



2016 Interim Report

中期業績報告

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

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

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

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

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of China Binary Sale Technology Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM (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創業板(分別為「聯交所」及「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，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。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並表明不會就本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

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 Interim Results 中期業績
- 3 Unaudited Condensed Consolidated Statement of Comprehensive Income
未經審核簡明綜合全面收益表
- 4 Unaudited Condensed Consolidated Statement of Financial Position 未經審核簡明綜合財務狀況表
- 5 Unaudited Condensed Consolidated Statement of Cash Flows 未經審核簡明綜合現金流量表
- 6 Unaudited Condensed Consolidated Statement of Changes in Equity 未經審核簡明綜合權益變動表
- 7 Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註
- 19 Management Discussion and Analysis 管理層討論與分析
- 29 Corporate Governance and Other Information 企業管治及其他資料
- 29 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
- 31 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
- 34 Share Option Scheme 購股權計劃
- 35 Non-Competition Undertakings 不競爭承諾
- 36 Interests of Directors, Controlling Shareholders and their Respective Close Associates in Competing Business 董事、控股股東及彼等各自緊密聯繫人於競爭業務之權益
- 37 Compliance with Corporate Governance Code 遵守企業管治守則
- 38 Changes in Information of Directors 董事資料變動
- 38 Compliance with Code of Conduct Regarding Securities Transactions by Directors 遵守董事進行證券交易之行為守則
- 39 Compliance Adviser's Interests 合規顧問的權益
- 40 Purchase, Sale or Redemption of Listed Securities of the Company 購買、出售或贖回本公司之上市證券
- 40 Audit Committee 審核委員會

Financial Highlights 財務摘要

- For the Period (as defined below), there were 5,767,000 transactions of providing online transaction services to the online game operators through the Shenzhenfu System, decreased by 7,640,000 cases or 57.0% as compared to 13,407,000 cases for the same period of 2015. Transaction amount during the Period was approximately RMB467,000,000, representing a decrease of RMB282,000,000 or 37.7% as compared to the transaction amount of approximately RMB749,000,000 in the same period of 2015.
- For the Period, the turnover of the Group (as defined below) was approximately RMB14,591,000, representing a decrease of RMB9,112,000 or 38.4% over the same period of 2015.
- For the Period, gross profit of the Group was approximately RMB12,084,000, representing a decrease of RMB6,403,000 or 34.6% over the same period of 2015. Gross profit margin increased from 78.0% for June 2015 to 82.8% for June 2016; the increase in gross profit margin was due to the significant decrease of the cost of revenue.
- For the Period, the profit and total comprehensive income of the Group was approximately RMB1,393,000, representing a decrease of RMB5,673,000 or 80.3% as compared to the same period of 2015.
- As at 30 June 2016, the bank and cash balance of the Group was approximately RMB75,205,000 (31 December 2015: RMB45,499,000), with the current ratio of 4.17 (31 December 2015: 2.89).
- For the Period, the earnings per share of the Group was approximately RMB0.52 cent, representing a decrease of RMB1.01 cents or 66.01% as compared to the earnings per share of RMB1.53 cents of the same period of 2015.
- The Board (as defined below) does not declare the payment of an interim dividend for the Period (2015: nil).
- 截至本期間(定義見下文),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5,767千宗,較2015年同期的13,407千宗下降了7,640千宗或57.0%。本期間內的交易金額約為人民幣467,000,000元,較2015年同期的交易金額約人民幣749,000,000元下降了人民幣282,000,000元或37.7%。
- 截至本期間,本集團(定義見下文)取得營業收入約為人民幣14,591,000元,較2015年同期下降人民幣9,112,000元或38.4%。
- 截至本期間,本集團取得的毛利約為人民幣12,084,000元,較2015年同期下降人民幣6,403,000元或34.6%。毛利率從2015年6月的78.0%增加至2016年6月的82.8%。毛利率的增加源於收入成本的大幅下降。
- 截至本期間,本集團的溢利及全面收益總額約為人民幣1,393,000元,較2015年同期下降人民幣5,673,000元或80.3%。
- 於2016年6月30日,本集團的銀行及現金餘額約為人民幣75,205,000元(2015年12月31日:人民幣45,499,000元),流動比率為4.17(2015年12月31日:2.89)。
- 截至本期間,本集團每股盈利約為人民幣0.52分,較2015年同期每股盈利人民幣1.53分減少人民幣1.01分或66.01%。
- 董事會(定義見下文)未有就截至本期間宣派中期股息(2015年:無)。

Interim Results 中期業績

The board of Directors (the “Board”) presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months and six months ended 30 June 2016 together with relevant comparative audited/unaudited figures as follows:

董事會(「董事會」)呈報本公司及其附屬公司(統稱「本集團」)截至2016年6月30日止三個月及六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 six months ended 30 June 2016

未經審核簡明綜合全面收益表

截至2016年6月30日止三個月及六個月

		Notes 附註	Three months ended 30 June 截至6月30日止三個月		Six months ended 30 June 截至6月30日止六個月	
			2016 (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	2016 (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
Revenue	收入	4	7,740	12,267	14,591	23,703
Cost of revenue	收入成本		(1,767)	(1,851)	(2,506)	(5,216)
Gross profit	毛利		5,973	10,416	12,084	18,487
Other income and gains or losses	其他收入及收益或虧損	4	(11)	516	308	924
Gains on fair value change of short-term investment	短期投資公允價值變動收益		662	211	635	(18)
Selling and distribution expenses	銷售及分銷開支		(806)	(738)	(1,627)	(1,738)
Administrative expenses	行政開支		(5,500)	(4,140)	(8,299)	(7,715)
Profit before income tax expense	除所得稅開支前溢利	5	318	6,265	3,102	9,940
Income tax expense	所得稅開支	6	(952)	(1,725)	(1,709)	(2,874)
(Loss)/profit and total comprehensive income for the period	期內(虧損)/溢利及全面收益總額		(634)	4,540	1,393	7,066
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		321	4,746	2,494	7,362
Non-controlling interests	非控股權益		(955)	(206)	(1,101)	(296)
			(634)	4,540	1,393	7,066
Earnings per share (RMB cents)	每股盈利(人民幣分)					
— Basic	— 基本	7	0.07	0.99	0.52	1.53

Interim Results (Continued)

中期業績(續)

Unaudited Condensed Consolidated Statement of Financial Position

As at 30 June 2016

未經審核簡明綜合財務狀況表

於2016年6月30日

		As at 30 June 2016 於2016年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	As at 31 December 2015 於2015年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
	Notes 附註		
Assets	資產		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	1,658	1,839
Intangible assets	無形資產	2,181	2,131
Financial assets available for sale	可供出售金融資產	22,410	20,910
Total non-current assets	非流動資產總額	26,249	24,880
Current assets	流動資產		
Trade receivables	貿易應收款項	3,143	3,360
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	59,362	68,884
Inventories	存貨	8,617	54,809
Amounts due from related companies	應收關連公司款項	4,756	2,942
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	1,596	986
Cash and cash equivalents	現金及現金等價物	75,205	45,499
Total current assets	總流動資產	152,679	176,480
Liabilities	負債		
Current liabilities	流動負債		
Trade payables	貿易應付款項	24,067	45,760
Other payables and accruals	其他應付款項及應計費用	11,982	13,839
Current tax liabilities	即期稅務負債	530	1,365
Total current liabilities	流動負債總額	36,579	60,964
Net current assets	流動資產淨值	116,100	115,516
Total assets less current liabilities	總資產減流動負債	142,349	140,396
Non-current liabilities	非流動負債		
Deferred tax liabilities	遞延稅務負債	7,433	6,873
Total non-current liabilities	非流動負債總額	7,433	6,873
NET ASSETS	資產淨值	134,916	133,523
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	119,191	116,697
Non-controlling interests	非控股權益	122,132	119,638
		12,784	13,885
TOTAL EQUITY	總權益	134,916	133,523

Interim Results (Continued)

中期業績(續)

Unaudited Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2016

未經審核簡明綜合現金流量表

截至2016年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2016 (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
Net cash from operating activities	經營業務所得現金淨額	31,507	21,470
Net cash used in investing activities	投資活動所用現金淨額	(1,801)	(3,248)
Net cash from financing activities	融資活動所得現金淨額	—	331
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	29,706	18,553
Cash and cash equivalents at the beginning of the period	期初現金及現金等價物	45,499	64,820
Cash and cash equivalents at the end of the period	期末現金及現金等價物	75,205	83,373
Analysis of the balances of cash and cash equivalents	現金及現金等價物結餘分析		
Cash and bank balances	現金及銀行結餘	75,205	83,373

Interim Results (Continued)

中期業績(續)

Unaudited Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2016

未經審核簡明綜合權益變動表

截至2016年6月30日止六個月

		Equity attributable to owners of the Company					Non-		Total equity
		本公司擁有人應佔權益					controlling interests		
		Issued capital	Share premium	Capital reserve	Statutory reserve	Retained earnings	Total		
		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	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	人民幣千元
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/(loss) and total comprehensive income for the period	期內溢利/(虧損)及全面收益總額	—	—	—	—	7,362	7,362	(296)	7,066
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	—	—	—	1,035	(1,035)	—	—	—
At 30 June 2015	於2015年6月30日	2,941	47,899	1,371	13,613	42,190	108,014	1,693	109,707
At 1 January 2016	於2016年1月1日	2,941	47,899	1,371	15,113	52,314	119,638	13,885	133,523
Profit/(loss) and total comprehensive income for the period	期內溢利/(虧損)及全面收益總額	—	—	—	—	2,494	2,494	(1,101)	1,393
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	—	—	—	—	—	—	—	—
Appropriation to statutory reserve	撥入法定儲備	—	—	—	564	(564)	—	—	—
At 30 June 2016	於2016年6月30日	2,941	47,899	1,371	15,677	54,244	122,132	12,784	134,916

Interim Results (Continued) 中期業績 (續)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

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 on the GEM. The Company's registered office and principal place of business are located at Floor 4, Willow House, Cricket Square, P.O. Box 2804, Grand Cayman KY1-1112, the Cayman Islands and 3rd Floor, No.1 Building Tai Yue Yuan, Haidian District, Beijing, the People's Republic of China (the "PRC"), respectively.

The Company is an investment holding company. The Company's subsidiaries are 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 (the "Interim Financial Statements") for the six months ended 30 June 2016 (the "Period") of the Group has been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards and its interpretations issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the 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。其股份於創業板上市。本公司的註冊辦事處及主要營業地點分別位於Floor 4, Willow House, Cricket Square, P.O. Box 2804, Grand Cayman KY1-1112, the Cayman Islands及中華人民共和國(「中國」)北京海澱區太月園1號樓3樓。

本公司為一間投資控股公司。本公司附屬公司之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2016年6月30日止六個月(「本期間」)未經審核綜合財務報表(「中期財務報表」)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以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。

Interim Results (Continued)

中期業績(續)

Notes to the Condensed Consolidated Financial Statements (Continued)

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

The Interim 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 Interim Financial Statements are in accordance with the annual consolidated financial statements for the year ended 31 December 2015, 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 Interim 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. 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 information technology 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.

簡明綜合財務報表附註(續)

2. 編製基準及主要會計政策(續)

中期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。編製中期財務報表所採用的主要會計政策與截至2015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中期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技術服務所產生的收入及經營業績,並視之為單一經營分部。

本集團的所有業務均於中國經營,故概無呈列地區資料。

Interim Results (Continued)

中期業績 (續)

Notes to the Condensed Consolidated Financial Statements (Continued) 簡明綜合財務報表附註 (續)

4. Revenue, other income and gains 4. 收入、其他收入及收益

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止三個月		截至6月30日止六個月	
		2016	2015	2016	2015
		(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
Revenue:	收入：				
Provision of online transaction services	提供網上交易服務	7,693	10,951	14,190	22,387
Operation of the Game Review Website	運營遊戲點評網	—	3	—	3
Income from technology services	技術服務收入	47	1,313	401	1,313
		7,740	12,267	14,591	23,703
Other income and gains:	其他收入及收益：				
Government grants	政府補貼	17	83	38	83
Interest income/(expense)	利息收入／(開支)	(28)	433	270	837
Others	其他	—	—	—	4
		(11)	516	308	924

Interim Results (Continued)

中期業績(續)

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

5. Profit before income tax expense

5. 除所得稅開支前溢利

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

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 June		Six months ended 30 June		
	截至6月30日止三個月	截至6月30日止六個月	截至6月30日止三個月	截至6月30日止六個月	
	2016 (Unaudited) (未經審核)	2015 (Unaudited) (未經審核)	2016 (Unaudited) (未經審核)	2015 (Unaudited) (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	
Depreciation of property, plant and equipment	物業、廠房及設備折舊	144	115	287	257
Amortisation of intangible assets	無形資產攤銷	75	58	145	109
Minimum lease payments under operating leases for buildings	樓宇經營租賃的最低租金	93	271	340	435
Development costs (note (a))	開發成本(附註(a))	891	1,251	1,863	2,083
Employee benefit expenses (including Directors' remuneration)	僱員福利開支(包括董事薪酬)	1,931	2,274	4,021	4,212
Wages and salaries	工資及薪金	252	309	562	629
Pension scheme contributions	退休計劃供款	—	40	—	40
Auditor's remuneration	核數師薪酬	—	40	—	40

Note:

- (a) Development costs mainly comprise staff costs of approximately RMB1,764,000 for the Period (2015: RMB1,885,000), which is also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the Period (2015: 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1,764,000元(2015年：人民幣1,885,000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(2015年：無)。

Interim Results (Continued)

中期業績 (續)

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註 (續)

6. Income tax expense

The Group

6. 所得稅開支

本集團

		Three months ended 30 June		Six months ended 30 June	
		截至6月30日止三個月		截至6月30日止六個月	
		2016	2015	2016	2015
		(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 — 本期間稅項	652	1,107	1,149	1,844
Deferred tax	遞延稅項	300	618	560	1,030
Income tax expense	所得稅開支	952	1,725	1,709	2,874

Taxes on profits assessable in the PRC have been calculated at the prevailing tax rates, based on existing legislation, interpretations and practices in respect thereof.

Pursuant to the Enterprise Income Tax Law of the PRC which became effective on 1 January 2008, the PRC enterprise income tax rate of all the PRC subsidiaries, except for Shenzhoufu (Beijing) Software Technology Co. Ltd. ("Shenzhoufu Software") (2015: except Shenzhoufu Software and Beijing Shenzhoufu Technology Co., Ltd), was 25% on their taxable profits for the Period.

中國應課稅溢利稅項乃根據相關現行法例、詮釋及慣例為準按現行稅率計算。

根據於2008年1月1日生效的《中華人民共和國企業所得稅法》，於本期間，所有中國附屬公司(不包括神州付(北京)軟件技術有限公司(「神州付軟件」))(2015年：不包括神州付軟件及北京神州付科技有限公司)的中國企業所得稅稅率均按其應課稅溢利的25%計算。

Interim Results (Continued)

中期業績(續)

Notes to the Condensed Consolidated Financial Statements (Continued)

6. Income tax expense (Continued)

The Group is not subject to any taxation under the jurisdiction of the Cayman Islands during the Period (2015: nil). No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the Period (2015: nil).

Notes:

- (a) Shenzhoufu Software was successfully qualified as "National High Technology Enterprise" in October 2014, which is valid for 3 years starting from 2014. The company enjoyed a preferential tax rate of 15% for the PRC enterprise income tax rate as a result of the qualification of National High Technology Enterprise for the Period.
- (b) Pursuant to the Enterprise Income Tax Law of the PRC, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement was effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. Accordingly, Shenzhoufu Software, being a wholly foreign owned enterprise established in the PRC, is liable to a 10% withholding tax on its undistributed profit as determined in accordance with the PRC accounting rules and regulations.

簡明綜合財務報表附註(續)

6. 所得稅開支(續)

本集團於本期間內毋須繳納開曼群島司法權區任何稅項(2015年：無)。由於本集團於本期間內並無在香港產生任何應課稅溢利，故概無作出香港利得稅撥備(2015年：無)。

附註：

- (a) 神州付軟件於2014年10月成功取得「國家高新技術企業」稱號，資格有效期由2014年起為期3年。截至本期間，該公司因國家高新技術企業稱號享受中國企業所得稅15%的優惠稅率。
- (b) 根據《中華人民共和國企業所得稅法》，於中國成立的外資企業向外國投資者宣派的股息須徵繳10%預扣稅。該規定自2008年1月1日起生效，並適用於2007年12月31日後的盈利。倘中國與外國投資者所在司法權區訂有稅務條約，則較低的預扣稅率可能適用。因此，神州付軟件(為一間於中國成立的外商獨資企業)須就根據中國會計規則及條例所釐定的未分派溢利繳付10%預扣稅。

Interim Results (Continued)

中期業績 (續)

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註 (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 June 截至6月30日止三個月		Six months ended 30 June 截至6月30日止六個月	
		2016 (Unaudited) (未經審核)	2015 (Unaudited) (未經審核)	2016 (Unaudited) (未經審核)	2015 (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)	321	4,746	2,494	7,362
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 (see note 11(b)) and capitalisation issue (see note 11(d)) have been effected on 1 January 2014.

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(見附註11(b))及資本化發行(見附註11(d))已經於2014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 Period (2015: nil).

截至本期間並無潛在普通股發行，故並無呈列每股攤薄盈利(2015年：無)。

Interim Results (Continued)

中期業績(續)

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

8. Dividend

The Board does not declare the payment of any interim dividend for the Period (2015: nil).

8. 股息

董事會未有就本期間宣派任何中期股息(2015年:無)。

9. Trade Receivables

The Group normally does not grant credit period to its customers. For a minor portion of customers who are granted credit period, the credit period is generally 90 days. The Group seeks to apply strict control over its outstanding receivables to minimise credit risk. All the trade receivables are non-interest bearing.

9. 貿易應收款項

本集團在一般情況下不會給予其客戶信貸期。就享有信貸期的少數客戶而言，信貸期一般為90天。本集團致力嚴格控制尚未收回應收款項以盡量減低信貸風險。所有貿易應收款項均為免息。

The aging analysis of trade receivables (net of impairment losses) are as follows:

貿易應收款項(扣除減值虧損)的賬齡分析如下:

		30 June 2016 2016年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2015 2015年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
0 to 3 months	0至3個月	2,938	3,109
3 to 6 months	3至6個月	—	194
6 months to 1 year	6個月至1年	204	56
Over 1 year	1年以上	1	1
		3,143	3,360

Interim Results (Continued)

中期業績(續)

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

10. Trade Payables

Trade payables are non-interest bearing. The Group is normally granted credit terms ranging from 1–30 days.

The aging analysis of trade payables are as follows:

The Group

10. 貿易應付款項

貿易應付款項為免息。本集團一般獲授的信貸期介乎1至30天。

貿易應付款項的賬齡分析如下：

本集團

		30 June 2016 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2015 2015年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
0 to 3 months	0至3個月	21,791	43,515
3 to 6 months	3至6個月	30	16
6 months to 1 year	6個月至1年	29	47
Over 1 year	1年以上	2,217	2,182
		24,067	45,760

Interim Results (Continued)

中期業績(續)

Notes to the Condensed Consolidated
Financial Statements (Continued)

簡明綜合財務報表附註(續)

11. Share Capital

11. 股本

Authorised and issued share capital

法定及已發行股本

The Company

本公司

		30 June 2016 2016年6月30日		31 December 2015 2015年12月31日	
		Number 數目	RMB'000 人民幣千元	Number 數目	RMB'000 人民幣千元
Authorised	法定				
Ordinary shares of US\$0.001 each	每股面值0.001 美元的普通股	1,000,000,000	6,148	1,000,000,000	6,148
		30 June 2016 2016年6月30日		31 December 2015 2015年12月31日	
		Number 數目	RMB'000 人民幣千元	Number 數目	RMB'000 人民幣千元
		(unaudited) (未經審核)		(audited) (經審核)	
Issued and fully paid	已發行及繳足				
Ordinary shares of US\$0.001 each	每股面值0.001 美元的普通股	480,000,000	2,941	480,000,000	2,941
At 1 January	於1月1日				
At 30 June/ 31 December	於6月30日/ 12月31日	480,000,000	2,941	480,000,000	2,941

Interim Results (Continued)

中期業績(續)

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

12. Related Party Transactions

Save as disclosed elsewhere in this report, the Group had the following material related party transactions:

(a) Related party transactions

	Three months ended 30 June		Six months ended 30 June	
	截至6月30日止三個月	截至6月30日止六個月	截至6月30日止三個月	截至6月30日止六個月
	2016 (Unaudited) (未經審核)	2015 (Unaudited) (未經審核)	2016 (Unaudited) (未經審核)	2015 (Unaudited) (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
Rental charges paid to Directors				
付予董事的租金支出	—	164	—	328

There was no rental charges paid to Directors in the Period.

- (b) For the periods ended 30 June 2016 and 2015, Beijing Qiandaobao Payment Technology Ltd. (previously known as Qian dai wang (Beijing) Information Technology Co., Limited), a related company controlled by the Directors, providing the Group free access to the electronic payment platform. The gross transaction amounts via the internet payment platform for the Period were RMB4,053,000 (2015: RMB24,981,000).

12. 關連人士交易

除本報告其他地方所披露者外，本集團曾進行以下重大關連人士交易：

(a) 關連人士交易

本期間並無產生付予董事的租金支出。

- (b) 截至2016年及2015年6月30日止期間，一間受董事控制的關連公司北京錢袋寶支付技術有限公司(前稱：錢袋網(北京)信息技術有限公司)供本集團免費使用其電子支付平台。截至本期間，透過互聯網付款平台進行交易的總額為人民幣4,053,000元(2015年：人民幣24,981,000元)。

Interim Results (Continued)

中期業績(續)

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

13. Operating Lease Commitments

The Group leases certain properties under operating leases. The leases for properties usually in a term of one to two and a half years.

At the end of each reporting period, the total future minimum lease payables under non-cancellable operating leases are as follows:

13. 經營租賃承諾

本集團根據經營租約租賃若干物業。該等物業租約通常為期一年至兩年半。

於各報告期間末，本集團根據不可撤銷經營租約應付的未來最低租賃款項總額如下：

		30 June 2016 2016年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2015 2015年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Within one year	一年內	1,387	1,070
One to two years	一至二年	1,097	571
Two to three years	二至三年	371	—
		2,855	1,641

Management Discussion and Analysis

管理層討論與分析

Financial Review

For the Period, the Group was principally engaged in providing online transaction services by facilitating transactions between online game operators and online game users and providing mobile top-up service to mobile subscribers in the PRC. The Group offers online transaction platform which could enable online game users to pay their online game accounts through mobile top-up credits by operating its self-developed Shenzhoufu System and cooperating with online game operators in the PRC. The Group uses the mobile top-up credits received from online game users to top up mobile subscription accounts. Such process could also be realized by using Shen Zhou Fu Card issued by the Group on the internet. Besides, the Group is also engaged in distribution of online game products, the operation of game review website and provision of information technology services. For the Period, the business model and main activities of the Group was in line with that stated in the 2015 annual report of the Company.

Revenue

For the Period, the Group recorded a revenue from operation of approximately RMB14,591,000, representing a decrease of RMB9,112,000 or 38.4% as compared to that of approximately RMB23,703,000 in the same period of 2015.

財務回顧

截至本期間，本集團運營的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，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與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網上交易平台。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，該充值過程亦可以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，運營遊戲點評網及提供技術服務。於本期間內，本集團的業務模式及主要活動與本公司的2015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14,591,000元，較2015年同期的營業收入約人民幣23,703,000元下降了人民幣9,112,000元或38.4%。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

The decrease in revenue was mainly due to the decrease of transaction volume of online transaction services. For the Period, there are 5,767,000 transactions of providing online transaction services to the online game operators through the Shenzhoufu System, decreased by 7,640,000 cases or 57.0% as compared to 13,407,000 cases for the same period of 2015. Transaction amount during the Period was approximately RMB467,000,000, representing a decrease of RMB282,000,000 or 37.7% as compared to the transaction amount of approximately RMB749,000,000 in the same period of 2015. The decrease in the transaction volume of online transaction services was mainly due to the continuous decline of the transaction amount from few online game operators with relatively high transaction amount. The Company is actively identifying new game operators, so as to increase the transaction volume as soon as possible.

For the Period, there were 13,224,000 transactions of mobile top-up services provided by the Group, decreased by 5,677,000 cases or 30.0% as compared to 18,901,000 cases for the same period of 2015. Transaction amount was approximately RMB996,000,000, representing a decrease of RMB496,000,000 or 33.2% as compared to that of approximately RMB1,492,000,000 for the same period of 2015.

收入下降的主要原因在於網上交易服務的交易量下降。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5,767千宗，較2015年同期的13,407千宗下降了7,640千宗或57.0%。本期間內的交易金額約為人民幣467,000,000元，較2015年同期的交易金額約人民幣749,000,000元下降了人民幣282,000,000元或37.7%。網上交易服務的交易量下降的主要因為少數交易量相對較大的網上遊戲運營商的交易量持續下降。本公司正在積極拓展新的遊戲運營商，以盡快提升交易量。

於本期間內，本集團提供的話費充值服務的交易筆數為13,224千宗，較2015年同期的18,901千宗下降了5,677千宗或30.0%。交易金額約人民幣996,000,000元，較2015年同期交易金額約人民幣1,492,000,000元下降了人民幣496,000,000元或33.2%。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

As the decrease in transaction volume of the business of online transaction services was faster than the transaction volume of mobile top-up service, the Group has to purchase more phone cards directly from telecom operators or its distributors to meet the demand. During the Period, the average discount offered by telecom operators or its distributors was 0.76%, and the discount in the same period of 2015 was 0.84%, representing a decrease of 0.08%. Meanwhile, the average discount of mobile top-up services of the Group also decreased from 0.70% in the same period of 2015 to 0.53% during the Period, which made up the loss from the decrease in transaction volume to a certain extent.

For the Period, the transaction amount from distributing online game products of the Group was approximately RMB182,966,000, representing an increase of RMB76,544,000 or 71.9% as compared to the transaction amount of RMB106,422,000 for the same period of 2015. Such increase was mainly attributable to the game point cards exchange business. However, as the purchase cost of game point cards increased, the revenue from distribution of game products for the Period amounted to approximately RMB1,291,000, representing a decrease of RMB857,000 or 39.9% as compared to RMB2,148,000 for the same period of 2015.

For the Period, the Group continued to provide information technology service and business of technology development to the public, and entered into cooperation agreements with several companies, from which a revenue of approximately RMB401,000 was obtained.

由於網上交易服務業務的交易量的下降速度較話費充值服務的交易量的下降速度快，本集團需要直接向電信運營商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，來自電信運營商或其分銷商的平均折扣為0.76%，而2015年同期折扣為0.84%，降幅為0.08%，與此同時，本集團話費充值服務的平均折扣也有所下降，從2015年同期的0.70%下降到本期間內的0.53%，一定程度上彌補了交易量下降的損失。

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182,966,000元，較2015年同期的交易金額人民幣106,422,000元增加人民幣76,544,000元或71.9%，該增長主要由於遊戲點卡置換業務導致。但是，由於遊戲點卡的採購成本上漲，本期間分銷遊戲產品業務取得的收入約為1,291,000元，較2015年同期收入人民幣2,148,000元減少人民幣857,000元或39.9%。

於本期間內，本集團繼續對外承接技術服務及技術開發的業務，並與幾家公司簽署了合作協議，取得約人民幣401,000元的收入。

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 RMB2,506,000, which showed a decrease of RMB2,710,000 or 52.0% as compared with RMB5,216,000 for the same period of 2015.

The decline of the cost of revenue was mainly attributable to the decrease in transaction volume of online transaction services business and the corresponding decrease in system maintenance cost. On the other hand, as a part of the cost control measure, the Company terminated certain outsourced channels for system maintenance and changed into self-maintenance during the Period, which significantly reduced the maintenance cost.

Gross profit

For the Period, the Group realised gross profit of approximately RMB12,084,000, representing a decrease of approximately RMB6,403,000 or 34.6% as compared with approximately RMB18,487,000 for the same period of 2015.

Selling and distribution expenses

For the Period, the selling and distribution expenses of the Group were approximately RMB1,627,000, representing a decrease of approximately RMB111,000 or 6.4% as compared to approximately RMB1,738,000 in the same period of 2015.

Administrative expenses

For the Period, the administrative expenses of the Group were approximately RMB8,299,000, representing an increase of RMB584,000 or 7.6% as compared with RMB7,715,000 for the same period of 2015.

收入成本

於本期間內，本集團的收入成本約為人民幣2,506,000元，較2015年同期的人民幣5,216,000元下降人民幣2,710,000元或52.0%。

收入成本下降的主要原因是網上交易服務業務的交易量下降，而相應的系統維護成本也有所下降。另一方面，作為成本控制措施的一部份，於本期間內，本公司關閉了部分外包的系統維護通道，改為自行維護，也大大的降低了維護成本。

毛利

於本期間內，本集團實現毛利約為人民幣12,084,000元，較2015年同期的人民幣18,487,000元下降了約人民幣6,403,000元或34.6%。

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1,627,000元，較2015年同期的約人民幣1,738,000元下降了約人民幣111,000元或6.4%。

行政開支

於本期間內，本集團的行政開支約為人民幣8,299,000元，較2015年同期的人民幣7,715,000元增加了人民幣584,000元或7.6%。

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 RMB1,709,000, with the effective tax rate of 55.1%, as compared with the income tax expenses of RMB2,874,000 and the effective tax rate of 28.9% for the same period of 2015. The relatively high income tax rate during the Period was mainly due to the losses of few subsidiaries of the Company recorded for the Period. In 2016, Shenzhoufu Software, a subsidiary of the Group, was qualified as a national high technology enterprise with the applicable PRC enterprise income tax rate of 15%.

Profit and total comprehensive income for the Period

For the Period, the profit and total comprehensive income of the Group was approximately RMB1,393,000, representing a decrease of RMB5,673,000 or 80.3% as compared with that of approximately RMB7,066,000 for the same period of 2015. The decrease in profit and total comprehensive income during the Period was primarily due to the decrease in revenue.

Liquidity, Financial Resources and Capital Structure

As at 30 June 2016, bank and cash balances of the Group was approximately RMB75,205,000 (31 December 2015: RMB45,499,000), which was mainly denominated in RMB, United States dollars ("USD") and Hong Kong dollars ("HKD").

As at 30 June 2016, the Group did not have any loans or shareholders' loans (31 December 2015: nil).

所得稅開支

於本期間內，本集團的所得稅開支約為人民幣1,709,000元，實際稅率為55.1%，而2015年同期的所得稅開支則為人民幣2,874,000元，實際稅率為28.9%。本期間內所得稅率偏高主要由於本公司幾家子公司於本期間錄得虧損所致。2016年本集團附屬公司神州付軟件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%。

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1,393,000元，較2015年同期的約人民幣7,066,000元下降人民幣5,673,000元或80.3%。本期間內溢利及全面收益總額的下降主要由於收入的下降。

流動資金、財務資源及資本結構

於2016年6月30日，本集團的銀行及現金餘額約為人民幣75,205,000元（2015年12月31日：人民幣45,499,000元），主要以人民幣、美元（「美元」）及港幣（「港幣」）計值。

於2016年6月30日，本集團並無任何貸款或股東貸款（2015年12月31日：無）。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

As at 30 June 2016, the Group had total non-current assets of approximately RMB26,249,000 (31 December 2015: RMB24,880,000), and had total current assets of approximately RMB152,679,000 (31 December 2015: RMB176,480,000). The amount of current liabilities was approximately RMB36,579,000 (31 December 2015: RMB60,964,000). As at 30 June 2016, the Group's amounts due from related companies was approximately RMB4,756,000 (31 December 2015: RMB2,942,000). As at 30 June 2016, the Group's current ratio was 4.17 (31 December 2015: 2.89), which was in a good position.

Foreign Exchange Risk

The principal business operated by the Group was denominated in RMB, while part of assets and liabilities may be denominated in USD or HKD. Any material fluctuation of exchange rate from USD and HKD against RMB will have financial impact to the Group. During the Period, the Group had an foreign exchange gain of approximately RMB190,000 (2015: foreign exchange gain of approximately RMB2,000) resulted from the change of the exchange rate.

Employees and Remuneration Policies

As at 30 June 2016, the Group had 99 employees (31 December 2015: 95). For the Period, the staff costs, including Directors' remuneration, amounted to approximately RMB5,067,000 (2015: RMB4,841,000).

於2016年6月30日，本集團擁有非流動資產的總額約為人民幣26,249,000元(2015年12月31日：人民幣24,880,000元)、流動資產的總額約為人民幣152,679,000元(2015年12月31日：人民幣176,480,000元)。流動負債的金額約為人民幣36,579,000元(2015年12月31日：人民幣60,964,000元)。於2016年6月30日，本集團應收關連公司款項約為人民幣4,756,000元(2015年12月31日：人民幣2,942,000元)。於2016年6月30日，本集團流動比率為4.17(2015年12月31日：2.89)，流動性良好。

匯率風險

本集團運營的主要業務以人民幣計值，部分資產及負債會以美元或港元計值。美元、港元兌人民幣的任何重大匯率波動均會對本集團造成財務影響。於本期間，由於匯率變動，本集團發生的匯兌收益約為人民幣190,000元(2015年：匯兌收益約為人民幣2,000元)。

僱員及薪酬政策

於2016年6月30日，本集團擁有99名僱員(2015年12月31日：95名)。於本期間內，員工成本(包括董事酬金)約為人民幣5,067,000元(2015年：人民幣4,841,000元)。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

The Group believes that employees are one of the most important assets of the Group. The Group strives to offer a competitive remuneration to employees, and adjust their remuneration to be closely related to their performance, education background and experience, as well as the conditions of the labor market. The full-time employees are entitled to be granted share options to subscribe for shares of the Company under the share option scheme adopted on 9 November 2013. The Group is positively providing training opportunities for employees to strengthen their working skills.

Contingent Liabilities and Guarantees

As at 30 June 2016, the Group did not have any significant contingent liabilities, guarantees or any litigation against the Group.

Significant Investment and Capital Commitment

As at 30 June 2016, the Group did not hold any material investment, and had no material capital commitments and no future plans for material investments or purchase of capital assets.

本集團相信僱員乃本集團最重要資產之一。本集團致力為僱員提供具競爭力的薪酬待遇，及將僱員薪酬水平調整至緊貼他們的個人表現、學歷及經驗以及勞動市場狀況。根據於2013年11月9日採納的購股權計劃，全職僱員可能獲授購股權以認購本公司股份。本集團亦積極向僱員提供培訓機會，以增強他們的工作技能。

或有負債及擔保

於2016年6月30日，本集團概無任何重大或有負債、擔保或遭提出任何訴訟。

重大投資及資本承擔

於2016年6月30日，本集團並無參與重大投資，亦無重大資本承擔且並無重大投資或購入資本資產之未來計劃。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Comparison between Business Plan and Actual Business Progress

The Company was successfully listed on the GEM on 4 December 2013. The net proceeds from placing were approximately HK\$48,301,000. As at 30 June 2016, the comparison between the business plan that was disclosed in the Company's prospectus dated 27 November 2013 (the "Prospectus") and the actual business development for the Period was as follows:

業務計劃與實際業務進展的比較

本公司於2013年12月4日於創業板成功上市，配售所得款項淨額約為48,301,000港元。於2016年6月30日，本公司於日期為2013年11月27日的招股章程(「招股章程」)披露的業務計劃與本期間實際業務進展的比較如下：

Business Objectives

業務目標

Maintain and enhance its leading position as an online transaction services provider in the Chinese online game market

保持及鞏固其在中國網上遊戲市場作為網上交易服務供應商的領先地位

Execution during the Period

本期間的執行情況

For the Period, the amount of transactions of providing online transaction services to online game operators through the Shenzhoufu System by the Group was approximately RMB467,000,000, decreased by RMB282,000,000 or 37.7% as compared to the same period of 2015.

The transaction amount from few online game operators with relatively high transaction amount reduced during the Period, which resulted in the decline of the transaction volume. The Company is proactively identifying new game operators with a view to raise its transaction volume as soon as possible.

於本期間內，本集團透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金額約為人民幣467,000,000元，較2015年同期減少了人民幣282,000,000元或37.7%。

在本期間內，少數交易量相對較大的網上遊戲運營商的交易量減少，導致交易量下降，本公司正在積極拓展新的遊戲運營商，以盡快提升交易量。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Business Objectives

業務目標

Execution during the Period

本期間的執行情況

Expand its online transaction services to overseas users

擴大其向海外用戶提供的網上交易服務

Become the leading integrated online game information and transaction service provider by successfully developing the Game Review Website into a professional and comprehensive online game information platform and promoting online games through the Game Review Website

透過成功發展遊戲點評網為一個專業及全面的網上遊戲資訊平台及透過遊戲點評網推廣網上遊戲，成為領先的綜合網上遊戲資訊及交易服務供應商

For the Period, the services provided to overseas by the Group included services provided to overseas mobile subscribers and online game users through the website of www.shenzhoufu.hk operated by Shen Zhou Xing Limited, a Hong Kong subsidiary.

於本期間內，本集團提供的海外服務包括透過香港附屬公司神州行有限公司運營的網站www.shenzhoufu.hk為海外手機用戶和網上遊戲用戶提供服務。

During the Period, the Group's operating expense in Youxiping business was RMB423,000, of which, expenses on research and development was approximately RMB373,000. As of the end of the Period, all the funds injected into Youxiping business were internal capital of the Group, and no proceeds were utilised.

於本期間內，本集團的遊戲瓶業務營運開支為人民幣423,000元，其中研發支出約為人民幣373,000元。截至本期間末，對遊戲瓶業務的投入資金全部為本集團的自有資金及未使用任何募集資金。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Use of Proceeds

As of 30 June 2016, the Group had not utilised any raised funds from listing. Proceeds from placing were currently deposited in the bank account of Shenzhoufu Software as short-term deposits.

On 15 April 2015, the Company submitted a formal application to the Stock Exchange for the transfer of listing of its shares from the GEM to the Main Board of the Stock Exchange (the "Proposed Transfer") pursuant to Chapter 9A of the Rules Governing the Listing of Securities on the Stock Exchange. On 26 June 2016, the Company decided not to proceed with the application for the Proposed Transfer temporarily. Please refer to the Company's announcement dated 26 June 2016.

Outlook

The Group will continuously and proactively expand and look for game operators for cooperation, and make efforts to improve the transaction volume level. On the other hand, the Group will control its costs and explore new services with a view to enhance its profitability by utilising the Group's existing businesses.

所得款項用途

截至2016年6月30日，本集團尚未使用任何上市募集資金。配售所得款項現存入神州付軟件的銀行戶口作短期存款用途。

於2015年4月15日，本公司根據聯交所證券上市規則第9A章就其股份由聯交所創業板轉至主板上市(「建議轉板」)向聯交所提交正式申請。於2016年6月26日，本公司決定暫時不會繼續落實建議轉板的申請。請參閱本公司日期為2016年6月26日之公告。

展望

本集團將繼續積極拓展和發掘遊戲合作商戶並努力提升交易量水平。另一方面，本集團將控制其成本並探索利用本集團現有業務以提高本集團的盈利能力之新服務。

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 June 2016, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of 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 or 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2016年6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及淡倉（包括根據證券及期貨條例的該等條文被當作或視為擁有的權益或淡倉）；(b) 根據證券及期貨條例第352條須記入該條所指的登記冊；或(c) 根據創業板上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

好倉

本公司每股面值0.001美元的普通股股份（「股份」）

Name of Directors and chief executive	Capacity/Nature of interests	Number of issued Shares held 所持已發行股份數目	Approximate percentage of the issued Shares ^(Note 3) 佔已發行股份概約百分比 ^(附註3)
Wei Zhonghua ("Mr. Wei") 魏中華（「魏先生」）	Interest of a controlled corporation ^(Note 1) 受控制法團的權益 ^(附註1)	125,588,306	26.16%
Sun Jiangtao ("Mr. Sun") 孫江濤（「孫先生」）	Interest of a controlled corporation ^(Note 2) 受控制法團的權益 ^(附註2)	120,724,594	25.15%
Tang Bin 唐斌	Beneficial owner 實益擁有人	588,000	0.12%

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 Mr. Wei, the chairman of the Board (the "Chairman") and a non-executive Director, through Swift Well Limited ("Swift Well") 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 Mr. Sun, an executive Director and the chief executive officer of the Company (the "CEO"), through Data King Limited ("Data King") 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 June 2016.

Save as disclosed above, as at 30 June 2016, none of the Directors nor the chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

附註：

1. 董事會主席(「主席」)及非執行董事魏先生透過Swift Well Limited (「Swift Well」)持有本公司權益，有關詳情載於下文「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. 執行董事兼本公司行政總裁(「行政總裁」)孫先生透過Data King Limited (「Data King」)持有本公司權益，有關詳情載於下文「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. 持股百分比乃根據本公司於2016年6月30日已發行股本總數480,000,000股股份計算所得出。

除上文披露者外，於2016年6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(定義見證券及期貨條例第XV部)的股份、相關股份及債券中擁有根據證券及期貨條例第352章須存置之登記冊內登記或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之權益或淡倉。

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

主要股東及其他人士於股份及相關股份之權益及淡倉

As at 30 June 2016, 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 the Directors or the chief executive of the Company) which/who 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:

於2016年6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條須存置之登記冊內登記的股份及相關股份中擁有5%或以上權益之法團或人士(本公司董事或主要行政人員除外)如下：

Name of shareholders	Capacity/Nature of interests	Number of issued Shares held	Approximate percentage of issued Shares ^(Note 7)
股東姓名／名稱	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	Beneficial owner ^(Note 1) 實益擁有人 ^(附註1)	125,588,306	26.16%
DATA KING	Beneficial owner ^(Note 2) 實益擁有人 ^(附註2)	120,724,594	25.15%
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 controlled corporations ^(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 ^(Note 7)
股東姓名／名稱	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 a controlled corporation ^(Note 4) 受控制法團的權益 ^(附註4)	87,757,200	18.28%
Zhou Quan 周全	Interest of a controlled corporation ^(Note 5) 受控制法團的權益 ^(附註5)	87,757,200	18.28%
VENTECH CHINA II SICAR ("VENTECH")	Beneficial owner ^(Note 6) 實益擁有人 ^(附註6)	26,409,900	5.50%

Notes:

附註：

- | | |
|--|--|
| <p>1. SWIFT WELL is owned as to 95% by Mr. Wei, the Chairman and a non-executive Director, and 5% by Mr. Wei Chunming. Under the SFO, Mr. Wei is deemed to be interested in all the Shares held by SWIFT WELL.</p> | <p>1. SWIFT WELL分別由主席及非執行董事魏先生及魏春明先生擁有95%及5%權益。根據證券及期貨條例，魏先生被視為於SWIFT WELL所持全部股份中擁有權益。</p> |
| <p>2. DATA KING is wholly owned by Mr. Sun, an executive Director and the CEO. Under the SFO, Mr. Sun is deemed to be interested in all the Shares held by DATA KING.</p> | <p>2. DATA KING由執行董事及行政總裁孫先生全資擁有。根據證券及期貨條例，孫先生被視為於DATA KING所持全部股份中擁有權益。</p> |

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., which owned 81,122,700 Shares, 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. which owned 6,634,500 Shares. Under the SFO, IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND II L.P. is interested, and IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND II L.P. and IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. are interested.
3. IDG-ACCEL CHINA GROWTH FUND II L.P. 為於開曼群島註冊的獲豁免有限合夥公司，擁有81,122,700股股份。其普通合夥人為IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.，而IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.的普通合夥人為IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.，IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 為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.的普通合夥人，後者擁有6,634,500股股份。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. 擁有權益的所有股份中擁有權益，而IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 被視為於IDG-ACCEL CHINA GROWTH FUND II L.P. 及IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. 擁有權益的所有股份中擁有權益。
4. Ho Chising is a controlling shareholder who is holding 50% of equity interests in 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.
4. Ho Chising 為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股權的控股股東。彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 擁有的全部股份中擁有權益。
5. Zhou Quan is the other controlling shareholder who is holding 50% of equity interests in 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. 周全為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股權的另一位控股股東。彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 擁有的全部股份中擁有權益。
6. The general partner of 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 held by VENTECH.
6. VENTECH 的一般合夥人為VENTECH CHINA SARL (為一家於盧森堡註冊的私人有限公司)。根據證券及期貨條例，VENTECH CHINA SARL 被視為於VENTECH 持有的全部股份中擁有權益。
7. The percentage of shareholding was calculated based on the Company's total issued share capital of 480,000,000 Shares as at 30 June 2016.
7. 持股份百分比乃根據本公司於2016年6月30日已發行股本總額480,000,000股股份計算所得出。

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

Save as disclosed above, as at 30 June 2016, so far as it was known by or otherwise notified to the Directors and the chief executive of the Company, no other corporation or person (other than the Directors or chief executive of the Company) had interests or short positions in the Shares and the underlying Shares 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 Group'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 Options") 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), 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

除上文所披露外，就本公司董事及主要行政人員所知或所獲悉，於2016年6月30日，概無其他法團或人士(本公司董事或主要行政人員除外)於股份及相關股份中擁有根據證券及期貨條例第336條須存置之登記冊內登記之權益或淡倉。

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集團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)、本集團或本集團持有權益的公司或有關公司的附屬公司(「聯屬公司」)的諮詢人、專業人員、客戶、供貨商、代理、合作夥伴、顧問或承包商；或

Corporate Governance and Other Information (Continued) 企業管治及其他資料(續)

- (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
- (b) 任何信託或任何全權信託的受託人，而該信託的受益人或該全權信託的全權信託對象包括本集團或聯屬公司的任何董事、僱員、諮詢人、專業人員、客戶、供應商、代理、合作夥伴、顧問或承包商；或
- (c) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner, adviser of or contractor to the Group or an Affiliate.
- (c) 由本集團或聯屬公司的任何董事、僱員、諮詢人、專業人員、客戶、供貨商、代理、合作夥伴、顧問或承包商實益擁有的公司。

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 June 2016.

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2016年6月30日尚未行使。

Non-Competition Undertakings

As disclosed in the Prospectus, the Company entered into a deed of non-competition with Mr. Wei, Mr. Sun, Swift Well and Data King (the “Controlling Shareholders”) on 9 November 2013 regarding the 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

誠如招股章程所披露，於2013年11月9日，本公司與魏先生、孫先生、Swift Well以及Data King（「控股股東」）就各控股股東以本公司之利益提供之不競爭承諾訂立了一份不競爭契約（為其本身或作為受託人為其附屬公司）（「不競爭承諾」）。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)

During the Period, the independent non-executive Directors (the “INEDs”) had 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 the Controlling Shareholders nor their respective close associates (as defined in the GEM Listing Rules) 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.

Interests of Directors, Controlling Shareholders and their Respective Close Associates 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 close associates (as defined in the GEM Listing Rules) were 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.

獨立非執行董事(「獨立非執行董事」)於本期間內對各控股股東遵守所作承諾的情況進行了審閱(包括獲該控股股東出具遵守承諾的函件)，結論為各控股股東確認彼等或彼等各自緊密聯繫人(定義見創業板上市規則)概無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。

董事、控股股東及彼等各自緊密聯繫人於競爭業務之權益

於本期間內，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。

Corporate Governance and Other Information (Continued) 企業管治及其他資料(續)

Compliance with 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 the Shareholders.

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 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, the Chairman, was unable to attend the annual general meeting of the Company held on 24 June 2016 (the "2016 AGM") due to other business engagements. In the absence of the Chairman, Mr. Sun, an executive Director and the CEO, took the chair of the 2016 AGM in accordance with the Articles of Association of the Company to ensure effective communication with its Shareholders.

遵守企業管治守則

董事會相信，良好的企業管治乃維持公司成功之重要元素，董事會及高級管理層致力於建立和維持高水平的企業管治，並已採取各項措施，加強本公司的管理效率以保障股東的權益。

本期間內，本公司已採用並遵守創業板上市規則附錄15所載企業管治守則的原則及守則條文，惟以下載列者除外：

守則條文第E.1.2條

主席須出席股東週年大會。彼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，主席魏先生由於須處理其他事務，未能出席本公司於2016年6月24日舉行的股東週年大會（「2016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，執行董事及行政總裁孫先生擔任2016年股東週年大會主席，以確保能與其股東有效溝通。

Corporate Governance and Other Information (Continued) 企業管治及其他資料(續)

Changes in Information of Directors

The changes in Directors' information during the Period and up to the date of this report, as required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules, are set out below:

- Mr. He Qinghua, an INED, his remuneration has been adjusted such that his director's fee has been revised from HK\$60,000 per annum to HK\$80,000 per annum with effect from 1 January 2016.
- Mr. Hou Dong, an INED, his remuneration has been adjusted such that his director's fee has been revised from HK\$60,000 per annum to HK\$80,000 per annum with effect from 1 January 2016.

董事資料變動

於本期間及截至本報告日期，根據創業板上市規則第17.50A(1)條須予披露的董事資料變動載列如下：

- 何慶華先生，獨立非執行董事，薪酬已作調整，董事袍金由每年60,000港元修訂為每年80,000港元，自2016年1月1日起生效。
- 侯東先生，獨立非執行董事，薪酬已作調整，董事袍金由每年60,000港元修訂為每年80,000港元，自2016年1月1日起生效。

Compliance with Code of Conduct Regarding Securities Transactions 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 of the Company by the Directors.

Following a specific enquiry on all Directors made by the Company, each of them confirmed that he had complied with the Required Standard of Dealings regarding securities transactions by the Directors during the Period.

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條所載買賣規定標準(「交易必守標準」)，作為董事進行本公司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，彼等各自確認於本期間已遵守就董事進行證券交易的交易必守標準。

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, Lego Corporate Finance Limited ("Lego"), except for the compliance adviser agreement entered into between the Company and the compliance adviser and becoming effective on 19 January 2016, neither the compliance adviser nor its directors, employees or close associates had any interests in relation to the Company or any member of the Group (including interest in the securities of the Company or any member of the Group, and options or rights to subscribe for such securities) during the period from 19 January 2016 to 30 June 2016, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

Due to the changes in the personnel of Quam Capital Limited (the "Former Compliance Adviser"), the Company and the Former Compliance Adviser have mutually agreed to terminate the former compliance adviser agreement (the "Agreement") dated 4 December 2013 (the date on which the Shares were initially listed on the Stock Exchange) entered into between the Company and the Former Compliance Adviser with effect from 19 January 2016. Nevertheless, the Former Compliance Adviser had notified the Company that neither the Former 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) for the period from 1 January 2016 to 19 January 2016, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

Subsequent to the termination of the Agreement with the Former Compliance Adviser, Lego has been appointed as the new compliance adviser to the Company (up to the publication of the annual results of the Company for the year ended 31 December 2015) as required pursuant to Rule 6A.19 of the GEM Listing Rules. For further details, please refer to the Company's announcement dated 19 January 2016. The Company continued to engage Lego as the compliance adviser thereafter.

合規顧問的權益

據本公司合規顧問力高企業融資有限公司(「力高」)所告知，除本公司與合規顧問訂立並於2016年1月19日生效的合規顧問協議外，合規顧問或其董事、僱員或緊密聯繫人概無於2016年1月19日至2016年6月30日期間於本公司或本集團任何成員公司(包括於本公司或本集團任何成員公司的證券的權益，及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。

由於華富嘉洛企業融資有限公司(「前合規顧問」)的人事變動，本公司及前合規顧問一致同意終止由本公司及前合規顧問所訂立日期為2013年12月4日(股份首次於聯交所上市的日期)的前合規顧問協議(「協議」)，自2016年1月19日生效。然而，前合規顧問已知會本公司，前合規顧問或其董事、僱員或緊密聯繫人(定義見創業板上市規則)於2016年1月1日至2016年1月19日期間概無擁有有關本公司或本集團任何成員公司而根據創業板上市規則第6A.32條須知會本公司的任何權益(包括認購有關證券的選擇權或權利)。

終止與前合規顧問的協議後，力高已根據創業板上市規則第6A.19條獲委任為本公司新任合規顧問(直至本公司截至2015年12月31日止年度的年度業績刊發為止)。有關進一步詳情，請參閱本公司日期為2016年1月19日之公告。本公司其後繼續聘任力高為合規顧問。

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 or sell any of such securities during the Period.

Audit Committee

The audit committee of the Company (the "Audit Committee") comprises three members, including two independent non-executive Directors, namely Mr. He Qinghua ("Mr. He") and Mr. Hou Dong, and the Chairman, Mr. Wei. Mr. He is the chairman of the Audit Committee. The unaudited condensed consolidated results of the Group for the Period 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 adequate disclosures have been made.

By order of the Board
Wei Zhonghua
Chairman

Hong Kong, 10 August 2016

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. Yang Haoran, 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，且本公司或其附屬公司概無購買或出售任何有關證券。

審核委員會

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(「何先生」)及侯東先生，以及主席魏先生。何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、創業板上規定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，2016年8月10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楊浩然先生、侯東先生及何慶華先生。

神州數字

China Binary Sale Technology Limited

神州數字銷售技術有限公司