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# 神州數字

**China Binary Sale Technology Limited**

**神州數字銷售技術有限公司**

(「本公司」)

(於開曼群島註冊成立的有限公司)

(股份代號：8255)

## 截至2018年3月31日止3個月的 第一季度業績公告

神州數字銷售技術有限公司(「本公司」)董事(「董事」)會(「董事會」)謹此公佈本公司及其附屬公司截至2018年3月31日止三個月的未經審核簡明綜合業績。本公告載列本公司2018年第一季度報告全文，並符合香港聯合交易所有限公司GEM(「GEM」)證券上市規則(「GEM上市規則」)內有關第一季度業績初步公告附載資料的相關規定。

承董事會命  
神州數字銷售技術有限公司  
執行董事及行政總裁  
孫江濤

香港，2018年5月15日

於本公告日期，董事為：

**執行董事**

孫江濤先生(行政總裁)及唐斌先生

**非執行董事**

魏中華先生(主席)、李建光先生及蘭希先生

**獨立非執行董事**

侯東先生、何慶華先生及楊浩然先生

本公告的資料乃遵照GEM上市規則而刊載，旨在提供有關本公司之資料；董事共同及個別對本公告承擔全部責任。董事在作出一切合理查詢後，確認就彼等所深知及確信，本公告所載資料在各重大方面均屬真確及完整，沒有誤導或欺騙成份，且並無遺漏任何其他事項，致使本公告所載任何陳述或本公告產生誤導。

本公告將自其刊載日期起計最少保留七天於GEM網站www.hkgem.com之「最新公司公告」頁內及本公司網站www.shenzhofu.hk內。

本公告的中英文版本如有任何歧異概以英文版本為準。

**CHARACTERISTICS OF THE GEM 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 small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Main Board of 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.**

**Given that the companies listed on the GEM are generally small and mid-sized companies, 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.**

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

**GEM**的定位，乃為中小型公司提供一個上市的市場。此等公司相比起其他在聯交所主板上市的公司帶有較高投資風險。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。

由於**GEM**上市公司普遍為中小型公司，在**GEM**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**GEM**買賣的證券會有高流通量的市場。

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本報告乃遵照《**GEM**證券上市規則》（「**GEM**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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## Directors

### Executive Directors

Mr. Sun Jiangtao (*Chief Executive Officer*)

Mr. Tang Bin

### Non-executive Directors

Mr. Wei Zhonghua (*Chairman*)

Mr. Li Jianguang

Mr. Lan Xi

### Independent Non-executive Directors

Mr. Yang Haoran

Mr. Hou Dong

Mr. He Qinghua

## Compliance Officer

Mr. Tang Bin

## Company Secretary

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

## Authorised Representatives

Mr. Sun Jiangtao

Mr. Tang Bin

## Audit Committee

Mr. He Qinghua (*Chairman*)

Mr. Hou Dong

Mr. Wei Zhonghua

## 董事

### 執行董事

孫江濤先生 (*行政總裁*)

唐斌先生

### 非執行董事

魏中華先生 (*主席*)

李建光先生

蘭希先生

### 獨立非執行董事

楊浩然先生

侯東先生

何慶華先生

## 合規主任

唐斌先生

## 公司秘書

郭兆文先生 (*香港特許秘書公會  
資深會員*)

## 授權代表

孫江濤先生

唐斌先生

## 審核委員會

何慶華先生 (*主席*)

侯東先生

魏中華先生

## Remuneration Committee

Mr. Hou Dong (*Chairman*)

Mr. Yang Haoran

Mr. Sun Jiangtao

## 薪酬委員會

侯東先生(主席)

楊浩然先生

孫江濤先生

## Nomination Committee

Mr. Yang Haoran (*Chairman*)

Mr. Hou Dong

Mr. Sun Jiangtao

## 提名委員會

楊浩然先生(主席)

侯東先生

孫江濤先生

## Independent Auditor

BDO Limited

25th Floor

Wing On Centre

111 Connaught Road Central

Hong Kong

## 獨立核數師

香港立信德豪會計師事務所有限公司

香港

干諾道中111號

永安中心

25樓

## Principal bankers

Beijing Rural Commercial Bank

China Minsheng Banking Corp., Ltd. (Head Office,  
Operation Department)

Agricultural Bank of China, Beijing Branch

## 主要往來銀行

北京農商銀行

中國民生銀行股份有限公司  
(總行營業部)

中國農業銀行北京分行

## Registered Office

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman

KY1-1205

Cayman Islands

## 註冊辦事處

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman

KY1-1205

Cayman Islands

## Head Office and Principal Place of Business in the People's Republic of China (the "PRC")

3rd Floor  
No. 1 Building Tai Yue Yuan  
Haidian District  
Beijing  
The PRC

## 總辦事處及中華人民共和國（「中國」）主要營業地點

中國  
北京  
海澱區  
太月園1號樓  
3樓

## Principle Place of Business in Hong Kong

31/F, 148 Electric Road  
North Point  
Hong Kong

## 香港主要營業地點

香港  
北角  
電氣道148號31樓

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

Vistra (Cayman) Limited  
P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman  
KY1-1205  
Cayman Islands

## 開曼群島股份過戶登記總處

Vistra (Cayman) Limited  
P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman  
KY1-1205  
Cayman Islands

## Branch Share Registrar and Transfer Office in Hong Kong

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

## 香港股份過戶登記分處

寶德隆證券登記有限公司  
香港  
北角  
電氣道148號31樓

## Compliance Adviser

Lego Corporate Finance Limited  
Room 1601, 16/F, China Building  
29 Queen's Road Central  
Hong Kong

## 合規顧問

力高企業融資有限公司  
香港  
皇后大道中29號  
華人行16樓1601室

## Listing Information

GEM of The Stock Exchange of Hong Kong Limited  
Stock Code: 8255  
Board Lot: 6000

## 上市資料

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

## Company's Website

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

## 公司網站

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



# First Quarterly Results

## 第一季度業績

The board of Directors (the “Board”) presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the “Group”) for the three months ended 31 March 2018 (the “Period”) together with the comparative unaudited figures for the corresponding period in 2017 as follows:

董事會(「董事會」)呈報本公司連同其附屬公司(統稱「本集團」)截至2018年3月31日止3個月(「本期間」)的未經審核簡明綜合業績，連同2017年相應期內的未經審核比較數據如下：

### Unaudited Condensed Consolidated Statement of Comprehensive Income

For the three months ended 31 March 2018

### 未經審核簡明綜合全面收益表

截至2018年3月31日止3個月

		Three months ended 31 March 截至3月31日止3個月		
		Notes 附註	2018 RMB'000 人民幣千元	2017 RMB'000 人民幣千元
Revenue	收入	4	5,649	5,962
Cost of revenue	收入成本		(3,122)	(2,860)
Gross profit	毛利		2,527	3,102
Other income and gains or (losses)	其他收入及收益或(虧損)	4	155	(259)
Selling and distribution expenses	銷售及分銷開支		(1,685)	(745)
Administrative expenses	行政開支		(17,980)	(5,361)
Share of loss of an associate	應佔一間聯營公司之虧損		(144)	—
Finance costs	融資成本	5	(805)	—
Loss before income tax credit	除所得稅抵免前虧損	6	(17,932)	(3,263)
Income tax credit	所得稅抵免	7	628	83
<b>Loss for the period</b>	<b>期內虧損</b>		<b>(17,304)</b>	<b>(3,180)</b>
<b>Other comprehensive income</b>	<b>其他全面收益</b>			
Items that will not be reclassified subsequently to profit or loss:	其後將不會重新分類至損益的項目：			
Change in fair value of available-for-sale financial assets	可供出售金融資產的公平值變動		(1,209)	17,163
Other comprehensive income for the period	期內其他全面收益		(1,209)	17,163
<b>Total comprehensive income for the period</b>	<b>期內全面收益總額</b>		<b>(18,513)</b>	<b>13,983</b>
<b>Loss for the period attributable to:</b>	<b>以下各項應佔期內虧損：</b>			
Owners of the Company	本公司擁有人		(15,579)	(2,984)
Non-controlling interests	非控股權益		(1,725)	(196)
			(17,304)	(3,180)
<b>Total comprehensive income for the period attributable to:</b>	<b>以下各項應佔期內全面收益總額：</b>			
Owners of the Company	本公司擁有人		(16,788)	14,179
Non-controlling interests	非控股權益		(1,725)	(196)
			(18,513)	13,983
Loss per share (RMB cents)	每股虧損(人民幣分)			
— Basic	— 基本	9	(3.25)	(0.62)

# First Quarterly Results

## 第一季度業績

### Unaudited Condensed Consolidated Statement of Changes in Equity

For the three months ended 31 March 2018

### 未經審核簡明綜合權益變動表

截至2018年3月31日止3個月

Attributable to the owners of the Company  
本公司擁有人應佔

		Attributable to the owners of the Company						Non-controlling interests	Total equity	
		Issued capital	Share premium	Capital reserve	Statutory reserve	Investment revaluation reserve	Retained earnings			Total
		已發行股本	股份溢價	資本儲備	法定儲備	投資重估儲備	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	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	人民幣千元
At 1 January 2017	於2017年1月1日	2,941	47,899	1,371	17,110	34,717	206,382	310,420	11,285	321,705
Loss for the period	期內虧損	—	—	—	—	—	(2,984)	(2,984)	(196)	(3,180)
Change in fair value of available-for-sale financial assets	可供出售金融資產的公平值變動	—	—	—	—	17,163	—	17,163	—	17,163
Total comprehensive income for the period	期內全面收益總額	—	—	—	—	17,163	(2,984)	14,179	(196)	13,983
At 31 March 2017	於2017年3月31日	2,941	47,899	1,371	17,110	51,880	203,398	324,599	11,089	335,688
At 1 January 2018	於2018年1月1日	<b>2,941</b>	<b>47,899</b>	<b>1,371</b>	<b>17,292</b>	<b>39,667</b>	<b>214,491</b>	<b>323,661</b>	<b>1,373</b>	<b>325,034</b>
Loss for the period	期內虧損	—	—	—	—	—	(15,579)	(15,579)	(1,725)	(17,304)
Change in fair value of available-for-sale financial assets	可供出售金融資產公平值變動	—	—	—	—	(1,209)	—	(1,209)	—	(1,209)
Reclassification of investment revaluation reserve upon disposal of available-for-sale financial assets	出售可供出售金融資產時重新分類投資重估儲備	—	—	—	—	(2,882)	2,882	—	—	—
Total comprehensive income for the period	期內全面收益總額	—	—	—	—	(4,091)	(12,697)	(16,788)	(1,725)	(18,513)
At 31 March 2018	於2018年3月31日	<b>2,941</b>	<b>47,899</b>	<b>1,371</b>	<b>17,292</b>	<b>35,576</b>	<b>201,794</b>	<b>306,873</b>	<b>(352)</b>	<b>306,521</b>

### Notes to the First Quarterly Results

#### 1. General information

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 11 May 2011. Its issued shares are listed on the GEM. The Company's registered office and principal place of business are located at P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman KY1-1205, Cayman Islands and 3rd Floor, No.1 Building Tai Yue Yuan, Haidian District, Beijing, the PRC, respectively.

The Company is an investment holding company. Its subsidiaries are principally engaged in providing online transaction services by facilitating transactions between online game operators and online game users, providing mobile top-up services to mobile subscribers, and providing micro financing facilitating services to individual borrowers and lenders in the PRC.

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

The unaudited condensed consolidated financial statements of the Group for the Period (the "First Quarterly Financial Statements") have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards and its interpretations issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the First Quarterly Financial Statements include applicable disclosures required by the GEM Listing Rules.

### 第一季度業績附註

#### 1. 一般資料

本公司於2011年5月11日在開曼群島註冊成立為獲豁免有限公司。本公司已發行股份於GEM上市。本公司的註冊辦事處及主要營業地點分別位於P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman KY1-1205, Cayman Islands及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、向手機用戶提供手機話費充值服務以及向個人借方和貸方提供小額融資中介服務。

#### 2. 編製基準及主要會計政策

本集團截至本期間未經審核簡明綜合財務報表(「第一季度財務報表」)乃根據香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則(「香港財務報告準則」)、香港會計準則及詮釋及香港公司條例之披露規定編製。此外,第一季度財務報表載有GEM上市規則規定之適用披露。

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

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

The First Quarterly Financial Statements were prepared on the historical cost basis and presented in Renminbi (“RMB”). The principal accounting policies adopted in the preparation of the First Quarterly Financial Statements were consistent with those used in the annual consolidated financial statements for the year ended 31 December 2017, except for the first-time adoption of new and amended HKFRSs, its amendments and interpretations which were issued by the HKICPA in the preparation of the financial statements during the Period. The adoption of these new and revised HKFRSs has had no significant effect on the First Quarterly Financial Statements.

The Group has not early adopted any new and revised HKFRSs that have been issued but are not yet effective.

### 第一季度業績附註(續)

#### 2. 編製基準及主要會計政策(續)

第一季度財務報表按照歷史成本基準編製，並以人民幣(「人民幣」)呈列。編製第一季度財務報表所採用的主要會計政策與截至2017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、修訂本及詮釋除外。採納該等新訂及經修訂香港財務報告準則對第一季度財務報表並無重大影響。

本集團並未提早採納已頒佈但尚未生效的任何新頒佈及經修訂香港財務報告準則。

# First Quarterly Results

## 第一季度業績

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

#### 3. Segment reporting

The chief operating decision-maker has been identified as the Company's executive directors. The segments are managed separately as each business offers different services and requires different business strategies.

The Group's service lines identified as reportable operating segments are as follows:

- (i) Online transaction services (including provision of information technology services and advertising services); and
- (ii) Micro financing facilitating services (including provision of financing guarantee service).

All of the revenue from external customers and non-current assets of the Group are derived from activities or located in the PRC. Accordingly, no geographical information is presented.

### 第一季度業績附註(續)

#### 3. 分部報告

主要經營決策者已獲確認為本公司執行董事。各分部分開管理，乃由各項業務提供不同服務且需要不同業務策略。

本集團的服務範圍確認為以下可呈報經營分部：

- (i) 網上交易服務(包括提供信息技術服務及廣告服務); 及
- (ii) 小額融資中介服務(包括提供融資擔保服務)。

來自外部客戶之所有收益及本集團的非流動資產均來源於中國業務。因此，並未呈列地區資料。

		Online transaction services 網上交易服務 RMB'000 人民幣千元	Micro financing facilitating services 小額融資中介服務 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>For the three months ended 31 March 2018</b>	<b>截至2018年3月31日止3個月</b>				
Segment revenue	分部收益	907	4,742	—	5,649
Segment gross profit	分部毛利	85	2,442	—	2,527
Segment loss	分部虧損	(7,462)	(5,116)	(4,726)	(17,304)
<b>For the three months ended 31 March 2017</b>	<b>截至2017年3月31日止3個月</b>				
Segment revenue	分部收益	5,962	—	—	5,962
Segment gross profit	分部毛利	3,102	—	—	3,102
Segment loss	分部虧損	(980)	—	(2,200)	(3,180)

# First Quarterly Results

## 第一季度業績

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

### 第一季度業績附註(續)

#### 4. Revenue, other income and gains or (losses)

#### 4. 收入、其他收入及收益或(虧損)

		<b>Three months ended 31 March</b>	
		截至3月31日止3個月	
		<b>2018</b>	2017
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
<b>Revenue:</b>	<b>收入：</b>		
Provision of online transaction services	提供網上交易服務	<b>907</b>	5,962
Provision of micro financing facilitating services	提供小額融資中介服務	<b>4,742</b>	—
		<b>5,649</b>	5,962
<b>Other income and gains or (losses), net:</b>	<b>其他收入及收益或(虧損)淨額：</b>		
Interest income	利息收入	<b>36</b>	85
Others	其他	<b>119</b>	(344)
		<b>155</b>	(259)

# First Quarterly Results

## 第一季度業績

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

### 第一季度業績附註(續)

#### 5. Finance Costs

#### 5. 融資成本

##### Three months ended 31 March

截至3月31日止3個月

2018

2017

RMB'000

RMB'000

人民幣千元

人民幣千元

		805	—
Interest on bank borrowing	銀行借款利息		

#### 6. Loss before income tax credit

#### 6. 除所得稅抵免前虧損

The Group's loss before income tax credit was arrived at after charging:

本集團除所得稅抵免前虧損經扣除下列各項後得出：

##### Three months ended 31 March

截至3月31日止3個月

2018

2017

RMB'000

RMB'000

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	95	117
Amortisation of intangible assets	無形資產攤銷	38	77
Minimum lease payments under operating leases for buildings	樓宇經營租賃的最低租金	—	—
Development costs (note (a))	開發成本(附註(a))	3,490	1,466
Employee benefit expenses (including directors' remuneration)	僱員福利開支(包括董事薪酬)		
Wages and salaries	工資及薪金	7,913	3,121
Pension scheme contributions	退休計劃供款	572	374

Note:

附註：

(a) Development costs mainly comprised staff costs of approximately RMB3,490,000 for the Period (2017: RMB1,466,000), which were also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the Period (2017: nil).

(a) 開發成本主要包括員工成本，截至本期間約為人民幣3,490,000元(2017年：人民幣1,466,000元)，亦計入上文個別披露的僱員福利開支內。截至本期間，本集團並無將任何開發成本撥充資本(2017年：無)。

# First Quarterly Results

## 第一季度業績

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

### 第一季度業績附註(續)

#### 7. Income tax credit

#### 7. 所得稅抵免

Group	本集團	Three months ended 31 March	
		截至3月31日止3個月	
		2018	2017
		RMB'000	RMB'000
		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	—	—
Deferred tax	遞延稅項	(628)	(83)
Income tax credit	所得稅抵免	(628)	(83)

#### 8. Bank Loans

#### 8. 銀行貸款

		At 31 March	
		於3月31日	
		2018	2017
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Bank loans due for prepayment within one year	一年內償還到期銀行貸款	61,000	—



# First Quarterly Results

## 第一季度業績

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

#### 9. Loss per share

The calculation of the basic loss and diluted loss per share attributable to owners of the Company is based on:

### 第一季度業績附註(續)

#### 9. 每股虧損

本公司持有人應佔每股基本虧損及攤薄虧損按下列數據計算：

		Three months ended 31 March	
		截至3月31日止3個月	
		2018	2017
		RMB	RMB
		人民幣元	人民幣元
<b>Loss</b>	<b>虧損</b>		
Loss for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之虧損	<b>(15,579,000)</b>	(2,984,000)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之普通股加權平均數	<b>480,000,000</b>	480,000,000

The calculation of the basic loss 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 as described in the “History and Development” section of the Company’s prospectus dated 27 November 2013 (the “Prospectus”) have been effected on 1 January 2013.

如本公司日期為2013年11月27日的招股章程(「招股章程」)「歷史及發展」章節所述，每股基本虧損的計算考慮了本期間已發行及發行在外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。

#### 10. Dividend

The Board does not declare the payment of any interim dividend for the Period (2017: nil).

#### 10. 股息

董事會並無宣派本期間的任何中期股息(2017年：零)。

# Management Discussion and Analysis

## 管理層討論與分析

### Business Review

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 service to mobile subscribers. The Group offers online transaction platforms which can 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 can also be realised by the use of Shen Zhou Fu Card issued by the Group on the internet. Besides, the Group is also engaged in the distribution of online game products, the operation of the Game Review Website and the provision of micro financing facilitating service, financing guarantee service, information technology services and online advertising services.

### Financial Review

#### Revenue

During the Period, the Group recorded operating revenue of approximately RMB5,649,000, representing a decrease of RMB313,000 or 5.25% as compared to that of approximately RMB5,962,000 for the same period of 2017.

The decrease in revenue was mainly attributable to the substantial decrease in transaction volume of online transaction services. During the Period, there were 261,000 transactions of providing online transaction services by the Group to online game operators through the Shenzhoufu System, decreased by 1,272,000 transactions or 82.97% as compared to 1,533,000 transactions for the same period of 2017. Transaction amount during the Period was approximately RMB15,909,000, representing a decrease of RMB89,886,000 or 84.96% as compared to the transaction amount of approximately RMB105,795,000

### 業務回顧

本集團運營的主要業務為通過促進網上遊戲商戶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，及運營遊戲點評網及提供小額融資中介服務、融資擔保服務、信息技術服務及網上廣告服務。

### 財務回顧

#### 收入

於本期間內，本集團錄得營業收入約人民幣5,649,000元，較2017年同期的營業收入約人民幣5,962,000元減少了人民幣313,000元或5.25%。

收入下降的主要原因在於網上交易服務業務的交易量大幅下降。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261,000宗，較2017年同期的1,533,000宗下降了1,272,000宗或82.97%。本期間內的交易金額約為人民幣15,909,000元，較2017年同期的交易金額約為人民幣105,795,000元下降了人民幣89,886,000元或84.96%。網上交易服務交易量下降主要是由於少數交易量相對較大的網上遊戲運營

# Management Discussion and Analysis

## 管理層討論與分析

for the same period of 2017. The decrease in the transaction volume of online transaction services was mainly due to the continuous decline of the transaction volume from a few of online game operators with relatively high transaction volume. The Company is proactively identifying new game operators with a view to making up this part of transaction volume.

On the other hand, the average discount granted by online game operators increased from 2.69% in the same period of 2017 to 2.70% during the Period.

Along with the decrease in transaction volume of online transaction services, the transaction volume of mobile top-up services of the Group also declined. During the Period, there were 267,000 transactions of mobile top-up services provided by the Group, decreased by 2,509,000 transactions or 90.38% as compared to 2,776,000 transactions for the same period of 2017. The transaction amount was approximately RMB18,552,000, representing a decrease of RMB193,861,000 or 91.26% as compared to that of approximately RMB212,413,000 for the same period of 2017.

As the transaction volume of the business of online transaction services decreased faster than the transaction volume of mobile top-up services, the Group had to directly purchase phone cards to meet the demand. During the Period, the average discount offered by the suppliers of phone cards was 0.29%, decreased by 0.33% as compared to that of 0.62% for the same period of 2017 whereas the average discount of mobile top-up services of the Group increased from 0.81% in the same period of 2017 to 1.2% during the Period.

商的交易量持續下降導致，公司正在積極拓展新的遊戲商戶，以彌補這部分交易量。

另一方面，來自網上遊戲運營商的平均折扣有所增加，從2017年同期的2.69%上升到本期間的2.70%。

網上交易服務交易量下降的同時，本集團的話費充值服務交易量也相應下降。於本期間內，本集團話費充值服務的交易筆數為267,000宗，較2017年同期的2,776,000宗下降了2,509,000宗或90.38%。交易金額約為人民幣18,552,000元，較2017年同期交易金額約為人民幣212,413,000元減少了人民幣193,861,000元或91.26%。

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，本集團需要直接採購話費充值卡來滿足需求。於本期間內，來自話費充值卡供應商的平均折扣為0.29%，而2017年同期折扣為0.62%，降幅為0.33%。然而，本集團話費充值服務的平均折扣從2017年同期的0.81%上升到本期間的1.2%。

# Management Discussion and Analysis

## 管理層討論與分析

During the Period, the transaction amount from distributing online game products of the Group was approximately RMB31,209,000, decreased by RMB402,203,000 or approximately 92.80% as compared to that of RMB433,412,000 in the same period of 2017, and the revenue generated from distribution of game products during the Period was approximately RMB698,000, decreased by RMB2,934,000 or approximately 80.78% as compared to RMB3,632,000 in the same period of 2017.

During the Period, the Group rendered micro financing facilitating services as an intermediary service institution for lenders and borrowers through its online micro financing platform. The revenue generated from micro financing services revenue was approximately RMB4,742,000 (2017: Nil) for the Period.

### Cost of revenue

During the Period, the cost of revenue of the Group was approximately RMB3,122,000, which showed an increase of RMB262,000 or 9.16% as compared with RMB2,860,000 for the same period of 2017. The increase of cost of revenue was mainly attributable to the cost arising from rendering micro financing facilitating services during the Period.

### Gross profit

During the Period, the Group realised a gross profit of approximately RMB2,527,000, representing a decrease of RMB575,000 or 18.54% as compared to that of approximately RMB3,102,000 for the same period of 2017.

### Selling and distribution expenses

During the Period, the selling and distribution expenses of the Group were approximately RMB1,685,000, representing an increase of RMB940,000 or 126.17% as compared to those of approximately RMB745,000 for the same period of 2017. The increase of the selling and distribution expenses was attributable to the staff cost incurred from rendering micro financing facilitating services during the Period.

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31,209,000元，較2017年同期的交易金額人民幣433,412,000元減少人民幣402,203,000元或約92.80%，於本期間內來自遊戲產品分銷取得的收入約為人民幣698,000元，較2017年同期人民幣3,632,000元減少人民幣2,934,000元或約80.78%。

於本期間內，本集團作為中介服務機構透過其線上小額融資平台為貸方及借方提供小額融資中介服務。期內小額融資中介服務產生收益約人民幣4,742,000元(2017年：無)。

### 收入成本

於本期間內，本集團的收入成本約為人民幣3,122,000元，較2017年同期的人民幣2,860,000元上升人民幣262,000元或9.16%。收入成本的上升主要由於本期間所提供的小額融資中介服務產生的成本所致。

### 毛利

於本期間內，本集團實現毛利約為人民幣2,527,000元，較2017年同期的毛利約為人民幣3,102,000元下降了人民幣575,000元或18.54%。

### 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1,685,000元，較2017年同期的約為人民幣745,000元增加了人民幣940,000元或126.17%。銷售及分銷開支的增加是由於本期間提供的小額融資中介服務產生的人工成本所致。

### Administrative expenses

During the Period, the administrative expenses of the Group were approximately RMB17,980,000, representing an increase of RMB12,619,000 or 235.39% as compared to that of RMB5,361,000 for the same period of 2017. The increase in administrative expenses during the Period was due to the efforts made by the Company for exploring micro financing facilitating services, which resulted in higher labour costs and administrative costs.

### Income tax credit

During the Period, the income tax credit of the Group were approximately RMB628,000, with the effective tax rate of -3.5%, as compared with the income tax credit of RMB83,000 and the effective tax rate of -2.5% for the same period of 2017. The negative effective tax rate was due to the reduction in the balance of deferred tax as a result of the loss for the Period.

### Loss during the period

During the Period, the loss of the Group was approximately RMB17,304,000, representing an increase of RMB14,124,000 or 444.15% compared with the loss of approximately RMB3,180,000 for the same period of 2017. The increase in loss during the Period was primarily attributable to a significant decrease in gain in non-recurring fair value of available-for-sale of financial assets from RMB34.7 million in 2016 to RMB23.7 million in 2017 due to our disposal of Chong Sing shares in second half of 2017 and the increase in costs and expenses. For details of the disposal, please refer to the circular dated 15 December 2017.

### 行政開支

於本期間內，本集團的行政開支約為人民幣17,980,000元，較2017年同期的人民幣5,361,000元上升了人民幣12,619,000元或235.39%。本期間行政開支的增加是本公司努力拓展小額融資中介服務所帶來較高的人工成本和行政費用所致。

### 所得稅抵免

於本期間內，本集團的所得稅抵免約為人民幣628,000元，實際稅率為-3.5%，2017年同期的所得稅抵免人民幣83,000元，實際稅率-2.5%。實際稅率為負的原因是本期間的虧損導致的遞延稅項餘額的減少。

### 本期間內虧損

於本期間內，本集團的虧損約為人民幣17,304,000元，較2017年同期的虧損約為人民幣3,180,000元上升了人民幣14,124,000元或444.15%。期內虧損增加主要由於2017年下半年出售中新股份導致可供出售金融資產之非經常性公平值變動由2016年的人民幣34.7百萬元大幅減至2017年的人民幣23.7百萬元以及成本及開支增加所致。有關出售之詳情，請參閱日期為2017年12月15日之通函。

# Management Discussion and Analysis

## 管理層討論與分析

### Events after reporting period

The unconditional mandatory cash offer for all the ordinary shares of US\$0.001 each of the Company (the “Shares”) in issue, other than those already owned or agreed to be acquired by Data King Limited (the “Offeror” or “Data King”), a company incorporated in the British Virgin Islands (the “BVI”) and wholly and beneficially owned by Mr. Sun Jiangtao (“Mr. Sun”), an executive Director and the chief executive officer of the Company, and parties acting in concert with it (other than Swift Well Limited (“Swift Well”), a company incorporated in the BVI and owned as to 95% by Mr. Wei Zhonghua (“Mr. Wei”), the chairman of the Board and a non-executive Director, and 5% by Mr. Wei Chunming and Mr. Tang Bin (“Mr. Tang”), an executive Director) at HK\$0.50 per Share (the “Offer Shares”) to be made by First Shanghai Securities Limited on behalf of the Offeror in accordance with the Hong Kong Code on Takeovers and Mergers (the “Offer”) was closed at 4:00 p.m. on Monday, 30 April 2018 and the Offeror received 3 valid acceptances in respect of the Offer for a total of 318,000 Offer Shares, representing approximately 0.07% of the entire issued share capital of the Company as at 30 April 2018.

As a result, 119,682,000 Shares, representing approximately 24.93% of the entire issued share capital of the Company are held by the public (as defined in the GEM Listing Rules). As such, less than the minimum prescribed percentage applicable to the Company, being 25% of the Shares in issue, are held by the public and the Company does not meet the minimum public float requirement as set out under Rule 11.23(7) of the GEM Listing Rules.

### 報告期後事項

第一上海證券有限公司根據香港收購及合併守則代表Data King Limited(「要約人」或「Data King」，一間於英屬處女群島(「英屬處女群島」)註冊成立之公司，由本公司執行董事及行政總裁孫江濤先生(「孫先生」)實益擁有)按每股份0.50港元(「要約股份」)就全部已發行的本公司每股面值0.001美元的普通股股份(「股份」)(要約人及其一致行動人士(Swift Well Limited(「Swift Well」，一間於英屬處女群島註冊成立之公司，由董事會主席及非執行董事魏中華先生(「魏先生」)擁有95%、魏春明先生及執行董事唐斌先生(「唐先生」)分別擁有5%權益)除外)已擁有或同意收購者除外)作出之無條件強制性現金要約(「要約」)。於2018年4月30日(星期一)下午四時正完成，要約人就約合計318,000股發售股份(佔本公司於2018年4月30日全部已發行股本約0.07%)接獲3份有效接納。

因此，公眾人士(定義見GEM上市規則)持有119,682,000股股份，相當於本公司全部已發行股本的約24.93%。因此，公眾人士持有少於適用於本公司的最低規定百分比(即已發行股份的25%)，且本公司並不符合GEM上市規則第11.23(7)條所載最低公眾持股量規定。

# Management Discussion and Analysis

## 管理層討論與分析

An application had been made by the Company to the Stock Exchange for a temporary waiver from strict compliance with Rule 11.23(7) of the GEM Listing Rules (the “Waiver”) and the Stock Exchange has granted the Waiver on 8 May 2018. Please refer to the Company’s announcement dated 8 May 2018 for details.

Taking into account the valid acceptances in respect of 318,000 Offer Shares under the Offer as at 4:00 p.m. on 30 April 2018, the Offeror and parties acting in concert with it (other than Swift Well, Mr. Wei and Mr. Tang) held an aggregate of 245,118,000 Shares, representing approximately 51.07% of the entire issued share capital of the Company as at 30 April 2018.

For details, please refer to announcements of the Company dated 17 January 2018, 18 January 2018, 7 February 2018, 6 March 2018, 26 March 2018, 4 April 2018, 9 April 2018 and 30 April 2018 and its circular dated 9 April 2018.

## Outlook

In recent years, the internet economy is playing an increasingly important role in the development of the PRC’s economy. Looking forward in 2018, the Group will continue to place emphasis on business innovation and risk management mind set in developing its online transaction services for online game products and micro financing facilitating business through its online micro financing platform. The Group will strive to expand the coverage and user base of its online micro financing platform while pursuing to cooperate with independent online financing platforms to further capitalise more development opportunities in the online micro financing market.

本公司已向聯交所申請暫時豁免嚴格遵守GEM上市規則第11.23(7)條(「豁免」)，且聯交所已於2018年5月8日授出豁免。有關詳情，請參閱本公司日期為2018年5月8日之公告。

經考慮於2018年4月30日下午四時正要約項下318,000股要約股份之有效接納，要約人及其一致行動人士(Swift Well、魏先生及唐先生除外)於2018年4月30日持有合共245,118,000股股份，相當於本公司全部已發行股本的約51.07%。

有關詳情，請參閱本公司日期為2018年1月17日、2018年1月18日、2018年2月7日、2018年3月6日、2018年3月26日、2018年4月4日、2018年4月9日及2018年4月30日之公告及本公司日期為2018年4月9日之通函。

## 展望

近年來，互聯網經濟於中國經濟發展中正扮演越來越重要的角色。展望2018年，本集團將繼續重視通過其網上小額融資平台發展其網上遊戲產品及小額融資中介業務的網上交易服務中的業務創新及風險管理意識。本集團將努力擴大網上小額融資平台的覆蓋範圍及用戶基礎，同時力求與獨立的網上融資平台合作，從而進一步抓住更多網上小額融資市場的發展機遇。

# Management Discussion and Analysis

## 管理層討論與分析

In terms of the Group's online transaction services and distribution of online game products business, the Group will continue to identify and explore new online game operators actively and strive to capture business opportunities in the rest of 2018. On the other hand, the Group will also control cost and explore new services which could leverage on its existing business to enhance the profitability of the Group.

In the long run, the Group will continue to identify suitable investment opportunities in internet economy related business such as fintech, blockchain technology, online financing platforms etc. with an aim to enhance the profitability of the Group and value to the shareholders of the Company (the "Shareholders").

就本集團的網上交易服務及網上遊戲產品分銷業務而言，本集團將於2018年其餘的時間繼續積極發掘和拓展新網上游戲運營商並努力把握商機。另一方面，本集團亦將控制成本並探索可利用其現有業務的新服務以提高本集團盈利能力。

長遠而言，本集團將繼續於互聯網經濟相關業務(如金融科技、區塊鏈技術、網上融資平台等)中發掘合適的投資機會以提高本集團之盈利能力及本公司股東(「股東」)價值。



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

As at 31 March 2018, 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); or (b) pursuant to section 352 of the SFO, to be entered in the register as referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

### Long positions

#### Shares

Name of Directors	Capacity/Nature of interests	Number of issued Shares held	Approximate percentage of the issued Shares <sup>(Note 3)</sup>
董事姓名	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 <sup>(附註3)</sup>
Mr. Wei 魏先生	Interest of a controlled corporation <sup>(Note 1)</sup> 受控制法團的權益 <sup>(附註1)</sup>	26,854,800	5.59%
Mr. Sun 孫先生	Interest of a controlled corporation <sup>(Note 2)</sup> 受控制法團的權益 <sup>(附註2)</sup>	244,800,000	51.00%
Mr. Tang 唐先生	Beneficial owner 實益擁有人	588,000	0.12%

## 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2018年3月31日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章，證券及期貨條例第XV部（「證券及期貨條例」））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）；或(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GEM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

#### 股份

Notes:

1. Details of the interests in the Company held by 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 interests in the Company held by 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 31 March 2018.

Save as disclosed above, as at 31 March 2018, 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 the GEM Listing Rules.

附註：

1. Swift Well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於本公司持有權益之詳情載於下文「主要股東及其他人士於股份及相關股份之權益及淡倉」一節。
3. 所佔之股權百分比乃基於本公司於2018年3月31日已發行股本總數為480,000,000股股份計算所得。

除上文披露者外，於2018年3月31日，概無本公司之董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）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，相關股份及債券或根據GEM上市規則須另行知會本公司及聯交所之股份，相關股份及債券中擁有任何權益或淡倉。

## 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 31 March 2018, so far as it was known by or otherwise notified to any Directors or the chief executive of the Company, the particulars of the corporations or persons (other than a Director or the chief executive of the Company) which/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2018年3月31日，就本公司董事或主要行政人員所知或所獲悉，根據證券及期貨條例第336條須存置的登記冊於股份及相關股份中擁有5%或以上之公司或人士(本公司董事或主要行政人員除外)詳情如下：

Name of shareholders 股東姓名	Capacity/Nature of the interests 身份／權益性質	Number of issued Shares held 所持已發行 股份數目	Approximate percentage of issued Shares <sup>(Note 6)</sup> 佔已發行股份 概約百分比 <sup>(附註6)</sup>
SWIFT WELL	Beneficial owner <sup>(Note 1)</sup> 實益擁有人 <sup>(附註1)</sup>	26,854,800	5.59%
DATA KING	Beneficial owner <sup>(Note 2)</sup> 實益擁有人 <sup>(附註2)</sup>	244,800,000	51.00%
IDG-ACCEL CHINA GROWTH FUND II L.P.	Beneficial owner <sup>(Note 3)</sup> 實益擁有人 <sup>(附註3)</sup>	81,122,700	16.90%
IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.	Interest of a controlled corporation <sup>(Note 3)</sup> 受控制法團的權益 <sup>(附註3)</sup>	81,122,700	16.90%
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.	Interest of a controlled corporation <sup>(Note 3)</sup> 受控制法團的權益 <sup>(附註3)</sup>	87,757,200	18.28%

Name of shareholders	Capacity/Nature of the interests	Number of issued Shares held	Approximate percentage of issued Shares <sup>(Note 6)</sup>
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 <sup>(附註6)</sup>
Ho Chising	Interest of a controlled corporation <sup>(Note 4)</sup> 受控制法團的權益 <sup>(附註4)</sup>	87,757,200	18.28%
Zhou Quan 周全	Interest of a controlled corporation <sup>(Note 5)</sup> 受控制法團的權益 <sup>(附註5)</sup>	87,757,200	18.28%

Notes:

1. SWIFT WELL is owned as to 95% by Mr. Wei, the chairman of the Board (the "Chairman") and a non-executive Director, and 5% by Mr. Wei Chunming. Mr. Wei is deemed to be interested in all the Shares in which SWIFT WELL is interested by virtue of the SFO.
2. DATA KING is wholly owned by Mr. Sun, an executive Director and the chief executive officer of the Company. Mr. Sun is deemed to be interested in all the Shares in which DATA KING is interested by virtue of the SFO.

附註：

1. SWIFT WELL分別由董事會主席(「主席」)兼非執行董事魏先生及魏春明先生擁有95%及5%。根據證券及期貨條例，魏先生被視為於SWIFT WELL擁有權益的所有股份中擁有權益。
2. DATA KING由執行董事兼本公司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擁有權益的所有股份中擁有權益。

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| <p>3. IDG-ACCEL CHINA GROWTH FUND II L.P. is an exempted limited partnership registered in the Cayman Islands which owned 81,122,700 Shares. 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. 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 by virtue of the SFO.</p> | <p>3. IDG-ACCEL CHINA GROWTH FUND II L.P. 為一家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. 為一家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，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.擁有權益的全部股份中擁有權益，而IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 被視為於IDG-ACCEL CHINA GROWTH FUND II L.P.及IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. 擁有權益的全部股份中擁有權益。</p> |
| <p>4. Ho Chising is a controlling shareholder who is holding 50% equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.. He is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested.</p>  | <p>4. Ho Chising 為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股本權益的控股股東。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。</p>  |
| <p>5. Zhou Quan is another controlling shareholder who is holding 50% equity interests in IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.. He is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested.</p>   | <p>5. 周全為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%股本權益的另一位控股股東。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。</p>  |
| <p>6. The percentage of shareholding was calculated based on the Company's total issued share capital of 480,000,000 Shares as at 31 March 2018.</p>   | <p>6. 持股百分比乃根據本公司於2018年3月31日已發行股本總額480,000,000股股份計算得出。</p>   |

Save as disclosed above, as at 31 March 2018, so far as it was known to the Directors or the chief executive of the Company, no other person (other than a Director or the chief executive of the Company) had interests or short positions in the Shares or 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 principal terms of which are set out below:

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) (the “Employee”), consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company (the “Affiliate”); or
- (b) the trustee of any trust the beneficiary of which or any discretionary trust, the discretionary objects of which include any Director, Employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate; or

除上文所披露外，就本公司董事及主要行政人員所知，於2018年3月31日，概無其他人士(董事或本公司主要行政人員除外)於股份或相關股份中擁有根據證券及期貨條例第336條須記錄於該條例所指登記冊之權益或淡倉。

## 購股權計劃

本公司設有購股權計劃(「購股權計劃」)，以獎勵及酬謝對或會對本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，其主要條款載列如下：

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、供貨商、代理、合作夥伴、顧問或承包商；或
- (b) 任何信托或任何全權信托的受托人，而該信托的受益人或該全權信托的全權信托對象包括本集團或聯屬公司的任何董事、僱員、諮詢人、專業人員、客戶、供應商、代理、合作夥伴或顧問或承包商；或

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

During the Period, no Share Options were granted, exercised or cancelled or lapsed under the Share Option Scheme and no Share Options were outstanding as at 31 March 2018.

## Non-Competition Undertakings

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

During the Period, the independent non-executive Directors (the “INEDs”) reviewed the compliance by each of the Controlling Shareholders with their undertakings (including the compliance letters issued by such Controlling Shareholders) and concluded, with the confirmation by each of the Controlling Shareholders, that neither the Controlling Shareholders nor their respective associates (as defined in the GEM Listing Rules) engaged in any business that competed or might compete with the businesses of the Group or had any other conflict of interests with the Group during the year ended 31 December 2017.

(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2018年3月31日尚未行使。

## 不競爭承諾

誠如本公司招股章程所披露，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」）就若干控股股東以本公司之利益提供之不競爭契約（「不競爭承諾」）訂立了一份不競爭承諾（為其本身或作為受託人為其附屬公司）。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。

獨立非執行董事（「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），無控股股東或任何彼等的聯繫人（定義見GEM上市規則），而各控股股東確認沒有於截至2017年12月31日止年度內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。

## 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”, 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 had 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 the Shareholders.

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

## 董事、控股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「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GEM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由任何利益衝突之業務擁有權益，並須根據GEM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，董事會及高級管理人員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GEM上市規則附錄15所載企業管治守則的原則及守則條文。



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

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “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 of all Directors made by the Company, each of them confirmed that he had complied with the Required Standard of Dealings regarding dealings in securities by the Directors during the Period.

## Interests of the Compliance Adviser

As notified by the Company’s compliance adviser, Lego Corporate Finance Limited (“Lego Corporate”), except for the compliance adviser agreement dated 19 January 2016 entered into between the Company and Lego Corporate, neither Lego Corporate nor its directors, employees and close associates (as defined in the GEM Listing Rules) had any interest in relation to the Company or any member of the Group (including options or rights to subscribe for such securities) during the Period, 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 or sell such securities during the Period.

## 遵守董事進行證券交易之行為守則

本公司已採納GEM上市規則第5.48至5.67條所規定的交易準則(「所規定的交易必守標準」)，作為本公司董事進行證券交易的行為守則。

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

## 合規顧問的權益

誠如本公司合規顧問力高企業融資有限公司(「力高企業」)知會，除本公司與力高企業所訂立日期為2016年1月19日之合規顧問協議外，力高企業或其董事、僱員及緊密聯繫人(定義見GEM上市規則)概無於本期間於本公司或本集團之任何成員擁有根據GEM上市規則第6A.32條須予知會本公司的任何權益(包括認購該等證券之購股權或權利)。

## 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有關證券。

## Audit Committee

The audit committee of the Board (the “Audit Committee”) comprises three members, including two INEDs, namely Mr. He Qinghua (“Mr. He”) and Mr. Hou Dong, and Mr. Wei, the Chairman and a non-executive Director. 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, which was of the opinion that the financial information had been prepared in compliance with the applicable accounting principles, the requirements of the GEM Listing Rules and any other applicable laws and had been adequately disclosed.

By order of the Board

**China Binary Sale Technology Limited**  
**Sun Jiangtao**

*Chief Executive Officer and Executive Director*

Hong Kong, 15 May 2018

*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 INEDs are Mr. Hou Dong, Mr. He Qinghua and Mr. Yang Haoran.*

## 審核委員會

董事會審核委員會（「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，以及主席兼非執行董事魏先生。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，並認為該等財務資料的編製符合適用會計準則、GEM上市規則下的規定及任何其他適用法律規定，且已作出充足披露。

承董事會命

**神州數字銷售技術有限公司**  
行政總裁及執行董事  
**孫江濤**

香港，2018年5月15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）、李健光先生及蘭希先生，及獨立非執行董事為侯東先生、何慶華先生及楊浩然先生。