately RMB1.304 million. In addition, a professional services fee of approximately RMB0.753 million was incurred during the Period for the transfer of listing of the Company to the Main Board.

Profit before income tax expense

For the Period, the profit before income tax expense of the Group was approximately RMB17.992 million, representing a decrease of approximately RMB3.541 million or 16.4% as compared with RMB21.533 million in the same period of 2014. Such decline in profit before income tax expense for the Period was mainly due to the decrease in revenue and the increase in administrative expenses.

本，從去年同期的約人民幣7,482千元下降到期間的約人民幣3,548千元，降幅為52.6%。

毛利

於本期間內，本集團實現毛利約為人民幣29,900千元，較2014年同期的毛利約人民幣32,263千元下降了人民幣2,363千元或7.3%。

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2,384千元，較2014年同期的約人民幣2,649千元下降了人民幣265千元或10%。

行政開支

於本期間內，本集團的行政開支約為人民幣10,708千元，較2014年同期的人民幣8,602千元增加了人民幣2,106千元或24.5%。行政開支大幅增長的主要原因是人工成本增加約人民幣1,304千元。另外，本期間內發生與本公司轉主板上市相關的專業服務費約人民幣753千元。

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17,992千元，較2014年同期的人民幣21,533千元下降了約人民幣3,541千元或16.4%。期內除所得稅開支前溢利的下降主要由於收入的下降及行政開支的增加。

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 RMB4.920 million, with the effective tax rate of 27.3%. For the same period of 2014, the income tax expenses of the Group were RMB7.334 million, with the effective tax rate of 34.1%. In 2015, Shenzhoufu (Beijing) Software Technology Limited, a subsidiary of the Group, became a qualified national hi-tech enterprise, of which the applicable PRC enterprise income tax rate is 15%. However, as the qualification certificate was acquired in October 2014, the income tax for the nine months ended 30 September 2014 was calculated in accordance with the standard tax rate of 25%, resulting in higher effective tax rate during the same period of last year.

Profit and total comprehensive income for the Period

For the Period, the profit and total comprehensive income of the Group was approximately RMB13.072 million, with a decrease of RMB1.127 million or 7.9% as compared with that of approximately RMB14.199 million in the same period of 2014.

Investment

During the Period, Beijing Tianjyilian Technology Co., Ltd. ("TJYL"), a subsidiary of the Group, made investments of RMB100,000 and RMB200,000 in Beijing Guorenbao Technology Co., Ltd. (北京果仁寶科技有限公司) ("Guorenbao") and Shijiazhuang Aiqiqi Information Technology Co., Ltd. (石家莊愛企奇信息技術有限公司) ("Aiqiqi"), respectively, representing 10% and 20% of their respective shareholding interest. Guorenbao is an enterprise engaging in financial information on the internet and mobile internet as well as segment-chain technology services. Aiqiqi is an enterprise undertaking outsourcing business of technology development and technology services of internal information at enterprise level.

During the Period, Beijing Youxiping Technology Co., Ltd. ("Youxiping"), a subsidiary of the Group, increased its investment in Shenzhen Beiyun Network Technology Co., Ltd. ("Beiyun Network") by RMB1,000,000 and its shareholding reached 15.625%. Beiyun Network is an enterprise engaging in information of bitcoin, social network and sharing-economy services.

所得稅開支

於本期間內，本集團的所得稅開支約為人民幣4,920千元，實際稅率為27.3%，2014年同期的所得稅開支為人民幣7,334千元，實際稅率為34.1%。2015年本集團附屬公司神州付(北京)軟件技術有限公司作為符合資格的國家高新技術企業，其適用的中國企業所得稅稅率為15%；但是，由於該資格證書於2014年10月取得，截至2014年9月30日止9個月期間，其所得稅按照25%的標準稅率計算，導致上年同期實際稅率較高。

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13,072千元，較2014年同期的約人民幣14,199千元下降人民幣1,127千元或7.9%。

投資

於本期間內，本集團附屬公司北京天機移聯科技有限公司(「天機移聯」)對北京果仁寶科技有限公司(「果仁寶」)和石家莊愛企奇信息技術有限公司(「愛企奇」)分別投資人民幣100,000元和人民幣200,000元，持股比例分別為10%和20%。果仁寶是一家從事互聯網和移動互聯網金融信息和區塊鏈技術服務的企業。愛企奇是承接企業級內部信息技術開發及技術服務外包業務的企業。

本期間內，本集團附屬公司北京遊戲瓶科技有限公司(「遊戲瓶」)對深圳北雲網絡技術有限公司(「北雲網絡」)增資人民幣1,000,000元，持股比例達到15.625%。北雲網絡是一家從事比特幣資訊、社交以及共享經濟服務的企業。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued) 管理層討論與分析(續)

Event after the reporting period

On 19 October 2015, TJYL, a subsidiary of the Company, entered into a “capital injection and shareholders agreement” with Beijing Zhangzhong Technology Co., Ltd. (北京掌眾科技有限公司) (“Zhangzhong Technology”), pursuant to which TJYL shall invest RMB15,300,282.9 in Zhangzhong Technology by way of capital injection. After the completion of such investment, the Group’s investment proportion in Zhangzhong Technology increased to 25.9% from 21.36%. Zhangzhong Technology is a company providing peer-to-peer (“P2P”) internet financial service, and operating a P2P product, being “Instant Loan” (“閃電借款”) and “Instant financial management” (“閃電理財”).

On 23 October 2015, Guorenbao obtained an investment from a well-known overseas investor, which led to a rapid escalation in Guorenbao’s valuation. Hence, the fair value of the investment in Guorenbao by the Group increased sharply.

Outlook

The Group will further expand the cooperation with game operators, make active efforts in cost reduction and continue to explore innovative businesses in order to identify growth drivers for its revenue.

The application pertaining to the proposed transfer of listing from the GEM to the Main Board of the Stock Exchange (the “Application”) was submitted to the Stock Exchange on 15 April 2015 (the “Submission”). As six months had passed since the Submission, the Application has lapsed. The Board may reactivate the Application. Further announcement(s) would be made by the Company to inform of the progress of the proposed transfer as and when appropriate.

Dividend

The Board does not declare the payment of any dividend for the Period (2014: nil).

報告期後事件

於2015年10月19日，本公司附屬公司天機移聯與北京掌眾科技有限公司(「掌眾科技」)簽署「增資暨股東協議」，約定天機移聯以認購增資的形式向掌眾科技投資人民幣15,300,282.9元，該項投資完成後，本集團對掌眾科技的投資比例由原來的21.36%上升到25.9%。掌眾科技是一家從事點對點(「P2P」)互聯網金融服務的公司，其運營的P2P產品為「閃電借款」和「閃電理財」。

於2015年10月23日，果仁寶獲得境外知名投資人的投資，果仁寶的公司估值增長迅速，本集團對果仁寶投資的公允價值也快速增長。

展望

本集團將繼續在遊戲合作商戶拓展，成本降低方面積極努力，不斷探索挖掘創新業務，尋找收入增長點。

有關建議由聯交所創業板轉往主板上市的申請(「申請」)已於2015年4月15日向聯交所遞交(「遞交」)。由於自遞交起計已過六個月，故申請已告失效。董事會將重新恢復申請。本公司將於適當時候作出進一步公告有關建議轉板之進展。

股息

董事會不就本期間宣派任何股息(2014：無)。

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 2015, 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")

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2015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」）

Name of Directors and chief executive	Capacity/Nature of interests	Number of issued Shares held	Approximate percentage of the issued Shares ^(Note 3)
董事及主要行政人員姓名	身份／權益性質	所持已發行股份數目	佔已發行股份概約百分比 ^(附註3)
Wei Zhonghua 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)	119,171,027	24.83%

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 Shares of 480,000,000 Shares as at 30 September 2015.

Save as disclosed above, as at 30 September 2015, 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. 控股百分比乃基於本公司於2015年9月30日已發行股份總數為480,000,000股股份計算所得。

除上文披露者外，於2015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 2015, 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2015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 ^(Note 7)
股東姓名	身份／權益性質	所持已發行股份數目	佔已發行股份概約百分比 ^(附註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)	119,171,027	24.83%
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
股東姓名	身份／權益性質	所持已發行股份數目	佔已發行股份概約百分比 ^(附註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)	26,409,900	5.5%

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)

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., IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. and IDG CHINA INVESTORS II L.P. are interested.
4. 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.
5. 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.
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 Shares of 480,000,000 Shares as at 30 September 2015.
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。
4. 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。
5. 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。
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 擁有權益的全部股份中擁有權益。
7. 持股百分比乃根據本公司於2015年9月30日已發行股份總數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 2015, 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 as recorded in the register required to be kept under Section 336 of the SFO.

除上文所披露外，就本公司董事或主要行政人員所知，於2015年9月30日，概無人士（本公司董事或主要行政人員除外）於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。

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

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.

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 2015.

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.

During the Period, the Independent Non-executive Directors of the Company have reviewed the compliance with the undertakings given by each of the Controlling Shareholders (including the letter issued by the Controlling Shareholder for compliance with the undertakings) and concluded with the confirmation by each of the Controlling Shareholders that neither any of the Controlling Shareholders nor their respective associates have engaged in any business that competes or may compete with the business of the Group or have any other conflict of interests with the Group.

(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。

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2015年9月30日尚未行使。

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。

本公司獨立非執行董事於本期間對各控股股東遵守所作承諾的情況進行了審核(包括獲該控股股東出具遵守承諾的函件)，無任何控股股東或任何彼等的聯繫人，而各控股股東確認沒有從事與本集團業務構成競爭或可能構成競爭之業務或與本集團有任何其他利益衝突。

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

Directors', Controlling Shareholders', Substantial Shareholders' and their Respective Close 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, substantial shareholders (as defined in the GEM Listing Rules) and their respective close 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、主要股東 及彼等各自緊密聯繫人於 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、主要股東(定義見創業板上市規則)及彼等各自緊密聯繫人(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 except the deviation set out below:

Code Provision E.1.2

The chairman of the Board (the “Chairman”) should attend the annual general meeting. He should also invite the chairmen of the Audit Committee, the Nomination Committee and the Remuneration Committee to attend. However, Mr. Wei Zhonghua, the Chairman, was unable to attend the annual general meeting of the Company held on 24 June 2015 (the “2015 AGM”) due to other business engagements. In the absence of the Chairman, Mr. Tang Bin, an executive Director, took the chair of the 2015 AGM in accordance with the articles of association of the Company to ensure effective communication with its shareholders.

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.

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.

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，惟以下載列者除外：

守則條文第E.1.2條

董事會主席(「主席」)須出席股東週年大會。董事會主席亦須邀請審核委員會、提名委員會及薪酬委員會主席出席大會。然而，主席魏中華先生由於須處理其他事務，未能出席本公司於2015年6月24日舉行的股東週年大會(「2015年股東週年大會」)。由於主席缺席，根據本公司組織章程細則規定，執行董事唐斌先生擔任2015年股東週年大會主席，以確保能與其股東有效溝通。

遵守董事進行證券交易之行為守則

本公司已採納創業板上市規則第5.48至5.67條所載交易必守標準(「交易必守標準」)，作為董事進行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。

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

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 Shares on the Stock Exchange), neither the compliance adviser nor its directors, employees or close 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 30 September 2015, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

Purchase, Sale or Redemption of Listed Securities of the Company

The Company did not redeem any of its securities listed on the Stock Exchange nor did the Company or any of its subsidiaries purchase, sell or redeem such securities during the Period.

合規顧問的權益

於2015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(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、僱員或緊密聯繫人(定義見創業板上市規則)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。

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。

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

Audit Committee's Review

The Audit Committee of the Company (the "Audit Committee") 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 and has been adequately disclosed.

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

Hong Kong, 13 November 2015

As at the date of this report, the Executive Directors are Mr. Sun Jiangtao (Chief Executive Officer) and Mr. Tang Bin, the Non-executive Directors are Mr. Wei Zhonghua (Chairman), Mr. Li Jianguang and Mr. Lan Xi and the Independent Non-executive Directors are Mr. Hou Dong, Mr. He Qinghua and Mr. Yang Haoran.

審核委員會之審閱

本公司審核委員會(「審核委員會」)由三名成員組成，包括兩名獨立非執行董事何慶華先生及侯東先生，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
神州數字銷售技術有限公司
主席
魏中華

香港，2015年11月13日

於本報告日期，執行董事為孫江濤先生(行政總裁)及唐斌先生，非執行董事為魏中華先生(主席)、李建光先生及蘭希先生，及獨立非執行董事為侯東先生、何慶華先生及楊浩然先生。



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神州數字

China Binary Sale Technology Limited

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