



OURGAME INTERNATIONAL HOLDINGS LIMITED

聯眾國際控股有限公司

STOCK CODE 股份代碼: 06899

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年度報告 2016  
Annual Report



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# Corporate Information

## 公司資料

### DIRECTORS

#### Executive Directors

Mr. YANG Eric Qing (*Chairman and Co-Chief Executive Officer*)  
Mr. NG Kwok Leung Frank (*Co-Chief Executive Officer*)

#### Non-Executive Directors

Mr. LIU Jiang  
Mr. HUA Guanfa\*  
Mr. FAN Tai  
Mr. CHEN Xian

#### Independent Non-Executive Directors

Mr. GE Xuan  
Mr. LU Zhong  
Mr. CHEUNG Chung Yan David

### AUDIT COMMITTEE

Mr. CHEUNG Chung Yan David (*Chairman*)  
Mr. FAN Tai  
Mr. GE Xuan

### REMUNERATION COMMITTEE

Mr. LU Zhong (*Chairman*)  
Mr. CHEUNG Chung Yan David  
Mr. GE Xuan

### NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

Mr. YANG Eric Qing (*Chairman*)  
Mr. CHEUNG Chung Yan David  
Mr. CHEN Xian  
Mr. LU Zhong  
Mr. GE Xuan

### RISK MANAGEMENT COMMITTEE

Mr. NG Kwok Leung Frank (*Chairman*)  
Mr. GE Xuan  
Mr. LU Zhong  
Mr. HUA Guanfa\*\*  
Mr. CHEUNG Chung Yan David\*\*

### 董事

#### 執行董事

楊慶先生(主席兼聯席行政總裁)  
伍國樑先生(聯席行政總裁)

#### 非執行董事

劉江先生  
華觀發先生\*  
樊泰先生  
陳弦先生

#### 獨立非執行董事

葛旋先生  
魯眾先生  
張頌仁先生

### 審核委員會

張頌仁先生(主席)  
樊泰先生  
葛旋先生

### 薪酬委員會

魯眾先生(主席)  
張頌仁先生  
葛旋先生

### 提名及企業管治委員會

楊慶先生(主席)  
張頌仁先生  
陳弦先生  
魯眾先生  
葛旋先生

### 風險管理委員會

伍國樑先生(主席)  
葛旋先生  
魯眾先生  
華觀發先生\*\*  
張頌仁先生\*\*

\* Mr. HUA Guanfa was appointed as a non-executive Director with effect from 5 February 2016.

\*\* Mr. HUA Guanfa and Mr. CHEUNG Chung Yan David were appointed as additional members of the Risk Management Committee with effect from 5 February 2016.

\* 華觀發先生擔任非執行董事，自二零一六年二月五日起生效。

\*\* 華觀發先生和張頌仁先生獲委任為風險管理委員會新增成員，於二零一六年二月五日生

## Corporate Information (Continued)

公司資料(續)

### JOINT COMPANY SECRETARIES

Ms. LI Jin  
Ms. NG Sau Mei

### 聯席公司秘書

栗璿女士  
伍秀薇女士

### AUTHORISED REPRESENTATIVES

Mr. NG Kwok Leung Frank  
Ms. NG Sau Mei

### 授權代表

伍國樑先生  
伍秀薇女士

### AUDITORS

Grant Thornton Hong Kong Limited  
*Certified Public Accountants*

### 核數師

致同(香港)會計師事務所有限公司  
*執業會計師*

### LEGAL ADVISER

Skadden, Arps, Slate, Meagher & Flom

### 法律顧問

世達國際律師事務所

### REGISTERED OFFICE

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

### 註冊辦事處

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

36/F, Tower Two, Times Square  
1 Matheson Street, Causeway Bay  
Hong Kong

### 香港主要營業地點

香港  
銅鑼灣勿地臣街1號  
時代廣場二座36樓

### HEADQUARTER

17/F, Tower B Fairmont, No. 1 Building, 33# Community  
Guangshun North Street, Chaoyang District, Beijing, PRC

### 總部

中國北京市朝陽區廣順北大街33號  
福碼大廈1號樓B座17樓

## Corporate Information (Continued)

### 公司資料(續)

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Maples Fund Services (Cayman) Limited  
PO Box 1093, Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102, Cayman Islands

#### 開曼群島股份過戶登記總處

Maples Fund Services (Cayman) Limited  
PO Box 1093, Boundary Hall, Cricket Square  
Grand Cayman, KY1-1102, Cayman Islands

#### BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

#### 香港股份過戶登記分處

香港中央證券登記有限公司  
香港灣仔  
皇后大道東183號  
合和中心  
17樓1712-1716室

#### PRINCIPAL BANKERS

China Merchants Bank  
China Minsheng Bank  
Wing Lung Bank Limited

#### 主要往來銀行

中國招商銀行  
中國民生銀行  
永隆銀行有限公司

#### COMPANY WEBSITE

[www.lianzhong.com](http://www.lianzhong.com)  
[www.ourgame.com](http://www.ourgame.com)

#### 公司網站

[www.lianzhong.com](http://www.lianzhong.com)  
[www.ourgame.com](http://www.ourgame.com)

#### STOCK CODE

6899

#### 股份代號

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# Financial Highlights

## 財務摘要

		Year ended 31 December 截至十二月三十一日 止年度			Three months ended 31 December 截至十二月三十一日 止三個月		
		2016 二零一六年 RMB'000 人民幣千元 (Audited) (經審計)	2015 二零一五年 RMB'000 人民幣千元 (Audited) (經審計)	Changes 變動	2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審計)	Changes 變動
<b>Revenue</b>	收入	<b>871,148</b>	769,625	+13.2%	<b>227,850</b>	237,089	-3.9%
PC games revenue	PC遊戲收入	<b>386,388</b>	345,967	+11.7%	<b>87,648</b>	111,612	-21.5%
Mobile games revenue	移動遊戲收入	<b>377,049</b>	349,519	+7.9%	<b>107,944</b>	84,829	+27.2%
Others	其他	<b>107,711</b>	74,139	+45.3%	<b>32,258</b>	40,648	-20.6%
<b>Profit attributable to equity holders of the Company</b>	本公司權益持有人應佔利潤	<b>148,669</b>	114,351	+30.0%	<b>25,089</b>	17,925	+40.0%
<b>Non-IFRS adjusted net profit*</b>	非國際財務報告準則經調整淨利潤*	<b>182,122</b>	159,974	+13.8%	<b>29,478</b>	30,208	-2.4%
Attributable to equity holders of the Company	本公司權益持有人應佔	<b>191,415</b>	162,266	+18.0%	<b>36,957</b>	32,500	+13.7%
Attributable to non-controlling interests	非控股權益應佔	<b>(9,293)</b>	(2,292)	+305.5%	<b>(7,479)</b>	(2,292)	+226.3%

\* Non-IFRS adjusted net profit was derived from the audited profit for the year/ period excluding share-based compensation expense.

\* 非國際財務報告準則經調整淨利潤來自年內/期內的經審計利潤，不包括以股份為基礎的酬金開支。

# Five Years Financial Summary

## 五年財務摘要

		2012	2013	2014	2015	2016
		二零一二年	二零一三年	二零一四年	二零一五年	二零一六年
		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
Revenue	收入	205,810	236,300	475,769	769,625	<b>871,148</b>
Gross profit	毛利	150,527	156,497	294,500	459,436	<b>461,951</b>
Profit before income tax	除所得稅前利潤	37,163	44,767	111,599	139,145	<b>146,499</b>
Profit for the year	年度利潤	30,965	40,461	97,643	112,059	<b>139,376</b>
Attributable to equity holders of the Company	本公司權益持有人應佔	29,291	35,052	97,641	114,351	<b>148,669</b>
Attributable to non-controlling interests	非控股權益應佔	1,674	5,409	2	(2,292)	<b>(9,293)</b>
Non-IFRS adjusted net profit	非國際財務報告準則計量經調整淨利潤	32,014	42,734	144,481	159,974	<b>182,122</b>
Attributable to equity holders of the Company	本公司權益持有人應佔	30,204	37,261	144,479	162,266	<b>191,415</b>
Attributable to non-controlling interests	非控股權益應佔	1,810	5,473	2	(2,292)	<b>(9,293)</b>
Assets and liabilities	資產及負債					
Total assets	總資產	155,813	207,996	965,306	1,191,945	<b>1,428,881</b>
Total liabilities	總負債	47,609	58,780	75,390	164,678	<b>174,335</b>
Total equity	總權益	108,204	149,216	889,916	1,027,267	<b>1,254,546</b>

# Operational Highlights

## 營運摘要

		Year ended 31 December			Three months ended 31 December		
		截至十二月三十一日 止年度			截至十二月三十一日 止三個月		
		2016	2015	Changes	2016	2015	Changes
		二零一六年	二零一五年	變動	二零一六年	二零一五年	變動
		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	
		(Unaudited)	(Unaudited)		(Unaudited)	(Unaudited)	
		(未經審計)	(未經審計)		(未經審計)	(未經審計)	
<b>Monthly active users ("MAUs") (in thousands):</b>	<b>每月活躍用戶</b> (「每月活躍用戶」) (以千名列示):						
Self-developed games	自主開發遊戲						
– Texas Hold'em	– 德州撲克	822	586	+40.3%	886	658	+34.7%
– Mahjong	– 麻將	5,607	4,946	+13.4%	5,860	5,040	+16.3%
– Fight the Landlord	– 鬥地主	18,200	17,823	+2.1%	18,758	17,004	+10.3%
– Other self-developed games	– 其他自主開發遊戲	4,983	5,645	-11.7%	4,700	5,289	-11.1%
<b>Total</b>	<b>總計</b>	<b>29,612</b>	<b>29,000</b>	<b>+2.1%</b>	<b>30,204</b>	<b>27,991</b>	<b>+7.9%</b>
<b>Monthly paying users ("MPUs") (in thousands):</b>	<b>每月付費用戶</b> (「每月付費用戶」) (以千名列示):						
Self-developed games	自主開發遊戲	1,879	1,792	+4.9%	1,957	1,724	+13.5%
<b>Monthly average revenue per paying user ("ARPPU") (in RMB):</b>	<b>付費用戶月均收入</b> (「付費用戶月均收入」) (以人民幣元列示):						
Self-developed games	自主開發遊戲	33	31	+6.5%	33	31	+6.5%



# Chairman's Statement

## 主席報告

Dear Shareholders,

On behalf of the Board of Ourgame International Holdings Limited, I am pleased to present to you the results of the Group for the year ended 31 December 2016.

For the year ended 31 December 2016, we achieved satisfactory growth in all major financial and operational metrics compared with that for the same period in 2015, despite intensified competition in the industry. The revenue of the Group increased by 13.2% from RMB769.6 million for the year ended 31 December 2015 to RMB871.1 million for the year ended 31 December 2016. Among which, PC games revenue increased by 11.7% from RMB346.0 million for the year ended 31 December 2015 to RMB386.4 million for the year ended 31 December 2016. Mobile games revenue increased by 7.9% from RMB349.5 million for the year ended 31 December 2015 to RMB377.0 million for the year ended 31 December 2016. Non-games revenue increased by 45.3% from RMB74.1 million for the year ended 31 December 2015 to RMB107.7 million for the year ended 31 December 2016. Our profit attributable to equity holders of the Company increased by 30% from RMB114.4 million for the year ended 31 December 2015 to RMB148.7 million for the year ended 31 December 2016. The non-IFRS adjusted net profit increased by 13.8% from RMB160.0 million for the year ended 31 December 2015 to RMB182.1 million for the year ended 31 December 2016. In the meantime, our MAUs increased by 2.1% from 29.0 million for the year ended 31 December 2015 to 29.6 million for the year ended 31 December 2016. The MPUs increased by 4.9% from 1.8 million for the year ended 31 December 2015 to 1.9 million for the year ended 31 December 2016. The ARPPU increased by 6.5% from RMB31 for the year ended 31 December 2015 to RMB33 for the year ended 31 December 2016.

While maintaining healthy growth in our core businesses across the board, 2016 was also a year of continued transformation for the Group from a Chinese card and board games provider to a global mind sports games and entertainment company. Significant progresses and breakthroughs were made in each of the Group's major business groups, which laid the foundation for the Group's growth going forward.

致各股東：

本人代表聯眾國際控股有限公司董事會欣然向閣下提呈本集團截至二零一六年十二月三十一日止年度的業績。

儘管遊戲行業競爭非常激烈，相比二零一五年，我們於截至二零一六年十二月三十一日止年度的所有主要財務及經營指標的增長令人滿意，本集團的收入從截至二零一五年十二月三十一日止年度的人民幣769.6百萬元增加13.2%至截至二零一六年十二月三十一日止年度的人民幣871.1百萬元。其中，PC遊戲收入從截至二零一五年十二月三十一日止年度的人民幣346.0百萬元增加11.7%至截至二零一六年十二月三十一日止年度的人民幣386.4百萬元；移動遊戲收入從截至二零一五年十二月三十一日止年度的人民幣349.5百萬元增加7.9%至截至二零一六年十二月三十一日止年度的人民幣377.0百萬元；非遊戲收入從截至二零一五年十二月三十一日止年度的人民幣74.1百萬元增加45.3%至截至二零一六年十二月三十一日止年度的人民幣107.7百萬元。本公司權益持有人應佔利潤從截至二零一五年十二月三十一日止年度的人民幣114.4百萬元增加30%至截至二零一六年十二月三十一日止年度的人民幣148.7百萬元。非國際財務報告經調整淨利潤從截至二零一五年十二月三十一日止年度的人民幣160.0百萬元增加13.8%至截至二零一六年十二月三十一日止年度的人民幣182.1百萬元。同時，每月活躍用戶從截至二零一五年十二月三十一日止年度的29.0百萬名增加2.1%至截至二零一六年十二月三十一日止年度的29.6百萬名；每月付費用戶從截至二零一五年十二月三十一日止年度的1.8百萬名增加4.9%至截至二零一六年十二月三十一日止年度的1.9百萬名；付費用戶月均收入從截至二零一五年十二月三十一日止年度的人民幣31元增加6.5%至截至二零一六年十二月三十一日止年度的人民幣33元。

在保持我們核心業務整體穩健增長的同時，二零一六年也是本集團從中國棋牌遊戲供應商向全球智力運動遊戲及娛樂公司持續轉型的一年。本集團的各項主要業務板塊取得了良好進展和突破，為未來本集團的增長奠定了堅實基礎。

## Chairman's Statement (Continued)

### 主席報告(續)

Through our World Poker Tour (“WPT”) subsidiary, which focused on the global social casino and poker games business, we continued to renew and expand our product offerings and geographic and channel coverage. In the second half of 2016, we launched the all new PlayWPT Poker and PlayWPT Slots products on both PC and mobile devices. These new world class products will propel WPT’s online games growth supported by WPT’s unmatched channel and traffic. WPT events continue to expand and grow. WPT hosted its first event in the Dominican Republic and celebrated record-breaking numbers during the WPT Borgata Poker Open, WPT Maryland Live!, and WPT Five Diamond World Poker Classic, which drew its largest field in its 15-year history. During the fourth quarter of 2016, WPT made its first acquisition of WPTDeepStacks, poker’s leading mid-stakes tour. WPT signed an unprecedented five-year contract with Fox Sports (“Fox”) to provide WPT programming. This long term commitment from Fox demonstrated its confidence on the content and viewership of WPT. WPT also secured partnerships and expanded relationships with notable digital platforms, including PlutoTV, AppleTV, OperaTV, Roku and AmazonFire.

In 2016, soon after the completion of the competitive board and card games platform (the “Platform”), which was built by Ourgame’s invested Tianjin Zhongqi Weiye Sports Development Co., Ltd., the first government approved game was launched: Competitive Two against One, along with a selection of other strategic pilot frontend partners such as Tencent, Alibaba, 360 Qihoo, and Sina. Users across strategic partners will be competing under the supervision of one centralised platform to win master points granted by the Board and Card Games Administrative Centre of the China General Sports Administration (the “Board and Card Games and Administrative Center”) and compete in offline events to win the national championship. This heralds in a new era of innovation and growth in the competitive mind sports in China.

2016 was a year of tremendous growth and expansion for Tianjin Allied eSports Arena Internet Technology Co., Ltd. (“Allied eSports”), Ourgame’s subsidiary that focuses on eSports. The eSports arena network was expanded significantly in 2016 and is now global. In 2016, Allied eSports announced its investment in US-based Esports Arena Inc, which operates eSports arenas in the United States of America, and with this investment Allied eSports expanded into the important North America market. Also in 2016, Allied eSports announced the formation of the ELC gaming European subsidiary with the launch of the Big Betty mobile arena, thus expanding into the European market. In China, Allied eSports entered into a joint venture with China A-share listed Shenzhen SEG Co. Ltd. (Shenzhen Stock Exchange stock code: 000058.SZ) and began construction of the Shenzhen flagship arena. IP and contents were built on top of the arena network. In

通過我們的世界撲克巡迴賽(「WPT」)附屬公司(專注全球社交博彩及撲克遊戲業務)，我們繼續更新及擴大我們的產品供應以及地域及渠道覆蓋面。於二零一六年下半年，我們全球領先在電腦和移動設備推出了全新的PlayWPT Poker及PlayWPT Slots產品。在WPT渠道及訪問量支持下，該等新的世界級產品將推動WPT網絡遊戲的增長。WPT系列賽事繼續擴充及增長。WPT於多明尼加共和國舉辦了其第一場賽事且WPT Borgata Poker Open、WPT Maryland Live!及WPT Five Diamond World Poker Classic中參賽人數均破記錄，此開創了WPT 15年歷史以來的最大賽事規模。於二零一六年第四季度，WPT發起了其首次收購，即收購領先的中等級別撲克賽事WPTDeepStacks。WPT前所未有地與Fox Sports(「Fox」)簽訂了提供WPT節目的五年期合約。此次Fox給予的長期承諾充分顯示了Fox對WPT內容及收視率的信心。WPT亦與PlutoTV、AppleTV、OperaTV、Roku及AmazonFire等著名的數字平台建立了夥伴關係及開拓了業務關係。

於二零一六年，緊隨聯眾所投資的天津中棋惟業體育發展有限公司建造的棋牌競技平台(「該平台」)完成後，我們推出首款獲政府批准的遊戲「競技二打一」暨甄選其他策略試點前端合作夥伴，如騰訊、阿里巴巴、360奇虎及新浪。策略夥伴用戶將在一個中央平台上一較高下，以贏取國家體育總局棋牌運動管理中心(「棋牌運動管理中心」)授出的大師分，亦可參與線下賽事競技爭奪全國冠軍。此款遊戲的推出開啟了中國競技智力運動創新與發展的新紀元。

2016年是天津聯盟電競互聯網科技有限公司(「聯盟電競」)(聯眾的一間專注電競的附屬公司)取得顯著增長及擴張的一年。2016年，電競場館網絡大幅擴充，且目前已擴充至全球範圍內。2016年，聯盟電競宣佈投資美國的Esports Arena Inc(該公司於美國經營電競場館)，及聯盟電競藉此次投資將業務擴充至重要的北美市場。同樣是在2016年，聯盟電競宣佈，推出Big Betty移動電競館並成立ELC遊戲歐洲附屬公司，從而將業務擴充至歐洲市場。於中國，聯盟電競與中國A股上市的深賽格(深圳交易所股份代碼：000058.SZ)訂立合資協議，並開始建設深圳旗艦場館。IP及內容則

## Chairman's Statement (Continued)

### 主席報告(續)

December 2016, Allied eSports' first international tournament, Esports Superstars, was launched in Germany. On the opening day, the viewership of Superstars broke the historical viewership record of Blizzard's Hearthstone and ranked fifth on Twitch globally. The tournament also attracted more than 200,000 concurrent viewers in China's Douyu. The series showcased Allied eSports' global capability with tournament organization and broadcast production done by the Europe subsidiary, with North America operations and marketing support, and China operation's localization and distribution. Allied eSports is well on its way to becoming the best global platform for games publishers, tournaments, content creation and broadcasting for eSports.

## FUTURE PROSPECTS

Over the past year, the Company has strived to build and optimize our mind-sports eco-system which included our five major business groups: online games, eSports, mind-sports, global poker entertainment and sports e-Commerce. Going forward, we will continue to expand and accelerate growth along the axis of the five eco-system components, domestically and internationally.

We look forward to the significant progress on the Internet Plus transformation of card and board games together with the Board and Card Games and Administrative Center. As the Board and Card Games Administrative Centre has approved more game genres such as Guan-dan, Pao-de-kuai and Four-Party Military Chess, and with more games in the approval pipeline and approved games coming online, as the sole support provider to the Platform, Tianjin Zhongqi Weiye Sports Development Co., Ltd. will also enter a new phase of growth.

In 2017, Allied eSports will continue to aggressively expand domestically and globally in order to build the arena network and IP and TV programming. On the arena front, we will enter into more partnerships with partners with strong local presence and capabilities. We will also focus on building more IP and contents supported by our global arena network.

WPT will continue to expand its geographic coverage, TV programming and PlayWPT's game portfolio. In April 2017, WPT will launch its main tour event in Beijing, China, not only adding a major tour stop in China in addition to Sanya but bringing a main tour event into China for the first time.

We will continue to make strategic investments and acquisitions on key areas of our eco-system to accelerate the Group's growth.

會緊接著場館網絡進行建設。於二零一六年十二月，Allied e-Sports在德國推出第一個國際電競賽事Superstars。開賽當日，Superstars的收視率打破了Blizzard's Hearthstone的歷史收視記錄，並在全球Twitch排名第五。該賽事也吸引了同時舉辦的中國鬥魚的200,000多名觀眾。該賽事由歐洲附屬公司組織，及進行的廣播製作，由北美團隊進行業務和營銷支持以及由中國團隊的業務定位和分銷，全球分工合同的該等系列賽事充分展示了Allied e-Sports的全球實力。Allied e-Sports正逐步成為全球遊戲出版商、賽事、內容創作及電競廣播的最佳平台。

## 未來展望

回首過去一年，本公司致力於建立及優化由線上遊戲、電子體育、智力運動、全球性撲克娛樂及體育電子商務五大主要業務模塊組成的智力運動生態系統。展望未來，本集團將於國內及國際上繼續沿著五個生態系統元素的主軸擴展及加快增長。

我們有望攜手棋牌運動管理中心在棋牌活動「互聯網+」轉型方面取得重大進展，原因是棋牌運動管理中心已批准「擲蛋」、「跑得快」及「四國軍棋」等比賽項目，且隨著越來越多比賽項目在批准通道中及已獲批准的項目上線運行，作為平台的唯一支持供應商，天津中棋惟業體育發展有限公司亦將進入新的發展階段。

於二零一七年，Allied e-Sports將繼續在國內及全球範圍內擴充業務，以擴建場館網絡及IP以及電視節目。在場館方面，我們將與在當地有市場能力且實力雄厚的合作夥伴建立更廣泛的夥伴關係。我們將專注於利用我們的全球場館網絡建立更多的IP及內容。

WPT將繼續擴大其地域覆蓋面、電視節目以及PlayWPT的遊戲組合。於二零一七年四月，WPT將在中國北京推出其Main Tour賽事，不僅是在三亞之外再次於中國舉辦主要賽事，而且還是首次將Main Tour賽事引入中國。

我們將繼續於生態系統的主要領域進行戰略投資及收購，以加快本集團的發展。

# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL REVIEW

#### 1. Overview

In 2016, profit attributable to equity holders of the Company increased significantly and amounted to RMB148.7 million, representing an increase of RMB34.3 million from 2015. Non-IFRS adjusted net profit\* attributable to equity holders of the Company amounted to RMB191.4 million, representing a significant increase of RMB29.1 million as compared with RMB162.3 million in 2015.

\* Non-IFRS adjusted net profit was derived from the audited profit for the year excluding share-based compensation expense.

#### 2. Revenue

In 2016, revenue of the Group amounted to RMB871.1 million, representing an increase of RMB101.5 million or 13.2% as compared with RMB769.6 million in 2015. The increase was due to significant increase in revenue from PC games and increase in other revenue primarily derived from game tournaments and events organized by the Group as a result of the acquisition of the Peerless Media Limited and its subsidiaries (the "Peerless Group").

In 2016, the revenue from PC games amounted to RMB386.4 million, representing an increase of RMB40.4 million or 11.7% as compared with RMB346.0 million in 2015. Mobile games revenue increased by 7.9% from RMB349.5 million for the year ended 31 December 2015 to RMB377.0 million for the year ended 31 December 2016. Other revenue amounted to RMB107.7 million in 2016, representing an increase of RMB33.6 million or 45.3% as compared with RMB74.1 million in 2015.

#### 3. Cost of Revenue and Gross Profit Margin

In 2016, cost of revenue of the Group amounted to RMB409.2 million, representing an increase of RMB99.0 million or 31.9% as compared with RMB310.2 million in 2015. The resulting gross profit ratios decreased to 53.0% in 2016 from 59.7% in 2015.

### 財務回顧

#### 1. 概覽

於二零一六年，本公司權益持有人應佔利潤大幅增至人民幣148.7百萬元，較二零一五年增長人民幣34.3百萬元。本公司權益持有人應佔的非國際財務報告準則經調整淨利潤\*為人民幣191.4百萬元，較二零一五年的人民幣162.3百萬元顯著增加人民幣29.1百萬元。

\* 非國際財務報告準則經調整淨利潤來自年內的經審計利潤，不包括以股份為基礎的酬金開支。

#### 2. 收入

於二零一六年，本集團的收入為人民幣871.1百萬元，較二零一五年的人民幣769.6百萬元增長人民幣101.5百萬元或13.2%。增長乃由於PC遊戲所得收入大幅增長及其他大部分來自本集團因收購Peerless Media Limited及其附屬公司（「Peerless集團」）而舉辦的遊戲比賽及賽事收入增長所致。

於二零一六年，來自PC遊戲收入為人民幣386.4百萬元，較二零一五年的人民幣346.0百萬元增長人民幣40.4百萬元或11.7%。移動遊戲收入從截至二零一五年十二月三十一日止年度的人民幣349.5百萬元增加7.9%至截至二零一六年十二月三十一日止年度的人民幣377.0百萬元。於二零一六年，其他收入為人民幣107.7百萬元，較二零一五年的人民幣74.1百萬元增長人民幣33.6百萬元或45.3%。

#### 3. 收入成本及毛利率

於二零一六年，本集團的收入成本為人民幣409.2百萬元，較二零一五年的人民幣310.2百萬元增長人民幣99.0百萬元或31.9%。毛利率由二零一五年的59.7%減少至二零一六年的53.0%。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### 4. Other Income

In 2016, other income of the Group amounted to RMB85.0 million, representing an increase of RMB60.0 million or 240.2% as compared with RMB25.0 million in 2015. This was primarily due to the recognition of the gain on deemed disposal of partial interest in an associate of RMB10.3 million and gain on disposal of available-for-sale financial assets of RMB53.0 million.

#### 5. Selling and Marketing Expenses

In 2016, selling and marketing expenses of the Group amounted to RMB181.6 million, representing an increase of RMB40.3 million or 28.5% from RMB141.3 million in 2015. The increase in selling and marketing expenses for the year was mainly due to consolidation of the operating results of the Peerless Group since its acquisition by the Group at the end of June 2015 and due to additional costs incurred for the increase in marketing activities.

#### 6. Administrative Expenses

In 2016, administrative expenses of the Group amounted to RMB135.6 million, representing an increase of RMB32.0 million or 30.9% compared with RMB103.6 million in 2015. The increase in administrative expenses for the year was mainly due to consolidation of the operating results of the Peerless Group since its acquisition by the Group at the end of June 2015 and due to the increase in amortization and professional fees.

#### 7. Research and Development Expenses

In 2016, research and development expenses of the Group amounted to RMB40.0 million, representing a decrease of RMB10.6 million or 21.0% compared with RMB50.6 million in 2015. The decrease in research and development expenses for the year was mainly due to improved efficiency.

#### 8. Profit Attributable to Equity Holders of the Company

In 2016, profit attributable to equity holders of the Company amounted to RMB148.7 million, representing an increase of RMB34.3 million or 30.0% compared with RMB114.4 million in 2015. The increase was primarily due to a significant increase in other income and offset by our increase in selling and marketing expenses and administrative expenses for our business expansion.

#### 4. 其他收入

於二零一六年，本集團的其他收入為人民幣85.0百萬元，較二零一五年的人民幣25.0百萬元增長人民幣60.0百萬元或240.2%。此乃主要由於確認視作出售聯營公司的部分權益所得收益人民幣10.3百萬元及出售可供出售金融資產所得收益人民幣53.0百萬元所致。

#### 5. 銷售及市場推廣費用

於二零一六年，本集團的銷售及市場推廣費用為人民幣181.6百萬元，較二零一五年的人民幣141.3百萬元增加人民幣40.3百萬元或28.5%。本年度的銷售及市場推廣費用增加乃由於本集團於二零一五年六月底收購的Peerless集團自本集團開始收購起合併營運業績，以及因市場推廣活動增加而產生的額外成本所致。

#### 6. 行政開支

於二零一六年，本集團的行政開支為人民幣135.6百萬元，較二零一五年的人民幣103.6百萬元上升人民幣32.0百萬元或30.9%。本年度的行政開支增加乃主要由於本集團自於二零一五年六月底收購Peerless集團起合併營運業績以及因攤銷及專業費用增加所致。

#### 7. 研發費用

於二零一六年，本集團的研發費用為人民幣40.0百萬元，較二零一五年的人民幣50.6百萬元減少人民幣10.6百萬元或21.0%。年內研發費用的減少主要由於效率的提高。

#### 8. 本公司權益持有人應佔利潤

於二零一六年，本公司權益持有人應佔利潤為人民幣148.7百萬元，較二零一五年的人民幣114.4百萬元增長了人民幣34.3百萬元或30.0%。該增長主要由於其他收入顯著增長，被業務擴張相關市場營銷開支及行政開支增加抵銷所致。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### 9. Non-IFRS Measure — Adjusted Net Profit

To supplement this annual results announcement which is presented in accordance with the IFRS, we also use unaudited non-IFRS adjusted net profit\* attributable to equity holders of the Company as an additional financial measure to evaluate our financial performance by eliminating the impact of items that we do not consider indicative of the performance of our business.

In 2016, unaudited non-IFRS adjusted net profit attributable to equity holders of the Company amounted to RMB191.4 million, representing an increase of RMB29.1 million or 18.0% as compared with RMB162.3 million in 2015. This was primarily due to the significant increase in other income and offset by our increase in selling and marketing expenses and administrative expenses for our business expansion. Our unaudited non-IFRS adjusted net profit attributable to equity holders of the Company for 2016 and 2015 were derived from profit attributable to equity holders of the Company for the year excluding their share of share-based compensation expense of RMB42.7 million (2015: RMB47.9 million).

\* Non-IFRS adjusted net profit was derived from the audited profit for the year excluding share-based compensation expense.

#### 10. Income Tax Expense

In 2016, income tax expense of the Group amounted to RMB7.1 million, representing a decrease of RMB20.0 million or 73.7% as compared with RMB27.1 million in 2015. The decrease in income tax expense was primarily due to an overprovision of income tax expense in 2015 of RMB8.6 million as Beijing Lianzhong, a wholly-owned subsidiary of the Group, was accredited as a "Key Software Enterprise within National Planning Layout" in May 2016 and was granted a preferential income tax rate of 10% retrospectively from 2015. As a result, Beijing Lianzhong is currently enjoying the preferential income tax rate of 10%, which is 5% lower than that of 2015. Such qualification is subject to a review process led by applicable Development and Reform Commission and Ministry of Industry and Information Technology.

#### 9. 非國際財務報告準則計量—經調整淨利潤

為補充我們根據國際財務報告準則呈列的業績公告，我們亦採用本公司權益持有人應佔未經審計非國際財務報告準則經調整淨利潤\*作為額外財務計量，透過撇除我們認為非業務表現指標項目的影響，來評估我們的財務表現。

於二零一六年，本公司權益持有人應佔未經審計非國際財務報告準則經調整淨利潤為人民幣191.4百萬元，較二零一五年的人民幣162.3百萬元增加人民幣29.1百萬元或18.0%。主要原因是公司其他收入顯著的增長被業務擴張所帶來的銷售及市場推廣費用及行政開支增加抵銷所致。於二零一六年及二零一五年，本公司權益持有人應佔未經審計非國際財務報告準則經調整利潤淨額源自年內本公司權益持有人應佔利潤，不包括彼等分佔以股份為基礎的酬金開支為人民幣42.7百萬元(二零一五年：人民幣47.9百萬元)

\* 非國際財務報告準則經調整淨利潤來自年內的經審計利潤，不包括以股份為基礎的酬金開支。

#### 10. 所得稅開支

於二零一六年，本集團的所得稅開支為人民幣7.1百萬元，較二零一五年的人民幣27.1百萬元減少人民幣20.0百萬元或73.7%。所得稅開支下降主要由於本集團全資附屬公司北京聯眾，於二零一六年五月獲認證為「國家規劃布局內重點軟件企業」，並追溯至二零一五年開始獲授優惠所得稅稅率10%，因此二零一五年所得稅開支超額撥備人民幣8.6百萬元。故此，北京聯眾目前享有優惠所得稅稅率10%，較二零一五年的稅率低5%。有關資格須通過發展和改革委員會以及工業和信息化部主管部門制定的審核程序後，方可授出。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### 11. Liquidity and Source of Funding and Borrowing

As at 31 December 2016, the Group's total bank balances and cash decreased by 18.7% from RMB348.7 million as at 31 December 2015 to RMB283.6 million. The decrease in total bank balances and cash during the year primarily resulted from the cash payment for the acquisition and investment activities during the year.

As at 31 December 2016, the current assets of the Group amounted to RMB692.7 million, including RMB353.6 million in bank balances and cash and available-for-sale financial assets, and other current assets of RMB339.1 million. Current liabilities of the Group amounted to RMB154.5 million, of which RMB62.2 million were trade payables and deferred revenue, and other current liabilities of RMB92.3 million. As at 31 December 2016, the current ratio (the current assets to current liabilities ratio) of the Group was 4.5 as compared with 5.3 as at 31 December 2015.

Gearing ratio is calculated on the basis of total borrowings (net of cash and cash equivalents) over the Group's total equity. The Group does not have any bank borrowings and other debt financing obligations as at 31 December 2016 and the resulting gearing ratio is nil (2015: nil). The Group intends to finance the expansion, investments and business operations with internal resources.

#### 12. Material Investments

The Group did not have any material investments during the year ended 31 December 2016.

#### 13. Material Acquisitions

The Group did not have any material acquisitions during the year ended 31 December 2016.

#### 14. Material Disposals

The Group did not have any material disposals of subsidiaries or associated companies during the year ended 31 December 2016.

#### 15. Pledge of Assets

As at 31 December 2016, none of the Group's assets was pledged (2015: nil).

#### 11. 流動資金與資金及借款來源

於二零一六年十二月三十一日，本集團銀行結餘及現金總額由二零一五年十二月三十一日的人民幣348.7百萬元減少18.7%至人民幣283.6百萬元。年內銀行結餘及現金總額的減少主要是由於年內就收購事項及投資獲得作出現金付款。

於二零一六年十二月三十一日，本集團的流動資產為人民幣692.7百萬元，包括人民幣353.6百萬元的銀行結餘及現金及可供出售金融資產，以及其他流動資產人民幣339.1百萬元。本集團的流動負債為人民幣154.5百萬元，其中人民幣62.2百萬元為貿易應付款項及遞延收入，以及其他流動負債人民幣92.3百萬元。於二零一六年十二月三十一日，本集團的流動比率(流動資產對流動負債的比率)為4.5，而於二零一五年十二月三十一日為5.3。

資產負債比率乃按貸款總額(扣除現金及現金等價物)佔本集團總權益的比率計算。於二零一六年十二月三十一日，本集團並無任何銀行借款及其他債務融資責任，因此，資產負債比率為零(二零一五年：無)。本集團擬以內部資源為其擴張、投資及業務經營注資。

#### 12. 重大投資

截至二零一六年十二月三十一日止年度，本集團並無任何重大投資事項。

#### 13. 重大收購

截至二零一六年十二月三十一日止年度，本集團並無任何重大收購事項。

#### 14. 重大出售

截至二零一六年十二月三十一日止年度，本集團並無任何重大出售附屬公司或聯營公司事項。

#### 15. 資產抵押

於二零一六年十二月三十一日，本集團並無已抵押資產(二零一五年：無)。

## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### 16. Contingent Liabilities

The Group had no material contingent liabilities as at 31 December 2016 (2015: nil).

#### 17. Foreign Exchange Exposure

During the year ended 31 December 2016, the Group mainly operated in China and in the United States of America and the majority of its transactions were settled in RMB or USD, being the functional currencies of the group entities to which the transactions relate. As at 31 December 2016, the Group did not have significant foreign currency exposure from its operations.

#### 18. Employee's Remuneration and Policy

As at 31 December 2016, the Group had 416 employees, 124 of which were responsible for game development and maintenance, 139 for game operation and offline events organization, 20 for TV shows and contents production, 81 for general administration and corporate management and 52 for game production. The total remuneration expenses, excluding share-based compensation expense, for the year ended 31 December 2016 were RMB115.8 million, representing a decrease of 9.9% as compared to the previous year.

We provide external and internal training programs to our employees. As required by PRC law, we participate in various employee benefit plans, including housing pension, medical, basic pension and unemployment benefit plans, occupational injury and maternity leave insurance. Pursuant to the 2014 Share Option Scheme, 12,840,000 share options were granted to the Directors and senior management of the Group during the year ended 31 December 2016.

The Group's share-based compensation expense for the year ended 31 December 2016 amounted to RMB42.7 million, representing a decrease of RMB5.2 million as compared with RMB47.9 million in 2015.

#### 16. 或然負債

於二零一六年十二月三十一日，本公司概無任何重大或然負債(二零一五年：無)。

#### 17. 外匯風險

截至二零一六年十二月三十一日止年度，本集團主要於中國及美國經營，且其大部分交易均以人民幣或美元(本集團該等交易相關的功能貨幣)結算。於二零一六年十二月三十一日，本集團之業務並無重大外匯風險。

#### 18. 僱員薪酬及政策

於二零一六年十二月三十一日，本集團擁有416名員工，其中124名負責遊戲開發與維護，139名負責遊戲營運和線下賽事組織，20名負責電視節目產品、81名負責一般行政及企業管理及52名負責遊戲製作。截至二零一六年十二月三十一日止年度，薪酬開支總額(不包括以股份為基礎的酬金開支)為人民幣115.8百萬元，較去年減少9.9%。

本公司為僱員提供外部及內部培訓計劃。誠如中國法例規定，我們參加了多項僱員福利計劃，包括住房公積金、醫療、基本福利及失業福利計劃、工傷及產假保險。根據二零一四年購股權計劃，於截至二零一六年十二月三十一日止年度內，本集團董事及高級管理層獲授12,840,000份購股權。

截至二零一六年十二月三十一日止年度，本集團以股份為基礎的酬金開支為人民幣42.7百萬元，較二零一五年的人人民幣47.9百萬元減少人民幣5.2百萬元。



## Management Discussion and Analysis (Continued)

### 管理層討論及分析(續)

#### 19. Events Occurred since the end of the year ended 31 December 2016

On 9 February 2017, the Group announced the establishment of a new VIE structure by entering into the new VIE agreements with a senior management and Beijing Guangyao Hudong Technology Development Co., Ltd. ("**Beijing Guangyao**"), and Beijing Lianzhong entering into the asset transfer agreements with Beijing Guangyao, pursuant to which Beijing Lianzhong will transfer certain assets relating to the Group's eSports business to Beijing Guangyao. Beijing Guangyao will become a wholly-owned subsidiary of the Company and its financial results will be accounted for and consolidated in the accounts of the Group. Please refer to the announcement of the Company dated 9 February 2017 for further details.

#### 19. 截至二零一六年十二月三十一日止年度後發生之事項

於二零一七年二月九日，本集團宣佈通過與高級管理層及北京光曜互動科技發展有限公司(「北京光曜」)訂立新可變權益實體協議建立新可變權益實體架構，及北京聯眾與北京光曜訂立資產轉讓協議，據此，北京聯眾將有關本集團電子競技業務的若干資產轉讓予北京光曜。北京光曜將成為本公司全資附屬公司及其財務業績將入賬並綜合至本集團賬目中。有關詳情請參閱日期為二零一七年二月九日的本公司公告。

# Directors' Report

## 董事會報告

The Board is pleased to present its report together with the audited consolidated financial statements of the Group for the year ended 31 December 2016.

### 1. PRINCIPAL ACTIVITIES

The principal activities of the Group are online card and board game development and operation, organizing and broadcasting online to offline mind-sports events, tournaments, eSports business, TV shows and contents. The activities of our principal subsidiaries are set out in Note 14 to the consolidated financial statements.

The analysis of the Group's revenues and segment information are set out in Note 4 to the consolidated financial statements.

### 2. BUSINESS REVIEW

A review of the business of the Group during the year ended 31 December 2016 (including particulars of important events affecting the Company that have occurred during the year ended 31 December 2016, an analysis of the Group's performance during the year using financial key performance indicators and a discussion on the Group's future business development) is provided in the Chairman's Statement on pages 8 to 10 of this annual report. A description of the principal risks and uncertainties that the Group may be facing can be found on pages 76 to 77 of this Directors' Report. In addition, the financial risk management objectives and policies of the Group are available in Note 33 to the consolidated financial statements. Except as disclosed in this annual report, no other important event affecting the Company has occurred during the year ended 31 December 2016.

The Group values the rights and interests and the needs of each employee, and strictly observes the provisions of the relevant laws, statutes and regulations of the PRC to provide its employees with various security, welfare and benefits. The Group has also set up a sound promotion and assessment system to encourage fair competition. In addition, the Group attaches importance to communications with its employees. Apart from personalized mailbox and Lync accounts, there are systems in place to allow one-on-one communication between employees and the Chief Executive Officers, communication between employees and their line managers, and communication channels including all-staff town hall meeting.

董事會欣然提呈本報告連同本集團截至二零一六年十二月三十一日止年度之經審計綜合財務報表。

### 1. 主要業務

本集團主要業務為在線棋牌遊戲開發及運營、組織及播放線上線下智力運動、比賽、電競業務、電視節目及內容。我們主要附屬公司的業務載列於綜合財務報表附註14。

有關本集團之收入及分部資料之分析載列於綜合財務報表附註4。

### 2. 業務回顧

本集團於截至二零一六年十二月三十一日止年度期間的業務回顧(包括於截至二零一六年十二月三十一日止年度期間發生影響本公司的具體重要事件、年內使用財務關鍵績效指標分析本集團表現及本集團未來業務發展討論)載列於本年度報告第8至10頁的主席報告內。有關本集團可能會面臨的主要風險及不確定性載列於本董事報告第76至77頁。此外，本集團的金融風險管理目標及政策載列於綜合財務報表附註33。除本年報所顯示的，於截至二零一六年十二月三十一日止年度期間，並無其他重要的事件發生影響本公司。

本集團重視每名僱員之權利、權益及需求，並嚴格遵守中國有關法律、法令及法規之規定為其僱員提供各種保障、福利及利益。本集團亦已建立健全之晉升及評估制度以鼓勵公平競爭。此外，本集團重視與僱員之溝通。除個人郵箱及Lync賬戶外，已建立系統使僱員能與行政總裁單對單溝通、僱員與其直線經理之間的溝通及包括全員大會在內之溝通渠道。

## Directors' Report (Continued)

### 董事會報告(續)

As users of online card and board games could be regarded as the main customers of the Group, the Group provides its users with high-quality and safe services both in online and in offline events. In relation to online events, the Group has set up a link to the security center on the official website and web games to protect users' game accounts and privacy. In respect of offline events, the Group coordinates with the land administration offices and hotels to take various security measures, and engages specialized security personnel externally to provide security assurance.

For the year ended 31 December 2016, the approximate number of suppliers of the Group has reached 244. The Group selects, on its own initiative, suppliers whose products and services are in compliance with relevant national standards and adopts strict acceptance standards including a preliminary assessment on the impact of the goods or services provided by the suppliers on the environment and the society. Under our strict supervision, no risk has been identified in our supply chain during the year ended 31 December 2016. Please refer to the environment, society and governance report of the Company dated 13 April 2017 for further details.

Considering the principal activities of the Group, less destruction has been made directly to the environment, but protecting the environment has always been essential to us and has guided our actions to minimize our impact. In view of the scarcity of resources, the Group advocates policies on the efficient use of resources on its own initiative, motivates all its employees to participate in resources conservation activities and encourages them to save water, power and paper. As most promotion campaigns are carried out online, packaging or advertisement materials for such campaigns are therefore not required and no consumption or waste is produced. In respect of offline events, the Group encourages online advertising and promotional activities and takes this as the principle. For various materials used for offline events, the Group sticks to choosing recyclable products so as to prolong their service cycles and reduce renewal frequency.

由於線上棋牌遊戲之用戶可被視為本集團之主要客戶，本集團為用戶提供線上及線下活動之優質及安全服務。在線上活動方面，本集團已在官方網站及網頁遊戲上建立了安全中心的鏈接，以保護用戶之遊戲賬戶及隱私。在線下活動方面，本集團與土地管理辦公室及酒店合作，採取各種安全措施，從外部聘請專責安保人員提供安全保障。

截至二零一六年十二月三十一日止年度，本集團之供應商數目達到約244名。本集團主動選擇產品及服務符合相關國家標準之供應商並採取嚴格接納標準，包括對供應商提供之產品或服務對環境及社會之影響之初步評估。在我們的嚴格監管下，於截至二零一六年十二月三十一日止年度期間，我們的供應鏈並無發現任何風險。有關進一步詳情，請參閱本公司日期為二零一七年四月十三日之環境、社會及管治報告。

考慮到本集團之主要活動，直接對環境造成之破壞較少，但保護環境始終對我們至關重要，並指引我們採取行動盡量減少影響。鑒於資源之稀缺性，本集團主動倡導有效利用資源之政策，激勵全體員工參與資源節約活動，鼓勵員工節約用水、用電及用紙。由於大多數推廣活動在線上進行，因此此類活動不需要包裝或廣告材料，且不產生消耗或垃圾。在線下活動方面，本集團鼓勵線上廣告及推廣活動，並以此為原則。對於線下活動所用之各種材料，本集團堅持選擇可回收產品，以延長其服務週期並降低更換頻率。

## Directors' Report (Continued)

### 董事會報告(續)

Despite great efforts being taken to expand the Group's business, the Group highly values environmental protection and the rights and interests of its employees, and actively participates in charitable activities to contribute to society. In June 2016, the Group cooperated with international volunteers from the Tiger Woods Foundation scholarship fund to make donations to primary schools in Yangmuzhazi township, Fengning Manchu Autonomous County, Hebei Province. In August 2016, we held the "Qinghai Charity Activity", which was voluntarily participated by all employees of the Company to donate relevant goods and materials as well as teaching equipment to middle and primary schools in Qinghai Province. Furthermore, we donated teaching equipment that was worth RMB50,000 and helped establish a network library for primary schools in Yangmuzhazi township, and also donated goods and materials that was worth RMB1,000,000 to the Department of Education of Qinghai Province, including books for professional education and auxiliary equipment such as intelligence tools.

In the future, continuous efforts will be made by the Group and our employees in promoting sustainability in environment, social and corporate governance.

儘管本集團致力擴展其業務，本集團仍高度重視環境保護及僱員之權利及權益，並積極參與慈善活動，為社會作出貢獻。於二零一六年六月，本集團與泰格伍茲基金會獎學金之國際志願者合作，向河北省豐寧滿族自治縣楊木柵子小學提供捐款。二零一六年八月，我們舉辦了「青海慈善活動」，公司全體員工自願參加，向青海省中小學捐贈相關物資及教學設備。此外，我們捐贈了價值人民幣50,000元之教學設備，並幫助在楊木柵子鄉建立小學網絡圖書館，亦向青海省教育廳捐贈價值人民幣1,000,000元之物質，包括專業教育書籍及智力工具等輔助設備。

未來，本集團及我們的員工將不斷努力促進環境、社會和企業管治方面的可持續性。

### 3. RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2016 are set out in the consolidated statement of comprehensive income on page 100 of this annual report.

### 4. DIVIDEND

The Board does not recommend the payment of any final dividend to the Shareholders for the year ended 31 December 2016 (2015: nil).

### 5. RESERVES

Changes to the reserves of the Group during the year ended 31 December 2016 are set out in the consolidated statement of changes in equity. Changes to the reserves of the Company during the year ended 31 December 2016 are set out in Note 28 to the consolidated financial statements. As at 31 December 2016, the Company had reserves available for distribution of approximately RMB495.8 million (2015: RMB517.5 million).

### 3. 業績及溢利分配

本集團截至二零一六年十二月三十一日止年度之業績載列於本年度報告第100頁的綜合全面收益表。

### 4. 股息

董事會不建議就截至二零一六年十二月三十一日止年度向股東派付任何末期股息(二零一五年：無)。

### 5. 儲備

本集團儲備於截至二零一六年十二月三十一日止年度期間之變動詳情載列於綜合權益變動表。本公司儲備於截至二零一六年十二月三十一日止年度期間之變動詳情載列於綜合財務報表附註28。於二零一六年十二月三十一日，本公司可供分派儲備約為人民幣495.8百萬元(二零一五年：人民幣517.5百萬元)。

## Directors' Report (Continued)

### 董事會報告(續)

#### 6. PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

Changes to the property, plant and equipment and intangible assets of the Group during the year are set out in Notes 11 and 12, respectively, to the consolidated financial statements.

#### 7. SHARE CAPITAL AND SHARE INCENTIVE SCHEMES

Details of the Company's share capital and share incentive schemes are set out in Note 25 to the consolidated financial statements and the paragraph headed "Summary of the Share Option Schemes" on pages 22 to 31 below, respectively.

#### 8. SUBSIDIARIES

Particulars of the Company's subsidiaries as at 31 December 2016 are set out in Note 14 to the consolidated financial statements.

#### 9. FINANCIAL SUMMARY

A summary of the consolidated results and of the financial position of the Group is set out on page 6 of this annual report.

#### 10. USE OF PROCEEDS FROM THE GLOBAL OFFERING

The total net proceeds from the listing on the Main Board of the Stock Exchange since 30 June 2014 (the "Listing") which involved the issue of 196,000,000 ordinary Shares of US\$0.00005 each amounted to approximately RMB600.3 million. During the year ended 31 December 2016, the net proceeds from the Listing were utilized in accordance with the proposed applications set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus. The balance of fund will be utilized according to the manner as disclosed in the Prospectus. The Group held the unutilized net proceeds in short-term deposits with licensed institutions in Hong Kong.

#### 6. 物業、廠房及設備及無形資產

本集團物業、廠房及設備及無形資產於年內之變動詳情分別載列於綜合財務報表附註11及12。

#### 7. 股本及股份獎勵計劃

本公司股本及股份獎勵計劃之詳情分別載列於綜合財務報表附註25及下文第22至31頁的「購股權計劃概述」一段。

#### 8. 附屬公司

本公司附屬公司於二零一六年十二月三十一日之詳情載列於綜合財務報表附註14。

#### 9. 財務概要

本集團綜合業績及財務狀況概要載列於本年度報告第6頁。

#### 10. 全球發售所得款項用途

自二零一四年六月三十日於聯交所主板上市(「上市」)(涉及發行196,000,000股每股0.00005美元之普通股)之所得款項總淨額約為人民幣600.3百萬元。於截至二零一六年十二月三十一日止年度期間，上市所得款項淨額乃根據招股章程「未來計劃及所得款項用途」一節所列擬定用途使用。款項結餘將根據招股章程披露之用途使用。本集團將未動用所得款項淨額以短期存款形式存放於香港持牌機構。

## Directors' Report (Continued)

### 董事會報告(續)

#### 11. PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

On 6 July 2016, the Company repurchased 512,000 Shares on the Stock Exchange under the repurchase mandate granted to the Directors for an aggregate consideration of approximately HK\$1,484,000 (before expenses). The price per Share or highest price paid is HK\$3.03, and the lowest price paid is HK\$2.74. The repurchased Shares were subsequently cancelled on 10 August 2016.

#### 12. EQUITY-LINKED AGREEMENTS

Apart from the Employee Pre-IPO Share Option Scheme, the Management Pre-IPO Share Option Scheme and the 2014 Share Option Scheme as set out in section 13 of this Directors' Report, no equity-linked agreements were entered into by the Group, or existed during the year ended 31 December 2016.

#### 11. 購買、出售或贖回本公司的上市證券

本公司於二零一六年七月六日根據董事獲授予的購回授權於聯交所回購512,000股股份，總代價約為1,484,000港元(扣除開支前)。每股股份價格或已付的最高價為3.03港元，已付的最低價為2.74港元。購回股份其後於二零一六年八月十日註銷。

#### 12. 股票掛鈎協議

除僱員首次公開發售前購股權計劃、管理層首次公開發售前購股權計劃及載列於本董事會報告第13節的二零一四年購股權計劃外，於截至二零一六年十二月三十一日止年度期間，本集團並無簽訂或存在股票掛鈎協議。

## Directors' Report (Continued)

### 董事會報告(續)

#### 13. SHARE OPTION SCHEMES

The Company has adopted three share option schemes, namely, (i) the Employee Pre-IPO Share Option Scheme, (ii) the Management Pre-IPO Share Option Scheme and (iii) the 2014 Share Option Scheme.

As at 31 December 2016, a total of 73,062,128 share options were granted to the following Directors pursuant to the Management Pre-IPO Share Option Scheme and the 2014 Share Option Scheme:

Name of Directors	Date of Grant	Outstanding	Granted during the year	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding	Exercise price per Share
		as at 1 January 2016					as at 31 December 2016	
董事姓名	授出日期	於二零一六年一月一日尚未行使	於年內授出	於年內行使	於年內註銷	於年內失效	於二零一六年十二月三十一日尚未行使	每股行使價
Mr. Yang Eric Qing ("Mr. Yang") 楊慶先生 (「楊先生」)	20 February 2014 二零一四年 二月二十日	20,851,064	—	—	—	—	20,851,064	US\$0.16714303 0.16714303美元
	5 January 2015 二零一五年 一月五日	11,760,000	—	—	—	—	11,760,000	HK\$2.67 2.67港元
	8 January 2016 二零一六年 一月八日	—	3,920,000	—	—	—	3,920,000	HK\$5.506 5.506港元
Mr. Ng Kwok Leung Frank ("Mr. Ng") 伍國樑先生 (「伍先生」)	20 February 2014 二零一四年 二月二十日	20,851,064	—	—	—	—	20,851,064	US\$0.16714303 0.16714303美元
	5 January 2015 二零一五年 一月五日	11,760,000	—	—	—	—	11,760,000	HK\$2.67 2.67港元
	8 January 2016 二零一六年 一月八日	—	3,920,000	—	—	—	3,920,000	HK\$5.506 5.506港元
Total 總計		65,222,128	7,840,000				73,062,128	

On 29 March 2016, the Board decided that all options granted to Mr. Yang and Mr. Ng shall not be exercised until 1 July 2017, which has been approved by the Shareholders at the annual general meeting of the Company held on 13 May 2016.

#### 13. 購股權計劃

本公司已採納三項購股權計劃，即(i)僱員首次公開發售前購股權計劃；(ii)管理層首次公開發售前購股權計劃及(iii)二零一四年購股權計劃。

於二零一六年十二月三十一日，以下董事已根據管理層首次公開發售前購股權計劃及二零一四年購股權計劃獲授73,062,128份購股權：

於二零一六年三月二十九日，董事會決定已授予楊先生及伍先生的所有期權於二零一七年七月一日之前不得行使。此事項已獲股東於二零一六年五月十三日舉行之本公司股東週年大會批准。

## Directors' Report (Continued)

### 董事會報告(續)

On 27 March 2017, the Board decided all options granted to Mr. Yang and Mr. Ng shall not be exercised until 1 July 2018, provided that the share options held by each of Mr. Yang and Mr. Ng which should vest without the aforesaid modification shall vest immediately upon: (a) the termination of his service contract with the Company or his retirement from the Company; (b) any consolidation, merger, sale or transfer that results in a change of control of the Company (as defined under the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time); or (c) any such event provided for in the Listing Rules or the rules of the 2014 Share Option Scheme and/or the Management Pre-IPO Share Option Scheme. The modification of vesting periods is subject to the approval by the Shareholders.

### Summary of the Share Option Schemes

#### Employee Pre-IPO Share Option Scheme

##### *Purpose*

The purpose of the Employee Pre-IPO Share Option Scheme is to give employees of the Group an opportunity to acquire a personal stake in the Company and help motivate such employees to optimize their performance and efficiency, and to retain the employees whose contributions are important to the long term growth and profitability of our Group. The options entitle eligible employees to obtain existing issued Shares in the Company from Blink Milestones Limited and will not involve the Company issuing any new Shares.

##### *Exercise Price*

The exercise price under the Employee Pre-IPO Share Option Scheme is RMB0.1276 per Share (adjusted for capitalisation issue, on the basis of RMB0.12756). Please refer to "Appendix IV – Statutory and General Information" of the Prospectus for further information.

於二零一七年三月二十七日，董事會決定已授予楊先生及伍先生的所有期權於二零一八年七月一日之前不得行使，但楊先生和伍先生各自持有的某些期權（在沒有前述修訂前應該已經歸屬的）將會在以下情況立即自動歸屬：(a)其與本公司的服務合約終止或其於本公司辭任；(b)任何導致本公司有（如香港證券及期貨事務監察委員會頒佈的《公司收購、合併及股份購回守則》（經不時修訂）所界定的）控股權變更的合併、併購、出售或轉讓；或(c)任何上市規則或二零一四購股權計劃及／或管理層首次公開發售前購股權計劃之條文規定的情況。歸屬期之修改須待股東批准後方可作實。

### 購股權計劃概述

#### 僱員首次公開發售前購股權計劃

##### *目的*

僱員首次公開發售前購股權計劃旨在給予本集團僱員個人持有本公司權益的機會，並鼓勵僱員提升其表現及效率，同時挽留對本集團長期發展及盈利能力有所貢獻的僱員。購股權賦予合資格的僱員獲得由Blink Milestones Limited持有的本公司現有已發行股份的權利，將不涉及本公司發行任何新股份。

##### *行使價*

根據僱員首次公開發售前購股權計劃，每股行使價為人民幣0.1276元（已按人民幣0.12756元之基準就資本化發行作出調整）。請參閱招股章程「附錄四 – 法定及一般資料」了解更多信息。



## Directors' Report (Continued)

### 董事會報告(續)

#### *Exercise of Option*

The Shares subject to the Employee Pre-IPO Share Option Scheme shall be vested in four equal annual instalments, with the first instalment representing twenty five percent (25%) of the Shares subject to the Employee Pre-IPO Share Option Scheme vesting on the first anniversary of the Listing Date, and an additional instalment vesting on each anniversary thereafter, subject to the fulfilment of the grantee's performance target for the full calendar year before the vesting determined by the Company being fulfilled and the grantee's continuing to be an employee of the Company and being in compliance with the terms and conditions of the option award agreement dated 20 February 2014 through each such date.

#### *Maximum Numbers of Shares*

The maximum numbers of Shares in respect of which options under the Employee Pre-IPO Share Option Scheme may be granted is 25,009,600 Shares. On 7 March 2014, 25,009,600 share options (adjusted for capitalization issue) were granted to 29 key employees of the Company by Blink Milestones Limited, after that no further options were granted. The particulars of the options granted under the Employee Pre-IPO Share Option Scheme are set out in "Appendix IV – Statutory and General Information" of the Prospectus.

#### *Life of the Employee Pre-IPO Share Option Scheme*

Unless the option is forfeited, terminated or cancelled earlier, the option shall expire and terminate 10 years after vesting (the "**Termination Date**"). The Employee Pre-IPO Share Option Scheme is effective from 7 March 2014 and the remaining life of the scheme is 7 years. If the grantee ceases to be an employee as a result of the termination by our Company for cause, the grantee's options will be forfeited on the Termination Date, whether or not the option is then vested or exercisable. If the grantee ceases to be an employee as a result of grantee's death or disability, the options, to the extent not vested on the Termination Date, shall be forfeited on the Termination Date and the grantee's estate has 12 months following the Termination Date to exercise the grantee's options. If the grantee ceases to be an employee for any other reason, the options shall be forfeited on the Termination Date the grantee has 90 days to exercise his or her options.

#### *行使購股權*

僱員首次公開發售前購股權計劃所涉及的股份須按四年等額分期歸屬，第一期（佔僱員首次公開發售前購股權計劃的百分之二十五(25%)）於上市日期的首個週年歸屬，及其他分期於此後的各個週年歸屬，視乎承授人於本公司釐定的歸屬日期前的完整歷年內的表现目標實現狀況及承授人持續作為本公司僱員的狀況以及於各年度相關日期內遵守日期為二零一四年二月二十日的購股權獎勵協議所附的條款及條件的狀況而定。

#### *最高股份數目*

僱員首次公開發售前購股權計劃項下授出之最高數目股份為25,009,600股。於二零一四年三月七日，Blink Milestones Limited向本公司29名主要僱員授出25,009,600份購股權（已就資本化發行作出調整），在此之後，並無進一步授出購股權。根據僱員首次公開發售前購股權計劃授出購股權之詳情載於招股章程「附錄四—法定及一般資料」。

#### *僱員首次公開發售前購股權計劃之年期*

除提早沒收、終止或註銷的購股權外，購股權須於授出後10年到期及終止（「**終止日期**」）。僱員首次公開發售前購股權計劃於二零一四年三月七日生效且計劃剩餘年期為七年。倘由於本公司終止的原因導致承授人不再為本公司僱員，承授人的購股權將於終止日期沒收，不論購股權於當時是否已歸屬或可行使。倘由於承授人身故或殘疾導致承授人不再為本公司僱員，則購股權（倘於終止日期並未歸屬）須於終止日期註銷及承授人的遺產繼承人於終止日期後擁有12個月行使承授人的購股權。倘由於任何其他原因承授人不再為本公司僱員，購股權將於終止日期註銷及承授人擁有90天行使其購股權。

## Directors' Report (Continued)

### 董事會報告(續)

#### Outstanding Share Options

As at the date of this annual report, 25,009,600 share options (adjusted for capitalization issue) were granted under the Employee Pre-IPO share Options Scheme, 5,135,199 options have been exercised and 176,401 options have been forfeited, with 15,229,198 options outstanding, representing 1.94% of the issued Shares. Save for the above, none of the options so far granted have been exercised, forfeited and/or lapsed.

Details of the movements of the options under the Employee Pre-IPO Share Option Scheme during the year ended 31 December 2016 are set out below and in Note 27(a) to the consolidated financial statements:

Grantees	Date of Grant	Outstanding	Granted during the year	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding	Exercise price per Share
		as at 1 January 2016					as at 31 December 2016	
承授人	授出日期	於二零一六年一月一日尚未行使	年內授出	年內行使	年內註銷	年內失效	於二零一六年十二月三十一日尚未行使	每股行使價
Certain employees 若干僱員	7 March 2014 二零一四年三月七日	20,540,798	—	(5,135,199) <sup>(1)</sup>	(176,401)	—	15,229,198	RMB0.1276 人民幣0.1276元
Total 總計		20,540,798	—	(5,135,199)	(176,401)	—	15,229,198	

<sup>(1)</sup> The weighted average closing price of the shares immediately the options were exercised was HK\$4.47.

#### 尚未行使購股權

於本年度報告日期，本公司根據僱員首次公開發售前購股權計劃已授出25,009,600份購股權(已就資本化發行作出調整)，其中5,135,199份購股權已獲行使及176,401份購股權已沒收，餘下15,229,198份購股權尚未行使，相當於已發行股份的1.94%。除上述者外，目前概無已授出購股權獲行使、沒收及/或失效。

於截至二零一六年十二月三十一日止年度期間僱員首次公開發售前購股權計劃購股權變動之詳情載於下表及綜合財務報表附註27(a)：

## Directors' Report (Continued)

### 董事會報告(續)

#### Management Pre-IPO Share Option Scheme

##### *Purpose*

The purpose of the Management Pre-IPO Share Option Scheme is to give Mr. Yang, Mr. Ng, Mr. Zhang Peng (the "Participants") an opportunity to acquire a personal stake in our Company and help motivate such Participants to optimize their performance and efficiency, and also to help retain the Participants whose contributions are important to the long-term growth and profitability of our Group.

The principal terms of the Management Pre-IPO Share Option Scheme, effective as of 20 February 2014 and approved by the Board on 7 March 2014, are substantially the same as the terms of the Employee Pre-IPO Share Option Scheme except that:

- (a) the exercise price under the Management Pre-IPO Share Option Scheme is US\$0.16714303 per Share (adjusted for capitalisation issue, on the basis of US\$0.34398035);
- (b) twenty five percent (25%) of the Shares subject to the Management Pre-IPO Share Option Scheme shall be vested on the first anniversary of the grant date and the remaining Shares subject to the Management Pre-IPO Share Option Scheme shall be vested in 36 equal monthly instalments with the first instalment vesting upon the 13th monthly anniversary of the grant date and each of the remaining instalments vesting on each monthly anniversary of the 13th monthly anniversary of the grant date thereafter. The options may be exercised upon the Listing.

##### *Maximum Numbers of Shares Available for Issue*

The maximum numbers of Shares which may be issued upon exercise of all options under the Management Pre-IPO Share Option Scheme is 50,042,553 Shares. On 20 February 2014, 50,042,553 share options (adjusted for capitalization issue) were granted to certain members of our senior management and Directors. After that, no further options were and will be granted under the Management Pre-IPO Share Option Scheme. The Management Pre-IPO Share Option Scheme is effective for a period of 10 years from 7 March 2014 and the remaining life of the scheme is 7 years.

#### 管理層首次公開發售前購股權計劃

##### *目的*

管理層首次公開發售前購股權計劃旨在給予楊先生、伍先生及張鵬先生(「參與者」)於本公司獲得個人權益的機會，並鼓勵參與者提升其表現及效率，同時有助挽留對本集團長期發展及盈利能力有所貢獻的參與者。

管理層首次公開發售前購股權計劃的主要條款於二零一四年二月二十日生效並經董事會於二零一四年三月七日批准通過，其大致與僱員首次公開發售前購股權計劃相同，惟以下除外：

- (a) 根據管理層首次公開發售前購股權計劃，行使價為每股0.16714303美元(已按0.34398035美元為基準就資本化發行作出調整)；
- (b) 管理層首次公開發售前購股權計劃所涉及的百分之二十五(25%)的股份須於授出日期首個週年歸屬及管理層首次公開發售前購股權計劃所涉及的餘下股份須於36個月內按月等額分期歸屬，第一個分期歸屬為授出日期的第13個月週年日，而剩餘的購股權在授出日期第13個月週年日後每月分期歸屬。購股權可於上市後行使。

##### *可發行之最高股份數目*

管理層首次公開發售前購股權計劃項下授出之所有購股權獲行使後可發行之最高數目股份50,042,553股。於二零一四年二月二十日，本公司高級管理層若干成員及董事已獲授予50,042,553份購股權(已就資本化發行作出調整)。此後，將不會根據管理層首次公開發售前購股權計劃進一步授出購股權。管理層首次公開發售前購股權計劃於二零一四年三月七日生效，為期十年且計劃餘下年期為七年。

## Directors' Report (Continued)

### 董事會報告(續)

#### Outstanding Share Options

As at the date of this annual report, 50,042,553 share options were granted by the Company under the Management Pre-IPO Share Option Scheme, of which 3,822,624 share options were exercised, leaving an outstanding balance of 46,219,929 options, representing approximately 5.87% of the issued Shares. Save for the above, none of the options so far granted have been exercised, forfeited and/or lapsed.

Details of the movements of options under the Management Pre-IPO Share Option Scheme during the year ended 31 December 2016 are set out in the table below and in Note 27(b) to the consolidated financial statements:

Grantees	Position in relevant Group companies	Date of Grant	Outstanding	Granted during the year	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding	Exercise price per Share
			as at 1 January 2016					as at 31 December 2016	
承授人	於有關集團公司之職位	授出日期	於二零一六年一月一日尚未行使	年內授出	年內行使	年內註銷	年內失效	於二零一六年十二月三十一日尚未行使	每股行使價
Mr. Yang	Chairman, Co-Chief Executive Officer of the Company	20 February 2014	20,851,064	—	—	—	—	20,851,064	US\$0.16714303
楊先生	本公司主席兼聯席行政總裁	二零一四年二月二十日							0.16714303美元
Mr. Ng	Co-Chief Executive Officer of the Company	20 February 2014	20,851,064	—	—	—	—	20,851,064	US\$0.16714303
伍先生	本公司聯席行政總裁	二零一四年二月二十日							0.16714303美元
Mr. Zhang Peng	President of the Company	20 February 2014	4,517,801	—	—	—	—	4,517,801	US\$0.16714303
張鵬先生	本公司總裁	二零一四年二月二十日							0.16714303美元
Total			46,219,929	—	—	—	—	46,219,929	
總計									

#### 尚未行使購股權

於本年度報告日期，本公司根據管理層首次公開發售前購股權計劃已授出50,042,553份購股權，其中3,822,624份購股權已獲行使，餘下46,219,929份購股權尚未行使，佔已發行股份約5.87%。除上述者外，目前概無已授出購股權獲行使、沒收及/或失效。

於截至二零一六年十二月三十一日止年度期間管理層首次公開發售前購股權計劃購股權變動之詳情載於下表及綜合財務報表附註27(b)：

## Directors' Report (Continued)

### 董事會報告(續)

#### 2014 Share Option Scheme

##### *Purpose*

The Company adopted the 2014 Share Option Scheme on 19 November 2014. The 2014 Share Option Scheme is valid for a period of 10 years from the grant date of each option. The purpose of the 2014 Share Option Scheme is to provide key employees, directors or officers of the Group ("**Eligible Persons**") with the opportunity to acquire proprietary interests in the Company and to encourage them to work towards enhancing the value of the Company and its Shares for the benefit of the Company and Shareholders as a whole. The 2014 Share Option Scheme provides the Company with a flexible means of retaining, incentivizing, rewarding, remunerating, compensating and/or providing benefits to Eligible Persons.

Any individual, being an employee, director or officer of any member of the Group whom the Board or its delegate(s) considers, in their sole discretion, to have contributed or will contribute to the Group is entitled to be offered and granted options.

##### *Number of Shares Available for Issue under the 2014 Share Option Scheme*

The total number of Shares which may be issued upon exercise of all options to be granted under the 2014 Share Option Scheme and any other schemes is 78,400,000, being no more than 10% of the Shares in issue as at the adoption date of this scheme. Such scheme mandate limit may be refreshed at any time by obtaining approval of the Shareholders in general meetings and/or such other requirements prescribed under the Listing Rules from time to time. However, the overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2014 Share Option Scheme and any other share option schemes of the Company at any time must not exceed 30% of the Shares in issue from time to time. There were a total of 78,400,000 options granted from the date of adoption of the 2014 Share Option Scheme to 8 January, 2016, after that a proposed refreshment of the scheme mandate limit was approved by the Shareholders at the annual general meeting of the Company held on 13 May 2016 so that the Company could grant further options under the 2014 Share Option Scheme for subscription of up to a total of 78,719,037 additional Shares.

#### 二零一四年購股權計劃

##### *目的*

本公司於二零一四年十一月十九日採納二零一四年購股權計劃。二零一四年購股權計劃自各份購股權授出之日起十年有效。二零一四年購股權計劃旨在向本集團主要僱員、董事或高級職員(「**合資格人士**」)提供購入本公司專有權益之機會，並鼓勵彼等為本公司及股東之整體利益努力提升本公司及其股份之價值。二零一四年購股權計劃將令本公司能以靈活的方式挽留、激勵、獎勵、報酬、補償合資格人士及/或向彼等提供福利。

董事會或其代表以其絕對酌情權認為已對或將為本集團作出貢獻之人士(即本集團任何成員公司的僱員、董事或高級職員)有權獲提供及獲授予購股權。

##### *二零一四年購股權計劃項下可供發行之股份數目*

根據二零一四年購股權計劃及任何其他計劃授出之全部購股權獲行使時將予發行之股份總數為78,400,000股，不超過於該等計劃採納日期已發行股份之10%。該等計劃授權上限可隨時根據股東於股東大會上之批准及/或上市規則不時規定之其他要求予以更新。然而，根據二零一四年購股權計劃及於任何時間本公司任何其他購股權計劃授出但尚未行使的全部購股權獲行使時，可予發行之股份最高數目不得超過本公司不時已發行股份之30%。自二零一四年購股權計劃採納日期至二零一六年一月八日授出購股權總數78,400,000份後，計劃授權上限之擬更新經股東於二零一六年五月十三日召開的本公司股東週年大會上批准，因此，本公司可根據二零一四年購股權計劃授出更多購股權以認購最多合計78,719,037股額外的股份。

## Directors' Report (Continued)

### 董事會報告(續)

#### *Maximum Entitlement to Participant*

The total number of Shares issued and to be issued upon exercise of the options granted and to be granted under the 2014 Share Option Scheme and any other share option scheme(s) of the Company to each Eligible Person (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of Shares in issue (the "Individual Limit"). Any further grant of options to a Eligible Person which would result in the aggregate number of Shares issued and to be issued upon exercise of all options granted and to be granted to such Eligible Person in the 12-month period up to and including the date of such further grant exceeding the Individual Limit shall be subject to separate approval of the Shareholders.

#### *Determination of the Exercise Price*

The amount payable for each Share to be subscribed for under an option in the event of the option being exercised shall be determined by the Board but shall be not less than the greater of: (a) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the grant date; (b) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the grant date; and (c) the nominal value of a Share on the grant date.

The option period is to be determined and notified by the Board to each grantee at the time of making an offer, and shall not expire later than ten years from the grant date of the 2014 Share Option Scheme. There is no minimum period for which an option must be held before it can be exercised in general. However, at the time of granting any option, the Board may, on a case by case basis, make such grant subject to such conditions, restrictions or limitations including (without limitation) those in relation to the minimum period of the options to be held and/or the performance targets to be achieved as the Board may determine in its absolute discretion.

#### *Vesting period of the Share Options*

- (1) 25% of the Share Options shall vest and be exercisable with effect from the first anniversary of the Date of Grant;
- (2) the second 25% of the Share Options shall vest and be exercisable with effect from the second anniversary of the Date of Grant;
- (3) the third 25% of the Share Options shall vest and be exercisable with effect from the third anniversary of the Date of Grant;
- (4) the remaining 25% of the Share Options shall vest and be exercisable with effect from the fourth anniversary of the Date of Grant.

#### *參與者之最大權利*

根據二零一四年購股權計劃及本公司任何其他購股權計劃已授予及將授予合資格人士之購股權(包括已行使及尚未行使之購股權)獲行使時已發行及將予發行之股份總數,於任何十二個月內不得超過已發行股份總數之1%(「個人上限」)。倘若向合資格人士進一步授予購股權將導致截至該進一步授出日期(包括該日)止十二個月期間已授予及將授予該合資格人士之所有購股權獲行使時已發行及將予發行之股份總數超過個人上限,則須獲股東另行批准。

#### *釐定行使價*

於行使購股權時,根據購股權將予認購的每股股份應付之金額由董事會釐定,但不得低於下述較高者:(a)於授出日期聯交所公佈之每日報價表所示股份之收市價;(b)於緊接授出日期前五個營業日聯交所公佈之每日報價表所示股份之平均收市價;及(c)股份於授出日期之面值。

購股權期限由董事會於提出要約時釐定及通知各承授人,且將於二零一四年購股權計劃授出日期起計十年內屆滿。一般並無有關購股權行使前必須持有的最短期限之規定。然而,董事會可於授出任何購股權時按個別情況授出有關購股權,惟須遵守有關條件、限制或規限(包括但不限於董事會可能全權酌情釐定須持有購股權之最短期限及/或將予達致之表現目標)。

#### *購股權的歸屬期*

- (1) 25%購股權將自授出日期第一個週年日起歸屬及可予行使;
- (2) 第二25%購股權將自授出日期第二個週年日起歸屬及可予行使;
- (3) 第三25%購股權將自授出日期第三個週年日起歸屬及可予行使;
- (4) 餘下的25%購股權將自授出日期第四個週年日起歸屬及可予行使。

## Directors' Report (Continued)

### 董事會報告(續)

#### Exercise of Option

The options may be exercised up to 25% of the Shares for each year after the first anniversary of the grant date of the share option for four consecutive years.

#### Payment on Acceptance of Share Option

An amount of RMB1.00 must be paid as consideration for the grant of the share options and such payment must be made within 20 business days from the date the share option grant offer is made to the Eligible Person.

#### Movements in the Share Options/Outstanding Share Options

The details of the movements of the options under the 2014 Share Option Scheme during the year ended 31 December 2016 are set out in the table below and in Note 27(c) to the consolidated financial statements:

Grantees	Date of Grant	Exercisable period	Outstanding as at 1 January 2016 於二零一六年一月一日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled during the year 年內註銷	Lapsed during the year 年內失效	Outstanding as at 31 December 2016 於二零一六年十二月三十一日 尚未行使	Exercise price per Share 每股行使價
Mr. Yang 楊先生	5 January 2015 二零一五年一月五日	5 January 2015 – 4 January 2025 二零一五年一月五日至 二零二五年一月四日	11,760,000	–	–	–	–	11,760,000	HK\$2.67 2.67港元
Mr. Yang 楊先生	8 January 2016 <sup>1</sup> 二零一六年一月八日 <sup>1</sup>	8 January 2016 – 7 January 2026 二零一六年一月八日至 二零二六年一月七日	–	3,920,000	–	–	–	3,920,000	HK\$5.506 5.506港元
Mr. Ng 伍先生	5 January 2015 二零一五年一月五日	5 January 2015 – 4 January 2025 二零一五年一月五日至 二零二五年一月四日	11,760,000	–	–	–	–	11,760,000	HK\$2.67 2.67港元
Mr. Ng 伍先生	8 January 2016 <sup>1</sup> 二零一六年一月八日	8 January 2016 – 7 January 2026 二零一六年一月八日至 二零二六年一月七日	–	3,920,000	–	–	–	3,920,000	HK\$5.506 5.506港元
Employees of the Company 本公司僱員	5 January 2015 二零一五年一月五日	5 January 2015 – 4 January 2025 二零一五年一月五日至 二零二五年一月四日	23,460,000	–	(392,750) <sup>2</sup>	(535,400)	(42,500)	22,489,750	HK\$2.67 2.67港元
Employees of the Company 本公司僱員	9 July 2015 二零一五年七月九日	9 July 2015 – 8 July 2025 二零一五年七月九日至 二零二五年七月八日	23,520,000	–	–	(1,000,000)	(155,000)	22,365,000	HK\$4.402 4.402港元
Employees of the Company 本公司僱員	17 May 2016 <sup>3</sup> 二零一六年五月十七日 <sup>3</sup>	17 May 2016 – 16 May 2026 二零一六年五月十七日 至二零二六年五月十六日	–	3,000,000	–	(380,000)	–	2,620,000	HK\$3.684 3.684港元
Employees of the Company 本公司僱員	7 September 2016 <sup>4</sup> 二零一六年九月七日 <sup>4</sup>	7 September 2016 – 6 September 2016 二零一六年九月七日至 二零一六年九月六日	–	2,000,000	–	(150,000)	–	1,850,000	HK\$3.95 3.95港元
Total	總計		70,500,000	12,840,000	(392,750)	(2,065,000)	(197,500)	80,684,750	

#### 行使購股權

購股權亦可於自購股權授出日期起計第一週年後連續四年內每年獲行使最多達股份之25%。

#### 接納購股權時所付款項

合資格人士須支付人民幣1.00元作為所授購股權之代價，該款項須由合資格人士於作出購股權授出邀約日期起計20個營業日內支付。

#### 購股權變動/尚未行使購股權

於截至二零一六年十二月三十一日止年度期間二零一四年購股權計劃項下購股權變動之詳情載於下表及綜合財務報表附註27(c)：

## Directors' Report (Continued)

### 董事會報告(續)

- <sup>1</sup> The closing price of the Shares immediately before 8 January 2016 was HK\$5.15.
- <sup>2</sup> The weighted average closing price of the Shares immediately before options were exercised was HK\$4.87.
- <sup>3</sup> The closing price of the Shares immediately before 17 May 2016 was HK\$3.50.
- <sup>4</sup> The closing price of the Shares immediately before 7 September 2016 was HK\$3.95.

As at the date of this annual report, 83,400,000 options have been granted under the 2014 Share Option Scheme, and 2,275,000 options have been forfeited, 332,500 options have lapsed and 422,750 options have been exercised, leaving an outstanding balance of 80,369,750 options, representing approximately 10.21% of the issued Shares. Save for the above, none of the options so far granted have been exercised, forfeited and/or lapsed.

#### *Life of the 2014 Share Option Scheme*

The 2014 Share Option Scheme is effective for a period of 10 years from 19 November 2014 and the remaining life of the scheme is 7 years and 7 months.

#### Valuation of Share Options

Details of the valuation of share options granted during the year are set out in Note 27 to the consolidated financial statements.

- <sup>1</sup> 緊接二零一六年一月八日前股份收市價為5.15港元。
- <sup>2</sup> 緊接購股權行使前股份加權平均收市價為4.87港元。
- <sup>3</sup> 緊接二零一六年五月十七日前股份收市價為3.50港元。
- <sup>4</sup> 緊接二零一六年九月七日前股份收市價為3.95港元。

於本年度報告日期，根據二零一四年購股權計劃已授出83,400,000份購股權，其中2,275,000份購股權已被沒收、332,500份購股權已失效及422,750份購股權已獲行使，剩餘80,369,750份購股權尚未行使，相當於已發行股份約10.21%。除上述者外，目前概無已授出購股權獲行使、沒收及/或失效。

#### *二零一四年購股權計劃之年期*

二零一四年購股權計劃自二零一四年十一月十九日起十年期間有效，計劃尚餘期為7年7個月。

#### 購股權估值

於年內授出購股權之估值詳情載列於綜合財務報表附註27。

## 14. DIRECTORS AND SENIOR MANAGEMENT

The Directors and senior management of the Company during the year ended 31 December 2016 and up to the date of this annual report were:

#### Executive Directors

Mr. Yang Eric Qing (*Chairman and Co-Chief Executive Officer*)  
Mr. Ng Kwok Leung Frank (*Co-Chief Executive Officer*)

#### Non-Executive Directors

Mr. Liu Jiang  
Mr. Hua Guanfa\*  
Mr. Fan Tai  
Mr. Chen Xian

## 14. 董事及高級管理層

於截至二零一六年十二月三十一日止年度期間及截至本年度報告日期之本公司董事及高級管理層如下：

#### 執行董事

楊慶先生(*主席兼聯席行政總裁*)  
伍國樑先生(*聯席行政總裁*)

#### 非執行董事

劉江先生  
華觀發先生\*  
樊泰先生  
陳弦先生



## Directors' Report (Continued)

### 董事會報告(續)

#### Independent Non-Executive Directors

Mr. Ge Xuan  
Mr. Lu Zhong  
Mr. Cheung Chung Yan, David

\* Mr. Hua Guanfa was appointed as a non-executive Director with effect from 5 February 2016 when Mr. Zhang Rongming ceased to be non-executive Director on the same day.

#### Biographical Details of Directors

##### Executive Directors

**Yang Eric Qing**, aged 45, has been an executive Director, chairman of the Board and co-chief executive officer since the incorporation of our Company in 2013. Mr. Yang joined our Group in December 2010 and is responsible for general management and strategic planning. Mr. Yang held various senior management positions of China and Asia-Pacific area at International Business Machines Corporation (IBM), a company listed on the New York Stock Exchange (stock code: IBM). Mr. Yang received his Bachelor of Science degree from the University of California, Berkeley, U.S. in 1994.

**Ng Kwok Leung Frank**, aged 48, is an executive Director and co-chief executive officer of our Company. Mr. Ng joined our Group in June 2004 and is responsible for business development and finance of the Company at first, and then served as co-chief executive officer of the Group from 2007. Before joining our Group, Mr. Ng was working at Grant Thornton LLP in the United States and Hong Kong for approximately five years and served as the vice president of PCC Skyhorse Limited, a subsidiary company of PCCW, a company listed on the Stock Exchange (stock code: 0008), for three years. Mr. Ng received his Bachelor degree from the University of California, Berkeley, U.S. in 1992.

##### Non-Executive Directors

**Liu Jiang**, aged 49, has been an executive Director since the incorporation of our Company and became a non-executive Director from 27 March 2015. Mr. Liu joined our Group in December 2010 and holds directorship in Blink Milestones Limited and Sonic Force Limited, which are Controlling Shareholders. He also serves as chairman of the board of directors of Hehong Holdings Group. Mr. Liu received his Bachelor of Economics from the East China Jiaotong University, China in 1991.

#### 獨立非執行董事

葛旋先生  
魯眾先生  
張頌仁先生

\* 華觀發先生獲委任為非執行董事，自二零一六年二月五日生效，而張榮明先生於同日停止擔任非執行董事。

#### 董事履歷詳情

##### 執行董事

**楊慶**，45歲，自本公司於二零一三年註冊成立起擔任執行董事、董事會主席及聯席行政總裁。楊先生於二零一零年十二月加入本集團並負責整體管理及策略計劃。楊先生曾於國際商業機器有限公司(IBM)(一家於紐約證券交易所上市的公司)(股份代號：IBM)歷任多個職位。楊先生於一九九四年從美國伯克萊加利福尼亞大學獲得理學學士學位。

**伍國樑**，48歲，為本公司執行董事兼聯席行政總裁。伍先生於二零零四年六月加入本集團，並負責本公司的業務發展及財務。彼自二零零七年擔任本集團聯席行政總裁。於加入本集團之前，伍先生曾於美國及香港Grant Thornton LLP任職約五年，於PCC Skyhorse Limited(電訊盈科(一家於聯交所上市的公司，股份代號：0008)的附屬公司)任副總裁三年。伍先生於一九九二年從美國伯克萊加利福尼亞大學獲得學士學位。

##### 非執行董事

**劉江**，49歲，從本公司註冊成立之日起就擔任本公司執行董事，並於二零一五年三月二十七日調任非執行董事。劉先生於二零一零年十二月加入本集團，並在Blink Milestones Limited和Sonic Force Limited(均為控股股東)擔任董事。彼亦擔任和泓控股集團的董事會主席。劉先生於一九九一年從中國華東交通大學獲得經濟學學士學位。

## Directors' Report (Continued)

### 董事會報告(續)

**Hua Guanfa**, aged 33, has been a non-executive Director since 5 February 2016. Mr. Hua worked for the Nanfeng Media Group from July 2005 to June 2010. From July 2010 to April 2015, he held various positions (including deputy director, director of general management, and secretary to the board of directors) at Weichai Heavy Machinery Co., Ltd., a company listed on the Shenzhen Stock Exchange (stock code: 000880.SZ). In April 2015, Mr. Hua joined Beijing Irena Group Co., Ltd., a company listed on the National Equities Exchange and Quotations System in the PRC (stock code: 834358), and has served as a director, deputy general manager and secretary to the board of directors since June 2015. Mr. Hua received his Bachelor of Journalism degree from Lanzhou University in 2005 and Master of Business Administration degree from Chinese Academy of Science in 2013.

**Fan Tai**, aged 45, joined the Company as a non-executive Director on 7 March 2014. Mr. Fan serves as Chief Investment Officer at KongZhong Corporation, a company listed on NASDAQ (stock code: KZ) since 2009, and as the executive director for KongZhong Corporation since 18 December 2014. Mr. Fan served as vice president of finance from 2002 to 2009 and executive director from 2003 to 2009 at TOM Online, a web portal. Mr. Fan obtained his EMBA degree from the State University of New Jersey, U.S. in 2003 and Bachelor of Economics degree from the Beijing Institute of Economics, China in 1994.

**Chen Xian**, aged 35, has been a non-executive Director since 7 March 2014. Mr. Chen also serves as director general manager of CMC Capital Partners since May 2013. From July 2009 to March 2013, he worked at Providence Equity Asia Limited and served as a director by the time he left. Prior to that, Mr. Chen served at Morgan Stanley Private Equity Asia Division from 2004 to June 2009. Mr. Chen obtained his Bachelor of Engineering degree in Electronics Engineering from Tsinghua University, China in 2003.

**華觀發**，33歲，於二零一六年二月五日獲委任為非執行董事。彼自二零零五年七月至二零一零年六月於南方報業傳媒集團任職。自二零一零年七月至二零一五年四月，彼曾於深圳證券交易所上市公司濰柴重機股份有限公司(股份代碼：000880.SZ)擔任多個職位(包括綜合部副部長、部長及董事會秘書)。於二零一五年四月，華先生加入於全國中小企業股份轉讓系統掛牌的公司體育之窗文化股份有限公司(股份代碼：834358)，並自二零一五年六月起出任董事、副總經理及董事會秘書。華先生於二零零五年在蘭州大學獲得新聞學學士學位，於二零一三年在中國科學院獲得工商管理碩士學位。

**樊泰**，45歲，於二零一四年三月七日加入本公司擔任非執行董事。樊先生自二零零九年起於空中網集團(一家於納斯達克上市的公司(股份代號：KZ)擔任投資總監，自二零一四年十二月十八日擔任空中網集團執行董事。樊先生於二零零二年至二零零九年擔任TOM Online(一個門戶網站)的財務副總裁並於二零零三年至二零零九年擔任執行董事。樊先生於二零零三年從美國新澤西州立大學獲得EMBA學位，並於一九九四年從中國北京經濟學院獲得經濟學學士學位。

**陳弦**，35歲，自二零一四年三月七日起擔任非執行董事。陳先生亦自二零一三年五月起擔任CMC Capital Partners的董事總經理。於二零零九年七月至二零一三年三月，陳先生就職於普維投資亞洲有限公司，彼於離開普維投資亞洲有限公司時任董事一職。在此之前，陳先生於二零零四年至二零零九年六月就職於摩根士丹利亞洲私募股權部。陳先生於二零零三年從中國清華大學獲得電子工程學學士學位。

## Directors' Report (Continued)

### 董事會報告(續)

#### Independent Non-Executive Directors

**Ge Xuan**, aged 46, has been an independent non-executive Director since the Listing. Mr. Ge serves as director general manager of Minsheng Tonghui Asset management Co., Ltd. Mr. Ge served as vice general manager of business department of Chengdu division, general manager of investment management department, and assistant to general manager at Guosen Securities Co., Ltd. from July 1993 to October 1998. He also served as manager of trade investment department and assistant to general manager of Boshi Fund Management Co., Ltd. from January 1999 to June 2000. He was a member of the Investment Decision Committee and Risk Management Committee, director of trading department, assistant to the president of Penghua Fund Management Co., Ltd. from July 2000 to March 2002, chief investment officer of Jin Yuan Securities Co., Ltd. from August 2002 to December 2003, and vice president and director of Huaxi Securities Co., Ltd. from December 2003 to October 2010. He has been a director of Wangxiang Trust Co., Ltd since 18 August 2012. Mr. Ge obtained his Bachelor's degree in Economics from Shenzhen University in 1993 and obtained his Master degree in Business Administration from Cheung Kong Graduate School of Business in 2010.

**Lu Zhong**, aged 54, has been an independent non-executive Director since the Listing. Mr. Lu worked at the General Planning Bureau under the Ministry of Machine & Electric Industry of China as a civil servant from August 1984 to August 1990; as deputy chief executive officer of 8848.net from May 2000 to May 2002; as general sales manager of China and Hong Kong region of Advanced Micro Devices, Inc., a company listed on the New York Stock Exchange (stock code: AMD) from July 2003 to October 2004. Mr. Lu then served as the chairman of the board of HiChina.com and the chief strategy officer from then to September 2009 as well as the president from 2010 until December 2012 at HiChina.com. Mr. Lu served as a vice president of the Alibaba Group from December 2012 until July 2014. Mr. Lu became the founding partner of Beijing Zhonghai Investment Ltd since August 2014. Mr. Lu obtained his Bachelor's degree in computer and application from Harbin Institute of Electrical Engineering in 1984, and obtained his Master degree in Business Administration from Cheung Kong Graduate School of Business in 2010.

#### 獨立非執行董事

**葛旋**，46歲，自上市起擔任獨立非執行董事。葛先生擔任民生通惠資產管理有限公司的董事總經理。葛先生於一九九三年七月至一九九八年十月擔任國信證券股份有限公司的成都業務部副總經理、投資管理部總經理及總經理助理。彼亦於一九九九年一月至二零零零年六月擔任博時基金管理有限公司的貿易投資經理及總經理助理。彼於二零零零年七月至二零零二年三月擔任鵬華基金管理有限公司的投資決策委員會及風險管理委員會成員及貿易部門主管及總裁助理，於二零零二年八月至二零零三年十二月擔任金元證券股份有限公司的投資總監，以及於二零零三年十二月至二零一零年十月擔任華西證券有限責任公司的副總裁及董事。彼自二零一二年八月十八日起擔任萬向信託有限公司的董事。葛先生於一九九三年從深圳大學獲得經濟學學士學位並於二零一零年獲得長江商學院工商管理碩士學位。

**魯眾**，54歲，自上市起擔任獨立非執行董事。魯先生曾於一九八四年八月至一九九零年八月在中國機械電子工業部下屬的總規劃局擔任電腦系統工程師；於二零零零年五月至二零零二年五月擔任北京珠穆朗瑪電子商務網絡服務有限公司的副行政總裁；於二零零三年七月至二零零四年十月擔任Advanced Micro Devices, Inc. (一家於紐約證券交易所上市的公司(股份代號: AMD)中國及香港區銷售總經理。此後，魯先生擔任北京萬網誌成科技有限公司董事會主席及自該時起至二零零九年九月於北京萬網誌成科技有限公司擔任策略總監，並於二零一零年至二零一二年十二月擔任總裁。魯先生自二零一二年十二月至二零一四年七月擔任阿里巴巴集團的副總裁。魯先生自二零一四年八月成為北京眾海投資有限公司創立合夥人。魯先生於一九八四年從哈爾濱電工學院獲得計算機及應用學士學位，並於二零一零年獲得長江商學院工商管理碩士學位。

## Directors' Report (Continued)

### 董事會報告(續)

**Cheung Chung Yan, David**, aged 41, has been an independent non-executive Director since the Listing. Prior to joining our Company, Mr. Cheung has been the financial controller and the company secretary of Geely Automobile Holdings Limited, a company listed on the Stock Exchange (stock code: 0175) since 17 May 2005. Mr. Cheung served as a director of DSI Holdings Pty Limited from June 2009 until August 2014. Mr. Cheung holds a Bachelor's Degree in Business Administration in Accounting from the Hong Kong University of Science and Technology. He is a fellow member of the Association of Chartered Certified Accountants and a member of The Hong Kong Institute of Directors. Mr. Cheung has over 19 years of experience in auditing, accounting and financial management.

### Biographical Details of Senior Management

#### Senior Management

**Zhang Peng**, aged 40, joined our Group as president in February 2014. Mr. Zhang is responsible for mobile games operation of the Company. He also served as assistant to general manager of Zhuowang Information Technology Co., Ltd. from April 2011 to November 2013. He founded and was the executive vice president of Yisanjiu Mobile Internet Company from November 2008 to April 2011. He served as deputy head of business centre, deputy head of product development, deputy head of cooperation and management centre of the monternet division of China Mobile Communications Corporation, a company listed on both the New York Stock Exchange (stock code: CHL) and the Stock Exchange (stock code: 0941), from September 1998 to October 2008. Mr. Zhang received his Bachelor Degree in electronics and information systems from Shandong University, China in 1998 and obtained his Master degree in Business Administration from Cheung Kong Graduate School of Business in 2009.

**張頌仁**，41歲，自上市日期起擔任獨立非執行董事。於加入本公司前，張先生自二零零五年五月十七日起擔任吉利汽車控股有限公司(一間於聯交所上市之公司，股份代號：0175)的財務總監兼公司秘書。張先生自二零零九年六月至二零一四年八月擔任DSI Holdings Pty Limited的董事。張先生擁有香港科技大學會計學工商管理學士學位。彼為特許公認會計師公會資深會員及香港董事學會成員。張先生於審核、會計及財務管理方面擁有超過19年的經驗。

### 高級管理層履歷詳情

#### 高級管理層

**張鵬**，40歲，於二零一四年二月加入本集團擔任總裁。張先生負責本公司的移動遊戲業務。彼亦於二零一一年四月至二零一三年十一月擔任卓望資訊技術有限公司的總經理助理。彼成立了一三九移動互聯網公司並於二零零八年十一月至二零一一年四月擔任執行副總裁。彼於一九九八年九月至二零零八年十月於中國移動通信集團公司(China Mobile Communications Corporation)(一家於紐約證券交易所(股份代號：CHL)及聯交所(股份代號：0941)上市的公司)擔任業務中心副主任、產品開發副主任、移動夢網分部(monternet division)合作及管理中心副主任。張先生於一九九八年從中國山東大學獲得電子及信息系統學士學位，並於二零零九年獲得長江商學院工商管理碩士學位。

## 15. DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company under which they agreed to act as executive Directors for an initial term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either the executive Director or the Company.

## 15. 董事服務合約

各執行董事已與本公司訂立服務合約，據此，彼等同意出任執行董事，初步任期為三年，自上市日期起生效，可由執行董事或本公司向另一方發出不少於三個月之書面通知終止。

## Directors' Report (Continued)

### 董事會報告(續)

Mr. Hua Guanfa has signed an appointment letter with the Company for a term of three years commencing from 5 February 2016, and each of the other non-executive Directors and the independent non-executive Directors has signed an appointment letter with the Company for a term of three years commencing from the Listing Date. The appointments of Directors are subject to the provisions of retirement and rotation of Directors under the Articles of Association.

None of the Directors proposed for re-election at the forthcoming annual general meeting ("AGM") has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

## 16. DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, no transactions, arrangements or contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at any time during the year ended 31 December 2016.

## 17. DIRECTORS' EMOLUMENTS

Details of the remuneration of the Directors and those of the five highest paid individuals are set out in Note 10 to the consolidated financial statements. The remuneration of the Directors are determined based on the market price and contribution made by such Directors to the Company. There has been no arrangement under which any Director has waived or agreed to waive any emoluments.

## 18. PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director or other officer of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favor, or in which he is acquitted.

華觀發先生與本公司簽訂了從二零一六年二月五日開始為期三年的委任函。其他各非執行董事及獨立非執行董事已與本公司簽署委任函，自上市日期起為期三年。董事委任須遵守組織章程細則有關董事輪值告退之條文。

於應屆股東週年大會(「股東週年大會」)擬膺選連任之董事概無訂立由本公司或其任何附屬公司於一年內毋須賠償(發定賠償除外)而終止之未屆滿服務合約。

## 16. 董事於重大交易、安排及合約之權益

除本年度報告披露者外，於截至二零一六年十二月三十一日止年度期間任何時間，本公司或其任何附屬公司並無訂立與本集團業務有關連，而董事直接或間接擁有重大權益之重大交易、安排及合約。

## 17. 董事酬金

有關董事及五名最高薪酬人士之酬金詳情載列於綜合財務報表附註10。董事酬金乃根據市價及該董事為本公司作出的貢獻釐定。本公司並無訂立任何安排，據此董事放棄或同意放棄任何酬金。

## 18. 獲准許的彌償條文

根據組織章程細則，各董事或本公司其他高級人員有權以本公司資產彌償對彼作為董事或本公司其他高級人員，無論獲判勝訴或無罪的任何民事或刑事法律程序中就進行辯護所產生或蒙受的所有虧損或負債。

## Directors' Report (Continued)

### 董事會報告(續)

The Company has maintained Directors' liability insurance during the year ended 31 December 2016 and up to the date of this annual report which provides appropriate cover for the Directors.

本公司於截至二零一六年十二月三十一日止年度期間及直至本年報日期已為董事投保董事責任保險以提供適當的保障。

### 19. DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2016, the interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken, or are deemed to have taken, under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be recorded in the register required to be kept by the Company; or (c) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange were as follows:

### 19. 董事及主要行政人員於本公司股份、相關股份及債券中擁有的權益及淡倉

於二零一六年十二月三十一日，本公司董事及主要行政人員於本公司或其相關法團(定義見證券及期貨條例第XV部)之股份、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8分部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相關條文彼等被當作或被視為擁有的權益及淡倉);或(b)根據證券及期貨條例第352條須記錄於本公司根據該條例存置之登記冊;或(c)根據標準守則須知會本公司及聯交所的權益及淡倉如下:

Name of Directors	Capacity/Nature of Interest	Number of Shares held	Approximate percentage of interest in the Company <sup>(4)</sup>
董事姓名	身份/權益性質	所持股份數目	佔本公司權益的概約百分比 <sup>(4)</sup>
<b>Shares</b>			
<b>股份</b>			
Mr. Liu Jiang ("Mr. Liu")	Interest of a party to an agreement regarding interest in the Company <sup>(1)</sup>	175,343,364 (L)	22.29%
劉江先生(「劉先生」)	一項與本公司權益有關的協議的訂約方權益 <sup>(1)</sup>		
<b>Share Options</b>			
<b>購股權</b>			
Mr. Yang	Beneficial interest <sup>(2)</sup>	36,531,064 (L)	4.64%
楊先生	實益權益 <sup>(2)</sup>		
Mr. Ng	Beneficial Interest <sup>(2)</sup>	36,531,064 (L)	4.64%
伍先生	實益權益 <sup>(2)</sup>		

## Directors' Report (Continued)

### 董事會報告(續)

#### Notes:

- (1) Pursuant to the concert party agreement entered into among Mr. Zhang Rongming ("Mr. Zhang"), Mr. Liu, Mr. Shen Dongri ("Mr. Shen"), Mr. Li Jianhua, Ms. Long Qi ("Ms. Long") and Beijing Tongshengcheng Investment Management Center (LLP) on 22 February 2014, Mr. Zhang, Mr. Liu, Mr. Shen and Ms. Long undertook to vote unanimously for any resolution proposed at board and shareholders meetings of the Company and Beijing Lianzhong. Mr. Liu's wife, who is deemed to be Mr. Liu's concert party, holds 2,182,000 Shares.
- (2) The interest relates to the options granted under the Management Pre-IPO Share Option Scheme and the 2014 Share Option Scheme to each of Mr. Yang and Mr. Ng, respectively. On 8 January 2016, each of Mr. Yang and Mr. Ng were granted 3,920,000 options respectively under the 2014 Share Option Scheme. Please refer to the Company's Prospectus and the announcements dated 5 January 2015 and 8 January 2016 for further details.
- (3) The letter "L" denotes the person's long position in such Shares.
- (4) The percentages are calculated on the basis of 786,793,374 Shares in issue as at 31 December 2016.

Save as disclosed above, as at 31 December 2016, none of the Directors and chief executives of the Company and their respective associates had or is deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executives of the Company are taken or deemed to have under such provisions of the SFO), or were required to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or which will be required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

#### 附註:

- (1) 根據由張榮明先生(「張先生」)、劉先生、申東日先生(「申先生」)、李建華先生、龍奇女士(「龍女士」)及北京同盛成投資管理中心(有限合伙)於二零一四年二月二十二日訂立之一致行動方協議，張先生、劉先生、申先生及龍女士承諾一致投票贊成於本公司及北京聯眾董事會及股東大會上提呈的任何決議案。劉先生的妻子被視作劉先生的一致行動方，持有2,182,000股股份。
- (2) 該等權益與根據管理層首次公開發售前購股權計劃及二零一四年購股權計劃分別授予楊先生及伍先生的購股權有關。於二零一六年一月八日，根據二零一四年購股權計劃，楊先生及伍先生各自分別獲授予3,920,000份購股權。有關進一步詳情，請參閱本公司招股章程以及日期分別為二零一五年一月五日及二零一六年一月八日的公告。
- (3) 「L」代表該人士於該等股份之好倉。
- (4) 按於二零一六年十二月三十一日已發行的786,793,374股股份計算百分比。

除上文所披露者外，於二零一六年十二月三十一日，本公司董事及主要行政人員及彼等各自的聯繫人士概無於本公司或其相聯法團(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或被視作擁有根據證券及期貨條例第XV部第7及8分部的規定須知會本公司及聯交所的任何權益或淡倉(包括根據證券及期貨條例有關條文本公司董事及主要行政人員擁有或被視為擁有的權益及淡倉)，或根據證券及期貨條例第352條須記錄於本公司所存置的登記冊的任何權益或淡倉，或根據標準守則知會本公司及聯交所的任何權益或淡倉。

## Directors' Report (Continued)

### 董事會報告(續)

#### Substantial Shareholders' Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company

As at 31 December 2016, the following persons (other than the Directors or the chief executives of the Company) had interests or short positions in the Shares or underlying Shares or debentures of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

#### 主要股東於本公司股份、相關股份及債券中擁有之權益及淡倉

於二零一六年十二月三十一日，下列人士(本公司董事或主要行政人員除外)於本公司股份或相關股份或債券中擁有須根據證券及期貨條例第336條記錄於本公司根據該條例存置的登記冊內的權益或淡倉：

Name of Directors 股東名稱	Capacity/Nature of Interest 身份/權益性質	Number of Shares held 所持股份數目	Approximate percentage of interest in the Company <sup>(5)</sup> 佔本公司權益的概約百分比 <sup>(5)</sup>
Irena Group Co., Ltd. 體育之窗文化股份有限公司	Interest of controlled corporation 於受控法團的權益	226,000,000 <sup>(1)</sup> (L)	28.72% <sup>(1)</sup>
Glassy Mind Holdings Limited 亮智控股有限公司	Beneficial owner 實益擁有人	226,000,000 <sup>(1)</sup> (L)	28.72% <sup>(1)</sup>
Mr. Zhang 張先生	Interest of a party to an agreement regarding interest in the Company <sup>(2)</sup> 一項與本公司權益有關的協議的訂約方權益 <sup>(2)</sup>	175,343,364 (L)	22.29%
Elite Vessels Limited	Interest of a party to an agreement regarding interest in the Company <sup>(2)</sup> 一項與本公司權益有關的協議的訂約方權益 <sup>(2)</sup>	175,343,364 (L)	22.29%
Mr. Shen 申先生	Interest of a party to an agreement regarding interest in the Company <sup>(2)</sup> 一項與本公司權益有關的協議的訂約方權益 <sup>(2)</sup>	175,343,364 (L)	22.29%
Prosper Macrocism Limited	Interest of a party to an agreement regarding interest in the Company <sup>(2)</sup> 一項與本公司權益有關的協議的訂約方權益 <sup>(2)</sup>	175,343,364 (L)	22.29%
Ms. Long 龍女士	Interest of a party to an agreement regarding interest in the Company <sup>(2)</sup> 一項與本公司權益有關的協議的訂約方權益 <sup>(2)</sup>	175,343,364 (L)	22.29%
Golden Liberator Limited	Interest of a party to an agreement regarding interest in the Company <sup>(2)</sup> 一項與本公司權益有關的協議的訂約方權益 <sup>(2)</sup>	175,343,364 (L)	22.29%
Sonic Force Limited	Interest of a party to an agreement regarding interest in the Company <sup>(2)</sup> 一項與本公司權益有關的協議的訂約方權益 <sup>(2)</sup>	175,343,364 (L)	22.29%



## Directors' Report (Continued)

### 董事會報告(續)

Name of Directors 股東名稱	Capacity/Nature of Interest 身份/權益性質	Number of Shares held 所持股份數目	Approximate percentage of interest in the Company <sup>(5)</sup> 佔本公司權益 的概約百分比 <sup>(5)</sup>
Blink Milestone Limited	Interest of a party to an agreement regarding interest in the Company <sup>(2)</sup> 一項與本公司權益有關的協議的訂約方權益 <sup>(2)</sup>	175,343,364 (L)	22.29%
CMC Ace Holdings Limited <sup>(3)</sup>	Beneficial Owner 於受控制法團的權益	117,600,000 (L)	14.95%
CMC Capital Partners, GP, L.P. <sup>(3)</sup>	Interest of controlled corporation 於受控制法團的權益	117,600,000 (L)	14.95%
CMC Capital Partners, GP, Ltd. <sup>(3)</sup>	Interest of controlled corporation 於受控制法團的權益	117,600,000 (L)	14.95%
CMC Capital Partners, L.P. <sup>(3)</sup>	Interest of controlled corporation 於受控制法團的權益	117,600,000 (L)	14.95%
La Confiance Investments Ltd. <sup>(3)</sup>	Interest of controlled corporation 於受控制法團的權益	117,600,000 (L)	14.95%
Le Bonheur Holdings Ltd. <sup>(3)</sup>	Interest of controlled corporation 於受控制法團的權益	117,600,000 (L)	14.95%

Notes:

- (1) The 226,000,000 Shares represent the same block of Shares held by a chain of ownership involving Glassy Mind Holdings Limited. 139,076,924 Shares registered in the name of Glassy Mind Holdings Limited were pledged in favor of China Merchants Bank Co., Ltd., Shanghai Xujiahui Sub-branch pursuant to a share pledge agreement dated 29 June 2016 (as amended from time to time).
- (2) The 175,343,364 Shares represent the same block of Shares pursuant to the Concert Party Agreement.
- (3) The 117,600,000 Shares represent the same block of Shares held by a chain of ownership involving CMC Capital Partners.
- (4) The letter "L" denotes the person's long position in such Shares.
- (5) The percentages are calculated on the basis of 786,793,374 Shares in issue as at 31 December 2016.

附註：

- (1) 226,000,000股股份指由包括亮智控股有限公司之一連串擁有人持有的同一批股份。登記於亮智控股有限公司名下的139,076,924股股份已根據一份日期為二零一六年六月二十九日的股份抵押協議(經不時修訂)以招商銀行股份有限公司上海徐家匯支行為受益人作抵押。
- (2) 該等175,343,364股股份指一致行動方協議項下的同一批股份。
- (3) 該等117,600,000股股份指由包括CMC Capital Partners之一連串擁有人持有的同一批股份。
- (4) 「L」代表該人士於該等股份之好倉。
- (5) 按於二零一六年十二月三十一日已發行的786,793,374股計算百分比。

## Directors' Report (Continued)

### 董事會報告(續)

Save as disclosed above, as at 31 December 2016, the Directors and the chief executives of the Company were not aware of any other person (other than the Directors or chief executives of the Company) who had an interest or short position in the Shares or underlying Shares as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

除以上所披露者外，於二零一六年十二月三十一日，本公司董事及主要行政人員概不知悉任何其他人士(本公司董事或主要行政人員除外)於股份或相關股份中擁有須根據證券及期貨條例第336條記錄於本公司根據該條例存置的登記冊內的權益或淡倉。

## 20. CONNECTED TRANSACTIONS

During the year ended 31 December 2016, save as disclosed below, no other related party transactions disclosed in Note 30 to the consolidated financial statements constitutes a connected transaction or continuing connected transaction which should be disclosed pursuant to Chapter 14A of the Listing Rules. All the connected transactions and continuing connected transactions with disclosure requirements under the Listing Rules during the year were listed below. The Directors confirm they have complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

## 20. 關連交易

於截至二零一六年十二月三十一日止年度內，綜合財務報表附註30披露的關聯方交易概不構成根據上市規則第14A章須予以披露的關連交易或持續關連交易。年內所有附帶上市規則披露規定之關連交易及持續關連交易於下文詳列。董事確認已遵守上市規則第14A章有關的披露規定。

## Directors' Report (Continued)

### 董事會報告(續)

#### Connected Transaction — Limited Partnership Agreement for the Subscription of Interest in the Investment Fund

The Group holds various investments in mind-sports across an array of platforms including PC, mobile and real life tournaments. In view of the development and expansion of the Group, on 21 June 2016, the Board approved and announced that Beijing Lianzhong, Mr. Liu, Mr. Zhang and Mr. Shen entered into a limited partnership agreement (the "**Limited Partnership Agreement**") pursuant to which the parties agreed to be limited partners of Beijing Zhongchuang Yonglian Investment Management Centre (LLP), a fund established in Beijing of the PRC (the "**the Investment Fund**"). Pursuant to the Limited Partnership Agreement, the total capital commitment to the Investment Fund was RMB201 million (approximately HK\$237.32 million), among which, RMB54 million (approximately HK\$63.76 million) was to be jointly contributed by Mr. Liu, Mr. Zhang and Mr. Shen, RMB40 million (approximately HK\$47.23 million) was to be contributed by Beijing Lianzhong, and RMB107 million (approximately HK\$126.33 million) was to be contributed by other parties to the Limited Partnership Agreement. Mr. Liu is a non-executive Director, and Mr. Zhang was a past Director within the last twelve months of the Limited Partnership Agreement. Mr. Liu and Mr. Zhang were therefore connected persons of the Company. In addition, at the time of entering into the Limited Partnership Agreement, Mr. Shen held 175,343,364 Shares pursuant to the Concert Party Agreement and was a substantial Shareholder. Mr. Shen is therefore a connected person of the Company. Accordingly, the aforesaid transaction constituted a connected transaction of the Company. Further details of the transaction is set out in the announcement of the Company dated 21 June 2016.

There was a material variation to the terms of the above-mentioned transaction in relation to the subscription of interest in the Investment Fund. On 2 December 2016, the Board approved and announced that Mr. Liu, Mr. Zhang, Mr. Shen and Beijing Lianzhong entered into a restated and amended partnership agreement, pursuant to which the parties agreed that the total capital commitment to the Investment Fund would be reduced from RMB201 million (approximately HK\$266.5 million) to RMB101 million (approximately HK\$113.8 million) (the "**Restated and Amended Partnership Agreement**"). Among which, RMB27 million (approximately HK\$30.4 million) was to be jointly contributed by Mr. Liu, Mr. Zhang and Mr. Shen, RMB23 million (approximately HK\$25.9 million) was to be contributed by Beijing Lianzhong, and RMB51 million (approximately HK\$57.5 million) was to be contributed by other parties. Save as disclosed above, all other terms of the Limited Partnership Agreement remain unchanged in all material respect. Please refer to the announcement of the Company dated 2 December 2016 for further details.

#### 關聯交易—就認購投資基金權益之有限責任合夥協議

本集團持有多項橫跨一系列遊戲平台(包括個人電腦、移動以及真實賽事)之智力運動投資。考慮到本集團發展及擴張,於二零一六年六月二十一日,董事會批准及公佈北京聯眾與劉先生、張先生及申先生訂立了有限責任合夥協議(「**有限責任合夥協議**」),據此訂約方同意為北京眾創永聯投資管理中心(有限合夥)(於中國北京建立的基金)(「**投資基金**」)之有限責任合夥人。根據有限合夥協議,投資基金之承擔出資總額為人民幣201百萬元(約237.32百萬港元),其中人民幣54百萬元(約63.76百萬港元)將由劉先生、張先生及申先生出資、人民幣40百萬元(約47.23百萬港元)將由北京聯眾出資,以及人民幣107百萬元(約126.33百萬港元)將由有限責任合夥協議之其他訂約方出資。劉先生為非執行董事,張先生為有限合夥協議過去十二個月內的前任董事。劉先生及張先生因此為本公司關聯人士。此外,訂立有限合夥協議時,申先生持有一致行動方協議項下的175,343,364股股份,為主要股東。申先生因此為本公司關聯人士。因此,上述交易構成本公司之關聯交易。有關交易詳情載於本公司日期為二零一六年六月二十一日之公告。

有關認購投資基金權益的上述交易存在重大變化。二零一六年十二月二日,董事會批准及公佈劉先生、張先生、申先生以及北京聯眾訂立了經重訂及修訂合夥協議,據此,各方同意投資基金之承擔出資總額從人民幣201百萬元(約266.5百萬港元)減至人民幣101百萬元(約113.8百萬港元)(「**經重訂及修訂合夥協議**」)。其中,人民幣27百萬元(約30.4百萬港元)將由劉先生、張先生及申先生出資,人民幣23百萬元(約25.9百萬港元)將由北京聯眾出資,以及人民幣51百萬元(約57.5百萬港元)將由其他訂約方出資。除上述所披露者外,有限合夥協議之所有其他條款在所有重大方面保留不變。詳情請參閱本公司日期為二零一六年十二月二日之公告。

## Directors' Report (Continued)

### 董事會報告(續)

The Board believes that the subscription of interest in the Investment Fund under the Limited Partnership Agreement will provide a platform for the Group to leverage its existing business experience, resources and network to explore new business opportunities for acquisitions, and also minimise the investment risks of the Group. The investment in the Investment Fund is in line with the Company's long-term corporate strategy.

### Connected Transaction — Capital Increase Agreement in relation to Tianjin Allied Esports Internet Technology Co., Ltd.

On 23 September 2016, the Board approved and announced that Beijing Lianzhong iRena Leisure Club (Beijing) Co., Ltd. ("**iRena Leisure Club**"), Shanghai Wangyu Communication Technology Co., Ltd. ("**Shanghai Wangyu**"), Shanghai Dacheng Internet Technology Co., Ltd. ("**Shanghai Dacheng**"), and Ourpalm Co., Ltd. ("**Ourpalm**") entered into a capital increase agreement, pursuant to which Beijing Lianzhong, iRena Leisure Club and Shanghai Dacheng agreed to make an aggregate capital contribution of RMB75 million to Tianjin Allied eSports Arena Internet Technology Co., Ltd., a company incorporated under the laws of the PRC ("**Allied eSports**"), of which RMB37.5 million would be contributed to the registered capital of Allied eSports and RMB37.5 million would be contributed to the capital reserve of Allied eSports (the "**Capital Increases**"). Upon completion of the Capital Increases, the registered capital of Allied eSports would be increased from RMB30 million to RMB67.5 million. Allied eSports would be held as to 60.45% by Beijing Lianzhong, 10% by iRena Leisure Club, 9.55% by Shanghai Wangyu, 15.56% by Shanghai Dacheng, and 4.44% by Ourpalm. Further details of the transaction are set out in the announcement of the Company dated 23 September 2016.

Irena Group Co., Ltd. (the "**Irena Group**") was interested in approximately 28.76% of the issued share capital of the Company at the time of entering into the capital increase agreement and was a substantial Shareholder. The Irena Group is a connected person of the Company pursuant to Rule 14A.07(1) of the Listing Rules. As a wholly-owned subsidiary of the Irena Group, iRena Leisure Club is therefore an associate of Irena Group and also a connected person of the Company. Allied eSports is a non wholly-owned subsidiary of the Company, and Irena Group holds 10% or more of the voting power in Allied eSports. Allie eSports is therefore a connected subsidiary of the Company under Rule 14A.16 of the Listing Rules. Accordingly, each of the Capital Increases by Beijing Lianzhong and by iRena Leisure Club to Allied eSports constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

董事會相信，根據有限責任合夥協議認購投資基金之權益將為本集團提供平台，藉其現有業務經驗、資源及網絡以探索新收購商機，並可將本集團之投資風險減至最低。投資於投資基金與本公司長遠企業策略一致。

### 關連交易—有關天津聯盟電競互聯網科技有限公司之增資協議

於二零一六年九月二十三日，董事會批准並宣佈，北京聯眾、體育之窗休閒俱樂部(北京)有限公司(「**體育之窗休閒俱樂部**」)、上海網魚資訊科技有限公司(「**上海網魚**」)、上海大承網絡技術有限公司(「**上海大承**」)及北京掌趣科技股份有限公司(「**掌趣**」)訂立增資協議，據此，北京聯眾、體育之窗休閒俱樂部及上海大承同意向根據中國法律註冊成立之公司天津聯盟電競互聯網科技有限公司(「**聯盟電競**」)作出合共人民幣75百萬元之增資，其中人民幣37.5百萬元將注入聯盟電競之註冊資本，人民幣37.5百萬元將注入聯盟電競之資本儲備(「**增資**」)。增資完成後，聯盟電競註冊資本將由人民幣30百萬元增加至人民幣67.5百萬元。北京聯眾、體育之窗休閒俱樂部、上海網魚、上海大承及掌趣將分別持有聯盟電競60.45%、10%、9.55%、15.56%及4.44%之權益。有關該交易的進一步詳情載於本公司日期為二零一六年九月二十三日之公告。

體育之窗文化股份有限公司(「**體育之窗**」)於訂立增資協議時擁有本公司已發行股本約28.76%，並為本公司主要股東。根據上市規則第14A.07(1)條，體育之窗為本公司之關連人士。作為體育之窗之全資附屬公司，體育之窗休閒俱樂部因此為體育之窗之聯繫人及本公司關連人士。聯盟電競為本公司非全資附屬公司，而體育之窗持有聯盟電競10%或以上投票權。因此，根據上市規則第14A.16條，聯盟電競為本公司關連附屬公司。因此，北京聯眾及體育之窗休閒俱樂部各自向聯盟電競增資構成本公司於上市規則第十四A章項下之關連交易。

## Directors' Report (Continued)

### 董事會報告(續)

The total capital contribution raised under the capital increase agreement will be used as general working capital by Allied eSports to develop its eSports operation and management businesses. The Capital Increases will provide Allied eSports with important funding to expand its global footprint in the eSports markets, including but not limited to the establishment of new eSports arenas within the PRC and overseas.

### Continuing Connected Transactions — The VIE Structure 1

On 11 December 2001, the State Council promulgated the Regulations for the Administration of Foreign-Invested Telecommunications Enterprises (《外商投資電信企業管理規定》) (the “**FITE Regulations**”), which were amended on 10 September 2008. According to the FITE Regulations, foreign investors are not allowed to hold more than 50% of the equity interests of a company providing value-added telecommunications services. In addition, a foreign investor who invests in a value-added telecommunications business in the PRC must demonstrate a good track record and prior experience in providing value-added telecommunications outside the PRC prior to acquiring any equity interests in any value-added telecommunications services business in the PRC (the “**Qualification Requirement**”). Currently, none of the applicable PRC laws, regulations or rules provides clear guidance or interpretation on the Qualification Requirement. Therefore, in order for the Company to be able to carry on its business in the PRC, the Group has entered into a series of agreements to enable the Company to gain effective control over, and receive all the economic benefits generated by the business currently operated by Beijing Lianzhong and its subsidiary on the one hand, and Beijing Lianzhong and its shareholders on the other hand. Please refer to the Prospectus for further details.

As at 31 December 2016, the Company has no update to disclose in relation to the Qualification Requirement.

根據增資協議籌集之資本供款總額將被聯盟電競用作一般營運資金，以開發其電子競技運營及管理業務。增資將為聯盟電競提供重要資金，以擴張其於全球電子競技市場之佔有率，包括但不限於在中國及海外建立新的電子體育競技場。

### 持續關連交易—可變權益實體架構1

於二零零一年十二月十一日，國務院頒佈《外商投資電信企業管理規定》(「**FITE 規定**」)並於二零零八年九月十日作出修訂。根據FITE規定，外商投資者不得於提供增值電信服務之公司持有超過50%之股權。此外，向中國增值電信業務投資之外商投資者，於收購中國增值電信服務業務中的任何股權前，必須有於中國境外提供增值電信服務之良好業績和過往經驗(「**資格要求**」)。目前，並無適用中國法律、法規或規則對資格要求提供明確指導或詮釋。因此，為使本公司能於中國開展業務，本集團已訂立一系列協議，使得本公司對北京聯眾及其附屬公司作為一方與北京聯眾及其股東作為另一方經營之業務獲得實際控制並收取有關業務產生之所有經濟效益。進一步詳情，請參閱招股章程。

於二零一六年十二月三十一日，本公司概無更新有關資格要求之披露資料。

## Directors' Report (Continued)

### 董事會報告(續)

As disclosed in the Prospectus, the Group conducts its online game business through the PRC Operating Entity, Beijing Lianzhong, an important wholly-owned subsidiary of the Group. Beijing Lianzhong is principally engaged in the operation of online card and board games. Because of certain foreign investment restrictions, it was not viable for the Company to hold Beijing Lianzhong directly through equity ownership as a foreign investor. In line with common practice in industries which is subject to foreign investment restrictions in the PRC, the Company would gain effective control over, and receive all the economic benefits generated by the business currently operated by Beijing Lianzhong and its subsidiaries through a series of contractual arrangements (“**Contractual Arrangements 1**”) between Beijing Lianzhong Garden Network Technology Co. Ltd (the “**WFOE 1**”), the Company’s wholly-owned subsidiary on the one hand, and Beijing Lianzhong and its shareholders on the other hand. The Contractual Arrangements 1 allow Beijing Lianzhong’s financials and results of operations, together with those of its subsidiaries, to be consolidated into our financials as if it was a wholly-owned subsidiary of our Group (the “**VIE Structure 1**”).

During the year ended 31 December 2016, the Company controlled Beijing Lianzhong and WFOE 1 through the Contractual Arrangements 1. WFOE 1 is a limited company incorporated under the laws of the PRC on 21 January 2014 and a wholly-owned subsidiary of Lianzhong Holdings (Hong Kong) Limited, a company incorporated under the laws of Hong Kong on 18 December 2013 and a wholly-owned subsidiary of the Company. WFOE 1 is therefore a connected person of the Company pursuant to Rule 14A.07(5) of the Listing Rules. By virtue of the Contractual Arrangements 1, Beijing Lianzhong is a connected person of the Company for the purposes of Chapter 14A of the Listing Rules. The transactions contemplated under the Contractual Arrangements 1 therefore constituted continuing connected transactions of the Company. The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of these continuing connected transactions.

誠如招股章程中披露，本集團透過中國營運實體(北京聯眾，本集團的重大全資附屬公司)開展網上遊戲業務。北京聯眾主要從事在線棋牌遊戲運營。因若干外商投資限制，本公司作為外商投資人士，透過股權所有權直接持有北京聯眾乃屬不可行。按照中國受到外商投資限制所規限之行業慣例，本公司將透過本公司之全資附屬公司北京聯眾家園網絡科技有限責任公司(「**外商獨資企業1**」)作為一方與北京聯眾及其股東作為另一方訂立之一系列合約安排(「**合約安排1**」)，對現時由北京聯眾及其附屬公司經營之業務獲得實際控制並收取有關業務產生之所有經濟效益。合約安排1使北京聯眾之財務數據及經營業績連同其附屬公司之財務數據及經營業績能夠綜合至我們之財務數據，猶如其為本集團之全資附屬公司(「**可變權益實體架構1**」)。

於截至二零一六年十二月三十一日止年度期間，北京聯眾及外商獨資企業1通過合約安排1受本公司控制。外商獨資企業1為一家根據中國法律於二零一四年一月二十一日註冊成立之有限公司，為聯眾控股(香港)之全資附屬公司，聯眾控股(香港)為一家根據香港法例於二零一三年十二月十八日註冊成立之本公司全資附屬公司，根據上市規則第14.07(5)條，外商獨資企業1為本公司關連人士。由於合約安排1，北京聯眾根據上市規則第14A章為本公司之關連人士。因此，合同安排1項下擬進行之交易構成本公司的持續關連交易。本公司確認其所有的持續關連交易已遵守上市規則14A章的披露規定。

## Directors' Report (Continued)

### 董事會報告(續)

#### Reasons for the Contractual Arrangements 1

Details of the reasons for using the Contractual Arrangements 1 are set out on pages 130 to 132 of the Prospectus.

#### Risks associated with the Contractual Arrangements 1

We believe the following risks are associated with the Contractual Arrangements 1. Further details of these risks are set out on pages 35 to 39 of the Prospectus.

- If the PRC government finds that the agreements that establish the structure for operating our business in China do not comply with applicable PRC laws and regulations, or if these laws and regulations or their interpretations change in the future, we could be subject to severe penalties and our business may be materially and adversely affected.
- The Group relies on the Contractual Arrangements 1 to control and obtain economic benefits from Beijing Lianzhong, which may not be as effective in providing operational control as equity ownership.
- The shareholders of Beijing Lianzhong may have conflicts of interest with us, which may materially and adversely affect our business and financial condition.
- Certain terms of the Contractual Arrangements 1 may not be enforceable under PRC laws.
- We may lose the ability to use and enjoy assets held by Beijing Lianzhong that are important to the operation of our business if Beijing Lianzhong declares bankruptcy or becomes subject to a dissolution or liquidation proceeding.
- The Contractual Arrangements 1 between the WFOE 1 and Beijing Lianzhong may subject our Group to increased income tax due to the different income tax rates applicable to the WFOE 1 and Beijing Lianzhong, which may adversely affect our results of operations.
- The Group's exercise of the option to acquire equity interests of Beijing Lianzhong may be subject to certain limitations and the ownership transfer may subject us to substantial costs.
- The Contractual Arrangements 1 between the WFOE 1 and Beijing Lianzhong may be subject to scrutiny by the PRC tax authorities and any finding that we or Beijing Lianzhong owe additional taxes could substantially reduce our consolidated net income and the value of our Shareholders' investment.

#### 合約安排1的原因

有關合約安排1原因詳情載於招股章程第130至132頁。

#### 有關合約安排1之風險

我們認為，下列風險與合約安排有關。有關該等風險之進一步詳情載於招股章程第35至39頁。

- 倘中國政府發現有關於我們中國業務運營的合約安排並不符合中國法律及法規，或倘該等法律及法規或其詮釋未來出現變動，我們將受到嚴重處罰，且我們的業務將受到重大不利影響。
- 本集團依賴合約安排1控制及從北京聯眾獲得經濟利益，於提供經營控制方面，可能不及所有權控制有效。
- 北京聯眾股東可能與我們產生利益紛爭，從而對我們的業務及財務狀況產生重大不利影響。
- 合約安排1之若干條款可能在中國法律下無法得到執行。
- 倘北京聯眾宣告破產或進行解散或清算程序，我們可能失去使用及享有聯眾持有之對我們業務營運屬重要之資產的權利。
- 外商獨資企業1與北京聯眾之合約安排1可能導致本集團所得稅增加，乃由於外商獨資企業1與北京聯眾適用之不同所得稅率對我們的經營業績可能造成不利影響。
- 本集團行使選擇權收購聯眾權益可能受限於若干限制，且所有權轉讓可能產生大量成本。
- 外商獨資企業1與北京聯眾之間之合約安排1可能需經中國稅務機關檢查，任何有關我們或北京聯眾虧欠額外稅項之發現將大幅降低我們的綜合收益淨額及我們股東的投資價值。

## Directors' Report (Continued)

### 董事會報告(續)

#### Mitigation actions taken by the Company

- The Company has existing protections measures under the Contractual Arrangements 1. The Company's Risk Management Committee will regularly review the compliance and performance of such conditions under the Contractual Arrangements 1.
- The Company's public affair department and legal department will deal with matters relating to compliance and regulatory enquiries from relevant PRC authorities and report to the Board on a regular basis.
- Legal advisers and other professional have been and will continue to be retained to assist the Company to deal with related matters arising from the Contractual Arrangements 1, and the auditors of the Group have been engaged to provide annual confirmations regarding the Contractual Arrangements 1.

#### The extent to which the Contractual Arrangements 1 relate to requirements other than the foreign ownership restriction

All of the Contractual Arrangements 1 are subject to the restrictions as set out on pages 130 to 132 of the Prospectus.

#### Contractual Arrangements 1

During the year ended 31 December 2016, the Contractual Arrangements 1 comprised six agreements, namely (a) the Master Exclusive Service Agreement 1, (b) the Business Cooperation Agreement 1, (c) the Exclusive Option Agreement 1, (d) the Share Pledge Agreement 1, (e) the Proxy Agreement 1 and (f) the Power of Attorney 1.

#### 本公司採取之緩和措施

- 本公司擁有合約安排1項下現有保護措施。本公司風險管理委員會將定期審查合約安排1項下相關條件之遵守及履行情況。
- 本公司之公共事務部及法律部門將處理合規有關情況及政府部門查詢事項，並定期向董事會報告。
- 法律顧問及其他專業人士已經及將繼續協助本公司處理合約安排1產生之有關事項，且本集團已委聘核數師就合約安排1提供年度確認。

#### 合約安排1內除外資擁有權限制外有關規定

所有合約安排1須遵守招股章程第130至132頁所載限制規定。

#### 合約安排1

於截至二零一六年十二月三十一日止年度期間，合同安排1包含六份協議，即(a)獨家服務總協議1、(b)業務合作協議1、(c)獨家購股權協議1、(d)股份質押協議1、(e)委託協議1及(f)授權委託書1。



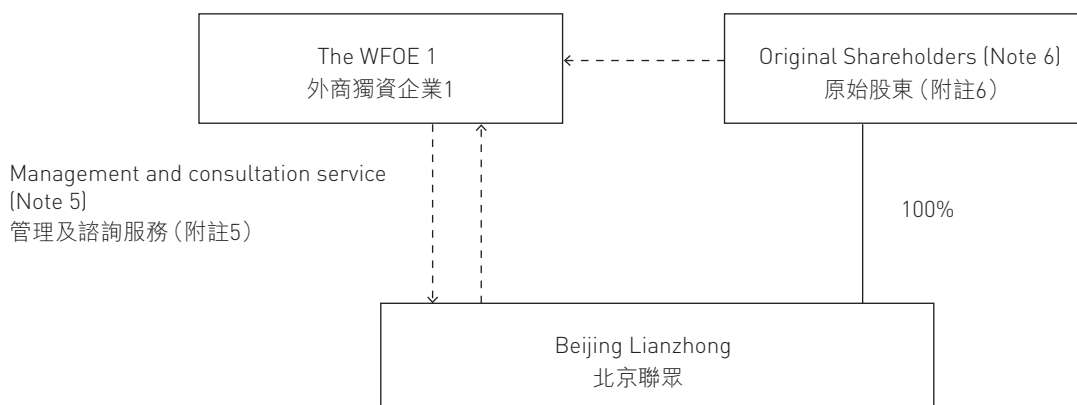
## Directors' Report (Continued)

### 董事會報告(續)

The following diagram illustrates how economic benefits flow from Beijing Lianzhong to our Group under the Contractual Arrangements 1:

下表闡述根據合約安排1，北京聯眾為本集團帶來之經濟利益：

- |  |
|--|
| <p>(1) Covenants not to materially affect Beijing Lianzhong's assets and business and right to appoint its directors and officers (Note 1)</p> <p>(2) Power of attorney to exercise all shareholders' rights in Beijing Lianzhong (Note 2)</p> <p>(3) Exclusive option to acquire all or part of the equity interest in Beijing Lianzhong (Note 3)</p> <p>(4) First priority security interest over the entire equity interest in Beijing Lianzhong (Note 4)</p> |
| <p>(1) 不會對北京聯眾之資產及業務以及委任其董事及高級職員之權利造成重大影響之契諾(附註1)</p> <p>(2) 行使北京聯眾所有股東權利之授權委託書(附註2)</p> <p>(3) 收購北京聯眾全部或部分股權之獨家購股權(附註3)</p> <p>(4) 對北京聯眾全部股權之第一優先抵押權益(附註4)</p>  |



“——” denotes direct legal and beneficial ownership in the equity interest and “- - - ->” denotes contractual relationship.

「——」表示於股權中之直接法定及實益所有權，「- - - ->」表示合約關係。

Notes:

- Please refer to the section headed “Contractual Arrangements 1 – Business Cooperation Agreement 1” of this annual report for details.
- Please refer to the section headed “Contractual Arrangements 1 – Proxy Agreement and Power of Attorney 1” of this annual report for details.
- Please refer to the section headed “Contractual Arrangements 1 – Exclusive Option Agreement 1” of this annual report for details.
- Please refer to the section headed “Contractual Arrangements 1 – Share Pledge Agreement 1” of this annual report for details.

附註：

- 有關詳情，請參閱本年度報告「合約安排1—業務合作協議1」一節。
- 有關詳情，請參閱本年度報告「合約安排1—委託協議及授權委託書1」一節。
- 有關詳情，請參閱本年度報告「合約安排1—獨家購股權協議1」一節。
- 有關詳情，請參閱本年度報告「合約安排1—股份質押協議1」一節。

## Directors' Report (Continued)

### 董事會報告(續)

- Please refer to the section headed "Contractual Arrangements 1 – Master Exclusive Service Agreement 1" of this annual report for details.
- Original Shareholders are Mr. Zhang, Mr. Liu, Mr. Shen, Mr. Bao Yueqiao, Ms. Long and Ms. Wu Lan.

#### Master Exclusive Service Agreement 1

Beijing Lianzhong entered into a master exclusive service agreement with the WFOE 1 on 28 January 2014 (the "**Master Exclusive Service Agreement 1**"), pursuant to which, in exchange for a quarterly service fee, Beijing Lianzhong agreed to engage the WFOE 1 as its exclusive provider for the following services:

- any activities not within its normal business scope, or operating its business in a way that is inconsistent with its past practice;
- providing technology development and transfer, and technical consulting services;
- providing occupation and pre-occupation staff training services;
- providing public relation services;
- providing market investigation, research and consulting services;
- providing mid- or short-term market development and market planning services;
- providing human resource management and internal information management;
- providing network development, upgrade and daily maintenance;
- providing sale services of self-produced products;
- licensing of software;
- providing maintenance services in respect of computer software and hardware system, database and computer servers;
- providing maintenance and upgrade services in respect of the online games;
- providing training services in respect of online game technology and operations;

- 有關詳情，請參閱本年度報告「合約安排1—獨家服務總協議1」一節。
- 原股東為張先生、劉先生、申先生、鮑嶽橋先生、龍女士及烏蘭女士。

#### 獨家服務總協議1

北京聯眾於二零一四年一月二十八日與外商獨資企業1訂立獨家服務總協議（「**獨家服務總協議1**」），據此，為換取季度服務費，北京聯眾同意委聘外商獨資企業1擔任其以下服務之獨家供應商：

- 不在其正常業務範圍內的任何活動，或以與其過去做法不一致的方式經營其業務；
- 提供技術開發及轉讓以及技術諮詢服務；
- 提供在職及入職前員工培訓服務；
- 提供公共關係服務；
- 提供市場調查、研究及諮詢服務；
- 提供中期或短期市場開發及市場規劃服務；
- 提供人力資源管理及內部信息管理；
- 提供網絡開發、升級及日常維護；
- 提供自主生產產品之銷售服務；
- 軟件授權；
- 提供與電腦軟件及硬件系統、數據庫及電腦伺服器有關之維護服務；
- 提供與網絡遊戲有關之維護及升級服務；
- 提供與網絡遊戲技術及經營有關之培訓服務；

## Directors' Report (Continued)

### 董事會報告(續)

- providing research and development services in respect of online game software and maintenance of the system;
- selling and authorising Beijing Lianzhong to license software; and
- other services determined from time to time by the WFOE 1 according to the need of business and capacity of the WFOE 1 and its designated affiliates.

Under the Master Exclusive Service Agreement 1, the service fee is equal to 100% of the consolidated net profits of Beijing Lianzhong. The WFOE 1 may adjust the service fee at its sole discretion with reference to the working capital requirements of Beijing Lianzhong and in accordance with several factors relating to the services provided, including (i) technical difficulty and complexity of the services; (ii) time spent in providing the services; (iii) contents and commercial value of the services; and (iv) the benchmark price of similar services in the market. Since Beijing Lianzhong's funding requirements are satisfied by their residual operating cash after paying the service fee to the WFOE 1, we do not expect to transfer any net proceeds from the Global Offering to Beijing Lianzhong.

Intellectual property rights are developed during the normal course of business of Beijing Lianzhong since its daily operations involve, among other things, research and development and game development. Pursuant to the Master Exclusive Service Agreement 1, any intellectual properties developed by performance of the Master Exclusive Service Agreement 1, including but not limited to copyrights, trademarks, patents, technical secrets and knowhow, belong to the WFOE 1. If a development is based on the intellectual properties owned by Beijing Lianzhong, Beijing Lianzhong shall warrant and guarantee that such intellectual properties are flawless and it shall bear all damages and losses caused to the WFOE 1 by any flaw of such intellectual properties. The WFOE 1 has the right to recover all of its losses from Beijing Lianzhong for liabilities to any third party.

The Master Exclusive Service Agreement 1 can be terminated by the WFOE 1 at any time upon 30 days' written notice to Beijing Lianzhong. The Master Exclusive Service Agreement 1 shall also be terminated upon the transfer of all the shares of Beijing Lianzhong to the WFOE 1 and/or a third party designated by the WFOE 1 pursuant to the Exclusive Option Agreement 1.

- 提供與網絡遊戲軟件及系統維護有關之研發服務；
- 向北京聯眾銷售及授權許可軟件；及
- 外商獨資企業1根據外商獨資企業1及其指定聯屬人士之業務需求及能力不時釐定之其他服務。

根據獨家服務總協議1，服務費相等於北京聯眾綜合淨利潤之100%。外商獨資企業1可參照北京聯眾之營運資本需求並根據與所提供服務有關之幾項因素全權調整服務費，包括(i)服務之技術難度及複雜性；(ii)提供服務時所用之時間；(iii)服務之內容及商業價值；及(iv)市場中類似服務之基準價格。由於向外商獨資企業1支付服務費之後北京聯眾之資金需求乃由其剩餘營運現金予以滿足，我們預計不會向北京聯眾轉讓來自全球發售之任何所得款項淨額。

由於北京聯眾之日常業務涉及(其中包括)研發及遊戲開發，因此知識產權乃於其正常業務過程中開發。根據獨家服務總協議1，透過履行獨家服務總協議1所產生之任何知識產權(包括但不限於版權、商標、專利、技術機密及訣竅)均屬於外商獨資企業1。倘開發乃基於北京聯眾所擁有之知識產權，則北京聯眾須保證及擔保有關知識產權乃屬無瑕疵且其須承擔有關知識產權之任何瑕疵為外商獨資企業1帶來之所有損害及損失。外商獨資企業1有權就北京聯眾對任何第三方之負債取得其所有損失。

獨家服務總協議1可由外商獨資企業1於向北京聯眾發出三十天書面通知後之任何時間予以終止。獨家服務總協議1亦須於根據獨家購股權協議1向外商獨資企業1及/或外商獨資企業1指定之第三方轉讓北京聯眾所有股份之後終止。

## Directors' Report (Continued)

### 董事會報告(續)

#### Business Cooperation Agreement 1

Beijing Lianzhong, its shareholders and the WFOE 1 entered into a business cooperation agreement on 28 January 2014 (the "**Business Cooperation Agreement 1**"). Under the Business Cooperation Agreement 1, Beijing Lianzhong and its shareholders, jointly and severally, agree and covenant that, without obtaining the written consent of the WFOE 1, Beijing Lianzhong shall not, and Beijing Lianzhong's shareholders shall cause Beijing Lianzhong not to, engage in any transaction which may materially affect its asset, obligation, right or operation, including without limitation:

- any activities not within its normal business scope, or operating its business in a way that is inconsistent with its past practice;
- merger, reorganization, acquisition or restructuring of its principal business or assets, or acquisition or investment in any other form;
- offering any loan to any third party, incurring any debt from any third party, or assuming any debt other than in the ordinary course of business;
- engaging, changing or dismissing any director or any senior management officer;
- selling to or acquiring from any third party, mortgaging, licensing or disposing of in other ways tangible or intangible assets, other than in the ordinary course of business;
- incurring, inheriting, assuming or guaranteeing any debt that are not incurred during the ordinary course of business, using its assets to provide security or other forms of guarantees to any third party, or setting up any other encumbrances over its assets;
- making any supplement, amendment or alternation to its articles of association and by-laws, increasing or decreasing of its registered capital or changing the structure of its registered capital in other manners;
- making a distribution of a dividend, or share interest or sponsorship interest in any way, provided that upon the written request of the WFOE 1, Beijing Lianzhong shall immediately distribute part or all of its distributable profits to its shareholder(s) who shall in turn immediately and unconditionally pay or transfer to the WFOE 1 any such distribution;

#### 業務合作協議 1

北京聯眾、其股東及外商獨資企業1於二零一四年一月二十八日訂立業務合作協議(「**業務合作協議1**」)。根據業務合作協議1，北京聯眾及其股東共同及個別同意並契諾，未獲得外商獨資企業1書面同意，北京聯眾不可且北京聯眾之股東須促使北京聯眾不參與可能對其資產、義務、權利或經營造成重大影響之任何交易，包括但不限於：

- 不在其正常業務範圍內之任何活動，或以與其過往做法不一致之方式經營其業務；
- 其主營業務或資產之合併、整合、收購或重組，或任何其他形式之收購或投資；
- 於正常業務過程以外，向任何第三方提供任何貸款，引致來自任何第三方之任何債務或承擔任何債務；
- 委聘、變更或解僱任何董事或任何高級管理人員；
- 除於正常業務過程以外，向任何第三方出售或收購、抵押、許可或以其他方式處置有形或無形資產；
- 引致、繼承、承擔或擔保並非於正常業務過程中引致之任何債務，使用其資產向任何第三方提供抵押品或其他形式之擔保或對其資產設置任何其他產權負擔；
- 對其組織章程細則及附則作出任何補充、修訂或變更，增加或減少其註冊資本或以其他方式改變其註冊資本之架構；
- 以任何方式作出股息或股份權益或發起權益之分派，惟前提條件為於外商獨資企業1發出書面請求後，北京聯眾須立即向其股東分派其部分或全部可分派利潤，股東轉而應立即及無條件地向外商獨資企業1支付或轉讓任何有關分派；

## Directors' Report (Continued)

### 董事會報告(續)

- executing any material contract, except contracts executed in the ordinary course of business (for purpose of this subsection, the WFOE 1 may define a material contract at its sole discretion);
- selling, transferring, mortgaging or disposing of in any manner any legal or beneficial interest in its business or revenues, or allowing the encumbrance thereon of any security interest;
- a dissolution or a liquidation and distribution of residual assets; or
- causing any of its branches or subsidiaries to engage in any of the foregoing or enter into any contract, agreement or other legal documents which may lead to or result in any of the foregoing.

In addition, Beijing Lianzhong agreed and covenanted to the WFOE 1 that Beijing Lianzhong shall, and the shareholders shall cause Beijing Lianzhong to:

- accept suggestions raised by the WFOE 1 over the engagement and replacement of employees, daily operations, dividend distribution and financial management systems of Beijing Lianzhong, and Beijing Lianzhong shall strictly abide by and perform accordingly;
- maintain Beijing Lianzhong's corporate existence in accordance with good financial and business standards and practices by prudently and effectively operating its business and handling its affairs;
- conduct Beijing Lianzhong's businesses in the ordinary course of business to maintain the asset value of Beijing Lianzhong and refrain from any act or omission that may adversely affect Beijing Lianzhong's operating status and asset value;
- provide the WFOE 1 with information on Beijing Lianzhong's business operations and financial condition at the request of the WFOE 1;
- if requested by the WFOE 1, procure and maintain insurance in respect of Beijing Lianzhong's assets and business from an insurance carrier acceptable to the WFOE 1, at an amount and type of coverage typical for companies that operate similar businesses;

- 除於正常業務過程中簽署之合約以外，簽署任何重大合約(就此分節而言，為外商獨資企業1可全權界定之重大合約)；
- 以任何方式出售、轉讓、抵押或處置其業務或收入之任何法定或實益權益，或認可任何抵押權益有關之產權負擔；
- 解散或清算及剩餘資產的分派；或
- 促使其任何分公司或附屬公司從事任何前述交易或訂立任何合約、協議或可能致使或導致任何前述交易之其他法律文件。

此外，北京聯眾同意並向外商獨資企業1契諾，北京聯眾應且股東應促使北京聯眾：

- 接受外商獨資企業1對以下事項提出之建議：北京聯眾僱員之委聘及更換、日常經營、股息分派及財務管理系統，且北京聯眾須相應地嚴格遵守並履行；
- 透過審慎及有效地經營其業務及處理其事務，根據良好之財務及業務標準及慣常做法維持北京聯眾之企業存續；
- 於正常業務過程中開展北京聯眾之業務以保持北京聯眾之資產價值並避免可能對北京聯眾之經營狀況及資產價值造成不利影響之任何作為或疏忽；
- 於外商獨資企業1提出要求時向外商獨資企業1提供與北京聯眾業務經營及財務狀況有關之資料；
- 倘外商獨資企業1提出要求，則按經營類似業務之公司典型之保險金額及類型，就北京聯眾之資產及業務購買及維持外商獨資企業1可接受之承保人之保險；

## Directors' Report (Continued)

### 董事會報告(續)

- immediately notify the WFOE 1 of the occurrence or possible occurrence of any litigation, arbitration or administrative proceedings relating to Beijing Lianzhong's assets, business or revenue; and
- execute all necessary or appropriate documents, take all necessary or appropriate actions and file all necessary or appropriate complaints or raise necessary and appropriate defences against all claims so as to maintain the ownership by Beijing Lianzhong of all of its assets.

According to the Business Cooperation Agreement 1, the shareholders of Beijing Lianzhong shall only appoint persons designated by the WFOE 1 as directors, the general manager, the chief financial officer and other senior management members of Beijing Lianzhong, and the shareholders shall dismiss any such directors or senior management members upon the request of the WFOE 1. Beijing Lianzhong and its shareholders also jointly and severally covenanted that Beijing Lianzhong shall seek appropriate approval from the WFOE 1 prior to entering in to any material contract.

Furthermore, the shareholders agree that, unless required by the WFOE 1, they shall not put forward, or vote in favour of, any shareholder resolution to, or otherwise request Beijing Lianzhong to, distribute profits, funds, assets or property to the shareholders, or to issue any dividends or other distributions with respect to the shares of Beijing Lianzhong held by the shareholders.

The Business Cooperation Agreement 1 shall remain effective as long as Beijing Lianzhong exists, unless the WFOE 1 terminates it upon 30 days' advance written notice or upon the transfer of all the shares held by Beijing Lianzhong's shareholders to the WFOE 1 and/or a third party designated by the WFOE 1.

#### Exclusive Option Agreement 1

Beijing Lianzhong and its shareholders entered into an exclusive option agreement with the WFOE 1 on 28 January 2014 (the "**Exclusive Option Agreement 1**"), pursuant to which the WFOE 1 has a right to require the respective shareholders to transfer any or all the shares of Beijing Lianzhong they hold to the WFOE 1 and/or a third party designated by it, in whole or in part at any time and from time to time, at the lowest price allowable under PRC laws and administration regulations at the time of transfer.

- 立即通知外商獨資企業1發生或可能發生與北京聯眾之資產、業務或收入有關之任何訴訟、仲裁或行政程序；及
- 簽署所有必要或適當之文件、採取所有必要或適當之行動以及提出所有必要或適當之投訴或對所有申索提出必要及適當之抗辯，以便保持北京聯眾對其所有資產之所有權。

根據業務合作協議1，北京聯眾之股東僅可委任外商獨資企業1指定之人士擔任北京聯眾之董事、總經理、首席財務官及其他高級管理層成員，且股東須於外商獨資企業1提出要求後解僱任何有關董事或高級管理層成員。北京聯眾及其股東亦共同及個別契諾，北京聯眾須於訂立任何重大合約之前尋求外商獨資企業1之適當批准。

此外，股東同意，除非外商獨資企業1要求，彼等不可提出或投票贊成任何股東決議案或以其他方式要求北京聯眾向股東分派利潤、資金、資產或物業或就股東持有之北京聯眾股份發放任何股息或其他分派。

除非外商獨資企業1於發出三十天提前書面通知後或向外商獨資企業1及/或外商獨資企業1指定之第三方轉讓北京聯眾股東持有之所有股份後終止業務合作協議1，否則只要北京聯眾繼續存在，業務合作協議1應持續有效。

#### 獨家購股權協議1

北京聯眾及其股東與外商獨資企業1於二零一四年一月二十八日訂立獨家購股權協議(「**獨家購股權協議1**」)，據此，外商獨資企業1有權要求各自之股東於任何時候及不時按中國法律及行政法規於轉讓時許可之最低價格向外商獨資企業1及/或其指定之第三方全部或部分轉讓其持有之任何或所有北京聯眾股份。

## Directors' Report (Continued)

### 董事會報告(續)

The Exclusive Option Agreement 1 shall remain effective as long as Beijing Lianzhong exists, and cannot be terminated by either Beijing Lianzhong or its shareholders. The Exclusive Option Agreement 1 can be terminated (i) by the WFOE 1 at any time upon 30 days' advance written notice to Beijing Lianzhong and its shareholders; or (ii) upon the transfer of all the shares held by the shareholders to the WFOE 1 and/or a third party designated by the WFOE 1.

Beijing Lianzhong and its shareholders, among other things, have covenanted that:

- without the prior written consent of the WFOE 1, they shall not in any manner supplement, change or amend the articles of association and bylaws of Beijing Lianzhong, increase or decrease its registered capital, or change the structure of its registered capital in other manners;
- they shall maintain Beijing Lianzhong's corporate existence in accordance with good financial and business standards and practices by prudently and effectively operating its business and handling its affairs;
- without the prior written consent of the WFOE 1, they shall not sell, transfer, mortgage or dispose of in any manner any assets of Beijing Lianzhong (except in the ordinary course of business), or legal or beneficial interest in the business or revenues of Beijing Lianzhong, or allow the encumbrance thereon of any security interest;
- without the prior written consent of the WFOE 1, they shall not incur, inherit, guarantee or assume any debt, except for debts incurred in the ordinary course of business;
- they shall always operate all of Beijing Lianzhong's businesses during the ordinary course of business to maintain the asset value of Beijing Lianzhong and refrain from any action/omission that may adversely affect Beijing Lianzhong's operating status and asset value;
- without the prior written consent of the WFOE 1, they shall not cause Beijing Lianzhong to execute any material contract (as defined by the WFOE 1 at its sole discretion), except the contracts executed in the ordinary course of business;

只要北京聯眾繼續存在，獨家購股權協議1應持續有效，不可由北京聯眾或其股東予以終止。獨家購股權協議1可以以下方式予以終止：(i)於向北京聯眾及其股東發出三十天提前書面通知後之任何時候由外商獨資企業1予以終止；或(ii)於向外商獨資企業1及／或外商獨資企業1指定之第三方轉讓股東持有之所有股份後予以終止。

北京聯眾及其股東(其中包括)已契諾：

- 未經外商獨資企業1事先書面同意，彼等不可以任何方式補充、變更或修訂北京聯眾之組織章程細則及附則、增加或減少其註冊資本或以其他方式改變其註冊資本之架構；
- 彼等須審慎及有效地經營其業務及處理其事務，根據良好之財務及業務標準及做法維持北京聯眾之企業存續；
- 未經外商獨資企業1事先書面同意，彼等不可以任何方式出售、轉讓、抵押或處置北京聯眾之任何資產(於正常業務過程中則除外)或北京聯眾之業務或收入之法定或實益權益或認可任何抵押權益上之產權負擔；
- 未經外商獨資企業1事先書面同意，彼等不可引致、繼承、擔保或承擔任何債務(於正常業務過程中所引致之債務則除外)；
- 彼等應始終於正常業務過程中經營北京聯眾之所有業務以保持北京聯眾之資產價值並避免可能對北京聯眾之經營狀況及資產價值造成不利影響之任何作為／疏忽；
- 除於正常業務過程中簽署之合約以外，未經外商獨資企業1事先書面同意，彼等不可促使北京聯眾簽署任何重大合約(由外商獨資企業1全權界定)；

## Directors' Report (Continued)

### 董事會報告(續)

- without the prior written consent of the WFOE 1, they shall not cause Beijing Lianzhong to provide any person with any loan or credit other than in the course of ordinary business;
- they shall provide the WFOE 1 with information on Beijing Lianzhong's business operations and financial condition at the request of the WFOE 1;
- if requested by the WFOE 1, they shall procure and maintain insurance in respect of Beijing Lianzhong's assets and business from an insurance carrier acceptable to the WFOE 1, at an amount and type of coverage typical for companies that operate similar businesses;
- without the prior written consent of the WFOE 1, they shall not cause or permit Beijing Lianzhong to merge, consolidate with, acquire or invest in any person;
- they shall immediately notify the WFOE 1 of the occurrence or possible occurrence of any litigation, arbitration or administrative proceedings relating to Beijing Lianzhong's assets, business or revenue;
- to maintain the ownership by Beijing Lianzhong of all of its assets, they shall execute all necessary or appropriate documents, take all necessary or appropriate actions and file all necessary or appropriate complaints or raise necessary and appropriate defences against all claims;
- they shall ensure that Beijing Lianzhong shall not, without the prior written consent of the WFOE 1, in any manner distribute dividends to its shareholder(s), provided that upon the written request of the WFOE 1, Beijing Lianzhong shall immediately distribute part or all of its distributable profits to its shareholder(s) who shall in turn immediately and unconditionally pay or transfer to the WFOE 1 any such distribution;
- at the request of the WFOE 1, they shall appoint any persons designated by the WFOE 1 as the directors and/or executive directors of Beijing Lianzhong;
- 除於正常業務過程中以外，未經外商獨資企業1事先書面同意，彼等不可促使北京聯眾向任何人士提供任何貸款或信貸；
- 於外商獨資企業1提出要求時，彼等須向外商獨資企業1提供與北京聯眾之業務經營及財務狀況有關之資料；
- 倘外商獨資企業1提出要求，則彼等須按經營類似業務之公司典型之保險金額及類型，就北京聯眾之資產及業務購買及維持來自外商獨資企業可接受之承保人之保險；
- 未經外商獨資企業1事先書面同意，彼等不可促使或允許北京聯眾合併、與之整合、收購或投資於任何人士；
- 彼等須立即通知外商獨資企業1發生或可能發生與北京聯眾之資產、業務或收入有關之任何訴訟、仲裁或行政程序；
- 為保持北京聯眾對其所有資產之所有權，彼等須簽署所有必要或適當之文件、採取所有必要或適當之行動以及提出所有必要或適當之投訴或對所有申索提出必要及適當之抗辯；
- 彼等須確保，未經外商獨資企業1事先書面同意，北京聯眾不可以任何方式向其股東分派股息，惟前提條件為於外商獨資企業1發出書面要求後，北京聯眾須立即向其股東分派其部分或全部可分派利潤，股東轉而應立即及無條件地向外商獨資企業1支付或轉讓任何有關分派；
- 於外商獨資企業1提出要求時，彼等須委任外商獨資企業1指定之任何人士擔任北京聯眾之董事及/或執行董事；



## Directors' Report (Continued)

### 董事會報告(續)

- they shall cause the meeting of shareholders and the board of directors of Beijing Lianzhong to pass shareholders' resolutions and board resolutions in accordance with the instruction of the WFOE 1; and
- unless otherwise mandatorily required by PRC laws, Beijing Lianzhong shall not be dissolved or liquidated without prior written consent by the WFOE 1.

#### Share Pledge Agreement 1

The shareholders of Beijing Lianzhong and the WFOE 1 entered into a share pledge agreement on 28 January 2014 (the "**Share Pledge Agreement 1**"). Under the Share Pledge Agreement 1, the shareholders of Beijing Lianzhong unconditionally and irrevocably pledged all of the shares of Beijing Lianzhong that they own, including any interest or dividend paid for such shares, to the WFOE 1 as a security for the performance of the obligations by Beijing Lianzhong and its shareholders under the Master Exclusive Service Agreement 1, the Business Cooperation Agreement 1, the Exclusive Option Agreement 1 and other agreements to be executed among Beijing Lianzhong, its shareholders and the WFOE 1 from time to time (collectively the "**Principal Agreements 1**").

The pledge shall remain valid until all parties have agreed to terminate the Share Pledge Agreement 1, the Principal Agreements 1 have been fulfilled to the satisfaction of the WFOE 1 or all of the Principal Agreements 1 have expired or been terminated.

Upon the occurrence and during the continuance of an event of default (as defined in the Share Pledge Agreement 1), the WFOE 1 shall have the right to require Beijing Lianzhong's shareholders to immediately pay any amount payable by Beijing Lianzhong under the Master Exclusive Service Agreement 1, repay any loans and pay any other due payments, and the WFOE 1 shall have the right to exercise all such rights as a secured party under any applicable PRC law, including without limitations, (i) to sell all or any part of the pledged shares at one or more public or private sales upon three days' written notice to the pledgor, and (ii) to execute an agreement with Beijing Lianzhong's shareholders to acquire the pledged shares based on their monetary value which shall be determined by referencing the their market price.

- 彼等須促使北京聯眾之股東會議及董事會根據外商獨資企業1之指示通過股東決議案及董事會決議案；及
- 除非中國法律另行強制性要求，否則未經外商獨資企業1事先書面同意，不可解散或清算北京聯眾。

#### 股份質押協議1

北京聯眾之股東與外商獨資企業1於二零一四年一月二十八日訂立股份質押協議(「**股份質押協議1**」)。根據股份質押協議1，北京聯眾之股東無條件及不可撤銷地向外商獨資企業1抵押其擁有之北京聯眾之所有股份(包括就有關股份支付之任何利息或股息)，作為北京聯眾及其股東履行其於獨家服務總協議1、業務合作協議1、獨家購股權協議1及北京聯眾、其股東與外商獨資企業1之間不時簽署之其他協議(統稱「**主要協議1**」)項下義務之質押品。

抵押應持續有效，直至各方已同意終止股份質押協議1、主要協議1之履行令外商獨資企業1滿意或所有主要協議1已屆滿或已終止。

於發生違約事件(定義見股份質押協議1)後及於違約事件持續期間，外商獨資企業1應有權要求北京聯眾之股東立即支付北京聯眾根據獨家服務總協議1應支付之任何款項、償還任何貸款並支付任何其他到期付款，且外商獨資企業1應有權作為被擔保方根據任何適用之中國法律行使所有有關權利，包括但不限於：(i)於向抵押人發出三天之書面通知後在一次或多次公開或私人出售時出售抵押股份之全部或任何部分，及(ii)與北京聯眾之股東簽署一份協議以其貨幣價值(應參照其市場價格予以釐定)收購抵押股份。

## Directors' Report (Continued)

### 董事會報告(續)

#### Proxy Agreement 1 and Power of Attorney 1

Beijing Lianzhong, each of its shareholders and the WFOE 1 entered into a proxy agreement and power of attorney on 28 January 2014 (the "Proxy Agreement 1 and Power of Attorney 1"). Under the Proxy Agreement 1 and Power of Attorney 1, each shareholder irrevocably appointed the WFOE 1 (as well as its successors, including a liquidator, if any, replacing the WFOE 1) as its attorney-in-fact to exercise on its behalf, and agreed and undertook not to exercise without such attorney-in-fact's prior written consent, any and all right that it has in respect of its shares in Beijing Lianzhong, including without limitation:

- to call and attend shareholders' meetings of Beijing Lianzhong, and receive notices and materials with respect to the shareholders' meeting;
- to execute and deliver any and all written resolutions and meeting minutes in the name and on behalf of such shareholder;
- to vote by itself or by proxy on any matters discussed on shareholders' meetings of Beijing Lianzhong, including without limitation, the sale, transfer, mortgage, pledge or disposal of any or all of the assets of Beijing Lianzhong;
- to sell, transfer, pledge or dispose of any or all of the shares in Beijing Lianzhong;
- to nominate, appoint or remove the directors, supervisors and senior management of Beijing Lianzhong when necessary;
- to oversee the economic performance of Beijing Lianzhong;
- to have full access to the financial information of Beijing Lianzhong at any time;
- to file any shareholder lawsuits or take other legal actions against Beijing Lianzhong's directors or senior management members when such directors or members are acting to the detriment of the interest of Beijing Lianzhong or its shareholder(s);
- to approve annual budgets or declare dividends;
- to manage and dispose of the assets of Beijing Lianzhong;

#### 委託協議1及授權委託書1

北京聯眾、其各位股東與外商獨資企業1於二零一四年一月二十八日訂立委託協議及授權委託書(「委託協議1及授權委託書1」)。根據委託協議1及授權委託書1，各股東不可撤銷地委任外商獨資企業1(以及取代外商獨資企業1之繼承者，包括清算人(如有))擔任其實際代理人以代表其行使並同意及承諾不會在未經有關實際代理人事先書面同意之情況下行使其與北京聯眾之股份有關之任何及所有權利，包括但不限於：

- 召開及出席北京聯眾之股東會議、收取與股東會議有關之通知及材料
- 以有關股東之名義並代表有關股東簽立及交付任何及所有書面決議案及會議紀要；
- 由其自身或由代理人對就北京聯眾股東會議討論之任何事項進行投票，包括但不限於出售、轉讓、抵押、質押或處置北京聯眾之任何或所有資產；
- 出售、轉讓、抵押或處置北京聯眾之任何或所有股份；
- 於必要時提名、委任或罷免北京聯眾之董事、監事及高級管理層；
- 監督北京聯眾之經濟效益；
- 於任何時候對北京聯眾之財務資料擁有完全使用權；
- 當北京聯眾之董事或高級管理層成員之行為有損於北京聯眾或其股東權益時，對有關董事或成員提出任何股東訴訟或採取其他法律行動；
- 批准年度預算或宣派股息；
- 管理及處置北京聯眾之資產；

## Directors' Report (Continued)

### 董事會報告(續)

- have the full rights to control and manage Beijing Lianzhong's finance, accounting and daily operation (including but not limited to signing and execution of contracts and payment of government taxes and duties);
- to approve the filing of any documents with the relevant governmental authorities or regulatory bodies; and any other rights conferred by the articles of association of Beijing Lianzhong and/or the relevant laws and regulations on the shareholders.

In addition, if any share transfer is contemplated under the Exclusive Option Agreement 1 and the Share Pledge Agreement 1 that Beijing Lianzhong's shareholders enter into for the benefits of the WFOE 1 or its affiliate, the WFOE 1 shall have the right to sign the share transfer agreement and other relevant agreements and to perform the Exclusive Option Agreement 1 and the Share Pledge Agreement 1.

The Proxy Agreement 1 and Power of Attorney 1 shall remain effective as long as Beijing Lianzhong exists. Beijing Lianzhong's shareholders shall not have the right to terminate the Proxy Agreement 1 and Power of Attorney 1 or to revoke the appointment of the attorney-in-fact without the prior written consent of the WFOE 1.

Apart from the above, there were no new contractual arrangements entered into, renewed or reproduced among Beijing Lianzhong and its shareholders, and the WFOE 1 during the year ended 31 December 2016. There was no material change in the Contractual Arrangements 1 and/or the circumstances under which they were adopted for the year ended 31 December 2016.

For the year ended 31 December 2016, none of the Contractual Arrangements 1 has been unwound as none of the restrictions that led to the adoption of structured contracts under the Contractual Arrangements 1 has been removed.

- 擁有完全控制及管理北京聯眾財務、會計及日常運營之權利(包括但不限於簽署及執行合約以及繳納政府稅項及關稅)；
- 批准任何文件於相關政府主管部門或監管機構備案；及北京聯眾之組織章程細則及／或與股東有關之相關法律法規賦予之任何其他權利。

此外，倘根據北京聯眾之股東為外商獨資企業1及其聯屬人士之利益訂立之獨家購股權協議1及股份質押協議1擬進行任何股份轉讓，則外商獨資企業1應有權簽署股份轉讓協議及其他相關協議並履行獨家購股權協議1及股份質押協議1。

只要北京聯眾繼續存在，委託協議1及授權委託書1應持續有效。未經外商獨資企業1事先書面同意，北京聯眾之股東無權終止委託協議1及授權委託書1或取消實際代理人之委任。

除了上述提及外，於截至二零一六年十二月三十一日止年度期間，北京聯眾及其股東與外商獨資企業1並無訂立、更新或重新訂立新合同安排。截至二零一六年十二月三十一日止年度，合同安排1及／或其採納的情況並無重大改變。

截至二零一六年十二月三十一日止年度，由於引致採納合約安排1項下的結構化合約限制並無移除，因此並無合約安排1已解除。

## Directors' Report (Continued)

### 董事會報告(續)

#### Revenue and Assets subject to the Contractual Arrangements 1

The revenue, profit for the year and total assets subject to the Contractual Arrangements 1 are set out as follows:

		Year ended <b>31 December 2016</b> 截至二零一六年 十二月三十一日止年度 <b>RMB'000</b> 人民幣千元	Year ended 31 December 2015 截至二零一五年 十二月三十一日止年度 RMB'000 人民幣千元	Year ended 31 December 2014 截至二零一四年 十二月三十一日止年度 RMB'000 人民幣千元
Revenue	收入	<b>747,481</b>	686,823	475,769
Profit for the year	年內利潤	<b>167,849</b>	126,731	123,045
		<b>As at 31 December 2016</b> 於二零一六年 十二月三十一日 <b>RMB'000</b> 人民幣千元	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元	As at 31 December 2014 於二零一四年 十二月三十一日 RMB'000 人民幣千元
Total assets	總資產	<b>899,640</b>	571,070	352,559

For the year ended 31 December 2016, the revenue and profit for the year subject to the Contractual Arrangements 1 amounted to approximately 85.8% (2015: 89.2%, 2014: 100.0%) and 120.4% (2015: 113.1%, 2014: 126.0%) of the revenue and profit for the year of the Group.

As at 31 December 2016, the total assets subject to the Contractual Arrangements 1 amounted to approximately 63.0% (2015: 47.9%, 2014: 36.5%) of the total assets of the Group.

#### 合約安排1項下的收益及資產

合約安排1項下的年內收益、利潤及總資產載列如下：

截至二零一六年十二月三十一日止年度，合約安排1項下之年內收入及利潤分別達本集團年內收入及利潤約85.8%（二零一五年：89.2%，二零一四年：100.0%）及120.4%（二零一五年：113.1%，二零一四年：126.0%）。

於二零一六年十二月三十一日，合約安排1項下之總資產達本集團總資產約63.0%（二零一五年：47.9%；二零一四年：36.5%）。

## Directors' Report (Continued)

### 董事會報告(續)

The independent non-executive Directors reviewed the Contractual Arrangements 1 and confirmed that the continuing connected transactions carried out thereunder during the year ended 31 December 2016 ("**Continuing Connected Transactions**") have been entered into (i) in the ordinary and usual course of business of the Group, (ii) on normal commercial terms or better, and (iii) according to the Contractual Arrangements 1 governing each of the Continuing Connected Transactions on terms that are fair and reasonable and in the interests of the Shareholders as a whole. The Directors also confirmed that no dividends or other distributions have been made by Beijing Lianzhong to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group.

In the opinion of our PRC legal advisor King & Wood Mallesons ("**PRC Legal Advisor**") dated 26 January 2016, the validity of which has been only continued on 21 March 2017, the Contractual Arrangements 1 are valid, binding and are in compliance with and enforceable under the applicable PRC laws and regulations, except that the Contractual Arrangements 1 provide that the arbitral tribunal or the arbitrators may award remedies over the shares or land assets of Beijing Lianzhong, relief or winding up of Beijing Lianzhong, and that courts of competent jurisdictions are empowered to grant interim injunctive relief or other interim relief in support of the arbitration when formation of the arbitral tribunal is pending or under appropriate circumstances, while under PRC laws, an arbitral tribunal or the arbitrators has no power to grant injunctive relief or provisional or final liquidation order to preserve the assets or any shares of Beijing Lianzhong in case of dispute.

Further, the Company's auditors were engaged to report on the Group's Continuing Connected Transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditors of the Company have issued their unqualified letter containing their findings and conclusions in respect of the Continuing Connected Transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules.

獨立非執行董事已經審閱合約安排1，並確認於截至二零一六年十二月三十一日止年度期間進行之持續關連交易(「**持續關連交易**」)乃(i)於本集團日常及一般業務過程中訂立；(ii)按正常或更優商業條款訂立；(iii)按規管各項持續關連交易之合約安排1訂立，其條款屬公平合理且符合股東整體利益。董事亦確認(i)北京聯眾並無向其股權持有人(該股權其後並無以其他方式分配或轉讓予本集團)支付任何股息或其他分派。

根據我們中國法律顧問金杜律師事務所(「**中國法律顧問**」)於2016年1月26日發表的意見，且該意見的有效性已於2017年3月21日適當確認，合約安排1屬有效、具約束力及遵守適用的中國法律及法規且可強制執行，惟合約安排1規定仲裁庭或仲裁員可對北京聯眾的股份或土地資產授予補救措施、可解散或清盤北京聯眾，且有關司法權區的主管法院有權在成立仲裁庭之前或在適當時候授出臨時禁制令補救措施或其他臨時補救措施以支持仲裁，根據中國法律，在產生糾紛的情況下，仲裁庭或仲裁員無權授出禁制令補救措施或臨時或最終清盤令以保留北京聯眾的資產或任何股份。

此外，本公司已委聘核數師，遵照香港會計師公會頒佈的香港鑒證業務準則第3000號(經修訂)「非審核或審閱過往財務資料的鑒證工作」，並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，對本集團的持續關連交易進行申報。本公司核數師已根據上市規則第14A.56條發出載有其有關本集團於上文披露之持續關連交易的發現及結論的無保留意見函件。

## Directors' Report (Continued)

### 董事會報告(續)

A copy of the auditors' letter on the Continuing Connected Transactions of the Group for the year ended 31 December 2016 has been provided by the Company to the Stock Exchange.

### Continuing Connected Transactions — the VIE Structure 2

On 9 February 2017, the Board of Ourgame approved and announced that the Group was conducting a series of reorganization steps that involve, among other things, (i) the Group establishing a new VIE structure by entering into new VIE agreements (collectively, the Master Exclusive Service Agreement 2, the Business Cooperation Agreement 2, the Proxy Agreement 2 and Power of Attorney 2, and the Exclusive Option Agreement 2 and the Share Pledge Agreement 2) ("**Contractual Arrangements 2**") among Tianjin Lianzhong Lequ Technology Development Co., Ltd. (the "**WFOE 2**") and Beijing Guangyao Hudong Technology Development Co., Ltd. ("**Beijing Guangyao**"), a limited liability company established in the PRC which is owned as to 100% by the registered owner, and its registered owner, Mr. Liang Jie ("**Registered Owner**"), and (ii) Beijing Lianzhong entering into asset transfer agreements with Beijing Guangyao, pursuant to which Beijing Lianzhong would transfer certain assets relating to the eSports, sports e-commerce business and other non-card-and-board games new internet businesses of the Group ("**eSports Business**") to Beijing Guangyao. Beijing Guangyao will principally be engaged in the eSports Business. Please refer to the announcement of the Company dated 9 February 2017 for further details.

After the signing of the Contractual Arrangements 2, the financial results of Beijing Guangyao is accounted for and consolidated in the accounts of the Group. Beijing Guangyao is therefore accounted for as if it is a wholly-owned subsidiary of the Company ("**VIE Structure 2**"). The Registered Owner, as the sole shareholder of Beijing Guangyao, becomes a connected person of the Company under Chapter 14A of the Listing Rules. As Beijing Guangyao is wholly-owned by the Registered Owner, Beijing Guangyao becomes an associate of the Registered Owner and is a connected person of the Company. Accordingly, the Contractual Arrangements 2 constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

本公司已將有關本集團截至二零一六年十二月三十一日止年度之持續關連交易之核數師函件副本呈交聯交所。

### 持續關連交易—可變權益實體2

於二零一七年二月九日，聯眾董事會批准並宣佈本集團正進行一系列之重組措施，其中包括，(i)本集團通過天津聯眾樂趣科技發展有限公司(「**外商獨資企業2**」)、北京光曜互動科技發展有限公司(「**北京光曜**」，一家由登記持有人100%擁有之於中國成立的有限公司)及其登記持有人梁傑先生(「**登記持有人**」)訂立新可變權益實體協議(獨家服務總協議2、業務合作協議2、委託協議2及授權委託書2、獨家購股權協議2及股份質押協議2之統稱)(「**合約安排2**」)以建立新可變權益實體架構，及(ii)北京聯眾與北京光曜訂立資產轉讓協議，據此，北京聯眾將有關本集團電子競技、體育電商業務以及其他非棋牌遊戲等新網絡業務(「**電子競技業務**」)之若干資產轉讓予北京光曜。北京光曜將主要從事電子競技業務。有關進一步詳情請參閱本公司日期為二零一七年二月九日之公告。

簽署合約安排2後，北京光曜之財務業績入賬並綜合至本集團賬目。北京光曜因此被視作本公司之全資附屬公司進行入賬處理(「**可變權益實體架構2**」)。根據上市規則第14A章，登記持有人將作為北京光曜之唯一股東成為本公司之關連人士。由於北京光曜由登記持有人全資擁有，北京光曜成為登記持有人之一名聯繫人並為本公司之關連人士。因此，合約安排2構成上市規則第14A章項下本公司之持續關連交易。

## Directors' Report (Continued)

### 董事會報告(續)

#### Reasons for the Contractual Arrangements 2

Since the Listing, the Group's business has grown at a significant pace and the Group's product offerings have significantly expanded. The Group has evolved from a pure integrated online card and board game platform, offering both PC games and mobile games to a global mind sports business offering online and offline products in the PRC and worldwide. The Group now holds various investments in mind sports across an array of platforms including PC, mobile and real life tournaments. The VIE Structure 2 separates the Group's eSports Business from the Online Games Business. The VIE Structure 1 will remain in place for the Group's management of its Online Games Business.

As disclosed in the Prospectus, due to applicable laws and regulatory restrictions on foreign ownership in the telecommunications industry (including online games, eSports and other internet related businesses) in the PRC and restrictions on foreign investors conducting value-added telecommunications services, the Group operates its businesses, including the Group's expanded eSports business, in the PRC through Beijing Lianzhong, and the Group has in place a series of contractual arrangements with Beijing Lianzhong that are designed to allow the Company to exercise control over the operations of Beijing Lianzhong and enjoy the economic benefits generated by Beijing Lianzhong. Please refer to the section headed "Contractual Arrangements" of the Prospectus for the detailed reasons as to why our businesses are required to be carried out by way of contractual arrangements from a perspective of compliance with PRC laws.

The Group's eSports Business and the Group's traditional online card and board games business (the "Online Games Business") are very different and at different stages of maturity, requiring different strategies, resources and management personnel. The VIE Structure 2 will allow the Group to better manage the eSports Business and the Online Games Business. Each of Beijing Lianzhong and Beijing Guangyao will have different profit and loss focuses, and the Group will have in place separate management personnel that are suitable to the respective business. Having separate entities operating the respective business will also allow the Group to more easily set appropriate key performance indicators for the respective businesses, management and employees, and for the Group to devise incentives and remunerations that are appropriate in each case.

#### 合約安排2之理由

自上市後，本集團的業務顯著增長且本集團的產品供應大力擴展。本集團從一個單純提供PC遊戲和移動遊戲的綜合在線棋牌遊戲平台，發展為在中國及全球提供在線及線下產品的全球智力運動業務。當前，本集團於智力運動行業持有各種投資，涵蓋一系列平台，包括PC端、移動端及真實賽事。可變權益實體架構2將本集團的電子競技業務從網絡遊戲業務區分開來。可變權益實體架構1將仍用於本集團管理其網絡遊戲業務。

誠如招股章程所披露，由於規限制電信行業(包括網絡遊戲、電子競技及其他互聯網有關的業務)的外資擁有權及限制外國投資者進行增值電信服務，本集團在中國通過北京聯眾經營其業務，包括本集團擴大的電競業務，且本集團與北京聯眾訂立一系列合約安排，旨在允許本公司對北京聯眾的經營實施控制並享有北京聯眾產生的經濟收益。有關業務須從遵守中國法律的角度以合約安排方式實施的詳細原因，請參閱招股章程「合約安排」一節。

本集團電子競技業務與本集團的傳統網絡棋牌遊戲業務(「網絡遊戲業務」)不盡相同且處於不同的成熟階段，需要不同的策略、資源及管理人員。可變權益實體架構2將允許本集團更好地管理電子競技業務及網絡遊戲業務。北京聯眾及北京光曜各自將會有不同的利潤及虧損重點，且本集團將安排適合不同業務的管理人員。擁有單獨的實體經營不同的業務亦使得本集團將更容易為不同業務、管理層及僱員以及本集團制定恰當之獎勵和報酬設定合適的重要績效指標。

## Directors' Report (Continued)

### 董事會報告(續)

Also, in order to further expand the Group's eSports Business, the Company may be required to obtain additional sources of funding in the future, such as by way of introducing third party investors either at the Company level or at the subsidiary level. Although the Company does not have any concrete plans as at the date of this directors' report to introduce any third party investors, the separation of the eSports Business and the Online Games Business via separate variable interest entity structures will allow the Company to have flexibility in the future to introduce investors depending on the actual business needs of the Company and negotiation with potential investors.

The Group believes that such added flexibilities and focus will be instrumental to nurturing and growing the eSports Business while continuing to maintain a healthy growth in the Online Games Business. Further details of the reasons for the Contractual Arrangements 2 are set out in the announcement of the Company dated 9 February 2017.

#### Risks associated with the Contractual Arrangements 2

We believe the following risks are associated with the Contractual Arrangements 2:

- If the PRC government finds that the agreements that establish the structure for operating our business in China do not comply with applicable PRC laws and regulations, or if these laws and regulations or their interpretations change in the future, we could be subject to severe penalties and our business may be materially and adversely affected.
- The Group relies on the Contractual Arrangements 2 to control and obtain economic benefits from Beijing Guangyao, which may not be as effective in providing operational control as equity ownership.
- The shareholders of Beijing Guangyao may have conflicts of interest with us, which may materially and adversely affect our business and financial condition.
- Certain terms of the Contractual Arrangements 2 may not be enforceable under PRC laws.
- We may lose the ability to use and enjoy assets held by Beijing Guangyao that are important to the operation of our business if Beijing Guangyao declares bankruptcy or becomes subject to a dissolution or liquidation proceeding.

同時，為進一步發展本集團電子競技業務，本公司須於未來取得額外的資金來源，如通過引入本公司層面或附屬公司層面的第三方投資者。儘管於本董事會報告日期本公司並無任何引入任何第三方投資者的具體計劃，但通過分離可變權益實體架構將電子競技業務與網絡遊戲業務分離可使本公司於未來靈活地引入投資者，惟須取決於本公司的實際業務需求及與潛在投資者的磋商。

本集團相信，該等增加的靈活性及關注將有利於培養和發展電子競技業務，同時持續維持網絡遊戲業務的健康發展。有關合約安排2之理由之進一步詳情載於本公司日期為二零一七年二月九日之公告。

#### 與合約安排2有關之風險

我們認為，下列風險與合約安排2有關：

- 倘中國政府發現有關於我們中國業務運營之合約安排並不符合適用中國法律及法規，或倘該等法律及法規或其詮釋未來出現變動，我們將受到嚴重處罰，且我們之業務將受到重大不利影響。
- 本集團依賴合約安排2控制及從北京光曜獲得經濟利益，於提供經營控制方面，可能不及所有權控制有效。
- 北京光曜股東可能與我們產生利益紛爭，從而對我們的業務及財務狀況產生重大不利影響。
- 合約安排2之若干條款可能在中國法律下無法得到執行。
- 倘北京光曜宣告破產或進行解散或清算程序，我們可能失去使用及享有北京光曜持有之對我們業務營運屬重要之資產的權利。



## Directors' Report (Continued)

### 董事會報告(續)

- The Contractual Arrangements 2 between the WFOE 2 and Beijing Guangyao may subject our Group to increased income tax due to the different income tax rates applicable to the WFOE 2 and Beijing Guangyao, which may adversely affect our results of operations.
- The Group's exercise of the option to acquire equity interests of Beijing Guangyao may be subject to certain limitations and the ownership transfer may subject us to substantial costs.
- The Contractual Arrangements 2 between the WFOE 2 and Beijing Guangyao may be subject to scrutiny by the PRC tax authorities and any finding that we or Beijing Guangyao owe additional taxes could substantially reduce our consolidated net income and the value of our Shareholders' investment.

#### Mitigation actions taken by the Company

The same mitigation actions as that for the VIE Structure 1 have been and will be taken for the VIE Structure 2:

- The Company has existing protections measures under the Contractual Arrangements 2. The Company's Risk Management Committee will regularly review the compliance and performance of such conditions under the Contractual Arrangements 2.
- The Company's public affair department and legal department will deal with matters relating to compliance and regulatory enquiries from relevant PRC authorities and report to the Board on a regular basis.
- Legal advisers and other professional have been and will continue to be retained to assist the Company to deal with related matters arising from the Contractual Arrangements 2, and the auditors of the Group will be engaged to provide annual confirmations regarding the Contractual Arrangements 2.

#### Contractual Arrangements 2

The Contractual Arrangements 2 under the VIE Structure 2 are on substantially the same terms as those currently in place under the VIE Structure 1, save as to the identity of the operating vehicle, the identity of the wholly foreign owned enterprise, and the identity of the registered owners of the respective operating vehicle.

- 外商獨資企業2與北京光曜之合約安排2可能導致本集團所得稅增加，乃由於外商獨資企業2與北京光曜適用之不同所得稅率對我們的經營業績可能造成不利影響。
- 本集團行使購股權收購北京光曜權益可能受限於若干限制，且所有權轉讓可能產生大量成本。
- 外商獨資企業2與北京光曜之間之合約安排2可能需經中國稅務機關檢查，任何有關我們或北京光曜虧欠額外稅項之發現將大幅降低我們的綜合收益淨額及我們股東之投資價值。

#### 本公司採取之緩和措施

本公司已經並將對可變權益實體架構2採取與可變權益實體架構1相同之降幅措施：

- 本公司擁有合約安排2項下現有保護措施。本公司風險管理委員會將定期審查合約安排2項下相關條件之遵守及履行情況。
- 本公司之公共事務部及法律部門將處理合規有關情況及政府部門查詢事項，並定期向董事會報告。
- 法律顧問及其他專業人士已及將繼續協助本公司處理合約安排2產生之有關事項，且本集團已委聘核數師就合約安排2提供年度確認。

#### 合約安排2

可變權益實體架構2項下合約安排2之條款基本上與可變權益實體架構1項下當前實行之條款相同，惟運營實體身份、外商獨資企業身份及各自營運實體登記持有人身份除外。

## Directors' Report (Continued)

### 董事會報告(續)

As at the date of this Directors' Report, the Contractual Arrangements 2 comprised six agreements, namely (a) the Master Exclusive Service Agreement 2, (b) the Business Cooperation Agreement 2, (c) the Exclusive Option Agreement 2, (d) the Share Pledge Agreement 2, (e) the Proxy Agreement 2 and (f) the Power of Attorney 2.

In relation to the Contractual Arrangements 2 under the VIE Structure 2, the Company will fulfill and comply with the same conditions as those imposed on the contractual arrangements under the VIE Structure 1 as disclosed on pages 150 to 152 of the Prospectus, mutatis mutandis.

The following diagram illustrates how economic benefits flow from Beijing Guangyao to our Group under the Contractual Arrangements 2:

於本董事會報告日期，合約安排2由六項協議組成，即(a)獨家服務總協議2、(b)業務合作協議2、(c)獨家購股權協議2、(d)股份質押協議2、(e)委託協議2及(f)授權委託書2。

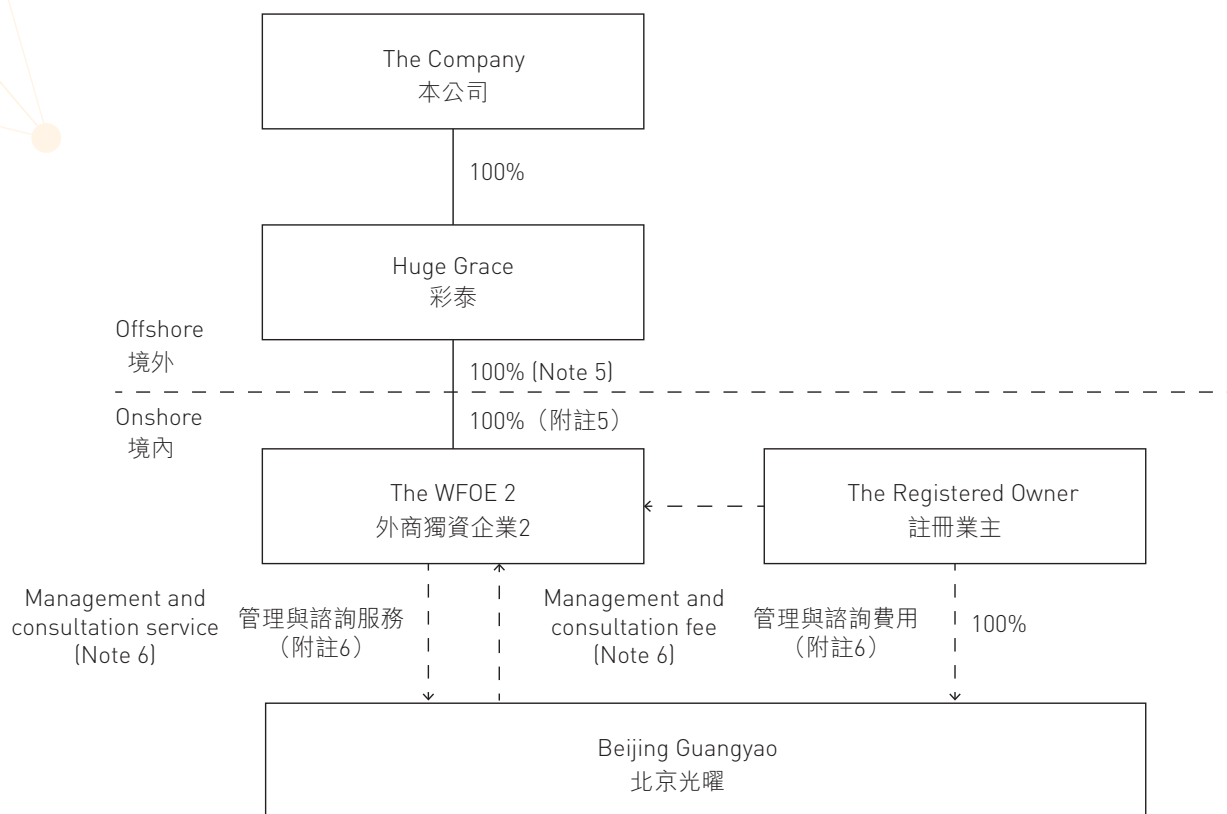
在可變權益實體架構2項下合約安排2方面，本公司將履行並遵守與對招股章程第150至152頁所披露之可變權益實體架構1項下合約安排施加之條件相同之條件(經作出必要之修訂)。

下表闡述根據合約安排2，北京光曜為本集團帶來之經濟利益：

- 
- (1) Covenants not to materially affect Beijing Guangyao's assets and business and right to appoint directors and officers (Note 1)
  - (2) Power of attorney to exercise all shareholders' rights in Beijing Guangyao (Note 2)
  - (3) Exclusive option to acquire all or part of the equity interest in Beijing Guangyao (Note 3)
  - (4) First priority security interest over the entire equity interest in Beijing Guangyao (Note 4)
- (1) 不會對北京光曜之資產及業務及委任董事及高級職員之權利產生重大影響之契諾(附註1)
  - (2) 行使北京光曜所有股東權利之授權委託書(附註2)
  - (3) 收購北京光曜全部或部分股權之獨家購股權(附註3)
  - (4) 於北京光曜全部股權的第一優先抵押權益(附註4)

## Directors' Report (Continued)

### 董事會報告(續)



#### Notes:

- Please refer to the section headed "Business Cooperation Agreement 2" for details.
- Please refer to the section headed "Proxy Agreement and Power of Attorney 2" for details.
- Please refer to the section headed "Exclusive Option Agreement 2" for details.
- Please refer to the section headed "Share Pledge Agreement 2" for details.
- The Group is currently in the process of transferring the entire equity interests in the WFOE 2 from Lianzhong Hong Kong to Huge Grace.
- Please refer to the section headed "Master Exclusive Service Agreement 2" for details.
- "———" denotes direct legal and beneficial ownership in the equity interest and " - - - ->" denotes contractual relationship.

#### 備註：

- 有關詳情，請參閱「業務合作協議2」一節。
- 有關詳情，請參閱「委託協議及授權委託書2」一節。
- 有關詳情，請參閱「獨家購股權協議2」一節。
- 有關詳情，請參閱「股份質押協議2」一節。
- 本集團現正將於外商獨資企業2的全部股權從聯眾香港轉至彩泰。
- 有關詳情，請參閱「獨家服務總協議2」一節。
- 「———」表示於股權中之直接法定及實益所有權，「- - - ->」表示合約關係。

## Directors' Report (Continued)

### 董事會報告(續)

#### Master Exclusive Service Agreement 2

Beijing Guangyao entered into a master exclusive service agreement with the WFOE 2 on 9 February 2017 (the "**Master Exclusive Service Agreement 2**"), pursuant to which, in exchange for a quarterly service fee, Beijing Guangyao agreed to engage the WFOE 2 as its exclusive provider for the following services:

- providing technology development and transfer, and technical consulting services;
- providing occupation and pre-occupation staff training services;
- providing public relation services;
- providing market investigation, research and consulting services;
- providing mid- or short-term market development and market planning services;
- providing human resource management and internal information management;
- providing network development, upgrade and daily maintenance;
- providing sale services of self-produced products;
- licensing of software;
- providing maintenance services in respect of computer software and hardware system, database and computer servers;
- providing maintenance and upgrade services in respect of the online games;
- providing training services in respect of online game and eSports technology and operations;
- providing research and development services in respect of online game software and maintenance of the system;
- selling and authorising Beijing Guangyao to license software, and
- other services determined from time to time by the WFOE 2 according to the need of business and capacity of the WFOE 2 and its designated affiliates.

#### 獨家服務總協議2

北京光曜於二零一七年二月九日與外商獨資企業2訂立獨家服務總協議(「**獨家服務總協議2**」)。據此，為換取季度服務費，北京光曜同意委聘外商獨資企業2擔任其以下服務之獨家供應商：

- 提供技術開發及轉讓以及技術諮詢服務；
- 提供在職及入職前員工培訓服務；
- 提供公共關係服務；
- 提供市場調查、研究及諮詢服務；
- 提供中期或短期市場開發及市場規劃服務；
- 提供人力資源管理及內部信息管理；
- 提供網絡開發、升級及日常維護；
- 提供自主生產產品之銷售服務；
- 軟件授權；
- 提供與電腦軟件及硬件系統、數據庫及電腦伺服器有關之維護服務；
- 提供與網絡遊戲有關之維護及升級服務；
- 提供與網絡遊戲及電子競技技術及運營有關之培訓服務；
- 提供與網絡遊戲軟件及系統維護有關之研發服務；
- 向北京光曜銷售及授權許可軟件；及
- 外商獨資企業2根據外商獨資企業2及其指定聯屬人士之業務需求及能力不時釐定之其他服務。

## Directors' Report (Continued)

### 董事會報告(續)

The service fee is equal to 100% of the consolidated net profits of Beijing Guangyao. The WFOE 2 may adjust the service fee at its sole discretion with reference to the working capital requirements of the WFOE 2 and in accordance with several factors relating to the services provided, including (i) technical difficulty and complexity of the services; (ii) time spent in providing the services; (iii) contents and commercial value of the services; and (iv) the benchmark price of similar services in the market. Our PRC Legal Advisor is of the opinion that such payment of service fees is not subject to any legal or regulatory requirements in the PRC and does not violate any PRC laws.

Any intellectual properties developed by performance of the Master Exclusive Service Agreement 2, including but not limited to copyrights, trademarks, patents, technical secrets and knowhow, belong to the WFOE 2. If a development is based on the intellectual properties owned by Beijing Guangyao, Beijing Guangyao shall warrant and guarantee that such intellectual properties are flawless and it shall bear all damages and losses caused to the WFOE 2 by any flaw of such intellectual properties. The WFOE 2 has the right to recover all of its losses from Beijing Guangyao for liabilities to any third party.

The Master Exclusive Service Agreement 2 can be terminated by the WFOE 2 at any time upon 30 days' written notice to Beijing Guangyao. The Master Exclusive Service Agreement 2 shall also terminate upon the transfer of all the shares of Beijing Guangyao to the WFOE 2 and/or a third party designated by the WFOE 2 pursuant to the Exclusive Option Agreement 2.

#### Business Cooperation Agreement 2

Beijing Guangyao, the Registered Owner and the WFOE 2 entered into a business cooperation agreement on 9 February 2017 (the "**Business Cooperation Agreement 2**"). Under the Business Cooperation Agreement 2, Beijing Guangyao and the Registered Owner, jointly and severally, agreed and covenanted that, without obtaining the written consent of the WFOE 2, Beijing Guangyao shall not, and the Registered Owner shall cause Beijing Guangyao not to, engage in any transaction which may materially affect Beijing Guangyao's asset, obligation, right or operation, including without limitation:

- any activities not within its normal business scope, or operating its business in a way that is inconsistent with its past practice;
- merger, reorganization, acquisition or restructuring of its principal business or assets, or acquisition or investment in any other form;

服務費相等於北京光曜綜合淨利潤之100%。外商獨資企業2可參照外商獨資企業2之營運資本需求並根據與所提供服務有關之幾項因素全權調整服務費，包括(i)服務之技術難度及複雜性；(ii)提供服務時所用之時間；(iii)服務之內容及商業價值；及(iv)市場中類似服務之基準價格。我們的中國法律顧問認為，服務費付款毋須遵守中國法律法規規定且並未違反任何中國法律。

透過履行獨家服務總協議2所產生之任何知識產權(包括但不限於版權、商標、專利、技術機密及訣竅)均屬於外商獨資企業2。倘開發乃基於北京光曜所擁有之知識產權，則北京光曜須保證及擔保有關知識產權乃屬無瑕疵且其須承擔有關知識產權之任何瑕疵為外商獨資企業2帶來之所有損害及損失。外商獨資企業2有權就北京光曜對任何第三方之負債取得其所有損失。

獨家服務總協議2可由外商獨資企業2於向北京光曜發出三十天書面通知後之任何時間予以終止。獨家服務總協議2亦須於根據獨家購股權協議2向外商獨資企業2及/或外商獨資企業2指定之第三方轉讓北京光曜所有股份之後終止。

#### 業務合作協議2

北京光曜、其註冊業主及外商獨資企業2於二零一七年二月九日訂立業務合作協議(「**業務合作協議2**」)。根據業務合作協議2，北京光曜及其註冊業主共同及個別同意並契諾，未獲得外商獨資企業2書面同意，北京光曜不可且北京光曜之註冊業主須促使北京光曜不參與可能對其資產、義務、權利或經營造成重大影響之任何交易，包括但不限於：

- 不在其正常業務範圍內之任何活動，或以與其過往做法不一致之方式經營其業務；
- 其主營業務或資產之合併、整合、收購或重組，或任何其他形式之收購或投資；

## Directors' Report (Continued)

### 董事會報告(續)

- offering any loan to any third party, incurring any debt from any third party, or assuming any debt other than in the ordinary course of business;
- engaging, changing or dismissing any director or any senior management officer;
- selling to or acquiring from any third party, mortgaging, licensing or disposing of in other ways tangible or intangible assets, other than in the ordinary course of business;
- incurring, inheriting, assuming or guaranteeing any debt that are not incurred during the ordinary course of business, using its assets to provide security or other forms of guarantees to any third party, or setting up any other encumbrances over its assets;
- making any supplement, amendment or alternation to its articles of association and by-laws, increasing or decreasing of its registered capital or changing the structure of its registered capital in other manners;
- making a distribution of a dividend, or share interest or sponsorship interest in any way, provided that upon the written request of the WFOE 2, Beijing Guangyao shall immediately distribute part or all of its distributable profits to its shareholder(s) who shall in turn immediately and unconditionally pay or transfer to the WFOE 2 any such distribution;
- executing any material contract, except contracts executed in the ordinary course of business (for purpose of this subsection, the WFOE 2 may define a material contract at its sole discretion);
- selling, transferring, mortgaging or disposing of in any manner any legal or beneficial interest in its business or revenues, or allowing the encumbrance thereon of any security interest;
- dissolution or liquidation and distribution of residual assets; or
- causing any of its branches or subsidiaries to engage in any of the foregoing or enter into any contract, agreement or other legal documents which may lead to or result in any of the foregoing.
- 於正常業務過程以外，向任何第三方提供任何貸款，引致來自任何第三方之任何債務或承擔任何債務；
- 委聘、變更或解僱任何董事或任何高級管理人員；
- 除於正常業務過程以外，向任何第三方出售或收購、抵押、許可或以其他方式處置有形或無形資產；
- 引致、繼承、承擔或擔保並非於正常業務過程中引致之任何債務，使用其資產向任何第三方提供抵押品或其他形式之擔保或對其資產設置任何其他產權負擔；
- 對其組織章程細則及附則作出任何補充、修訂或變更，增加或減少其註冊資本或以其他方式改變其註冊資本之架構；
- 以任何方式作出股息或股份權益或發起權益之分派，惟前提條件為於外商獨資企業2發出書面請求後，北京光曜須立即向其股東分派其部分或全部可分派利潤，股東轉而應立即及無條件地向外商獨資企業2支付或轉讓任何有關分派；
- 除於正常業務過程中簽署之合約以外，簽署任何重大合約(就此分節而言，為外商獨資企業2可全權界定之重大合約)；
- 以任何方式出售、轉讓、抵押或處置其業務或收入之任何法定或實益權益，或認可任何抵押權益有關之產權負擔；
- 解散或清算及剩餘資產的分派；或
- 促使其任何分公司或附屬公司從事任何前述交易或訂立任何合約、協議或可能致使或導致任何前述交易之其他法律文件。

## Directors' Report (Continued)

### 董事會報告(續)

In addition, Beijing Guangyao agreed and covenanted to the WFOE 2 that Beijing Guangyao shall, and the shareholders of Beijing Guangyao shall cause Beijing Guangyao to:

- accept suggestions raised by the WFOE 2 over the engagement and replacement of employees, daily operations, dividend distribution and financial management systems of Beijing Guangyao, and Beijing Guangyao shall strictly abide by and perform accordingly;
- maintain Beijing Guangyao's corporate existence in accordance with good financial and business standards and practices by prudently and effectively operating its business and handling its affairs;
- conduct Beijing Guangyao's businesses in the ordinary course of business to maintain the asset value of Beijing Guangyao and refrain from any act or omission that may adversely affect Beijing Guangyao's operating status and asset value;
- provide the WFOE 2 with information on Beijing Guangyao's business operations and financial condition at the request of the WFOE 2;
- if requested by the WFOE 2, procure and maintain insurance in respect of Beijing Guangyao's assets and business from an insurance carrier acceptable to the WFOE 2, at an amount and type of coverage typical for companies that operate similar businesses;
- immediately notify the WFOE 2 of the occurrence or possible occurrence of any litigation, arbitration or administrative proceedings relating to Beijing Guangyao's assets, business or revenue; and
- execute all necessary or appropriate documents, take all necessary or appropriate actions and file all necessary or appropriate complaints or raise necessary and appropriate defences against all claims so as to maintain the ownership by Beijing Guangyao of all of its assets.

此外，北京光曜同意並向外商獨資企業2契諾，北京光曜應且股東應促使北京光曜：

- 接受外商獨資企業2對以下事項提出之建議：北京光曜僱員之委聘及更換、日常經營、股息分派及財務管理系統，且北京光曜須相應地嚴格遵守並履行；
- 透過審慎及有效地經營其業務及處理其事務，根據良好之財務及業務標準及慣常做法維持北京光曜之企業存續；
- 於正常業務過程中開展北京光曜之業務以保持北京光曜之資產價值並避免可能對北京光曜之經營狀況及資產價值造成不利影響之任何作為或疏忽；
- 於外商獨資企業2提出要求時向外商獨資企業2提供與北京光曜業務經營及財務狀況有關之資料；
- 倘外商獨資企業2提出要求，則按經營類似業務之公司典型之保險金額及類型，就北京光曜之資產及業務購買及維持外商獨資企業2可接受之承保人之保險；
- 立即通知外商獨資企業2發生或可能發生與北京光曜之資產、業務或收入有關之任何訴訟、仲裁或行政程序；及
- 簽署所有必要或適當之文件、採取所有必要或適當之行動以及提出所有必要或適當之投訴或對所有申索提出必要及適當之抗辯，以便保持北京光曜對其所有資產之所有權。

## Directors' Report (Continued)

### 董事會報告(續)

According to the Business Cooperation Agreement 2, the Registered Owner shall only appoint persons designated by the WFOE 2 as directors, the general manager, the chief financial officer and other senior management members of Beijing Guangyao, and the Registered Owner shall dismiss any such directors or senior management members upon the request of the WFOE 2. Beijing Guangyao and the Registered Owner also jointly and severally covenanted that Beijing Guangyao shall seek appropriate approval from the WFOE 2 prior to entering into any material contract.

Furthermore, the Registered Owner agreed that, unless required by the WFOE 2, he shall not put forward, or vote in favour of, any shareholder's resolution to, or otherwise request Beijing Guangyao to, distribute profits, funds, assets or property to the Registered Owner, or to issue any dividends or other distributions with respect to the shares of Beijing Guangyao held by the Registered Owner.

The Business Cooperation Agreement 2 shall remain effective as long as Beijing Guangyao exists, unless the WFOE 2 terminates it upon 30 days' advance written notice or upon the transfer of all the shares in Beijing Guangyao held by the Registered Owner to the WFOE 2 and/or a third party designated by the WFOE 2.

#### Exclusive Option Agreement 2

Beijing Guangyao and the Registered Owner entered into an exclusive option agreement with the WFOE 2 on 9 February 2017 (the "**Exclusive Option Agreement 2**"), pursuant to which the WFOE 2 has a right to require the Registered Owner to transfer any or all the shares of Beijing Guangyao he holds to the WFOE 2 and/or a third party designated by it, in whole or in part at any time and from time to time, at the lowest price allowable under PRC laws and administration regulations at the time of transfer.

The Exclusive Option Agreement 2 shall remain effective as long as Beijing Guangyao exists, and cannot be terminated by either Beijing Guangyao or the Registered Owner. The Exclusive Option Agreement 2 can be terminated (i) by the WFOE 2 at any time upon 30 days' advance written notice to Beijing Guangyao or the Registered Owner; or (ii) upon the transfer of all the shares held by the shareholders to the WFOE 2 and/or a third party designated by the WFOE 2.

Beijing Guangyao and the Registered Owner, among other things, have covenanted that:

根據業務合作協議2，註冊擁有人僅可委任外商獨資企業2指定之人士擔任北京光曜之董事、總經理、首席財務官及其他高級管理層成員，且註冊擁有人須於外商獨資企業2提出要求後解僱任何有關董事或高級管理層成員。北京光曜及其註冊擁有人亦共同及個別契諾，北京光曜須於訂立任何重大合約之前尋求外商獨資企業2之適當批准。

此外，註冊擁有人同意，除非外商獨資企業2要求，彼等不可提出或投票贊成任何股東決議案或以其他方式要求北京光曜向註冊擁有人分派利潤、資金、資產或物業或就註冊擁有人持有之北京光曜股份發放任何股息或其他分派。

除非外商獨資企業2於發出三十天提前書面通知後或向外商獨資企業2及/或外商獨資企業2指定之第三方轉讓註冊擁有人持有之北京光曜所有股份後終止業務合作協議2，否則只要北京光曜繼續存在，業務合作協議2應持續有效。

#### 獨家購股權協議2

北京光曜及其註冊業主與外商獨資企業2於二零一七年二月九日訂立獨家購股權協議(「**獨家購股權協議2**」)，據此，外商獨資企業2有權要求各自之註冊業主於任何時候及不時按中國法律及行政法規於轉讓時許可之最低價格向外商獨資企業2及/或其指定之第三方全部或部分轉讓其持有之任何或所有北京光曜股份。

只要北京光曜繼續存在，獨家購股權協議2應持續有效，不可由北京光曜或其註冊業主予以終止。獨家購股權協議2可以以下列方式予以終止：(i)於向北京光曜及其註冊業主發出三十天提前書面通知後之任何時候由外商獨資企業2予以終止；或(ii)於向外商獨資企業2及/或外商獨資企業2指定之第三方轉讓股東持有之所有股份後予以終止。

北京光曜及其註冊業主(其中包括)已契諾：



## Directors' Report (Continued)

### 董事會報告(續)

- without the prior written consent of the WFOE 2, they shall not in any manner supplement, change or amend the articles of association and bylaws of Beijing Guangyao, increase or decrease its registered capital, or change the structure of its registered capital in other manners;
- they shall maintain Beijing Guangyao's corporate existence in accordance with good financial and business standards and practices by prudently and effectively operating its business and handling its affairs;
- without the prior written consent of the WFOE 2, they shall not sell, transfer, mortgage or dispose of in any manner any assets of Beijing Guangyao (except in the ordinary course of business), or legal or beneficial interest in the business or revenues of Beijing Guangyao, or allow the encumbrance thereon of any security interest;
- without the prior written consent of the WFOE 2, they shall not incur, inherit, guarantee or assume any debt, except for debts incurred in the ordinary course of business;
- they shall always operate all of Beijing Guangyao's businesses during the ordinary course of business to maintain the asset value of Beijing Guangyao and refrain from any action/omission that may adversely affect Beijing Guangyao's operating status and asset value;
- without the prior written consent of the WFOE 2, they shall not cause Beijing Guangyao to execute any material contract (as defined by the WFOE 2 at its sole discretion), except the contracts executed in the ordinary course of business;
- without the prior written consent of the WFOE 2, they shall not cause Beijing Guangyao to provide any person with any loan or credit other than in the course of ordinary business;
- they shall provide the WFOE 2 with information on Beijing Guangyao's business operations and financial condition at the request of the WFOE 2;
- 未經外商獨資企業2事先書面同意，彼等不可以任何方式補充、變更或修訂北京光曜之組織章程細則及附則、增加或減少其註冊資本或以其他方式改變其註冊資本之架構；
- 彼等須審慎及有效地經營其業務及處理其事務，根據良好之財務及業務標準及做法維持光曜之企業存續；
- 未經外商獨資企業2事先書面同意，彼等不可以任何方式出售、轉讓、抵押或處置北京光曜之任何資產(於正常業務過程中則除外)或北京光曜之業務或收入之法定或實益權益或認可任何抵押權益上之產權負擔；
- 未經外商獨資企業2事先書面同意，彼等不可引致、繼承、擔保或承擔任何債務(於正常業務過程中所引致之債務則除外)；
- 彼等應始終於正常業務過程中經營北京光曜之所有業務以保持光曜之資產價值並避免可能對光曜之經營狀況及資產價值造成不利影響之任何作為/疏忽；
- 除於正常業務過程中簽署之合約以外，未經外商獨資企業2事先書面同意，彼等不可促使北京光曜簽署任何重大合約(由外商獨資企業2全權界定)；
- 除於正常業務過程中以外，未經外商獨資企業2事先書面同意，彼等不可促使北京光曜向任何人士提供任何貸款或信貸；
- 於外商獨資企業2提出要求時，彼等須向外商獨資企業2提供與北京光曜之業務經營及財務狀況有關之資料；

## Directors' Report (Continued)

### 董事會報告(續)

- if requested by the WFOE 2, they shall procure and maintain insurance in respect of Beijing Guangyao's assets and business from an insurance carrier acceptable to the WFOE 2, at an amount and type of coverage typical for companies that operate similar businesses;
  - without the prior written consent of the WFOE 2, they shall not cause or permit Beijing Guangyao to merge, consolidate with, acquire or invest in any person;
  - they shall immediately notify the WFOE 2 of the occurrence or possible occurrence of any litigation, arbitration or administrative proceedings relating to Beijing Guangyao's assets, business or revenue;
  - to maintain the ownership by Beijing Guangyao of all of its assets, they shall execute all necessary or appropriate documents, take all necessary or appropriate actions and file all necessary or appropriate complaints or raise necessary and appropriate defences against all claims;
  - they shall ensure that Beijing Guangyao shall not, without the prior written consent of the WFOE 2, in any manner distribute dividends to its shareholder(s), provided that upon the written request of the WFOE 2, Beijing Guangyao shall immediately distribute part or all of its distributable profits to its shareholder(s) who shall in turn immediately and unconditionally pay or transfer to the WFOE 2 any such distribution;
  - at the request of the WFOE 2, they shall appoint any persons designated by the WFOE 2 as the directors and/or executive directors of Beijing Guangyao;
  - they shall cause the meeting of shareholders and the board of directors of Beijing Guangyao to pass shareholders' resolutions and board resolutions in accordance with the instruction of the WFOE 2; and
  - unless otherwise mandatorily required by PRC laws, Beijing Guangyao shall not be dissolved or liquidated without prior written consent by the WFOE 2.
- 倘外商獨資企業2提出要求，則彼等須按經營類似業務之公司典型之保險金額及類型，就北京光曜之資產及業務購買及維持來自外商獨資企業2可接受之承保人之保險；
  - 未經外商獨資企業2事先書面同意，彼等不可促使或允許北京光曜合併、與之整合、收購或投資於任何人士；
  - 彼等須立即通知外商獨資企業2發生或可能發生與北京光曜之資產、業務或收入有關之任何訴訟、仲裁或行政程序；
  - 為保持北京光曜對其所有資產之所有權，彼等須簽署所有必要或適當之文件、採取所有必要或適當之行動以及提出所有必要或適當之投訴或對所有申索提出必要及適當之抗辯；
  - 彼等須確保，未經外商獨資企業2事先書面同意，北京光曜不可以任何方式向其股東分派股息，惟前提條件為於外商獨資企業2發出書面要求後，北京光曜須立即向其股東分派其部分或全部可分派利潤，股東轉而應立即及無條件地向外商獨資企業2支付或轉讓任何有關分派；
  - 於外商獨資企業2提出要求時，彼等須委任外商獨資企業2指定之任何人士擔任北京光曜之董事及／或執行董事；
  - 彼等須促使北京光曜之股東會議及董事會根據外商獨資企業2之指示通過股東決議案及董事會決議案；及
  - 除非中國法律另行強制性要求，否則未經外商獨資企業2事先書面同意，不可解散或清算北京光曜。

## Directors' Report (Continued)

### 董事會報告(續)

#### Share Pledge Agreement 2

The Registered Owner entered into an share pledge agreement with the WFOE 2 on 9 February 2017 (the "**Share Pledge Agreement 2**"). Under the Share Pledge Agreement 2, the Registered Owner unconditionally and irrevocably agreed to pledge all of the shares of Beijing Guangyao that he owns, including any interest or dividend paid for such shares, to WFOE 2 as a security for the performance of the obligations by Beijing Guangyao and the Registered Owner under the Master Exclusive Service Agreement 2, the Business Cooperation Agreement 2, the Exclusive Option Agreement 2 and other agreements to be executed among Beijing Guangyao, the Registered Owner and the WFOE 2 from time to time (collectively the "**Principal Agreements 2**").

The pledge shall remain valid until all parties have agreed to terminate the Share Pledge Agreement 2, the Principal Agreements 2 have been fulfilled to the satisfaction of the WFOE 2 or all of the Principal Agreements 2 have expired or been terminated.

#### Proxy Agreement 2 and Power of Attorney 2

Beijing Guangyao and the Registered Owner entered into a proxy agreement and power of attorney with the WFOE 2 on 9 February 2017 (the "**Proxy Agreement 2 and Power of Attorney 2**"). Under the Proxy Agreement 2 and Power of Attorney 2, the Registered Owner irrevocably agreed to appoint the WFOE 2 (as well as its successors, including a liquidator, if any, replacing the WFOE 2) as its attorney-in-fact to exercise on its behalf, and agreed and undertook not to exercise without such attorney-in-fact's prior written consent, any and all right that he has in respect of its shares in Beijing Guangyao, including without limitation:

- to call and attend shareholders' meetings of Beijing Guangyao, and receive notices and materials with respect to the shareholders' meeting;
- to execute and deliver any and all written resolutions and meeting minutes in the name and on behalf of such shareholder;
- to vote by itself or by proxy on any matters discussed on shareholders' meetings of Beijing Guangyao, including without limitation, the sale, transfer, mortgage, pledge or disposal of any or all of the assets of Beijing Guangyao;
- to sell, transfer, pledge or dispose of any or all of the shares in Beijing Guangyao;

#### 股份質押協議2

註冊業主與外商獨資企業2於二零一七年二月九日訂立股份質押協議(「**股份質押協議2**」)。根據股份質押協議2, 註冊業主無條件及不可撤銷地向外商獨資企業2抵押其擁有之北京光曜之所有股份(包括就有關股份支付之任何利息或股息), 作為北京光曜及其註冊業主履行其於獨家服務總協議2、業務合作協議2、獨家購股權協議2及北京光曜、其註冊業主與外商獨資企業2之間不時簽署之其他協議(統稱「**主要協議2**」)項下義務之質押品。

抵押應持續有效, 直至各方已同意終止股份質押協議2、主要協議2之履行令外商獨資企業2滿意或所有主要協議2已屆滿或已終止。

#### 委託協議2及授權委託書2

北京光曜、註冊業主與外商獨資企業2於二零一七年二月九日訂立委託協議及授權委託書(「**委託協議2及授權委託書2**」)。根據委託協議2及授權委託書2, 註冊業主不可撤銷地委任外商獨資企業2(以及取代外商獨資企業2之繼承者, 包括清算人(如有))擔任其實際代理人以代表其行使並同意及承諾不會在未經有關實際代理人事先書面同意之情況下行使其與北京光曜之股份有關之任何及所有權利, 包括但不限於:

- 召開及出席北京光曜之股東會議、收取與股東會議有關之通知及材料;
- 以有關股東之名義並代表有關股東簽立及交付任何及所有書面決議案及會議紀要;
- 由其自身或由代理人對就北京光曜股東會議討論之任何事項進行投票, 包括但不限於出售、轉讓、抵押、質押或處置北京光曜之任何或所有資產;
- 出售、轉讓、抵押或處置北京光曜之任何或所有股份;

## Directors' Report (Continued)

### 董事會報告(續)

- to nominate, appoint or remove the directors, supervisors and senior management of Beijing Guangyao when necessary;
  - to oversee the economic performance of Beijing Guangyao;
  - to have full access to the financial information of Beijing Guangyao at any time;
  - to file any shareholder lawsuits or take other legal actions against Beijing Guangyao's directors or senior management members when such directors or members are acting to the detriment of the interest of Beijing Guangyao or its shareholder(s);
  - to approve annual budgets or declare dividends;
  - to manage and dispose of the assets of Beijing Guangyao;
  - to have the full rights to control and manage Beijing Guangyao's finance, accounting and daily operation (including but not limited to signing and execution of contracts and payment of government taxes and duties);
  - to approve the filing of any documents with the relevant governmental authorities or regulatory bodies; and
  - any other rights conferred by the articles of association of Beijing Guangyao and/or the relevant laws and regulations on the shareholders.
- 於必要時提名、委任或罷免北京光曜之董事、監事及高級管理層；
  - 監督北京光曜之經濟效益；
  - 於任何時候對北京光曜之財務資料擁有完全使用權；
  - 當北京光曜之董事或高級管理層成員之行為有損於北京光曜或其股東權益時，對有關董事或成員提出任何股東訴訟或採取其他法律行動；
  - 批准年度預算或宣派股息；
  - 管理及處置北京光曜之資產；
  - 擁有完全控制及管理北京光曜財務、會計及日常運營之權利(包括但不限於簽署及執行合約以及繳納政府稅項及關稅)；
  - 批准任何文件於相關政府主管部門或監管機構備案；及
  - 北京光曜之組織章程細則及／或與股東有關之相關法律法規賦予之任何其他權利。

In addition, if any share transfer is contemplated under the Exclusive Option Agreement 2 and the Share Pledge Agreement 2 that the Registered Owner enters into for the benefits of the WFOE 2 or its affiliate, the WFOE 2 shall have the right to sign the share transfer agreement and other relevant agreements and to perform the Exclusive Option Agreement 2 and the Share Pledge Agreement 2.

The Proxy Agreement 2 and Power of Attorney 2 will remain effective so long as Beijing Guangyao exists. Beijing Guangyao's shareholders will not have the right to terminate the Proxy Agreement 2 and Power of Attorney 2 or to revoke the appointment of the attorney-in-fact without the prior written consent of the WFOE 2.

此外，倘根據註冊業主為外商獨資企業2及其聯屬人士之利益訂立之獨家購股權協議2及股份質押協議2擬進行任何股份轉讓，則外商獨資企業2應有權簽署股份轉讓協議2及其他相關協議並履行獨家購股權協議2及股份質押協議2。

只要北京光曜繼續存在，委託協議2及授權委託書2應持續有效。未經外商獨資企業2事先書面同意，北京光曜之股東無權終止委託協議2及授權委託書2或取消實際代理人之委任。

## Directors' Report (Continued)

### 董事會報告(續)

In the opinion of our PRC Legal Advisor dated 15 February 2017, the Contractual Arrangements 2 are valid, binding and are in compliance with and enforceable under the applicable PRC laws and regulations, except that the Contractual Arrangements 2 provide that the arbitral tribunal or the arbitrators may award remedies over the shares or land assets of Beijing Guangyao, relief or winding up of Beijing Guangyao, and that courts of competent jurisdictions are empowered to grant interim injunctive relief or other interim relief in support of the arbitration when formation of the arbitral tribunal is pending or under appropriate circumstances, while under PRC laws, an arbitral tribunal or the arbitrators has no power to grant injunctive relief or provisional or final liquidation order to preserve the assets or any shares of Beijing Guangyao in case of dispute.

#### Revenue and Assets subject to the Contractual Arrangements 2

The revenue, profit and total assets subject to the Contractual Arrangements 2 have not been calculated as the Contractual Arrangements 2 came into force in February 2017.

## 21. PRINCIPAL RISKS AND UNCERTAINTIES

We believe that there are certain risks involved in our operations, some of which are beyond our control. The principal risks and uncertainties the Group is facing are as follows:

### Risks relating to the Business and Industry of the Company

If the Group fails to continuously strengthen its existing games and launch new games, or if its top games lose their popularity, the Group may not be able to retain existing players and attract new players, which will adversely affect the business and results of the operation of the Group. The Group relies on third-party channels to distribute a substantial number of our games, and our business and results of operations may be adversely affected if these third-party channels breach their obligations to us, or if we fail to maintain relationships with a sufficient number of channels, or if our commercial arrangements with these third-party channels become less favorable to us, or if these channels lose popularity among internet users.

根據我們中國法律顧問於二零一七年二月十五日發表的意見，合約安排2屬有效、具約束力及遵守適用的中國法律及法規且可強制執行，惟合約安排2規定仲裁庭或仲裁員可對北京光耀的股份或土地資產授予補救措施、可解散或清盤北京光耀，且有關司法權區的主管法院有權在成立仲裁庭之前或在適當時候授出臨時禁制令補救措施或其他臨時補救措施以支持仲裁，根據中國法律，在產生糾紛的情況下，仲裁庭或仲裁員無權授出禁制令補救措施或臨時或最終清盤令以保留北京光耀的資產或任何股份。

#### 合約安排2下的收益及資產

合約安排2下的收益、溢利及總資產尚未作出計算，因合約安排2於二零一七年二月生效。

## 21. 主要風險和不確定性

我們認為，我們的營運涉及若干風險，其中若干風險並非我們所能控制。本集團面臨的主要風險及不確定因素如下：

### 與本公司業務及所在行業相關的風險

倘本集團未能持續鞏固其現有遊戲及推出新遊戲，或其頂級遊戲失去人氣，則本集團可能會無法保有現有玩家或吸引新玩家，這將對本集團的業務及經營業績造成不利影響。本集團依賴第三方渠道分銷我們的大部分遊戲，因此，如該等第三方渠道違反其應向我們履行的責任，或我們未能與足夠的渠道維持關係或倘我們與該等第三方渠道維持的商業安排不利於我們或倘該等渠道在網絡用戶中失去人氣，則我們的業務及經營業績會受到不利影響。

## Directors' Report (Continued)

### 董事會報告(續)

#### Risks relating to Preferential Tax Treatment

Under the Enterprise Income Tax Law, the current statutory enterprise income tax rate is 25%. Our PRC operating entity, Beijing Lianzhong, has been qualified as a High and New Technology Enterprise since 2008. Under the relevant PRC tax regulations, as a High and New Technology Enterprise, Beijing Lianzhong is entitled to a preferential tax rate of 15%. Beijing Lianzhong renewed this qualification in September 2014 for a three-year period commencing from October 2014. In addition, in December 2013 and October 2016, Beijing Lianzhong was respectively accredited by the National Development and Reform Commission, the Ministry of Industry and Information Technology of the PRC, the Ministry of Finance, the Ministry of Commerce of the PRC and the State of Taxation as a Key Software Enterprise within National Planning Layout for the Years 2013-2014, and the Year 2015. As a result, Beijing Lianzhong is entitled to a preferential income tax rate of 10% for the year ended 31 December 2015. The recognition for the Key Software Enterprise within National Planning Layout for the Year 2016 will be conducted in 2017; we will apply for renewal of this qualification according to applicable laws and regulations. If Beijing Lianzhong fails to renew the qualification as a Key Software Enterprise within National Planning Layout, its applicable enterprise income tax rate would be 15% for the year ended 31 December 2016.

#### Risks relating to our Corporate Structure

We rely on our contractual arrangements to control and obtain economic benefits from the PRC operating entities, Beijing Lianzhong, and Beijing Guangyao, which may not be as effective in providing operational control as equity ownership. Meanwhile, the shareholders of Beijing Lianzhong and Beijing Guangyao may have conflicts of interest with us, which may materially and adversely affect our business and financial condition. Furthermore, if the PRC government finds that the contractual arrangements that establish the structure for operating our business in China do not comply with applicable PRC laws and regulations, or if these laws and regulations or their interpretations change in the future, we could be subject to severe penalties and our business may be materially and adversely affected.

## 22. MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

#### 與優惠稅待遇相關的風險

根據企業所得稅法，本公司當前的法定企業所得稅稅率為25%。我們的中國營運實體北京聯眾自二零零八年起合資格成為高新技術企業。根據相關中國稅務規定，作為高新技術企業，北京聯眾有權享有15%之優惠稅率。北京聯眾於二零一四年九月更新此項資格，自二零一四年十月起為期三年。此外，於二零一三年十二月及二零一六年十月，北京聯眾被國家和發展改革委員會、中國工業和信息化部、財政部、中國商務部及國家稅務總局認定為二零一三年至二零一四年及二零一五年國家規劃佈局內的重點軟件企業。因此，截至二零一五年十二月三十一日止年度，北京聯眾有權按10%之優惠所得稅稅率繳稅。二零一六年國家規劃佈局內的重點軟件企業的確認將於二零一七年進行，我們將根據適用法律及法規申請更新有關資格。倘北京聯眾未能更新其作為國家規劃佈局內的重點軟件企業的資格，則其截至二零一六年十二月三十一日止年度的適用企業所得稅按15%之稅率繳稅。

#### 與企業架構相關的風險

我們依賴我們的合約安排自中國營運實體、北京聯眾和北京光曜獲得經濟利益，可能未能如作為權益擁有人對其營運進行控制般有效。同時，北京聯眾和北京光曜股東可能與我們存在利益衝突，這可能對我們的業務及財務狀況造成重大不利影響。此外，倘中國政府發現合約安排所建立營運我們中國業務的架構未遵守適用中國法律及法規或倘該等法律及法規或其詮釋於未來發生變動，則我們將遭受嚴重處罰且我們的業務可能受到重大不利影響。

## 22. 管理合約

年內概無訂立或存在任何有關本公司全部或絕大部分業務管理與行政之合約。

## Directors' Report (Continued)

### 董事會報告(續)

#### 23. MAJOR CUSTOMERS AND SUPPLIERS

The ultimate customers of the Group are individual players paying through payment channels. The average MAUs for the year 2016 for our self-developed PC games and mobile games were 9.4 million and 20.2 million respectively, MPUs for the year 2016 for our self-developed PC games and mobile games were 369 thousands and 1.5 million respectively, and ARPPU for the year 2016 for our self-developed PC games and mobile games were RMB84 and RMB21 respectively. For the year ended 31 December 2016, the five largest payment channels contributed a total of 43.2% of the Group's total revenue. Our largest payment channel contributed 12.1% of the Group's total revenue for the year 2016.

During the year ended 31 December 2016, the purchases from the Group's five largest suppliers accounted for a total of 31.2% of the Group's total purchases from all of the suppliers. The purchases from our top supplier in 2016 accounted for approximately 9.8% of the Group's total purchases.

None of the Directors, their close associates or any Shareholder (which to the knowledge of the Directors owns more than 5% of the Company's issued shares) had an interest in any of the major customers or suppliers noted above.

#### 24. AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") has reviewed the accounting principles and policies adopted by the Group and discussed the Group's internal controls and financial reporting matters with the management. The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2016.

#### 25. PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association, although there are no restrictions against such rights under the laws in the Cayman Islands.

#### 23. 主要客戶及供應商

本集團的最終客戶為透過付款渠道支付的個體玩家。我們的自主開發PC遊戲及移動遊戲於二零一六年的平均每月活躍用戶分別為9.4百萬名及20.2百萬名；我們的自主開發PC遊戲及移動遊戲於二零一六年的每月付費用戶分別為369千名及1.5百萬名；我們的自主開發PC遊戲及移動遊戲於二零一六年的付費用戶月均收入分別為人民幣84元及人民幣21元。截至二零一六年十二月三十一日止年度，五大支付渠道商合共為本集團整體收入貢獻43.2%。我們最大的支付渠道商為本集團於二零一六年的總收入貢獻12.1%。

於截至二零一六年十二月三十一日止年度期間，從本集團五大供應商作出採購額所佔本集團從所有供應商作出的總採購額比例為31.2%。於二零一六年，我們的最大供應商的採購額佔本集團總採購額約9.8%。

概無董事、彼等之緊密聯繫人士或股東（據董事所知擁有本公司已發行股份5%以上）於上述的任何主要客戶或供應商中擁有權益。

#### 24. 審核委員會

本公司的審核委員會（「審核委員會」）已審核本集團所採納的會計原則及政策，並與管理層討論本集團的內部控制及財務報告事宜。審核委員會已審閱本集團截至二零一六年十二月三十一日止年度的經審計綜合財務報表。

#### 25. 優先購買權

本公司的組織章程細則項下並無優先購買權之規定，儘管開曼群島法律並無有關對該等權利的限制條文。

## Directors' Report (Continued)

### 董事會報告(續)

#### 26. EMPLOYEE AND REMUNERATION POLICIES

As at 31 December 2016, the Group had 416 employees, 124 of which were responsible for game development and maintenance, 139 for game operation and offline events organization, 20 for TV shows and contents production, 81 for general administration and corporate management, and 52 for game production. The total remuneration expenses, excluding share-based compensation expense, for the year ended 31 December 2016 were RMB115.8 million, representing an decrease of 9.9% as compared to the previous year.

We provide various employee benefits and social insurance to our employees. We also provide share options to better motivate our employees. Pursuant to the 2014 Share Option Scheme, 12,840,000 share options were granted to the Directors and senior management of the Company during the year ended 31 December 2016. The Group's share-based compensation expense for the year ended 31 December 2016 amounted to RMB42.7 million, representing an decrease of RMB5.2 million as compared with RMB47.9 million in 2015.

#### 27. SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of its Directors, the Directors confirm that the Company has maintained the amount of public float as required under the Listing Rules during the year ended 31 December 2016.

#### 28. AUDITORS

The consolidated financial statements have been audited by Grant Thornton Hong Kong Limited. A resolution for their re-appointment as auditors for the coming year will be proposed at the forthcoming AGM.

On behalf of the Board  
**Yang Eric Qing**  
Chairman and Executive Director

27 March 2017

#### 26. 僱員及薪酬政策

於二零一六年十二月三十一日，本集團擁有416名僱員，其中124名負責遊戲開發及維護，139名負責遊戲營運及線下賽事組織，20名負責電視節目產品，81名負責一般行政及企業管理及52名負責遊戲製作。截至二零一六年十二月三十一日止年度的薪酬開支總額(不包括以股份為基礎的酬金開支)為人民幣115.8百萬元，較去年減少9.9%。

我們為僱員提供不同的僱員福利及社會保險，亦提供購股權以更好地激勵我們的員工。根據二零一四年購股權計劃，於截至二零一六年十二月三十一日止年度期間，12,840,000份購股權已經授予董事和本公司高級管理層。截至二零一六年十二月三十一日止年度，本集團以股份為基礎的酬金開支為人民幣42.7百萬元，較二零一五年的人民幣47.9百萬元減少人民幣5.2百萬元。

#### 27. 充足的公眾持股量

根據本公司可獲取的公開資料及據董事所知，董事確認本公司於截至二零一六年十二月三十一日止年度期間已維持上市規則規定的公眾持股量。

#### 28. 核數師

致同(香港)會計師事務所有限公司已審核綜合財務報表。重選來年核數師之決議案將於應屆股東週年大會提呈審批。

代表董事會  
**楊慶**  
主席兼執行董事

二零一七年三月二十七日



# Corporate Governance Report

## 企業管治報告

The Board of Directors is pleased to present the corporate governance report for the Company for the year ended 31 December 2016.

### CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining and promoting stringent corporate governance policies. The principle of the Company's corporate governance is to promote effective internal control measures and to enhance the transparency and accountability of the Board to all Shareholders.

#### Compliance with the Corporate Governance Code

During the year ended 31 December 2016 and up to the date of this annual report, the Company has complied with the code provisions set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 14 to the Listing Rules, except for deviations from (i) code provision A.1.1 which requires that board meetings should be held at least four times a year at quarterly intervals; and (ii) code provision A.2.1 which requires that the roles of chairman and chief executive should be separate and not performed by the same individual.

The Board will continue to review and monitor the practices of the Company for the purpose of complying with the Code and maintaining a high standard of corporate governance practices of the Company.

#### Model Code

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules to govern securities transactions by its Directors. Having made specific enquiry of all Directors, all Directors have confirmed that they have strictly complied with the required standards as set out in the Model Code during the year ended 31 December 2016 and up to the date of this annual report.

董事會欣然呈列本公司截至二零一六年十二月三十一日止年度之企業管治報告。

### 企業管治常規

本公司致力於維持及促進嚴格之企業管治政策。本公司企業管治的原則為推出有效之內部控制措施及提高董事會對全體股東之透明度及問責制度。

#### 企業管治守則的遵守

於截至二零一六年十二月三十一日止年度及至本年度報告日期內，本公司已遵守上市規則附錄14所載的企業管治守則及企業管治報告的適用守則條文，惟(i)守則條文第A.1.1條規定董事會應該每年至少舉行四次會議，約每季召開一次；及(ii)守則條文第A.2.1條規定主席與行政總裁的角色應有區分並不應由一人同時兼任的規定除外。

董事會將繼續審核及監控本公司常規以符合守則規定及維持本公司高水準之企業管治常規。

#### 標準守則

本公司已採納上市規則附錄10所載標準守則規管本公司董事進行的證券交易。經向全體董事作出具體查詢後，所有董事確認彼等於截至二零一六年十二月三十一日止年度及直至本年度報告日期內已嚴格遵守標準守則所訂之規定標準。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

#### BOARD OF DIRECTORS

The Board currently comprises two executive Directors, four non-executive Directors and three independent non-executive Directors.

The composition of the Board for the year ended 31 December 2016 and up to the date of this annual report is as follows:

##### Executive Directors

Mr. Yang Eric Qing (*Chairman and Co-Chief Executive Officer*)

Mr. Ng Kwok Leung Frank (*Co-Chief Executive Officer*)

##### Non-executive Directors

Mr. Liu Jiang

Mr. Hua Guanfa\*

Mr. Fan Tai

Mr. Chen Xian

##### Independent non-executive Directors

Mr. Ge Xuan

Mr. Lu Zhong

Mr. Cheung Chung Yan David

\* Mr. Hua Guanfa was appointed as a non-executive Director with effect from 5 February 2016 when Mr. Zhang Rongming ceased to be a non-executive Director on the same day.

The biographical details of the Directors are set out in the section headed "Directors and Senior Management" on pages 31 to 35 of this annual report. For the year ended 31 December 2016, there is no relationship (including financial, business, family or other material/relevant relationship(s)) between Board members per code provision I(h) of the Corporate Governance Code.

##### Chairman and Co-Chief Executive Officer ("Co-CEO")

Code provision A.2.1 of the Corporate Governance Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

Mr. Yang Eric Qing is the Chairman and Co-CEO of the Company. Mr. Yang joined the Group in December 2010 and is responsible for general operation, strategy information technology of the Company and is instrumental to the Company's growth and business expansion. The Board considers that vesting the roles of chairman and chief executive officer in Mr. Yang is beneficial to the management of the Group. The balance of power and authority is ensured by the operation of the senior management and the Board, which comprises experienced and high-calibre individuals. The Board currently comprises two executive Directors (including Mr. Yang), four non-executive Directors and three independent non-executive Directors and therefore has a fairly strong independence element in its composition.

#### 董事會

董事會現時包括兩名執行董事、四名非執行董事及三名獨立非執行董事。

截至二零一六年十二月三十一日止年度及直至本年度報告日期，董事會組成如下：

##### 執行董事

楊慶先生(主席兼聯席行政總裁)

伍國樑先生(聯席行政總裁)

##### 非執行董事

劉江先生

華觀發先生\*

樊泰先生

陳弦先生

##### 獨立非執行董事

葛旋先生

魯眾先生

張頌仁先生

\* 華觀發先生擔任非執行董事，自二零一六年二月五日起生效。同日張榮明先生停止擔任非執行董事。

董事履歷詳情載列於本年度報告第31頁至35頁之「董事及高級管理層」一節。截至二零一六年十二月三十一日止年度，根據企業管治守則條文第I(h)條，董事會成員之間並無關係(包括財務、業務、家庭或其他重大/相關關係)。

##### 主席及聯席行政總裁(「聯席行政總裁」)

企業管治守則之守則條文第A.2.1條訂明主席及行政總裁的角色應有區分，並不應由同一人士兼任。

楊先生為本公司主席兼聯席行政總裁。楊先生於二零一零年十二月加入本集團，負責本公司的整體營運、策略及信息技術，對本公司的發展及業務擴張作出重要貢獻。董事會認為，主席及行政總裁的角色由楊先生擔任有利於本集團的管理。由經驗豐富的高素質人才組成的高級管理層及董事會可確保權力與職權的平衡。董事會目前由兩名執行董事(包括楊先生)、四名非執行董事及三名獨立非執行董事組成，因此其組成的獨立程度較強。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

#### Board Meetings and General Meetings Held in 2016

During the year ended 31 December 2016, the Board convened two meetings. A summary of the attendance record of the Directors is set out in the table below:

Name of Directors	Number of meetings attended/eligible to attend during the year ended 31 December 2016		Attendance rate
	於截至二零一六年十二月三十一日止年度期間出席／可出席會議次數		
董事姓名			出席率
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. Yang Eric Qing	楊慶先生	2/2	100%
Mr. Ng Kwok Leung Frank	伍國樑先生	2/2	100%
<b>Non-executive Directors</b>	<b>非執行董事</b>		
Mr. Liu Jiang	劉江先生	0/2	0%
Mr. Hua Guanfa*	華觀發先生*	2/2	100%
Mr. Fan Tai	樊泰先生	2/2	100%
Mr. Chen Xian	陳弦先生	2/2	100%
Mr. Zhang Rongming*	張榮明先生*	0/0	N/A 不適用
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
Mr. Ge Xuan	葛旋先生	2/2	100%
Mr. Lu Zhong	魯眾先生	2/2	100%
Mr. Cheung Chung Yan David	張頌仁先生	2/2	100%

\* Mr. Hua Guanfa was appointed as a non-executive Director with effect from 5 February 2016 when Mr. Zhang Rongming ceased to be a non-executive Director on the same day.

#### 二零一六年董事會會議及股東大會

於截至二零一六年十二月三十一日止年度內，董事會召開了兩次會議。董事出席記錄概要載列於下表：

Number of meetings attended/eligible to attend during the year ended 31 December 2016		Attendance rate	
於截至二零一六年十二月三十一日止年度期間出席／可出席會議次數			
董事姓名		出席率	
<b>Executive Directors</b>	<b>執行董事</b>		
Mr. Yang Eric Qing	楊慶先生	2/2	100%
Mr. Ng Kwok Leung Frank	伍國樑先生	2/2	100%
<b>Non-executive Directors</b>	<b>非執行董事</b>		
Mr. Liu Jiang	劉江先生	0/2	0%
Mr. Hua Guanfa*	華觀發先生*	2/2	100%
Mr. Fan Tai	樊泰先生	2/2	100%
Mr. Chen Xian	陳弦先生	2/2	100%
Mr. Zhang Rongming*	張榮明先生*	0/0	N/A 不適用
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>		
Mr. Ge Xuan	葛旋先生	2/2	100%
Mr. Lu Zhong	魯眾先生	2/2	100%
Mr. Cheung Chung Yan David	張頌仁先生	2/2	100%

\* 華觀發先生獲委任為非執行董事，自二零一六年二月五日起生效。同日張榮明先生停止擔任非執行董事。

According to code provision A.1.1 of the Corporate Governance Code, board meetings should be held at least four times a year at approximately quarterly intervals. During the year, only two regular Board meetings were held to review and discuss the annual and interim results. As business operations of the Company were under management and supervision of the executive Directors who had from time to time held meetings to resolve all material business or management issues, certain Board consents were obtained through the circulation of written resolutions.

根據企業管治守則之守則條文第A.1.1條，董事會每年至少舉行四次會議，約每季召開一次。年內，共舉行兩次董事會會議以審閱及檢討年度及中期業績。由於本公司業務經營為透過執行董事管理及監督並不時舉行會議解決重大業務及管理問題，若干董事會同意為通過書面決議案的方式獲得。

During the year ended 31 December 2016, the Company convened one annual general meeting on 13 May 2016 (the "2016 AGM"). Apart from Mr. Yang Eric Qing and Mr. Ng Kwok Leung Frank, all other Directors did not attend the 2016 AGM due to pre-arranged business commitments.

於截至二零一六年十二月三十一日止年度期間，本公司於二零一六年五月十三日召開一次股東週年大會（「二零一六年股東週年大會」）。除楊慶先生及伍國樑先生出席二零一六年股東週年大會之外，所有其他董事因預先安排的事務未能出席。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board has received from each of the independent non-executive Directors a written annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and considers each of them to be independent. Each of the independent non-executive Directors has been appointed for a term of three years, which commenced on the Listing Date and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

#### NON-EXECUTIVE DIRECTORS

Each of the non-executive Directors (including the independent non-executive Directors, except for Mr. Hua Guanfa who was appointed on 5 February 2016) has separately been appointed for a term of three years commencing on the Listing Date and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Mr. Hua Guanfa has entered into a service contract with the Company for a term of three years commencing from 5 February 2016. He retired and was re-elected as a Director at the annual general meeting held on 13 May 2016. Mr. Hua is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the Articles of Association and the Corporate Governance Code.

#### RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND MANAGEMENT

The Board is the primary decision making body of the Company and is responsible for overseeing the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Board makes decisions objectively in the interests of the Company.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

During the year ended 31 December 2016, the Board has developed measures for implementing good corporate governance policies and practices and has delegated to the Board committees various responsibilities as set out in their respective terms of references.

Our senior management is responsible for the day-to-day management of our business and is responsible for overseeing the general operation, business development, finance, marketing, PC, mobile and online-offline mind sports events operations.

#### 獨立非執行董事

董事會已接獲獨立非執行董事各自根據上市規則第3.13條發出的年度獨立性確認書，並確信彼等的獨立性。各獨立非執行董事自上市日期開始已獲委任，為期三年，且根據本公司組織章程細則，將於本公司股東週年大會上輪值退任及膺選連任。

#### 非執行董事

各非執行董事(包括所有獨立非執行董事，惟於二零一六年二月五日獲委任之華觀發先生除外)已分別獲委任，任期為自上市日期起三年，且根據組織章程細則，將於本公司的股東週年大會上輪值退任及膺選連任。

華觀發先生已與本公司簽訂了自二零一六年二月五日起為期三年之服務合同。彼已於二零一六年五月十三日舉行的股東週年大會上退任及獲重選連任為董事。根據組織章程細則及企業管治守則，華先生將會至少每三年進行一次於本公司股東週年大會上輪值退任及膺選連任。

#### 董事會及管理層責任、問責性及貢獻

董事會為本公司主要決策機構，負責監督本集團業務、策略決定及表現，並共同引領及監督本公司事務，以推動本公司之業務成功。董事會以符合本公司利益為依歸客觀地作出決定。

全體董事(包括非執行董事及獨立非執行董事)為董事會帶來寶貴之業務經驗、知識及專業，令其營運高效及有效運作。

於截至二零一六年十二月三十一日止年度期間，董事會已制定實施良好企業管治政策及常規之措施，並授予董事會委員會在於各自書面職權範圍之若干責任。

高級管理層負責本集團日常業務管理以及負責監督整體營運、業務發展、財務、市場推廣、遊戲平台、移動以及線上線下智力運動活動業務。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

#### INDUCTION AND CONTINUING PROFESSIONAL DEVELOPMENT OF DIRECTORS

Each newly appointed Director shall receive formal, comprehensive and tailored induction on the first occasion of his appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors will be continuously updated on the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Directors are also encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The joint company secretaries of the Company update the Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements from time to time, to ensure compliance and enhance their awareness of good corporate governance practices.

During the year ended 31 December 2016 and up to the date of this annual report, all Directors, namely Mr. Yang Eric Qing, Mr. Ng Kwok Leung Frank, Mr. Liu Jiang, Mr. Hua Guanfa, Mr. Fan Tai, Mr. Chen Xian, Mr. Ge Xuan, Mr. Lu Zhong and Mr. Cheung Chung Yan David, have participated in continuous professional training to develop and refresh their knowledge and skills in relation to their contribution to the Board.

Directors' knowledge and skills are continuously developed and refreshed by, inter alia, the following means:

- (1) participation in continuous professional training seminars and/or conferences and/or courses and/or workshops on subjects relating to, inter alia, corporate governance, directors' duties and legal and regulatory changes organised and/or arranged by the Company and/or professional bodies and/or lawyers;
- (2) reading materials provided from time to time by the Company to Directors regarding legal and regulatory changes and matters of relevance to the Directors in the discharge of their duties; and
- (3) reading news, journals, magazines and/or other reading materials regarding legal and regulatory changes and matters of relevance to the Directors in the discharge of their duties.

#### 董事入職及持續專業發展

每位新委任董事均將在首次獲委任時接受正式、全面及專門為其而設之入職介紹，以確保其對本公司之業務及運作有適當之了解，以及全面知悉在上市規則及相關法定規定下董事之責任及義務。

董事將持續獲得有關法律和監管機制以及業務環境的最新消息，以協助彼等履行其職責。本公司亦鼓勵董事參與持續專業發展，以提高及更新彼等的知識及技能。聯席公司秘書不時向董事提供有關上市規則及其他適用監管固定之最新資訊，以確保本公司遵守有關規定，及加強董事對良好企業管治常規的意識。

於截至二零一六年十二月三十一日止年度及至本年度報告日期的期間內，所有董事（即楊慶先生、伍國樑先生、劉江先生、華觀發先生、樊泰先生、陳弦先生、葛旋先生、魯眾先生及張頌仁先生）均已參加了持續性職業培訓，就為董事會做出貢獻提升及更新其知識與技能。

董事透過（其中包括）以下方式不斷發展及更新知識及技能：

- (1) 參與本公司及／或專業機構及／或律師舉辦及／或安排有關（其中包括）企業管治、董事職責及法律與規管變動之持續專業培訓講座及／或研討會及／或課程及／或工作坊；
- (2) 本公司不時向董事提供有關法律及規管變動，以及董事履行其職責之相關事宜之閱讀資料；及
- (3) 閱覽有關法律及規管變動，以及董事履行其職責之相關事宜之新聞、期刊、雜誌及／或其他閱讀資料。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

Name of Directors 董事姓名		Training received 所接受培訓
<b>Executive Directors</b>	<b>執行董事</b>	
Mr. Yang Eric Qing	楊慶先生	(1), (2) 及 (3)
Mr. Ng Kwok Leung Frank	伍國樑先生	(1), (2) 及 (3)
<b>Non-executive Directors</b>	<b>非執行董事</b>	
Mr. Liu Jiang	劉江先生	(1), (2) 及 (3)
Mr. Hua Guanfa*	華觀發先生*	(1), (2) 及 (3)
Mr. Fan Tai	樊泰先生	(1), (2) 及 (3)
Mr. Chen Xian	陳弦先生	(1), (2) 及 (3)
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Mr. Ge Xuan	葛旋先生	(2) 及 (3)
Mr. Lu Zhong	魯眾先生	(1), (2) 及 (3)
Mr. Cheung Chung Yan David	張頌仁先生	(1) 及 (3)

\* Mr. Hua Guanfa was appointed as a non-executive Director with effect from 5 February 2016.

\* 華觀發先生獲委任為非執行董事，自二零一六年二月五日起生效。

## BOARD COMMITTEES

The Board has established four committees, namely, the Audit Committee, the Remuneration Committee, the Nomination and Corporate Governance Committee, and the Risk Management Committee, for overseeing particular aspects of the Company's affairs. Each of these committees is established with defined written terms of reference. The terms of reference of the Board committees are available on the websites of the Company and the Stock Exchange.

### Audit Committee

The Company has established the Audit Committee in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code. The primary duties of the Audit Committee is to review and supervise the financial reporting process and internal control system of the Group, review and approve connected transactions and provide advice and comments to the Board.

The Audit Committee consists of three members: Mr. Cheung Chung Yan David, Mr. Fan Tai and Mr. Ge Xuan. Mr. Fan is a non-executive Director and Mr. Cheung and Mr. Ge are independent non-executive Directors. Mr. Cheung is the chairman of the Audit Committee.

## 董事委員會

董事會已成立四個委員會，即審核委員會、薪酬委員會、提名及企業管治委員會以及風險管理委員會，以監督本公司事務具體內容。該等委員會均具有確定書面職權範圍。有關人士可於本公司及聯交所網站查閱董事委員會之職權範圍。

### 審核委員會

本公司已根據上市規則第3.21條及企業管治守則設立審核委員會。審核委員會的主要職責是檢討及監督本集團的財務申報過程及內部控制系統；檢討及批准關連交易及向董事會提供意見及建議。

審核委員會由三名成員組成：張頌仁先生、樊泰先生及葛旋先生。樊先生為非執行董事，而張先生及葛先生為獨立非執行董事。張先生為審核委員會主席。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

During the year ended 31 December 2016, the Audit Committee held two meetings. The attendance record of the Audit Committee members is set out in the table below:

於截至二零一六年十二月三十一日止年度期間，審核委員會舉行了兩次會議。審核委員會會員會議出席記錄載於下表：

Name of Committee Member 委員會成員姓名	Number of Meetings attended/held during the year ended 31 December 2016 於截至二零一六年 十二月三十一日止 年度期間出席/ 舉行會議次數		Attendance rate 出席率
Mr. Cheung Chung Yan David 張頌仁先生	2/2	100%	
Mr. Fan Tai 樊泰先生	2/2	100%	
Mr. Ge Xuan 葛旋先生	2/2	100%	

During the meetings, the Audit Committee met with the external auditor and reviewed the financial results and reports for the year ended 31 December 2015 and the six months ended 30 June 2016.

於有關會議上，審核委員會與外聘核數師會晤並審閱截至二零一五年十二月三十一日止年度及截至二零一六年六月三十日止六個月之財務業績及報告。

### Remuneration Committee

The Company has established a Remuneration Committee in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code. The primary duties of the Remuneration Committee is to review and make recommendations to the Board on the terms of remuneration packages, bonuses and other compensation payable to our Directors and other senior management.

The Remuneration Committee consists of three members: Mr. Lu Zhong, Mr. Cheung Chung Yan David and Mr. Ge Xuan, all being independent non-executive Directors. Mr. Lu is the chairman of the Remuneration Committee.

During the year ended 31 December 2016, as there has been no change to the remuneration policy and structure of the Directors and senior management, the Remuneration Committee did not convene any meeting.

### 薪酬委員會

本公司已根據上市規則第3.25條及企業管治守則設立薪酬委員會。薪酬委員會的主要職責是審核就應付我們董事及其他高級管理人員的薪酬方案、花紅及其他補償，並就此向董事會提出建議。

薪酬委員會由三名成員組成：魯眾先生、張頌仁先生及葛旋先生(全部均為獨立非執行董事)。魯先生為薪酬委員會主席。

於截至二零一六年十二月三十一日止年度期間，因董事及高級管理層之薪酬政策及架構並無變動，薪酬委員會並無召開任何會議。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

The remuneration of the members of senior management by band for the year ended 31 December 2016 is set out below:

截至二零一六年十二月三十一日止年度高級管理層之薪酬載列如下：

Remuneration bands (RMB) 薪酬範圍(人民幣元)	Number of persons 人數
0-1,000,000	0
1,000,001-2,000,000	0
2,000,001-3,000,000	1
12,000,001-13,000,000	2
Total 總計	3

Further particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in Note 10 to the consolidated financial statements contained in this Annual Report.

根據上市規則附錄16之規定須披露的有關董事薪酬及五名最高薪僱員的進一步詳情載列於本年報綜合財務報表附註10。

### Nomination and Corporate Governance Committee

The Company has established a Nomination and Corporate Governance committee in compliance with the Corporate Governance Code. The primary duties of the Nomination and Corporate Governance Committee are to make recommendations to the Board on the appointment of Directors and management of Board succession.

### 提名及企業管治委員會

我們已根據企業管治守則設立提名及企業管治委員會。提名及企業管治委員會的主要職責是就董事委任及董事會繼任管理向董事會提出建議。

The Nomination and Corporate Governance Committee consists of 5 members: Mr. Yang Eric Qing, Mr. Cheung Chung Yan David, Mr. Chen Xian, Mr. Lu Zhong and Mr. Ge Xuan. Mr. Yang is an executive Director, Mr. Chen is a non-executive Director, Mr. Cheung, Mr. Lu and Mr. Ge are independent non-executive Directors. Mr. Yang is the chairman of the Nomination and Corporate Governance Committee.

提名及企業管治委員會由五名成員組成：楊慶先生、張頌仁先生、陳弦先生、魯眾先生及葛旋先生。楊先生為執行董事，陳先生為非執行董事，而張先生、魯先生及葛先生為獨立非執行董事。楊先生為提名及企業管治委員會主席。



## Corporate Governance Report (Continued)

### 企業管治報告(續)

During the year ended 31 December 2016, the Nomination and Corporate Governance Committee held one meeting. The attendance record of the Nomination and Corporate Governance Committee members is set out in the table below:

於截至二零一六年十二月三十一日止年度期間，提名及企業管治委員會舉行了一次會議。提名及企業管治委員會會員會議出席記錄載於下表：

Name of Committee Member 委員會成員姓名	Number of Meetings attended/held during the year ended 31 December 2016 於截至二零一六年 十二月三十一日止 年度期間出席/ 舉行會議次數		Attendance rate 出席率
Mr. Yang Eric Qing 楊慶先生	1	1	100%
Mr. Cheung Chung Yan David 張頌仁先生	1	1	100%
Mr. Chen Xian 陳弦先生	1	1	100%
Mr. Lu Zhong 魯眾先生	0	1	0%
Mr. Ge Xuan 葛旋先生	1	1	100%

Code provision A.5.6 of Appendix 14 of the Listing Rules stipulates that a policy concerning diversity of board members should be adopted. The Company adopted the diversity policy on 27 March 2015. The Nomination and Corporate Governance Committee also reviewed and agreed on measurable objectives for implementing diversity on the Board. The measurable objectives identified by the Nomination and Corporate Governance Committee include: a material number of Board members should have served as senior management with companies; certain Board members should have experience with listed companies; and certain Board members should have experience with conducting businesses in the telecommunications industry. The Nomination and Corporate Governance Committee is satisfied that the composition of the Board is sufficiently diverse.

上市規則附錄十四第A.5.6條規定須採納董事會成員多元化政策。本公司已於二零一五年三月二十七日採納多元化政策。提名及企業管治委員會亦已審查及同意實行董事會成員多元化的可計量目標。提名及企業管治委員會訂出的可計量目標包括：董事會大部份成員應曾於多間公司擔任高級管理層；若干董事會成員應具備於上市公司工作的經驗；及若干董事會成員應具備於電信業進行業務的經驗。提名及企業管治委員會信納董事會之組成屬充分多元化。

The Board is responsible for performing the following corporate governance duties as required under the Corporate Governance Code:

董事會在企業管治守則的規定下，負責履行下列企業管治職責：

- to develop and review the Company's policies and practice on corporate governance;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors; and
- 建立並檢討本公司企業管治政策與常規；
- 檢討並監察董事及高級管理層的培訓及持續專業發展情況；
- 檢討並監察本公司政策與常規是否符合法律與法規的要求；
- 制定、檢討並監察適用於員工與董事的行為守則及合規指南，及；

## Corporate Governance Report (Continued)

### 企業管治報告(續)

- to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

During the year, the Nomination and Corporate Governance Committee reviewed and discussed the following nomination and corporate governance matters:

- the re-appointment of Directors and the re-designation of executive Directors to non-executive Directors which were both approved by the Board on 29 March 2016;
- the assessment of the independence of independent non-executive Directors.

### Risk Management Committee

The Company has established a Risk Management Committee. The primary duties of the Risk Management Committee are to formulate policies on risk management matters and to advise on matters raised by the Directors and the management that may have an impact on the stability and integrity of the securities and derivatives markets of Hong Kong.

The Risk Management Committee consists of 5 members: Mr. Ng Kwok Leung Frank, Mr. Ge Xuan, Mr. Lu Zhong, Mr. Hua Guanfa and Mr. Cheung Chung Yan David. Mr. Ng is an executive Director, Mr. Hua is a non-executive Director, Mr. Lu, Mr. Cheung and Mr. Ge are independent non-executive Directors. Mr. Ng is the chairman of the Risk Management Committee.

During the year ended 31 December 2016, the Risk Management Committee held one meeting. The attendance record of the Risk Management Committee members is set out in the table below:

#### Name of Committee Member

#### 委員會成員姓名

Mr. Ng Kwok Leung Frank  
Mr. Cheung Chung Yan David\*  
Mr. Hua Guanfa\*  
Mr. Lu Zhong  
Mr. Ge Xuan

伍國樑先生  
張頌仁先生\*  
華觀發先生\*  
魯眾先生  
葛旋先生

\* Mr. Hua Guanfa and Mr. Cheung Chung Yan David were appointed as additional members of the Risk Management Committee with effect from 5 February 2016.

- 檢討本公司是否符合企業管治守則和企業管治報告的披露準則。

年內，提名及企業管治委員會已經檢討並討論了以下提名及企業管治事務：

- 於二零一六年三月二十九日，董事會批准了董事重選及調任執行董事為非執行董事；
- 獨立非執行性董事的獨立性評估。

### 風險管理委員會

本公司已設立風險管理委員會，其主要職責是制訂風險管理事項的政策，並就董事及管理層所提出的可對香港證券及衍生工具市場的穩定性及完整性造成影響的事項提出建議。

風險管理委員會由五名成員組成：伍國樑先生、葛旋先生、魯眾先生、華觀發先生及張頌仁先生。伍先生為執行董事，華先生為非執行董事，魯先生、張先生及葛先生為獨立非執行董事。伍先生為風險管理委員會主席。

於截至二零一六年十二月三十一日止年度期間，風險管理委員會舉行一次會議。風險管理委員會會員會議出席記錄載於下表：

Number of Meetings  
attended/held  
during the year ended  
31 December 2016  
於截至二零一六年  
十二月三十一日  
年度期間出席/  
舉行會議次數

Attendance rate  
出席率

1/1 100%  
1/1 100%  
1/1 100%  
0/1 0%  
1/1 100%

\* 華觀發先生及張頌仁先生獲委任為風險管理委員會新增會員，於二零一六年二月五日起生效。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

During the meeting, the Risk Management Committee reviewed and discussed the Internal Control and Management Scheme prepared by the Internal Control Department of the Company, the appointment of an external professional firm to conduct review of the effectiveness of the internal control system of the Group, and the financial control and risk management system of the Group.

The Internal Control and Management Scheme and the appointment of an external professional firm were both approved by the Board on 29 March 2016.

## DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2016.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

## AUDITORS' RESPONSIBILITY AND REMUNERATION

The Company appointed Grant Thornton Hong Kong Limited ("Grant Thornton") as the external auditors for the year ended 31 December 2016. A statement by Grant Thornton about their reporting responsibilities for the financial statements is included in the Independent Auditors' Report on pages 94 to 99.

The remuneration paid/payable to Grant Thornton in respect of audit services and non-audit services for the year ended 31 December 2016 amounted to RMB1,397,000 and RMB303,000, respectively. The non-audit services mainly include the review of the interim financial statements of the Company.

## RISK MANAGEMENT AND INTERNAL CONTROLS

During the year ended 31 December 2016, a review of the effectiveness of the Group's risk management and internal control system which covers the aspects of the effectiveness of the Company's risk management and internal control system and management procedure, was conducted by our Internal Control Department. Such review is conducted on an annual basis. The Board considered the risk management and internal control system of the Company to be effective and adequate.

會議期間，風險管理委員會審閱及討論了本公司內部控制部門編製的內部控制及管理計劃，委任外部專業公司審閱本集團內部控制系統、財務控制及管理系統的有效性。

內部控制及管理系統及委任外部專業公司於二零一六年三月二十九日獲董事會批准。

## 董事就財務報表承擔的責任

董事確認彼等有責任編製本公司截至二零一六年十二月三十一日止年度之財務報表。

董事並無知悉任何重大不明朗之事件或狀況，可引起對本公司持續經營能力之重大疑問。

## 核數師責任及薪酬

本公司已委聘致同(香港)會計師事務所有限公司(「致同」)為截至二零一六年十二月三十一日止年度之外聘核數師。致同就其於財務報表之申報責任發出之聲明載於第94至99頁之獨立核數師報告。

截至二零一六年十二月三十一日止年度，就審計服務及非審計服務已付/應付致同之酬金分別為人民幣1,397,000元及人民幣303,000元。非審計服務主要包括審閱本公司中期財務報表。

## 風險管理與內部控制

於截至二零一六年十二月三十一日止年度期間，內部控制部門已檢討本集團的風險管理及內部控制系統(包含本公司風險管理及內部控制系統及管理程序有效性)，並將按年進行該等檢討。董事會認為本公司之風險管理及內部控制系統屬有效及完備。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

The Board acknowledges that it is responsible for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

We have established internal control policies and risk management systems covering our internal control environment, risk assessment, information and communication, monitoring, anti-cheating programs, revenue and receivables, purchase and payables, information security and intellectual property rights, financial management, financial reports, fixed and intangible assets, human resources, taxation, investment, legal management and research and development. We have also established the Risk Management Committee on the Board to oversee the Group's risk management, risk tolerance and governance.

To manage the risks regarding inside information, we have adopted the Model Code as the Company's own code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiry of all Directors, the Company confirmed that all members of the Board complied with the Model Code during the year ended 31 December 2016. Senior management, executives and staff who, because of their offices in the Company are likely to possess inside information, have also been requested to comply with the Model Code for securities transactions. No incident of non-compliance with the Model Code by such employees was noted by the Company during the year ended 31 December 2016.

During the year ended 31 December 2016, the Company has adopted the following positive measures in compliance with the internal control policies and risk management systems:

- to review and approve the Internal Control and Management Scheme prepared by the Internal Control Department of the Company;
- to optimize the Company's management system and relevant procedures; and
- to adopt advanced office automation system for optimizing the Company's management control system.

During the year, the Internal Audit department (the "IA Department") has performed internal audit and reviewed the internal control system of the Group to ensure the effectiveness of internal control procedures and strict compliance with different standards and policies across different businesses and operations of the Group. Specifically, the IA Department audited and evaluated the Group's internal control operations and management activities, and formulated a report on internal audit for the Company in December 2016, which illustrated its findings and advices. The report was approved by the Risk Management Committee on 27 March 2016.

董事會確認其負責風險管理及內部控制系統及審閱其有效性。該等系統旨在管理而非消除未能實現業務目標的風險，以及僅能提供合理及非絕對保證避免重大失誤或損失。

我們已制定內部控制政策及風險管理系統，包括管理內部控制環境、風險評估、信息和通信、監控、防作弊程序、收入及應收款項、採購及應付款項、信息安全及知識產權、財務管理、財務報告、固定及無形資產、人力資源、稅項、投資、法律管理及研發。我們亦於董事會成立風險管理委員會，以監察本集團風險管理、風險承受及管治。

為了管理有關內幕消息的風險，我們已採納標準守則作為本公司董事買賣公司證券的守則。經向本公司所有董事作出特定查詢後確認，截至二零一六年十二月三十一日止年度，董事會所有成員均遵守標準守則。高級管理層、高級行政人員及僱員，因其於本公司的辦公室很可能具有內幕消息，本公司亦要求遵守證券交易標準守則。截至二零一六年十二月三十一日止年度本公司並未發現該等僱員有違反標準守則事件。

於截至二零一六年十二月三十一日止年度期間，本公司已採納以下符合內部控制措施及風險管理系統的積極措施：

- 檢討及批准本公司內部控制部門編製的內部控制及管理計劃；
- 優化本公司的管理系統及相關程序；及
- 採用先進的辦公自動化系統優化本公司管理控制系統。

年內，內部審核部門（「內部審核部門」）已進行內部審核及檢討本集團內部控制系統以確保其內部控制程序的有效性及嚴格遵守本集團針對不同業務及經營採用的不同標準及政策。尤其是，內部審核部門審核與評估本集團內部控制運營及管理活動，並於二零一六年十二月制定了內部審核報告，闡述其結果及建議。報告已於二零一六年三月二十七日經風險管理委員會批准。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

The Directors are of the view that we have established procedures, systems and controls that provide a reasonable basis to make a proper assessment of the financial conditions and prospects of the Group on an ongoing basis.

### JOINT COMPANY SECRETARIES

Ms. Li Jin, the joint company secretary of the Company, is responsible for advising the Board on corporate governance matters and ensuring that Board policy and procedures, and applicable laws, rules and regulations are followed.

In order to uphold good corporate governance and ensure compliance with the Listing Rules and applicable Hong Kong laws, the Company also engages Ms. Ng Sau Mei, a senior manager of KCS Hong Kong Limited (a company secretarial services provider), as the joint company secretary to assist Ms. Li Jin in discharging the duties of a company secretary of the Company. Her primary contact person at the Company is Ms. Li Jin, the General Counsel and joint company secretary of the Company.

During the year ended 31 December 2016, Ms. Li Jin and Ms. Ng Sau Mei have undertaken not less than 15 hours of relevant professional training respectively in compliance with Rule 3.29 of the Listing Rules.

### SHAREHOLDERS' RIGHTS

#### Convening of Extraordinary General Meetings by Shareholders

Pursuant to article 12.3 of the Articles of Association, the Board may, whenever it thinks fit, convene an extraordinary general meetings. General meetings shall also be convened on the written requisition of any two or more Shareholders deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

General meetings may also be convened on the written requisition of a Shareholder which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitioner, provided that such requisitioner held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

董事認為，我們已制定能為持續適當評估本集團財務狀況及前景提供合理基準之程序、系統及控制。

### 聯席公司秘書

本公司聯席公司秘書栗璿女士負責就企業管治事宜向董事會建議，確保遵守董事會政策及程序、適用法律、規例及法規。

為維持良好企業管治及確保遵守上市規則及適用香港法律，本公司亦委聘凱譽香港有限公司(公司秘書服務提供商)高級經理伍秀薇女士擔任聯席公司秘書，協助栗璿女士履行本公司公司秘書之職責。其於本公司之主要聯繫人為本公司總法律顧問及聯席公司秘書栗璿女士。

於截至二零一六年十二月三十一日止年度期間，栗璿女士及伍秀薇女士已分別接受不少於15小時之相關專業培訓，符合上市規則第3.29條之規定。

### 股東權利

#### 股東召開股東特別大會之權利

根據組織章程細則第12.3條，董事會可在其認為適當情況下召開股東特別大會。本公司任何兩名或以上股東在本公司香港主要辦事處或倘本公司不再擁有該主要辦事處，則在註冊辦事處遞交書面要求，列明召開該股東大會的目的並由提出要求人士簽署，惟該等提出要求人士須於遞交要求日期持有附帶本公司股東大會投票權的本公司實繳股本不少於十分之一。

本身為認可結算所(或其代名人)的本公司任何一名股東亦可以書面要求召開股東大會，該股東須在本公司香港主要辦事處或倘本公司不再擁有該主要辦事處，則在註冊辦事處遞交書面要求，列明召開該股東大會的目的並由提出要求人士簽署，惟該等提出要求人士須於遞交要求日期持有附帶本公司股東大會投票權的本公司實繳股本不少於十分之一。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

### Putting Forward Enquiries to the Board and Contact Details

For putting forward any enquiries to the Board of the Company, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: 17/F, Tower B Fairmont, No. 1 Building, 33# Community, Guangshun North Street, Chaoyang District, Beijing  
For the attention of the Board of Directors  
Fax: +86 10 8472 5350  
Email: ir@ourgame.com

倘若董事會於接獲要求日期起計21天內未有著手正式召開於隨後的21天內舉行的股東大會，則提出要求人士本身或其中佔彼等所有投票權超過一半的任何人士可按由董事會召開大會的相同方式或盡可能接近的方式召開股東大會，惟以此方式召開的任何大會不得於遞交要求日期起計三個月期間屆滿後舉行，而提出要求人士因董事會未有召開大會而產生的一切合理開支將由本公司向彼等作出彌償。

### 股東向董事會提出查詢及聯絡詳情

就向本公司董事會提出任何查詢，股東可向本公司寄發書面查詢。一般而言，本公司不會處理口頭或匿名查詢。

股東可將上述書面查詢或要求發送至：

地址：北京市朝陽區廣順北大街33號福碼大廈1號樓B座17樓(註明收件人為董事會)  
傳真：+86 10 8472 5350  
郵箱：ir@ourgame.com

## COMMUNICATION WITH SHAREHOLDERS AND INVESTORS RELATIONS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. At the forthcoming annual general meeting, Directors (or their delegates as appropriate) will be available to meet Shareholders and answer their enquiries.

## 股東通訊及投資者關係

本公司認為，與股東有效溝通對加強投資者關係及讓投資者了解本集團業務表現及策略相當重要。本公司盡力保持與股東之間的對話，尤其是透過股東週年大會及其他股東大會。董事(或彼等之代表，如適合)將出席應屆股東週年大會與股東會面及解答其疑問。

## CHANGES IN CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2016, the Company did not make any significant changes to its constitutional documents. The latest version of the Company's Memorandum and Articles of Association is available on the websites of the Company and the Stock Exchange.

## 組織章程文件變動

於截至二零一六年十二月三十一日止年度期間，本公司並無對其憲法性文件作出重大修改。本公司之組織章程大綱及細則之最新版本可於本公司網站及聯交所網站查閱。

# Independent Auditors' Report

## 獨立核數師報告



**Grant Thornton**  
致同

**To the members of Ourgame International Holdings Limited**  
*(incorporated in the Cayman Islands with limited liability)*

**至聯眾國際控股有限公司全體股東**  
*(於開曼群島註冊成立之有限公司)*

### OPINION

We have audited the consolidated financial statements of Ourgame International Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on page 100 to 235, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### 意見

吾等已審核列載於第100至235頁之聯眾國際控股有限公司(「貴公司」)及其附屬公司(合稱「貴集團」)的綜合財務報表，此財務報表包括於二零一六年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

吾等認為，綜合財務報表根據國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實及公平地反映 貴集團於二零一六年十二月三十一日之綜合財務狀況及彼等截至該日止年度之綜合現金流量，並已按照香港《公司條例》的披露規定妥善編製。

### 意見基準

吾等已根據國際審計準則(「國際審計準則」)進行審核。吾等於該等準則項下的責任於吾等所作報告核數師有關綜合財務報表之責任一節進一步詳述。吾等根據國際會計師職業道德準則理事會頒佈的專業會計師職業道德規範(「國際會計師職業道德準則理事會規範」)獨立於 貴集團，且吾等根據國際會計師職業道德準則理事會規範履行其他道德責任。吾等相信，吾等獲得的審計證據乃足以以及適用於為吾等的意見提供基礎。

# Independent Auditors' Report (Continued)

獨立核數師報告(續)

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters identified in our audit are summarised as follows:

### Impairment assessment of goodwill and other intangible assets arising from the acquisition of the Peerless Group

Refer to notes 2.6, 2.7, 3.1(f), 12 and 13 to the consolidated financial statements.  
見綜合財務附註2.6、2.7、3.1(f)、12及13。

#### Key Audit Matter 關鍵審計事項

As at 31 December 2016, the Group has goodwill of RMB103,850,000 and other intangible assets of RMB75,670,000 arising from the acquisition of the Peerless Group in 2015. The Group's assessment of impairment of the goodwill and other intangible assets requires estimate of the cash flow forecasts associated with the cash generating units ("CGUs").

We identified the impairment assessment of goodwill and other intangible assets arising from the acquisition of the Peerless Group as key audit matter because of their significance to the consolidated financial statements and the level of subjectivity associated with the assumption used in estimating the value-in-use of the CGUs, including cash flows forecast, growth rate used to extrapolate the cash flows and the rate at which they are discounted.

於二零一六年十二月三十一日，貴集團於二零一五年收購Peerless集團產生的商譽人民幣103,850,000元及收購產生的無形資產人民幣75,670,000元。貴集團評估商譽減值及其他無形資產須估計有關現金產生單位（「現金產生單位」）的現金流預測。

我們之所以將收購Peerless集團產生的商譽及其他無形資產減值評估列作關鍵審計事項，是因為其對綜合財務報表的重要性以及與在估計現金產生單位之使用價值過程中所採用之假設有關的主觀性程度，包括現金流預測、推斷現金流所採用的增長率及其貼現率。

## 關鍵審計事項

關鍵審計事項是指，依據我們的專業判斷，在我們審計當前期間綜合財務報表中最具重要性的審計事項。該等事項在我們審計整體綜合財務報表及形成我們的意見時予以解決，但我們並未就該等事項提供單獨的意見。

我們審計中發現的關鍵審計事項概述如下：

### 收購Peerless集團產生的商譽及其他無形資產的減值評估

#### How the matter was addressed in our audit 我們審計中如何處理有關事項

Our procedures in relation to the impairment assessment included:

- Reviewing the cash flow forecast of the CGUs from the management.
- Assessing the reasonableness of key assumptions (including operating margins, terminal growth rates and discount rates) based on our knowledge of the business and industry and taking into account of the accuracy of previous forecasts and historical information.
- Testing the management's sensitivity calculations by applying our own sensitivity analysis to the cash flows forecast, long-term growth rates and discount rates to ascertain the extent to which reasonable adverse changes would, either individually or in aggregate require an impairment of either the goodwill or other intangible assets.

我們關於減值估計的程序包括：

- 檢討來自管理層的現金產生單位現金流量預測。
- 基於我們的業務及行業知識以及計及過往預測的準確性及歷史資料評估假設的合理性（包括經營利潤率、期末增長率及貼現率）。
- 通過運用我們自身的敏感度分析至現金流量預測、長期增長率及貼現率來檢驗管理層的敏感度計算，以確定合理的不利變動需要（不論個別或合計）對商譽或其他無形資產計提減值的程度。



## Independent Auditors' Report (Continued)

### 獨立核數師報告(續)

#### Provision for impairment of trade receivables

Refer to notes 2.8, 3.1(b) and 18 to the consolidated financial statements.

見綜合財務附註2.8、3.1(b)及18。

##### Key Audit Matter

##### 關鍵審計事項

As at 31 December 2016, the Group had trade receivables amounting to RMB199,933,000. The Group determines the provision for impairment of trade receivables based on the credit history of the customers and the current market condition.

We identified the provision for impairment of trade receivables as a key audit matter due to its significance to the consolidated financial statements and considerable amount of judgement and estimation being required in the assessment.

於二零一六年十二月三十一日，貴集團擁有貿易應收款項人民幣199,933,000元。貴集團根據客戶的信用歷史及當前市況釐定貿易應收款項減值撥備。

我們之所以將貿易應收款項減值撥備列作關鍵審計事項，是因為其對綜合財務報表的重要性以及需要在評估中作出大量判斷和估計。

#### 貿易應收款項減值撥備

##### How the matter was addressed in our audit

##### 我們審計中如何處理有關事項

Our procedures in relation to the provision for impairment included:

- Assessing the appropriateness of the accounting policy of the provision for impairment based on historical cash collections, credits and write off information.
- Reviewing the ageing of the trade receivables and evaluating the management's judgements on recoverability, taking into account of the credit history of the customers, accessible public information on liquidations and insolvencies, and subsequent settlement after the reporting period.
- Checking, on a sample basis, the accuracy of the provision in accordance with the Group's accounting policies on impairment.

我們關於減值撥備的程序包括：

- 根據歷史現金收回情況、信用及撇銷資料評估減值撥備會計政策的適當性。
- 檢討貿易應收款項的賬齡及按可收回性評估管理層的判斷，其中考慮客戶的信用歷史及報告期後有關結算、後續清算及破產的公開可得資料。
- 根據貴集團有關撥備的會計政策以案例基準檢查減值的準確性。

## OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the 2016 annual report of the Company, but does not include the consolidated financial statements and our auditor's report thereon.

## 其他資料

董事對其他資料負責。其他資料包括貴公司二零一六年年報內全部資料，但並無包括綜合財務報表及核數師對其作出之報告。

## Independent Auditors' Report (Continued)

### 獨立核數師報告(續)

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors assisted by the audit committee are responsible for overseeing the Group's financial reporting process.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

吾等就綜合財務報表發表的意見並無涵蓋其他資料，且吾等並無就其發表任何形式之擔保結論。

就吾等對綜合財務報表之審核而言，吾等之責任為審閱其他資料並於審閱時判斷其他資料是否於重大方面與綜合財務報表或吾等於審計過程中獲得之信息不一致，或於其他方面出現重大錯誤陳述。倘根據吾等已執行之工作，吾等認為該其他資料出現重大錯誤陳述，則吾等須報告事實。吾等就此並無須報告之事項。

### 董事就綜合財務報表須承擔之責任

董事須負責根據國際會計準則理事會頒佈之國際財務報告準則及香港公司條例之披露規定編製真實而公平之綜合財務報表，並對董事認為為使綜合財務報表之編製不存在由於欺詐或錯誤而導致之重大錯誤陳述所需的內部控制負責。

在編製綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關之事項以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

由審計委員會協助的董事須負責監督貴集團之財務報告程序。

### 核數師有關綜合財務報表之責任

吾等之目標乃對綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並出具包括吾等意見之核數師報告，並僅向閣下(作為整體)報告吾等之意見，除此之外別無其他目的。吾等概不就本報告之內容對任何其他人士負責或承擔責任。

## Independent Auditors' Report (Continued)

### 獨立核數師報告(續)

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

合理保證為高水平之保證，但不能保證按照國際審計準則進行之審計總能於出現重大錯誤陳述時發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響綜合財務報表使用者根據綜合財務報表所作出之經濟決定，則有關錯誤陳述可被視作重大。

作為根據國際審計準則進行審計其中一環，吾等於審計過程中運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審計程序以應對該等風險，以及獲取充足及適當之審計憑證，作為吾等意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致出現重大錯誤陳述之風險高於未能發現因錯誤而導致出現重大錯誤陳述之風險。
- 瞭解與審計相關之內部控制，以設計在有關情況下屬適當之審計程序，但目的並非對 貴集團內部控制之有效性發表意見。
- 評估董事所採用會計政策之適當性以及作出會計估計及相關披露之合理性。
- 對董事採用持續經營會計基礎之適當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對 貴集團之持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中之相關披露。假若有關披露不足，則修訂吾等之意見。吾等之結論乃基於直至核數師報告日止所取得之審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營業務。
- 評估綜合財務報表之整體列報方式、結構及內容(包括披露)事項以及綜合財務報表是否公平反映相關交易及事項。

## Independent Auditors' Report (Continued)

### 獨立核數師報告(續)

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated the audit committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Grant Thornton Hong Kong Limited

Certified Public Accountants

Level 12  
28 Hennessy Road  
Wanchai  
Hong Kong

27 March 2017

#### Lin Ching Yee Daniel

Practising Certificate No.: P02771

- 就 貴集團內實體或業務活動的財務資料獲取充足適當的審計憑證，以便對綜合財務報表發表意見。吾等負責集團審計的方向、監督及執行。吾等為審計意見承擔全部責任。

吾等與審計委員會溝通(其中包括)審計的計劃範圍及時間以及重大審計發現等，其中包括吾等在審計中識別出內部控制的任何重大不足之處。

吾等亦向審計委員會提交聲明，表明吾等已符合有關獨立性的相關專業道德要求，並與彼等溝通可能合理被認為會影響吾等獨立性的所有關係及其他事項以及在適用的情況下相關的防範措施。

從與審計委員會溝通的事項中，吾等確定該等對本期綜合財務報表的審計最為重要的事項，因而構成主要審核事項。吾等在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，合理預期倘於吾等之報告中註明某事項造成的負面後果超過產生的公眾利益，則吾等決定不應在報告中註明該事項。

#### 致同(香港)會計師事務所有限公司

執業會計師

香港  
灣仔  
軒尼詩街道28號  
12樓

二零一七年三月二十七日

#### 林敬義

執業證書號碼：P02771

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		Notes 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>Revenue</b>	收入	4	<b>871,148</b>	769,625
Cost of revenue	收入成本		<b>(409,197)</b>	(310,189)
<b>Gross profit</b>	毛利		<b>461,951</b>	459,436
Other income	其他利潤	5	<b>84,964</b>	24,978
Selling and marketing expenses	銷售及市場推廣費用		<b>(181,571)</b>	(141,258)
Administrative expenses	行政開支		<b>(135,613)</b>	(103,612)
Share-based compensation expense	以股份為基礎的酬金開支	27	<b>(42,746)</b>	(47,915)
Research and development expenses	研發費用		<b>(39,983)</b>	(50,589)
Finance costs	財務成本	6	—	(663)
Share of loss of associates	應佔聯營公司虧損	15	<b>(503)</b>	(1,232)
<b>Profit before income tax</b>	除所得稅前利潤		<b>146,499</b>	139,145
Income tax expense	所得稅開支	7	<b>(7,123)</b>	(27,086)
<b>Profit for the year</b>	年度利潤	6	<b>139,376</b>	112,059
<b>Other comprehensive income</b>	其他全面收益			
Items that may be subsequently reclassified to profit or loss:	其後可能重新分類至損益的項目：			
Currency translation differences	貨幣換算差額		<b>17,030</b>	14,194
<b>Total comprehensive income for the year</b>	年度全面收益總額		<b>156,406</b>	126,253
<b>Profit/(Loss) for the year attributable to:</b>	以下應佔的年度利潤/(虧損)：			
Equity holders of the Company	本公司權益持有人		<b>148,669</b>	114,351
Non-controlling interests	非控股權益		<b>(9,293)</b>	(2,292)
			<b>139,376</b>	112,059

## Consolidated Statement of Comprehensive Income (Continued)

### 綜合全面收益表(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		Notes 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>Total comprehensive income/(loss) for the year attributable to:</b>	<b>以下人士應佔年度全面收益／(虧損)總額：</b>			
Equity holders of the Company	本公司權益持有人		<b>165,668</b>	128,545
Non-controlling interests	非控股權益		<b>(9,262)</b>	(2,292)
			<b>156,406</b>	126,253
<b>Earnings per share attributable to equity holders of the Company</b> (expressed in RMB cents per share)	<b>本公司股權益持有人應佔每股盈利</b> (以每股人民幣分列示)			
Basic	基本	9	<b>18.89</b>	14.57
Diluted	攤薄	9	<b>17.98</b>	13.69

The notes on pages 108 to 235 form part of these consolidated financial statements.

第108至235頁附註為該等綜合財務報表一部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2016 於二零一六年十二月三十一日

			2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
		Notes 附註		
<b>ASSETS AND LIABILITIES</b>	<b>資產與負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	11	61,564	56,573
Intangible assets	無形資產	12	315,857	234,577
Goodwill	商譽	13	104,050	97,412
Available-for-sale financial assets	可供出售金融資產	19	110,759	63,453
Interest in associates	於聯營公司的權益	15	75,894	13,768
Loans to third parties	借予第三方之貸款	16	52,576	42,990
Other non-current receivable	其他非流動應收款項	22	13,759	29,895
Deferred tax assets	遞延稅項資產	24	1,726	583
			<b>736,185</b>	539,251
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	17	1,248	1,928
Trade and other receivables	貿易及其他應收款項	18	312,565	278,856
Current portion of other non-current receivable	其他非流動應收款項之即期部分	22	25,285	3,241
Available-for-sale financial assets	可供出售金融資產	19	70,000	20,000
Bank balances and cash	銀行結餘及現金	20	283,598	348,669
			<b>692,696</b>	652,694
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	21	94,450	71,536
Current portion of other non-current payable	其他非流動應付款項之即期部分	22	25,285	3,241
Deferred revenue	遞延收入	23	21,734	30,060
Income tax liabilities	所得稅負債		13,029	19,309
			<b>154,498</b>	124,146
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>538,198</b>	528,548
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>1,274,383</b>	1,067,799
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Other non-current payable	其他非流動應付款項	22	13,759	29,895
Deferred tax liabilities	遞延稅項負債	24	6,078	10,637
			<b>19,837</b>	40,532
<b>Net assets</b>	<b>資產淨值</b>		<b>1,254,546</b>	1,027,267

## Consolidated Statement of Financial Position (Continued)

### 綜合財務狀況表(續)

As at 31 December 2016 於二零一六年十二月三十一日

			2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
		Notes 附註		
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	25	240	240
Reserves	儲備	26	1,234,198	1,019,758
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益		1,234,438	1,019,998
Non-controlling interests	非控股權益		20,108	7,269
<b>Total equity</b>	<b>權益總額</b>		<b>1,254,546</b>	1,027,267

**Yang Eric Qing**  
楊慶  
Director  
董事

**Ng Kwok Leung Frank**  
伍國樑  
Director  
董事

The notes on pages 108 to 235 form part of these consolidated financial statements.

第108至235頁附註為該等綜合財務報表一部分。



# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

Equity attributable to equity holders of the Company  
本公司權益持有人應佔權益

		Share capital 股本	Share premium 股份溢價	Statutory reserve 法定儲備	Translation reserve 換算儲備	Share option reserve 購股權儲備	Other reserve 其他儲備	Accumulated profits 累計利潤	Sub-total 小計	Non-controlling interests 非控股權益	Total equity 權益總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Balance at 1 January 2015</b>	於二零一五年一月一日之結餘	238	620,618	18,883	(3,379)	25,233	101,027	127,206	889,826	90	889,916
<b>Total comprehensive income/(loss) for the year</b>	年度全面收益/(虧損)總額										
Profit/(Loss) for the year	年度利潤/(虧損)	—	—	—	—	—	—	114,351	114,351	(2,292)	112,059
Other comprehensive income for the year	年度其他全面收益										
Currency translation differences	貨幣換算差額	—	—	—	14,194	—	—	—	14,194	—	14,194
		—	—	—	14,194	—	—	114,351	128,545	(2,292)	126,253
<b>Transactions with owners</b>	與擁有人交易										
Change in functional currency	功能貨幣變動	1	(3,414)	—	3,379	(110)	—	144	—	—	—
Share-based compensation (Note 27)	以股份為基礎的酬金(附註27)	—	—	—	—	44,252	3,663	—	47,915	—	47,915
Exercise of share options (Notes 25(ii) & 27)	行使購股權(附註25(ii)及27)	1	7,792	—	—	(3,808)	—	—	3,985	—	3,985
Transfer upon forfeiture of share options	於沒收購股權時轉撥	—	—	—	—	(26)	(878)	904	—	—	—
Appropriation to statutory reserve	分配至法定儲備	—	—	13,625	—	—	—	(13,625)	—	—	—
Capital contribution from non-controlling shareholders	來自非控股股東注資	—	—	—	—	—	—	—	—	9,471	9,471
Dividends paid (Note 8)	已付股息(附註8)	—	(50,273)	—	—	—	—	—	(50,273)	—	(50,273)
<b>Total transactions with owners</b>	與擁有人交易總額	2	(45,895)	13,625	3,379	40,308	2,785	(12,577)	1,627	9,471	11,098
<b>Balance at 31 December 2015</b>	於二零一五年十二月三十一日之結餘	240	574,723	32,508	14,194	65,541	103,812	228,980	1,019,998	7,269	1,027,267

# Consolidated Statement of Changes in Equity (Continued)

## 綜合權益變動表(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### Equity attributable to equity holders of the Company 本公司權益持有人應佔權益

		Share capital	Share premium	Statutory reserve	Translation reserve	Share option reserve	Other reserve	Accumulated profits	Sub-total	Non-controlling interests	Total equity
		RMB'000	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	人民幣千元
<b>Balance at 1 January 2016</b>	於二零一六年一月一日之結餘	240	574,723	32,508	14,194	65,541	103,812	228,980	1,019,998	7,269	1,027,267
<b>Total comprehensive income/(loss) for the year</b>	年度全面收益/(虧損)總額										
Profit/(Loss) for the year	年度利潤/(虧損)	—	—	—	—	—	—	148,669	148,669	(9,293)	139,376
Other comprehensive income for the year	年度其他全面收益										
Currency translation differences	貨幣換算差額	—	—	—	16,999	—	—	—	16,999	31	17,030
		—	—	—	16,999	—	—	148,669	165,668	(9,262)	156,406
<b>Transactions with owners</b>	與擁有人交易										
Share-based compensation (Note 27)	以股份為基礎的酬金(附註27)	—	—	—	—	41,049	1,697	—	42,746	—	42,746
Exercise of share options (Notes 25(ii) & 27)	行使購股權(附註25(ii)及27)	—	1,216	—	—	(257)	—	—	959	—	959
Transfer upon forfeiture of share options	於沒收購股權時轉撥	—	—	—	—	(561)	(67)	628	—	—	—
Share repurchased and cancelled (Note 25(i))	回購及註銷之股份(附註25(i))	—	(1,278)	—	—	—	—	—	(1,278)	—	(1,278)
Appropriation to statutory reserve	分配至法定儲備	—	—	5,448	—	—	—	(5,448)	—	—	—
Capital contribution from non-controlling shareholders	非控股股東出資	—	—	—	—	—	—	—	—	15,000	15,000
Deemed acquisition of non-controlling interest (Note 14)	視作收購非控股權益(附註14)	—	—	—	—	—	(1,272)	—	(1,272)	1,272	—
Disposal of partial interest in subsidiaries without losing control (Note 32(a))	在未有失控制權情況下出售附屬公司部分權益(附註32(a))	—	—	—	—	—	7,617	—	7,617	5,283	12,900
Disposal of non-controlling interest relating to a subsidiary disposal (Note 32(a))	關於出售附屬公司之非控股權益(附註32(a))	—	—	—	—	—	—	—	—	546	546
<b>Total transactions with owners</b>	與擁有人交易總額	—	(62)	5,448	—	40,231	7,975	(4,820)	48,772	22,101	70,873
<b>Balance at 31 December 2016</b>	於二零一六年十二月三十一日之結餘	240	574,661	37,956	31,193	105,772	111,787	372,829	1,234,438	20,108	1,254,546

The notes on pages 108 to 235 form part of these consolidated financial statements.

第108頁至235頁附註為該等綜合財務報表一部分。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
	Notes 附註		
<b>Cash flows from operating activities</b>	<b>經營活動所得之現金流量</b>		
Profit before income tax	除所得稅前利潤	146,499	139,145
Adjustments for:	就以下各項作出調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	25,077	13,377
Amortisation of intangible assets	無形資產攤銷	73,623	36,787
Interest expense	利息支出	—	663
Bank interest income	銀行利息收入	(6,927)	(19,962)
Interest income from loans to third parties	來自第三方貸款利息收入	(5,128)	(2,990)
Impairment loss on trade receivables	貿易應收款項減值虧損	7,244	151
Provision for impairment of interest in an associate	一間聯營公司權益之減值撥備	4,227	—
(Gain)/Loss on disposal of property, plant and equipment	出售物業、廠房及設備(收益)/虧損	(25)	15
Gain on disposal of subsidiaries	出售附屬公司收益	(4,541)	—
Gain on disposal of available-for-sale financial assets	出售可供出售金融資產之收益	19 (53,024)	—
Gain on deemed disposal of partial interest in an associate	視作出售於一家聯營公司部分權益的收益	15 (10,349)	—
Share of loss of associates	應佔聯營公司虧損	503	1,232
Share-based compensation expense	以股份為基礎的酬金開支	42,746	47,915
Operating profit before working capital changes	營運資金變動前之經營利潤	219,925	216,333
Decrease/(Increase) in inventories	存貨減少/(增加)	443	(70)
Increase in trade and other receivables	貿易及其他應收款項增加	(67,265)	(137,235)
Increase in trade and other payables	貿易及其他應付款項增加	9,003	12,253
Decrease in deferred revenue	遞延收入減少	(7,907)	(215)
Cash generated from operations	經營所得之現金	154,199	91,066
Interest received	已收利息	10,823	20,125
Income tax paid	已付所得稅	(19,608)	(21,411)
<b>Net cash from operating activities</b>	<b>經營活動所得之現金淨額</b>	<b>145,414</b>	<b>89,780</b>
<b>Cash flows from investing activities</b>	<b>投資活動所得之現金流量</b>		
Placement of time deposit with maturity over three months	存入原到期日超過三個月之定期存款	(200,423)	(193,057)
Withdrawal of time deposit with maturity over three months	提取到期日超過三個月之定期存款	393,480	351,636
Purchase of property, plant and equipment	購買物業、廠房及設備	(33,391)	(49,075)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	379	274
Purchase of intangible assets	購買無形資產	(39,555)	(40,184)
Addition in development costs through internal development	透過內部開發之開發成本增加	(42,064)	(27,894)
Acquisition of subsidiaries, net of cash acquired	收購附屬公司，扣除已取得現金	31 (28,468)	(213,805)
Net outflows from disposal of subsidiaries	出售附屬公司之流出淨額	32 (549)	—
Investments in associates	於聯營公司的投資	(54,845)	(7,455)
Purchase of available-for-sale financial assets	購入可供出售金融資產	(162,235)	(61,881)
Proceeds from disposal of available-for-sale financial assets	出售可供出售金融資產所得款項	117,800	25,000
Loan granted to a related party	借予關聯方之貸款	—	(8,217)
Repayment in loan to a related party	關聯方償還貸款	8,217	—
Addition of loans granted to third parties	向第三方增加發放貸款	(6,100)	(40,000)
Repayment in loans to third parties	第三方償還貸款	1,642	—
<b>Net cash used in investing activities</b>	<b>投資活動所用之現金淨額</b>	<b>(46,112)</b>	<b>(264,658)</b>

## Consolidated Statement of Cash Flows (Continued)

### 綜合現金流量表(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

			2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
	Notes 附註			
<b>Cash flows from financing activities</b>		<b>融資活動所得之現金流量</b>		
Dividends paid		已付股息	—	(50,273)
Interest paid		已付利息	—	(663)
Proceeds from short-term bank borrowings		短期銀行借款所得款項	—	145,910
Repayment of short-term bank borrowings		償還短期銀行借款	—	(145,910)
Proceeds from issuance of shares upon exercise of share options	27	行使購股權發行股份所得款項	<b>959</b>	3,985
Payment for repurchase of shares	25	支付購回股份	<b>(1,278)</b>	—
Capital contribution from non-controlling shareholders		來自非控股股東注資	<b>15,000</b>	9,471
Proceeds on disposal of partial interests in subsidiaries		出售附屬公司部分權益所得款項	<b>12,900</b>	—
<b>Net cash from/(used in) financing activities</b>		<b>融資活動所得/(所用)之現金淨額</b>	<b>27,581</b>	(37,480)
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>現金及現金等價物增加/(減少)淨額</b>	<b>126,883</b>	(212,358)
<b>Cash and cash equivalents at beginning of year</b>		<b>年初現金及現金等價物</b>	<b>155,612</b>	367,343
<b>Effect of foreign exchange rate changes on cash and cash equivalents held</b>		<b>匯率變動對所持現金及現金等價物之影響</b>	<b>1,103</b>	627
<b>Cash and cash equivalents at end of year</b>	20	<b>年末現金及現金等價物</b>	<b>283,598</b>	155,612

The notes on pages 108 to 235 form part of these consolidated financial statements.

第108頁至235頁附註為該等綜合財務報表一部分。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 1. GENERAL INFORMATION

Ourgame International Holdings Limited (the "Company") was incorporated in the Cayman Islands on 4 December 2013 as an exempted company with limited liability under the Companies Law (2013 Revision) of the Cayman Islands. The address of the Company's registered office is P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited since 30 June 2014 (the "Listing").

The Company is an investment holding company and its subsidiaries (collectively, the "Group") are principally engaged in the development and operation of online card and board games, organising and broadcasting online to offline mind-sports events, tournaments, TV shows and contents (collectively, the "Group's Game Business") in the People's Republic of China (the "PRC"). The Group's Game Business has expanded outside PRC, primarily in the United States (the "US") and Gibraltar, upon completion of the acquisition of Peerless Media Limited ("Peerless") in 2015.

At 31 December 2015 and up to 5 February 2016, the directors consider the ultimate controlling party of the Company to be Mr. Zhang Rongming, Mr. Liu Jiang, Mr. Shen Dongri and Ms. Long Qi (collectively, the "Founding Shareholders") through their respective wholly-owned companies, namely Elite Vessels Limited, Sonic Force Limited, Blink Milestones Limited ("Blink Milestones"), Prosper Macrocosm Limited and Golden Liberator Limited (the "Shareholders' Companies"). On 5 February 2016, the Founding Shareholders sold 23.78% of the issued share capital of the Company to Glassy Mind Holdings Limited (the "Share Transfer"). Upon the completion of the Share Transfer, the Founding Shareholders ceased to have control over the Company.

### 1. 一般資料

聯眾國際控股有限公司(「本公司」)於二零一三年十二月四日根據開曼群島公司法(二零一三年修訂版)在開曼群島註冊成立為豁免有限公司。本公司之註冊辦事處地址為P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands。本公司股份自二零一四年六月三十日於香港聯合交易所有限公司主板上市(「上市」)。

本公司為一家投資控股公司及其附屬公司(統稱為「本集團」)主要在中華人民共和國(「中國」)從事開發及經營在線棋牌遊戲、組織及播放線上線下智力運動、比賽及電視節目(「本集團遊戲業務」)。二零一五年內完成Peerless Media Limited(「Peerless」)收購後,本集團遊戲業務擴展至中國境外,主要為美國(「美國」)及直布羅陀。

於二零一五年十二月三十一日及至二零一六年二月五日,董事認為張榮明先生、劉江先生、申東日先生及龍奇女士(統稱為「創始股東」)透過彼等各自全資公司,即Elite Vessels Limited、Sonic Force Limited、Blink Milestones Limited(「Blink Milestones」)、Prosper Macrocosm Limited及Golden Liberator Limited(「股東的公司」)而成為本公司的最終控股方。於二零一六年二月五日,創始股東出售公司23.78%的已發行股本給亮智控股有限公司(「股權轉讓」)。股權轉讓完成後,創始股東不再擁有對公司的控制權。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 1. GENERAL INFORMATION (Continued)

The Group's Game Business in PRC was carried out by Beijing Lianzhong Co., Ltd. (北京聯眾互動網絡股份有限公司, "Lianzhong") and its subsidiaries (collectively the "Lianzhong Group") which were under the control of the Founding Shareholders prior to the Share Transfer. Pursuant to the applicable PRC laws and regulations, foreign investors are prohibited from holding equity interest in an entity conducting online game business and are restricted to conduct value-added telecommunications services. In order to enable investments be made into the Group's Game Business, the Company established a subsidiary, Beijing Lianzhong Garden Network Technology Co., Ltd (北京聯眾家園網絡科技有限責任公司, "WFOE"), which is a wholly foreign owned enterprise incorporated in the PRC. In 2014, WFOE has entered into a series of contractual arrangements (the "Contractual Arrangements") with Lianzhong and their respective equity holders, which enable WFOE and the Group to:

- exercise effective financial and operational control over Lianzhong;
- exercise equity holders' voting rights of Lianzhong;
- receive substantially all of the economic interest returns generated by Lianzhong and its subsidiaries in consideration for the business support, technical and consulting services provided by WFOE, at WFOE's discretion;
- obtain an irrevocable and exclusive right to purchase all or part of equity interest in and/or assets of Lianzhong from the respective equity holders at a minimum purchase price permitted under the PRC laws and regulations. WFOE may exercise such options at any time until it has acquired all equity interests and/or all assets of Lianzhong;
- obtain a pledge over the entire equity interest of Lianzhong from their respective equity holders as collateral security for all of Lianzhong's payments due to WFOE and to secure performance of Lianzhong's obligations under the Contractual Arrangements.

### 1. 一般資料(續)

本集團於中國之遊戲業務主要由北京聯眾互動網絡股份有限公司(「聯眾」)及其附屬公司(統稱「聯眾集團」)進行,股權轉讓前其受創始股東控制。根據適用之中國法律法規,外國投資者禁止持有從事線上遊戲業務實體之股權且於進行增值電信服務方面受到限制。為於本集團遊戲業務投資,本公司成立一間附屬公司北京聯眾家園網絡科技有限責任公司(「外商獨資企業」),其為於中國註冊成立之外商獨資企業。於二零一四年,外商獨資企業已與聯眾及其各自權益持有人訂立合約安排(「合約安排」),該合約安排令外商獨資企業及本集團能夠:

- 對聯眾行使有效的財務及營運控制;
- 行使股權持有人於聯眾的投票權;
- 收取聯眾及其附屬公司產生的絕大部份經濟利益回報作為外商獨資企業酌情提供業務支持、技術及顧問服務的報酬;
- 獲得不可撤銷的獨家權利,以按中國法律及法規許可的最低購買價向各股權持有人購買聯眾的全部或部份股權及/或資產。外商獨資企業可隨時行使該等購股權直至其完成收購聯眾全部股權及/或全部資產;
- 就聯眾的全部股權獲得各相關股權持有人的質押,作為聯眾應付外商獨資企業的所有款項的抵押擔保,並擔保聯眾履行其於合約安排下的義務。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 1. GENERAL INFORMATION (Continued)

The details of the Contractual Arrangements are set out in the prospectus issued by the Company dated 18 June 2014 (the "Prospectus").

The Group does not have any equity interest in Lianzhong and its subsidiaries. However, as a result of the Contractual Arrangements, the Group has rights to variable returns from its involvement with Lianzhong and has the ability to affect those returns through its power over Lianzhong and is considered to control Lianzhong and hence the Lianzhong Group. Consequently, the Company regards the Lianzhong Group as consolidated structured entities under International Financial Reporting Standards ("IFRSs"). The Group has consolidated the financial position and results of the Lianzhong Group in the consolidated financial statements.

Nevertheless, the Contractual Arrangements may not be as effective as direct legal ownership in providing the Group with direct control over the Lianzhong Group and uncertainties presented by the PRC legal system could impede the Group's beneficiary rights of the results, assets and liabilities of the Lianzhong Group. The directors of the Company, based on the advice of its legal counsel, consider that the Contractual Arrangements are in compliance with relevant PRC laws and regulations and are legally enforceable.

The consolidated financial statements are presented in Renminbi ("RMB"), unless otherwise stated.

The financial statements for the year ended 31 December 2016 were approved for issue by the board of directors (the "Board") on 27 March 2017.

### 1. 一般資料(續)

有關合約安排之詳情載於本公司於二零一四年六月十八日刊發之招股章程(「招股章程」)內。

本集團於聯眾及其附屬公司概無擁有任何股權。然而，根據合約安排，本集團享有其參與聯眾的可變回報並有能力透過其權力影響聯眾的該等回報，故被視為控制聯眾，從而控制聯眾集團。因此，根據國際財務報告準則(「國際財務報告準則」)，本公司將聯眾集團視為綜合結構實體。本集團已將聯眾集團的財務狀況及業績併入本集團的綜合財務報表。

然而，合約安排未必具有如直接法定所有權之效力，以提供本集團對聯眾集團的直接控制，且中國法律體系的不確定性可能妨礙本集團於聯眾集團的業績、資產及負債的實益權益。根據法律顧問的意見，本公司董事認為，合約安排符合相關中國法律法規且可依法強制執行。

除另有說明外，此綜合財務報表均以人民幣(「人民幣」)呈列。

截至二零一六年十二月三十一日止年度之財務報表於二零一七年三月二十七日獲董事會(「董事會」)批准發行。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### 2.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with applicable IFRSs. The financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance and include the applicable disclosure requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets and the contingent consideration payable which are carried at fair value.

The preparation of consolidated financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies of the Group. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 3 below.

## 2. 重大會計政策概要

編製該等綜合財務報表所應用的主要會計政策載於下文。除另有指明外，該等會計政策於整個呈列年度貫徹應用。

### 2.1 編製基準

本公司綜合財務報表乃根據可適用國際財務報告準則編製。財務報表亦符合香港公司條例之適用披露規定及包括香港聯合交易所有限公司證券上市規(「上市規則」)之適用披露規定。綜合財務報表乃根據歷史成本慣例法編製，並通過重估按公允值列賬的可供出售金融資產及應付款項或然代價而作出修訂。

根據國際財務報告準則編製之綜合財務報表需要採用若干關鍵會計估計。管理層亦須在採用本集團會計政策過程中作出判斷。涉及高度判斷或複雜性的範疇，或對綜合財務報表屬於重大的假設及估計範疇，披露於下文附註3。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

#### 2.1.1 Changes in accounting policy and disclosures

##### (a) *New and amended standards adopted by the Group*

The Group has applied the following amendments to IFRSs, which have become effective for the accounting period beginning on 1 January 2016 and relevant to the Group:

Amendments to IFRSs	Annual improvements to IFRSs 2012–2014 cycle
Amendments to IAS 1	Disclosure Initiative
Amendments to IAS 16 and IAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to IAS 27 (2011)	Equity Method in Separate Financial Statements

The adoption had no material impact on how the results and financial position for the current and prior periods have been prepared and presented.

## 2. 重大會計政策概要(續)

### 2.1 編製基準(續)

#### 2.1.1 會計政策和披露之變動

##### (a) *本集團採納新訂及經修訂準則*

本集團已應用於二零一六年一月一日開始的會計期間生效並與本集團有關的下列國際財務報告準則之修訂：

國際財務報告準則(修訂本)	國際財務報告準則二零一二年至二零一四年週期之年度改進
國際會計準則第1號(修訂本)	披露倡議
國際會計準則第16號及國際會計準則第38號(修訂本)	折舊及攤銷的可接受方法之澄清
國際會計準則第27號(修訂本)	獨立財務報表之權益法

採納該等準則對本期間及過往期間之業績及財務狀況所編製及呈報方式並無重大影響。

# Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

#### 2.1.1 Changes in accounting policy and disclosures (Continued)

##### (b) *New and amended standards and interpretations not yet adopted*

A number of new standards and amendments to standards and interpretations have been issued but have not been applied in preparing these consolidated financial statements. None of these is expected to have a significant effect on the consolidated financial statements of the Group, except the following set out below:

##### IFRS 9, "Financial instruments"

IFRS 9, "Financial instruments", addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of IFRS 9 was issued in July 2014. It replaces the guidance in IAS 39 that relates to the classification and measurement of financial instruments. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through other comprehensive income and fair value through profit or loss. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in other comprehensive income not recycling. There is now a new expected credit losses model that replaces the incurred loss impairment model used in IAS 39. For financial liabilities there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. IFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the "hedged ratio" to be the same as the one management actually use for risk management purposes.

## 2. 重大會計政策概要(續)

### 2.1 編製基準(續)

#### 2.1.1 會計政策和披露之變動(續)

##### (b) *尚未採納之新訂及經修訂準則及詮釋*

多項新訂準則、準則的修訂以及詮釋已經頒佈，但並未應用於編製該等綜合財務報表。預期該等準則、修訂及詮釋不會對本集團的綜合財務報表構成重大影響，惟下列者除外：

##### 國際財務報告準則第9號「金融工具」

國際財務報告準則第9號「金融工具」闡述金融資產及金融負債之分類、計量及確認。國際財務報告準則第9號的完整版本於二零一四年七月發佈。該準則取代了國際會計準則第39號中與金融工具之分類及計量相關之部分。國際財務報告準則第9號保留但簡化了混合計量模型，並確立金融資產的三個主要計量分類：按攤銷成本、按公允值透過其他全面收益及按公允值透過損益計量。分類基準乃根據實體的業務模式及金融資產的合約現金流量特徵而定。在權益工具中的投資需要按公允值透過損益計量，而由初始不可撤銷選項在其他全面收益計量的公允值變動不循環入賬。新的預期信貸虧損模型將取代國際會計準則第39號所用的減值虧損模型。對於金融負債，就指定為按公允值透過損益計量的負債，除了在其他全面收益中確認本身信貸風險的變動外，分類和計量並無任何變動。國際財務報告準則第9號放寬了對沖有效性的規定，以清晰界線對沖有效性測試取代。此準則規定被對沖項目與對沖工具的經濟關係以及「對沖比率」須與管理層實際用以作風險管理之目的相同。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

#### 2.1.1 Changes in accounting policy and disclosures (Continued)

##### (b) *New and amended standards and interpretations not yet adopted (Continued)*

###### IFRS 9, "Financial instruments" (Continued)

Contemporaneous documentation is still required but is different to that currently prepared under IAS 39. The standard is effective for accounting periods beginning on or after 1 January 2018. Early adoption is permitted. The Group is yet to assess IFRS 9's full impact. After that date, the new rules must be adopted in their entirety. The group does not intend to adopt IFRS 9 before its mandatory date.

###### IFRS 15, "Revenue from contracts with customers"

IFRS 15, "Revenue from contracts with customers" deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces IAS 18 "Revenue" and IAS 11 "Construction contracts" and related interpretations. IFRS 15 is effective for annual periods beginning on or after 1 January 2018 and earlier application is permitted. The Group is assessing the impact of IFRS 15.

## 2. 重大會計政策概要(續)

### 2.1 編製基準(續)

#### 2.1.1 會計政策和披露之變動(續)

##### (b) *尚未採納之新訂準則及詮釋(續)*

###### 國際財務報告準則第9號「金融工具」(續)

編製同期資料仍屬規定之內，惟此規定與現時根據國際會計準則第39號所編製者不同。此準則將於二零一八年一月一日或之後開始之會計期間生效，並容許提早採納。本集團尚未評估國際財務報告準則第9號之全面影響。該日期後，必須全面採納新準則。本集團不擬於強制採納日期之前採納國際財務報告準則第9號。

###### 國際財務報告準則第15號「客戶合同收益」

國際財務報告準則第15號「客戶合同收益」處理有關主體與其客戶合約所產生的收益和現金流量的性質、金額、時間性和不確定性的收益確認，並就向財務報表用戶報告有用的信息建立原則。當客戶獲得一項貨品或服務的控制權並因此有能力指示該貨品或服務如何使用和獲得其利益，即確認此項收益。國際財務報告準則第15號取代國際會計準則第18號「收益」及國際會計準則第11號「建造合同」和相關解釋。此準則將於二零一八年一月一日及之後開始的年度期間起生效，並容許提早採納。本集團現正評估國際財務報告準則第15號的影響。

# Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

#### 2.1.1 Changes in accounting policy and disclosures (Continued)

##### (b) *New standards and interpretations not yet adopted (Continued)* IFRS 16, "Leases"

IFRS 16, "Leases" provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements. IFRS 16 will supersede IAS 17 "Leases" and the related interpretations when it becomes effective. The Group is a lessee of various servers, lines, offices and residential properties, which are currently classified as operating leases. The Group's current accounting policy for such leases is set out in note 2.12 with the Group's future operating lease commitments, which are not reflected in the consolidated statement of financial position, set out in note 29. IFRS 16 provides new provisions for the accounting treatment of leases and will in the future no longer allow lessees to recognise certain leases outside of the statement of financial position. Instead, all non-current leases must be recognised in the form of an asset (for the right of use) and a financial liability (for the payment obligation). Thus each lease will be mapped in the Group's consolidated statement of financial position. Short-term leases of less than twelve months and leases of low value assets are exempt from the reporting obligation. The new standard will therefore result in an increase in property, plant and equipment and an increase in financial liabilities in the consolidated statement of financial position. In the income statement, leases will be recognised in the future as capital expenditure on the purchasing side and will no longer be recorded as an operating expense. As a result, the operating expense under otherwise identical circumstances will decrease, while depreciation and amortisation and the interest expense will increase. The new standard is not expected to apply until the financial year 2019, including the adjustment of prior years.

## 2. 重大會計政策概要(續)

### 2.1 編製基準(續)

#### 2.1.1 會計政策和披露之變動(續)

##### (b) *尚未採納之新訂準則及詮釋(續)* 國際財務報告準則第16號「租賃」

國際財務報告準則第16號「租賃」為租賃安排的識別及彼等在財務報表中的處理提供了一個綜合模型。於其生效後，國際財務報告準則第16號將取代國際會計準則第17號「租賃」及相關詮釋之收益確認指引。本集團承租眾多服務器、線路、辦公室及住宅物業，目前均分類為經營租賃。本集團目前對該等租賃的會計政策載於附註2.12，而本集團日後的經營租賃承擔載於附註29，並未反映於綜合財務狀況表。國際財務報告準則第16號提出有關租賃的會計處理的新規定，日後承租人不得確認財務狀況表外之若干租賃，所有非即期租賃均須以資產(若為使用權)及金融負債(若為付款責任)的形式確認。因此，每份租約均會反映在本集團的綜合財務狀況表。少於十二個月的短期租賃及低價值資產租賃獲豁免遵守申報責任。新準則會導致物業、廠房及設備增加，亦會導致綜合財務狀況表的金融負債增加。於綜合全面收益表中，租賃日後將會確認為購買方面的資本開支，而不會入賬列為經營開支。預計二零一九年財政年度方會採用新準則(包括往年的調整)。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

#### 2.1.1 Changes in accounting policy and disclosures (Continued)

##### (b) *New standards and interpretations not yet adopted (Continued)*

##### *IFRS 16, "Leases" (Continued)*

The new standard is mandatory for financial years commencing on or after 1 January 2019. At this stage, the group does not intend to adopt the standard before its effective date.

### 2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 December each year.

#### (a) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls the entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

## 2. 重大會計政策概要(續)

### 2.1 編製基準(續)

#### 2.1.1 會計政策和披露之變動(續)

##### (b) *尚未採納之新訂準則及詮釋(續)*

##### *國際財務報告準則第16號「租賃」(續)*

此新準則將於二零一九年一月一日或之後開始之財務年度強制生效。於此階段，本集團不擬於生效日期前採納此準則。

### 2.2 合併基準

綜合財務報表包括本公司及其附屬公司編製的截至十二月三十一日的財務報表。

#### (a) 附屬公司

附屬公司指本集團控制的所有實體(包括結構實體)。當本集團透過參與實體的營運而獲得或有權取得其可變回報且有能力透過其於實體的權力影響該等回報時，則本集團控制該實體。附屬公司由控制權轉讓至本集團之日起綜合計算，並由該控制權終止之日起終止綜合計算。

## Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.2 Basis of consolidation (Continued)

(a) Subsidiaries (Continued)

(i) *Business combinations*

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either at fair value or the present ownership interest's proportionate share in the recognised amounts of acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by IFRSs.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

### 2. 重大會計政策概要(續)

#### 2.2 合併基準(續)

(a) 附屬公司(續)

(i) 業務合併

本集團應用收購法將業務合併入賬。收購一間附屬公司轉讓的代價為轉讓資產的公允值、被收購方的前擁有人產生的負債及本集團已發行的股權。轉讓的代價包括或然代價安排產生的任何資產或負債的公允值。業務合併中收購的可識別資產及承擔的負債及或然負債乃按收購日的公允值初步計量。

本集團按個別收購基準確認被收購方的非控股權益。被購買方的非控制性權益為現時的擁有權權益，並賦予持有人一旦清盤時按比例應佔主體的淨資產，可按公允值或按現時擁有權權益應佔被收購方可識別淨資產的確認金額比例而計量。除非國際財務報告準則規定其他計量基準，否則非控股權益之所有其他部份均以收購日之公允值計量。

收購相關成本在產生時即被入賬列為開支。

若業務合併分階段完成，則收購方先前持有的被收購方股本權益於收購當日的賬面值乃重新計量為收購日期的公允值；該重新計量產生的任何收益或虧損乃於損益確認。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Basis of consolidation (Continued)

#### (a) Subsidiaries (Continued)

##### (i) Business combinations (Continued)

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the amount of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

##### (ii) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions — that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying values of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

## 2. 重大會計政策概要(續)

### 2.2 合併基準(續)

#### (a) 附屬公司(續)

##### (i) 業務合併(續)

本集團將轉讓的任何或然代價按收購當日按公允值確認。被視為一項資產或負債的或然代價公允值後續變動，將按照國際會計準則第39號的規定，確認為損益或其他全面收益變動。分類為權益的或然代價毋須重新計量，而其後結算於權益入賬。

商譽乃按轉讓的總代價及收購的可識別淨資產的非控股權益金額及承擔的負債之間的差額初步計量。若該代價低於所收購附屬公司淨資產的公允值，則差額於損益中確認。

集團內公司間交易、結餘及未變現損益抵銷。附屬公司會計政策在必要時已經變更以確保與本集團採納的政策一致。

##### (ii) 不導致失去控制權的附屬公司所有權權益變動

不導致失去控制權的非控股權益交易入賬列作權益交易 — 即以其為擁有人的身份與附屬公司擁有人進行交易。任何已付代價公允值與所購買相關應佔附屬公司淨資產賬面值的差額列作權益。向非控股權益出售的收益或虧損亦列作權益。

# Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Basis of consolidation (Continued)

#### (a) Subsidiaries (Continued)

##### (iii) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

#### (b) Separate financial statements

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

### 2.3 Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounting for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investments in associates include goodwill identified on acquisition. Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the amount of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the associate acquired, the difference is recognised in profit or loss. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment.

## 2. 重大會計政策概要(續)

### 2.2 合併基準(續)

#### (a) 附屬公司(續)

##### (iii) 出售附屬公司

當本集團失去控制權時，於實體的任何保留權益按失去控制權當日的公平值重新計量，有關賬面值的變動則在損益確認。就其後入賬列作聯營公司、合資企業或金融資產的保留權益而言，其公平值為初始賬面值。此外，先前於其他全面收益確認與該實體有關的任何金額按猶如本集團已直接出售有關資產或負債的方式入賬。此可能意味先前在其他全面收益確認的金額重新分類至損益。

#### (b) 獨立財務報表

於本公司的財務狀況表內，附屬公司乃按成本減任何減值虧損入賬。成本乃經調整以反映或然代價修訂產生的代價變動。成本亦包括投資直接應佔的成本。附屬公司的業績由本公司根據已收及應收股息於報告日期入賬。所有的股息(無論是否從投資對象的收購前或收購後利潤中收取)均於本公司損益中確認。

### 2.3 聯營公司

聯營公司為本集團對其有重大影響力但並非控制的所有公司，一般持有相當於20%至50%投票權的股權。於聯營公司的投資使用權益法入賬。根據權益法，投資初步按成本確認，且於收購日期之後賬面值增加或減少以確認投資方應佔被投資方的損益。本集團於聯營公司的投資包括收購時可識別的商譽。商譽乃按轉讓的總代價及收購的可識別淨資產的非控股權益金額及承擔的負債之間的差額初步計量。若該代價低於所收購聯營公司淨資產的公允值，則差額於損益中確認。商譽乃納入投資賬面值，並按其中部分投資評估減值。



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.3 Associates (Continued)

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

The Group's share of post-acquisition profits or losses is recognised in profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of loss in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further loss, unless it is incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises as administrative expenses in the consolidated statement of comprehensive income.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

## 2. 重大會計政策概要(續)

### 2.3 聯營公司(續)

如聯營公司的權益持有被削減但仍保留重大影響力，只有按比例將之前在其他綜合收益中確認的數額重新分類至損益(如適當)。

倘本集團喪失對聯營公司之重大影響力，將按出售於該被投資方之所有權益入賬，而所產生之盈虧於損益中確認。任何在喪失重大影響力之日仍於上一被投資方保留之權益按公允值確認，而此金額被視為初步確認金融資產之公允值。

本集團應佔購入後的利潤或虧損於損益內確認，及其分佔購入後的其他全面收益變動(連同對投資賬面值作出的相應調整)於其他全面收益內確認。若本集團應佔一間聯營公司虧損等同或超過其於該聯營公司的權益(包括任何其他應收免抵押款項)，本集團將不會確認進一步虧損，除非其有法律或推定責任承擔或已代表該聯營公司付款。

本集團於各報告日期釐定是否有客觀證據顯示於聯營公司的投資出現減值。如屬此情況，本集團會將減值金額作為聯營公司的可收回款額與其賬面值的差額計算，並在綜合全面收益表中確認為行政開支。

本集團與其聯營公司之間的上游及下游交易產生的利潤及虧損，只會限於無關連投資者於聯營公司的權益在本集團的財務報表內確認。除非該項交易有證據顯示所轉讓資產已減值，否則未變現虧損予以對銷。聯營公司的會計政策在有需要時已作改動，以確保與本集團所採用的政策一致。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.3 Associates (Continued)

Diluted gains and losses arising in investments in associates are recognised in the consolidated statement of comprehensive income.

### 2.4 Foreign currency translation

#### (a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in RMB, which is the Company's functional and the Group's presentation currency.

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income.

#### (c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and

## 2. 重大會計政策概要(續)

### 2.3 聯營公司(續)

於聯營公司的投資所產生的攤薄收益及虧損於綜合全面收益表內確認。

### 2.4 外幣換算

#### (a) 功能及呈列貨幣

本集團各實體的財務報表所包括的項目，乃採用該實體經營所處的主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以人民幣呈列，而人民幣為本公司功能貨幣及本集團的呈列貨幣。

#### (b) 交易及結餘

外幣交易均按交易或估值(倘項目進行重新計量)日期的匯率換算為功能貨幣。因結算該等交易產生以及將外幣計值的貨幣資產和負債以年終匯率換算產生的外匯收益及虧損在綜合全面收益表內確認。

#### (c) 集團公司

功能貨幣與呈列貨幣不同的所有本集團實體(均無極高通脹經濟地區的貨幣)的業績及財務狀況，均按下列方式換算為呈列貨幣：

- 各財務狀況報表內呈列的資產及負債按該財務狀況報表日期的收市匯率換算；
- 各全面收益表內的收支按平均匯率換算(除非該平均匯率未能合理反映交易日現行匯率所帶來的累積影響，則按照交易日的匯率換算該等收支)；及

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.4 Foreign currency translation (Continued)

- (c) Group companies (Continued)
- all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustment arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

### 2.5 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment loss. Cost includes expenditures that are directly attributable to the acquisition of the asset.

Depreciation is provided to write off the cost less their residual values over their estimated useful lives, using the straight-line method, as follows:

Leasehold improvements	Shorter of remaining term of the lease and the estimated useful lives of the assets
Computer equipment	3–5 years
Furniture and office equipment	3–5 years
Motor vehicle	5 years

The asset's residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting date.

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

## 2. 重大會計政策概要(續)

### 2.4 外幣換算(續)

- (c) 集團公司(續)
- 所有由此產生的匯兌差額在其他全面收益中確認。

因收購海外實體而產生之商譽及公允值調整視為該海外實體之資產及負債，並按收市匯率換算。產生的貨幣換算差額乃於其他全面收益中確認。

### 2.5 物業、廠房及設備

物業、廠房及設備乃按歷史成本減累計折舊及減值虧損列賬。成本包括資產收購直接應佔的開支。

折舊以直線法於如下估計可使用年期內作出撥備，以撇銷成本減其剩餘價值：

租賃物業裝修	資產的剩餘租期與估計可使用年期之間的較短者
電腦設備	3至5年
傢俬及辦公室設備	3至5年
汽車	5年

資產之剩餘價值、折舊方法及使用年期於各報告日期末進行檢討及於適當時作出調整。

報廢或出售所產生之收益或虧損按出售所得款項與相關資產之賬面值之間的差額釐定，並於損益內確認。

後續成本計入資產之賬面值或於適當時確認為一項個別資產，前提條件為與該項目相關之未來經濟利益極有可能流入本集團及該項目成本能可靠計量。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.5 Property, plant and equipment (Continued)

The carrying amount of the replaced part is derecognised. All other costs, such as repairs and maintenance, are charged to profit or loss during the financial period in which they are incurred.

### 2.6 Goodwill

Goodwill arises on the acquisition of subsidiaries represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identified net assets acquired. Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see Note 2.18). Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

### 2.7 Intangible assets (other than goodwill)

#### (a) Computer software

Acquired computer software are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over the shorter of their license periods or estimated useful lives (ranged from 1 to 5 years), and recorded as amortisation in the consolidated statement of comprehensive income.

#### (b) Game intellectual properties, trademark and licenses

Game intellectual properties, trademark and licenses are initially recorded at cost and include internally generated intangible assets (i.e. capitalised development costs as detailed in Note 2.7(c) below) that are available for use. These intangible assets are amortised on a straight-line basis over the shorter of their license periods or estimate useful lives (ranged from 2 to 10 years).

## 2. 重大會計政策概要(續)

### 2.5 物業、廠房及設備(續)

終止確認已重置部分之賬面值。所有其他成本(如維修及保養成本)於產生該等成本之財務期間自損益內扣除。

### 2.6 商譽

收購附屬公司產生之商譽指被收購方之任何非控股權益款項及被收購方之前任何股權收購日公允價值所移交之代價超過所收購之已識別資產淨值之公允價值部分。商譽乃按成本減累計減值虧損列賬。商譽分配至現金產生單位，並於每年接受減值測試(見附註2.18)。商譽的減值虧損不能回撥。出售實體之損益包括所出售實體相關商譽之賬面值。

### 2.7 無形資產(商譽除外)

#### (a) 電腦軟件

收購的電腦軟件乃按收購及使用特定軟件所產生的成本資本化。該等成本乃按其特許期間或估計可使用年期(介乎1至5年)中的較短者攤銷，並於綜合全面收益表中按攤銷入賬。

#### (b) 遊戲知識產權、商標及許可證

遊戲知識產權、商標及許可證初步按成本入賬，並包括內部產生可供使用的無形資產(即下文附註2.7(c)詳述的資本化開發成本)。該等無形資產乃以直線法按其特許期間或估計可使用年期(介乎2至10年)中的較短者攤銷。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.7 Intangible assets (other than goodwill) (Continued)

- (c) Research and development costs
- Costs associated with research activities are expensed in profit or loss as they occur. Costs that are directly attributable to development activities (relating to the design and testing of new or improved game products) are recognised as intangible assets provided they meet the following recognition requirements:

- (i) demonstration of technical feasibility of the prospective product for internal use or sale;
- (ii) there is intention to complete the intangible asset and use or sell it;
- (iii) the Group's ability to use or sell the intangible asset is demonstrated;
- (iv) the intangible asset will generate probable economic benefits through internal use or sale;
- (v) sufficient technical, financial and other resources are available for completion; and
- (vi) the expenditure attributable to the intangible asset can be reliably measured.

Direct costs include employee costs incurred on development activities. The costs of development of internally generated software, products or knowhow that meet the above recognition criteria are recognised as intangible assets. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use on a straight-line basis over its useful lives.

All other development costs are expensed as incurred.

## 2. 重大會計政策概要(續)

### 2.7 無形資產(商譽除外)(續)

- (c) 研發成本
- 與研究活動有關的成本於產生時即於損益中支銷。開發活動(涉及全新或改善後的遊戲產品的設計及測試)直接應佔的成本確認為無形資產，惟須符合以下確認要求：

- (i) 證實內部使用或出售的潛在產品在技術上具有可行性；
- (ii) 具有完成該無形資產並使用或出售的意圖；
- (iii) 證實本集團有能力使用或出售無形資產；
- (iv) 無形資產將透過內部使用或出售而產生潛在經濟利益；
- (v) 有足夠的技術、財務和其他資源支持完成研發；及
- (vi) 歸屬於無形資產的支出可被可靠地計量。

計入開發活動產生的直接成本包括僱員成本。符合上述確認標準的內部產生的軟件、產品或專門技術的開發成本確認為無形資產。之前已確認為開支的開發成本於其後期間不會被確認為資產。以資本化開發成本列作無形資產，並自該資產可供使用時起以直線法按其可使用年期攤銷。

所有其他開發成本均於產生時支銷。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.7 Intangible assets (other than goodwill) (Continued)

(d) Brand name and unfinished contracts  
Brand name and unfinished contracts acquired in a business combination and recognised separately from goodwill are initially recognised at fair value at the acquisition date (which is regarded as their costs). Subsequent to initial recognition, these intangible assets are amortised over the estimated useful lives or contract period (ranged from 1 to 10 years).

(e) Programmes and film rights  
Programmes and film rights include assets acquired in a business combination and recognised separately from goodwill and are initially recognised at fair value at the acquisition date (which is regarded as their costs). It also includes internally generated programmes and film rights. These intangible assets are amortised on a straight-line basis over the shorter of their license periods or estimate useful lives (ranged from 5 to 6 years).

(f) Customer relationships  
Customer relationships are recognised at fair value at the acquisition date. The customer relationships have a finite useful life and are carried at cost less accumulated amortization. Amortization is calculated using the straight-line method over the expected life of the customer relationship of 5 years.

### 2.8 Financial assets

The Group's accounting policies for financial assets other than investments in subsidiaries and associates are set out below. Financial assets of the Group are classified into loans and receivables and available-for-sale financial assets. Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

## 2. 重大會計政策概要(續)

### 2.7 無形資產(商譽除外)(續)

(d) 品牌名稱及未完成合約  
於業務合併中獲得之品牌名稱及未完成合約，與商譽分開確認並於收購日期初步確認為公允值(視作其收購成本)。初步確認後，該等無形資產於估計可使用年期或合約期間攤銷(介乎1至10年)。

(e) 節目及電影版權  
節目及電影版權包括於業務合併中收購之資產，與商譽分開確認並於收購日期初步確認為公允值(視作其收購成本)。其亦包括內部產生的節目及電影版權。該等無形資產乃以直線法按其特許期間或估計可使用年期(介乎5至6年)中的較短者攤銷。

(f) 客戶關係  
客戶關係按收購日期之公允值確認。客戶關係有限定之可使用年限，並按成本減累計攤銷列賬。攤銷以直線法按預計使用年期5年計量。

### 2.8 金融資產

本集團於附屬公司及聯營公司投資以外的金融資產的會計政策載列於下文。本集團的金融資產被分類為貸款及應收款項及可供出售金融資產。於初步確認金融資產時，管理層會根據所收購的金融資產的用途作出分類，並於許可及適當情況下，於各報告日期對有關定性作重新評估。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.8 Financial assets (Continued)

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date (the date on which the Group commits to purchase or sell the asset). When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, an impairment loss is determined and recognised based on the classification of the financial asset.

#### (a) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the reporting date, which are classified as non-current assets. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

#### (b) Available-for-sale financial assets

Non-derivative financial assets that do not qualify for inclusion in any of the other categories of financial assets are classified as available-for-sale financial assets. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months after the reporting date.

## 2. 重大會計政策概要(續)

### 2.8 金融資產(續)

所有金融資產只會在本集團成為有關工具的合約條文的訂約方時，方予確認。以一般方式買賣金融資產會於交易日期(即本集團承諾購買或出售資產之日)確認。初步確認金融資產時乃按公允值計量，但若投資並非按公允值計入損益，則須加上直接應佔交易成本計量。

當收取投資產生的現金流量的權利屆滿或被轉讓，且所有權的絕大部分風險及收益已經轉移時，即終止確認金融資產。

於各報告日期，會對金融資產進行審閱，以評估是否有任何客觀減值證據。如有出現任何上述證據，則根據金融資產分類釐定及確認減值虧損。

#### (a) 貸款及應收款項

貸款及應收款項為固定或可釐定付款且並於活躍市場上並無市場報價的非衍生金融資產。該等款項計入流動資產，不包括期限超過報告日期後12個月者，則將分類為非流動資產。貸款及應收款項其後以實際利率法按攤銷成本減任何減值虧損計量。計算攤銷成本時，應計及任何收購折讓或溢價，包括屬實際利率不可分割部分的費用及交易成本。

#### (b) 可供出售的金融資產

並無歸入任何其他類別的非衍生金融資產分類為可供出售金融資產。除非投資於報告日期後12個月內到期或管理層擬於該期間出售，否則將計入非流動資產。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.8 Financial assets (Continued)

#### (b) Available-for-sale financial assets (Continued)

All financial assets within this category are subsequently measured at fair value. Gain or loss arising from a change in the fair value excluding any dividend and interest income is recognised in other comprehensive income and accumulated separately in the revaluation reserve in equity, except for impairment losses (see the policy below) and foreign exchange gains and losses on monetary assets, until the financial asset is derecognised, at which time the cumulative gain or loss is reclassified from equity to profit or loss. Interest calculated using the effective interest method is recognised in profit or loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of each reporting date subsequent to initial recognition.

#### *Impairment of financial assets*

At each reporting date, financial assets other than at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment.

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganization;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor;

## 2. 重大會計政策概要(續)

### 2.8 金融資產(續)

#### (b) 可供出售的金融資產(續)

所有該類別之金融資產其後按公允值計量。因公允值變動(不包括任何股息及利息收入)產生的任何盈虧乃於其他全面收益內確認，並獨立在權益的重估儲備中累積，惟減值虧損(見下文政策)及有關貨幣資產的滙兌盈虧除外，直至金融資產被解除確認為止，屆時早前於權益中確認的累計盈虧會重新分類至損益。利用實際利率法計算的利息於損益中確認。

可供出售股權投資如於活躍市場上並無市場報價，且其公允值不能可靠計量，則於初步確認後的各報告日期末按成本值減任何已識別減值虧損計量。

#### **金融資產減值**

於各報告日期，金融資產(除按公允值計入損益者外)均需進行審閱，以釐定是否出現任何客觀的減值證據。

個別金融資產減值之客觀證據包括本集團所發現有關下列一項或多項虧損事項之可觀察數據：

- 債務人出現重大財政困難；
- 違反合約，如不支付或拖欠利息或本金；
- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境有重大改變而對債務人有不利影響；



# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.8 Financial assets (Continued)

#### Impairment of financial assets (Continued)

- the disappearance of an active market for that financial asset because of financial difficulties; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the Group and, national or local economic conditions that correlate with defaults on the assets in the Group.

If any such evidence exists, an impairment loss is measured and recognised as follows:

- (a) Financial assets carried at amortised cost
- If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

## 2. 重大會計政策概要(續)

### 2.8 金融資產(續)

#### 金融資產減值(續)

- 因出現財政困難導致該金融資產失去活躍市場能力；及
- 股本工具投資的公允值大幅或長期下跌至低於其成本。

有關一組金融資產之虧損事項包括顯示該組金融資產之估計未來現金流量出現可計量跌幅之可觀察數據。該等可觀察數據包括但不限於組別內債務人之付款狀況以及與組別內資產拖欠情況有關之國家或當地經濟狀況出現不利變動。

若出現任何該等證據，則按以下方式計量及確認減值虧損：

- (a) 按攤銷成本列賬之金融資產
- 若有客觀證據顯示按攤銷成本列賬之貸款及應收款項出現減值虧損，則虧損金額按該金融資產賬面值與以其原實際利率(即首次確認時計算之實際利率)折算之估計未來現金流量(不包括尚未產生的未來信貸虧損)現值的差額計算。虧損金額於減值發生期間於損益中確認。

若於後續期間減值虧損金額減少，而有關減幅可客觀地與確認減值後發生的事件聯繫，則需撥回過往確認的減值虧損，惟於撥回減值當日，不得導致金融資產賬面值超過未被確認減值的原本應計的攤銷成本。撥回金額於撥回發生期間在損益中確認。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.8 Financial assets (Continued)

#### *Impairment of financial assets (Continued)*

(b) Available-for-sale financial assets

When a decline in the fair value of an available-for-sale financial asset has been recognised in other comprehensive income and accumulated in equity and there is objective evidence that the asset is impaired, an amount is removed from equity and recognised in profit or loss as an impairment loss. That amount is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Reversals in respect of investment in equity instruments classified as available-for-sale and stated at fair value are not recognised in the profit or loss. The subsequent increase in fair value is recognised in other comprehensive income. Impairment losses in respect of debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversal of impairment losses in such circumstances are recognised in profit or loss.

(c) Financial assets carried at cost

The amount of impairment loss is measured as the difference between the carrying amount of the financial asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed in subsequent periods.

## 2. 重大會計政策概要(續)

### 2.8 金融資產(續)

#### *金融資產減值(續)*

(b) 可供出售金融資產

當可供出售金融資產公允值減少並已於其他全面收益內確認及於股權累計，及有客觀證據顯示該資產出現減值時，其金額需自股權中移除，並於損益中確認為減值虧損。該金額按該資產的收購成本(扣除任何本金償還及攤銷)與現有公允值的差額，減該資產先前已於損益中確認的任何減值虧損計量。

就歸類為可供出售及按公允值列賬的股本工具投資的撥回並不在損益中確認。日後公允值增加將在其他全面收益中確認。若公允值隨後增長客觀地與確認減值虧損後發生的事項有關，則債務證券的減值虧損將予撥回。在此情況下，減值虧損的撥回於損益中確認。

(c) 以成本列值之金融資產

減值虧損的金額按金融資產賬面值與估計未來現金流量按同類金融資產現行市場回報率貼現的現值之差額計量。該等減值虧損於後續期間不會撥回。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.8 Financial assets (Continued)

#### *Impairment of financial assets (Continued)*

Impairment losses on financial assets other than trade and other receivables that are stated at amortised cost are written off against the corresponding assets directly. Where the recovery of trade and other receivables is considered doubtful but not remote, the impairment losses for doubtful receivables are recorded using an allowance account. When the Group is satisfied that recovery of trade and other receivables is remote, the amount considered irrecoverable is written off against trade and other receivables directly and any amounts held in the allowance account in respect of that receivable are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

### 2.9 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out ("FIFO") method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

### 2.10 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short-term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

### 2.11 Financial liabilities

The Group's financial liabilities included trade and other payables. Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are expensed when incurred. A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

## 2. 重大會計政策概要(續)

### 2.8 金融資產(續)

#### *金融資產減值(續)*

金融資產(如不屬按攤銷成本列賬之貿易及其他應收款項)之減值虧損乃直接與相關資產撇銷。若貿易及其他應收款項被認為有可能但並非不能收回,則屬應收款項呆賬之減值虧損記入撥備賬。若本集團相信貿易及其他應收款項的可收回性極低,則被認為不可收回的金額乃直接自貿易及其他應收款項中撇銷,並撥回就該應收款項記入撥備賬的任何金額。先前計入撥備賬的金額如在其後收回,則從撥備賬撥回。撥備賬的其他變動及其後收回先前已撇銷的金額,均直接在損益確認。

### 2.9 存貨

存貨以成本值與可變現淨值兩者中較低者列賬。成本採用先進先出(「先進先出」)法釐定。可變現淨值為日常營業過程中的估計售價減適用的可變銷售費用。

### 2.10 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、銀行活期存款及原定到期日為三個月或以下,可隨時兌換為已知數額現金且價值變動風險較少的短期高度流動性投資。

### 2.11 金融負債

本集團金融負債包括貿易及其他應付款項。金融負債於本集團成為工具合約條文的訂約方時確認。所有與利息相關的支出均於產生時支銷。金融負債乃於有關負債項下的義務被解除或註銷或屆滿時終止確認。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Financial liabilities (Continued)

Trade and other payables (other than contingent consideration payables) are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method. Trade and other payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Contingent consideration payables are recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

### 2.12 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

#### (a) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

#### (b) Operating lease charges as the lessee

Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to profit or loss on a straight-line basis over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets.

## 2. 重大會計政策概要(續)

### 2.11 金融負債(續)

貿易及其他應付款項(應付款項或然代價除外)採用實際利率法初步按其公允值確認,隨後按攤銷成本計量。貿易及其他應付款項若於一年內屆滿,則被分類為流動負債;否則呈列為非流動負債。

應付款項或然代價按收購日期之公允值確認。按公允值收取或然代價後於損益中確認。

### 2.12 租賃

若本集團釐定,安排涉及於協定期限內將特定資產使用權出讓以換取一筆或一連串付款,則有關安排(包括一項交易或一連串交易)屬於或包含一項租賃。該項決定乃基於安排內容的實質評估而作出,而不論該項安排是否採取租賃的法律形式。

#### (a) 租予本集團之資產的分類

對於本集團於租賃項下持有的資產,若租賃使所有權的絕大部分風險和回報轉移至本集團,有關資產便會劃歸為於融資租賃項下持有。若租賃不會使所有權的絕大部分風險和回報轉移至本集團,則劃歸為經營租賃。

#### (b) 作為承租人的經營租賃支出

如本集團有權使用於經營租賃項下持有的資產,則根據租賃期內作出的付款以直線法在損益中扣除,惟其他基準更能反映租賃資產所產生的收益時間模式除外。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.13 Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Contingent liabilities assumed in a business combination which are present obligations at the date of acquisition are initially recognised at fair value, provided the fair value can be reliably measured. After the initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be recognised in a comparable provision as described above. Contingent liabilities assumed in a business combination that cannot be reliably fair valued or were not present obligations at the date of acquisition are disclosed as per above.

Probable inflows of economic benefits to the Group that do not yet meet the recognition criteria of an asset are considered contingent assets.

## 2. 重大會計政策概要(續)

### 2.13撥備、或然負債及或然資產

如本集團須就已發生之事件承擔現有法律或推定義務，因而可能導致須以經濟效益之外流履行義務，並可就作出責任款項可靠之估計時，本集團便會計提撥備。如果貨幣時間值較大，則按預計履行義務所需支出之現值計列撥備。

所有撥備會於各報告日審閱，並作出調整以反映現時之最佳估計。

如含有經濟效益之資源外流之可能性較低，或是無法對有關金額作出可靠估計，便會將有關義務披露為或然負債，但資源外流之可能性極低則除外。如本集團之潛在義務須視乎某宗或多宗本集團並非全部控制之未來不確定事件是否發生方能確定是否存在，亦會披露為或然負債，惟資源外流之可能性極低則除外。

業務合併產生的或然負債，在收購日期為現時義務的，如果其公允值能夠可靠計量，則按公允值初步確認。按公允值初步確認後，該或然負債按初始確認之金額較高者減累計攤銷(如適用)確認及該金額將於上述可資比較之撥備中確認。不能按公允值可靠計量或於收購日期未構成現時義務之於業務合併中產生的或然負債披露如上。

尚未達到資產確認標準之本集團的可能經濟利益流入被視為或然資產。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.14 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Preferred shares are classified as equity if it is non-redeemable and any dividends are discretionary. Dividends on preferred share capital classified as equity are recognised as distributions within equity.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

### 2.15 Revenue recognition

The Group is engaged in the development and operation of online card and board games that consist of PC and mobile games. Our games include self-developed games, licensed games and third-party operated games. The Group also organise and/or hosts online/offline tournaments.

## 2. 重大會計政策概要(續)

### 2.14 股本

普通股歸類為權益。股本採用已發行股份的面值釐定。

若優先股不可贖回且任何股息均可酌情派發，則其歸類為權益。歸類為權益的優先股股本的股息於權益中確認為分派。

發行股份的相關任何交易成本均自股本溢價內扣減(扣除任何相關所得稅)，惟交易成本須為該項股權交易直接應佔之增加成本。

本公司自身權益工具的購回會直接於權益內確認及扣除。概無就購買、銷售、發行或取消本公司自身權益工具於損益內確認收益或虧損。

### 2.15 收入確認

本集團從事在線棋牌遊戲的開發及運營，當中包括PC及移動遊戲。我們的遊戲包括自主開發的遊戲、特許遊戲及第三方運營的遊戲。本集團亦組織及/或舉辦多場線上/線下比賽。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.15 Revenue recognition (Continued)

The Group's revenue is principally derived from the sale of in-game virtual goods. Revenue comprises the fair value of the consideration received or receivable for the sale of goods, net of related surcharges and discounts. Substantially all of the Group's games are free to play and players can pay for virtual goods for better in-game experience. Players purchase our virtual currencies for PC games or mobile games (collectively, the "Virtual Currencies"), through third-party payment channels or the purchase of pre-paid game cards. The Virtual Currencies can be used to exchange for virtual goods such as personalised avatars and membership plans. Paying players usually exchange their Virtual Currencies for the virtual goods shortly after purchase. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

#### (a) PC games

##### *Self-developed games and licensed games*

The Group has integrated online game platforms with multiple distribution channels. The Group distributes locally installed PC games and provides services through our proprietary PC client portals, such as Ourgame Hall. The Group also offers web games playable on web pages served by the Group on ourgame.com, wpt.com and by third-party distribution channels, which include websites and web-based portals such as Baidu, Sina Weibo and Qihoo 360.

For self-developed games and licensed games, the Group is responsible for hosting the games, providing on-going updates of new contents, technical support for the operations of the games, as well as preventing, detecting and resolving in-game cheating and hacking activities. Third-party distribution and payment channels are responsible for distribution, marketing, platform maintenance, payer authentication and payment collections related to the games.

## 2. 重大會計政策概要(續)

### 2.15 收入確認(續)

本集團的收入主要來自銷售遊戲中的虛擬物品。收入包括扣除相關附加費及折扣後就銷售虛擬物品已收或應收代價的公允值。本集團幾乎所有的遊戲均可免費遊玩，而玩家可購買虛擬物品，以獲得更佳的遊戲體驗。玩家透過第三方付款渠道或購買預付遊戲卡購買PC遊戲或移動遊戲的的虛擬貨幣(統稱「虛擬貨幣」)。虛擬貨幣可用於交換虛擬物品，如個性化頭像及會員計劃。付費玩家一般會於購買虛擬貨幣後短期內用作交換虛擬物品。倘虛擬貨幣可為本集團帶來經濟利益，而收益及成本(如適用)能可靠地計量，則收入將按以下方式予以確認：

#### (a) PC遊戲

##### *自主開發的遊戲及特許遊戲*

本集團已整合網絡遊戲平台及多個分銷渠道。本集團分銷本地安裝的PC遊戲及透過本集團專有的聯眾大廳等PC客戶端提供服務。本集團亦提供經本集團於ourgame.com及wpt.com所提供的網頁以及透過第三方分銷渠道提供可玩的網絡遊戲，該等渠道包括百度、新浪微博及奇虎360等網頁及網絡門戶網站。

就自主開發的遊戲及特許遊戲而言，本集團負責託管遊戲、持續更新有關新增內容、提供遊戲運作的技術支援，以及防止、偵測及解決遊戲內欺詐及黑客入侵活動。第三方分銷及付款渠道負責有關遊戲的分銷、市場推廣、平台維護、付費用戶認證及收取付款。

## Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.15 Revenue recognition (Continued)

(a) PC games (Continued)

*Self-developed games and licensed games (Continued)*

Third-party distribution channels and payment channels collect the payments from the paying players and remit the cash to the Group, net of commission charges which are pre-determined according to the relevant terms of the agreements entered into between the Group and the third-party distribution or payment channels.

Upon the sales of Virtual Currencies, the Group typically has an implied obligation to provide the services which enable the virtual goods exchanged with the Virtual Currencies to be displayed or used in the games. As a result, the proceeds received from sales of Virtual Currencies are recorded as deferred revenue. With the pre-paid game cards, paying players can credit their user accounts with virtual currencies and exchange for virtual goods in the same way. Proceeds received from the sale of pre-paid game cards are recorded as deferred revenue. The attributable portion of the deferred revenue relating to values of the virtual goods consumed are immediately or ratably recognised as revenue only when the services are rendered to the respective paying players.

For the purposes of determining when services have been provided to the respective paying players, the Group has determined the following:

- Consumable virtual goods represent items (i) that have a predetermined service period; or (ii) where no service is rendered by the Group for the virtual goods immediately after purchase by the paying players. Revenue is recognised (as a release from deferred revenue) when the goods are consumed and the related services are rendered, or ratably over the predetermined service period of the respective consumable virtual goods.

### 2. 重大會計政策概要(續)

#### 2.15 收入確認(續)

(a) PC遊戲(續)

*自主開發的遊戲及特許遊戲(續)*

第三方分銷及付款渠道收取付費玩家的付款，並於扣除佣金收費(其根據本集團與第三方分銷或付款渠道訂立的協議的相關條款而預先釐定)後，方向本集團匯入現金。

於出售虛擬貨幣後，本集團一般有固有責任提供服務，使以虛擬貨幣交換的虛擬物品可於遊戲中展示或使用。因此，銷售虛擬貨幣所收取的所得款項將按遞延收入入賬。就預付遊戲卡而言，付費玩家可將虛擬貨幣存入彼等的用戶賬戶內，並可按同一方式交換虛擬物品。銷售預付遊戲卡所收取的所得款項將按遞延收入入賬。有關消耗虛擬物品價值於遞延收入中所佔的部份僅會於向相關付費玩家提供服務時，方可即時或按比例確認為收入。

為釐定向相關付費玩家提供服務的時間，本集團已釐定下列各項：

- 可消耗虛擬物品乃指(i)有預設服務期的物品；或(ii)一旦付費玩家購買虛擬物品後，本集團不會再提供服務的物品。收入(作為遞延收入的解除)乃於物品獲消耗而有關服務獲提供時，或於相關可消耗虛擬物品的預設服務期內按比例確認。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.15 Revenue recognition (Continued)

#### (a) PC games (Continued) *Self-developed games and licensed games (Continued)*

- Durable virtual goods represent items that have no predetermined service period and are accessible and beneficial to paying players over an extended period of time. Revenue is recognised ratably over the expected life of the respective durable virtual goods ("Player Relationship Period").

For self-developed games and licensed games, the computer systems of the Group captures all player data, such as log-in data, purchase and delivery records for the Virtual Currencies sold and the virtual goods exchanged with the Virtual Currencies. The Group estimates the Player Relationship Period based on an overall game by game basis and platform by platform basis and re-assesses such periods annually. If there are insufficient data to determine the Player Relationship Period, such as in the case of a newly launched game, the Group estimates the Player Relationship Period based on other similar types of games developed by the Group or by third-party developers until the new game establishes its own patterns and history. The Group mainly considers the paying players' spending and consumption behaviour in estimating the Player Relationship Period, which typically represents the time interval between paying players' consecutive recharges of their user accounts with additional Virtual Currencies and represents a reasonable estimate of the average expected life of the durable virtual items for the applicable game.

If the Group does not have the ability to differentiate revenue attributable to durable virtual goods from consumable virtual goods for a specific product, item or game, the Group recognises revenue from both durable and consumable virtual goods ratably over the average life of the durable virtual products or goods, or over the Player Relationship Period.

## 2. 重大會計政策概要(續)

### 2.15 收入確認(續)

#### (a) PC遊戲(續) *自主開發的遊戲及特許遊戲(續)*

- 耐用虛擬物品指無預設服務期且於延長期間內付費玩家仍可使用並受益的物品。收入於相關虛擬物品的預期使用期內(「玩家關係持續期間」)按比例確認。

就自主開發的遊戲及特許遊戲而言，本集團的電腦系統記錄所有玩家數據，如登入數據、已售虛擬貨幣的購買及交付記錄，以及以虛擬貨幣交換的虛擬物品。本集團乃根據整體個別遊戲基準及平台基準估計玩家關係持續期間，並每年重新評估該等關係期。倘無足夠數據釐定玩家關係持續期間，如就新推出遊戲而言，本集團會根據本集團或第三方開發商所開發的同類型遊戲評估玩家關係持續期間，直至新遊戲建立出自身的模式及記錄。本集團於估計玩家關係持續期間時主要考慮付費玩家花費及消費的行為，玩家關係持續期間通常指付費玩家連續充值額外虛擬貨幣至其用戶賬戶的時距，並為適用遊戲的耐用虛擬物品的平均預期使用期的合理估計。

就特定產品、物品或遊戲而言，若本集團無法從可消耗虛擬物品中區別耐用虛擬物品應佔收入，本集團於耐用虛擬物品的平均使用期或玩家關係持續期間內按比例確認耐用及可消耗的虛擬物品兩者的收入。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.15 Revenue recognition (Continued)

#### (a) PC games (Continued)

##### *Self-developed games and licensed games (Continued)*

For revenues relating to self-developed games and licensed games, the Group has evaluated the roles and responsibilities of the Group, the game license holders and the third-party distribution and payment channels in the delivery of game experience to the paying players and concluded the Group takes the primary responsibilities in rendering services. The Group is determined to be the primary obligor and, accordingly, the Group records revenue on a gross basis, and commission charges by game license holders and third-party distribution and payment channels are recorded as cost of revenue.

##### *Third-party operated games*

The Group also distributes games developed and operated by third-party developers on the Group's own web proprietary platform including the Group's client portal and websites. The Group's revenue mainly consists of pre-determined portions of total player payments according to the relevant terms of the agreements entered into between the Group and the game developers.

The games distributed on the Group's platform are hosted, maintained, operated and updated independently by the game developers, and the Group mainly provide players with access to the Group's platform to download the third-party developers' games and limited after-sale basic technical support to the paying players. The Group has evaluated and determined it is not the primary obligor in the services rendered to the paying players as a platform. Accordingly, the Group records its revenue net of the portion of sharing of revenues with the game developers.

## 2. 重大會計政策概要(續)

### 2.15 收入確認(續)

#### (a) PC遊戲(續)

##### *自主開發的遊戲及特許遊戲(續)*

就有關自主開發的遊戲及特許遊戲的收入而言，本集團向付費玩家交付遊戲體驗時已評估本集團、遊戲特許持有人及第三方分銷及付款渠道的角色及責任，而結論為本集團須於提供服務時承擔主要責任。本集團獲釐定為主要負責人，因此本集團的收入按總數基準入賬，而遊戲特許持有人以及第三方分銷及付款渠道所收取的佣金則按收入成本入賬。

##### *第三方運營的遊戲*

本集團亦於自身專有網頁平台(包括本集團客戶端及網站)分銷第三方開發商所開發及經營的遊戲。本集團的收入主要包括根據本集團與遊戲開發商訂立的協議的相關條款中所述總玩家付款的預定部分。

於本集團平台上分銷的遊戲乃由遊戲開發商獨立地託管、維護、經營及更新，而本集團主要連接玩家至本集團的平台，以下載第三方開發商的遊戲及為付費玩家提供有限度的售後基本技術支援。本集團已評估並確認，本集團作為平台於向付費玩家提供服務方面並非為主要負責人。因此，本集團入賬的收入乃為扣除與遊戲開發商分佔收入的部分。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.15 Revenue recognition (Continued)

#### (a) PC games (Continued)

##### *Third-party operated games (Continued)*

As the Group provides merely the first contact point by the players to gain access to download the third-party developers' games, the Group believes that its implied obligation to the game developers do not correspond to the game developers' implied obligation to provide the service which enables the virtual goods to be displayed and used in the games. Given that games are hosted, managed, administered and operated by the game developers, the Group does not have access to the data on the consumption details and the types of virtual goods purchased by the paying players. The Group only maintains individual paying player's purchase history of the Virtual Currencies which are used to exchange for virtual goods in the third-party operated games. As such, the Group has adopted a policy to recognise revenue when the paying players exchange the Virtual Currencies for consumable or durable virtual goods for the relevant games.

#### (b) Mobile games

The Group distributes mobile games and provides services mainly for Android and iOS operating systems through third-party distribution and payment channels, including mobile operators in the PRC ("Mobile Operators").

## 2. 重大會計政策概要(續)

### 2.15 收入確認(續)

#### (a) PC遊戲(續)

##### *第三方運營的遊戲(續)*

由於本集團僅為玩家提供首次接觸點以連接並下載第三方開發商的遊戲，本集團相信，本集團對遊戲開發商的固有責任與遊戲開發商提供能使虛擬物品得以於遊戲中展示及使用的服務方面的固有責任並非一致。鑒於遊戲乃由遊戲開發商所託管、管理、運行及經營，本集團無法取得有關消費詳情及付費玩家所購買虛擬物品種類的數據。本集團僅可保存個別付費玩家購買虛擬貨幣的記錄，虛擬貨幣可於第三方運營的遊戲中用作交換虛擬物品。因此，本集團已採納一項政策，以於付費玩家用虛擬貨幣交換相關遊戲的可消耗或耐用虛擬物品時確認收入。

#### (b) 移動遊戲

本集團主要透過第三方分銷及付款渠道(包括中國的移動運營商(「移動營運商」))為安卓及iOS操作系統分銷移動遊戲及提供服務。

## Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.15 Revenue recognition (Continued)

##### (b) Mobile games (Continued) *Self-developed games – Single player games*

During the year, substantially all of the Group's mobile games are single player games or have single player modes ("Single Player Games"). Virtual goods of the Single Player Games are purchased when the players are online and can be consumed irrespective of whether or not they are connected to the internet. Only the purchase of such virtual goods requires connection to the internet. Once the players confirm their purchase requests via Mobile Operators' payment channels, the purchased virtual goods are automatically available in the downloaded game. Future play and use of the purchased virtual goods do not require internet connectivity or any involvement from the Group. Players do not need to connect to online servers to play the game or utilize the purchased virtual goods on their mobile devices and hence the Group has no obligation to deliver any further services to the paying players. As a result, all services are rendered immediately upon the sale and delivery of the virtual goods.

The gross revenue from mobile games includes provision for doubtful debts or bad debts as assessed by the Mobile Operators. For mobile games, the computer system of the Group captures limited data such as certain purchase and delivery records of the virtual goods. The Group contracts with the Mobile Operators which include billing and collection services. The Mobile Operators provide the Group with monthly statements that represent the principal evidence that virtual goods has been sold and delivered. The Mobile Operators remit to the Group only amounts net of channel commission charges and an allowance that Mobile Operators have made for the doubtful debts in respect of the amounts due to the Group from the paying players. The Mobile Operators do not provide an itemised analysis of their remittances and the usage of the virtual goods and the Group is therefore unable to determine what allowance, if any, for doubtful or bad debts should be recorded with respect to services delivered through them. As a result, based on the amounts reported on the Mobile Operator's monthly statements, which are net of doubtful debts and represent the amounts the Group reasonably believes will be collected, the Group records the gross proceeds (net of provision for doubtful debts) as revenue and the channel commission charges are recorded as cost of revenue.

### 2. 重大會計政策概要(續)

#### 2.15 收入確認(續)

##### (b) 移動遊戲(續) *自主開發的遊戲 – 單機遊戲*

於本年度，本集團絕大部份的移動遊戲均為單機遊戲或具有單機模式(「單機遊戲」)。單機遊戲的虛擬物品由玩家於上線時購買且不論其是否連接互聯網時均可使用。只有購買有關虛擬物品時方須連接到互聯網。玩家一旦透過移動運營商的付款渠道確認其購買要求，所購買的虛擬物品會自動於已下載的遊戲中出現。所購買的虛擬物品於日後遊玩及使用時並不需要連接到互聯網或本集團的任何參與。玩家無須連接線上服務器亦可於其移動設備上參與該遊戲或使用所購買的虛擬物品，故此本集團並無責任向付費玩家提供任何更多服務。因此，所有服務均於出售及交付虛擬物品後立即提供。

來自移動遊戲的總收入包括移動運營商所評估的呆賬或壞賬撥備。就移動遊戲而言，本集團的電腦系統記錄有限的數據，如若干購買及交付虛擬物品的記錄。本集團與移動運營商訂立合約，當中包括發送賬單及收款服務。移動運營商向本集團提供的月結單乃為虛擬物品已售出及交付的主要憑證。移動運營商僅於扣除渠道佣金費用及移動運營商就有關付費玩家結欠本集團的金額作出呆賬撥備後方向本集團匯入款項。移動運營商不會提供其匯款及虛擬物品使用的項目分析，故本集團未能就有關透過其交付的服務釐定呆賬或壞賬的撥備(如有)。因此，根據移動運營商的月結單所報告的金額(該金額已扣除呆賬及呈列本集團合理相信將收取的金額)，本集團將所得款項總額(扣除呆賬撥備)入賬為收入，而渠道佣金費用則入賬為收入成本。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.15 Revenue recognition (Continued)

#### (b) Mobile games (Continued)

##### *Self-developed games with connected internet game play*

For revenue derived from self-developed mobile games with connected internet game play, the Group follows the policies of PC games — “Self-developed games and licensed games” as the operations of the two types of games are similar. The Virtual Currencies can be used to exchange for virtual goods such as symbol and membership plans. Paying players usually exchange their Virtual Currencies for the virtual goods shortly after purchase.

Third-party distribution channels and payment channels collect the payments from the paying players and remit the cash to the Group, net of commission charges which are pre-determined according to the relevant terms of the agreements entered into between the Group and the third-party distribution or payment channels. For paying players who use payment channels of the Mobile Operators, cash remitted to the Group are also net of provision for doubtful debts or bad debts as assessed by the Mobile Operators as detailed in single player mobile games above.

Upon the sales of Virtual Currencies, the Group typically has an implied obligation to provide the services which enable the virtual goods exchanged with the Virtual Currencies to be displayed or used in the games. As a result, the proceeds (net of provision for doubtful debts assessed by Mobile Operators, if applicable) received from sales of Virtual Currencies are recorded as deferred revenue. The attributable portion of the deferred revenue relating to values of the virtual goods are recognised as revenue (as a release from deferred revenue) when the goods are consumed and the related services are rendered, i.e. ratably over the predetermined service period of the respective virtual goods.

## 2. 重大會計政策概要(續)

### 2.15 收入確認(續)

#### (b) 移動遊戲(續)

##### *連接至互聯網遊戲的自主開發的遊戲*

就連接至互聯網遊戲的自主開發的移動遊戲所得收入而言，由於兩類遊戲的運營相似，故本集團遵循PC遊戲—「自主開發的遊戲及特許遊戲」的政策。虛擬貨幣可用於交換虛擬物品如標誌及會員計劃。付費玩家一般於購買虛擬貨幣後短期內用作交換虛擬物品。

第三方分銷及付款渠道收取付費玩家的付款，並於扣除佣金收費(其根據本集團與第三方分銷或付款渠道訂立的協議的相關條款而預先釐定)後，方向本集團匯入現金。就使用移動運營商付款渠道的付費玩家而言，向本集團匯入現金亦已扣除移動運營商所評估的呆賬或壞賬撥備，詳情載於上文移動單機遊戲。

於出售虛擬貨幣後，本集團一般有固有責任提供服務，使以虛擬貨幣作交換的虛擬物品可於遊戲中得以展示或使用。因此，銷售虛擬貨幣所收取的所得款項(扣除移動運營商所評估的呆賬撥備(如適用))將入賬為遞延收入。當虛擬物品獲消耗及有關服務獲提供時，有關虛擬貨品價值的遞延收入的應佔部份乃確認為收入(作為遞延收入的解除)，即於相關虛擬物品的預設服務期內按比例確認。

## Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.15 Revenue recognition (Continued)

##### (b) Mobile games (Continued)

###### *Self-developed games with connected internet game play (Continued)*

For revenues relating to self-developed mobile games, the Group has evaluated the roles and responsibilities of the Group, and the third-party distribution and payment channels in the delivery of game experience to the paying players and concluded the Group takes the primary responsibilities in rendering services. The Group is determined to be the primary obligor and, accordingly, the Group records revenue on a gross basis, and commission charges by third-party distribution and payment channels are recorded as cost of revenue.

###### *Third-party operated games*

For revenue derived from third-party operated mobile games, the Group follows the policies of PC games – “Third-party operated games” as the operations of the two types of games are similar. The games distributed on the Group’s and third-party distributors’ platform are hosted, maintained, operated and updated independently by the game developers, and the Group mainly provide players with access to the Group’s platform to download the third-party developers’ games and limited after-sale basic technical support to the paying players. The Group has evaluated and determined it is not the primary obligor in the services rendered to the paying players as a platform. Accordingly, the Group has adopted a policy to recognise revenue when the paying players purchase the virtual currencies for consumable or durable virtual goods for the relevant games and records its revenue net of the portion of sharing of revenues with the game developers.

### 2. 重大會計政策概要(續)

#### 2.15 收入確認(續)

##### (b) 移動遊戲(續)

###### *連接至互聯網遊戲的自主開發的遊戲(續)*

就有關自主開發的移動遊戲的收入而言，本集團向付費玩家交付遊戲體驗時已評估本集團及第三方分銷及付款渠道的角色及責任，而結論為本集團須於提供服務時承擔主要責任。本集團獲釐定為主要負責人，並因此本集團的收入乃按總數基準入賬，而第三方分銷及付款渠道所收取的佣金則按收入成本入賬。

###### *第三方運營的遊戲*

就第三方運營的移動遊戲所得收入而言，由於兩類遊戲的運營相似，故本集團遵循PC遊戲—「第三方運營的遊戲」的政策。於本集團及第三方分銷商平台上分銷的遊戲乃由遊戲開發商獨立地託管、維護、經營及更新，而本集團主要連接玩家至本集團的平台，以下載第三方開發商的遊戲及為付費玩家提供有限度的售後基本技術支援。本集團已評估並釐定，本集團作為平台於向付費玩家提供服務方面並非為主要負責人。因此，本集團已採納一項政策，以於付費玩家購買虛擬貨幣交換相關遊戲的可消耗或耐用虛擬物品時確認收入，並於扣除與遊戲開發商分佔收入的部份後方入賬為收入。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.15 Revenue recognition (Continued)

- (c) Sponsorship income
- Sponsorship income is recognised when the promotion or tournament events have been held; or the services have been rendered, and it is probable that sponsorship income will be granted and the amount can be measured reliably.

### 2.16 Interest income

Interest income mainly represents interest income from bank deposits and is recognised using effective interest method.

### 2.17 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants are deferred and recognised in profit or loss over the period necessary to match them with the costs that the grants are intended to compensate.

Government grants relating to the purchase of assets are included in liabilities as deferred government grants in the consolidated statement of financial position and are recognised in profit or loss on a straight-line basis over the expected lives of the related assets.

Government grants relating to income is presented in gross under "Other income" in the consolidated statement of comprehensive income.

### 2.18 Impairment of non-financial assets

The following assets are subject to impairment testing:

- Goodwill arising on acquisition of subsidiaries;
- Other intangible assets;
- Property, plant and equipment; and
- Interests in subsidiaries and associates

## 2. 重大會計政策概要(續)

### 2.15 收入確認(續)

- (c) 贊助收入
- 贊助收入於推廣活動或賽事已舉辦，或服務已提供時，並於贊助收入可能被授出，及其款項能夠可靠計量時確認。

### 2.16 利息收入

利息收入主要指銀行存款的利息收入，並按實際利率法予以確認。

### 2.17 政府補助

當能夠合理保證政府補助將可收取且本集團符合所有附帶條件時，政府提供的補助將按其公允值確認。政府補助遞延入賬，並於相應期間在損益中確認以使其與擬補償的補助成本相匹配。

與購買資產有關的政府補助列入財務狀況表中負債項下的遞延政府補助，並按有關資產的預計使用年期以直線法於損益中確認。

與收入有關的政府補助合計列示於綜合全面收益表內「其他收入」項下。

### 2.18 非金融資產減值

以下資產須進行減值測試：

- 收購附屬公司產生的商譽；
- 其他無形資產；
- 物業、廠房及設備；及
- 於附屬公司及聯營公司的權益

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.18 Impairment of non-financial assets (Continued)

Goodwill and other intangible assets with indefinite useful life or those not yet available for use are tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs of disposal, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose and not be larger than an operating segment.

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the assets in the cash generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost of disposal, or value in use, if determinable.

## 2. 重大會計政策概要(續)

### 2.18 非金融資產減值(續)

商譽及其他無形資產及本公司於附屬公司及聯營公司的權益均須進行減值測試。具有無限使用年期的無形資產或尚不可使用的無形資產每年均至少進行一次減值測試，而無論其是否有任何減值的跡象。所有其他資產均於該等資產賬面值出現可能無法收回的跡象時進行減值測試。

減值虧損於就資產賬面值超逾其可收回金額的金額即時確認為開支。可收回金額為公允值(反映市場狀況減銷售成本)與使用價值兩者中的較高者。於評估使用價值時，估計日後現金流量以稅前貼現率貼現至現值，以反映現時市場對金錢時間值及該資產之特定風險之評估。

就減值評估而言，若資產未能產生很大程度上獨立於其他資產的現金流入，則可收回金額乃就獨立產生現金流入的最小組別資產(即現金產生單位)釐定。因此，若干資產會個別進行減值測試，而若干資產則於現金產生單位層面進行測試。具體而言，商譽分配至該等預期受惠於相關業務合併所帶來協同效應之現金產生單位，即集團為內部管理監控商譽之最小單位，且不會大於營運分部。

就已獲分配商譽之現金產生單位確認之減值虧損初步計入商譽賬面值。任何餘下減值虧損按比例自現金產生單位的資產中扣除，惟資產賬面值將不會減至低於其個別公允值減銷售成本或使用價值(如可予釐定)。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.18 Impairment of non-financial assets (Continued)

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

### 2.19 Employee benefits

#### (a) Pension obligations

The Group has various defined contribution plans in accordance with the local conditions and practices in the municipalities and provinces in which they operate. Defined contribution plans are pension and/or other social benefit plans under which the Group pay fixed contributions into a separate entity (a fund) and will have no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees benefits relating to employee service in the current and prior periods. The contributions are recognised as labour costs when they are due.

#### (b) Bonus entitlements

The expected cost of bonus payments is recognised as a liability when the Group has a present contractual or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities for bonus are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

## 2. 重大會計政策概要(續)

### 2.18 非金融資產減值(續)

若用以釐定資產可收回金額的估計已出現有利變動，則商譽減值虧損於其後日期不可撥回。就其他資產而言，減值虧損會予以撥回，惟撥回只限於資產的賬面值不超過在並無確認減值虧損情況下而原應釐定的賬面值(經扣除折舊或攤銷)。

於中期期間就商譽確認之減值虧損於隨後期間不會予以撥回。假設有關於中期期間之減值僅於該財政年度終結時進行評估，即使並無確認虧損，或虧損屬輕微，皆採用以上相同處理方法。

### 2.19 僱員福利

#### (a) 養老金責任

本集團按其營運所在城市及省份的當地情況及慣例設有多個定額供款計劃。定額供款計劃為本集團向獨立實體(基金)繳付定額供款的退休金及/或其他社會福利計劃，若該基金沒有足夠資產支付所有有關目前期間及以往期間僱員服務的僱員福利，本集團並無進一步繳付供款的法定或推定責任。供款於屆滿時確認為勞動成本。

#### (b) 獎金津貼

支付獎金的預期成本在僱員提供服務而令本集團產生現有的合約或推定責任，且能可靠估算其責任時確認為負債。獎金負債預期於十二個月內結清並按結清時預期將予以支付的金額計量。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.19 Employee benefits (Continued)

#### (c) Equity-settled share-based compensation transactions

The Group operates a number of equity-settled share-based compensation plans under which the Group receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the services received in exchange for the grant of the equity instruments is recognised as expense.

The total amount to be expensed is determined by reference to the fair value of the equity instruments granted including any market performance conditions; excluding the impact of any service and non-market performance vesting conditions; and including the impact of any non-vesting conditions.

Non-market performance and service conditions are included in assumptions about the number of options and shares that are expected to vest. The total expense is recognised over the vesting period over which all of the specified vesting conditions are to be satisfied.

At the end of each reporting period, the Group revises its estimates of the number of options and shares that are expected to vest based on the non-marketing performance and service conditions. The Group recognises the impact of the revision to original estimates, if any, in the profit or loss, with a corresponding adjustment to equity.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

## 2. 重大會計政策概要(續)

### 2.19 僱員福利(續)

#### (c) 以權益結算、以股份為基礎的酬金交易

本集團運作眾多以權益結算、以股份為基礎的酬金計劃，據此，本集團獲取僱員的服務作為本集團權益工具（購股權）的代價。授出權益工具換取的服務的公允值確認為開支。

將予支出的總金額乃參考所授出的權益工具的公允值（包括任何市場表現狀況；不包括任何服務或非市場表現歸屬條件的影響；及包括任何非歸屬條件的影響）而釐定。

非市場表現及服務條件已包括在有關預期將予歸屬的購股權及股份數目的假設中。總開支須於達致所有指定的歸屬條件的歸屬期間確認。

於各報告期末，本集團根據非市場表現及服務條件修訂其有關預期將予歸屬的購股權及股份數目的估計，並於損益中確認修訂原有估計的影響（如有），同時對權益作出相應的調整。

若修訂以權益結算的獎勵條款，所確認的開支最少須達到猶如條款並無任何變更的水準。此外，若按修訂日期計量，任何修訂導致以股份為基礎的付款的總公允值有所增加，或為僱員帶來其他利益，則應就該等修訂確認開支。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.19 Employee benefits (Continued)

#### (c) Equity-settled share-based compensation transactions (Continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

#### (d) Share-based payment transactions among group entities

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity (share option reserve) in the separate financial statements of the Company.

## 2. 重大會計政策概要(續)

### 2.19 僱員福利(續)

#### (c) 以權益結算、以股份為基礎的酬金交易(續)

若以權益結算的獎勵被註銷，應被視為已於註銷日期歸屬，任何尚未確認為獎勵的開支，均應立刻確認。該等獎勵包括本集團或僱員不符合非歸屬條件時的任何獎勵。然而，若授予新獎勵代替已註銷的獎勵，並於授出日期指定為替代獎勵，則已註銷的獎勵及新獎勵，均應被視為原獎勵的修訂，一如前段所述。

購股權獲行使時，本公司發行新股份。所收取的所得款項(扣除任何直接應佔的交易成本)計入股本(面值)及股份溢價。

#### (d) 集團實體間以股份為基礎的支付交易

本公司向本集團附屬企業的僱員授出其權益工具的購股權均被視為資本供款。所獲得的僱員服務的公允值乃參考授出日期的公允值計量，並於歸屬期確認為增加對附屬企業的投資，並相應計入本公司獨立財務報表的權益(購股權儲備)項下。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.20 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the consolidated financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

## 2. 重大會計政策概要(續)

### 2.20 所得稅會計處理

所得稅包括即期稅項及遞延稅項。

即期所得稅資產及／或負債包括本期或以往報告期間(且於報告日期尚未支付)·向財金當局繳納稅金的責任·或取回稅金的權利。所得稅乃按年內應課稅利潤·按有關財政期間適用稅率及稅法計算。即期稅項資產或負債的所有變動均作為稅項開支一個部份·於損益中確認。

遞延稅項乃按報告日期資產及負債在財務報表的賬面值與其各自稅基之間的暫時性差額以負債法計算。一般情況下·所有應課稅暫時性差額產生的遞延稅項負債均予以確認。所有可扣稅暫時性差額·可供結轉稅損及其他未用稅項抵免產生之遞延稅項資產·只會在很可能有應課稅利潤(包括現有應課稅暫時性差額)用作抵銷該等可扣稅暫時性差額·未用稅損及未用稅項抵免之情況下·才予以確認。

若商譽或於一宗交易中首次確認(業務合併除外)的資產或負債產生的暫時性差額並不影響應課稅利潤或會計利潤或虧損·則不會就此確認遞延稅項資產及負債。

投資附屬公司及聯營公司所產生的應課稅暫時性差額須確認遞延稅項負債·惟若本集團可以控制撥回暫時性差額的時間及暫時性差額可能不會在可見將來撥回者則除外。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.20 Accounting for income taxes (Continued)

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
  - (i) the same taxable entity; or
  - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

## 2. 重大會計政策概要(續)

### 2.20 所得稅會計處理(續)

遞延稅項(概無折現)按於負債清償或資產變現期間預期適用稅率計算,惟稅率須於報告日期已頒佈或實質上已制定。

遞延稅項資產或負債變動在損益內確認,或若其與於其他全面收益內或直接於權益中扣除或計入的項目有關,則在其他全面收益或權益中確認。

當且僅當出現下列情況時,即期稅項資產及即期稅項負債按淨額呈列,

- (a) 本集團擁有抵銷已確認金額的合法行使權利;及
- (b) 擬按淨額基準結算,或同時變現資產及清償負債。

本集團於且僅於以下情況以淨額呈列遞延稅項資產及遞延稅項負債,

- (a) 實體具有合法行使權力將即期稅項資產與即期稅項負債對銷;及
- (b) 遞延稅項資產與遞延稅項負債與同一稅務機關對以下任何一項所徵收的所得稅相關:
  - (i) 同一應課稅實體;或
  - (ii) 計劃於預期清償或收回大額遞延稅項負債或資產之未來期間以淨額基準清償即期稅項負債與資產或同時變現資產及清償負債的不同應課稅實體。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.21 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

### 2.22 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or Board, where appropriate.

### 2.23 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision makers, who are responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that make strategic decisions.

### 2.24 Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group's parent.

## 2. 重大會計政策概要(續)

### 2.21 抵銷金融工具

當有法定可強制執行權利可抵銷已確認金額，且有意按其淨額作結算或同時變現資產和結算負債時，有關金融資產與負債可互相抵銷，並在綜合財務狀況表內報告其淨值。法定可執行權利必須不得依賴未來事件而定，而在一般業務過程中以及倘公司或對方一旦出現違約、無償債能力或破產時，這也必須具有約束力。

### 2.22 股息分派

向本公司普通及優先股東作出的股息分派，在股息獲本公司股東或董事會(倘適用)批准的期間，於本集團及本公司財務報表中確認為一項負債。

### 2.23 分部報告

經營分部的呈報方式與向主要經營決策人作出內部呈報的方式貫徹一致。主要經營決策人負責分配資源及評估經營分部的表現，並已被認定為作出策略決定的執行董事。

### 2.24 關聯方

- (a) 若屬以下人士，即該人士或該人士之近親與本集團有關連：
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響；或
  - (iii) 為本集團或本集團母公司的主要管理層成員。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.24 Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) both entities are joint ventures of the same third-party.
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (vi) the entity is controlled or jointly controlled by a person identified in (a).
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

## 2. 重大會計政策概要(續)

### 2.24 關聯方(續)

- (b) 若符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
  - (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司集團旗下成員公司的聯營公司或合營企業)。
  - (iii) 兩間實體均為同一第三方的合營企業。
  - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
  - (v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。
  - (vi) 實體受(a)所識別人士控制或受共同控制。
  - (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
  - (viii) 該實體，或其所屬集團之任何成員，向本公司或本公司之母公司提供主要管理層服務。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.24 Related parties (Continued)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

## 3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### 3.1 Critical accounting estimates and assumptions

The Group makes accounting estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal to the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

#### (a) Estimates of Player Relationship Period for revenue recognition

As described in Note 2.15(a), the Group recognises revenue from certain durable virtual goods derived from its self-developed and licensed PC games over the Player Relationship Period. The determination of Player Relationship Period in each type of virtual goods is based on the Group's best estimate that takes into account all known and relevant information at the time of assessment. Such estimates are subject to re-evaluation on an annual basis. Any adjustments arising from changes in the Player Relationship Period as a result of new information will be accounted for prospectively as a change in accounting estimate.

## 2. 重大會計政策概要(續)

### 2.24 關聯方(續)

相關人士的近親乃指彼等與實體間交易時預期可影響該名相關人士或受該名相關人士影響的家族成員。

## 3. 關鍵會計估計及判斷

估計及判斷會根據過往經驗及其他因素(包括在有關情況下對未來事件的合理預期)持續評估。

### 3.1 關鍵會計估計及假設

本集團對未來作出會計估計及假設。顧名思義，作出的會計估計很少會與其實際結果相同。極有可能導致下一個財政年度的資產及負債的賬面值發生重大調整的估計及假設討論如下。

#### (a) 收入確認的玩家關係持續期間的估計

誠如附註2.15(a)所述，本集團於玩家關係持續期間確認源自於其自主開發及特許PC遊戲的若干耐用虛擬物品的收入。各款遊戲的玩家關係持續期間根據本集團於評估時考慮到所有已知及相關資料後作出的最佳估計而釐定。相關估計結果每年重新評估。玩家關係持續期間會由於新資料而變動，就此作出的任何調整將作為會計估計的變動入賬。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### 3.1 Critical accounting estimates and assumptions (Continued)

- (b) Provision for impairment of trade receivables  
The Group determines the provision for impairment of trade receivables (Note 18). This estimate is based on the credit history of the customers and the current market condition. Management reassesses the adequacy of provision on a regular basis by reviewing the individual account based on past credit history and any prior knowledge of debtor insolvency or other credit risk which might not be easily accessible public information and market volatility might bear a significant impact which might not be easily ascertained.
- (c) Recognition of share-based compensation expenses  
As detailed in Note 27(c), the Company has granted share options to the Group's management and employees in 2016. The directors, with the assistance of an independent professional valuer, have used the Binomial Option-Pricing Model to determine the total fair value of the options granted, which is to be expensed over the vesting period as appropriate. Significant estimate on assumptions, such as share price volatility and dividend yield, is required to be made by the directors in applying the Binomial Option-Pricing Model.
- (d) Current and deferred income taxes  
As detailed in Note 7, the Group is subject to income taxes in several jurisdictions. There are many transactions and events for which the ultimate tax determination is uncertain during the ordinary course of business. Significant judgment is required from the Group in determining the provision for income taxes in each of these jurisdictions. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

### 3. 關鍵會計估計及判斷(續)

#### 3.1 關鍵會計估計及假設(續)

- (b) 貿易應收款項減值撥備  
本集團釐定貿易應收款項的減值撥備(附註18)。此估計乃基於客戶的信用記錄及現行市況。根據過往信用記錄及債務人破產或不能輕易獲得的公共信息及可承受一個可能無法確定的重大影響的市場波動的其他信用風險的任何先驗知識，通過審閱個人賬戶管理層定期重新評估撥備是否充足。
- (c) 確認以股份為基礎的酬金費用  
如附註27(c)所詳述，本公司已於二零一六年授予本集團管理層及員工購股權。董事在獨立專業估值師的協助下已用現金流量折現法與市場方法確定了本公司相關股份價值，用二項式期權定價模型確定了授出的購股權的公允值總額，其應於歸屬期內(如適用)支出。董事於採用二項式期權定價模式時需就股份價格波動及股息率等假設作出重大估計。
- (d) 當前及遞延所得稅  
如附註7所述，本集團須於多個司法管轄區繳納所得稅。許多日常業務過程中的交易及事項所涉及的最終稅務釐定均為不確定。本集團須決定各個地區所得稅撥備的重要判斷。倘該等事項的最終稅務結果與最初記錄的金額不同，此等差異將於所得稅及遞延稅項決定期間產生影響。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### 3.1 Critical accounting estimates and assumptions (Continued)

- (e) Depreciation, amortisation and impairment assessment of property, plant and equipment and intangible assets

Property, plant and equipment (Note 11) and intangible assets (Note 12) with finite useful lives are depreciated or amortised on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value, if any. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation and amortisation expense to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation and amortisation expense for future periods is adjusted if there are significant changes from previous estimates.

Property, plant and equipment and intangible assets with finite useful lives are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts of the assets have been determined based on the higher of fair value and value-in-use calculations. These calculations require the use of judgement and estimates.

- (f) Impairment of goodwill

Determining whether goodwill (Note 13) is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value.

### 3. 關鍵會計估計及判斷(續)

#### 3.1 關鍵會計估計及假設(續)

- (e) 物業、廠房及設備以及無形資產的折舊、攤銷及減值評估

物業、廠房及設備(附註11)與有確定可使用期限之無形資產(附註12)按資產預計可使用期限,經計及其估計剩餘價值後(如有)以直線法計算其折舊及攤銷。本集團定期審閱資產之預計可使用期限以確定任何報告期內之折舊及攤銷費用。可使用期限是按本集團類似資產之過往經驗,並考慮預期之技術改變而估計得出。將來期間之折舊及攤銷費用會因以前估計之重大改變而作出調整。

具有有限使用年期的物業、廠房及設備及無形資產,在因某些事故或情況改變而顯示該等資產之賬面值或不能收回時進行減值審核。資產之不可回收金額根據計算公允值及使用價值之較高者釐定。該等計算須採用判斷及預測。

- (f) 商譽減值

釐定商譽(附註13)是否減值須估計獲分配商譽之現金產生單位使用價值。計算使用價值時,實體須估計預期可自現金產生單位產生之未來現金流量及適當貼現率,從而計算現值。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### 3.1 Critical accounting estimates and assumptions (Continued)

- (g) Fair value of contingent consideration payables  
As part of the consideration in the acquisition of a subsidiary (Note 31(c)), contingent consideration is valued at the fair value at the acquisition date with the best estimate of the future outcome of the earn-outs arrangement. The contingent consideration is subsequently remeasured to fair value at the end of each reporting period. The determination of the fair value is based on the expected adjustment on the consideration to be paid and involves management's judgement and assumptions.
- (h) Impairment of interest in associates  
The Group makes provision for impairment in its interest in associates (Note 15) based on an assessment of the recoverable amounts of the associates. An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The assessment requires the use of judgements and estimates and any changes to these judgements and estimates could result in a material change to the recoverable amounts of the associates.

#### 3.2 Critical judgments in applying the entity's accounting policies

- (a) Significant influence over investees with less than 20% equity interest  
The Group classified certain investments as interest in associates although the Group owns less than 20% equity interest in these companies (Note 15). The Group has significant influence over these companies by virtue of its contractual right to appoint director on its board.

### 3. 關鍵會計估計及判斷(續)

#### 3.1 關鍵會計估計及假設(續)

- (g) 應付款項或然代價之公允值  
作為收購一間附屬公司代價之一部分(附註31(c))，或然代價於收購日期按公允值計算，取日後結果安排之最佳估值。或然代價隨後於各報告期末按其公允值重新計量。公允值之釐定乃基於應付代價之預計調整並與管理層之判斷及假設有關係。
- (h) 於聯營公司的權益減值  
本集團根據評估聯營公司的可回收金額就其於聯營公司的權益作出減值撥備(附註15)。倘資產或現金產生單位之賬面值超逾其可收回金額(為其公平價值減出售成本與其使用價值之較高)，即存在減值。評估要求利用判斷及估計，且該等判斷及估計可能對聯營公司的可收回金額造成重大變動。

#### 3.2 應用實體會計政策之重大判斷

- (a) 對被投資方少於20%股權的重大影響  
本集團之投資分類為於聯營公司(附註15)之權益。儘管本集團擁有少於20%的彼等公司的擁有權，但本集團憑藉合約權利任命彼等之董事會董事，因而對該等公司具有重大影響。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 4. REVENUE AND SEGMENT INFORMATION

##### (a) Revenue

The Group's principal activities are disclosed in Note 1 to these consolidated financial statements. The Group's revenue from external customers recognised during the year is as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
PC games	PC遊戲	386,388	345,967
Mobile games	移動遊戲	377,049	349,519
Others (note)	其他(附註)	107,711	74,139
		<b>871,148</b>	<b>769,625</b>

Note: Others mainly represent miscellaneous revenue derived from game tournaments organised by the Group, which includes sponsorship income received.

##### (b) Segment result, assets and liabilities

The chief operating decision-makers (the "CODM") has been identified as the executive directors of the Group. The CODM reviews the Group's internal reporting in order to assess performance and allocate resources. The CODM has determined the operating segments based on these reports.

The Group's operating activities are previously attributable to a single operating segment focusing primarily on online card and board games development and operation, organising and broadcasting online to offline mind-sports events, tournaments, TV shows and contents. During the year ended 31 December 2016, the Group strategically restructured its business into three operating segments, namely i) online games business – Lianzhong Group, ii) online games business – Peerless Group and iii) eSports business. The chief operating decision-makers assess the performance of the operating segments mainly based on segment revenue and profit of each operating segment. Segment information below is presented in a manner consistent with the way in which information is reported internally for the purposes of resource allocation and performance assessment. The comparative information of the above has been restated to conform with the current year's presentation.

#### 4. 收入及分部資料

##### (a) 收入

本集團主要業務披露於綜合財務報表附註1。本集團自外部客戶獲得之收益於年內確認如下：

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
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附註：其他主要指來自於本集團舉辦的遊戲比賽雜項收入，包括收到的贊助收入。

##### (b) 分部業績、資產及負債

主要經營決策人(「主要經營決策人」)由本集團執行董事確立。主要經營決策人審閱本集團內部報告，以評估業績及分配資源。主要經營決策人根據該等報告計量經營分部。

本集團的經營業務先前主要由一個單一經營分部開展，主要集中於在中國開發及經營在線棋牌遊戲、組織及播放線上線下智力運動、比賽及電視節目。截至二零一六年十二月三十一日止年度，本集團將其業務重組為三個經營分部，即i)網絡遊戲業務—聯眾集團；ii)網絡遊戲業務—Peerless集團；及iii)電競業務。主要經營決策人主要根據各運營分部之收益及虧損評估運營分部之表現。下述分部資料以資料內部呈報資源分配及表現評估之相同方式呈列。上述比較資料遵守本年之呈列重列。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 4. REVENUE AND SEGMENT INFORMATION

(Continued)

##### (b) Segment result, assets and liabilities (Continued)

The following describes the operations in each of the Group's reportable segments:

- (i) Online games business — Lianzhong Group: online card and board games business carried out by Lianzhong Group
- (ii) Online games business — Peerless Group: online card and board games business carried out by Peerless Group
- (iii) ESports business: sports e-commerce business and other non-card-and-board games new internet businesses

Segment profit represents profit earned by each segment without allocating finance costs and income tax expense.

#### 4. 收入及分部資料(續)

##### (b) 分部業績、資產及負債(續)

本集團各可呈報分部之運營載列如下：

- (i) 網絡遊戲業務 — 聯眾集團：聯眾集團開展的在線棋牌遊戲業務
- (ii) 網絡遊戲業務 — Peerless集團：Peerless集團開展的在線棋牌遊戲業務
- (iii) 電競業務：體育電商業務以及其他非棋牌遊戲等新網絡業務

分部利潤指各分部(尚未分配財務成本及所得稅開支)賺取之利潤。

## Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 4. REVENUE AND SEGMENT INFORMATION (Continued)

### 4. 收入及分部資料(續)

#### (b) Segment result, assets and liabilities (Continued)

#### (b) 分部業績、資產及負債(續)

		2016 二零一六年					
		Online games business — Lianzhong Group 網絡遊戲 業務 — 聯眾集團 RMB'000 人民幣千元	Online games business — Peerless Group 網絡遊戲 業務 — Peerless集團 RMB'000 人民幣千元	ESports business 電競業務 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Revenue</b>	<b>收入</b>						
— From external customers	— 來自外部客戶	737,894	126,904	6,350	—	—	871,148
— From other segments	— 來自其他分部	—	6,644	79	—	(6,723)	—
<b>Reportable segment revenue</b>	<b>可呈報分部收入</b>	<b>737,894</b>	<b>133,548</b>	<b>6,429</b>	<b>—</b>	<b>(6,723)</b>	<b>871,148</b>
<b>Reportable segment results</b>	<b>可呈報分部業績</b>						
Share-based compensation expense	以股份為基礎的酬金開支	225,046	(12,188)	(23,613)	—	—	189,245
		(36,776)	(5,970)	—	—	—	(42,746)
Profit before income tax	除所得稅前利潤						146,922
Income tax expense	所得稅開支						(7,123)
Profit for the year	年內利潤						139,376
<b>Other information</b>	<b>其他資料</b>						
Interest income	利息收入	12,037	—	18	—	—	12,055
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14,268	5,280	5,529	—	—	25,077
Amortisation of intangible assets	無形資產攤銷	22,477	51,068	78	—	—	73,623
Provision for impairment of interest in an associate	一間聯營公司權益之減值撥備	—	—	4,227	—	—	4,227

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 4. REVENUE AND SEGMENT INFORMATION

(Continued)

##### (b) Segment result, assets and liabilities (Continued)

#### 4. 收入及分部資料(續)

##### (b) 分部業績、資產及負債(續)

		2016 二零一六年					
		Online games business — Lianzhong Group 網絡遊戲 業務 — 聯眾集團 RMB'000 人民幣千元	Online games business — Peerless Group 網絡遊戲 業務 — Peerless集團 RMB'000 人民幣千元	ESports business 電競業務 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>ASSETS</b>	<b>資產</b>						
Segment assets	分部資產	1,006,642	350,072	118,757	—	(46,590)	1,428,881
<b>LIABILITIES</b>	<b>負債</b>						
Segment liabilities	分部負債	103,519	80,329	34,846	—	(44,359)	174,335
<b>Other information</b>	<b>其他資料</b>						
Non-current assets (other than financial instruments and deferred tax assets), including:	非流動資產(不包括 金融工具及遞延 稅項資產), 包 括:						
— Interest in associates	— 於聯營公司的 權益	191,564	285,894	79,907	—	—	557,365
Additions to non- current segment assets (other than financial instruments and deferred tax assets) during the year	本年度非流動分部 資產添置(不包括 金融工具及遞延 稅項資產)	12,011	—	63,883	—	—	75,894
		135,315	53,246	59,551	—	—	248,112

## Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 4. REVENUE AND SEGMENT INFORMATION (Continued)

### 4. 收入及分部資料(續)

#### (b) Segment result, assets and liabilities (Continued)

#### (b) 分部業績、資產及負債(續)

		Online games business		ESports business		Unallocated		Eliminations		Total	
		— Lianzhong Group	— Peerless Group								
		網絡遊戲業務	網絡遊戲業務								
		— 聯眾集團	— Peerless集團								
		RMB'000	RMB'000								
		人民幣千元	人民幣千元								
<b>Revenue</b>											
— From external customers	— 來自外部客戶	691,291	77,723	611	—	—	—	—	—	769,625	
— From other segments	— 來自其他分部	—	3,161	—	—	—	—	(3,161)	—	—	
Reportable segment revenue	可呈報分部收入	691,291	80,884	611	—	—	—	(3,161)	—	769,625	
<b>Reportable segment results</b>	<b>可呈報分部業績</b>	175,259	17,297	(4,833)	—	—	—	—	—	187,723	
Finance costs	財務成本	—	—	—	(663)	—	—	—	—	(663)	
Share-based compensation expense	以股份為基礎的酬金開支	(44,036)	(3,879)	—	—	—	—	—	—	(47,915)	
Profit before income tax	除所得稅前利潤									139,145	
Income tax expense	所得稅開支									(27,086)	
Profit for the year	年內利潤									112,059	
<b>Other information</b>	<b>其他資料</b>										
Interest income	利息收入	22,946	1	5	—	—	—	—	—	22,952	
Depreciation of property, plant and equipment	物業、廠房及設備折舊	9,298	2,821	1,258	—	—	—	—	—	13,377	
Amortisation of intangible assets	無形資產攤銷	16,576	20,198	13	—	—	—	—	—	36,787	
Share of loss of associates	應佔聯營公司虧損	—	—	1,232	—	—	—	—	—	1,232	



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 4. REVENUE AND SEGMENT INFORMATION

(Continued)

##### (b) Segment result, assets and liabilities (Continued)

#### 4. 收入及分部資料(續)

##### (b) 分部業績、資產及負債(續)

		Online games business		2015 (Restated)				
		— Lianzhong Group	— Peerless Group	ESports business	Unallocated	Eliminations	Total	
		網絡遊戲業務	網絡遊戲業務	電競業務	未分配	抵銷	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	
<b>ASSETS</b>	<b>資產</b>							
Segment assets	分部資產	811,076	336,669	47,358	—	(3,158)	1,191,945	
<b>LIABILITIES</b>	<b>負債</b>							
Segment liabilities	分部負債	74,494	81,012	12,556	—	(3,384)	164,678	
<b>Other information</b>	<b>其他資料</b>							
Non-current assets (other than financial instruments and deferred tax assets), including:	非流動資產(不包括金融工具及遞延稅項資產), 包括:							
— Interest in associates	— 於聯營公司的權益	110,340	270,869	21,121	—	—	402,330	
Additions to non-current segment assets (other than financial instruments and deferred tax assets) during the year (note)	本年度非流動分部資產添置(不包括金融工具及遞延稅項資產)(附註)	—	—	13,768	—	—	13,768	
		70,188	279,516	22,392	—	—	372,096	

Note: Additions include those arising from the acquisition of subsidiaries.

附註: 添置包括彼等收購附屬公司產生之金額。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 4. REVENUE AND SEGMENT INFORMATION

(Continued)

##### (c) Geographical information

The following illustrates the geographical analysis of the Group's revenue from external customers, based on the country from which the transactions are executed, and information about its non-current assets (other than financial instruments and deferred tax assets), based on the location of assets.

		Revenue 收入		Non-current assets 非流動資產	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
PRC	中國	743,689	691,902	271,882	131,461
Outside PRC	中國境外	127,459	77,723	289,710	270,869
		871,148	769,625	561,592	402,330

##### (d) Information about major customers

The Group has a large number of game players, no revenue from any individual game player or customer exceeded 10% or more of the Group's revenue during the years ended 31 December 2016 and 2015.

#### 4. 收入及分部資料(續)

##### (c) 地區資料

本集團按執行交易所在國家劃分向第三者客戶收取之收益及按資產所在地劃分非流動資產資料(不包括金融工具及遞延稅項資產)之地區分析如下。

##### (d) 主要客戶資料

本集團擁有大量遊戲玩家，截至二零一六年及二零一五年十二月三十一日止年度，概無來自任何個人遊戲玩家或客戶的收入超過本集團收入的10%或以上。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 5. OTHER INCOME

#### 5. 其他收入

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>Other revenue</b>	<b>其他收入</b>		
Bank interest income	銀行利息收入	6,927	19,962
Gain on deemed disposal of partial interest in an associate (Note 15(b))	視作出售於一家聯營公司部分權益的收益(附註15(b))	10,349	—
Gain on disposal of available-for-sale financial assets (Note 19)	出售可供出售金融資產收益(附註19)	53,024	—
Gain on disposal of subsidiaries (Note 32)	出售一家附屬公司的收益(附註32)	4,541	—
Interest income from loans to third parties	借予第三方貸款之利息收入	5,128	2,990
		<b>79,969</b>	22,952
<b>Other net income</b>	<b>其他收入淨額</b>		
Subsidy income from government (note)	政府補貼收入(附註)	3,875	1,781
Sundry income	雜項收入	1,120	245
		<b>4,995</b>	2,026
		<b>84,964</b>	24,978

Note: Subsidy income mainly relates to cash subsidies in respect of operating and development activities from governments which are either unconditional grants or grants with conditions having been satisfied.

附註：補貼收入主要指來自政府就經營開發活動之現金補貼，相關補貼為無條件補貼或已達成有關條件之補貼。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 6. PROFIT FOR THE YEAR

Profit for the year has been arrived at after charging:

## 6. 年度利潤

年度利潤乃經扣除以下各項：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>Finance costs</b>	<b>財務成本</b>		
Interest charges on bank borrowings	銀行借款所付利息	—	663
<b>Employee benefit expenses</b>	<b>員工福利開支</b>		
Salaries, bonus and allowances	薪金、花紅及津貼	98,110	110,473
Retirement benefit scheme contributions	退休福利計劃供款	12,426	15,321
Severance payments	遣散費	5,286	2,689
Share-based compensation expense	以股份為基礎的酬金開支	42,746	47,915
		<b>158,568</b>	<b>176,398</b>
<b>Other items</b>	<b>其他項目</b>		
Auditors' remuneration	核數師酬金	1,700	1,837
Depreciation of property, plant and equipment	物業、廠房及設備折舊	25,077	13,377
Amortisation of intangible assets	無形資產攤銷	73,623	36,787
Impairment loss on trade receivables	貿易應收款項減值虧損	7,244	151
Provision for impairment of interest in an associate	一間聯營公司權益之減值撥備	4,227	—
Net foreign exchange loss	外匯虧損淨額	1,330	5,760
Operating lease charges on office premises	辦公物業經營租賃費用	15,668	15,027

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 7. INCOME TAX EXPENSE

#### 7. 所得稅開支

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
	Note 附註		
<b>Current tax</b>			
Current year		26,140	29,793
(Over)/Under-provision in respect of prior year		(12,812)	812
		<b>13,328</b>	30,605
<b>Deferred tax</b>			
Origination and reversal of temporary differences		(6,399)	(3,514)
Effect on deferred tax balances at 1 January 2016 and 2015 resulting from a change in tax rate		194	(5)
	24	<b>(6,205)</b>	(3,519)
<b>Income tax expense</b>		<b>7,123</b>	27,086

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 7. INCOME TAX EXPENSE (Continued)

The difference between the actual income tax charge in the consolidated statement of comprehensive income and the amounts which would result from applying the enacted tax rate to profit before income tax can be reconciled as follows:

#### 7. 所得稅開支(續)

綜合全面收益表的實際所得稅費用及採用適用於除所得稅前利潤的法定稅率計算得出的稅額的差額對賬如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>Profit before income tax</b>	<b>除所得稅前利潤</b>	<b>146,499</b>	139,145
Tax on profit before income tax, calculated at the statutory rates applicable to profits in the tax jurisdiction concerned	除所得稅前利潤稅項(按相關稅務司法權區適用的利潤法定稅率計算)	<b>36,837</b>	33,583
Tax effect on non-deductible expenses	不可扣稅開支的稅務影響	<b>3,426</b>	6,255
Tax effect of deductible temporary differences not recognised	未確認之可扣減暫時性差額的稅務影響	—	879
Tax effect on preferential income tax rates applicable to a subsidiary	適用於附屬公司的優惠所得稅稅率的稅務影響	<b>(25,429)</b>	(14,954)
Tax effect of unused tax losses not recognised	尚未確認未動用稅項虧損之稅務影響	<b>5,173</b>	2,576
Effect on deferred tax balances at 1 January 2016 and 2015 resulting from a change in tax rate	於二零一六年及二零一五年一月一日因稅率變動導致的遞延稅項結餘的影響	<b>194</b>	(5)
(Over)/Under-provision in respect of prior year	過往年度(超額撥備)/撥備不足	<b>(12,812)</b>	812
Others	其他	<b>(266)</b>	(2,060)
<b>Income tax expense</b>	<b>所得稅開支</b>	<b>7,123</b>	27,086

Notes:

##### (a) Cayman Islands income tax

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and accordingly, is exempted from Cayman Islands income tax.

##### (b) Hong Kong profits tax

Hong Kong profits tax rate is 16.5%. Hong Kong profits tax has not been provided as the Group had no estimated assessable profits arising in Hong Kong for the years ended 31 December 2016 and 2015.

附註：

##### (a) 開曼群島所得稅

本公司根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司，因此豁免繳納開曼群島所得稅。

##### (b) 香港利得稅

香港利得稅稅率為16.5%。由於本集團於截至二零一六年及二零一五年十二月三十一日止年度在香港並無產生估計應課稅利潤，因此並無撥備香港利得稅。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 7. INCOME TAX EXPENSE (Continued)

Notes (Continued):

#### (c) PRC enterprise income tax

The income tax provision of the Group in respect of its operations in the PRC has been calculated at the applicable tax rate on the estimated assessable profits for the year based on the existing legislation, interpretations and practices in respect thereof. The applicable income tax rate is 25%.

Pursuant to the relevant laws and regulations in the PRC, Beijing Lianzhong Co., Ltd ("Beijing Lianzhong") has renewed and obtained its qualification as a High and New Technology Enterprise ("HNTE") in 2014 for the three-year period commencing from October 2014 and accordingly Beijing Lianzhong enjoyed a preferential income tax rate of 15% in 2015. In May 2016, Beijing Lianzhong was accredited as a "Key Software Enterprise within National Planning Layout" (國家規劃佈局內重點軟件企業) and accordingly, Beijing Lianzhong was retrospectively entitled to a preferential income tax rate of 10% from 2015 and will continue to enjoy this preferential income tax rate until it no longer meets the requirements of the qualification.

According to relevant laws and regulations in the PRC, enterprises engaging in research and development activities are entitled to claim 150% of the research and development expenses so incurred as tax deductible expenses when determining their assessable profits for that year ("Super Deduction"). Lianzhong has made its best estimate for the Super Deduction to be claimed in ascertaining their assessable profits for the years ended 31 December 2016 and 2015.

#### (d) US profits tax

Subsidiaries operating in the US are subject to US federal and state tax on its assessable profits. The applicable tax rate for federal tax is 34% whilst the tax rate for state tax of California, the principal place of business of the Company's major US subsidiaries is 8.84%. US profits tax has not been provided as the Group incurred a loss for taxation purposes for the years ended 31 December 2016 and 2015.

#### (e) Gibraltar profits tax

Gibraltar profits tax has been provided at the rate of 10% on the estimated assessable profits for the year ended 31 December 2015. Gibraltar profits tax has not been provided as the Group has no assessable profit in Gibraltar for the year ended 31 December 2016.

### 7. 所得稅開支(續)

附註：(續)

#### (c) 中國企業所得稅

本集團就其在中國的業務所作出的所得稅撥備乃根據現行相關法律、詮釋及慣例就於本年度估計應課稅利潤按適用稅率計算。適用的所得稅稅率為25%。

根據中國相關法律法規，北京聯眾互動網絡股份有限公司(「北京聯眾」)已於二零一四年續新及取得作為高新技術產業(「高新技術產業」)資格，期限自二零一四年十月起為期三年及據此北京聯眾於二零一五年享受15%的優惠稅率。於二零一六年五月獲認證為「國家規劃佈局內重點軟件企業」，自二零一五年起享受10%的優惠稅率直至不再符合資格為止。

根據中國相關法律法規，從事研發活動的企業於釐定其該年度應課稅利潤時，有權將所產生的研發費用的150%作可扣稅開支申報(「加計扣除」)。截至二零一六年及二零一五年十二月三十一日止年度，北京聯眾已於確定其應課稅利潤中將予作出的加計扣除申報作出最佳估計。

#### (d) 美國利得稅

於美國經營之附屬公司須就其應課稅溢利繳納美國聯邦及州稅。適用聯邦稅率為34%，而本公司主要美國附屬公司之主要營業地點加州之稅率為8.84%。由於本集團截至二零一六年及二零一五年十二月三十一日止年度產生稅項虧損，故並無就美國利得稅作出撥備。

#### (e) 直布羅陀利得稅

截至二零一五年十二月三十一日止年度，本集團已就估計應課稅利潤按10%之稅率作出撥備。由於本集團截至二零一六年十二月三十一日止年度在直布羅陀並無估計應課稅利潤，因此並無撥備直布羅陀利得稅。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 7. INCOME TAX EXPENSE (Continued)

Notes (Continued):

#### (f) PRC withholding tax

According to the relevant laws and regulations in the PRC, the Group is also liable to a 10% withholding tax on dividends to be distributed from the Group's foreign-invested enterprises in the PRC in respect of its profits generated from 1 January 2008. If a foreign investor incorporated in Hong Kong meets the conditions and requirements under the double taxation treaty arrangement entered into between the PRC and Hong Kong, the relevant withholding tax rate will be reduced from 10% to 5%.

### 8. DIVIDENDS

During the year ended 31 December 2015, a final dividend for the year ended 31 December 2014 of RMB0.064 per share has been declared and approved by the shareholders at the annual general meeting of the Company. The 2014 final dividend was paid in Hong Kong dollars at HK\$0.0812 per share, amounting to approximately RMB50,273,000.

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2016.

### 9. EARNINGS PER SHARE

#### (a) Basic earnings per share

Basic earnings per share for the year is calculated by dividing the profit attributable to equity holders of the Company of RMB148,669,000 (2015: RMB114,351,000) by the weighted average number of ordinary shares of 786,990,352 shares (2015: 784,949,124 shares) in issue during the year.

### 7. 所得稅開支(續)

附註：(續)

#### (f) 中國預扣稅

根據中國相關法律法規，本集團須就向中國外商投資企業有關於二零零八年一月一日起產生的利潤將予分派的股息繳納10%的預扣稅。倘於香港註冊成立的外商投資者符合中國與香港訂立的雙邊稅務條約安排的條件及規定，相關預扣稅稅率將從10%降至5%。

### 8. 股息

於截至二零一五年十二月三十一日止年度，已就截至二零一四年十二月三十一日止年度宣派末期股息每股人民幣0.064元，而有關末期股息乃經股東於本公司股東週年大會上批准。二零一四年末期股息已按每股0.0812港元以港幣支付，即約人民幣50,273,000元。

董事不建議宣派截至二零一六年十二月三十一日止年度之末期股息。

### 9. 每股盈利

#### (a) 每股基本盈利

年內每股基本盈利乃按本公司權益持有人應佔利潤人民幣148,669,000元(二零一五年：人民幣114,351,000元)除以年已發行的普通股加權平均股數786,990,352股(二零一五年：784,949,124股)計算得出。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 9. EARNINGS PER SHARE (Continued)

##### (b) Diluted earnings per share

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. For the year ended 31 December 2016 and 2015, the Company has one category of dilutive ordinary shares, being the share option schemes of the Company (Management Pre-IPO Share Option Scheme and the 2014 Share Option Scheme), but not on the share options granted in July 2015, January 2016, May 2016 and September 2016 under the 2014 Share Option Scheme (Note 27(c)) which are considered as anti-dilutive as the average market price of the ordinary shares of the Company is less than the exercise price of these share options.

Diluted earnings per share for the year is calculated by dividing the profit attributable to equity holders of the Company of RMB148,669,000 (2015: RMB114,351,000) by the weighted average number of ordinary shares of 827,042,849 shares (2015: 835,461,634 shares) in issue during the year, calculated as follows:

#### 9. 每股盈利(續)

##### (b) 每股攤薄盈利

每股攤薄盈利乃根據假設所有具潛在攤薄影響的普通股已獲轉換且調整已發行普通股加權平均股數計算。截至二零一六年及二零一五年十二月三十一日止年度，本公司擁有一類具潛在攤薄影響的普通股，即本公司購股權計劃(即管理層首次公開發售前購股權計劃及二零一四年購股權計劃)而非於二零一五年七月、二零一六年一月、二零一六年五月及二零一六年九月根據二零一四年購股權計劃授出之購股權(附註27(c))，其被視為具反攤薄影響，乃由於本公司普通股之平均市價低於該等購股權之行使價。

年內，每股攤薄盈利乃按本公司權益持有人應佔利潤人民幣148,669,000元(二零一五年：人民幣114,351,000元)除以年內已發行的普通股加權平均股數827,042,849股(二零一五年：835,461,634股)計算如下：

		2016 二零一六年	2015 二零一五年
Weighted average number of ordinary shares for the purpose of basic earnings per share	就計算每股基本盈利之普通股加權平均股數	<b>786,990,352</b>	784,949,124
Adjustment for share option schemes	就購股權計劃作出調整	<b>40,052,497</b>	50,512,510
Weighted average number of ordinary shares for the purpose of diluted earnings per share	就計算每股攤薄盈利之普通股加權平均股數	<b>827,042,849</b>	835,461,634

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS 10. 董事薪酬及僱員薪酬

#### (a) Directors' emoluments

The remuneration of each director disclosed pursuant to the Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulations for the years ended 31 December 2016 and 2015 are set out below:

#### (a) 董事薪酬

根據上市規則、相關公司條例第383(1)章以及公司第2部分(董事福利資料披露)規例，截至二零一六年及二零一五年十二月三十一日止年度，各董事薪酬披露載列如下：

Name of director 董事姓名	Notes 附註	Basic salaries and allowances 袍金 及津貼		Retirement benefit contribution 退休福利 供款	Share- based compensation 以股份為基礎 的酬金	Total 總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
<b>Year ended 31 December 2016</b> 截至二零一六年十二月三十一日止年度						
<b>Executive directors:</b> 執行董事:						
Mr. Yang Eric Qing 楊慶先生	(i)	—	1,440	77	10,503	12,020
Mr. Ng Kwok Leung Frank 伍國樑先生	(i)	—	1,440	77	10,503	12,020
<b>Non-executive directors:</b> 非執行董事:						
Mr. Zhang Rongming 張榮明先生	(ii),(iii)	—	—	—	—	—
Mr. Liu Jiang 劉江先生	(ii)	—	—	—	—	—
Mr. Fan Tai 樊泰先生		—	—	—	—	—
Mr. Chen Xian 陳弦先生		—	—	—	—	—
Mr. Hua Guanfa 華觀發先生	(iv)	—	—	—	—	—
<b>Independent non-executive directors:</b> 獨立非執行董事:						
Mr. Ge Xuan 葛旋先生		207	—	—	—	207
Mr. Lu Zhong 魯眾先生		207	—	—	—	207
Mr. Cheung Chung Yan David 張頌仁先生		324	—	—	—	324
		<b>738</b>	<b>2,880</b>	<b>154</b>	<b>21,006</b>	<b>24,778</b>
<b>Year ended 31 December 2015</b> 截至二零一五年十二月三十一日止年度						
<b>Executive directors:</b> 執行董事:						
Mr. Yang Eric Qing 楊慶先生	(i)	—	1,440	71	12,726	14,237
Mr. Ng Kwok Leung Frank 伍國樑先生	(i)	—	1,644	71	12,726	14,441
<b>Non-executive directors:</b> 非執行董事:						
Mr. Zhang Rongming 張榮明先生	(ii),(iii)	—	—	—	—	—
Mr. Liu Jiang 劉江先生	(ii)	—	—	—	—	—
Mr. Fan Tai 樊泰先生		—	—	—	—	—
Mr. Chen Xian 陳弦先生		—	—	—	—	—
<b>Independent non-executive directors:</b> 獨立非執行董事:						
Mr. Ge Xuan 葛旋先生		130	—	—	—	130
Mr. Lu Zhong 魯眾先生		130	—	—	—	130
Mr. Cheung Chung Yan David 張頌仁先生		203	—	—	—	203
		<b>463</b>	<b>3,084</b>	<b>142</b>	<b>25,452</b>	<b>29,141</b>

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

##### (a) Directors' emoluments (Continued)

Notes:

- (i) Mr. Yang Eric Qing and Mr. Ng Kwok Leung Frank are also the co-chief executive officer of the Group for the years ended 31 December 2016 and 2015.
- (ii) Re-designated from executive directors to non-executive directors of the Company on 27 March 2015.
- (iii) Resigned on 5 February 2016.
- (iv) Appointed on 5 February 2016.

There were no arrangements under which a director of the Company waived or agreed to waive any remuneration during the years ended 31 December 2016 and 2015.

##### (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included two (2015: two) directors whose emoluments are reflected in the analysis presented above. The emoluments paid/payable to the remaining three (2015: three) individuals during the year are as follows:

#### 10. 董事薪酬及僱員薪酬(續)

##### (a) 董事薪酬(續)

附註：

- (i) 截至二零一六年及二零一五年十二月三十一日止年度楊慶先生及伍國樑先生為本集團聯席行政總裁。
- (ii) 於二零一五年三月二十七日由本公司執行董事重新指定為非執行董事。
- (iii) 於二零一六年二月五日辭任。
- (iv) 於二零一六年二月五日獲委任。

截至二零一六年及二零一五年十二月三十一日止年度，並無董事放棄或同意放棄任何酬金之安排。

##### (b) 五名最高薪酬人士

年內本集團五名最高薪酬人士分別包括兩名(二零一五年：兩名)董事，其酬金已反映於上文分析中。年內已付/應付餘下三名(二零一五年：三名)人士的酬金載列如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Basic salaries and allowances	基本薪金及津貼	4,027	3,002
Discretionary bonus	酌情花紅	1,727	489
Retirement benefit scheme contributions	退休福利計劃供款	166	184
Share-based compensation expense	以股份為基礎的酬金開支	2,819	4,865
		<b>8,739</b>	<b>8,540</b>

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 10. DIRECTORS' AND EMPLOYEES' EMOLUMENTS 10. 董事薪酬及僱員薪酬(續)

(Continued)

### (b) Five highest paid individuals(Continued)

The emoluments fell within the following bands:

### (b) 五名最高薪酬人士(續)

酬金範圍介乎以下組別：

		2016 二零一六年	2015 二零一五年
Emolument bands	酬金組別		
Nil – HK\$1,000,000	零至1,000,000港元	—	—
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至1,500,000港元	—	—
HK\$2,000,001 – HK\$2,500,000	2,000,001港元至2,500,000港元	—	—
HK\$2,500,001 – HK\$3,000,000	2,500,001港元至3,000,000港元	2	2
HK\$4,500,001 – HK\$5,000,000	4,500,001港元至5,000,000港元	1	—
HK\$5,000,001 – HK\$5,500,000	5,000,001港元至5,500,000港元	—	1

No emoluments were paid by the Group to any of the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the year (2015: nil).

年內本集團概無向任何董事或五名最高薪酬人士支付任何酬金以作為其加入本集團或加入本集團後的獎勵或作為離職的補償(二零一五年：無)。

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 11. PROPERTY, PLANT AND EQUIPMENT

### 11. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元	Computer equipment 電腦設備 RMB'000 人民幣千元	Furniture and office equipment 傢俬及辦公室設備 RMB'000 人民幣千元	Motor vehicle 汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>At 1 January 2015</b>	於二零一五年一月一日					
Cost	成本	3,747	39,927	5,612	600	49,886
Accumulated depreciation and impairment losses	累計折舊及減值虧損	(3,709)	(32,122)	(1,836)	(158)	(37,825)
Net book amount	賬面淨值	38	7,805	3,776	442	12,061
<b>Year ended 31 December 2015</b>	截至二零一五年十二月三十一日止年度					
Opening net book amount	年初賬面淨值	38	7,805	3,776	442	12,061
Additions	添置	19,271	24,236	4,712	856	49,075
Acquisition of subsidiaries (Note 31)	收購附屬公司(附註31)	771	4,655	3,218	—	8,644
Disposals	出售	—	—	(30)	(259)	(289)
Depreciation	折舊	(1,699)	(8,674)	(2,821)	(183)	(13,377)
Exchange differences	匯兌差額	44	242	173	—	459
Closing net book amount	年末賬面淨值	18,425	28,264	9,028	856	56,573
<b>At 31 December 2015 and 1 January 2016</b>	於二零一五年十二月三十一日及二零一六年一月一日					
Cost	成本	23,837	61,593	13,503	1,068	100,001
Accumulated depreciation and impairment losses	累計折舊及減值虧損	(5,412)	(33,329)	(4,475)	(212)	(43,428)
Net book amount	賬面淨值	18,425	28,264	9,028	856	56,573
<b>Year ended 31 December 2016</b>	截至二零一六年十二月三十一日止年度					
Opening net book amount	年初賬面淨值	18,425	28,264	9,028	856	56,573
Additions	添置	7,656	18,713	6,460	562	33,391
Disposal of subsidiaries (Note 32)	出售附屬公司(附註32)	(816)	(1,146)	(521)	—	(2,483)
Disposals	出售	(1,103)	(131)	(213)	—	(1,447)
Depreciation	折舊	(4,809)	(15,501)	(4,423)	(344)	(25,077)
Exchange differences	匯兌差額	35	531	41	—	607
Closing net book amount	年末賬面淨值	19,388	30,730	10,372	1,074	61,564
<b>At 31 December 2016</b>	於二零一六年十二月三十一日					
Cost	成本	29,450	72,190	18,798	1,630	122,068
Accumulated depreciation and impairment losses	累計折舊及減值虧損	(10,062)	(41,460)	(8,426)	(556)	(60,504)
Net book amount	賬面淨值	19,388	30,730	10,372	1,074	61,564

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 11. PROPERTY, PLANT AND EQUIPMENT (Continued) 11. 物業、廠房及設備(續)

Depreciation charges recognised is analysed as follows:

已確認折舊費用分析如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Cost of revenue	收入成本	12,809	4,769
Selling and marketing expenses	銷售及市場推廣費用	6,157	969
Administrative expenses	行政開支	4,474	7,599
Research and development expenses	研發費用	1,637	40
		<b>25,077</b>	13,377

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 12. INTANGIBLE ASSETS

### 12. 無形資產

		Computer software 電腦軟件 RMB'000 人民幣千元	Game intellectual properties, trademark and licenses 遊戲知識產權、商標及許可證 RMB'000 人民幣千元	Brand name 品牌名稱 RMB'000 人民幣千元	Programmes and film rights 節目及電影版權 RMB'000 人民幣千元	Unfinished contracts 未完成合約 RMB'000 人民幣千元	Development costs 開發成本 RMB'000 人民幣千元	Customer relationships 客戶關係 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
<b>At 1 January 2015</b>	於二零一五年一月一日								
Cost	成本	8,762	61,176	—	—	—	9,789	—	79,727
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	(3,778)	(28,007)	—	—	—	—	—	(31,785)
Net book amount	賬面淨值	4,984	33,169	—	—	—	9,789	—	47,942
<b>Year ended 31 December 2015</b>	截至二零一五年十二月三十一日止年度								
Opening net book amount	年初賬面淨值	4,984	33,169	—	—	—	9,789	—	47,942
Transfers	轉撥	—	14,812	—	—	—	(14,812)	—	—
Additions	添置	1,236	8,409	—	30,539	—	27,894	—	68,078
Acquisition of subsidiaries (Note 31)	收購附屬公司(附註31)	376	—	93,303	25,266	28,166	—	—	147,111
Amortisation	攤銷	(1,961)	(14,671)	(6,374)	(5,501)	(8,280)	—	—	(36,787)
Exchange difference	匯兌差額	22	—	5,550	1,137	1,524	—	—	8,233
Closing net book amount	年末賬面淨值	4,657	41,719	92,479	51,441	21,410	22,871	—	234,577
<b>At 31 December 2015 and 1 January 2016</b>	於二零一五年十二月三十一日及二零一六年一月一日								
Cost	成本	10,397	84,397	99,093	57,092	29,914	22,871	—	303,764
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	(5,740)	(42,678)	(6,614)	(5,651)	(8,504)	—	—	(69,187)
Net book amount	賬面淨值	4,657	41,719	92,479	51,441	21,410	22,871	—	234,577
<b>Year ended 31 December 2016</b>	截至二零一六年十二月三十一日止年度								
Opening net book amount	年初賬面淨值	4,657	41,719	92,479	51,441	21,410	22,871	—	234,577
Transfers	轉撥	—	30,661	—	—	—	(30,661)	—	—
Additions	添置	5,202	9,011	—	44,231	—	42,064	—	100,508
Acquisition of a subsidiary (Note 31(c))	收購附屬公司(附註31(c))	—	—	—	—	—	—	47,357	47,357
Disposal of subsidiaries (Note 32)	出售附屬公司(附註32)	—	(2,165)	—	—	—	(1,849)	—	(4,014)
Amortisation	攤銷	(2,819)	(18,181)	(13,535)	(24,000)	(13,509)	—	(1,579)	(73,623)
Exchange difference	匯兌差額	64	—	5,718	4,404	866	—	—	11,052
Closing net book amount	年末賬面淨值	7,104	61,045	84,662	76,076	8,767	32,425	45,778	315,857
<b>At 31 December 2016</b>	於二零一六年十二月三十一日								
Cost	成本	15,889	121,727	105,608	107,170	31,376	32,425	47,357	461,552
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	(8,785)	(60,682)	(20,946)	(31,094)	(22,609)	—	(1,579)	(145,695)
Net book amount	賬面淨值	7,104	61,045	84,662	76,076	8,767	32,425	45,778	315,857

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 12. INTANGIBLE ASSETS (Continued)

The development costs represented all direct costs incurred in the development of webgames, mobile games and software products.

Amortisation charges recognised is analysed as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Cost of revenue	收入成本	43,541	21,095
Selling and marketing expenses	銷售及市場推廣費用	1,614	30
Administrative expenses	行政開支	28,421	15,612
Research and development expenses	研發費用	47	50
		<b>73,623</b>	36,787

#### 12. 無形資產(續)

開發成本指網頁遊戲、移動遊戲及軟件產品開發產生的所有直接成本。

已確認攤銷費用分析如下：

#### 13. GOODWILL

The carrying amount of goodwill mainly arose from the acquisition of the Peerless Group in 2015. The net carrying amount of goodwill can be analysed as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
At 1 January	於一月一日	97,412	—
Acquisition of subsidiaries (Note 31)	收購附屬公司(附註31)	—	91,733
Net exchange differences	匯兌差額淨值	6,638	5,679
At 31 December	於十二月三十一日	<b>104,050</b>	97,412

#### 13. 商譽

商譽賬面值主要來源於二零一五年收購Peerless集團。商譽賬面淨值可分析如下：



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 13. GOODWILL (Continued)

The carrying amount of goodwill, net of any impairment loss, is allocated to the cash generating unit of the online card and board game business in the following geographical area:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
In PRC	中國境內	200	200
Outside PRC	中國境外	103,850	97,212
		104,050	97,412

The recoverable amounts of goodwill relating to the operations outside PRC, primarily in the US and Gibraltar, were determined based on value-in-use calculations, using an annual cash flow budget plan covering a five-year period with estimated long-term growth rate of 2.3% (2015: 2.3%) per annum for the operation. A discount factor of 16.0% (2015: 16.0%) per annum was applied in the value in use model. The recoverable amounts of goodwill relating to the operations in the PRC were determined based on value-in-use calculations, using an annual cash flow budget plan covering a three-year period for the operations. A discount factor of 5.0% (2015: 5.0%) per annum was applied in the value in use model.

The key assumptions include stable profit margins, which have been determined based on the expectations for market share after taking into consideration current economic environment and market forecast. The directors believe that any reasonably possible change in the key assumptions on which the recoverable amounts are based would not cause the carrying amounts of the units to exceed their respective aggregate recoverable amounts.

#### 13. 商譽(續)

商譽之賬面值(扣除任何減值虧損)按以下地理區域分配至在線棋牌遊戲業務之現金產生單位:

與中國境外(主要是美國及直布羅陀)經營相關之商譽之可回收金額根據使用價值計算,採用預計營運長期年增長率2.3%(二零一五年:2.3%)之五年期年度現金流量預算計劃釐定。使用價值模式所應用之年貼現率為16.0厘(二零一五年:16.0厘)。與中國境內營運相關之商譽可收回金額根據使用價值計算,採用三年期之年度現金流量預算計劃釐定。使用價值模式所應用之年貼現率為5.0厘(二零一五年:5.0厘)。

主要假設包括穩定之溢利,溢利乃根據經考慮現時經濟環境及市場預測之預期市場佔有率釐定。董事認為可收回金額所基於之任何主要假設發生合理可能變更均不會導致單位賬面值超過可收回金額總額。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 14. INTERESTS IN SUBSIDIARIES

Particulars of the principal subsidiaries as at 31 December 2016 are as follows:

#### 14. 於附屬公司的權益

於二零一六年十二月三十一日主要附屬公司詳情如下：

Name of company	Country/Place and date of incorporation/establishment	Type of legal entity	Issued and paid in capital/registered capital	Equity interest held	Principal activities and place of operation
公司名稱	註冊成立/設立的國家/地點及日期	法人類別	已發行及實繳資本/註冊資本	持有股權	主要業務及運營地點
<b>Directly held by the Company</b>					
<b>本公司直接持有</b>					
Lianzhong Holdings (Hong Kong) Limited	Hong Kong/ 18 December 2013	Limited liability company	100 ordinary shares	100%	Investment holding
聯眾控股(香港)有限公司	香港/ 二零一三年十二月十八日	有限責任公司	100股普通股		投資控股
Noble Link Global Limited	British Virgin Islands/ 5 May 2015	Limited liability company	100 ordinary shares	100%	Investment holding
	英屬維爾京群島/ 二零一五年五月五日	有限責任公司	100股普通股		投資控股
<b>Indirectly held by the Company</b>					
<b>本公司間接持有</b>					
WFOE	PRC/21 January 2014	Limited liability company	US\$350,000	100%	Provision of computer related technical support, in PRC
外商獨資企業	中國/ 二零一四年一月二十一日	有限責任公司	350,000美元		於中國提供計算機相關技術支援
Lianzhong	PRC/23 March 1998	Limited liability company	RMB72,000,000	100%	Development and operation of online card and board games, in PRC
聯眾	中國/ 一九九八年三月二十三日	有限責任公司	人民幣72,000,000元		於中國開發及運營在線棋牌遊戲
Shanghai Yaozhong Culture Broadcast Co., Ltd.	PRC/6 July 2012	Limited liability company	RMB2,000,000	51%*	Provision of cultural events organization and consulting services, in PRC
上海姚眾互動文化傳播有限責任公司	中國/二零一二年七月六日	有限責任公司	人民幣2,000,000元		於中國提供文化活動組織及諮詢服務
Lianzhong International Company Limited	BVI/11 July 2011	Limited liability company	US\$1,780,000	100%	PC games operation, in PRC
聯眾國際有限公司	英屬維爾京群島/ 二零一一年七月十一日	有限責任公司	1,780,000美元		於中國運營PC遊戲

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 14. INTERESTS IN SUBSIDIARIES (Continued)

#### 14. 於附屬公司的權益(續)

Name of company	Country/Place and date of incorporation/establishment	Type of legal entity	Issued and paid in capital/registered capital	Equity interest held	Principal activities and place of operation
公司名稱	註冊成立/設立的國家/地點及日期	法人類別	已發行及實繳資本/註冊資本	持有股權	主要業務及運營地點
<b>Indirectly held by the Company</b>					
<b>(Continued)</b>					
本公司間接持有(續)					
Shanghai Lianzhong Garden Computer Technology Co., Ltd. 上海聯眾家園電腦技術有限責任公司	PRC/23 October 2013 中國/ 二零一三年十月二十三日	Limited liability company 有限責任公司	RMB10,000,000 人民幣10,000,000元	100%	Mobile games operation, in PRC 於中國運營移動遊戲
Nanjing Shouyou Interactive Network Co., Ltd. 南京首游互動網絡有限公司	PRC/24 February 2014 中國/ 二零一四年二月二十四日	Limited liability company 有限責任公司	RMB10,000,000 人民幣10,000,000元	100%	Mobile games operation, in PRC 於中國運營移動遊戲
Tianjin Zhangzhongshangku Technology Co., Ltd. 天津掌中尚酷科技有限公司	PRC/9 April 2014 中國/ 二零一四年四月九日	Limited liability company 有限責任公司	RMB1,000,000 人民幣1,000,000元	100%	Mobile games development and operation, in PRC 於中國開發及運營移動遊戲
Tianjin Wanlianshifang Technology Co., Ltd. 天津萬聯十方科技有限公司	PRC/9 April 2014 中國/ 二零一四年四月九日	Limited liability company 有限責任公司	RMB1,000,000 人民幣1,000,000元	100%	Mobile games development and operation, in PRC 於中國開發及運營移動遊戲
Tianjin Juxian Tongchuang Technology Development Co., Ltd. 天津聚賢同創科技發展有限公司	PRC/31 October 2014 中國/ 二零一四年十月三十一日	Limited liability company 有限責任公司	RMB1,000,000 人民幣1,000,000元	100%	Mobile games development and operation, in PRC 於中國開發及運營移動遊戲
Tianjin Miaoshou Kuyou Information Technology Co., Ltd. 天津妙手酷遊信息技術有限公司	PRC/31 October 2014 中國/ 二零一四年十月三十一日	Limited liability company 有限責任公司	RMB1,000,000 人民幣1,000,000元	100%	Mobile games development and operation, in PRC 於中國開發及運營移動遊戲

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 14. INTERESTS IN SUBSIDIARIES (Continued)

#### 14. 於附屬公司的權益(續)

Name of company	Country/Place and date of incorporation/establishment	Type of legal entity	Issued and paid in capital/registered capital	Equity interest held	Principal activities and place of operation
公司名稱	註冊成立/設立的國家/地點及日期	法人類別	已發行及實繳資本/註冊資本	持有股權	主要業務及運營地點
<b>Indirectly held by the Company (Continued)</b>					
<b>本公司間接持有(續)</b>					
Tianjin Shouyou Shikong Information Technology Co., Ltd.	PRC/31 October 2014	Limited liability company	RMB1,000,000	100%	Mobile games development and operation, in PRC
天津首遊時空信息技術有限公司	中國/ 二零一四年十月三十一日	有限責任公司	人民幣1,000,000元		於中國開發及運營移動遊戲
Tianjin Lianzhong Yidong Technology Development Co., Ltd.	PRC/11 November 2014	Limited liability company	RMB10,000,000	100%	PC and mobile games development and operation, in PRC
天津聯眾逸動科技發展有限公司	中國/ 二零一四年十一月十一日	有限責任公司	人民幣10,000,000元		於中國開發及運營電腦及移動遊戲
Tianjin Lianzhong Enjoyment Technology Development Limited	PRC/4 December 2014	Limited liability company	RMB100,000,000	100%	Mobile games development and operation, in PRC
天津聯眾樂趣科技發展有限公司	中國/ 二零一四年十二月四日	有限責任公司	人民幣100,000,000元		於中國開發及運營電腦及移動遊戲
Dalian Zhangzhong Youshi Technology Development Co., Ltd.	PRC/9 December 2014	Limited liability company	RMB1,000,000	100%	Mobile games development and operation, in PRC
大連掌中優勢科技發展有限公司	中國/ 二零一四年十二月九日	有限責任公司	人民幣1,000,000元		於中國開發及運營移動遊戲
Beijing Wangyu Lianzhong Internet Service Co., Ltd.	PRC/12 August 2015	Limited liability company	RMB30,000,000	60.45%	Operation of an internet cafe, in PRC
北京網魚聯眾互聯網上網服務有限公司	中國/ 二零一五年八月十二日	有限責任公司	人民幣30,000,000元		於中國經營一家網吧
Tianjin Allied Esports Internet Technology Co., Ltd., "Allied Esports"	PRC/25 December 2015	Limited liability company	RMB37,500,000	60.45%	Investment holding, in PRC
天津聯盟電競互聯網科技有限公司	中國/ 二零一五年十二月二十五日	有限責任公司	人民幣37,500,000元		於中國投資控股

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 14. INTERESTS IN SUBSIDIARIES (Continued)

#### 14. 於附屬公司的權益(續)

Name of company 公司名稱	Country/Place and date of incorporation/establishment 註冊成立/設立的國家/地點 及日期	Type of legal entity 法人類別	Issued and paid in capital/registered capital 已發行及實繳資本/ 註冊資本	Equity interest held 持有股權	Principal activities and place of operation 主要業務及運營地點
<b>Indirectly held by the Company (Continued)</b> 本公司間接持有(續)					
Peerless Media Limited	Gibraltar/ 27 September 2004  直布羅陀/ 二零零四年九月二十七日	Limited liability company  有限責任公司	2,200 ordinary shares  2,200股普通股	100%	Television production, brand licensing and tour management, in Gibraltar 於直布羅陀從事電視 內容製作、品牌授 權及比賽管理
Club Service Inc.	US/3 March 2010  美國/ 二零一零年三月三日	Limited liability company  有限責任公司	1 ordinary share  1股普通股	100%	PC and mobile games development and operation, in US 於美國開發及運營電 腦及移動遊戲
WPT Enterprise Inc.	US/16 October 2009  美國/ 二零零九年十月十六日	Limited liability company  有限責任公司	1 ordinary share  1股普通股	100%	Television production, brand licensing and tour management, in US 於美國從事電視內容 製作、品牌授權及 比賽管理

\* The directors of the Company consider that the non-controlling interests in each of these subsidiaries during the years ended 31 December 2015 and 2016 were not individually material to the Group and thus no separate financial information of each of these non-wholly owned subsidiaries are presented.

\* 本公司董事認為於該等各附屬公司之非控股權益於截至二零一五年及二零一六年十二月三十一日止年度單獨對本集團而言並不重大，故並未就該等各非全資附屬公司單獨呈列財務資料。

The English name of certain companies referred herein represent management's best effort at translating the Chinese names of these companies as no English name has been registered.

本報表所提述的若干公司的英文名稱乃由管理層盡最大之努力由該等公司之中文名稱翻譯而來，因其並無法定英文名稱。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 14. INTERESTS IN SUBSIDIARIES (Continued)

The following table list out the financial information related to Allied Esports and its subsidiaries, of which the Group has material non-controlling interests. The summarised financial information presented below represents the amounts before any inter-company elimination.

#### 14. 於附屬公司的權益(續)

下表載列有關聯盟電競及其附屬公司(本集團擁有重大非控股權益)的財務資料。下文呈列的財務資料概要指於任何公司間抵銷前的款項。

		Allied Esports Group 聯盟電競集團	
		Period from 12 August 2015 (Date of incorporation) to 31 December 2015 自二零一五年 八月十二日起 期間 (註冊成立日期) 至二零一五年 十二月三十一日 RMB'000 人民幣千元	
		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Proportion of ownership interests and voting rights held by the non-controlling shareholders (note)	非控股權益所持有擁有權及投票權比例(附註)	39.55%	30.0%
Current assets	流動資產	17,186	17,253
Non-current assets	非流動資產	25,729	21,122
Current liabilities	流動負債	(21,216)	(12,556)
Net assets	資產淨值	21,699	25,819
Revenue	收入	6,186	611
Other income	其他收入	17	5
Total expenses	開支總額	(25,377)	4,797
Loss for the year/period	年內/期內虧損	(19,174)	(4,181)
Other comprehensive income for the year/period	年內/期內其他全面收益	54	—
Total comprehensive loss for the year/period	年內/期內其他全面虧損	(19,120)	(4,181)
Loss attributable to non-controlling shareholders	非控股權益應佔虧損	(9,388)	(1,254)
Total comprehensive loss attributable to non-controlling shareholders	非控股權益應佔全面虧損總額	(9,357)	(1,254)
Net cash flows from/(used in) operating activities	經營活動所得/(所用)現金流量淨值	2,790	(4,990)
Net cash flows used in investing activities	投資活動所用現金流量淨值	(11,358)	(20,300)
Net cash flows from financing activities	融資活動所得現金流量淨值	15,000	30,000
Net cash inflows	現金流入淨值	6,432	4,710

Note: Subsequent to the disposal detailed in Note 32(b), the Group entered into a capital increase agreement with the non-controlling shareholders of Allied Esports, pursuant to which, the Group made an additional capital contribution to Allied Esports. As a result of the capital increase, the Group's interest in Allied Esports was increased from 48.5% to 60.45% and the amount of non-controlling interest adjusted of RMB1,272,000 was credited in other reserve.

附註：於出售後(如附註32(b)所詳述)，本集團與聯盟電競的非控股股東訂立增資協議，據此，本集團向聯盟電競作出額外增資。由於增資，本集團於聯盟電競的股權從48.5%增至60.45%，且經調整非控股權益金額人民幣1,272,000元已計入其他儲備。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 15. INTEREST IN ASSOCIATES

#### 15. 於聯營公司的權益

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
At 1 January	於一月一日	13,768	13,682
Additions	添置	54,845	7,455
Reclassification to available-for-sale financial assets	重新分類至可供出售金融資產	—	(6,137)
Reclassification from interest in a subsidiary (note b)	自附屬公司權益重新分類(附註b)	12,011	—
Share of loss of associates	分佔聯營公司虧損	(503)	(1,232)
Provision for impairment of investment in an associate	一間聯營公司之權益減值撥備	(4,227)	—
At 31 December	於十二月三十一日	75,894	13,768
Share of net assets	分佔資產淨值	14,777	5,000
Goodwill	商譽	61,117	8,768
		75,894	13,768

Movement in the provision for impairment of investment in associates is as follows:

投資聯營公司之減值撥備變動如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
At 1 January	於一月一日	—	—
Provision for impairment for the year	年內減值撥備	4,227	—
At 31 December	於十二月三十一日	4,227	—

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 15. INTEREST IN ASSOCIATES (Continued)

As at 31 December 2016, the Group had interests in the following associates, all of which are considered not individually material to the Group:

#### 15. 於聯營公司的權益(續)

於二零一六年十二月三十一日，本集團擁有以下被認為單獨對本集團並不重大的聯營公司權益：

Name of company 公司名稱	Country of establishment 設立的國家	Paid in capital 實繳股本	Attributable equity interest held by the Group 本集團持有的應佔權益	Principal activities and place of operation 主要業務及運營地點
Beijing Linghegu Online Technology Co., Ltd. ("Beijing Linghegu") (notes a & e)	PRC	RMB1,371,429	14.21%	Provision of technology development and consultation services, in PRC
北京零禾穀網絡科技有限責任公司 (「北京零禾穀」)(附註a及e)	中國	人民幣1,371,429元		於中國提供技術開發及諮詢服務
Tianjin Huandu Network Technology Co., Ltd. ("Tianjin Huandu")	PRC	RMB127,692	27.3%	Operation of billiards business and development of mobile games, in PRC
天津歡度網絡科技有限公司(「天津歡度」)	中國	人民幣127,692元		於中國經營檯球業務及開發移動遊戲
Chengdu ZhiWeiXing Network Technology Co., Ltd. ("ZhiWeiXing") (note a)	PRC	RMB1,000,000	15.0%	Mobile game development and operation, in PRC
成都指微星網絡科技有限公司(「指微星」) (附註a)	中國	人民幣1,000,000元		於中國開發及營運移動遊戲
Tianjing Zhongqi Weiye Sports Development Co., Ltd., ("Tianjing Zhongqui Weiye") (note b)	PRC	RMB10,526,320	45.6%	Mobile games development and operation, in PRC
天津中棋惟業體育發展有限公司 (「天津中棋惟業」)(附註b)	中國	人民幣10,526,320元		於中國開發及營運移動遊戲



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 15. INTEREST IN ASSOCIATES (Continued)

#### 15. 於聯營公司的權益(續)

Name of company 公司名稱	Country of establishment 設立的國家	Paid in capital 實繳股本	Attributable equity interest held by the Group 本集團持有的應佔權益	Principal activities and place of operation 主要業務及運營地點
Beijing Zhijing Zhonghe Cultural Media Co., Ltd. ("Beijing Zhijing Zhonghe") (note c) 北京智競眾合文化傳媒有限公司 (「北京智競眾合」)(附註c)	PRC 中國	RMB3,950,000 人民幣3,950,000元	35.0%	Mobile games development and operation, in PRC 於中國開發及營運移動遊戲
Beijing Zhangwanbao Information Technology Co., Ltd. ("Beijing Zhangwanbao") (note c) 北京掌萬寶資訊技術有限公司(「北京掌萬寶」) (附註c)	PRC 中國	RMB5,750,000 人民幣5,750,000元	35.0%	Mobile games development and operation, in PRC 於中國開發及營運移動遊戲
Beijing Xunteng Tianxia Technology Co., Ltd. ("Beijing Xunteng Tianxia") (note c) 北京訊騰天下科技有限公司(「北京訊騰天下」) (附註c)	PRC 中國	RMB1,250,000 人民幣1,250,000元	20.0%	Mobile games development and operation, in PRC 於中國開發及營運移動遊戲
Hainan Tichuang Lianzhong Sport Cultural Co., Ltd. ("Hainan Tichuang Lianzhong") (note c) 海南體窗聯眾體育文化有限公司 (「海南體窗聯眾」)(附註c)	PRC 中國	RMB5,000,000 人民幣5,000,000元	45.0%	Mobile games development and operation, in PRC 於中國開發及營運移動遊戲
Beijing Shuimu Zhiyu Co., Ltd. ("Beijing Shuimu Zhiyu") (note d) 北京水木智娛有限公司(「北京水木智娛」) (附註d)	PRC 中國	RMB1,538,460 人民幣1,538,460元	35.0%	Mobile games development and operation, in PRC 於中國開發及營運移動遊戲
Beijing Shiqi Zhiyi Culture Broadcast Co., Ltd. ("Beijing Shiqi Zhiyi") (note c) 北京世棋智奕文化傳播有限責任公司 (「北京世棋智奕」)(附註c)	PRC 中國	RMB50,000 人民幣50,000元	40.0%	Mobile games development and operation, in PRC 於中國開發及營運移動遊戲
Beijing Weichu Information Technology Co., Ltd. ("Beijing Weichu") (note c) 北京微觸資訊技術有限公司(「北京微觸」) (附註c)	PRC 中國	RMB1,538,460 人民幣1,538,460元	35.0%	Mobile games development and operation, in PRC 於中國開發及營運移動遊戲
Zhike Zongheng Cultural Media (Beijing) Co., Ltd. ("Zhike Zongheng") (note c) 智客縱橫文化傳媒(北京)有限公司(「智客縱橫」) (附註c)	PRC 中國	RMB289,465 人民幣289,465元	20.0%	Mobile games development and operation, in PRC 於中國開發及營運移動遊戲

# Notes to the Consolidated Financial Statements (Continued)

## 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 15. INTEREST IN ASSOCIATES (Continued)

Notes:

- (a) Management has assessed the level of influence that the Group has on certain associates, with a total carrying amount of RMB3,488,000 as at 31 December 2016 (2014: RMB8,217,000), and determined that it has significant influence even though the respective shareholding is below 20% because of the board representation. Consequently, these investments have been classified as the Group's associates.
- (b) Upon the Group disposed of 52.0% interest in Tianjin Zhongqi in April 2016, the Group's equity interest in Tianjin Zhongqi was reduced to 48.0%, resulting in loss of control over Tianjin Zhongqi. Accordingly, the retained interest in Tianjin Zhongqi amounting to RMB1,662,000 was reclassified as interest in an associate (Note 32 [a]).

Subsequent to the partial disposal of the interest in Tianjin Zhongqi, the Group's interest in Tianjin Zhongqi was diluted from 48.0% to 45.6% upon the additional contributions by the new investors and a gain on deemed disposal of partial interest in an associate of RMB10,349,000 was recognised in profit or loss during the year ended 31 December 2016.

- (c) During the year ended 31 December 2016, the Group has acquired 35.0%, 35.0%, 20.0%, 45.0%, 40.0%, 35.0% and 20.0% equity interests in Beijing Zhijing Zhonghe, Beijing Zhangwanbao, Beijing Xunteng Tianxia, Hainan Tichuang Lianzhong, Beijing Shiqi Zhiyi, Beijing Weichu and Zhike Zongheng for cash consideration of RMB1,383,000, RMB2,013,000, RMB1,000,000, RMB2,250,000, RMB1,000,000, RMB35,000,000 and RMB3,000,000 respectively. The share of loss from the above associates by the Group for the year ended 31 December 2016 are considered to be immaterial.
- (d) During the year ended 31 December 2016, the Group has acquired 35.0% equity interests in Beijing Shuimu Zhiyu for cash consideration of RMB9,200,000. The consideration payable was partly offset by consideration receivable of RMB5,200,000 from disposal of a subsidiary (Note 32[a]). The share of Beijing Shuimu Zhiyu's loss by the Group for the year ended 31 December 2016 are considered to be immaterial.
- (e) As at 31 December 2016, the management reviewed the recoverable amount of Beijing Linghegu by taking into account its business development and financial positions. A impairment loss of RMB4,277,000 (2015: nil) were made against the investment in Beijing Linghegu for the year ended 31 December 2016.

### 15. 於聯營公司的權益(續)

附註:

- (a) 管理層已評估本集團對若干於二零一六年十二月三十一日賬面值總額人民幣3,488,000元(二零一四年:人民幣8,217,000元)的聯營公司的影響水平作出評估,並釐定,儘管相關持股量低於20%,但由於其在董事會的影響,其對聯營公司仍有重大影響,因此,該等投資被分類為本集團聯營公司。
- (b) 於二零一六年四月本集團出售天津中棋52.0%的權益後,本集團於天津中棋的權益減少至48.0%,導致失去對天津中棋的控制權。因此,於天津中棋的保留權益人民幣1,662,000元重新分類至於聯營公司的權益(附註(32a))。

於出售部分天津中棋權益後,由於新投資者額外注資,本集團於天津中棋的權益由48.0%攤薄至45.6%。視作出售於聯營公司的部分權益所得收益人民幣10,349,000元於截至二零一六年十二月三十一日止年度在損益中確認。

- (c) 於截至二零一六年十二月三十一日止年度,本集團收購北京智競眾合、北京掌萬寶、北京訊騰天下、海南體窗聯眾、北京世棋智奕、北京微觸及智客縱橫的35.0%、35.0%、20.0%、45.0%、40.0%、35.0%及20.0%權益,代價分別為人民幣1,383,000元、人民幣2,013,000元、人民幣1,000,000元、人民幣2,250,000元、人民幣1,000,000元、人民幣35,000,000元及人民幣3,000,000元。本集團於截至二零一六年十二月三十一日止年度應佔上述聯營公司虧損被視為並不重大。
- (d) 於截至二零一六年十二月三十一日止年度,本集團收購北京水木智娛35.0%權益,現金代價人民幣9,200,000元。應付代價部分由出售一間附屬公司(附註32(a))應收代價人民幣5,200,000元所抵銷。本集團於截至二零一六年十二月三十一日止年度應佔北京水木智娛虧損被視為並不重大。
- (e) 於二零一六年十二月三十一日,管理層已審閱北京零禾穀的可收回金額,乃計及其業務發展及財務狀況。截至二零一六年十二月三十一日止年度,已就北京零禾穀之投資作出減值虧損人民幣4,277,000元(二零一五年:無)。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 15. INTEREST IN ASSOCIATES (Continued)

Set out below are the summarised financial information of each of the material associate which are accounted for using the equity method, both are newly acquired during the year ended 31 December 2016:

		<b>Beijing Shuimu Zhiyu</b> 北京水木智娛 <b>2016</b> 二零一六年 RMB'000 人民幣千元	<b>Beijing Weichu</b> 北京微觸 <b>2016</b> 二零一六年 RMB'000 人民幣千元
Current assets	流動資產	1,490	23,206
Non-current assets	非流動資產	10,087	344
Current liabilities	流動負債	(1,352)	(1,903)
<b>Net assets</b>	<b>資產淨值</b>	<b>10,225</b>	<b>21,647</b>

The summarized profit or loss information of the above associates are not considered to be meaningful as the Group acquired the above associates near the year ended 31 December 2016 and their post-acquisition profit or loss were immaterial.

A reconciliation of the above summarised financial information to the carrying amount of each of the investments in Beijing Shuimu Zhiyu and Beijing Weichu is set out below:

		<b>Beijing Shuimu Zhiyu</b> 北京水木智娛 <b>2016</b> 二零一六年 RMB'000 人民幣千元	<b>Beijing Weichu</b> 北京微觸 <b>2016</b> 二零一六年 RMB'000 人民幣千元
Total net assets of associates	聯營公司之資產淨值總額	1,025	21,647
Proportion of ownership interests held by Group	本集團持有擁有權權益比例	35.0%	35.0%
Goodwill	商譽	8,841	27,424
<b>Carrying amount of the interest in associates in the consolidated financial statements</b>	<b>於綜合財務報表內之聯營公司權益之賬面值</b>	<b>9,200</b>	<b>35,000</b>

#### 15. 於聯營公司的權益(續)

下表載列各重要聯營公司財務資料概要，按權益法計算，均為於截至二零一六年十二月三十一日止年度新收購的公司：

上述聯營公司之損益資料概要並無意義，由於臨近截至二零一六年十二月三十一日止年度本集團收購上述聯營公司且其收購後損益並不重大。

上文概述的財務資料與投資於北京水木智娛及北京微觸賬面值對賬如下：

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 15. INTEREST IN ASSOCIATES (Continued)

Aggregate information of associates that are not individually material:

#### 15. 於聯營公司的權益(續)

並非個別重大之聯營公司匯總資料：

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements 於綜合財務報表內並非個別重大之聯營公司之賬面值總額	31,694	13,768
Aggregate amounts of the Group's share of those associates: Loss and total comprehensive loss for the year 本集團應佔該等聯營公司下列各項之總額： 年內虧損及全面虧損總額	503	1,232

#### 16. LOANS TO THIRD PARTIES

The loans to third parties are interest-bearing at rates ranging from 12% to 18% (2015: 12%) per annum and repayable from 2018 to 2019. The loans are secured by unlisted equity interest in companies incorporated in the PRC. The carrying amount of the amounts due approximate its fair value.

#### 16. 借予第三方貸款

借予第三方貸款以年利率12%至18%(二零一五年：12%)計息，須於二零一八年至二零一九年償還。貸款已由於中國註冊成立的一間公司之非上市權益擔保。有關款項之賬面值與其公允值相若。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 17. INVENTORIES

#### 17. 存貨

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Finished goods	成品	1,248	1,928

For the year ended 31 December 2016, the cost of inventories recognised as expense and included in selling and marketing expenses amounted to RMB3,928,000 (2015: RMB2,304,000).

截至二零一六年十二月三十一日止年度，確認為開支並計入銷售及市場推廣費用的存貨成本為人民幣3,928,000元(二零一五年：人民幣2,304,000元)。

#### 18. TRADE AND OTHER RECEIVABLES

#### 18. 貿易及其他應收款項

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>Trade receivables</b>	<b>貿易應收款項</b>		
From third parties	應收第三方	210,066	165,235
Less: provision for impairment of trade receivables	減：貿易應收款項減值撥備	(10,133)	(2,889)
		<b>199,933</b>	162,346
<b>Other receivables</b>	<b>其他應收款項</b>		
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	93,917	91,366
Advances to employees	向僱員作出的墊款	16,780	12,376
Amounts due from associates	應收聯營公司款項	2,780	1,500
Loan to a related party	借予關聯方貸款	—	8,217
Interest receivables	應收利息	155	4,051
		<b>113,632</b>	117,510
Less: provision for impairment of other receivables	減：其他應收款項減值撥備	(1,000)	(1,000)
		<b>112,632</b>	116,510
		<b>312,565</b>	278,856

The directors of the Group considered that the fair values of trade and other receivables are not materially different from their carrying amounts because these amounts have short maturity periods on their inception.

本集團董事認為貿易及其他應收款項的公允值與彼等賬面值並無重大差異，此乃由於該等金額於產生後短期內到期。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 18. TRADE AND OTHER RECEIVABLES (Continued)

##### (a) Trade receivables

Trade receivables were arising from the operation of online card and board games. The credit terms of trade receivables granted to distribution channels and payment vendors are usually 30 to 90 days. Ageing analysis based on recognition date of the gross trade receivables at the reporting dates is as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
0-30 days	0至30日	71,345	40,426
31-60 days	31至60日	15,136	20,240
61-90 days	61至90日	18,666	15,474
91-180 days	91至180日	54,331	32,029
181-365 days	181至365日	35,950	44,833
Over 1 year	超過1年	14,638	12,233
		<b>210,066</b>	165,235

The movement in the provision for impairment of trade receivables is as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Balance at the beginning of the year	年初結餘	2,889	2,738
Provision for impairment	減值撥備	7,244	151
Balance at the end of the year	年末結餘	<b>10,133</b>	2,889

At each reporting date, the Group reviews for evidence of impairment on both an individual and collective basis. As at 31 December 2016, the Group has determined trade receivables of RMB10,133,000 (2015: RMB2,889,000) as individually impaired. Based on this assessment, provision for impairment loss has been recognised accordingly and has been included in "administrative expenses" in the consolidated statement of comprehensive income. The impaired trade receivables are due from distribution channels and payment vendors experiencing financial difficulties that were in default or delinquency of payments. The Group did not hold any collateral as security or other credit enhancements over the impaired trade receivables, whether determined on an individual or collective basis.

#### 18. 貿易及其他應收款項(續)

##### (a) 貿易應收款項

貿易應收款項來自在線棋牌遊戲業務。授予分銷渠道及支付供應商的貿易應收款項的信貸期通常為30日至90日。於報告日期根據貿易應收款項總額的確認日期之賬齡分析如下：

貿易應收款項減值撥備變動如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Balance at the beginning of the year	年初結餘	2,889	2,738
Provision for impairment	減值撥備	7,244	151
Balance at the end of the year	年末結餘	<b>10,133</b>	2,889

於各報告日期，本集團已審閱個別及共同減值的證據。於二零一六年十二月三十一日，本集團釐定貿易應收款項的個別減值分別為人民幣10,133,000元(二零一五年：人民幣2,889,000元)。根據此項評估，減值虧損撥備已獲確認並已計入綜合全面收益表「行政開支」。已減值的貿易應收款項乃正在處於財政困難的銷售渠道和支付供應商，違約或拖欠付款。本集團並未就已減值的貿易應收款項(不論個別或共同釐定)持有任何抵押品作擔保或其他信用增級。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 18. TRADE AND OTHER RECEIVABLES (Continued)

##### (a) Trade receivables (Continued)

The ageing analysis of the Group's trade receivables that were past due as at the reporting date but not impaired, based on due date is as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
1-90 days past due	逾期1至90日	43,648	40,412
91-180 days past due	逾期91至180日	55,301	25,301
181-365 days past due	逾期181至365日	8,078	35,373
Over 1 year past due	逾期超過1年	4,505	9,345
		111,532	110,431

As at 31 December 2016, trade receivables that were neither past due nor impaired were RMB88,401,000 (2015: RMB51,915,000). These related to a number of distribution channels and payment vendors for whom there was no recent history of default.

Trade receivables that were past due but not impaired related to a number of distribution channels and third-party payment vendors that had a good track record of credit with the Group. Based on past credit history, management believe that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered to be fully recoverable. The Group does not hold any collateral in respect of trade receivables past due but not impaired.

As at 31 December 2016, 32% (2015: 44%) of trade receivables are due from three (2015: three) major distribution channels and payment vendors in cooperation with the Group's online card and board games business.

#### 18. 貿易及其他應收款項(續)

##### (a) 貿易應收款項(續)

本集團的貿易應收款項於報告日期已逾期但未減值，按到期日的賬齡分析如下：

於二零一六年十二月三十一日，未逾期亦未減值的貿易應收款項分別為人民幣88,401,000元(二零一五年：人民幣51,915,000元)。該等款項為近期並無違約記錄的銷售渠道及支付供應商。

已逾期但未減值的貿易應收款項與本集團擁有良好信貸記錄的銷售渠道及第三方支付供應商有關。根據過往信貸記錄，管理層認為由於彼等信貸質素並未發生重大變動，該等結餘仍被視作可悉數收回，故無須就該等結餘作出任何減值準備。本集團並未就已逾期但未減值的貿易應收款項持有任何抵押品。

於二零一六年十二月三十一日，32%(二零一五年：44%)的貿易應收款項乃應收自三家(二零一五年：三家)與本集團有在線棋牌遊戲業務合作的主要銷售渠道及支付供應商。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 18. TRADE AND OTHER RECEIVABLES (Continued)

##### (b) Other receivables

Advances to employees mainly represent advances for various expenses to be incurred in the ordinary course of business. These advances are unsecured, interest-free and repayable on demand.

The amount due from an associate is unsecured, interest-free and repayable on demand.

Loan to a related party is unsecured, interest-free and repayable on demand. The loan was made to a key management personnel of the Company and the amount has been fully repaid in March 2016.

There were no movement in the provision for impairment of other receivables during the years ended 31 December 2016 and 2015.

#### 18. 貿易及其他應收款項(續)

##### (b) 其他應收款項

向僱員作出的墊款主要指於日常業務過程中所產生各種開支的墊款。該等墊款為無抵押、免息且須按要求償還。

應收一間聯營公司款項為無抵押、免息且須按要求償還。

借予一名關聯方之貸款為無抵押、免息及按要求償還。該貸款借予本公司主要管理層人員，且該款項已於二零一六年三月悉數償還。

截至二零一六年及二零一五年十二月三十一日止年度，其他應收款項減值撥備概無變動。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 19. AVAILABLE-FOR-SALE FINANCIAL ASSETS

#### 19. 可供出售金融資產

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>Included in non-current assets</b>	<b>計入非流動資產</b>		
Unlisted equity investments, at cost less impairment losses	非上市股本投資，按成本扣除減值虧損	110,759	63,453
<b>Included in current assets</b>	<b>計入流動資產</b>		
Unlisted trust funds, at fair value	非上市信託基金，按公允值	70,000	20,000
		<b>180,759</b>	<b>83,453</b>

The directors determined that the fair value of the unlisted trust funds as issued by financial institutions are not materially different from the carrying amount as stated above. The unlisted equity investments are stated at cost less impairment losses as these investments do not have quoted market prices in an active market and the range of reasonable fair value estimates are so significant that the directors of the Company are of the opinion that its fair value cannot be measured reliably.

During the year ended 31 December 2016, the Group has disposed of its entire interest in each of Shanghai Wangyu Information Technology Company Limited and Shanghai Wangyu Network Development Company Limited and 1% equity interest in Beijing Wei'a Times Technology Co., Ltd for cash consideration of RMB97,790,000, RMB153,000 and RMB10,000 respectively. The carrying amount of the investments at the date of disposal was RMB43,098,000, RMB1,218,000 and RMB613,000, respectively. Consequently, the Group recognised gain on disposal of available-for-sale financial assets of RMB53,024,000 for the year ended 31 December 2016. A cash consideration of RMB153,000 was included under other receivables as at 31 December 2016.

During the year ended 31 December 2016, the Group entered into agreements with the substantial shareholders of the Company and certain third parties to set up an investment fund in the PRC. Details of which are stated in the Company's announcement dated 21 June 2016 and 2 December 2016. The Group has injected RMB23,000,000 to the investment fund and classified the investment under available-for-sale financial assets.

經董事釐定，金融機構發行之非上市信託基金之公允值與如上所述賬面值並無重大差異。非上市股本投資按成本扣除減值虧損列賬，因為該投資未有活躍市場的報價，而且估計公允值的合理範圍相當重大，本公司董事認為其公允值不能可靠地計量。

截至二零一六年十二月三十一日止年度，本集團出售上海網魚網絡發展有限公司和上海網魚網絡發展有限公司的所有權益，以及北京維阿時代科技有限公司的1%權益，現金代價分別為人民幣97,790,000元、人民幣153,000元和人民幣10,000元，出售投資價格分別為人民幣43,098,000元、人民幣1,218,000元和人民幣613,000元。隨後，截至二零一六年十二月三十一日止年度本集團通過出售可供出售的金融資產確認收益人民幣53,024,000元。於二零一六年十二月三十一日現金代價人民幣153,000元計入其他應收款項。

截至二零一六年十二月三十一日止年度，本集團與本公司主要股東及若干第三方訂立協議以在中國成立投資基金，其詳情載於本公司日期為二零一六年六月二十一日及二零一六年十二月二日的公告。本集團已向投資基金注資人民幣23百萬元，並將該投資分類為可供出售資產。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 20. BANK BALANCES AND CASH

## 20. 銀行結餘及現金

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Cash at bank and on hand	銀行及庫存現金	196,802	115,612
Term deposits with banks	定期銀行存款	86,796	193,057
Structured term deposits with banks	結構性銀行定期存款	—	40,000
Bank balances and cash per the consolidated statement of financial position	綜合財務狀況表中銀行結餘及現金	283,598	348,669
Term deposits with banks with original maturities exceeding 3 months	原到期日超過三個月之定期銀行存款	—	(193,057)
Cash and cash equivalents per the consolidated statement of cash flows	綜合現金流量表中現金及現金等價物	283,598	155,612

The Group's major subsidiaries are based in the PRC and majority of their transactions are denominated in RMB. Included in bank balances and cash of the Group is RMB172,316,000 (2015: RMB132,309,000) of bank balances denominated in Renminbi placed with banks in the PRC. The conversion of RMB into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. As of 31 December 2016 and 2015, other than the restriction from exchange control regulations, there is no significant restriction on the Group.

As at 31 December 2015, structured term deposits are principal-protected yield enhancement bank deposits which are fully withdrawn upon the maturity which carries effective interest rate at 1.8% per annum at the end of the reporting period and with original maturities not exceeding three months.

本集團的主要附屬公司均位於中國，且其大部份交易以人民幣計值。本集團的銀行結餘及現金包括存放於中國的銀行以人民幣計值之人民幣172,316,000元(二零一五年：人民幣132,309,000元)的銀行結餘。人民幣兌換外幣受到中國政府頒佈的外匯管制條例及規章的規管。於二零一六年及二零一五年十二月三十一日，除受到外匯管制條例的限制外，本集團並無遭遇任何重大限制。

於二零一五年十二月三十一日，結構性定期存款為於報告期末按1.8%的實際年利率計息，初步到期日不超過三個月，於到期時可悉數提取之保本收益增長銀行存款。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 21. TRADE AND OTHER PAYABLES

#### 21. 貿易及其他應付款項

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
	Note 附註		
<b>Trade payables</b>			
To third parties		38,715	22,021
To an associate		1,740	258
	(a)	<b>40,455</b>	22,279
<b>Other payables</b>			
Receipts in advance		177	1,291
Other payables and accrued charges		17,226	25,901
Other tax liabilities		4,151	3,100
Staff costs and welfare accruals		12,802	18,202
Contingent consideration payable (Note 31(c))		18,889	—
Deferred income related to government grants		750	763
		<b>53,995</b>	49,257
		<b>94,450</b>	71,536

All amounts are short-term and hence the carrying values of trade and other payables as at 31 December 2016 and 2015 were considered to be a reasonable approximation of its fair value.

所有款項均為短期，因此，於二零一六年及二零一五年十二月三十一日之貿易及其他應付款項的賬面值被視為公允值之合理約數。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 21. TRADE AND OTHER PAYABLES (Continued)

##### (a) Trade payables

Trade payables primarily related to the purchase of services for server custody, outsourcing game development and the revenue sharing of licensed and third-party operated PC games and which is payable to cooperated game developers according to respective cooperation agreements.

The ageing analysis of trade payables based on recognition date is as follows:

#### 21. 貿易及其他應付款項(續)

##### (a) 貿易應付款項

貿易應付款項主要與就服務器託管、外包遊戲開發及根據各自合作協議就特許遊戲及第三方經營PC遊戲應付研發商的收入分成有關。

貿易應付款項按確認日期的賬齡分析如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
0-30 days	0至30日	18,270	12,092
31-60 days	31至60日	9,138	4,452
61-90 days	61至90日	7,869	2,783
91-180 days	91至180日	2,294	822
181-365 days	181至365日	1,105	448
Over 1 year	超過一年	1,779	1,682
		<b>40,455</b>	<b>22,279</b>

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 22. OTHER NON-CURRENT RECEIVABLE/ PAYABLE

#### 22. 其他非流動應收款項／應付款項

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>Non-current receivable</b>	<b>非流動應收款項</b>		
Current portion	即期部分	<b>25,285</b>	3,241
Non-current portion	非即期部分	<b>13,759</b>	29,895
		<b>39,044</b>	33,136
<b>Non-current payable</b>	<b>非流動應付款項</b>		
Current portion	即期部分	<b>25,285</b>	3,241
Non-current portion	非即期部分	<b>13,759</b>	29,895
		<b>39,044</b>	33,136

In 2015, the Group has acquired the non-current receivable and payable through the acquisition of Peerless Group. Other non-current payable represents a contingent consideration payable to a third party by Peerless and a subsidiary of bwin.party digital entertainment plc ("bwin.party") for the then acquisition of the WPT brand in 2009 and subsequent buy-out in 2012 of the contingent revenue share element. Subject to certain conditions, including subsequent changes in legislation in the US, the maximum aggregate contingent consideration payable by Peerless and bwin.party's subsidiary amounted to US\$6,500,000 (equivalent to approximately RMB42,208,000).

於二零一五年，本集團通過收購Peerless集團獲得非即期應收款項及應付款項。其他非流動應付款項指Peerless及bwin.party digital entertainment plc(「bwin.party」)一間附屬公司應付第三方於二零零九年收購WPT品牌之或然代價，及隨後於二零一二年收購其股份或然收益部分。根據若干條件(包括美國法律的隨後變動)，Peerless及bwin.party附屬公司應付合共或然代價最高為6,500,000美元(相當於約人民幣42,208,000元)。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 22. OTHER NON-CURRENT RECEIVABLE/ PAYABLE (Continued)

As at 31 December 2016, other non-current payable represents the directors' current best estimate of the amount payable which they consider is likely to be paid within and after twelve months from the reporting date, after the effects of discounting at the effective interest rate of 10.3%(2015: 10.3%). The directors of the Group consider that the fair values are not materially different from their carrying amounts. As at 31 December 2016, there has been no change in the amount recognised since its acquisition (except for unwinding of the discount and exchange differences of approximately RMB3,646,000 (2015: RMB1,330,000) and RMB2,262,000 (2015: RMB1,859,000) respectively) and the non-discounted book value for the contingent consideration amounted to approximately US\$6,119,000 (equivalent to approximately RMB39,734,000).

Pursuant to the relevant share purchase agreement, the selling shareholder of Peerless Group (the "Seller") and bwin.party (the "Seller's Guarantor", a company listed on the London Stock Exchange) had contractually agreed to indemnify the Group against any loss and undertake the repayment of all liabilities in connection with the contingent consideration payable as detailed above. In this respect, the Group has recognised an indemnification asset as other non-current receivable at an amount equivalent to the fair value of the indemnified liability.

#### 23. DEFERRED REVENUE

Deferred revenue represented service fees prepaid by the game players for the Group's online games in the forms of prepaid game cards, Virtual Currencies and virtual goods, for which the related services had not been rendered at the reporting dates.

#### 22. 其他非流動應收款項／應付款項(續)

於二零一六年十二月三十一日，其他非流動應付款項指董事對其認為自報告日期起十二個月後可獲支付且考慮按10.3%(二零一五年：10.3%)實際利率貼現之貼現影響後對當前應付款項的最佳估計。本集團董事認為有關公允值與其賬面值之間並無重大差異。於二零一六年十二月三十一日，收購後已確認之金額(不包括貼現及匯兌差額分別約人民幣3,646,000元(二零一五年：人民幣1,330,000元)及人民幣2,262,000元(二零一五年：人民幣1,859,000元))及或然代價未貼現賬面值達約6,119,000美元(相當於約人民幣39,734,000元)並無變動。

根據相關股份購買協議，Peerless集團之銷售股東(「賣方」)與bwin.party(「賣方擔保人」，於倫敦交易所上市的公司)以就上文所詳述的應付款項或然代價，同意賠償本集團承擔的任何損失及上文詳述或然應付代價相關之所有負債。就此而言，本集團已確認按相等於補償負債之金額確認補償資產為其他非流動應收款項。

#### 23. 遞延收入

遞延收入指本集團網絡遊戲的遊戲玩家以預付遊戲卡、虛擬貨幣及虛擬物品的形式預付的服務費，而本集團於報告日期尚未提供相關服務。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 24. DEFERRED TAXATION

The analysis of deferred tax assets and deferred tax liabilities is as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	(1,726)	(583)
Deferred tax liabilities	遞延稅項負債	6,078	10,637
		<b>4,352</b>	10,054

The gross movement of deferred income tax account is as follows:

遞延收入稅項賬之總變動如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
At the beginning of the year	年初	10,054	(104)
Exchange differences	匯兌差額	503	716
Acquisition of subsidiaries (Note 31)	收購附屬公司(附註31)	—	12,961
Recognised in profit or loss	於損益中確認	(6,399)	(3,514)
Effect on deferred tax balances at 1 January 2016 resulting from a change in tax rate	於二零一六年一月一日因稅率變動導致的遞延稅項結餘的影響	194	(5)
At the end of the year	年末	<b>4,352</b>	10,054

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 24. DEFERRED TAXATION (Continued)

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

##### Deferred tax liabilities

#### 24. 遞延稅項(續)

於年內遞延所得稅資產及負債的變動(未計及與同一稅務司法管轄區內的結餘抵銷)如下:

##### 遞延稅項負債

Fair value adjustment on  
business combination  
業務合併公允值調整  
RMB'000  
人民幣千元

At 1 January 2015	於二零一五年一月一日	—
Exchange differences	匯兌差額	716
Acquisition of subsidiaries	收購附屬公司	12,961
Recognised in profit or loss	於損益中確認	(3,040)
At 31 December 2015	於二零一五年十二月三十一日	10,637
Exchange differences	匯兌差額	503
Recognised in profit or loss	於損益中確認	(5,062)
<b>At 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>6,078</b>



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 24. DEFERRED TAXATION (Continued)

##### Deferred tax assets

		Provision for impairment of receivables 應收款項 減值撥備 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
At 1 January 2015	於二零一五年一月一日	104	—	104
Recognised in profit or loss	於損益中確認	474	—	474
Effect on deferred tax balances at 1 January 2015 resulting from a change in tax rate	稅率變動對於二零一五年 一月一日的遞延稅項 結餘的影響	5	—	5
At 31 December 2015	於二零一五年 十二月三十一日	583	—	583
Recognised in profit or loss	於損益中確認	724	613	1,337
Effect on deferred tax balances at 1 January 2016 resulting from a change in tax rate	稅率變動對於二零一六年 一月一日的遞延稅項 結餘的影響	(194)	—	(194)
<b>At 31 December 2016</b>	<b>於二零一六年 十二月三十一日</b>	<b>1,113</b>	<b>613</b>	<b>1,726</b>

As at 31 December 2016, no deferred tax liability had been provided for the PRC withholding tax that would be payable on the unremitted earnings of approximately RMB457,928,000 (2015: RMB291,856,000). Such earnings are expected to be retained by the PRC subsidiaries to operate and expand its business in the PRC and not to be remitted to a foreign investor in the foreseeable future.

Deferred income tax assets are recognised for tax loss carry-forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. As at 31 December 2016, the Group has unrecognised tax losses of approximately RMB49,051,000 (2015: RMB20,950,000) to carry forward against future taxable income. These tax losses do not expire under current legislation except losses of approximately RMB31,107,000 (2015: RMB13,038,000) that may be carried forward for 5 years from the year of incurring the loss.

於二零一六年十二月三十一日，並無就須繳納中國預扣稅的未匯予盈利約人民幣457,928,000元(二零一五年：人民幣291,856,000元)計提任何遞延稅項負債。有關盈利將由中國附屬公司保留以經營及擴張其於中國的業務，並於可見未來不會匯予外國投資者。

已就結轉的稅項虧損確認遞延所得稅資產，惟僅以有關稅項收益可能透過日後的應課稅溢利變現者為限。於二零一六年十二月三十一日，本集團並未就可透過結轉抵銷日後應課稅收入確認稅項虧損約人民幣49,051,000元(二零一五年：人民幣20,950,000元)。除可能自產生虧損之年度起結轉五年之虧損約人民幣31,107,000元(二零一五年：人民幣13,038,000元)外，根據目前法規，該等稅項虧損尚未屆滿。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 25. SHARE CAPITAL

The movements in the share capital of the Company are as follows:

## 25. 股本

本公司股本變動如下：

			Number of shares	Nominal value of shares	Equivalent nominal value of shares
		Notes 附註	股份數目	US\$'000 千美元	RMB'000 人民幣千元
<b>Authorised:</b>	<b>法定：</b>				
<i>Ordinary shares of the Company:</i>	本公司普通股：				
At 31 December 2015 and 2016	於二零一五年及二零一六年十二月三十一日		10,000,000,000	500	
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>				
<i>Ordinary shares:</i>	普通股：				
At 1 January 2015	於二零一五年一月一日		784,000,000	39	238
Change in functional currency	功能貨幣變動		—	—	1
Repurchased shares cancelled	注銷回購股份	(i)	(910,000)	—	—
Exercise of share option	行使購股權	(ii)	3,822,624	—	1
At 31 December 2015	於二零一五年十二月三十一日		786,912,624	39	240
Repurchased shares cancelled	注銷回購股份	(i)	(512,000)	—	—
Exercise of share option	行使購股權	(ii)	392,750	—	—
At 31 December 2016	於二零一六年十二月三十一日		786,793,374	39	240

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 25. SHARE CAPITAL (Continued)

Notes:

##### (i) Repurchase of shares

During the year ended 31 December 2016, the Company repurchased its own ordinary shares on the Stock Exchange as follows:

Month of repurchase	購回月份	Number of shares repurchased 購回股份數目	Highest price paid per share 每股最高成交價 HK\$ 港元	Lowest price paid per share 每股最低成交價 HK\$ 港元	Aggregate consideration paid 已付合共代價 HK\$'000 千港元	Equivalent aggregate consideration paid 已付合共代價等值 RMB'000 人民幣千元
July 2016	於二零一六年七月	512,000	3.03	2.74	1,484	1,278

The 512,000 shares and 910,000 shares repurchased in 2016 and 2014 were cancelled on 10 August 2016 and 19 January 2015, respectively.

##### (ii) Exercise of share options

During the year ended 31 December 2016, options were exercised to subscribe for 392,750 ordinary shares (2015: 3,822,624) of the Company at a consideration of RMB959,000 (2015: RMB3,985,000), of which RMB100 (2015: RMB1,000) was credited to share capital and the balance of RMB959,000 (2015: RMB3,984,000) was credited to the share premium account. As a result of the exercise of options, RMB257,000 (2015: RMB3,808,000) has been transferred from the share option reserve to the share premium account in accordance with the accounting policy set out in Note 2.19.

#### 25. 股本(續)

附註:

##### (i) 購回股份

截至二零一六年十二月三十一日止年度，本公司於聯交所購回其普通股如下：

於二零一六年及二零一四年購回之512,000股股份及910,000股股份已分別於二零一六年八月十日及二零一五年一月十九日註銷。

##### (ii) 行使購股權

截至二零一六年十二月三十一日止年度，本公司行使購股權認購392,750股普通股(二零一五年：3,822,624股)，代價為人民幣959,000元(二零一五年：人民幣3,985,000元)，其中人民幣100元(二零一五年：人民幣1,000元)計入股本及人民幣959,000元(二零一五年：人民幣3,984,000元)結餘計入股份溢價賬。由於行使購股權，根據載於附註2.19之會計政策人民幣257,000元(二零一五年：人民幣3,808,000元)已自購股權儲備轉撥至股份溢價賬。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 26. RESERVES

##### (a) Share premium

Share premium represents the excess of the net proceeds from issuance of the shares of the Company over its par value, less any dividends paid out of the share premium account and any premium paid for the repurchase of shares of the Company.

##### (b) Statutory reserve

In accordance with the relevant laws and regulations for the Company's subsidiaries incorporated in the PRC, it is required to appropriate 10% of its annual net profit determined in accordance with China Accounting Standards for Enterprises issued by the Ministry of Finance of PRC, after offsetting any prior years' losses, to the statutory reserve. When the balance of such a reserve reaches 50% of the registered capital of the respective company, any further appropriation is at the discretion of shareholders. The statutory reserve can be used to offset prior years' losses, if any, and may be converted into share capital by issuing new shares to shareholders in proportion to their existing share holding or by increasing the par value of the shares currently held by them, provided that the remaining balance of the reserve after such an issue is not less than 25% of registered capital. The statutory reserve is non-distributable.

##### (c) Share option reserve

Share option reserve represents the fair value of share options granted by the Company to employees recognised and is dealt with in accordance with the accounting policy set out in Note 2.19.

##### (d) Other reserve

Other reserve represent (i) capital reserve arises from capital contribution by the controlling shareholders (including share-based compensation expense arising from the 2014 Blink Milestones Share Options under Note 27(a)); and (ii) the difference between the consideration and the carrying amount of the net assets attributable to the additional and reduction of interests in companies comprising the Group being acquired from and disposed to non-controlling equity holders respectively.

#### 26. 儲備

##### (a) 股份溢價

股份溢價為本公司發行股份的所得款項淨額超出其面值部分，減去任何從股份溢價賬戶撥付的股息以及本公司購回股份支付的任何溢價。

##### (b) 法定儲備

根據相關法律法規，本集團於中國註冊成立的本公司附屬公司須按照中國財政部頒佈的中國企業會計準則規定，在抵銷任何過往年度虧損後，將其年度淨利潤的10%分配至法定儲備。當該儲備結餘達各公司註冊資本的50%，股東可酌情決定任何進一步的分配。法定儲備可用於彌補過往年度虧損(如有)且可按股東現有持股比例或增加彼等現有所持股份的面值通過發行新股予股東轉成股本，惟儲備剩餘在該等發行後須不少於註冊資本25%。法定儲備不可分派。

##### (c) 購股權儲備

購股權儲備為已確認本公司授予僱員的購股權之公允值，且根據附註2.19載列的會計政策進行處理。

##### (d) 其他儲備

其他儲備為(i)控股股東注資所產生的資本儲備(包括附註27(a)所述二零一四年Blink Milestones購股權產生之以股份為基礎的酬金費用);及(ii)分別自非控股權益持有人購入及向其出售組成本集團成員公司權益增加或減少的應佔資產淨額的代價與賬面值之間的差額。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 27. SHARE-BASED COMPENSATION TRANSACTIONS

##### (a) The 2014 Replacement Share Options issued by Blink Milestones Limited (“Blink Milestones”)

In 2014, 12,152,381 share options were granted by Blink Milestones (the “2014 Blink Milestones Share Options”) as the replacement of the share awards granted by Beijing Tongshengcheng Investment Management Center (LLP) (“Tongshengcheng”) to certain employees of the Group (the “Participants”) in 2012. The share options are valid for a period of 10 years from 20 February 2014 to 19 February 2024 with an exercise price of RMB0.2625 per share (subject to adjustment) and are subject to a vesting scale in equal proportions of 25% on every anniversary date of the date of listing of the Company’s shares on any internationally recognised stock exchange, starting from the first anniversary date until the fourth, and for the Participants remaining an employee of the Group until and on the relevant vesting dates. Blink Milestones is an investment holding company and owned 12.43% equity interest in the Company at the date of grant. Upon the completion of the capitalisation issue on 30 June 2014, the number of share options and exercise price per share has been adjusted to 25,009,600 options in total, at an exercise price of RMB0.1276 per share, respectively.

The Group has no legal or constructive obligation to repurchase or settle the 2014 Blink Milestones Share Options in cash. The 2014 Blink Milestones Share Options entitle participants to obtain existing issued shares in the Company held by Blink Milestones and will not involve the Company issuing any new shares, the 2014 Blink Milestones Share Options were accounted for as a share-based compensation transaction by way of capital contribution from the shareholders.

#### 27. 以股份為基礎的酬金交易

##### (a) 於二零一四年Blink Milestones Limited (「Blink Milestones」)發行的購股權置換

於二零一四年，Blink Milestones授出12,152,381份購股權(「二零一四年Blink Milestones購股權」)，以置換北京同盛成投資管理中心(有限合夥)(「同盛成」)於二零一二年向本集團若干僱員(「參與者」)授出的獎勵股份。購股權自二零一四年二月二十日起至二零二四年二月十九日止十年內有效，行使價為每股人民幣0.2625元(可予調整)並於本公司股份在任何國際認可的證券交易所上市日期後之各週年日，自第一個週年日至第四個週年日每年按相等於25%的比例等額歸屬，且參與者須在各相關歸屬日期仍為本集團僱員。Blink Milestones為一家投資控股公司，並於授予日期擁有本公司12.43%的股權。資本化發行於二零一四年六月三十日完成後，購股權數目及每股行使價分別調整為合共25,009,600份及行使價為每股人民幣0.1276元。

本集團並無法定或推定責任以現金方式回購或清償二零一四年Blink Milestones購股權。二零一四年Blink Milestones購股權授予參與者獲得由Blink Milestones持有的本公司現有已發行的股份，且將不涉及發行本公司任何新股。二零一四年Blink Milestones購股權通過股東注資的方式列賬為以股份為基礎的酬金交易。

## Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 27. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

#### (a) The 2014 Replacement Share Options issued by Blink Milestones Limited (“Blink Milestones”) (Continued)

Movements in the number of 2014 Blink Milestones Share Options are as follows:

### 27. 以股份為基礎的酬金交易 (續)

#### (a) 於二零一四年Blink Milestones Limited (「Blink Milestones」) 發行的購股權置換(續)

二零一四年Blink Milestones購股權數目的變動如下：

		Average exercise price in RMB per share option 以人民幣計值 之每股購股權 平均行使價 RMB 人民幣	Number of share options 購股權數目
At 1 January 2015	於二零一五年一月一日		25,009,600
Exercised during the year	年內行使	0.1276	(78,400)
Forfeited during the year	年內沒收		(4,390,402)
At 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日 及二零一六年一月一日		20,540,798
Exercised during the year	年內行使	0.1276	(5,135,199)
Forfeited during the year	年內沒收		(176,401)
At 31 December 2016	於二零一六年十二月三十一日		<b>15,229,198</b>

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 27. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

##### (b) Management Pre-IPO Share Option Scheme of the Company in 2014

Pursuant to an unanimous written resolution of the Board on 7 March 2014, a share option scheme ("Management Pre-IPO Share Option Scheme") and respective share options granted by the Company on 20 February 2014 was adopted and ratified by the Board. The Management Pre-IPO Share Option Scheme was adopted for the purpose of providing participants an opportunity to acquire proprietary interests in the Company and help motivate such participants to optimise their performance and efficiency, and also to help retain the participants for the continual growth and development of the Group. The maximum number of shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the Management Pre-IPO Share Option Scheme must not in aggregate exceed 6% of the issued share capital of the Company after an IPO, as defined. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

During the year ended 31 December 2014, share options (in aggregate to purchase 6% of the issued share capital of the Company after an IPO) were granted by the Company on 20 February 2014 to senior management of the Group with estimated total fair value of approximately RMB52,870,000. The exercise price of the share options granted is US\$0.34398035 per share (subject to adjustment). The share options are valid for a period of 10 years from 20 February 2014 to 19 February 2024. Twenty five percent (25%) of options granted shall vest on the first anniversary of the grant date, and the remaining options granted shall vest on 36 equal monthly instalments with the first instalment vesting upon the 13th monthly anniversary of the grant date and each of the remaining instalments vesting on each monthly anniversary of the 13th monthly anniversary of the grant date, and for the participant continuing to be an employee of the Group or director of the Company until and on the relevant vesting dates. In addition, the share options are only exercisable after the completion of an IPO.

On 30 June 2014, upon the completion of the capitalisation issue and the Listing on the Main Board of the Stock Exchange, the total number of share options granted equate to 50,042,553 share options at an adjusted exercise price of US\$0.16714303 per share.

#### 27. 以股份為基礎的酬金交易 (續)

##### (b) 二零一四年本公司管理層首次公開發售前購股權計劃

根據董事會於二零一四年三月七日一致通過的書面決議案，董事會已採納且追認由本公司於二零一四年二月二十日授出的一項購股權計劃(「管理層首次公開發售前購股權計劃」)及相應購股權。採納管理層首次公開發售前購股權計劃乃為參與者提供一個收購本公司專有權益之機會，且有助於激勵該等參與者提升彼等的表現及效率，亦有助於挽留該等參與者於本集團持續發展。按規定，根據管理層首次公開發售前購股權計劃，已授出但尚未行使的購股權獲悉數行使而發行的最高股份數目，合共最高不得超過本公司於首次公開發售後已發行股本的6%。本集團並無法定或推定責任以現金購回或清償該等購股權。

於截至二零一四年十二月三十一日止年度，由本公司於二零一四年二月二十日向本集團高級管理層授出的購股權(合計購買本公司於首次公開發售後已發行股本的6%)估計總公允價值約為人民幣52,870,000元。獲授出的購股權行使價為每股0.34398035美元(可予調整)。購股權為自二零一四年二月二十日至二零二四年二月十九日止十年內有效。獲授出購股權的25%將於授出日期的第一個週年日歸屬，餘下獲授出的購股權須於36個月內按月等額分期歸屬，第一個分期歸屬為授出日期的第13個月週年日，而剩餘的購股權在授出日期第13個月週年日後每月分期歸屬，且參與者於直至有關歸屬日期(包括該日)仍為本集團的僱員或本公司的董事。此外，購股權僅可於首次公開發售完成後行使。

於二零一四年六月三十日，完成資本化發行及於聯交所主板上市後，已按經調整行使價每股0.16714303美元授出的購股權總數目為50,042,553份購股權。





## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 27. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

##### (b) Management Pre-IPO Share Option Scheme of the Company in 2014 (Continued)

2015

	Exercisable period	Exercise price per share	Outstanding as at 1 January	Granted during the year	Exercised during the year	Outstanding as at 31 December	Exercise date	Weighted average share price at exercise date
	行使期	每股行使價 US\$ 美元	於一月一日 尚未行使	年內授出	年內行使	於十二月三十一日 尚未行使	行使日期	於行使日期之 股份加權平均 價
								HK\$ 港元
Directors 董事	20 February 2015 to 19 February 2024 二零一五年二月二十日至 二零二四年二月十九日	0.16714303	41,702,128	—	—	41,702,128		
Employee 僱員	20 February 2015 to 19 February 2024 二零一五年二月二十日至 二零二四年二月十九日	0.16714303	8,340,425	—	(3,822,624)	4,517,801	13 April 2015 to 23 December 2015 二零一五年四月 十三日至 二零一五年十 二月二十三日	5.96
			50,042,553	—	(3,822,624)	46,219,929		
Weighted average exercise price per share (US\$) 每股加權平均行使價(美元)			0.16714303	—	0.16714303	0.16714303		
— Equivalent to approximately RMB per share — 每股相當於約人民幣			1.02	—	1.04	1.09		
Weighted average remaining contractual life of options outstanding at 31 December 2015 於二零一五年十二月三十一日尚未行使的 購股權加權平均剩餘合約有效期						8.1 years 8.1年		
Number of options exercisable at 31 December 2015 於二零一五年十二月三十一日可行使購股權數目						19,113,546		
Weighted average exercise price per share of options exercisable at 31 December 2015 (US\$) 於二零一五年十二月三十一日可行使 購股權之每股加權平均行使價(美元)						0.16714303		
— Equivalent to approximately RMB per share — 每股相當於約人民幣						1.09		

\* Pursuant to the shareholders resolution dated 13 May 2016, the exercisable period of the directors under the Management Pre-IPO Share Option Scheme of the Company in 2014 were modified to a period of 9 years starting from 1 July 2017. The modification of exercisable period has no financial effect to the profit or loss, as it was not beneficial to the directors.

#### 27. 以股份為基礎的酬金交易 (續)

##### (b) 二零一四年本公司管理層首次公開發售前購股權計劃(續)

二零一五年

\* 根據二零一六年五月十三日的股東決議案，根據二零一四年本公司管理層首次公開發售前購股權計劃，董事的行使期修改至9年，自二零一七年七月一日起生效。行使期的修改對損益並無財務影響，對董事亦無實益。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 27. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

##### (b) Management Pre-IPO Share Option Scheme of the Company in 2014 (Continued)

As at 31 December 2016, the Group had 46,219,929 [2015: 46,219,929] share options outstanding under the Management Pre-IPO Share Option Scheme of the Company in 2014, which represented approximately 5.87% [2015: 5.87%] of the issued ordinary shares of the Company as at 31 December 2016. The exercise in full of the outstanding share options would, under the present capital structure of the Group, result in the issue of 46,219,929 [2015: 46,219,919] additional ordinary shares of the Company and additional share capital and share premium of approximately RMB16,000 [2015: RMB15,000] and RMB53,575,000 [2015: RMB50,150,000] (before issue expenses).

None of the share options granted were lapsed during the years ended 31 December 2015 and 2016.

##### (c) Share Option Scheme adopted by the Company in November 2014

Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 19 November 2014, a share option scheme was adopted by the Company and is valid and effective for a period of ten years from 19 November 2014 (the "2014 Share Option Scheme").

The purpose of the 2014 Share Option Scheme is to provide eligible participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. All directors, full-time employees and any other person who, in the sole discretion of the Board, have contributed or will contribute to the Group are eligible to participate in the 2014 Share Option Scheme. Each grant of options to any director of the Company, the chief executive officer or substantial shareholder of the Company must first be approved by the independent non-executive directors of the Company.

#### 27. 以股份為基礎的酬金交易 (續)

##### (b) 二零一四年本公司管理層首次公開發售前購股權計劃(續)

於二零一六年十二月三十一日，本集團根據二零一四年本公司管理層首次公開發售前購股權計劃有46,219,929份(二零一五年：46,219,929股)購股權尚未行使，佔於二零一六年十二月三十一日本公司已發行普通股約5.87%(二零一五年：5.87%)。如尚未行使之購股權全數獲行使，按本公司現時之資本結構，本公司將發行額外46,219,929股(二零一五年：46,219,919股)普通股，增加股本約人民幣16,000元(二零一五年：人民幣15,000元)及股份溢價約人民幣53,575,000元(二零一五年：人民幣50,150,000元)(未扣除發行支出)。

於二零一五年及二零一六年十二月三十一日止年度，概無授出購股權已失效。

##### (c) 二零一四年十一月本公司採納的購股權計劃

根據本公司於二零一四年十一月十九日舉行之股東特別大會通過的普通決議案，本公司採納一項購股權計劃，於二零一四年十一月十九日起計十年內有效(「二零一四年購股權計劃」)。

二零一四年購股權計劃旨在向合資格人士提供購入本公司專有權益之機會，並鼓勵合資格人士為本公司及股東之整體利益努力以提升本公司及其股份之價值。所有曾經或將會對本集團有所貢獻之董事、全職僱員及由董事會酌情認為之任何其他人士均符合資格參與二零一四年購股權計劃。向本公司任何董事、行政總裁或本公司主要股東授予之每一項購股權須先取得本公司獨立非執行董事之批准。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 27. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

##### (c) Share Option Scheme adopted by the Company in November 2014 (Continued)

The maximum number of shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the 2014 Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the issued share capital of the Company from time to time.

Shares which may be issued upon exercise of all options to be granted under the 2014 Share Option Scheme or any other share option schemes adopted by the Company must not in aggregate exceed 10% of the shares of the Company in issue on the date of adoption (the "Option Scheme Mandate Limit").

The Option Scheme Mandate Limit may be refreshed at any time by obtaining approval of the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules. However, the refreshed Option Scheme Mandate Limit cannot exceed 10% of the total number of shares of the Company in issue as at the date of such approval.

Unless approved by shareholders of the Company, the total number of shares of the Company issued and to be issued upon the exercise of the options granted to each participant (including both exercised and unexercised options) under the 2014 Share Option Scheme or any other share option schemes adopted by the Company in any 12-month period must not exceed 1% of the issued share capital of the Company.

The period within which the options must be exercised will be specified by the Company at the time of grant. The options may be exercised up to 25% for each year after the first anniversary of the date of grant for four consecutive years.

At the time of grant of the options, the Company may specify a minimum period for which an option must be held and/or any minimum performance target(s) that must be achieved, before the option can be exercised in whole or in part. The offer of a grant of share options may be accepted within 20 business days from the date of offer, the offer is delivered to that participant and the amount payable on acceptance of options is RMB1.

#### 27. 以股份為基礎的酬金交易 (續)

##### (c) 二零一四年十一月本公司採納的購股權計劃(續)

根據二零一四年購股權計劃及本公司任何其他購股權計劃授出但尚未行使的全部購股權獲行使時，可予發行之股份最高數目不得超過本公司不時已發行股本之30%。

根據二零一四年購股權計劃及本公司採納的任何其他購股權計劃授出之全部購股權獲行使時將予發行之股份總數不可超過於採納日期本公司已發行股份之10% (「購股權計劃授權上限」)。

購股權計劃授權上限可隨時根據本公司股東於股東大會上之批准及/或上市規則規定之其他要求予以更新。惟更新後之購股權計劃授權上限不得超過取得批准當日本公司已發行股份總數之10%。

除非獲本公司股東批准，於任何十二個月期間內，就行使根據二零一四年購股權計劃或本公司採納之任何其他購股權計劃而授予單一參與者之購股權(包括已行使及尚未行使之購股權)，而發行及將予發行之本公司股份總數，不得超過本公司已發行股本之1%。

購股權之行使期限由本公司於授出購股權時列明。購股權亦可於自授出日期起計第一週年後連續四年每年獲行使最多達25%。

於授出購股權時，本公司可在部分或全部行使購股權前訂明購股權之最短持有期限及/或須達至的任何最低表現目標。參與者可於授出購股權之建議當日起計20個營業日內接納，授出購股權之建議會寄發予參與者，而接納每次授出建議之應付款項為人民幣1元。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 27. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

##### (c) Share Option Scheme adopted by the Company in November 2014 (Continued)

The subscription price for the shares under the 2014 Share Option Scheme shall be a price determined by the Board, but not less than the greater of (i) the closing price of shares as stated on the Stock Exchange on the date of the offer of grant; (ii) the average closing price of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares.

No options may be granted under the 2014 Share Option Scheme after the date of the tenth anniversary of its adoption.

During the year ended 31 December 2015, 47,040,000 options and 23,520,000 options were granted on 5 January 2015 and 9 July 2015 with estimated total fair values of approximately RMB40,378,000 and RMB37,913,000 respectively. The exercise price of the share options granted is HK\$2.67 per share and HK\$4.402 per share for option lots of 47,040,000 options and 23,520,000 options respectively. The share options are valid for a period of 10 years and subject to a vesting scale in equal proportions of 25% on every anniversary date of the date of grant, starting from the first anniversary date until the fourth.

#### 27. 以股份為基礎的酬金交易 (續)

##### (c) 二零一四年十一月本公司採納的購股權計劃(續)

根據二零一四年購股權計劃而發行之股份認購價由董事會釐定，但不得低於以下三者之較高金額：(i) 本公司股份於授出日期在聯交所每日報價表上所列之收市價；(ii) 本公司股份於緊接授出日期前五個營業日在聯交所每日報價表上所列之收市價平均值；及(iii)本公司股份面值。

於採納二零一四年購股權計劃十週年後，概不可根據二零一四年購股權計劃授出購股權。

截至二零一五年十二月三十一日止年度，本公司於二零一五年一月五日及二零一五年七月九日分別授出47,040,000份及23,520,000份購股權，估計公允值總額分別約為人民幣40,378,000元及人民幣37,913,000元。47,040,000份及23,520,000份已授出購股權之行使價分別為每股2.67港元及4.402港元。購股權有十年有效期，且於各授出日期週年日(第一個週年日至第四個週年日)按25%等額歸屬。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 27. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

##### (c) Share Option Scheme adopted by the Company in November 2014 (Continued)

During the year ended 31 December 2016, 7,840,000 options, 3,000,000 options and 2,000,000 options were granted on 8 January 2016, 17 May 2016 and 7 September 2016 with estimated total fair values of approximately RMB16,759,000, RMB3,897,000 and RMB3,012,000 respectively. The exercise price of the share options granted is HK\$5.506 per share, HK\$3.684 per share and HK\$3.95 per share for option lots of 7,840,000 options, 3,000,000 options and 2,000,000 options respectively. The share options are valid for a period of 10 years and subject to a vesting scale in equal proportions of 25% on every anniversary date of the date of grant, starting from the first anniversary date until the fourth.

The fair values were calculated using the Binomial Option Pricing Model. The inputs into the model were as follows:

		5 January 2015 二零一五年 一月五日	9 July 2015 二零一五年 七月九日	8 January 2016 二零一六年 一月八日	17 May 2016 二零一六年 五月十七日	7 September 2016 二零一六年 九月七日
Exercise price	行使價	HK\$2.67 2.67港元	HK\$4.402 4.402港元	HK\$5.506 5.506港元	HK\$3.684 3.684港元	HK\$3.95 3.95港元
Expected volatility	預期波動	45%	50%	50%	55%	50%
Expected life	預期有效期	10 years 10年	10 years 10年	10 years 10年	10 years 10年	10 years 10年
Risk-free rate	無風險利率	1.83%	1.77%	1.589%	1.297%	0.875%
Expected dividend yield	預期股息率	—	—	—	—	—

#### 27. 以股份為基礎的酬金交易 (續)

##### (c) 二零一四年十一月本公司採納的購股權計劃(續)

截至二零一六年十二月三十一日止年度，本公司於二零一六年一月八日、二零一六年五月十七日及二零一六年九月七日分別授出7,840,000份、3,000,000份及2,000,000份購股權，估計公允值總額分別約為人民幣16,759,000元、人民幣3,897,000元及人民幣3,012,000元。7,840,000份、3,000,000份及2,000,000份購股已授出購股權之行使價分別為每股5.506港元、3.684港元及3.95港元。購股權有十年有效期，且於各授出日期週年日(第一個週年日至第四個週年日)按25%等額歸屬。

公允值使用二項式期權定價模式計算。該模式的輸入值如下：

## Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 27. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

#### (c) Share Option Scheme adopted by the Company in November 2014 (Continued)

Movements in the number of share options during the year are as follows:

2016

	Exercisable period	Exercise price per share	Outstanding as at 1 January	Granted during the year	Forfeited during the year	Exercised during the year	Outstanding as at 31 December	Exercise date	Weighted average share price at exercise date
	行使期	每股行使價 HK\$ 港元	於一月一日尚未行使	年內授出	年內沒收	年內行使	於十二月三十一日尚未行使	行使日期	於行使日期之股份加權平均價 HK\$ 港元
<b>Directors</b>	1 July 2017 to 30 June 2026*	2.67	23,520,000	—	—	—	23,520,000		
<b>董事</b>	二零一七年七月一日至二零二六年六月三十日*								
	1 July 2017 to 30 June 2026*	5.506	—	7,840,000	—	—	7,840,000		
	二零一七年七月一日至二零二六年六月三十日*								
<b>Employees</b>	5 January 2016 to 4 January 2025	2.67	23,460,000	—	(577,500)	(392,750)	22,489,750	5 January 2016 to 12 September 2016	4.87
<b>僱員</b>	二零一六年一月五日至二零二五年一月四日							二零一六年一月五日至二零一六年九月十二日	
	9 July 2016 to 8 July 2025	4.402	23,520,000	—	(1,155,000)	—	22,365,000		
	二零一六年七月九日至二零二五年七月八日								
	17 May 2017 to 16 May 2026	3.684	—	3,000,000	(380,000)	—	2,620,000		
	二零一七年五月十七日至二零二六年五月十六日								
	7 September 2017 to 6 September 2026	3.95	—	2,000,000	(150,000)	—	1,850,000		
	二零一七年九月七日至二零二六年九月六日								
			70,500,000	12,840,000	(2,262,500)	(392,750)	80,684,750		
	Weighted average exercise price per share (HK\$)		3.25	4.84	3.82	2.67	3.49		
	每股加權平均行使價(港元)								
	— Equivalent to approximately RMB per share		2.72	4.10	3.09	2.44	3.12		
	— 每股相當於約人民幣								
	Weighted average remaining contractual life of options outstanding at 31 December 2016						8.3 years		
	於二零一六年十二月三十一日尚未行使的購股權加權平均剩餘合約有效期						8.3年		
	Number of options exercisable at 31 December 2016						17,071,000		
	於二零一六年十二月三十一日可行使購股權數目								
	Weighted average exercise price per share of options exercisable at 31 December 2016 (HK\$)						3.25		
	於二零一六年十二月三十一日可行使購股權之每股加權平均行使價(港元)								
	— Equivalent to approximately RMB per share						2.90		
	— 每股相當於約人民幣								

### 27. 以股份為基礎的酬金交易 (續)

#### (c) 二零一四年十一月本公司採納的購股權計劃(續)

年內購股權數目之變動如下：

二零一六年

	Exercisable period	Exercise price per share	Outstanding as at 1 January	Granted during the year	Forfeited during the year	Exercised during the year	Outstanding as at 31 December	Exercise date	Weighted average share price at exercise date
	行使期	每股行使價 HK\$ 港元	於一月一日尚未行使	年內授出	年內沒收	年內行使	於十二月三十一日尚未行使	行使日期	於行使日期之股份加權平均價 HK\$ 港元
<b>Directors</b>	1 July 2017 to 30 June 2026*	2.67	23,520,000	—	—	—	23,520,000		
<b>董事</b>	二零一七年七月一日至二零二六年六月三十日*								
	1 July 2017 to 30 June 2026*	5.506	—	7,840,000	—	—	7,840,000		
	二零一七年七月一日至二零二六年六月三十日*								
<b>Employees</b>	5 January 2016 to 4 January 2025	2.67	23,460,000	—	(577,500)	(392,750)	22,489,750	5 January 2016 to 12 September 2016	4.87
<b>僱員</b>	二零一六年一月五日至二零二五年一月四日							二零一六年一月五日至二零一六年九月十二日	
	9 July 2016 to 8 July 2025	4.402	23,520,000	—	(1,155,000)	—	22,365,000		
	二零一六年七月九日至二零二五年七月八日								
	17 May 2017 to 16 May 2026	3.684	—	3,000,000	(380,000)	—	2,620,000		
	二零一七年五月十七日至二零二六年五月十六日								
	7 September 2017 to 6 September 2026	3.95	—	2,000,000	(150,000)	—	1,850,000		
	二零一七年九月七日至二零二六年九月六日								
			70,500,000	12,840,000	(2,262,500)	(392,750)	80,684,750		
	Weighted average exercise price per share (HK\$)		3.25	4.84	3.82	2.67	3.49		
	每股加權平均行使價(港元)								
	— Equivalent to approximately RMB per share		2.72	4.10	3.09	2.44	3.12		
	— 每股相當於約人民幣								
	Weighted average remaining contractual life of options outstanding at 31 December 2016						8.3 years		
	於二零一六年十二月三十一日尚未行使的購股權加權平均剩餘合約有效期						8.3年		
	Number of options exercisable at 31 December 2016						17,071,000		
	於二零一六年十二月三十一日可行使購股權數目								
	Weighted average exercise price per share of options exercisable at 31 December 2016 (HK\$)						3.25		
	於二零一六年十二月三十一日可行使購股權之每股加權平均行使價(港元)								
	— Equivalent to approximately RMB per share						2.90		
	— 每股相當於約人民幣								

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 27. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

##### (c) Share Option Scheme adopted by the Company in November 2014 (Continued)

2015

	Exercisable period	Exercise price per share	Outstanding as at 1 January	Granted during the year	Forfeited during the year	Exercised during the year	Outstanding as at 31 December	Exercise date	Weighted average share price at exercise date
	行使期	每股行使價 HK\$ 港元	於一月一日 尚未行使	年內授出	年內沒收	年內行使	於十二月三十一日 尚未行使	行使日期	股份加權 平均價 HK\$ 港元
<b>Directors</b> <b>董事</b>	5 January 2016 to 4 January 2025 二零一六年一月五日至 二零二五年一月四日	2.67	—	23,520,000	—	—	23,520,000		
<b>Employees</b> <b>僱員</b>	5 January 2016 to 4 January 2025 二零一六年一月五日至 二零二五年一月四日	2.67	—	23,520,000	(60,000)	—	23,460,000		
	9 July 2016 to 8 July 2025 二零一六年七月九日至 二零二五年七月八日	4.402	—	23,520,000	—	—	23,520,000		
			—	70,560,000	(60,000)	—	70,500,000		
Weighted average exercise price per share (HK\$) 每股加權平均行使價(港元)			—	3.25	2.67	—	3.25		
— Equivalent to approximately RMB per share — 每股相當於約人民幣			—	2.56	2.20	—	2.72		
Weighted average remaining contractual life of options outstanding at 31 December 2016 於二零一六年十二月三十一日尚未 行使的購股權加權平均剩餘合約有效期							9.2 years 9.2年		

\* Pursuant to the shareholders resolution dated 13 May 2016, the exercisable period of the directors under the Share Option Scheme adopted by the Company in November 2014 were modified to a period of 9 years starting from 1 July 2017. The modification of exercisable period has no financial effect to the profit or loss, as it was not beneficial to the directors.

None of the share options granted were exercisable during the year ended 31 December 2015.

#### 27. 以股份為基礎的酬金交易 (續)

##### (c) 二零一五年十一月本公司採納的購股權計劃(續)

二零一五年

\* 根據二零一六年五月十三日的股東決議案，根據二零一四年十一月本公司採納之購股權計劃，董事的行使期修改至9年，自二零一七年七月一日起生效。行使期的修改對損益並無財務影響，對董事亦無實益。

於截至二零一五年十二月三十一日止年度概無授出購股權已行使。

## Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 27. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

#### (c) Share Option Scheme adopted by the Company in November 2014 (Continued)

As at 31 December 2016, the Group had 80,684,750 (2015: 70,500,000) share options outstanding under the Share Option Scheme adopted by the Company in November 2014, which represented approximately 10.25% (2015: 8.96%) of the issued ordinary shares of the Company as at 31 December 2016. The exercise in full of the outstanding share options would, under the present capital structure of the Group, result in the issue of 80,684,750 (2015: 70,500,000) additional ordinary shares of the Company and additional share capital and share premium of approximately RMB28,000 (2015: RMB23,000) and RMB251,708,000 (2015: RMB191,805,000) (before issue expenses).

None of the share options granted were lapsed during the years ended 31 December 2015 and 2016.

(d) The Group recognised a total expense of RMB42,746,000 (2015: RMB47,915,000) for the year in relation to the above share options granted by the shareholders or the Company, and the share-based compensation expense were shown as a separate item on the face of the consolidated statement of comprehensive income.

### 27. 以股份為基礎的酬金交易 (續)

#### (c) 二零一五年十一月本公司採納的購股權計劃(續)

於二零一六年十二月三十一日，本集團根據二零一四年十一月本公司採納的購股權計劃有80,684,750份(二零一五年：70,500,000股)購股權尚未行使，佔於二零一六年十二月三十一日本公司已發行普通股約10.25%(二零一五年：8.96%)。如尚未行使之購股權全數獲行使，按本公司現時之資本結構，本公司將發行額外80,684,750股(二零一五年：70,500,000股)普通股、增加股本約人民幣28,000元(二零一五年：人民幣23,000元)及股份溢價約人民幣251,708,000元(二零一五年：人民幣191,805,000元)(未扣除發行支出)。

於二零一五年及二零一六年十二月三十一日止年度，概無授出購股權已到期。

(d) 本集團於年內確認的總開支為人民幣42,746,000元(二零一五年：人民幣47,915,000元)，此乃與股東或本公司授出的上述股份獎勵或購股權有關，而以股份為基礎的酬金開支於綜合全面收益表列為單獨項目。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 28. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

#### 28. 本公司的財務狀況

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>		
Interest in subsidiaries	於附屬公司的權益	51,528	22,990
Intangible assets	無形資產	46,106	425
Available-for-sale financial assets	可供出售金融資產	30,000	—
Loan to a third party	借予第三方之貸款	35,740	32,140
		<b>163,374</b>	55,555
<b>Current assets</b>	<b>流動資產</b>		
Other receivables	其他應收款項	2,275	13,677
Amounts due from subsidiaries	應收附屬公司款項	401,201	328,288
Bank balances and cash	銀行結餘及現金	91,559	205,342
		<b>495,035</b>	547,307
<b>Current liabilities</b>	<b>流動負債</b>		
Other payables	其他應付款項	20,429	1,601
Amounts due to subsidiaries	應付附屬公司款項	36,144	18,016
		<b>56,573</b>	19,617
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>438,462</b>	527,690
<b>Net assets</b>	<b>資產淨值</b>	<b>601,836</b>	583,245
<b>EQUITY</b>	<b>權益</b>		
Share capital	股本	240	240
Reserves (Note)	儲備(附註)	601,596	583,005
<b>Total equity</b>	<b>權益總額</b>	<b>601,836</b>	583,245

**Yang Eric Qing**  
楊慶  
Director  
董事

**Ng Kwok Leung Frank**  
伍國樑  
Director  
董事

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 28. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued) 28. 本公司的財務狀況(續)

Note:

The movement of the Company's reserves are as follows:

附註：

本公司儲備變動如下：

		Share premium 股份溢價 RMB'000 人民幣千元	Translation reserve 換算儲備 RMB'000 人民幣千元	Share option reserve 購股權儲備 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total reserves 儲備總額 RMB'000 人民幣千元
Balance at 1 January 2015	於二零一五年一月一日之結餘	620,618	(3,417)	25,233	(25,542)	616,892
Change in functional currency	更改功能貨幣	(3,414)	3,417	(110)	107	—
Loss for the year	年內虧損	—	—	—	(31,850)	(31,850)
Share-based compensation (Note 27)	以股份為基礎的酬金(附註27)	—	—	44,252	—	44,252
Exercise of share options (Note 25(ii))	行使購股權(附註25(ii))	7,792	—	(3,808)	—	3,984
Transfer upon forfeiture of share options	於沒收購股權時轉撥	—	—	(26)	26	—
Dividends paid (Note 8)	已付股息(附註8)	(50,273)	—	—	—	(50,273)
Balance at 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日之結餘	574,723	—	65,541	(57,259)	583,005
Loss for the year	年內虧損	—	—	—	(22,139)	(22,139)
Share-based compensation (Note 27)	以股份為基礎的酬金(附註27)	—	—	41,049	—	41,049
Exercise of share options (Note 25(iii))	行使購股權(附註25(iii))	1,216	—	(257)	—	959
Transfer upon forfeiture of share options	於沒收購股權時轉撥	—	—	(561)	561	—
Share repurchased and cancelled (Note 25(i))	股份回購及註銷(附註25(i))	(1,278)	—	—	—	(1,278)
<b>Balance at 31 December 2016</b>	<b>二零一六年十二月三十一日之結餘</b>	<b>574,661</b>	<b>—</b>	<b>105,772</b>	<b>(78,837)</b>	<b>601,596</b>

As at 31 December 2016, the aggregate amount of reserves available for distribution to equity holders of the Company was RMB495,824,000 (2015: RMB517,464,000).

於二零一六年十二月三十一日，可供分配予本公司權益持有人的儲備合共為人民幣495,824,000元(二零一五年：人民幣517,464,000元)。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

## 29. COMMITMENTS

### (a) Capital commitments

At the reporting date, the Group had the following capital commitments:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Contracted but not provided for:	已訂約但未撥備：		
Expenditure in respect of acquisition of intangible assets	有關收購無形資產之支出	130,637	128,804
Expenditure in respect of investments in associates	有關投資聯營公司之支出	15,168	10,800
Expenditure in respect of investments in available-for-sale financial assets	有關投資可供出售金融資產之支出	12,000	—
		<b>157,805</b>	<b>139,604</b>

### (b) Operating lease commitments

The Group leases its servers, lines, offices and various residential properties under non-cancellable operating lease agreements. The leases have varying lease terms and renewal rights. At the reporting date, the total future minimum lease payments payable by the Group under non-cancellable operating leases are as follows:

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Within one year	一年內	14,431	15,856
In the second to fifth year inclusive	二到五年(包含首尾兩年)	24,921	22,036
		<b>39,352</b>	<b>37,892</b>

## 29. 承擔

### (a) 資本承擔

於報告日期，本集團有以下資本承擔：

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Contracted but not provided for:		
Expenditure in respect of acquisition of intangible assets	130,637	128,804
Expenditure in respect of investments in associates	15,168	10,800
Expenditure in respect of investments in available-for-sale financial assets	12,000	—
	<b>157,805</b>	<b>139,604</b>

### (b) 經營租賃承擔

本集團根據不可撤銷經營租賃協議租賃其服務器、線路、辦公室及各種住宅物業。租賃具有不同期限且可續期。於報告日期，本集團根據不可撤銷經營租賃的未來最低租賃費付款總額如下：

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Within one year	14,431	15,856
In the second to fifth year inclusive	24,921	22,036
	<b>39,352</b>	<b>37,892</b>

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 30. SIGNIFICANT RELATED PARTY TRANSACTIONS

In addition to the transactions/information disclosed elsewhere in these consolidated financial statements, during the year, the Group had the following material transactions with related parties:

#### Key management personnel remuneration

Key management of the Group are members of the Board and senior management. Included in employee benefit expenses are key management personnel remuneration which includes the following expenses:

### 30. 重大關聯方交易

除於綜合財務報表其他地方所披露之交易/資料外，年內本集團與其關聯方進行的重大交易如下：

#### 主要管理層人員酬金

本集團主要管理層為董事會成員及高級管理層。納入僱員福利開支之主要管理層人員酬金載列如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Basic salaries and allowances	基本薪金及津貼	3,149	4,708
Discretionary bonus	酌情花紅	1,684	55
Retirement benefit scheme contributions	退休福利計劃供款	201	180
Share-based compensation expense	以股份為基礎的酬金	22,298	28,287
		<b>27,332</b>	33,230

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 31. ACQUISITION OF SUBSIDIARIES

- (a) On 25 June 2015, the Group acquired 100% of the issued share capital of Peerless and its subsidiaries at a total cash consideration of US\$35,940,000 (equivalent to approximately RMB222,541,000). The transaction was made as part of the Group's strategy to expand its development and operation of online card and board games outside PRC, in the US and elsewhere.

The following summarises the consideration paid for Peerless Group and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

### 31. 收購附屬公司

- (a) 於二零一五年六月二十五日，本集團收購Peerless及其附屬公司全部已發行股本，現金代價總額為35,940,000美元(相當於約人民幣222,541,000元)，該交易乃本集團擴大其於美國及其他地方在中國境外線棋牌遊戲開發及營運策略的一部份。

以下概述Peerless集團已付代價以及已收購資產及所承擔負債於收購日期之確認金額：

**Fair value of net identifiable  
assets and liabilities  
acquired**  
已收購可識別資產  
及負債之公允值  
RMB'000  
人民幣千元

Property, plant and equipment	物業、廠房及設備	8,644
Intangible assets	無形資產	147,111
Inventories	存貨	277
Trade and other receivables	貿易及其他應收款項	2,933
Bank balances and cash	銀行結餘及現金	9,167
Trade and other payables	貿易及其他應付款項	(14,696)
Deferred revenue	遞延收益	(9,467)
Other non-current payable (Note 22)	其他非流動應付款項(附註22)	(29,947)
Deferred tax liabilities	遞延稅項負債	(12,961)
Net identifiable assets acquired	已獲得可識別資產淨值	101,061
An indemnification asset (Note 22)	補償資產(附註22)	29,947
Goodwill	商譽	91,533
		222,541
Satisfied by:	支付方式：	
Cash	現金	222,541

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 31. ACQUISITION OF SUBSIDIARIES (Continued)

(a) (Continued)

Goodwill arose in the above business combination as the cost of combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. The goodwill of RMB91,533,000 arising from the acquisition is attributable to the online card and board game business outside PRC, primarily in the US and Gibraltar.

None of the goodwill arising on this acquisition is expected to be deductible for tax purposes. The Group incurred transaction costs of approximately RMB3,387,000 for this acquisition.

An analysis of the cash flows in respect of the acquisition is as follows:

Cash consideration paid	已付現金代價	222,541
Less: Bank balances and cash acquired	減：已取得銀行結餘及現金	(9,167)
Net outflow of cash and cash equivalents included in the cash flows from investing activities	計入投資活動所得現金流之現金及現金等價物之流出淨值	213,374

The revenue and profit included in the consolidated statement of comprehensive income since 25 June 2015 to 31 December 2015 contributed by the Peerless Group was RMB77,723,000 and RMB20,625,000 respectively.

Had the combination taken place on 1 January 2015, the revenue and profit of the Group for the year ended 31 December 2015 would have been RMB830,216,000 and RMB142,048,000 respectively. These pro forma information are for illustrative purposes only and are not necessarily an indication of revenue and result of operation of the Group that actually would have been achieved had the acquisition been completed on 1 January 2015, nor are they intended to be a projection of future results.

#### 31. 收購附屬公司(續)

(a) (續)

上述業務合併產生之商譽為合併成本，包括控制溢價。此外，就合併已有效支付之代價包括有關預期協同效應、收入增加、期貨市場發展及配套員工利益相關之金額。該等利益並無與商譽分別確認，乃由於其並未達到可識別無形資產確認標準。預計該交易產生之商譽不可用作扣除稅項用途。收購產生之商譽人民幣91,533,000元乃由於在中國境外(主要為美國及直布羅陀)在線棋牌遊戲業務。

預計該交易產生之商譽不可用作扣除稅項用途。本集團就該收購事項產生之交易成本約為人民幣3,387,000元。

有關收購事項現金流之分析如下：

2015  
二零一五年  
RMB'000  
人民幣千元

自二零一五年六月二十五日至二零一五年十二月三十一日，Peerless集團所作之計入綜合全面收益表之收益及溢利分別為人民幣77,723,000元及人民幣20,625,000元。

倘合併於二零一五年一月一日作實，本集團於截至二零一五年十二月三十一日止年度之收益及溢利分別為人民幣830,216,000元及人民幣142,048,000元。備考資料僅供說明，不能作為倘收購於二零一五年一月一日完成本集團實際取得收益及溢利之指示，亦不擬作為未來業績之預測。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 31. ACQUISITION OF SUBSIDIARIES (Continued)

- (b) During the year ended 31 December 2015, in addition to the above acquisition of subsidiaries, the Group has also acquired 100% equity interests in Guangzhou Zhongge Information Technology Co., Ltd. (廣州中戈資訊科技有限公司) and Feilaer Fashion (Beijing) Technology Co., Ltd. (費拉爾時尚(北京)科技有限公司) for an aggregate consideration of RMB431,000. These transactions were made as part of the Group's strategy to expand its development and operation of online card and board games in the PRC.

The following summarises the consideration paid for these companies and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

#### 31. 收購附屬公司(續)

- (b) 截至二零一五年十二月三十一日止年度，除上述收購附屬公司外，本集團亦收購廣州中戈資訊科技有限公司及費拉爾時尚(北京)科技有限公司100%股權，合共代價為人民幣431,000元。該等交易為本集團擴張其於中國開發及經營在線棋牌遊戲之策略之部分。

以下概述於收購日期就該等公司已付代價以及已收購資產及所承擔負債之確認金額：

**Fair value of net identifiable  
assets and liabilities acquired**  
已收購可識別資產及  
負債之公允值  
RMB'000  
人民幣千元

Net identifiable assets acquired:	已收購可識別資產：	
Trade and other receivables	貿易及其他應收款項	231
Goodwill	商譽	200
		431
Satisfied by:	支付方式：	
Cash	現金	431

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

#### 31. ACQUISITION OF SUBSIDIARIES (Continued)

(b) (Continued)

The directors assessed that the differences between fair values and carrying amounts of the trade and other receivables are insignificant. Goodwill arose in the above business combinations as the cost of combination included a control premium. In addition, the consideration paid for the combinations effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. The goodwill of RMB200,000 arising from the acquisitions are attributable to the online card and board game business in the PRC. None of the goodwill arising on this acquisition is expected to be deductible for tax purposes.

The business acquired did not make any significant contribution to the revenue or profit of the Group for the period between the acquisition date/beginning period date and 31 December 2015.

(c) In November 2016, the Group acquired the entire share capital of Champion Light Holding Limited ("Champion Light") from an independent third party. The only identifiable asset of Champion Light is an intangible asset, which represents game players list. The transactions did not constitute a business combinations as defined in IFRS3 "Business Combinations" and therefore, the acquisition was accounted for as asset acquisition. The consideration for the acquisition consisted of an initial consideration of RMB28,468,000 and contingent consideration of RMB19,579,000, which settlement will be based on the post-acquisition performance of the intangible assets. The directors with assistance of a professional valuer, have determined the fair value of the contingent consideration amounting to RMB18,889,000 at the date of the acquisition. Accordingly, the aggregate amount of RMB47,357,000 was recorded as the initial cost of the intangible asset as "Customers relationship" (Note 12). As at 31 December 2016, the fair value change of the contingent consideration is considered to be immaterial to the financial statements.

#### 31. 收購附屬公司(續)

(b) (續)

董事估計貿易及其他應收款項之公允值及賬面值之差異並不重大。上述業務合併產生之商譽為合併成本，包括控制溢價。此外，就合併已有效支付之代價包括有關預期協同效應、收入增加、期貨市場發展及配套員工利益相關之金額。該等利益並無與商譽分別確認，乃由於其並未達到可識別無形資產確認標準。收購產生之商譽人民幣200,000元，乃由於中國從事在線棋牌遊戲業務產生。預計該交易產生之商譽不可用作扣除稅項用途。

自收購日期／開始日期至二零一五年十二月三十一日期間，所收購業務並無對本集團之收益或溢利作出任何重大貢獻。

(c) 於二零一六年十一月，本集團向一名獨立第三方收購Champion Light Holding Limited (「Champion Light」) 的全部股本。Champion Light的惟一可識別資產為無形資產(即遊戲玩家名單)。交易並不構成國際財務報告準則界定之業務合併(「業務合併」)，因此，收購入賬列作資產收購。收購代價包括初步代價人民幣28,468,000元及或然代價人民幣19,579,000元，代價將根據無形資產表現結算。董事基於專業估值師的協助釐定收購日期的或然代價公允值為人民幣18,889,000元。因此，根據「客戶關係」，錄得總額人民幣47,357,000元作為無形資產的初始成本(附註12)。於二零一六年十二月三十一日，或然代價的公允值變動被視為對財務報表並不重大。



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 32. DISPOSAL OF SUBSIDIARIES

#### (a) Disposal of subsidiaries with loss of control

In April 2016, the Group disposed of 52.0% interest in its wholly-owned subsidiary, Tianjin Zhongqi Weiye Sports Development Co., Ltd. ("Tianjin Zhongqi"), to certain third parties, resulting in a loss of control over Tianjin Zhongqi. Accordingly, the investment in Tianjin Zhongqi was reclassified as interest in an associate (Note 15(b)).

The assets and liabilities of Tianjin Zhongqi were deconsolidated from the Group's consolidated statement of financial position and the interest in Tianjin Zhongqi has been accounted for as an associate using equity method. The fair value of the 48.0% retained interest in Tianjin Zhongqi amounting to RMB1,662,000 at the date on which the control was lost is regarded as the cost on initial recognition of the investment in Tianjin Zhongqi as an associate (Note 15(b)).

### 32. 出售附屬公司

#### (a) 出售附屬公司並導致失去控制權

於二零一六年四月，本集團向若干第三方出售其全資附屬公司天津中棋惟業體育發展有限公司(「天津中棋」)的52.0%權益，因此失去對天津中棋的控制權。故此，於天津中棋的投資獲重新分類為於聯營公司的權益(附註15(b))。

天津中棋的資產及負債不再於本集團的綜合財務狀況表中綜合入賬，而於天津中棋的權益已按權益法入賬列作聯營公司。於失去控制權當日，天津中棋的48.0%保留權益之公允值人民幣1,662,000元被視為初始確認於天津中棋(作為聯營公司)的投資成本(附註15(b))。

RMB'000  
人民幣千元

<b>Fair value of interest retained</b>	保留權益的公允值	1,662
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Analysis of assets and liabilities over which control was lost

失去控制權的資產及負債分析

RMB'000  
人民幣千元

<b>Non-current assets</b>	<b>非流動資產</b>	
Property, plant and equipment	物業、廠房及設備	2,459
Intangible assets	無形資產	2,022
<b>Current assets</b>	<b>流動資產</b>	
Inventories	存貨	208
Trade and other receivables	貿易及其他應收款項	20,718
Bank balances	銀行結餘	465
<b>Current liabilities</b>	<b>流動負債</b>	
Trade and other payables	貿易及其他應付款項	(22,409)
<b>Net assets disposed of</b>	<b>已出售的淨資產</b>	<b>3,463</b>

## Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 32. DISPOSAL OF SUBSIDIARIES (Continued)

#### (a) Disposal of subsidiaries with loss of control (Continued)

		RMB'000 人民幣千元
Consideration receivable	應收代價	5,200
Fair value of retained interests	保留權益的公允值	1,662
Net assets disposed of	已出售的淨資產	(3,463)
<b>Gain on disposal of a subsidiary</b>	<b>出售一家附屬公司所得收益</b>	<b>3,399</b>

Net cash outflow arising on disposal of a subsidiary

出售一家附屬公司產生的現金淨流出

		RMB'000 人民幣千元
Consideration received (note)	已收取代價(附註)	—
Bank balances disposed of	已出售的銀行結餘	(465)
		(465)

Note: The consideration receivable of RMB5,200,000 was included under other receivables.

附註：應收代價人民幣5,200,000元計入其他應收款項。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 32. DISPOSAL OF SUBSIDIARIES (Continued)

#### (a) Disposal of subsidiaries with loss of control (Continued)

In addition to the above disposal of a subsidiary, the Group has also disposed of entire interest in its subsidiary Beijing Lianzhong Zhiyu Technology Co., Ltd. (北京聯眾智娛科技有限公司, "Beijing Lianzhong Zhiyu") to an associate of the Group, Beijing Shuimu Zhiyu, in December 2016.

The following summarises the assets and liabilities over which control was lost at the disposal date and cash outflow arising on disposal of subsidiary:

Analysis of assets and liabilities over which control was lost

### 32. 出售附屬公司(續)

#### (a) 出售附屬公司並導致失去控制權(續)

除上述出售一家附屬公司外，本集團亦於二零一六年十二月向本集團一家聯營公司北京水木智娛出售其附屬公司北京聯眾智娛科技有限公司(「北京聯眾智娛」)之全部權益。

於出售日期失去控制權之資產及負債及出售附屬公司產生的現金淨流出概列如下：

失去控制權的資產及負債分析

		RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>	
Property, plant and equipment	物業、廠房及設備	24
Intangible assets	無形資產	1,992
<b>Current assets</b>	<b>流動資產</b>	
Trade and other receivables	貿易及其他應收款項	78
Bank balances	銀行結餘	84
<b>Current liabilities</b>	<b>流動負債</b>	
Trade and other payables	貿易及其他應付款項	(666)
<b>Net assets disposed of</b>	<b>已出售的淨資產</b>	1,512

		RMB'000 人民幣千元
Consideration receivable	應收代價	3,200
Non-controlling interests	非控股權益	(546)
Net assets disposed of	已出售的淨資產	(1,512)
<b>Gain on disposal of a subsidiary</b>	<b>出售一家附屬公司所得收益</b>	1,142

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 32. DISPOSAL OF SUBSIDIARIES (Continued)

#### (a) Disposal of subsidiaries with loss of control (Continued)

Net cash outflow arising on disposal of subsidiary

		RMB'000 人民幣千元
Consideration received (note)	已收取代價(附註)	—
Bank balances disposed of	已出售的銀行結餘	(84)
		(84)

Note: The consideration receivable of RMB3,200,000 was offset against the investment cost payable to Beijing Shuimu Zhiyu (Note 15(d)).

### 32. 出售附屬公司(續)

#### (a) 出售附屬公司並導致失去控制權(續)

出售附屬公司產生的現金淨流出

附註：應收代價人民幣3,200,000元全數抵銷應付北京水木智娛之投資成本(附註15(d))。

#### (b) Disposal of a subsidiary without loss of control

During the year ended 31 December 2016, the Group disposed of 21.5% shareholding in Allied Esports to a substantial shareholder of the Company and certain third parties without losing control over the subsidiary. As a result of the disposal, the Group's interest in Allied Esports was reduced to 48.5%. The difference of RMB7,617,000 between the consideration received of RMB12,900,000 and the amount of non-controlling interest adjusted of RMB5,283,000 was directly recognised in other reserve.

#### (b) 出售附屬公司(未喪失控制權)

截至二零一六年十二月三十一日止年度,本集團向本公司主要股東及若干第三方出售於聯盟電競的21.5%股權,而未有失去對附屬公司的控制權。由於該出售,本集團於聯盟電競的權益減少至48.5%。已收代價人民幣12,900,000元及經調整非控股權益金額人民幣5,283,000元之差額人民幣7,617,000元直接於其他儲備中確認。

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including foreign currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group and approved by the Board.

There has been no change to the types of the Group's exposure in respect of financial instruments or the manner in which it manages and measures the risks.

### 33. 財務風險管理及公允值計量

本集團於日常業務過程及投資活動中使用金融工具而承擔財務風險。財務風險包括市場風險(包括外匯風險、利率風險及價格風險)、信貸風險及流動資金風險。本集團的整體風險管理策略旨在將對本集團財務表現的潛在不利影響降至最低。風險管理乃由本集團高級管理層執行並經董事會批准。

本集團就財務工具承擔的風險類別或其管理與計量有關風險的方式並無任何改變。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### (a) Categories of financial assets and liabilities

The carrying amounts presented in the consolidated statement of financial position relate to the following categories of financial assets and financial liabilities.

### 33. 財務風險管理及公允值計量(續)

#### (a) 金融資產與負債分類

綜合財務狀況表所列賬面金額與下列金融資產與金融負債分類有關。

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
<b>Financial assets</b>	<b>金融資產</b>		
Loans and receivables	貸款及應收款項		
Loans to third parties	借予第三方之貸款	52,576	42,990
Other non-current receivable	其他非流動應收款項	39,044	33,136
Trade and other receivables	貿易及其他應收款項	261,823	209,133
Bank balances and cash	銀行結餘及現金	283,598	348,669
Available-for-sale financial assets	可供出售金融資產	180,759	83,453
		<b>817,800</b>	<b>717,381</b>
<b>Financial liabilities</b>	<b>金融負債</b>		
Financial liabilities at amortised cost	按攤銷成本列賬的金融負債		
Trade and other payables	貿易及其他應付款項	93,521	70,245
Other non-current payable	其他非流動應付款項	39,044	33,136
		<b>132,565</b>	<b>103,381</b>

#### (b) Foreign currency risk

The Group's subsidiaries mainly operate in the PRC and in US and majority of the transactions are settled in RMB or USD, being the functional currency of the group entities to which the transactions relate. Foreign currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the entity's functional currency. As at 31 December 2016 and 2015, the Group did not have significant foreign currency risk from its operations.

The Group does not hedge its foreign currency risk. However, management monitors the foreign currency exposure and will consider hedging significant foreign currency exposure should the need arise.

#### (b) 外匯風險

本集團之附屬公司主要於中國及美國經營，且其大部分交易以人民幣或美元結算，人民幣及美元為交易有關之集團實體的功能貨幣。外匯風險來自以並非為實體功能貨幣的貨幣計值的未來商業交易及經確認資產及負債。於二零一六年及二零一五年十二月三十一日，本集團業務並無重大外匯風險。

本集團並未對沖其外匯風險。然而，管理層嚴密監控相關外幣風險，並於有需要時考慮對沖重大的外幣風險。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### (c) Interest rate risk

Other than the interest-bearing bank deposits, the Group has no other significant interest-bearing assets bearing variable rates. The directors of the Company do not anticipate there is any significant impact to these interest-bearing assets resulted from the changes in interest rates, because the interest rates of bank balances are not expected to change significantly.

#### (d) Price risk

The Group is exposed to price risk in relation to the Group's investment in unlisted trust funds which are carried at fair value. The sensitivity analysis is determined based on the exposure to price risk of the unlisted trust funds held by the Group at the end of each reporting date. If the fair value of the respective instrument held by the Group had been 5% higher/lower, the profit for the year would have been increased/decreased by RMB3,500,000 (2015: RMB1,000,000) respectively, and no change in post-tax profit would have been expected for the year.

The Group is not exposed to price risk for the Group's equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of reporting date subsequent to initial recognition.

#### (e) Credit risk

The Group is exposed to credit risk in relation to its cash and deposits, trade and other receivables and loans to third parties.

The carrying amounts of each class of the financial assets as summarised in Note 33(a) above represent the Group's maximum exposure to credit risk in relation to financial assets. To manage this risk arising from cash and deposits, the Group only transacts with state-owned financial institutions and reputable commercial banks which are all high-credit-quality financial institutions in the PRC, Hong Kong and US. There has been no recent history of default in relation to these financial institutions.

### 33. 財務風險管理及公允值計量(續)

#### (c) 利率風險

除計息銀行存款外，本集團並無其他重大計息資產。本公司董事預期利率變動不會對計息資產構成任何重大影響，原因是預期銀行結餘的利率將不會發生大幅變動。

#### (d) 價格風險

本集團承擔其以公允值計值的非上市信託基金投資的價格風險。敏感度分析乃按本集團所持非上市信託基金於各報告日期承受的價格風險而釐定。倘本集團所持相關工具的公允值增加/減少5%，則年內溢利於年內將增加/減少人民幣3,500,000元(二零一五年：人民幣1,000,000元)，對除稅後利潤不會造成影響。

本集團並未就本集團股本投資承擔價格風險，此乃由於其並無於活躍市場之價格，且其公允值不能可靠地計量。股本投資於初始確認後，以報告日期的成本減任何已識別減值虧損而計量。

#### (e) 信貸風險

本集團的信貸風險主要關於其現金及存款，以及貿易及其他應收款項借予第三方之貸款。

上述附註33(a)所概述各類金融資產的賬面值為本集團有關金融資產所承擔的最大信貸風險。為管理來自現金及存款的風險，本集團僅與國有金融機構及聲譽良好的商業銀行(均為中國、香港及美國的高信貸質素金融機構)進行交易。該等金融機構並無近期違規記錄。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### (e) Credit risk (Continued)

Trade receivables at the end of the year were due from distribution channels and payment vendors in cooperation with the Group. If the strategic relationship with the distribution channels and payment vendors is terminated or scaled-back; or if the distribution channels and payment vendors alter the co-operative arrangements; or if they experience financial difficulties in paying the Group, the Group's trade receivables might be adversely affected in terms of recoverability.

To manage this risk, the Group maintains frequent communications with the distribution channels and payment vendors to ensure the effective credit control. In view of the history of cooperation with the distribution channels and payment vendors and the sound collection history of receivables due from them, the directors of the Company believe that the credit risk inherent in the Group's outstanding trade receivable balances due from the distribution channels and payment vendors is low.

For other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience. The directors of the Company believe that there is no material credit risk inherent in the Group's outstanding balance of other receivables.

For the loans to third parties, management makes periodic individual assessment on the recoverability of the amounts and follow up on an ongoing basis. The loans were secured by unlisted equity interest in a company incorporated in the PRC that have a sound credit rating. The directors of the Company believe that there is no material credit risk inherent in the Group's outstanding balance of the loans to third parties.

### 33. 財務風險管理及公允值計量(續)

#### (e) 信貸風險(續)

於年末的貿易應收款項均來自與本集團合作的分銷渠道及支付供應商。倘與分銷渠道及支付供應商的戰略關係終止或規模削減；或倘分銷渠道及支付供應商更改合作安排；或倘彼等於向本集團付款時面臨財務困難，則本集團貿易應收款項的可收回性可能受到不利影響。

為管理有關風險，本集團與分銷渠道及支付供應商保持緊密聯繫，以確保有效的信貸控制。鑒於與分銷渠道及支付供應商的過往合作以及彼等的付款記錄良好，本公司董事相信，本集團應收分銷渠道及支付供應商的所欠貿易應收款項結餘的信貸風險較低。

就其他應收款項而言，管理層根據歷史結算記錄及過往經驗就其他應收款項的可收回性定期作出共同評估及個別評估。本公司董事認為，本集團尚未收回的其他應收款項結餘並無重大信貸風險。

就借予第三方之貸款而言，管理層在可回收金額及在持續跟進基礎上進行週期性單獨評估。該等貸款由在中國註冊成立的公司之非上市權益擔保。本公司董事認為，本集團借予第三方之尚未償還之貸款結餘並無重大信貸風險。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### (f) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents. Due to the dynamic nature of the underlying business, the Group aims to maintain flexibility in funding by maintaining adequate cash and cash equivalents.

Analysed below is the Group's remaining contractual maturities for its financial liabilities as at 31 December 2016. When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay.

The contractual maturity analysis below is based on the undiscounted cash flows of the financial liabilities.

### 33. 財務風險管理及公允值計量(續)

#### (f) 流動資金風險

穩健的流動資金風險管理旨在維持充裕現金及現金等價物。由於有關業務的動態性質，本集團通過維持足夠現金及現金等價物以維持資金的靈活性。

二零一六年十二月三十一日的金融負債餘下合約到期日之分析如下。當債權人可選擇債務結算的時間，該債務按本集團可被要求付款之最早日期列賬。當債務是以分期方式結算，每期被分配至本集團承諾支付之最早時期。

根據金融負債之未貼現現金流量的合約到期分析如下：

		Within 1 year or on demand 一年內或 按要求 RMB'000 人民幣千元	Over 1 year but within 5 years 一年至 五年內 RMB'000 人民幣千元	Total contractual undiscounted amount 合約未貼現金 額總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
<b>At 31 December 2016</b>	<b>於二零一六年 十二月三十一日</b>				
Trade and other payables	貿易及其他應付款項	93,521	—	93,521	93,521
Other non-current payable	其他非流動應付款項	26,364	16,084	42,448	39,044
<b>At 31 December 2015</b>	<b>於二零一五年 十二月三十一日</b>				
Trade and other payables	貿易及其他應付款項	70,245	—	70,245	70,245
Other non-current payable	其他非流動應付款項	3,574	36,160	39,734	33,136



## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### (g) Fair value measurements

The following table presents financial assets and liabilities measured at fair value in the consolidated statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

### 33. 財務風險管理及公允值計量(續)

#### (g) 公允值計量

下表根據公允值層級列示綜合財務狀況表中按公允值計量的金融資產及負債。該層級根據用於計量該等金融資產及負債之公允值內重大輸入值的相對可靠性將金融資產及負債分為三個級別。公允值層級如下：

第一層級：同類資產及負債於活躍市場的報價(未經調整)；

第二層級：除第一級計入的報價外，自資產或負債可直接(即價格)或間接(自價格衍生)觀察的輸入數據；及

第三層級：並非基於可觀察市場數據(即不可觀察輸入數據)的資產或負債的輸入數據。

根據對公允值計量有重大影響的輸入值的最低層級按公允值層級將金融資產或金融負債全面加以分類。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### (g) Fair value measurements (Continued)

The financial assets and liabilities measured at fair value in the consolidated statement of financial position are grouped into the fair value hierarchy as follows:

2016

	Note	Level 2 第二層級 RMB'000 人民幣千元	Level 3 第三層級 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
<b>Assets</b>				
Available-for-sale financial assets				
Unlisted trust funds	(a)	70,000	—	70,000
<b>Liabilities</b>				
Trade and other payables				
Contingent consideration payable	(b)	—	(18,889)	(18,889)
Net fair values		70,000	(18,889)	51,111

2015

	Note	Level 2 第二層級 RMB'000 人民幣千元	Level 3 第三層級 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
<b>Assets</b>				
Available-for-sale financial assets				
Unlisted trust funds	(a)	20,000	—	20,000

During the year ended 31 December 2016, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2015: nil).

於截至二零一六年十二月三十一日止年度，第一層級與第二層級之間並無轉撥，亦無轉撥至第三層級(二零一五年：無)。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 33. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### (g) Fair value measurements (Continued)

Notes:

##### (a) Unlisted trust funds

The fair value of unlisted trust funds is determined by reference to the net asset value of the underlying investment in the equity fund.

##### (b) Contingent consideration payable

The information about the fair value of contingent consideration payable categorised under Level 3 fair value hierarchy are described below:

	Valuation technique 估值方法	Unobservable input 不可觀察數據	Range 範圍
Contingent consideration payable 應付或然代價	Discounted cash flow 折算現金流量	Probability of meeting target 目標概率	100%

The fair value of contingent consideration payable (Note 21) is estimated using present value technique. The fair value of RMB18,889,000 is estimated by the probability weighting the estimated future cash flows of the earn-out arrangement and discounting at 4.9%.

##### (a) 非上市信託基金

非上市信託基金的公允值乃經參考於股權基金相關投資的資產淨值而釐定。

##### (b) 應付款項或然代價

有關公允值第三層級項下之應付款項或然代價公允值之資料如下：

應付或然代價之公允值(附註21)使用現時估值方法估計。人民幣18,889,000元之公允值通過結果安排之估計未來現金流量之加權可能性按4.9%之貼現率作出估算。

### 34. CAPITAL MANAGEMENT

The objectives of the Group when managing capital are to safeguard the ability of the Group in continuing as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to enhance shareholders' value in the long term.

The Group monitors capital by regularly reviewing the capital structure. As part of this review, the directors of the Company consider the cost of capital and the risks associated with the issued share capital. The Group may adjust the amount of dividends paid to shareholders, issue new shares, repurchase the Company's shares or sell assets to reduce debts.

### 34. 資本管理

本集團的資本管理目標為保障本集團的持續經營能力，藉以回報股東及為其他權益持有人提供利益，並維持最佳資本結構以提升股東長遠價值。

本集團通過定期檢討資本架構以監察資本。作為該檢討的一部分，本公司董事考慮資金成本及有關已發行股本的風險。本集團可調整向股東派付的股息金額、發行新股份、購回本公司股份或出售資產來減少債務。

## Notes to the Consolidated Financial Statements (Continued)

### 綜合財務報表附註(續)

For the year ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 35. SUBSEQUENT EVENTS

The following significant events took place subsequent to 31 December 2016:

(i) Subsequent to the year ended 31 December 2016, Beijing Lianzhong entered into a series contractual arrangements with Beijing Guangyao Hudong Technology Development Co., Ltd. ("Beijing Guangyao") and its sole shareholder to enable Beijing Lianzhong to exercise control over Beijing Guangyao. In addition, Beijing Lianzhong entered into a series of assets transfer agreements with Beijing Guangyao to transfer certain assets relating to the Beijing Lianzhong's eSports Business to Beijing Guangyao. Beijing Guangyao will be accounted for as a wholly-owned subsidiary of the Group and consolidated to the Group's consolidated financial statements. Details of the reorganisation have been disclosed in the Company's announcement dated 9 February 2017.

(ii) On 10 March 2017, Beijing Lianzhong, Changxing Huixin Jiachuang, the subsidiary of a substantial shareholder of the Company and other third parties (collectively the "Parties") have entered into an limited partnership agreement, pursuant to which the Parties agreed to be limited partners of Tongxiang Juli Fengyuan Equity Investment Fund Management Partnership (LLP) ("Tongxiang Juli Fengyuan"). Beijing Lianzhong has agreed to invest RMB20,000,000 to Tongxiang Juli Fengyuan. Details of the investment have been disclosed in the Company's announcement dated 10 March 2017.

(iii) On 24 March 2017, the Group, as the tenant, entered into a 5-year lease agreement with Ramparts, Inc., an independent third parties, to lease a premise in US with a minimum annual rent of US\$1,500,000 (equivalent to approximately RMB10,333,000), details of which have been disclosed in the Company's announcement dated 24 March 2017.

### 35. 期後事項

於二零一六年十二月三十一日後發生的重大事件如下：

(i) 於截至二零一六年十二月三十一日止年度後，北京聯眾與北京光曜互動科技發展有限公司(「北京光曜」)及其惟一股東訂立一系列合約安排，以使北京聯眾實施對北京光曜的控制權。此外，北京聯眾與北京光曜訂立一系列資產轉讓協議，向北京光曜轉讓有關北京聯眾電競業務的若干資產。北京光曜將被視為本集團全資附屬公司，並合併至本集團綜合財務報表。重組詳情請見本公司於二零一七年二月九日發佈的公告。

(ii) 於二零一七年三月十日，北京聯眾、長興慧信佳創(本公司主要股東的附屬公司)及其他第三方(合稱「各方」)訂立有限責任合夥協議，依據該協議各方同意成為桐鄉聚力豐遠股權投資基金管理合夥企業(有限合夥)(「桐鄉聚力豐遠」)的有限合夥人。北京聯眾同意向桐鄉聚力豐遠投資人民幣20,000,000元。投資詳情請見本公司於二零一七年三月十日發佈的公告。

(iii) 於二零一七年三月二十四日，作為承租人，本集團與Ramparts Inc.(獨立第三方)簽署訂立期限為5年的租賃協議，在美國承租一個最低年租金為1,500,000美元(等同於約人民幣10,333,000元)的物業。詳情已在本公司二零一七年三月二十四日發佈的公告中披露。

# Definitions

## 釋義

“2014 Share Option Scheme” 「二零一四年購股權計劃」	指	the share option scheme of the Company approved and adopted on 19 November 2014 於二零一四年十一月十九日獲批准及採納之本公司購股權計劃
“Articles of Association” 「組織章程細則」	指	the articles of association of the Company (as amended from time to time) 本公司組織章程細則(經不時修訂)
“Board” 「董事會」	指	the Board of Directors of the Company 本公司的董事會
“China” or “PRC” 「中國」	指	the People’s Republic of China, except where the context requires otherwise, excluding Hong Kong, Macau and Taiwan 中華人民共和國，除非文義另有所指，否則不包括香港、澳門及台灣
“Company”, or “our Company”, or “the Company” 「本公司」	指	Ourgame International Holdings Limited, a company incorporated in the Cayman Islands on 4 December 2013 聯眾國際控股有限公司，一家於二零一三年十二月四日在開曼群島註冊成立的公司
“Concert Party Agreement” 「一致行動方協議」	指	the agreement entered into among Mr. Zhang, Mr. Liu, Mr. Shen, Mr. Li Jianhua, Ms. Long and Beijing Tongshengcheng Investment Management Center (LLP) on 22 February 2014 pursuant to which Mr. Zhang, Mr. Liu, Mr. Shen, and Ms. Long undertook to vote unanimously for any resolution proposed at board and shareholders meetings of our Company and Lianzhong 張先生、劉先生、申先生、李建華先生、龍女士及北京同盛成投資管理中心(有限合夥)於二零一四年二月二十二日訂立的協議，據此，張先生、劉先生、申先生及龍女士承諾一致投票贊成於本公司及聯眾董事會及股東大會上提呈的任何決議案
“Contractual Arrangements” 「合約安排」	指	a series of contractual arrangements entered into on 28 January 2014 by, among others, the WFOE, the PRC Operating Entities and their respective shareholders, details of which are described in the section headed “Contractual Arrangements” in the Prospectus 外商獨資企業、中國經營實體及彼等各自股東於二零一四年一月二十八日訂立的一系列合約安排，詳情載於招股章程「合約安排」一節
“Controlling Shareholders” 「控股股東」	指	has the meaning ascribed to it under the Listing Rules and means Mr. Zhang, Mr. Liu, Mr. Shen and Ms. Long, who exercise and have exercised their control directly or indirectly through their respective wholly owned offshore investment holding companies, namely Elite Vessels Limited, Sonic Force Limited, Blink Milestones Limited, Proper Macrocosm Limited and Golden Liberator Limited 具上市規則所賦予之涵義，指張先生、劉先生、申先生及龍女士透過彼等各自全資海外投資控股公司，即Elite Vessels Limited、Sonic Force Limited、Blink Milestones Limited、Prosper Macrocosm Limited及Golden Liberator Limited直接或間接行使彼等控制權
“Corporate Governance Code” or “Code” 「企業管治守則」或「守則」	指	the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 of the Listing Rules 上市規則附錄14載列的企業管治守則及企業管治報告

## Definitions (Continued)

### 釋義(續)

“Director(s)” [董事]	the director(s) of our Company 指 本公司董事
“Employee Pre-IPO Share Option Scheme” [僱員首次公開發售前購股權計劃]	the pre-IPO share option scheme granted to certain employees of the Group 指 授予本集團若干僱員的首次公開發售前購股權計劃
“Group”, “our Group”, “the Group”, “we”, “us” or “our” [本集團]或[我們]	the Company, its subsidiaries and its PRC Operating Entities from time to time 指 本公司、其附屬公司及其不時中國營運實體
“HK” or “Hong Kong” [香港]	the Hong Kong Special Administrative Region of the PRC 指 中國香港特別行政區
“Hong Kong dollar” or “HK\$” [港元]	Hong Kong dollar, the lawful currency of Hong Kong 指 港元，香港法定貨幣
“IFRS” [國際財務報告準則]	International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board 指 國際會計準則理事會不時頒佈的國際財務報告準則
“IP” [知識產權]	intellectual property 指 知識產權
“Lianzhong” or Beijing Lianzhong [聯眾]或[北京聯眾]	Beijing Lianzhong Co., Ltd., a company incorporated under the laws of the PRC on 23 March 1998 指 北京聯眾互動網絡股份有限公司，一家根據中國法律於一九九八年三月二十三日註冊成立的公司
“Listing Date” [上市日期]	30 June 2014, the date of listing of the Company on the Main Board of the Stock Exchange 指 二零一四年六月三十日，本公司於聯交所主板上市日期
“Listing Rules” [上市規則]	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time) 指 香港聯合交易所有限公司證券上市規則(經不時修訂、補充或以其他方式修改)
“Main Board” [主板]	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange 指 聯交所營運的證券交易所(不包括期權市場)，獨立於聯交所創業板及與其並行運作
“Management Pre-IPO Share Option Scheme” [管理層首次公開發售前購股權計劃]	the pre-IPO share option scheme granted to certain management members of the Group 指 授予本集團若干管理人員的首次公開發售前購股權計劃

## Definitions (Continued)

### 釋義(續)

“Model Code” [標準守則]	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules 指 上市規則附錄10所載的上市發行人董事進行證券交易的標準守則
“Mr. Liu” [劉先生]	Liu Jiang, a non-executive Director and one of the Controlling Shareholders 指 劉江，非執行董事及控股股東之一
“Mr. Shen” [申先生]	Shen Dongri, one of the Controlling Shareholders 指 申東日，控股股東之一
“Mr. Zhang” [張先生]	Zhang Rongming, a non-executive Director and one of the Controlling Shareholders 指 張榮明，非執行董事及控股股東之一
“Ms. Long” [龍女士]	Long Qi, one of the Controlling Shareholders 指 龍奇，控股股東之一
“Prospectus” [招股章程]	the prospectus of the Company dated 18 June 2014 指 本公司日期為二零一四年六月十八日之招股章程
“Qualification Requirement” [資格要求]	the requirement that a foreign investor who invests in a valued-added communications business in the PRC must demonstrate a good track record period and prior experience in providing value-added telecommunications outside the PRC prior to acquiring an equity interests in any value-added telecommunications services business in the PRC 指 投資中國增值通訊業務海外投資者於收購任何中國增值電信服務業務權益前須具備良好往績記錄及於提供海外增值電信具有豐富經驗之要求
“PRC Operating Entity and its subsidiaries” or “PRC Operating Entities” [中國經營實體及其附屬公司]或[中國經營實體]	Lianzhong and its subsidiaries, i.e. Shanghai Yaozhong Culture Broadcast Co. Ltd., Shanghai Lianzhong Garden Computer Technology Co., Ltd., Lianzhong International Company Limited and Nanjing Shouyou Interactive Network Co., Ltd., the financial results of which have been consolidated and accounted for as a subsidiary of our Company by virtue of the Contractual Arrangements 指 聯眾及其附屬公司，即上海姚眾互動文化傳播有限責任公司、上海聯眾家園電腦技術有限責任公司、聯眾國際有限公司及南京首遊互動網絡有限公司，其財務業績已根據合約安排作為本公司附屬公司綜合入賬
“RMB” or “Renminbi” [人民幣]	Renminbi, the lawful currency of China 指 人民幣，中國的法定貨幣
“SFO” [證券及期貨條例]	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 指 香港法例第571章證券及期貨條例
“Shareholder(s)” [股東]	holder(s) of the Share(s) 指 股份持有人
“Shares” [股份]	ordinary share(s) in the share capital of the Company with a par value of US\$0.00005 each 指 本公司股本中每股面值為0.00005美元的普通股

## Definitions (Continued)

### 釋義(續)

“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 指 香港聯合交易所有限公司
“US\$” or “USD” 「美元」	United States dollar, the lawful currency of the United States 指 美元，美國法定貨幣
“United States” or “US” 「美國」	the United States of America, its territories, its possessions and all areas subject to its jurisdiction 指 美利堅合眾國、其領土、屬地及受其司法管轄權管轄的地區



## Glossary

### 詞彙

“ARPPU”

「付費用戶月均收入」

monthly average revenue per paying user, calculated by dividing the average monthly revenue during a certain period by the MPUs during the same period  
指 付費用戶月均收入，按特定期間的平均每月收益除以同期每月付費用戶計算

“MAUs”

「每月活躍用戶」

monthly active users, which is the number of players, as identified by unique account IDs, who entered and played a particular game at least once in the relevant calendar month; repeat entries by the same player account in the same month are counted once only; a player who entered and played two different games in the same month is counted as one MAU for each game  
指 每月活躍用戶，即擁有獨立賬號的玩家數目，其於相關曆月至少一次登陸並參與一款特定遊戲；同一玩家賬號於同一月份重複登陸乃僅計為一次；一名玩家於同月登陸並參與兩款不同遊戲則計為各款遊戲的一名每月活躍用戶

“MPUs”

「每月付費用戶」

monthly paying users, which is the number of paying players in the relevant calendar month  
指 每月付費用戶，於有關曆月的付費玩家數目

“PC”

「PC」

personal computer  
指 個人電腦



# 聯眾國際控股有限公司

OURGAME INTERNATIONAL HOLDINGS LIMITED

## 總部 Headquarter

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Guangshun North Street, Chaoyang District, Beijing, PRC

## 公司網站 Company Website

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[www.lianzhong.com](http://www.lianzhong.com) / [www.ourgame.com](http://www.ourgame.com)