



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

INTERIM REPORT 中期業績報告
2018

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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，此時公司相比起其他在聯交所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沒有誤導或欺詐成分，及概無遺漏其他事宜，致使本報告中任何聲明或本報告帶誤導成分。

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Financial Highlights

財務摘要

- As of the Period (as defined below), there were approximately 422,000 transactions of providing online transaction services to the online game operators through the Shenzhoufu System, decreased by approximately 1,865,000 cases or 81.55% as compared to approximately 2,287,000 cases for the same period of 2017. Transaction amount during the Period was approximately RMB26,624,000, representing a decrease of RMB128,170,000 or 82.80% as compared to that of approximately RMB154,794,000 for the same period of 2017.
- For the Period, the turnover of the Group (as defined below) was approximately RMB15,444,000, representing an increase of approximately RMB6,737,000 or 77.37% as compared to the same period of 2017.
- For the Period, gross profit of the Group was approximately RMB9,311,000, representing an increase of approximately RMB5,562,000 or 148.36% as compared to the same period of 2017. Gross profit margin increased from approximately 43.06% for June 2017 to 60.29% for June 2018.
- For the Period, the loss of the Group was approximately RMB23,049,000, representing an increase of approximately RMB19,183,000 or 496.20% as compared to the same period of 2017.
- As at 30 June 2018, the bank and cash balance of the Group was approximately RMB51,181,000 (31 December 2017: RMB83,319,000), with the current ratio of 2.97 (31 December 2017: 3.11).
- For the Period, the loss per share of the Group was approximately RMB4.71 cents, representing an increase of approximately RMB4.18 cents or 788.68% as compared to that of RMB0.53 cent for the same period of 2017.
- The Board (as defined below) does not declare the payment of an interim dividend for the Period (2017: 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約為422,000宗, 較2017年同期的約2,287,000宗下降了約1,865,000宗或81.55%。本期間內的交易金額約為人民幣26,624,000元, 較2017年同期的約人民幣154,794,000元下降了人民幣128,170,000元或82.80%。
- 截至本期間, 本集團(定義見下文)取得營業收入約為人民幣15,444,000元, 較2017年同期上升約人民幣6,737,000元或77.37%。
- 截至本期間, 本集團取得的毛利約為人民幣9,311,000元, 較2017年同期上升了約為人民幣5,562,000元或148.36%。毛利率從2017年6月的約43.06%上升至2018年6月的60.29%。
- 截至本期間, 本集團的虧損約為人民幣23,049,000元, 較2017年同期上升約人民幣19,183,000元或496.20%。
- 於2018年6月30日, 本集團的銀行及現金餘額約為人民幣51,181,000元(2017年12月31日: 人民幣83,319,000元), 流動比率為2.97(2017年12月31日: 3.11)。
- 截至本期間, 本集團每股虧損約為人民幣4.71分, 較2017年同期的人民幣0.53分增加約人民幣4.18分或788.68%。
- 董事會(定義見下文)未有就截至本期間宣派中期股息(2017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 2018 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2018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 2018

未經審核簡明綜合全面收益表

截至2018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	
			2018 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 (Unaudited) (未經審核) RMB'000 人民幣千元	2018 (Unaudited) (未經審核) RMB'000 人民幣千元	2017 (Unaudited) (未經審核) RMB'000 人民幣千元
Revenue	收入	4	9,795	2,745	15,444	8,707
Cost of revenue	收入成本		(3,011)	(2,098)	(6,133)	(4,958)
Gross profit	毛利		6,784	647	9,311	3,749
Other income and gains or losses	其他收入及收益或虧損	4	2,414	5,499	2,569	5,240
Selling and distribution expenses	銷售及分銷開支		(1,318)	(313)	(3,003)	(1,058)
Administrative expenses	行政開支		(12,355)	(6,383)	(30,335)	(11,744)
Share of loss of an associate	應佔一間聯營公司之虧損		(142)	—	(286)	—
Finance costs	融資成本	5	(841)	—	(1,646)	—
Loss before income tax (expense)/credit	除所得稅(開支)/抵免前虧損	6	(5,458)	(550)	(23,390)	(3,813)
Income tax (expense)/credit	所得稅(開支)/抵免	7	(287)	(136)	341	(53)
Loss for the period	本期內虧損		(5,745)	(686)	(23,049)	(3,866)
Other comprehensive income/(loss)	其他全面收益/(虧損)					
Items that will not be reclassified subsequently to profit or loss:	其後不會重新分類至損益的項目：					
Equity investments at fair value through other comprehensive income — net movement in fair value reserve	按公平值計入其他全面收益的權益投資 — 公平值儲備淨變動		(1,700)	(4,512)	(2,909)	12,651
Other comprehensive income/(loss) for the year	年內其他全面收益/(虧損)		(1,700)	(4,512)	(2,909)	12,651
Total comprehensive income/(loss) for the period	本期間內全面收益/(虧損)總額		(7,445)	(5,198)	(25,958)	8,785
(Loss)/profit for the period attributable to:	以下各項應佔期內(虧損)/溢利：					
Owners of the Company	本公司擁有人		(7,011)	436	(22,590)	(2,548)
Non-controlling interests	非控股權益		1,266	(1,122)	(459)	(1,318)
			(5,745)	(686)	(23,049)	(3,866)
Total comprehensive income/(loss) for the period attributable to:	以下各項應佔期內全面收益/(虧損)總額：					
Owners of the Company	本公司擁有人		(8,711)	(4,076)	(25,499)	10,103
Non-controlling interests	非控股權益		1,266	(1,122)	(459)	(1,318)
			(7,445)	(5,198)	(25,958)	8,785
(Loss)/earnings per share (RMB cents)	每股(虧損)/盈利(人民幣分)					
— Basic	— 基本	8	(1.46)	0.09	(4.71)	(0.53)

Interim Results (Continued)

中期業績 (續)

Unaudited Condensed Consolidated Statement of Financial Position

As at 30 June 2018

未經審核簡明綜合財務狀況表

於2018年6月30日

			As at 30 June 2018 於2018年 6月30日 (Unaudited) RMB'000 人民幣千元	As at 31 December 2017 於2017年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Assets	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		2,882	2,406
Intangible assets	無形資產		1,321	776
Prepayments for acquisition of property, plant and equipment	收購物業、廠房及設備的預付款		1,679	1,679
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產		116,943	136,833
Interest in an associate	於聯營公司的權益		2,447	2,733
Goodwill	商譽		509	509
Long term prepayments	長期預付款		—	3,500
Total non-current assets	非流動資產總額		125,781	148,436
Current assets	流動資產			
Trade receivables	貿易應收款項	10	489	773
Prepayments, deposits and other receivables	預付款、按金及其他應收款項		134,668	116,634
Inventories	存貨		3,639	5,087
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產		1,029	—
Pledged bank deposits	抵押銀行存款		79,733	65,015
Cash and cash equivalents	現金及現金等價物		51,181	83,319
Total current assets	總流動資產		270,739	270,828
Liabilities	負債			
Current liabilities	流動負債			
Trade payables	貿易應付款項	11	4,201	7,997
Other payables and accruals	其他應付款項及應計費用		15,831	17,613
Bank borrowings	銀行借款	12	71,000	61,000
Current tax liabilities	即期稅項負債		—	521
Total current liabilities	流動負債總額		91,032	87,131
Net current assets	流動資產淨值		179,707	183,697
Total assets less current liabilities	總資產減流動負債		305,488	332,133
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債		6,412	7,099
Total non-current liabilities	非流動負債總額		6,412	7,099
NET ASSETS	資產淨值		299,076	325,034
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Issued capital	已發行股本	13	2,941	2,941
Reserves	儲備		295,221	320,720
Non-controlling interests	非控股權益		298,162	323,661
			914	1,373
TOTAL EQUITY	總權益		299,076	325,034

Interim Results (Continued)

中期業績(續)

Unaudited Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2018

未經審核簡明綜合權益變動表

截至2018年6月30日止六個月

Equity attributable to owners of the Company

本公司擁有人應佔權益

		Issued capital	Share premium	Capital reserve	Statutory reserve	Investment revaluation reserve	Retained earnings	Total	Non-controlling interests	Total equity
		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	人民幣	人民幣	人民幣	人民幣	人民幣	人民幣	人民幣	人民幣
		千元	千元	千元	千元	千元	千元	千元	千元	千元
At 1 January 2017 (Audited)	於2017年1月1日 (經審核)	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	-	-	-	-	-	(2,548)	(2,548)	(1,318)	(3,866)
Change in fair value of available-for-sale financial assets	可供出售金融資產的公平值變動	-	-	-	-	12,651	-	12,651	-	12,651
Total comprehensive income/(loss)	全面收益/(虧損)總額	-	-	-	-	12,651	(2,548)	10,103	(1,318)	8,785
At 30 June 2017	於2017年6月30日	2,941	47,899	1,371	17,110	47,368	203,834	320,523	9,967	330,490
At 1 January 2018 (Audited)	於2018年1月1日 (經審核)	2,941	47,899	1,371	17,292	39,667	214,491	323,661	1,373	325,034
Loss for the period	期內虧損	-	-	-	-	-	(22,590)	(22,590)	(459)	(23,049)
Change in Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產的變動	-	-	-	-	(2,909)	-	(2,909)	-	(2,909)
Reclassification of investment revaluation reserve upon disposal of at fair value through other comprehensive income	出售按公平值計入其他全面收益的金融資產時重新分類投資重估儲備	-	-	-	-	(4,493)	4,493	-	-	-
Total comprehensive loss	全面虧損總額	-	-	-	-	(7,402)	(18,097)	(25,499)	(459)	(25,958)
At 30 June 2018	於2018年6月30日	2,941	47,899	1,371	17,292	32,265	196,394	298,162	914	299,076

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. The Company's issued shares are listed on the GEM. The Company's registered office and principal place of business in the People's Republic of China (the "PRC") are located at P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman KY1-1205, Cayman Islands and Room 1506, 15/F, Jinhui Building, Qiyang Road, Wangjing, Chaoyang District, Beijing, the PRC, respectively.

The Company is an investment holding company. Its subsidiaries are principally engaged in providing (i) online transaction services by facilitating transactions between online game operators and online game users and mobile top-up services to mobile subscribers; (ii) providing micro financing facilitating services to individual borrowers and lenders; (iii) software technology services; (iv) sales of smart hardware products.

2. Basis of preparation and principal accounting policies

The unaudited consolidated financial statements of the Group for the six months ended 30 June 2018 (the "Period" and the "Interim Financial Statements", respectively) have been prepared in accordance with Hong Kong Financial Reporting Standards (the "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 Companies Ordinance, Chapter 622 of the Laws of Hong Kong. In addition, the Interim Financial Statements include applicable disclosures required by the GEM Listing Rules.

1. 一般資料

本公司於2011年5月11日在開曼群島註冊成立為獲豁免有限公司。本公司已發行股份於GEM上市。本公司的註冊辦事處及在中華人民共和國(「中國」)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及中國北京市朝陽區望京啟陽路金輝大廈15樓1506室。

本公司為一間投資控股公司。其附屬公司主要業務為(i)透過促進網上遊戲運營商與網上遊戲用戶之間的交易來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；(ii)為個人借方及貸方提供小額融資中介服務；(iii)軟件技術服務；(iv)智能硬件產品銷售。

2. 編製基準及主要會計政策

本集團截至2018年6月30日止六個月未經審核綜合財務報表(分別為「本期間」及「中期財務報表」)乃根據香港會計師公會(「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法例第622章公司條例之披露規定編製。此外，中期財務報表載有GEM上市規則規定之適用披露。

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 of the Group for the year ended 31 December 2017, except the first-time adoption of new and amended HKFRSs, their amendments and interpretations which were issued by the HKICPA 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 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.

簡明綜合財務報表附註 (續)

2. 編製基準及主要會計政策 (續)

中期財務報表乃按照歷史成本基準編製(惟按公平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本集團截至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、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

主要經營決策者已確定為本公司執行董事。由於各項業務提供的服務不同及所需的業務策略不同，故各分部分開管理。

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)

3. Segment reporting (Continued)

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);
- (ii) Micro financing facilitating services (including provision of financing guarantee service);
- (iii) Software technology services;
- (iv) Sales of smart hardware products.

All of the revenues 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.

3. 分部報告 (續)

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)；
- (ii) 小額融資中介服務 (包括提供融資擔保服務)；
- (iii) 軟件技術服務；
- (iv) 智能硬件產品銷售。

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或位於中國。因此，並未呈列地區資料。

		Online transaction services	Micro financing facilitating services	Software technology services	Sales of smart hardware products	Unallocated	Total
		網上交易服務	小額融資中介服務	軟件技術服務	智能硬件產品銷售	未分配	總計
		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
For the three months ended 31 March 2018	截至2018年3月31日止3個月						
Segment revenue	分部收益	1,600	11,046	1,276	1,522	—	15,444
Segment gross profit	分部毛利	111	6,951	1,276	973	—	9,311
Segment net loss	分部虧損淨額	(2,982)	(2,464)	(1,008)	(3,257)	(13,338)	(23,049)
For the three months ended 31 March 2017	截至2017年3月31日止3個月						
Segment revenue	分部收益	8,707	—	—	—	—	8,707
Segment gross profit	分部毛利	3,749	—	—	—	—	3,749
Segment net loss	分部虧損淨額	(2,349)	—	—	—	(1,517)	(3,866)

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	
		2018	2017	2018	2017
		(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	693	2,745	1,600	8,707
Provision of micro financing facilitating service	提供小額融資中介服務	6,304	—	11,046	—
Software technology services	軟件技術服務	1,276	—	1,276	—
Sales of smart hardware products	智能硬件產品銷售	1,522	—	1,522	—
		9,795	2,745	15,444	8,707
Other income and gains:	其他收入及收益：				
Interest income	利息收入	364	21	400	106
Government grants	政府補貼	—	72	—	72
Gain from exchange translation	匯兌收益	1,656	—	1,656	—
Others	其他	394	5,406	513	5,062
		2,414	5,499	2,569	5,240

5. Finance Costs

5. 融資成本

		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	
		2018	2017	2018	2017
		(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
Interest on bank borrowing	銀行借款利息	805	—	1,646	—

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. Loss before income tax credit/(expense)

The Group's loss before income tax credit/(expense) is arrived at after charging:

6. 除所得稅抵免/(開支)前虧損

本集團除所得稅抵免/(開支)前虧損乃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	
		2018	2017	2018	2017
		(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
Depreciation of property, plant and equipment	物業、廠房及設備折舊	104	123	199	240
Amortisation of intangible assets	無形資產攤銷	71	77	109	154
Minimum lease payments under operating leases for buildings	樓宇經營租賃的最低租金	1,600	319	1,600	319
Development costs (note (a))	開發成本(附註(a))	2,679	1,499	6,169	2,966
Employee benefit expenses (including Directors' remuneration)	僱員福利開支(包括董事薪酬)	6,522	3,154	14,435	6,275
Wages and salaries	工資及薪金				
Pension scheme contributions	退休計劃供款	583	375	1,155	749

Note:

- (a) Development costs mainly comprised staff costs of approximately RMB6,169,000 for the Period (2017: RMB2,966,000), 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).

附註：

- (a) 本期間開發成本主要包括員工成本，約為人民幣6,169,000元(2017年：人民幣2,966,000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(2017年：無)。

Notes to the Condensed Consolidated
Financial Statements (Continued)

簡明綜合財務報表附註(續)

7. Income tax expense/(credit)

7. 所得稅開支/(抵免)

		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	
		2018	2017	2018	2017
		(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	即期稅項－中國				
enterprise income tax	企業所得稅				
– tax for the Period	－本期間稅項	345	230	345	230
Deferred tax	遞延稅項	(58)	(94)	(686)	(177)
<hr/>					
Income tax expense/(credit)	所得稅開支/(抵免)	287	136	(341)	53

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 (the “EIT”) Law of the PRC, which became effective on 1 January 2008, the PRC EIT rate of all the PRC subsidiaries, except for Shenzhoufu (Beijing) Software Technology Co. Ltd. (“Shenzhoufu Software”) (2017: 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有法例、詮釋及慣例按現行稅率計算。

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》(「企業所得稅」)，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」))(2017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。

Notes to the Condensed Consolidated Financial Statements (Continued)

7. Income tax expense/(credit) (Continued)

The Group was not subject to any taxation under the jurisdiction of the Cayman Islands during the Period (2017: 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 (2017: nil).

Notes:

- (a) Shenzhoufu Software was successfully qualified as "National High Technology Enterprise" in October 2014 and obtained a new certificate in December 2017, which was valid for 3 years starting from 2017. Shenzhoufu Software enjoyed a preferential tax rate of 15% for the PRC EIT rate as a result of the qualification of National High Technology Enterprise for the Period.
- (b) Pursuant to the EIT 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)

7. 所得稅開支/(抵免)(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(2017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(2017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，並在2017年12月取得新證書，有效期自2017年起為期3年。本期間內，神州付軟件因國家高新技術企業稱號享受中國企業所得稅稅率15%的優惠稅率。
- (b) 根據中國企業所得稅法，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。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

8. (Loss)/earnings per share

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

8. 每股(虧損)/盈利

本公司持有人應佔每股基本(虧損)/盈利及攤薄(虧損)/盈利按下列數據計算：

		Three months ended		Six months ended	
		30 June	30 June	30 June	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日止六個月	截至6月30日止六個月
		2018	2017	2018	2017
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
(Loss)/earnings	(虧損)/盈利				
(Loss)/profit for the purpose of basic and diluted (loss)/earnings per share (RMB'000)	用以計算每股基本及攤薄(虧損)/盈利之(虧損)/溢利(人民幣千元)	(7,011)	436	(22,590)	(2,548)
Number of shares	股份數目				
Weighted average number of ordinary shares for the purpose of basic and diluted (loss)/earnings per share	用以計算每股基本及攤薄(虧損)/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 (loss)/earnings per share has taken into account the shares issued and outstanding during the Period.

每股基本(虧損)/盈利的計算乃經計及本期間已發行及流通股份。

No diluted (loss)/earnings per share is presented as there were no potential ordinary shares in issue during the Period (2017: nil).

由於本期間並無潛在普通股發行，故並無呈列每股攤薄(虧損)/盈利(2017年：無)。

Notes to the Condensed Consolidated Financial Statements (Continued)

9. Dividend

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

10. Trade Receivables

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

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

簡明綜合財務報表附註 (續)

9. 股息

董事會未有就本期間宣派任何中期股息 (2017年：無)。

10. 貿易應收款項

本集團在一般情況下不會授予其客戶信貸期。就獲授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。

貿易應收款項(扣除減值虧損)的賬齡分析如下：

		30 June 2018 2018年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2017 2017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	489	773
Over 3 months to 6 months	多於3個月至6個月	—	—
		489	773

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註 (續)

11. Trade Payables

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

The aging analysis of trade payables is as follows:

		30 June	31 December
		2018	2017
		2018年	2017年
		6月30日	12月31日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
0 to 3 months	0至3個月	2,932	4,035
Over 3 months to 6 months	多於3個月至6個月	885	2,534
Over 6 months to 1 year	多於6個月至1年	81	248
Over 1 year	多於1年	303	1,180
		4,201	7,997

11. 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：

12. Bank Loans

12. 銀行借款

		30 June	31 December
		2018	2017
		2018年	2017年
		6月30日	12月31日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		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	71,000	61,000

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 provision of micro financing facilitating service, financing guarantee service, software technology services and sales of smart hardware products.

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臺。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，提供小額融資中介服務、融資擔保服務、軟件技術服務和智能硬件產品銷售。

Financial Review

Revenue

For the Period, the Group recorded a revenue from operation of approximately RMB15,444,000, representing an increase of RMB6,737,000 or 77.37% as compared to that of approximately RMB8,707,000 for the same period of 2017.

For the Period, there were approximately 422,000 transactions of providing online transaction services to the online game operators through the Shenzhoufu System by the Group, decreased by 1,865,000 cases or 81.55% as compared to approximately 2,287,000 cases for the same period of 2017. Transaction amount during the Period was approximately RMB26,624,000, representing a decrease of RMB128,170,000 or 82.80% as compared to the transaction amount of approximately RMB154,794,000 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 online game operators with relatively high transaction volume. The Company is actively identifying new game operators so as to increase the transaction volume as soon as possible.

For the Period, there were approximately 452,000 transactions of mobile top-up services provided by the Group, decreased by 3,616,000 cases or 88.89% as compared to approximately 4,068,000 cases for the same period of 2017. Transaction amount was approximately RMB31,969,000, representing a decrease of RMB274,452,000 or 89.57% as compared to that of approximately RMB306,421,000 for the same period of 2017. For the Period, the revenue derived from mobile top-up services was approximately RMB389,000, representing a decrease of RMB3,174,000 or 89.08% as compared to the revenue of approximately RMB3,563,000 for the same period of 2017.

財務回顧

收入

於本期間內，本集團取得營業收入約為人民幣15,444,000元，較2017年同期的營業收入約人民幣8,707,000元上升了人民幣6,737,000元或77.37%。

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約422,000宗，較2017年同期約2,287,000宗下降了1,865,000宗或81.55%。本期間內的交易金額約為人民幣26,624,000元，較2017年同期的交易金額約為人民幣154,794,000元下降了人民幣128,170,000元或82.80%。網上交易服務的交易量下降的主要原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約452,000宗，較2017年同期約4,068,000宗下降了3,616,000宗或88.89%。交易金額約人民幣31,969,000元，較2017年同期交易金額約人民幣306,421,000元下降了人民幣274,452,000元或89.57%。本期話費充值業務取得的收入約為人民幣389,000元，較2017年同期收入約為人民幣3,563,000元減少約人民幣3,174,000元或89.08%。

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 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 0.44%, as compared with the discount of 0.60% for the same period of 2017, representing a decrease of 0.16%. Meanwhile, the average discount of mobile top-up services of the Group was decreased from 0.78% in the same period of 2017 to 0.66% during the Period.

For the Period, the transaction amount from distributing online game products of the Group was approximately RMB55,330,000, representing a decrease of approximately RMB469,556,000 or 89.46% as compared to the transaction amount of approximately RMB524,886,000 for the same period of 2017. The revenue from distribution of game products for the Period amounted to approximately RMB1,211,000, representing a decrease of approximately RMB3,933,000 or 76.46% as compared to approximately RMB5,144,000 for the same period of 2017.

During the Period, the Group as the intermediary service company provides micro financing facilitating services for creditors and debtors through online micro financing platform. The revenue derived from the micro financing facilitating services by the Group was approximately RMB11,046,000 (2017: Nil).

During the Period, the income received from the provision of software services for our customers by the Group was approximately RMB1,276,000 (2017: Nil).

The income received from the sales of self-developed smart hardware products by the Group was approximately RMB1,522,000 (2017: Nil) during the Period.

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0.44%，而2017年同期折扣為0.60%，降幅為0.16%。與此同時，本集團話費充值服務的平均折扣有所下降，從2017年同期的0.78%下降到本期間的0.66%。

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55,330,000元，較2017年同期的交易金額約為人民幣524,886,000元減少人民幣469,556,000元或89.46%。本期間分銷遊戲產品業務取得的收入約為人民幣1,211,000元，較2017年同期收入約為人民幣5,144,000元減少約人民幣3,933,000元或76.46%。

本期間內，本集團作為中介服務機構通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，本集團自小額融資中介服務產生收益約為人民幣11,046,000元(2017年：無)。

本期間內，本集團通過向客戶提供軟件服務取得收入約為人民幣1,276,000元(2017年：無)。

本期間內，本集團通過銷售自行開發的智能硬件產品取得收入約為人民幣1,522,000元(2017年：無)。

Cost of revenue

For the Period, the cost of revenue of the Group was approximately RMB6,133,000, representing an increase of RMB1,175,000 or 23.70% as compared to approximately RMB4,958,000 for the same period of 2017. The increase in cost of revenue during the Period was primarily due to the cost generated by the development of new business for the Period.

Gross profit

For the Period, the Group realised gross profit of approximately RMB9,311,000, representing an increase of approximately RMB5,562,000 or 148.36% as compared to approximately RMB3,749,000 for the same period of 2017.

Selling and distribution expenses

For the Period, the selling and distribution expenses of the Group were approximately RMB3,003,000, representing an increase of approximately RMB1,945,000 or 183.84% as compared to approximately RMB1,058,000 for the same period of 2017. The increase in selling and distribution expenses was mainly due to the scaled up investments in various business segments, as their respective rapid development during the Period.

Administrative expenses

For the Period, the administrative expenses of the Group were approximately RMB30,335,000, representing an increase of RMB18,591,000 or 158.30% as compared to approximately RMB11,744,000 for the same period of 2017. The increase in administrative expenses during the Period was due to the higher labour costs and administrative expenses incurred by the Company in expanding its new business.

收入成本

於本期間內，本集團的收入成本約為人民幣6,133,000元，較2017年同期約為人民幣4,958,000元增加人民幣1,175,000元或23.70%。本期間收入成本上升的原因是本期間新業務的成長產生的成本。

毛利

於本期間內，本集團實現毛利約為人民幣9,311,000元，較2017年同期約為人民幣3,749,000元上升了約為人民幣5,562,000元或148.36%。

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3,003,000元，較2017年同期約為人民幣1,058,000元上升了約為人民幣1,945,000元或183.84%。銷售及分銷開支的增加主要由於期內隨著各業務分部的快速發展而擴大於該等業務分部之投資所致。

行政開支

於本期間內，本集團的行政開支約為人民幣30,335,000元，較2017年同期約為人民幣11,744,000元增加了人民幣18,591,000元或158.30%。本期間行政開支的增加是本公司努力拓展新業務所帶來較高的人工成本和行政開支所致。

Other comprehensive income

The decrease in the change in fair value of available-for-sale financial assets was due to the decrease in value of the shares of Credit China FinTech Holdings Limited held by the Group.

Income tax (expenses)/credit

For the Period, the income tax credit of the Group were RMB341,000 resulting from the excess of deferred tax benefit over the tax expenses, with the effective tax rate of 1.46%, as compared with the income tax expenses of approximately RMB53,000 and the effective tax rate of 1.39% for the same period of 2017.

Loss for the Period

For the Period, the loss of the Group was approximately RMB23,049,000, representing an increase of RMB19,183,000 or 496.20% as compared to the loss of approximately RMB3,866,000 for the same period of 2017. The increased loss during the Period was primarily due to the decrease in income and increase in administrative expenses.

其他全面收益

可供出售金融資產公平值變動減少乃由於本集團所持中國信貸科技控股有限公司之股份價值下降所致。

所得稅(開支)/抵免

於本期間內，由於遞延稅項溢利超出稅項開支，本集團的所得稅開抵免為人民幣341,000元，實際稅率為1.46%，而2017年同期的所得稅開支則約為人民幣53,000元，實際稅率為1.39%。

本期間內虧損

於本期間內，本集團的虧損約為人民幣23,049,000元，較2017年同期的虧損約人民幣3,866,000元上升人民幣19,183,000元或496.20%。本期間內虧損增加乃主要由於收入減少及行政開支增加所致。

Liquidity, Financial Resources and Capital Structure

As at 30 June 2018, bank and cash balances of the Group were approximately RMB51,181,000 (31 December 2017: RMB83,319,000), which were mainly denominated in RMB, United States dollars ("USD") and Hong Kong dollars ("HKD").

As at 30 June 2018, the Group did not have shareholders' loans, but its bank borrowings of RMB71,000,000 (31 December 2017: RMB61,000,000) were secured by bank deposits of USD11,950,000 (equivalent to RMB79,733,000). All bank loans are denominated in RMB.

As at 30 June 2018, the Group had total non-current assets of approximately RMB125,781,000 (31 December 2017: RMB148,436,000), and had total current assets of approximately RMB270,739,000 (31 December 2017: RMB270,828,000). The amount of total current liabilities was approximately RMB91,032,000 (31 December 2017: RMB87,131,000). As at 30 June 2018, the Group's current ratio (calculated by dividing current assets by current liabilities) was 2.97 (31 December 2017: 3.11), which was in a good position.

Foreign Exchange Risk

The principal business operated by the Group was denominated in RMB, while part of the 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 on the Group. During the Period, the Group had a foreign exchange gain of approximately RMB1,656,000 (2017: foreign exchange loss of approximately RMB1,348,000) resulted from the change of the exchange rates.

流動資金、財務資源及資本結構

於2018年6月30日，本集團的銀行及現金餘額約為人民幣51,181,000元（2017年12月31日：人民幣83,319,000元），主要以人民幣、美元（「美元」）及港元（「港元」）計值。

於2018年6月30日，本集團並無股東貸款，但有以銀行存款層押11,950,000美元（相當於人民幣79,733,000元）作為擔保的銀行借款人民幣71,000,000元（2017年12月31日：人民幣61,000,000元），所有銀行借款以人民幣計值。

於2018年6月30日，本集團擁有非流動資產的總額約為人民幣125,781,000元（2017年12月31日：人民幣148,436,000元）、流動資產的總額約為人民幣270,739,000元（2017年12月31日：人民幣270,828,000元）。流動負債總額約為人民幣91,032,000元（2017年12月31日：人民幣87,131,000元）。於2018年6月30日，本集團流動比率（以流動資產除以流動負債計算）為2.97（2017年12月31日：3.11），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1,656,000元（2017年：匯兌損失約為人民幣1,348,000元）。

Employees and Remuneration Policies

As at 30 June 2018, the Group had 124 employees (31 December 2017: 137). For the Period, the staff costs, including Directors' remuneration, amounted to approximately RMB15,590,000 (2017: RMB7,024,000).

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 labour market. The full-time employees are entitled to be granted share options to subscribe for shares of the Company (the "Shares") under the share option scheme adopted on 9 November 2013 (the "Share Option Scheme"). The Group is positively providing training opportunities for employees to strengthen their working skills.

Contingent Liabilities and Guarantees

As at 30 June 2018, 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 2018, the Group did not involve making any material investment, and had no material capital commitments and no future plans for material investments or purchase of capital assets.

僱員及薪酬政策

於2018年6月30日，本集團擁有124名僱員(2017年12月31日：137名)。於本期間內，員工成本(包括董事酬金)約為人民幣15,590,000元(2017年：人民幣7,024,000元)。

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(「購股權計劃」)，全職僱員可能獲授購股權以認購本公司股份(「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2018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2018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。

Comparison between Business Plan and Actual Business Progress

The Company was successfully listed on the GEM by way of placing on 4 December 2013. The net proceeds from placing were approximately HK\$48,301,000. As at 30 June 2018, the comparison between the business plan as 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日以配售方式於GEM成功上市，配售所得款項淨額約為48,301,000港元。於2018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

Execution during the Period

本期間的執行情況

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

For the Period, the transaction amount of providing online transaction services to online game operators through the Shenzhoufu System by the Group was approximately RMB26,624,000, decreased by RMB128,170,000 or 82.80% as compared to the same period of 2017.

The transaction volume from a 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 so as to increase the transaction volume as soon as possible.

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

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26,624,000元，較2017年同期減少了人民幣128,170,000元或82.80%。

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。

Expand its online transaction services to overseas users

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-incorporated subsidiary.

擴大其向海外用戶提供的網上交易服務

於本期間內，本集團提供的海外服務包括透過香港註冊成立的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。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Use of Proceeds

As of 30 June 2018, the Group had not utilised any funds raised from listing. Proceeds from the placing were currently deposited by the Group in a bank.

Outlook

In recent years, the internet economy is playing an increasingly important role in the development of the PRC's economy. Looking forward in the remainder of 2018, the Group will continue to place an emphasis on business innovation and risk management in developing its online transaction services for online game products and micro financing facilitating business. At the same time, with the overall strategic upgrade of the Group, the Group will strive to develop new software technology services and research and development and sales of smart hardware products.

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 with an aim to enhance the profitability of the Group and value to the shareholders of the Company (the "Shareholders").

所得款項用途

截至2018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本集團內的銀行賬戶中。

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年餘下時光，本集團將繼續重視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，同時隨著集團總體的戰略升級，本集團將努力發展新的軟件技術服務以及智能硬件產品的研發及銷售。

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遊戲運營商並努力把把握商機。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)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 30 June 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); (b) pursuant to section 352 of the SFO, to be recorded 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

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6月30日，董事及本公司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

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)	26,854,800	5.59%
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)	244,800,000	51.00%
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 total number of the Company's issued Shares of 480,000,000 as at 30 June 2018.

Save as disclosed above, as at 30 June 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 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2018年6月30日已發行股份總數480,000,000股計算所得出。

除上文披露者外，於2018年6月30日，概無董事及本公司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GEM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。

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 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 which or persons (other than a Director or the chief executive of the Company) 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(董事或本公司主要行政人員除外)如下：

Name of Shareholders	Capacity/Nature of interests	Number of issued Shares held 所持已發行股份數目	Approximate percentage of issued Shares ^(Note 6) 佔已發行股份概約百分比 ^(附註6)
股東姓名／名稱	身份／權益性質		
Swift Well	Beneficial owner ^(Note 1) 實益擁有人 ^(附註1)	26,854,800	5.59%
Data King	Beneficial owner ^(Note 2) 實益擁有人 ^(附註2)	244,800,000	51.00%
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%

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 6)
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6)
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%
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%

Notes:

附註：

- 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.
- 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.

- 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。
- Data King由執行董事兼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。

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.
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.
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.
6. The percentage of shareholding was calculated based on the total number of the Company's issued Shares of 480,000,000 as at 30 June 2018.
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.，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 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. 擁有的全部股份中擁有權益。
5. 周全為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%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. 擁有的全部股份中擁有權益。
6. 持股百分比乃根據本公司於2018年6月30日已發行股份總數480,000,000股計算所得出。

Save as disclosed above, as at 30 June 2018, 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 a Director or the 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 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 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2018年6月30日，概無其他法團或人士(董事或本公司主要行政人員除外)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，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。

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

(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 (collectively, the “Relevant Party”); or

(c) a company beneficially owned by any Relevant Party.

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 2018.

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.

(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(統稱「有關方」)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) 由有關方實益擁有的公司。

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6月30日尚未行使。

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。

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) had engaged in any business that competed or might compete with the business of the Group or had 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, the 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GEM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存在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。

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 (the “Code”) contained in Appendix 15 to the GEM Listing Rules except for code provision E.1.2 of the Code that the Chairman should attend the annual general meeting of the Company (the “AGM”). He should also invite the chairmen of the Board’s audit committee (the “Audit Committee”), nomination committee and remuneration committee to attend. However, Mr. Wei, the Chairman, was unable to attend the AGM held on 17 May 2018 (the “2018 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 2018 AGM in accordance with the articles of association of the Company to ensure an effective communication with its Shareholders.

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.

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GEM上市規則附錄15所載企業管治守則（「守則」）的原則及守則條文，惟守則條文第E.1.2條除外，主席須出席本公司股東週年大會（「股東週年大會」）。彼亦須邀請董事會審核委員會（「審核委員會」）、提名委員會及薪酬委員會主席出席。然而，主席魏先生由於須處理其他事務，未能出席於2018年5月17日舉行的股東週年大會（「2018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，執行董事兼行政總裁孫先生擔任2018年股東週年大會主席，以確保能與其股東有效溝通。

遵守董事進行證券交易之行為守則

本公司已採納GEM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。

Corporate Governance and Other Information (Continued)

企業管治及其他資料(續)

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

Compliance Adviser's Interests

As notified by the Company's compliance adviser, Lego Corporate Finance Limited, 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 (as defined in the GEM Listing Rules) 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, 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 any of such securities during the Period.

Event After Reporting Period

On 4 July 2018, the Board announced that it proposed to change the English name of the Company from "China Binary Sale Technology Limited" to "China Binary New Fintech Group" and to change its dual foreign name in Chinese from "China Binary Sale Technology Limited 神州數字銷售技術有限公司" to "China Binary New Fintech Group 神州數字新金融科技集團" (the "Change of Company Name"). The special resolution in relation to the Change of Company Name was duly passed by the Shareholders by way of poll at the extraordinary general meeting of the Company held on 31 July 2018.

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。

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(定義見GEM上市規則)概無於本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GEM上市規則第6A.32條擁有須知會本公司的任何權益。

購買、出售或贖回本公司之上市證券

本期間內，本公司概無贖回其任何於聯交所上市證券，且本公司或其附屬公司概無購買或出售任何有關證券。

報告期後事項

於2018年7月4日，董事會宣佈其建議將本公司英文名稱由「China Binary Sale Technology Limited」更改為「China Binary New Fintech Group」，並將其中文雙重外國名稱「神州數字銷售技術有限公司」更改為「神州數字新金融科技集團」(「更改公司名稱」)。有關更改公司名稱之特別決議案已由股東於2018年7月31日舉行之本公司股東特別大會以投票表決方式正式通過。

The Change of Company Name will become effective from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong. Further announcement will be made by the Company on or promptly after the effective date of the Change of Company Name as and when appropriate. Please refer to announcements of the Company dated 4 July 2018 and 31 July 2018 and its circular dated 6 July 2018.

Audit Committee

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. 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
China Binary Sale Technology Limited
Sun Jiangtao
Chief Executive Officer and Executive Director

Hong Kong, 8 August 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. Yang Haoran, Mr. Hou Dong and Mr. He Qinghua.

更改公司名稱將自於開曼群島公司註冊處處長發出更改名稱註冊證書之日起生效。本公司隨後將於香港公司註冊處進行所有必要的備案程序。本公司將適時於更改公司名稱生效日期當日或隨即另行刊發公告。請參閱本公司日期為2018年7月4日及2018年7月31日之公告及日期為2018年7月6日之通函。

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，以及主席及非執行董事魏先生。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。董事會認為，該等財務資料的編製符合適用會計準則、GEM上市規則的規定及任何其他適用法律規定，且已作出充足披露。

承董事會命
神州數字銷售技術有限公司
孫江濤
行政總裁兼執行董事

香港，2018年8月8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