



NNK Group Limited

年年卡集團有限公司

Incorporated in the Cayman Islands with limited liability
於開曼群島註冊成立的有限公司
Stock Code 股份代號：3773

ANNUAL | 年報
REPORT | 2016

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Corporate Informations

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. HUANG Junmou (*Chairman*)

Mr. YANG Hua (*Chief Executive Officer*)

Non-executive Directors

Mr. LI Xiangcheng

Mr. XU Xinhua

Mr. YU Zida

Independent Non-executive Directors

Mr. LIN Zhangxi

Mr. QIAN Haomin

Ms. ZHAO Jinlin

JOINT COMPANY SECRETARIES

Ms. OUYANG Jiejiao

Ms. WONG Wai Ling

AUTHORIZED REPRESENTATIVES

Mr. HUANG Junmou

Ms. WONG Wai Ling

AUDIT COMMITTEE

Ms. ZHAO Jinlin (*Chairlady*)

Mr. QIAN Haomin

Mr. LIN Zhangxi

REMUNERATION COMMITTEE

Mr. LIN Zhangxi (*Chairman*)

Mr. HUANG Junmou

Ms. ZHAO Jinlin

董事會

執行董事

黃俊謀先生(*主席*)

楊華先生(*首席執行官*)

非執行董事

李享成先生

許新華先生

喻子達先生

獨立非執行董事

林漳希先生

錢昊旻先生

趙晉琳女士

聯席公司秘書

歐陽戒驕女士

黃慧玲女士

授權代表

黃俊謀先生

黃慧玲女士

審核委員會

趙晉琳女士(*主席*)

錢昊旻先生

林漳希先生

薪酬委員會

林漳希先生(*主席*)

黃俊謀先生

趙晉琳女士

NOMINATION COMMITTEE

Mr. HUANG Junmou (*Chairman*)

Ms. ZHAO Jinlin

Mr. QIAN Haomin

REGISTERED OFFICE IN THE CAYMAN ISLANDS

PO Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

6/F, 3 Building A Area

Internet Industry Base

Xixiang, Baoyuan Road

Baoan District, Shenzhen, PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

18/F, Tesbury Centre

28 Queen's Road East

Wanchai, Hong Kong

PRINCIPAL SHARE REGISTRAR

Maples Fund Services (Cayman) Limited

PO Box 1093, Boundary Hall

Cricket Square

Grand Cayman, KY1-1102

Cayman Islands

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited

Shops 1712-1716

17th Floor Hopewell Centre

183 Queen's Road East

Wanchai

Hong Kong

提名委員會

黃俊謀先生(主席)

趙晉琳女士

錢昊旻先生

開曼群島註冊辦事處

PO Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

總部及中國主要營業地點

中國深圳市寶安區

西鄉寶源路

互聯網產業基地

A區3棟6層

香港主要營業地點

香港灣仔

皇后大道東28號

金鐘匯中心18樓

主要股份過戶登記處

Maples Fund Services (Cayman) Limited

PO Box 1093, Boundary Hall

Cricket Square

Grand Cayman, KY1-1102

Cayman Islands

香港證券登記處

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

Corporate Informations

公司資料

LEGAL ADVISORS

As to Hong Kong law:

Sidley Austin
Level 39, Two International Finance Centre
8 Finance Street
Central
Hong Kong

As to Cayman Islands law:

Maples and Calder
53rd Floor, The Center
99 Queen's Road Central
Hong Kong

COMPLIANCE ADVISER

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

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants
35/F, One Pacific Place
88 Queensway
Hong Kong

法律顧問

香港法律：

盛德國際律師事務所
香港
中環
金融街8號
國際金融中心二期39樓

開曼群島法律：

邁普達律師事務所
香港
皇后大道中99號
中環中心53樓

合規顧問

力高企業融資有限公司
香港
皇后大道中29號
華人行16樓1601室

核數師

德勤•關黃陳方會計師行
執業會計師
香港
金鐘道88號
太古廣場一座35樓

PRINCIPAL BANKERS

Shenzhen Tairan Sub-branch,
China Construction Bank Co., Limited
1st Floor, No.304 Building, Third Area
Che Gongmiao Tairan Industrial Area
Futian District, Shenzhen, PRC

Shenzhen Dongmen Sub-branch,
Industrial and Commercial Bank of China Co., Limited
1-2 Floor, Jinxiu Building
No. 1010 Wenjin Middle Road
Luohu District, Shenzhen, PRC

Shenzhen Gaoxinyuan Sub-branch,
China Everbright Bank Co., Limited
No.1088 Shennan Avenue
Nanshan District, Shenzhen, PRC

STOCK CODE

3773

COMPANY'S WEBSITE

www.nnk.com.hk

主要往來銀行

中國建設銀行股份有限公司深圳市泰然支行
中國深圳市福田区
車公廟泰然工業區
第三小區 304 棟首層

中國工商銀行股份有限公司深圳市東門支行
中國深圳市羅湖區
文錦中路 1010 號
錦繡大廈一至二層

中國光大銀行股份有限公司深圳市高新園支行
中國深圳市南山區
深南大道 1088 號

股份代號

3773

公司網站

www.nnk.com.hk

Five-Year Financial Summary

五年財務摘要

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收入表

		Year ended 31 December 截至十二月三十一日止年度				
		2016	2015	2014	2013	2012
		二零一六年	二零一五年	二零一四年	二零一三年	二零一二年
		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	162,564	231,370	223,553	136,711	87,408
Cost of revenue	收入成本	(77,850)	(110,867)	(105,901)	(63,957)	(36,925)
Gross Profit	毛利	82,143	115,736	112,509	70,153	48,720
Listing expense	上市開支	—	(24,240)	(7,287)	—	—
Profit before tax	除稅前溢利	34,650	38,527	59,444	34,212	25,587
Income tax expense	所得稅開支	(1,105)	(11,724)	(4,941)	(3,973)	(1,026)
Profit (Loss) for the year attributable to	以下人士應佔年內溢利(虧損)：					
– owners of the Company	– 本公司擁有人	33,545	26,803	54,520	30,257	24,565
– non-controlling interests	– 非控股權益	—	—	(17)	(18)	(4)
Loss for the year from discontinued operation attributable to owners of the Company	本公司擁有人應佔已終止經營業務年內虧損	—	—	(26,065)	(10,381)	(3,319)
Profit and total comprehensive income	溢利及年內全面收益總額	33,545	26,803	28,438	19,858	21,242
Earnings per share - basic from continuing operation (RMB)	持續經營業務的每股基本盈利(人民幣元)	0.08	0.09	0.18	0.10	0.08

CONDENSED CONSOLIDATED ASSETS AND LIABILITIES

簡明綜合資產及負債

		As at 31 December 於十二月三十一日				
		2016	2015	2014	2013	2012
		二零一六年	二零一五年	二零一四年	二零一三年	二零一二年
		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
Total assets	總資產	413,458	602,799	409,223	375,283	204,459
Total liabilities	總負債	180,209	478,005	311,232	301,184	150,315
Total equity	總權益	233,249	124,794	97,991	74,099	54,144

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors"), I am pleased to present the annual report of NNK Group Limited (the "Company") together with its subsidiaries (collectively, the "Group") for the year ended 31 December 2016 since our successful listing on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 7 January 2016 (the "Listing Date").

BUSINESS REVIEW

The Group was principally engaged in providing mobile top-up services to mobile users through electronic banking systems of PRC banks, offline channels including convenience stores, mobile phone stores and other third party retailer chains, and other channels including third-party online platforms, its own websites and Wechat public account.

During the year ended 31 December 2016, due to the intensified competition in mobile top-up service industry, the Group experienced both declines in mobile top-up requests through electronic banking systems and offline channels, and average discount rate received from the PRC telecommunication operators and their distributors. The number of mobile top-up requests processed by 007ka top-up platform was approximately 178.4 million in 2016, representing a decrease of approximately 18.8% as compared with approximately 219.7 million in 2015. The gross transaction value with mobile users decreased by approximately 16.8% from approximately RMB18,446.2 million in 2015 to approximately RMB15,348.7 million in 2016. These translated into approximately 29.7% decline in the Group's revenue of approximately RMB162.6 million in 2016 when compared with approximately RMB231.4 million recorded in 2015.

各位股東：

本人欣然代表董事(「董事」)會(「董事會」)呈列自年年卡集團有限公司(「本公司」)連同其附屬公司統稱「本集團」於二零一六年一月七日(「上市日期」)在香港聯合交易所有限公司(「聯交所」)主板成功上市以來本公司截至二零一六年十二月三十一日止年度的年報。

業務概覽

本集團主要從事通過國內銀行的電子銀行系統、線下渠道(包括便利店、手機店及其他第三方連鎖零售商)以及其他渠道(包括第三方線上平台、其自有網站及微信公眾號)向手機用戶提供手機話費充值服務。

於截至二零一六年十二月三十一日止年度內，由於手機話費充值服務行業的競爭加劇，本集團通過電子銀行系統及線下渠道收到的手機話費充值要求以及獲中國電信運營商及其分銷商提供的平均折扣率同時下降。於二零一六年，由007ka話費充值平台所處理的手機話費充值要求數目約178.4百萬宗，較二零一五年約219.7百萬宗減少約18.8%。與手機用戶的交易總值由二零一五年約人民幣18,446.2百萬元減少約16.8%至二零一六年約人民幣15,348.7百萬元。這導致本集團二零一六年錄得收益約人民幣162.6百萬元，較二零一五年錄得約人民幣231.4百萬元減少約29.7%。

Chairman's Statement 主席報告

In the face of such headwinds, the management has laid out detailed strategic plan to regain growth momentum. The Group made the expansion of its user base and the maintaining of its leading position in mobile top-up service industry in the PRC a priority. During the year ended 31 December 2016, the Group continued to expand the network of banks and offline channel partners. As at 31 December 2016, the Group had cooperative relationships with 55 PRC banks, including five largest state-owned commercial banks and 10 of the 12 nation-wide joint stock commercial banks, as compared with 46 PRC banks as at 31 December 2015. The Group also collaborated with approximately 49,700 offline channel partners as at 31 December 2016, as compared with approximately 47,400 offline channel partners as at 31 December 2015.

Against the backdrop of increasing number of mobile users choosing e-commerce platforms as the preferred top-up channel, the Group actively sought cooperation opportunities with influential internet companies and leading e-commerce platforms in 2016. In the second half of 2016, the Group successfully established cooperative relationship with Baidu, Huawei and JD.com to provide mobile top-up and data usage top-up services. Also, on the back of growing demand of data usage top-up service in the PRC, the Group captured the advantage as an early mover to provide data usage top-up services. The gross transaction value for data usage top-up service through various channels including electronic banking systems of PRC banks, offline channels and other channels increased by approximately 90.3% from approximately RMB7.8 million in 2015 to approximately RMB14.9 million in 2016. The Group believes that these efforts will help to nurture a new revenue growth point for the Group in the future.

面對這些因素，管理層已制定詳盡的策略規劃重拾增長勢頭。本集團將擴大用戶基礎及維持其於國內手機話費充值服務行業的領導地位定為首要目標。於截至二零一六年十二月三十一日止年度內，本集團持續擴充銀行及線下渠道合作夥伴網絡。於二零一六年十二月三十一日，本集團與55家國內銀行(包括五大國有商業銀行及12家全國性股份制商業銀行的其中10家)有合作關係，而於二零一五年十二月三十一日則為46家國內銀行。於二零一六年十二月三十一日，本集團亦與約49,700名線下渠道合作夥伴進行合作，而於二零一五年十二月三十一日則約為47,400名線下渠道合作夥伴。

為應對選擇電子商務平台作為優先充值渠道的手機用戶日增的情況，本集團於二零一六年積極尋求與具影響力的互聯網公司及領先電子商務平台合作的機會。二零一六年度下半年，本集團成功與百度、華為及JD.com建立合作關係，提供手機話費充值及數據流量充值服務。而且，隨著中國國內對數據流量充值服務的需求日增，本集團憑藉其先發優勢提供數據流量充值服務，其透過多種渠道(包括國內銀行的電子銀行系統、線下渠道及其他渠道)提供數據流量充值服務所得交易總值，由二零一五年約人民幣7.8百萬元增加約90.3%至二零一六年約人民幣14.9百萬元。本集團相信該等行動有助於為本集團日後培育新的業績增長點。

Chairman's Statement

主席報告

Despite the drop in gross profit, there was a decrease in expenses during the year ended 31 December 2016 compared to the previous year, as no listing expenses were incurred, which led to an increase in profit attributable to owners of the Company from approximately RMB26.8 million in 2015 to approximately RMB33.5 million in 2016, representing an increase of approximately 25.2%. Such increase was also attributable to the grant of income tax exemption to one of the Company's subsidiaries, Daily Charge Shenzhen Technology (Shenzhen) Limited ("Daily Charge Shenzhen") for qualified as a software enterprise.

OUTLOOK

To solidify the Group's leading position in the mobile top-up service industry in the PRC, the Group will endeavour to continue expanding its user base by enhancing cooperation with PRC banks and expanding its service offering to maintain the mobile top-up requests through electronic banking systems. The Group will continue deepening the cooperation relationship with existing partners and actively seek further cooperation with internet companies and e-commerce platforms to capture the growth in these top-up channels, especially for data usage top-up services. Furthermore, to seize the opportunities in the development of data usage top-up business, the Group will rely on its extensive market share and specialty to expand domestic and offshore data usage top-up business to broaden its revenue streams.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to our staff and management team for their dedication and contribution in the past year, as well as to our shareholders and business partners for their confidence and support to the Group. In appreciation of the support from our loyal shareholders, the Board is pleased to propose a final dividend of RMB0.024 per share for the year ended 31 December 2016.

Huang Junmou

Chairman

Hong Kong, 22 March 2017

儘管毛利下跌，但由於截至二零一六年十二月三十一日止年度內並無產生上市開支而令開支較上年度有所減少，導致二零一六年本公司擁有人應佔年內溢利由二零一五年約人民幣26.8百萬元增加約25.2%至約人民幣33.5百萬元。有關增加亦受惠於本公司附屬公司天天充科技(深圳)有限公司(「天天充深圳」)獲認可符合「軟件企業」的資格，享有所得稅豁免所致。

展望

為鞏固本集團在國內手機話費充值服務行業的領先地位，本集團將致力透過與國內銀行加強合作關係及擴展集團的服務範圍，維持通過電子銀行系統的手機話費充值要求的數目，不斷擴大用戶基礎。本集團將繼續深化與現時夥伴的合作關係，同時積極物色與互聯網公司及電子商務平台的其他合作機會，以捕捉該等充值渠道(尤其是數據流量充值服務)的增長機遇。此外，為了把握正在發展的數據流量充值業務的機遇，本集團將依靠廣泛的市場佔有率及特殊地位，開拓國內及境外數據流量充值業務，及擴闊收益來源。

致謝

本人謹代表董事會藉此機會向僱員和管理層在過去一年的努力及貢獻，以及股東和業務夥伴對本集團的信任及支持，表示衷心謝意。為感謝我們忠實股東的支持，董事會欣然建議就截至二零一六年十二月三十一日止年度派付末期股息每股股份人民幣0.024元。

黃俊謀

主席

香港，二零一七年三月二十二日

Management Discussion And Analysis

管理層討論及分析

FINANCIAL REVIEW

The following table sets forth the Group's income statement for the year ended 31 December 2016 as compared to the year ended 31 December 2015:

財務回顧

下表列示截至二零一六年十二月三十一日止年度與截至二零一五年十二月三十一日止年度本集團收益表的比較：

		Year ended 31 December		
		截至十二月三十一日止年度		
		2016	2015	Change
		二零一六年	二零一五年	變動
		RMB'000	RMB'000	%
		人民幣千元	人民幣千元	
Revenue	收入	162,564	231,370	-29.7%
Cost of revenue	收入成本	(77,850)	(110,867)	-29.8%
Gross Profit	毛利	82,143	115,736	-29.0%
Other income and expenses	其他收入及開支	11,167	8,426	32.5%
Distribution and selling expenses	分銷及銷售開支	(10,095)	(7,370)	37.0%
Administrative expenses	行政開支	(26,239)	(24,804)	5.8%
Listing expense	上市開支	—	(24,240)	—
Research and development expenses	研發開支	(14,567)	(15,419)	-5.5%
Finance costs	財務成本	(7,759)	(13,802)	-43.8%
Profit before tax	除稅前溢利	34,650	38,527	-10.1%
Income tax expense	所得稅開支	(1,105)	(11,724)	-90.6%
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利	33,545	26,803	25.2%

Revenue

For the year ended 31 December 2016, the Group recorded a revenue of approximately RMB162.6 million, representing a decrease of approximately 29.7% as compared with approximately RMB231.4 million for the year ended 31 December 2015. The decrease of revenue was primarily due to the decrease in mobile top-up requests through electronic banking systems and offline channels and the decline of average discount rate received from the PRC telecommunication operators and their distributors.

收益

就截至二零一六年十二月三十一日止年度而言，本集團錄得收益約人民幣162.6百萬元，較截至二零一五年十二月三十一日止年度約人民幣231.4百萬元減少約29.7%。收益減少主要由於通過電子銀行系統及線下渠道的手機話費充值要求減少，亦由於獲中國電信運營商及其分銷商提供的平均折扣率下降。

Management Discussion And Analysis

管理層討論及分析

Gross Transaction Value with Mobile Users

The gross transaction value with mobile users decreased by approximately 16.8% to approximately RMB15,348.7 million for the year ended 31 December 2016 from approximately RMB18,446.2 million for the year ended 31 December 2015. The decrease was mainly due to the decline in mobile top-up requests through electronic banking systems and offline channels as an increasing number of mobile users chose to top-up via e-commerce platforms such as Wechat and Taobao. As at 31 December 2016, the gross transaction value via electronic banking systems decreased by approximately 34.6% to approximately RMB9,145.0 million for the year ended 31 December 2016 from approximately RMB13,977.4 million for the year ended 31 December 2015. The gross transaction value through offline channels decreased by approximately 50.7% to approximately RMB1,644.4 million for the year ended 31 December 2016 from approximately RMB3,335.3 million for the year ended 31 December 2015. However, the gross transaction value through other channels including third-party online platforms, the Group's own websites and Wechat public account increased by approximately 302.2% to approximately RMB4,559.2 million for the year ended 31 December 2016 from approximately RMB1,133.5 million for the year ended 31 December 2015.

Gross Transaction Value with PRC Telecommunication Operators, their Distributors and other Channels

The average discount rate that the Company received from the PRC telecommunication operators, their distributors and other channels decreased from approximately 1.3% for the year ended 31 December 2015 to approximately 1.0% for the year ended 31 December 2016. The gross transaction value with the PRC telecommunication operators, their distributors and other channels decreased by approximately 16.6% for the year ended 31 December 2016 as compared to the year ended 31 December 2015, which was in line with the decrease in the gross transaction value with mobile users.

與手機用戶的交易總值

與手機用戶的交易總值由截至二零一五年十二月三十一日止年度的約人民幣18,446.2百萬元減少約16.8%至截至二零一六年十二月三十一日止年度的約人民幣15,348.7百萬元。減少主要由於通過電子銀行系統及線下渠道的手機話費充值要求因選擇透過電子商務平台(如微信及淘寶)充值手機話費的手機用戶增加而減少。於二零一六年十二月三十一日,通過電子銀行系統的交易總值由截至二零一五年十二月三十一日止年度的約人民幣13,977.4百萬元減少約34.6%至截至二零一六年十二月三十一日止年度的約人民幣9,145.0百萬元。通過線下渠道的交易總值由截至二零一五年十二月三十一日止年度的約人民幣3,335.3百萬元減少約50.7%至截至二零一六年十二月三十一日止年度的約人民幣1,644.4百萬元。然而,通過其他渠道(包括第三方線上平台、本集團自有網站及微信公眾號)的交易總值由截至二零一五年十二月三十一日止年度的約人民幣1,133.5百萬元增加約302.2%至截至二零一六年十二月三十一日止年度的約人民幣4,559.2百萬元。

與中國電信運營商、其分銷商及其他渠道的交易總值

本公司獲中國電信運營商、其分銷商及其他渠道提供的平均折扣率由截至二零一五年十二月三十一日止年度的約1.3%,降至截至二零一六年十二月三十一日止年度的約1.0%。截至二零一六年十二月三十一日止年度,與中國電信運營商、其分銷商及其他渠道的交易總值較截至二零一五年十二月三十一日止年度減少約16.6%,這與手機用戶的交易總值的減幅一致。

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Cost of Revenue

Cost of revenue decreased by approximately 29.8% to approximately RMB77.9 million for the year ended 31 December 2016 from approximately RMB110.9 million for the year ended 31 December 2015, primarily due to the decrease in the gross transaction value with mobile users.

Gross Profit and Gross Profit Margin

Gross Profit decreased by approximately 29.0% to approximately RMB82.1 million for the year ended 31 December 2016 from approximately RMB115.7 million for the year ended 31 December 2015.

The Group's overall gross margin slightly increased to approximately 50.5% for the year ended 31 December 2016 from approximately 50.0% for the year ended 31 December 2015.

Other Income and Expenses

Other income and expenses increased by approximately 32.5% to approximately RMB11.2 million for the year ended 31 December 2016 from approximately RMB8.4 million for the year ended 31 December 2015, primarily due to foreign exchange gains of approximately RMB2.8 million.

Distribution and Selling Expenses

Distribution and selling expenses increased by approximately 37.0% to approximately RMB10.1 million for the year ended 31 December 2016 from approximately RMB7.4 million for the year ended 31 December 2015, primarily attributable to the increase in sales promotion expenses.

Administrative Expenses

Administrative expenses increased by approximately 5.8% to approximately RMB26.2 million for the year ended 31 December 2016 from approximately RMB24.8 million for the year ended 31 December 2015, primarily attributable to the increase in professional fee following the listing of the Company in January 2016.

收益成本

收益成本由截至二零一五年十二月三十一日止年度的約人民幣110.9百萬元減少約29.8%至截至二零一六年十二月三十一日止年度的約人民幣77.9百萬元，主要由於與手機用戶的交易總值下降所致。

毛利及毛利率

毛利由截至二零一五年十二月三十一日止年度的約人民幣115.7百萬元減少約29.0%至截至二零一六年十二月三十一日止年度的約人民幣82.1百萬元。

本集團的整體毛利率由截至二零一五年十二月三十一日止年度的約50.0%輕微增加至截至二零一六年十二月三十一日止年度的約50.5%。

其他收入及開支

其他收入及開支由截至二零一五年十二月三十一日止年度的約人民幣8.4百萬元增加約32.5%至截至二零一六年十二月三十一日止年度的約人民幣11.2百萬元，主要歸因於滙兌收益約人民幣2.8百萬元。

分銷及銷售開支

分銷及銷售開支由截至二零一五年十二月三十一日止年度的約人民幣7.4百萬元增加約37.0%至截至二零一六年十二月三十一日止年度的約人民幣10.1百萬元，主要因營銷開支增加所致。

行政開支

行政開支由截至二零一五年十二月三十一日止年度的約人民幣24.8百萬元增加約5.8%至截至二零一六年十二月三十一日止年度的約人民幣26.2百萬元，主要歸因於二零一六年一月本公司上市後的專業費用增加。

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Research and Development Expenses

Research and development expenses decreased by approximately 5.5% to approximately RMB14.6 million for the year ended 31 December 2016 from approximately RMB15.4 million for the year ended 31 December 2015, primarily due to the decrease in depreciation cost of computers and office equipment.

Finance Costs

Finance costs decreased by approximately 43.8% to approximately RMB7.8 million for the year ended 31 December 2016 from approximately RMB13.8 million for the year ended 31 December 2015, primarily due to the decrease in interest expenses on bank borrowings as a result of the decrease in bank borrowings.

Income Tax Expense

Income tax expense decreased by approximately 90.6% to approximately RMB1.1 million for the year ended 31 December 2016 from approximately RMB11.7 million for the year ended 31 December 2015. The decrease of income tax expense was primarily because Daily Charge Shenzhen, one of the Company's subsidiaries, was accredited as a software enterprise by Shenzhen Software Industry Association in January 2016 and is therefore entitled to an income tax exemption for two years starting from its first profit-making year and an income tax rate of 12.5% after a 50% reduction for the subsequent three years.

Profit for the Year attributable to Owners of the Company

Profit for the year attributable to owners of the Company increased by approximately 25.2% to approximately RMB33.5 million for the year ended 31 December 2016 from approximately RMB26.8 million for the year ended 31 December 2015. The increase of profit and comprehensive income attributable to owners of the Company were primarily attributable to (i) no listing expenses being incurred as compared with the listing expenses of approximately RMB24.2 million recorded in connection with global offering in 2015; (ii) the income tax exemption enjoyed by Daily Charge Shenzhen for qualified as a software enterprise in January 2016; and (iii) the decrease in finance costs of approximately RMB6.0 million.

研發開支

研發開支由截至二零一五年十二月三十一日止年度的約人民幣15.4百萬元減少約5.5%至截至二零一六年十二月三十一日止年度的約人民幣14.6百萬元，主要歸因於計算機及辦公設備折舊成本減少。

財務成本

財務成本由截至二零一五年十二月三十一日止年度的約人民幣13.8百萬元減少約43.8%至截至二零一六年十二月三十一日止年度的約人民幣7.8百萬元，主要歸因於銀行借款減少導致銀行借款利息開支減少。

所得稅開支

所得稅開支由截至二零一五年十二月三十一日止年度的約人民幣11.7百萬元減少約90.6%至截至二零一六年十二月三十一日止年度的約人民幣1.1百萬元。所得稅開支減少主要歸因於天天充深圳(本公司其中一家附屬公司)於二零一六年一月獲深圳市軟件行業協會認可符合「軟件企業」的資格，因此可享有自其首個盈利年度起兩年的所得稅豁免以及於其後三年的所得稅稅率12.5%(經減免50%後)。

本公司擁有人應佔年內溢利

本公司擁有人應佔年內溢利由截至二零一五年十二月三十一日止年度的約人民幣26.8百萬元增加約25.2%至截至二零一六年十二月三十一日止年度的約人民幣33.5百萬元。本公司擁有人應佔溢利及全面收益增加主要歸因於(i)並無產生上市開支(與二零一五年錄得有關全球發售的上市開支約人民幣24.2百萬元比較)；(ii)天天充深圳於二零一六年一月獲認可為「軟件企業」而享有所得稅豁免；及(iii)財務成本減少約人民幣6.0百萬元。

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Liquidity, Financial Resources and Capital Structure

The Group's working capital was funded by cash from operating activities, bank loans and proceeds from global offering. Certain financial data are summarized as follows:

流動資金及財務資源以及資本結構

本集團的營運資金由經營活動所得現金、銀行貸款及全球發售所得款項撥付。若干財務數據概列如下：

		As at 31 December	
		於十二月三十一日	
		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash and cash equivalents	現金及現金等價物	124,719	49,968
Restricted bank deposit	受限制銀行存款	—	27,000
Net current assets	流動資產淨值	230,049	118,856
Net cash from (used in) operating activities	經營活動所得(所用)現金淨額	155,788	(105,951)
Net cash (used in) from financing activities	融資活動(所用)所得現金淨額	(197,664)	98,561

As at 31 December 2016, cash and cash equivalents of the Group was approximately RMB124.7 million, as compared with approximately RMB50.0 million as at 31 December 2015. As at 31 December 2016, the Group had no restricted bank deposit, as compared with RMB27.0 million as at 31 December 2015. The Group reported net current assets of approximately RMB230.1 million as at 31 December 2016, as compared with approximately RMB118.9 million as at 31 December 2015. The Group's current ratio was approximately 2.35 as at 31 December 2016, as compared with approximately 1.25 as at 31 December 2015.

於二零一六年十二月三十一日，本集團的現金及現金等價物約人民幣124.7百萬元，而於二零一五年十二月三十一日則約人民幣50.0百萬元。於二零一六年十二月三十一日，本集團並無受限制銀行存款，而於二零一五年十二月三十一日有人民幣27.0百萬元。於二零一六年十二月三十一日，本集團呈報的流動資產淨值約人民幣230.1百萬元，而於二零一五年十二月三十一日則約人民幣118.9百萬元。於二零一六年十二月三十一日，本集團的流動比率約2.35，而於二零一五年十二月三十一日則約1.25。

For the year ended 31 December 2016, net cash from operating activities was approximately RMB155.8 million, as compared with net cash used in operating activities of approximately RMB106.0 million for the year ended 31 December 2015. For the year ended 31 December 2016, net cash used in financing activities was approximately RMB197.7 million, as compared with net cash from financing activities of approximately RMB98.6 million for the year ended 31 December 2015.

截至二零一六年十二月三十一日止年度，經營活動所得現金淨額約人民幣155.8百萬元，而截至二零一五年十二月三十一日止年度則有經營活動所用現金淨額約人民幣106.0百萬元。截至二零一六年十二月三十一日止年度，融資活動所用現金淨額約人民幣197.7百萬元，而截至二零一五年十二月三十一日止年度則有融資活動所得現金淨額約人民幣98.6百萬元。

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The bank borrowings of the Group decreased by approximately 76.8% to approximately RMB80.0 million as at 31 December 2016 from approximately RMB344.8 million as at 31 December 2015. As at 31 December 2016, the total bank borrowings, being interest-bearing bank borrowings which were dominated in Renminbi, carried interest rates ranging from 4.35% to 4.79% (31 December 2015: 1.64% to 7.00%) per annum and were repayable within one year.

The Group currently does not adopt any financial instruments for hedging purposes, however, the management will consider the usage of financial instruments for hedging purpose when the need arises.

Gearing Ratio

As at 31 December 2016, the gearing ratio (calculated by dividing bank borrowings by total equity as at the end of the year) of the Group decreased to approximately 0.34 from approximately 2.76 as at 31 December 2015, primarily attributable to the decrease in bank borrowings and increase in total equity of the Group.

Capital Expenditures

For the year ended 31 December 2016, the Group had capital expenditure of approximately RMB2.4 million, as compared with approximately RMB5.3 million for the year ended 31 December 2015. The above expenditure was mainly related to the purchase of motor vehicles, computers and office equipment.

Significant Investment

As at 31 December 2016, the Group did not have any significant investment.

Capital Commitments and Operating Lease Commitments

As at 31 December 2016, the Group did not have any material capital commitments. As at 31 December 2016, the Group's operating lease commitments amounted to approximately RMB0.6 million, as compared with approximately RMB1.3 million as at 31 December 2015.

本集團的銀行借款由二零一五年十二月三十一日的約人民幣344.8百萬元減少約76.8%至二零一六年十二月三十一日的約人民幣80.0百萬元。於二零一六年十二月三十一日，總銀行借款(以人民幣計值的附息銀行借款)按介乎每年4.35%至4.79%的利率計息(二零一五年十二月三十一日：1.64%至7.00%)並須於一年內償還。

本集團目前並無採納任何金融工具作對沖，但管理層將考慮在需要時使用金融工具作對沖。

負債比率

本集團的負債比率(按銀行借款除以年末總權益計算)由二零一五年十二月三十一日的約2.76減少至二零一六年十二月三十一日的約0.34，主要歸因於本集團的銀行借款減少及總權益增加。

資本開支

與截至二零一五年十二月三十一日止年度的約人民幣5.3百萬元比較，截至二零一六年十二月三十一日止年度，本集團的資本開支約為人民幣2.4百萬元。上述開支主要關於購置汽車、計算機及辦公設備。

重大投資

於二零一六年十二月三十一日，本集團並無持有任何重大投資。

資本承擔及經營租賃承擔

於二零一六年十二月三十一日，本集團並無任何重大資本承擔。與二零一五年十二月三十一日的約人民幣1.3百萬元比較，於二零一六年十二月三十一日，本集團的經營租賃承擔約為人民幣0.6百萬元。

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Foreign Exchange Risk

The Group's reporting currency is in Renminbi to which the Group's material transactions are denominated. The net proceed from global offering are denominated in Hong Kong Dollars, which exposed the Group to market risk arising from changes in foreign exchange rate. The Group currently does not have a foreign currency hedging policy, however, the management of the Group will monitor foreign exchange exposure closely and consider the usage of hedging instruments when the need arises.

Charges on Assets

As at 31 December 2016, the Group did not have any asset charges.

Contingent Liabilities and Guarantees

As at 31 December 2016, the Group did not have any significant contingent liabilities, guarantees or any litigation.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There was no specific plan for material investments or capital assets as at 31 December 2016.

MATERIAL ACQUISITIONS OR DISPOSALS

During the year ended 31 December 2016, there was no material acquisition or disposal of subsidiaries, associated companies and joint ventures by the Group.

EMPLOYMENT AND REMUNERATION POLICY

As at 31 December 2016, the Group had 146 full-time employees. Total staff cost (including Directors' remuneration) was approximately RMB24.3 million for the year ended 31 December 2016, as compared with approximately RMB26.6 million for the year ended 31 December 2015. All employees have joined the state-managed retirement benefits schemes which are classified as defined contribution plans. The Group believes that employees are one of its most important assets and the Group strives to offer a competitive remuneration to its employees. The Group has been recruiting and promoting individuals based on merit and their development potentials. Remuneration package offered to all employees including Directors is determined with reference to their performance, qualifications, experience and the prevailing salary levels in the market. The Group has been providing training opportunities for its employees in order to enhance their qualifications and equip them with necessary skills.

外匯風險

本集團的呈報貨幣為人民幣，而本集團的重大交易是以人民幣計值。全球發售所得款項淨額乃以港元計值，使本集團面對因外匯匯率變動而產生的市場風險。本集團現時並無外匯對沖政策，然而，本集團管理層會密切監控外匯風險，並於需要時考慮採用對沖工具。

抵押資產

於二零一六年十二月三十一日，本集團並無任何抵押資產。

或然負債及擔保

於二零一六年十二月三十一日，本集團並無任何重大或然負債、擔保或任何訴訟。

重大投資或資本資產的未來計劃

於二零一六年十二月三十一日，並無有關重大投資或資本資產的任何具體計劃。

重大收購或出售

於截至二零一六年十二月三十一日止年度，本集團並無進行附屬公司、聯營公司及合營企業的重大收購或出售。

僱員及薪酬政策

於二零一六年十二月三十一日，本集團僱用共146名全職僱員。截至二零一六年十二月三十一日止年度，員工成本總額(包括董事酬金)約為人民幣24.3百萬元，而截至二零一五年十二月三十一日止年度約為人民幣26.6百萬元。所有僱員已參與國家管理退休福利計劃(分類為界定供款計劃)。本集團相信僱員乃其最重要資產之一，故本集團致力為其僱員提供具競爭力的薪酬。本集團按個別人士的在職表現及發展潛力招聘及晉升僱員。全體僱員(包括董事)的薪酬待遇經參考彼等的表現、資歷、經驗及市場當時的薪金水平釐定。本集團一直向其僱員提供培訓機會，以提升其資歷及技能。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷詳情

EXECUTIVE DIRECTORS

Mr. Huang Junmou (黃俊謀), aged 50, is our chairman and has been an executive Director of the Company since 18 June 2014. He is a founder of the Group and has served as a director and chairman of the board of Shenzhen Niannianka Network Technology Co., Ltd. (“Shenzhen NNK” or the “PRC Operating Entity”) since its incorporation. He is responsible for overseeing our Group’s overall strategic planning and management. Mr. Huang has over 11 years of experience in information technology related industries, including over nine years of experience in the mobile top-up service industry. Prior to founding Shenzhen NNK, he was the general manager of Shenzhen Motivity Telecom Co., Ltd. (深圳市原動力電訊有限公司), a company primarily engaging in the provision of information technology outsourcing services from June 2004 to May 2006, where he was responsible for business development. Mr. Huang was a shareholder and a director of Shenzhen Honglingyu Industrial Limited Company from May 2001 to May 2004, where he was responsible for strategic planning and management of the company. Prior to that, Mr. Huang was a shareholder and worked as a supervisor for Shenzhen Difulan Industrial Limited Company from May 1998 to May 2001, where he was responsible for administrative and financial management. Mr. Huang was an employee of the Shenzhen Post Office (深圳市郵電局) from September 1988 to August 1992, and an employee of Shenzhen Telecommunications Development Company (深圳市電信發展公司) from November 1992 to November 1995. Prior to that, Mr. Huang worked for Shenzhen Fengsheng International Textile and Fashion Company (深圳豐盛國際染織服裝有限公司) from October 1986 to October 1988.

Mr. Yang Hua (楊華), aged 45, has been an executive Director and the chief executive officer of the Company since 18 June 2014. Mr. Yang is responsible for our Group’s overall management, operations and business development. He is a founder of our Group and has served as a director and general manager of Shenzhen NNK since December 2010. Prior to joining our Group, Mr. Yang was the general manager of Shenzhen Long Feng Hua Industrial Co., Ltd. (深圳隆豐華實業有限公司), a company engaged in the provision of software engineering services from June 2000 to May 2006. He served as the deputy general manager of Shenzhen Shuaihua Electronics Co., Ltd. (深圳市帥華電子有限公司), a company engaged in the provision of software engineering and information technology services, where he was responsible for business development and research and development from August 1998 to May 2000.

執行董事

黃俊謀先生，50歲，我們的主席，自二零一四年六月十八日起一直擔任本公司執行董事。彼為本集團的創辦人，自深圳年年卡網絡科技有限公司（「深圳年年卡」或「中國經營實體」）註冊成立起一直擔任董事兼董事會主席。彼負責監督本集團的整體戰略規劃及管理。黃先生於信息技術相關行業擁有逾11年經驗（包括於手機話費充值服務行業逾九年的經驗）。在創辦深圳年年卡之前，彼於二零零四年六月至二零零六年五月曾任深圳市原動力電訊有限公司總經理，該公司主要從事信息技術外包服務，彼負責其業務發展。黃先生於二零零一年五月至二零零四年五月為Shenzhen Honglingyu Industrial Limited Company的股東兼董事，負責公司的策略規劃及管理。在此之前，黃先生在一九九八年五月至二零零一年五月曾為Shenzhen Difulan Industrial Limited Company股東並擔任監事，負責行政及財務管理。黃先生於一九八八年九月至一九九二年八月曾為深圳市郵電局僱員，於一九九二年十一月至一九九五年十一月為深圳市電信發展公司僱員。在此之前，黃先生在一九八六年十月至一九八八年十月曾任職於深圳豐盛國際染織服裝有限公司。

楊華先生，45歲，自二零一四年六月十八日起一直為本公司的執行董事兼首席執行官。楊先生負責本集團的整體管理、運作及業務發展。彼為本集團的創辦人，自二零一零年十二月起一直擔任深圳年年卡的董事及總經理。加入本集團前，楊先生曾於二零零零年六月至二零零六年五月擔任深圳隆豐華實業有限公司的總經理，該公司從事提供軟件工程服務。彼於一九九八年八月至二零零零年五月擔任深圳市帥華電子有限公司的副總經理，該公司從事提供軟件工程及信息技術服務，彼負責業務開發及研發。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷詳情

Mr. Yang received a bachelor's degree in semiconductor devices and physics from Xi'an Jiaotong University (西安交通大學) in July 1994.

NON-EXECUTIVE DIRECTORS

Mr. Li Xiangcheng (李享成), aged 48, has been a non-executive Director of the Company since 18 June 2014. He is responsible for providing oversight over our Group's administrative matters and business strategies. He has also been a deputy general manager of Shenzhen NNK from June 2006 to January 2011 and a director since then. Prior to joining our Group, Mr. Li was the deputy general manager of Shenzhen Shuaihua Electronics Co., Ltd. (深圳市帥華電子有限公司), a company primarily engaged in the provision of software engineering and information technology services, from October 1998 to May 2006, where he was responsible for the company's day-to-day operations and research and development.

Mr. Li received his bachelor's degree in applied mathematics and computer application from the University of Electronic Science and Technology of China (電子科技大學) in July 1991.

Mr. Xu Xinhua (許新華), aged 69, has been a non-executive Director of the Company since 18 June 2014. He is responsible for supervising our Group's administrative matters and business strategies. Mr. Xu joined our Group in June 2009 and has served as the supervisor of Shenzhen NNK since January 2011. Prior to joining our Group, he was a senior engineer at the telecommunications department of the Shenzhen Telecommunications Bureau (深圳市電信局) from January 2001 to March 2008 where he was responsible for administrative and human resources management and a senior engineer at the Guangdong Provincial Posts and Telecommunications Company (廣東電信公司) from September 1999 to January 2001, where he was responsible for corporate planning and development and asset management. From May 1975 to September 1999, Mr. Xu worked at the Shantou District Posts and Telecommunications Company (汕頭電信公司), starting as a technician and gradually being promoted to an engineer, and was responsible for corporate development, project management and operations management.

楊先生於一九九四年七月取得西安交通大學半導體物理與器件學士學位。

非執行董事

李享成先生，48歲，自二零一四年六月十八日起擔任本公司非執行董事。彼負責就本集團的行政事宜及業務策略提供意見。彼亦於二零零六年六月至二零一一年一月擔任深圳年年卡副總經理，並於其後出任董事。在加入本集團之前，李先生於一九九八年十月至二零零六年五月曾任深圳市帥華電子有限公司副總經理，該公司主要從事提供軟件工程及信息技術服務，彼負責該公司日常營運及研發。

李先生於一九九一年七月取得電子科技大學應用數學及計算機應用學士學位。

許新華先生，69歲，自二零一四年六月十八日起一直為本公司的非執行董事。彼負責監督本集團的行政事宜及業務策略。許先生於二零零九年六月加入本集團，並自二零一一年一月起擔任深圳年年卡的監事。於加入本集團之前，彼於二零零一年一月至二零零八年三月擔任深圳市電信局電信部高級工程師，負責行政及人力資源管理，於一九九九年九月至二零零一年一月擔任廣東電信公司高級工程師，負責公司規劃及發展及資產管理。於一九七五年五月至一九九九年九月，許先生於汕頭電信公司擔任技術員，後來逐漸晉升為工程師，負責企業發展、項目管理及運營管理。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷詳情

Mr. Yu Zida (喻子達), aged 52, has been a non-executive Director of the Company since 18 June 2014. He is responsible for overseeing the strategic development of our Group. Prior to joining our Group, Mr. Yu has served as the president of Shenzhen Sinomaster Investment Group Co., Ltd. (深圳市神州通投資集團有限公司) since September 2013. Mr. Yu was a deputy director of the end user committee of the China National Accreditation Service for Conformity Assessment (中國合格評定國家認可委員會最終用戶委員會) from November 2007 to August 2013. He was recognized as a National Young and Middle-aged Expert with Outstanding Contributions (中國中青年有突出貢獻專家) by the State Council of the PRC in 1999 for his contribution to engineering services. Mr. Yu was awarded a certificate for High-Level Professional in Shenzhen in November 2013 for a term of five years, where he was recognized as a national-level talent by the Human Resources and Social Security Administration of Shenzhen Municipality (深圳市人力資源和社會保障局). He served as an assistant vice president and Head of the Headquarter Research and Development Promotion Department* (研發推進本部) of the Haier Group (海爾集團) started from February 2002. From October 2003, he served as a vice president and the head of the information technology products department, from April 2005 he served as a vice president and head of the company's strategy department, from December 2009, he served as senior vice president and chief technology officer, and from April 2010 to September 2013 he served as executive vice president and Chief Technology Officer of the Haier Group. He also served as a director of Qingdao Haier Co. Ltd. (青島海爾股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600690), from June 2010 to April 2013.

Mr. Yu received a bachelor's degree in power engineering from Huazhong University of Science and Technology (華科技大學) (formerly known as Huazhong College of Engineering*(華中工學院)) in July 1985. He further obtained a master's degree in power engineering from Huazhong University of Science and Technology (華科技大學) (formerly known as Huazhong Polytechnic University*(華中理工大學)) in July 1988.

喻子達先生，52歲，自二零一四年六月十八日起一直為本公司的非執行董事。彼負責監督本集團的戰略發展。加入本集團前，喻先生自二零一三年九月起出任深圳市神州通投資集團有限公司總裁。二零零七年十一月至二零一三年八月，喻先生擔任中國合格評定國家認可委員會最終用戶委員會副主任。彼因其對工程服務的貢獻於一九九九年獲中國國務院選定為中國中青年有突出貢獻專家。喻先生於二零一三年十一月在深圳獲發高級職稱證書(有效期為五年)，被深圳市人力資源和社會保障局評定為國家級人才。彼自二零零二年二月起擔任海爾集團的副總裁助理兼研發推進本部主管。彼自二零零三年十月起擔任副總裁兼信息技術產品部主管；自二零零五年四月起，彼擔任副總裁兼公司戰略部主管；自二零零九年十二月起，彼擔任高級副總裁兼技術總監；二零一零年四月至二零一三年九月，彼擔任執行副總裁兼海爾集團技術總監。彼亦於二零一零年六月至二零一三年四月擔任青島海爾股份有限公司(一家於上海證券交易所上市的公司(股份代號：600690))的董事。

喻先生於一九八五年七月取得華科技大學(前稱華中工學院)動力工程學士學位，並於一九八八年七月取得華科技大學(前稱華中理工大學)動力工程碩士學位。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lin Zhangxi (林漳希), aged 65, was appointed to our Board as an independent non-executive Director on 25 November 2014. He has over 21 years of experience in the information systems industry. He has held multiple research and teaching positions, including tenured professorship and the co-director of the Center for Advanced Analytics and Business Intelligence of Texas Tech University since 2007, the dean of Yunshang Silk Road Big Data Industry Research Institute, Korla Economic & Technological Development Zone* (庫爾勒經濟技術開發區雲上絲綢之路大數據產業研究院) since August 2016, the director of the Sichuan Province Finance Intelligence and Engineering Key Laboratory (四川省金融智慧與金融工程重點實驗室) since May 2008, the director of Fujian Engineering School Next Generation Internet Research Center* (福建工程學院下一代互聯網技術應用研究開發中心) from 2004 to 2010, adjunct professor of the Fujian Engineering School since June 2004, a professor of Tongji University (同濟大學) since October 1995. He headed the provincial pilot of international payment balance information management system, a program of the 7th Five-Year Programs for Science and Technology Development of China of the National Development and Reform Committee during 1988 to 1992. He was a deputy supervisor at the Fujian Province Economic Information Centre (福建省經濟信息中心) from November 1987 to July 1992 and a senior engineer at the Fujian Provincial Planning Committee Computer Centre (福建省計劃委員會電子計算中心) from November 1983 to October 1987.

Mr. Lin received a master of engineering degree from Tsinghua University (清華大學) in June 1982. He further received a master of science degree in economics in December 1996 and a doctor of philosophy degree in December 1999 from the University of Texas at Austin. He is a member of several key industry organizations, including the Institute of Electrical and Electronics Engineer, the Institute for Operations Research and the Management Sciences and Association for Information Systems.

獨立非執行董事

林漳希先生，65歲，於二零一四年十一月二十五日獲委任加入董事會擔任獨立非執行董事。彼於信息系統行業擁有逾21年經驗。彼多個科研及教學職務，包括自二零零七年起擔任德州理工大學(Texas Tech University)的終身教授及高級分析與商務智能研究中心副主任；自二零一六年八月起擔任庫爾勒經濟技術開發區雲上絲綢之路大數據產業研究院院長；自二零零八年五月起擔任四川省金融智慧與金融工程重點實驗室的主任；於二零零四年至二零一零年擔任福建工程學院下一代互聯網技術應用研究開發中心的主任，自二零零四年六月起為福建工程學院的兼職教授；自一九九五年十月起擔任同濟大學的教授。彼於一九八八年至一九九二年領導國際支付結算信息管理系統省級試點項目(中國國家發展和改革委員會有關科技發展的第七個五年計劃)。彼自一九八七年十一月至一九九二年七月於福建省經濟信息中心擔任副主管及於一九八三年十一月至一九八七年十月擔任福建省計劃委員會電子計算中心高級工程師。

林先生於一九八二年六月取得清華大學工程碩士學位。彼於一九九六年十二月進一步取得德州大學奧斯汀分校經濟學理科碩士及一九九九年十二月取得博士學位。彼為多個主要行業組織，包括電氣和電子工程師協會(Institute of Electrical and Electronics Engineer)、運籌學和管理學研究協會(Institute for Operations Research and the Management Sciences)及國際信息系統協會(Association for Information Systems)的會員。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷詳情

Mr. Qian Haomin (錢昊旻), aged 40, was appointed to our Board as an independent non-executive Director on 25 November 2014. He has extensive experience in brand strategy and operations and participated in the establishment of CSJ-SBI Financial Media Co., Ltd., a joint venture between China Securities Journal and SBI Group in January 2011. He currently serves as a director, general manager of CSJ-SBI Financial Media Co., Ltd. and an assistant to the publisher of China Securities Journal. He joined China Securities Journal (中國證券報) in June 2001 and had held various positions including reporter, supervisor of the career development department and assistant to the chief editor. Prior to joining China Securities Journal, he worked as an assistant researcher at the International Information Research Agency of the National Information Centre (國家信息中心國際信息研究所) from August 1998 to June 2001. He was a member of the drafting committee of the "Interpretation of Securities Law" of The National People's Congress Securities Law Amendment Drafting Group (全國人大證券法修改起草小組《證券法釋義》編寫組) and the drafting committee of the 2005 and 2006 editions of "China Trust Company Operation Report" by China Renmin University Trust Fund Research Institute (中國人民大學信託與基金研究所2005及2006年度《中國信託公司經營藍皮書》編委會). In addition, Mr. Qian is the chairman of China Securities Jinniu (Beijing) Investment Consulting Co., Ltd. (中證金牛(北京)投資諮詢有限公司), a company he joined in March 2012.

Mr. Qian received a bachelor's degree in economics from Peking University (北京大學) in July 1998.

Ms. Zhao Jinlin (趙晉琳), aged 48, was appointed to our Board as an independent non-executive Director on 25 November 2014. She is a lecturer in the School of Economics of Shenzhen University, which she joined in June 2006. Ms. Zhao is a member of the academic research committee of China International Taxation Research Institute. She is currently serving as an independent non-executive director of Shirble Department Store Holdings (China) Limited (歲寶百貨控股(中國)有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 0312), an independent non-executive director of Shenzhen Infinova Technology Co., Ltd. (深圳英飛拓科技股份有限公司), a company listed on Shenzhen Stock Exchange (stock code: 002528), and Shenzhen Esun Display Co., Ltd (深圳市易尚展示有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002751), and Shenzhen Silone Cardtech Co., Ltd. (深圳西隴同輝技術有限公司).

錢昊旻先生，40歲，於二零一四年十一月二十五日獲委任加入董事會擔任獨立非執行董事。彼於品牌策略及運營方面擁有豐富經驗，曾參與中國證券報與軟銀投資集團(SBI Group)於二零一一年一月成立的合營企業CSJ-SBI Financial Media Co., Ltd.。彼目前擔任CSJ-SBI Financial Media Co., Ltd.的董事兼總經理及中國證券報社長助理。彼於二零零一年六月加入中國證券報，擔任多個職務，包括記者、職業發展部主管及總編輯助理。於加入中國證券報之前，彼於一九九八年八月至二零零一年六月擔任國家信息中心國際信息研究所的助理研究員。彼為全國人大證券法修改起草小組《證券法釋義》編寫組成員及中國人民大學信託與基金研究所2005及2006年度《中國信託公司經營藍皮書》編委會成員。此外，錢先生為中證金牛(北京)投資諮詢有限公司的董事長，彼於二零一二年三月加入該公司。

錢先生於一九九八年七月取得北京大學經濟學學士學位。

趙晉琳女士，48歲，於二零一四年十一月二十五日獲委任加入董事會擔任獨立非執行董事。彼於二零零六年六月加入深圳大學經濟學院擔任講師。趙女士為中國國際稅收研究會學術研究委員會成員。彼目前擔任歲寶百貨控股(中國)有限公司(一家於聯交所主板上市的公司(股份代號：0312))的獨立非執行董事，並擔任深圳英飛拓科技股份有限公司(一家於深圳證券交易所上市的公司(股份代號：002528))及深圳市易尚展示有限公司(一家於深圳證券交易所上市的公司(股份代號：002751))及深圳西隴同輝技術有限公司的獨立非執行董事。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷詳情

Ms. Zhao received a bachelor's degree in welding from the Xi'an Jiaotong University (西安交通大學) in July 1989, a master's degree in accounting from Southwestern University of Finance and Economics (西南財經大學) in June 1995 and a doctor of philosophy degree in accounting from Jinan University (暨南大學) in January 2005.

Save as disclosed above,

- (1) the Directors did not hold any directorship in other listed public companies of which the securities are listed on any securities market in Hong Kong or overseas in the last three years prior to the date of this report and does not hold any other positions with the Company or other members of the Group; and
- (2) the Directors do not have other relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

SENIOR MANAGEMENT

Ms. Ouyang Jiejiao (歐陽戒驕), aged 44, is our chief financial officer and joint company secretary. Ms. Ouyang joined our Group in November 2014 and oversees the corporate finance, investor relations, financial management and budget management of our Group. Ms. Ouyang has over 13 years of finance and accounting experience in the PRC. Prior to joining our Group, Ms. Ouyang was the financial controller of Fortessa Asia Limited (富廷(亞洲)有限公司) from May 2008 to October 2014, where she was responsible for the overall financial management of the company. From May 2006 to April 2008, Ms. Ouyang was a senior accountant at Universal Instrument Manufacturing (Shenzhen) Co., Limited (環儀精密設備製造(深圳)有限公司), where she was responsible for financial management and analysis. Prior to that, Ms. Ouyang worked as an accounting supervisor at Schmid Shenzhen Limited (迅得機械(深圳)有限公司) from March 2003 to May 2006, where she was responsible for financial accounting and analysis.

Ms. Ouyang obtained a bachelor's degree from Hunan University of Science and Technology (湖南科技大學) in July 1994 and a bachelor's degree in applied accounting from an external program of the Oxford Brooks University in March 2012. She was admitted as a member of the Association of Chartered Certified Accountants in March 2009.

趙女士於一九八九年七月取得西安交通大學焊接專業學士學位，於一九九五年六月取得西南財經大學會計學碩士學位及於二零零五年一月取得暨南大學會計學博士學位。

除於上文披露者外，

- (1) 該等董事於本報告日期前過去三年並無在其證券於香港或海外任何證券市場上市之其他公眾公司中擔任任何董事職位，亦無於本公司或本集團其他成員公司擔任任何其他職位；及
- (2) 該等董事概無與本公司任何其他董事、高級管理人員、主要股東或控股股東有其他關係。

高級管理層

歐陽戒驕女士，44歲，我們的首席財務官兼聯席公司秘書。歐陽女士於二零一四年十一月加入本集團，並監督本集團的機構融資、投資者關係、財務管理及預算管理。歐陽女士在中國擁有逾13年財會經驗。於加入本集團前，歐陽女士於二零零八年五月至二零一四年十月擔任富廷(亞洲)有限公司的財務總監，負責該公司的總體財務管理。於二零零六年五月至二零零八年四月，歐陽女士擔任環儀精密設備製造(深圳)有限公司的高級會計師，負責財務管理及分析。在此之前，歐陽女士於二零零三年三月至二零零六年五月擔任迅得機械(深圳)有限公司的財務主管，負責財務及會計分析。

歐陽女士於一九九四年七月獲得湖南科技大學的學士學位，並於二零一二年三月通過英國牛津布魯克斯大學的校外課程獲得應用會計學士學位。彼於二零零九年三月獲認許為英國特許公認會計師公會會員。

Corporate Governance Report

企業管治報告

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

CORPORATE GOVERNANCE PRACTICES

It is the belief of the Board that good corporate governance plays a vital part in maintaining the success of the Company. The Company is committed to achieve and maintain high standards of corporate governance practices to ensure greater corporate performance accountability and transparency, and safeguard the interests of shareholders of the Company (the "Shareholders").

The Company has adopted the Code Provisions (the "Code Provisions") as set out in the Corporate Governance Code (the "CG Code") in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") with effect from 7 January 2016. From the Listing Date to 31 December 2016, the Company has complied with the Code Provisions as set out in the CG Code. The Board will continue to review and enhance its corporate governance practice of the Company to ensure compliance with the CG Code and align with the latest developments.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its code of conduct regarding Director's securities transactions. Having made specific enquiry to all Directors and all the Directors have confirmed complied with the required standard set out in the Model Code during the year ended 31 December 2016.

董事會欣然呈報本公司截至二零一六年十二月三十一日止年度的企業管治報告。

企業管治常規

董事會相信，良好的企業管治乃維持公司成功的重要元素。本公司致力實現並維持高標準的企業管治以確保提高企業表現問責性及透明度，並捍衛本公司股東(「股東」)的利益。

本公司已採納聯交所證券上市規則(「上市規則」)附錄十四所載企業管治守則(「企業管治守則」)中載列的守則條文(「守則條文」)，自二零一六年一月七日起生效。由上市日期起直至二零一六年十二月三十一日，本公司已遵守企業管治守則所載的守則條文。董事會將繼續檢討及鞏固本公司企業管治常規，以確保符合企業管治守則及向最新發展看齊。

董事進行證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事進行證券交易的操守準則。已向全體董事進行特別查詢而全體董事均已確認彼等已於截至二零一六年十二月三十一日止年度遵守標準守則所載標準規定。

Corporate Governance Report

企業管治報告

THE BOARD

Corporate strategy

The strategy of the Group is to deliver sustainable returns with solid financial fundamentals, so as to enhance total long-term return for Shareholders. Please refer to the sections headed “Chairman’s Statement” and “Management Discussion and Analysis” for discussions and analyses of the performance of the Group, how the Group generates and preserves value over the longer term and how the Group will execute its strategy for delivering the business objectives of the Group.

Board Composition

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

The composition of the Board since the Listing Date and up to the date of this annual report is as follows:

Executive Directors

Mr. HUANG Junmou (*Chairman*)

Mr. YANG Hua (*Chief Executive Officer*)

Non-executive Directors

Mr. LI Xiangcheng

Mr. XU Xinhua

Mr. YU Zida

Independent non-executive Directors

Mr. LIN Zhangxi

Mr. QIAN Haomin

Ms. ZHAO Jinlin

The biographical details of the Directors and the relationships among the board members and the senior management are set out in the section headed “Biographical Details of Directors and Senior Management” on pages 17 to 22 of this annual report. Details regarding the term of appointment of the non-executive Directors are set out in the section headed “Directors’ Service Contracts and Letters of Appointment” on page 66 in this annual report.

董事會

企業策略

本集團的策略是以穩健的財務基礎締造可持續的回報，從而長遠提升股東的總回報。有關討論及分析本集團的表現、本集團如何締造及保存較長遠價值，以及本集團如何執行其策略以達成本集團的商業目標，請參閱「主席報告」及「管理層討論及分析」各節。

董事會組成

董事會目前由八名董事組成，包括兩名執行董事、三名非執行董事及三名獨立非執行董事。

自上市日期起及直至本年報日期，董事會組成如下：

執行董事

黃俊謀先生(主席)

楊華先生(首席執行官)

非執行董事

李享成先生

許新華先生

喻子達先生

獨立非執行董事

林漳希先生

錢昊旻先生

趙晉琳女士

董事履歷及董事會成員與高級管理層之間的關係載於本年報第17至22頁「董事及高級管理層履歷詳情」一節。有關委任非執行董事的任期詳情載於本年報第66頁「董事服務合約及委任函」一節。

Chairman and Chief Executive Officer

Code provisions A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer of a listed company should be separate and should not be performed by the same individual. In accordance with Code Provision A.2.1 of the CG Code, the roles of the chairman (the “Chairman”) and chief executive officer (the “CEO”) are separately performed by Mr. Huang Junmou and Mr. Yang Hua, and the division of their responsibilities is clearly established and set out in writing in order to ensure a clear distinction between the responsibilities of the Chairman and CEO.

Mr. Huang Junmou is the Chairman of the Board and primarily responsible for providing leadership to the Board and overseeing the Group's overall strategic planning and management. The Chairman provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practices. With the support of the company secretaries of the Company, the Chairman is also responsible for ensuring that the Directors receive, in a timely manner, adequate information, which must be accurate, clear, complete and reliable, and appropriate briefing on issues arising at Board meetings, and that all key and appropriate issues are discussed by the Board in a timely manner. The Chairman encourages all Directors, including the independent non-executive Directors to actively participate in all board and committee meetings. Mr. Huang is a founder of the Group and has over 11 years of experience in information technology related industries, including over nine years of experience in the mobile top-up service industry.

Mr. Yang Hua is the CEO of the Company and responsible for Group's day-to-day management, operations and business development. The CEO focuses on implementing objectives, policies and strategies approved by the Board. Mr. Yang is a founder of the Group and has over 11 years of experiences in internet industry, including over nine years of experiences in the mobile top-up service industry.

主席及首席執行官

企業管治守則的守則條文A.2.1規定，上市公司主席及首席執行官的角色應有所區分，而不應由一人同時兼任。根據企業管治守則的守則條文A.2.1，本公司主席（「主席」）及首席執行官（「首席執行官」）的角色有所區分，分別由黃俊謀先生及楊華先生擔任，並以書面列載清楚界定彼等之間職責的分工，以確保主席及首席執行官的職責分明。

黃俊謀先生為董事會主席，主要負責領導董事會及監督本集團的整體戰略規劃及整體管理。主席領導及負責董事會按照良好企業管治常規有效運作。在本公司的公司秘書的支持下，主席亦負責確保董事及時收到準確、清晰、完整及可靠的充份資訊，並負責確保就董事會會議上所有提呈事項作出適當簡報，且所有主要及適當的事項由董事會及時地討論。主席鼓勵全體董事（包括獨立非執行董事）積極參與所有董事會及委員會會議。黃先生為本集團的創辦人，於信息技術相關行業擁有逾11年經驗（包括於手機話費充值服務行業逾九年的經驗）。

楊華先生為本公司的首席執行官，負責本集團的日常管理、運作及業務發展。首席執行官專注於執行經董事會批准的目標、政策及策略。楊先生為本集團的創辦人，於互聯網行業擁有逾11年經驗（包括於手機話費充值服務行業逾九年的經驗）。

Corporate Governance Report

企業管治報告

Independent non-executive Directors

During the year ended 31 December 2016, the Board at all times met the requirements of Rules 3.10(1) and (2) and 3.10A of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his/her independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company considers all independent non-executive Directors are independent in accordance with the independence guidelines as set out under Rule 3.13 of the Listing Rules.

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board is responsible for leadership and control of the Company and oversees 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 Directors take decisions objectively in the interests of the Company. The Board has delegated to the CEO, and through him, to the senior management the authority and responsibility for the day-to-day management and operation of the Group. In addition, the Board has established board committees (the "Board Committees") and has delegated to these Board Committees various responsibilities as set out in their respective terms of reference. Further details of these committees are set out in section headed "Board Committees" in this annual report.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

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.

獨立非執行董事

於截至二零一六年十二月三十一日止年度，董事會一直遵守上市規則第3.10(1)及(2)以及3.10A條有關委任至少三名獨立非執行董事(佔董事會人數的三分之一)，而其中至少有一名獨立非執行董事擁有適當的專業資格或會計或相關財務管理專長的規定。

本公司已接獲各獨立非執行董事根據上市規則第3.13條所載獨立指引就其獨立性發出的年度確認書。根據上市規則第3.13條所載獨立指引，本公司認為全體獨立非執行董事確屬獨立人士。

董事會及管理層的責任、問責性及貢獻

董事會負責領導及監控本公司，監督本公司的業務、戰略規劃及表現，並集體負責透過指揮及監管本公司事務推動其成功發展。董事以本公司的利益為依歸作出客觀決定。董事會已授予首席執行官權力及責任，並透過其授予高級管理層權力及責任，以管理本集團的日常事務及經營業務。此外，本集團已成立董事委員會(「董事委員會」)，並已授予該等董事委員會各項責任，相關責任載於彼等各自的職權範圍內。該等委員會的進一步詳情載於本年報中「董事委員會」一節。

董事會對涉及政策事宜、策略及預算、內部控制及風險管理、重大交易(特別是可能涉及利益衝突的交易)、財務資料、委任董事及本公司其他重大運作事宜的所有重要事宜保留決策權。有關執行董事會決策、指導及協調本公司日常營運及管理的職責轉授予管理層。

全體董事(包括非執行董事及獨立非執行董事)已為董事會的高效運作帶來廣泛有價值的業務經驗、知識及專業技能。

All Directors have access to all the information of the Company as well as the services and advice of the company secretary and senior management. The Directors may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interest of the Company and the Shareholders at all times.

The CG Code requires directors to disclose the number and nature of offices held in public companies or organizations and other significant commitments as well as their identity and the time involved to the issuer. Directors have agreed to disclose their commitments to the Company in a timely manner and the Board regularly reviews the contribution required from each Director to perform his/her responsibilities to the Company.

The Company has arranged for appropriate insurance cover for Directors' liabilities in respect of legal actions against its Directors.

Board Diversity Policy

The Board has adopted a board diversity policy on 7 January 2016, setting out the approach to achieve diversity on the Board. The Company considered diversity of board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualification, skills, knowledge and industry and length of service. The Company aims to maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company's business growth. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional qualification, skills, knowledge and length of service. The ultimate decision will be made upon the merits and the contribution that the selected candidates will bring to the Board.

The nomination committee of the Company (the "Nomination Committee") will review the board diversity policy, as appropriate, to ensure the effectiveness of this policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

全體董事均可全面並及時獲得本公司所有資料以及要求公司秘書及高級管理層提供服務及意見。董事可應要求在適當情況下徵詢獨立專業意見，以向本公司履行其職責，費用由本公司承擔。

所有董事須確保彼等秉誠履行職責，遵守適用法律及法規，並於任何時候均以本公司及股東的利益行事。

企業管治守則要求董事披露彼等在公眾公司或組織所擔任職位數目和性質及其他重大供職及彼等的身份及為發行人投入的時間，董事已同意及時向本公司披露彼等的供職，而董事會定期審閱各董事在履行其對本公司的責任時所作出之貢獻。

本公司已就針對董事提起的法律訴訟安排適當的董事責任保險保障。

董事會多元化政策

董事會已於二零一六年一月七日採納董事會多元化政策，其中載有實現董事會多元化的方法。本公司認為可透過多方面考慮實現董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業資質、技能、知識及行業以及服務年限。本公司旨在保持董事會多元化的適當平衡以配合公司業務成長。董事會所有委任將用人唯才，並在考慮候選人時以客觀準則充分顧及董事會成員多元化的裨益。

候選人的甄選將基於一系列多元化角度，包括但不限於性別、年齡、文化及教育背景、種族、專業資質、技能、知識及服務年限。最終決定將按所選候選人的優點及其將為董事會帶來的貢獻而作出。

本公司提名委員會（「提名委員會」）將在適當時候檢討董事會多元化政策，以確保該政策行之有效。提名委員會將會討論任何或需作出的修訂，並向董事會提出修訂建議，供董事會審批。

BOARD MEETINGS

Board Practices and Conduct of Meetings

Annual meeting schedules and draft agenda of each meeting are normally made available to Directors in advance. The Board meets at least four times per year at approximately quarterly intervals in accordance with Code Provision A.1.1 of the CG Code. Notice of not less than 14 days would be given for all regular board meetings to provide all Directors with an opportunity to attend pursuant to Code Provision A.1.3 of the CG Code and include matters in the agenda for a regular meeting.

For other board and committee meetings, reasonable notice would be given. Board papers together with all appropriate, complete and reliable information are sent to all Directors at least three days before each board meeting or committee meeting to keep Directors have sufficient time to review the papers and be adequately prepared for the meetings. All Directors can access to the senior management and the joint company secretaries of the Company at all time and upon reasonable request seek independent professional advice at the Company's expense.

Minutes of the meetings are kept properly with copies circulated to all Directors for information and record. Minutes of the board meetings and committee meetings are recorded in sufficient detail of the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each board meeting and committee meeting are sent to the Directors for comments within a reasonable time after the date on which meeting is held. The minutes of the board meetings are available for inspection by Directors.

The articles of association of the Company (“Articles”) contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

董事會會議

董事會常規及會議程序

週年會議時間表及每次會議議程草擬本均會預先向董事提供。根據企業管治守則的守則條文A.1.1，董事會每年舉行至少四次會議，大約每季一次。根據企業管治守則的守則條文A.1.3，董事會例行會議通告會於會議舉行前至少14日送呈全體董事，以讓全體董事皆有機會出席及提出商討事項列入例行會議議程。

就其他董事會會議或委員會會議而言，會發出合理通告。董事會會議文件連同所有合適、完整及可靠的資料，均於各董事會會議或委員會會議舉行前最少三天發送予全體董事，以讓董事有充足時間審閱文件及就會議作充分準備。全體董事均可隨時接觸本公司高級管理層及聯席公司秘書，並可在適當要求後徵詢獨立專業意見，費用由本公司承擔。

會議記錄獲妥為保存，副本由全體董事傳閱，以供參考及記錄。董事會會議及委員會會議的會議記錄均充分記載董事會及委員會所考慮事項的詳情及所達成的決策，包括董事提出的任何疑慮。各董事會會議及委員會會議的會議記錄草擬本於會議舉行日期後一段合理時間內送交董事以供其發表意見。董事會會議的會議記錄可供董事查閱。

本公司組織章程細則(「細則」)載有條文，規定董事須於批准該等董事或彼等的任何聯繫人士擁有重大利益的交易的大會上放棄投票，且不計入有關會議的法定人數。

Corporate Governance Report

企業管治報告

ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

The attendance record of each Director at the Board, Board Committees meetings and general meetings of the Company held during the year ended 31 December 2016 is set out in the table below:

董事及委員會成員出席記錄

於截至二零一六年十二月三十一日止年度本公司各董事出席董事會、董事委員會會議及股東大會的記錄載於下表：

Name of Director 董事姓名		Attendance/Number of Meetings 出席／會議次數					
		Board Meeting 董事會會議	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Audit Committee 審計委員會	Annual General Meeting 週年大會	Extraordinary General Meeting 特別大會
Executive Directors	執行董事						
Mr. HUANG Junnou	黃俊謀先生	7/7	1/1	1/1	N/A不適用	1/1	1/1
Mr. YANG Hua	楊華先生	7/7	N/A不適用	N/A不適用	N/A不適用	1/1	1/1
Mr. LUO Mingxing*	羅明星先生*	1/1	N/A不適用	N/A不適用	N/A不適用	N/A不適用	N/A不適用
Non-executive Directors	非執行董事						
Mr. LI Xiangcheng	李享成先生	7/7	N/A不適用	N/A不適用	N/A不適用	1/1	1/1
Mr. XU Xinhua	許新華先生	7/7	N/A不適用	N/A不適用	N/A不適用	1/1	1/1
Mr. YU Zida	喻子達先生	7/7	N/A不適用	N/A不適用	N/A不適用	1/1	1/1
Independent non-executive Directors	獨立非執行董事						
Mr. QIAN Haomin	錢昊旻先生	7/7	1/1	N/A不適用	3/3	1/1	1/1
Mr. LIN Zhangxi	林漳希先生	7/7	N/A不適用	1/1	3/3	1/1	0/1
Ms. ZHAO Jinlin	趙晉琳女士	7/7	1/1	1/1	3/3	1/1	1/1

* Mr. LUO Mingxing resigned as executive Director on 8 February 2016. Therefore, he only attended the Board meeting held on 29 January 2016.

* 羅明星先生於二零一六年二月八日辭任執行董事。因此，彼僅出席二零一六年一月二十九日舉行的董事會會議。

Code provision A.2.7 of the CG Code stipulates that the chairman should at least annually hold meetings with the non-executive directors (including independent non-executive directors) without the executive directors present. For the year ended 31 December 2016, the Chairman met with the non-executive Directors and independent non-executive Directors without other executive Directors present to understand their concerns and to discuss pertinent issues.

企業管治守則的守則條文A.2.7規定，主席應在無執行董事出席的情況下與非執行董事(包括獨立非執行董事)最少每年舉行一次會議。截至二零一六年十二月三十一日止年度，主席在無其他執行董事在場的情況下與非執行董事及獨立非執行董事會面，了解其關注事項及討論相關問題。

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Directors keep abreast of responsibilities as Directors of the Company and of the conduct, business activities and development of the Company.

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her 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. Such induction shall be supplemented by visits to the Company's offices and meetings with senior management of the Company.

Pursuant to Code Provision A.6.5 of CG Code, Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Internally-facilitated briefings for Directors will be arranged and reading material on relevant topics will be issued to Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses. According to the records of the Company, in 2016, all Directors attended training sessions on duties and obligations of directors of companies listed on the Stock Exchange which was conducted by the Company's legal advisers as to Hong Kong laws.

董事的持續專業發展

董事時刻履行作為本公司董事的職責和行為，留意本公司業務活動及發展。

每名新任董事均於首次獲委任時獲提供正式、全面及針對性入職介紹，確保新董事可適當掌握本公司業務及營運，並完全了解於上市規則及相關法規下的董事職責及責任。有關入職介紹亦會到訪本公司的辦公室以及與本公司高級管理層成員會面。

根據企業管治守則條文A.6.5，董事應參與適合的持續專業發展，從而發展及更新其知識及技能，以確保彼等在具備全面資訊及切合所需的情況下對董事會繼續作出貢獻。本公司將在適當情況下為董事安排在內部舉辦簡介會並向董事發出相關主題的閱讀材料。鼓勵全體董事參與相關培訓課程，費用由本公司承擔。根據本公司記錄，於二零一六年，所有董事均已出席有關聯交所上市公司董事職務及職責的培訓，而該等培訓均由本公司有關香港法律的法律顧問舉辦。

Corporate Governance Report

企業管治報告

During the year ended 31 December 2016, the key methods of attaining continuous professional development by each of the Directors are summarised as follows:

截至二零一六年十二月三十一日止年度，各董事獲得持續專業發展的主要方法概述如下：

Name of Directors 董事姓名		Attending courses/ seminars 出席課程/ 研討會	Reading regulatory materials 閱讀監管 規定資料
Executive Directors	執行董事		
Mr. HUANG Junmou	黃俊謀先生	√	√
Mr. YANG Hua	楊華先生	√	√
Mr. LUO Mingxing (resigned on 8 February 2016)	羅明星先生(於二零一六年二月八日辭任)	N/A不適用	N/A不適用
Non-executive Directors	非執行董事		
Mr. LI Xiangcheng	李享成先生	√	√
Mr. XU Xinhua	許新華先生	√	√
Mr. YU Zida	喻子達先生	√	√
Independent non-executive Directors	獨立非執行董事		
Mr. QIAN Haomin	錢昊旻先生	√	√
Mr. LIN Zhangxi	林漳希先生	√	√
Ms. ZHAO Jinlin	趙晉琳女士	√	√

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Code provision A.4.1 of the CG Code stipulates that non-executive Directors shall be appointed for a specific term, subject to re-election, whereas code provision A.4.2 of the CG Code states that all directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Each of the executive Directors has entered into a service contract with the Company and is appointed for a specific term of three years unless terminated by not less than three months' notice in writing served by either the executive Director or the Company.

Each of the non-executive Directors and the independent non-executive Directors has entered into a service contract/signed an appointment letter with the Company and is appointed for a specific term of three years.

All appointments of Directors are subject to the provisions of retirement and rotation of Directors under the Articles. In accordance with the Articles, all Directors are subject to retirement by rotation at least once every three years and any new Director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

The procedures and process of appointment, re-election and removal of Directors are laid down in the Articles. The Nomination Committee is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of Directors, monitoring the appointment and succession planning of Directors and assessing the independence of independent non-executive Directors.

委任及重選董事

企業管治守則條文A.4.1規定非執行董事應獲委任指定任期，並可接受重新選舉，而企業管治守則條文A.4.2表示所有獲委任填補臨時空缺的董事應在彼等獲委任後的首次股東大會上由股東選任，而每位董事(包括有指定任期的董事)應輪值告退，至少每三年一次。

各執行董事已與本公司訂立服務合約，指定任期為三年，除非經執行董事或本公司任何一方發出不少於三個月的書面通知終止。

各非執行董事及獨立非執行董事已與本公司訂立服務合約／簽訂委任函件，獲委任的指定任期為三年。

所有董事委任須遵守細則項下董事退任及輪值退任的規定。根據細則，全體董事須至少每三年輪值告退一次，而任何獲委任以加入董事會填補臨時空缺或作為新增董事，僅任職至下屆股東大會並符合資格於會上接受重選。

董事的委任、重選及免職程序及過程已載於細則。提名委員會負責檢討董事會組成、研究及制定提名及委任董事的有關程序、監察董事委任及繼任規劃，以及評估獨立非執行董事的獨立性。

BOARD COMMITTEES

The Board has established three committees, namely the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the Nomination Committee, for overseeing particular aspects of the Company’s affairs. All Board Committees of the Company are established with defined written terms of reference. The terms of reference of the Board Committees are posted on the Stock Exchange’s website and Company’s website.

Audit Committee

The Company established the Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C.3 of the CG Code. The primary duties of the Audit Committee are, among other things, to review and supervise the financial reporting process, risk management and internal control system of the Group, oversee the audit process and select external auditors and assess their independence and qualifications.

The Audit Committee comprises three independent non-executive Directors, namely Ms. Zhao Jinlin, Mr. Lin Zhangxi and Mr. Qian Haomin. Ms. Zhao Jinlin is the chairlady of the Audit Committee and she is the Company’s independent non-executive Director with the appropriate professional qualifications.

The Audit Committee held three meetings during the year ended 31 December 2016 to review the annual financial results and report in respect of the year ended 31 December 2015 and interim financial results and report for the six months ended 30 June 2016 as well as significant issues on the financial reporting and compliance procedures, internal control and risk management systems, and the effectiveness of the Company’s internal audit function, and discussed the arrangements of the Company’s annual audit work for the year ended 31 December 2016.

董事委員會

董事會已成立三個委員會，即審核委員會（「**審核委員會**」）、薪酬委員會（「**薪酬委員會**」）及提名委員會，負責監督本公司事務的特定方面。本公司所有董事委員會均訂有明確界定的書面職權範圍。有關職權範圍已上載至聯交所及本公司網站。

審核委員會

本公司已成立審核委員會，其書面職權範圍符合上市規則第3.21條及企業管治守則C.3段。審核委員會的主要職責為（其中包括）審閱及監察本集團的財務報告程序、風險管理及內部控制系統、監督審核過程及甄選外部核數師及評估彼等的獨立性及資格。

審核委員會由三名獨立非執行董事（即趙晉琳女士、林漳希先生及錢昊旻先生）組成。趙晉琳女士為審核委員會主席，並為本公司擁有適當專業資格的獨立非執行董事。

截至二零一六年十二月三十一日止年度，審核委員會已舉行三次會議，審閱有關截至二零一五年十二月三十一日止年度的年度業績公告及報告以及截至二零一六年六月三十日止六個月的中期財務業績及報告、有關財務匯報及合規程序、內部控制及風險管理系統的重大事宜，以及本公司內部審核系統的有效性，並討論截至二零一六年十二月三十一日止年度本公司的年度審核工作的安排。

Remuneration Committee

The Company established the Remuneration Committee with written terms of reference in compliance with the CG Code and the roles and the responsibilities delegated to the Remuneration Committee by the Board. The primary duties of the Remuneration Committee are, among other things, to establish, review and make recommendation to the Board on the remuneration policy and remuneration packages of individual executive Directors and senior management; and to establish transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration.

The Remuneration Committee comprises two independent non-executive Directors, being Ms. Zhao Jinlin and Mr. Lin Zhangxi and one executive Director, being Mr. Huang Junmou. Mr. Lin Zhangxi is the chairman of the Remuneration Committee.

The Remuneration Committee held one meeting on 21 March 2016 to review the remuneration package of the Directors and senior management, the remuneration policy and remuneration structure of the Company.

The primary goal of the Group's remuneration policy for executive Directors is to enable the Company to retain, provide incentive and reflect their individual performance by a reasonable remuneration package. The remuneration package includes basic salary, performance and/or discretionary bonus, participation in the share option scheme (the "Scheme") and other benefits. Remuneration of the non-executive Directors and independent non-executive Directors mainly includes the director's fee which is a matter for the Board to decide by reference to the duties and responsibilities of the non-executive Directors and independent non-executive Directors and their participation in the Scheme.

薪酬委員會

本公司已成立薪酬委員會，其書面職權範圍符合企業管治守則及董事會指派薪酬委員會的職務及職責。薪酬委員會的主要職責為(其中包括)設立、檢討薪酬政策及個別執行董事及高級管理層的薪酬待遇並就此向董事會提出建議，並建立發展有關薪酬政策及結構的透明程序，以確保並無董事或其任何聯繫人士將參與決定其本身的薪酬。

薪酬委員會由兩名獨立非執行董事(即趙晉琳女士及林漳希先生)及一名執行董事(即黃俊謀先生)組成。林漳希先生為薪酬委員會主席。

薪酬委員會於二零一六年三月二十一日舉行一次會議，以檢討董事及高級管理層的薪酬待遇、本公司的薪酬政策及薪酬結構。

本集團對執行董事薪酬政策的主要目標是讓本公司可透過提供合理薪酬福利，以挽留、提供獎勵及反映其個人表現。薪酬組合包括基本薪金、績效及／或酌情花紅、參與購股權計劃(「計劃」)及其他福利。非執行董事及獨立非執行董事的薪酬主要包括董事袍金，而該董事袍金乃由董事會經參考非執行董事及獨立非執行董事的職務及職責以及彼等參與計劃的情況而釐定。

Nomination Committee

The Company established the Nomination Committee with written terms of reference in compliance with the requirements of the CG Code and the role and responsibilities delegated to the Nomination Committee by the Board. The primary duties of the Nomination Committee are, among other things, to make recommendations to the Board on the appointment and removal of Directors and evaluate the structure and composition of the Board. In the nomination procedures, the Nomination Committee makes reference to criteria including reputation of candidate for integrity, accomplishment, experience, professional and educational backgrounds.

The Nomination Committee comprises two independent non-executive Directors, being Ms. Zhao Jinlin and Mr. Qian Haomin and one executive Director, being Mr. Huang Junmou. Mr. Huang Junmou is the chairman of the Nomination Committee.

The Nomination Committee held one meeting on 21 March 2016 to review the structure, size and composition of the Board, assessed the independence of independent non-executive Directors to determine their eligibility and discussed the re-appointment of directors and succession planning for directors.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties including:

- to develop and review the Company's policies and practices 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 applicable to employees and Directors; and
- to review the Company's compliance with CG Code and disclosure in the corporate governance report in the annual report of the Company.

提名委員會

本公司已成立提名委員會，其書面職權範圍符合企業管治守則及企業管治報告及董事會指派提名委員會的職務及職責。提名委員會主要職責為(其中包括)就委任及罷免董事及評估董事會的架構及組成向董事會提供推薦建議。於提名過程中，提名委員會參考的標準包括候選人的誠信度、成就及經驗、專業及教育背景。

提名委員會由兩名獨立非執行董事(即趙晉琳女士及錢昊旻先生)及一名執行董事(即黃俊謀先生)組成。黃俊謀先生為提名委員會主席。

提名委員會於二零一六年三月二十一日召開會議，檢討董事會的結構、規模及組成、評估獨立非執行董事的獨立性以確定彼等的資格以及討論重新委任董事及董事繼任規劃。

企業管治職能

董事會負責履行企業管治的職責，包括：

- 制定及審核本公司的企業管治政策及常規；
- 審核及監督董事及高級管理層的培訓及持續專業發展；
- 審核及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制定、審核及監察適用於僱員及董事的操守準則；及
- 審核本公司遵守企業管治守則的情況及本公司年報中的企業管治報告披露。

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledged their responsibility for preparing the financial statements of the Company for the year ended 31 December 2016. The Directors also acknowledge their responsibility to ensure that the financial statements of the Group are published in a timely manner.

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

The statement of the independent auditors of the Company about their reporting responsibilities on the Consolidated Financial Statements is set out in the Independent Auditors' Report on pages 95 to 101 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

During the year ended 31 December 2016, the Board conducted a review of the effectiveness of the risk management and internal control systems of the Group, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function.

The Board is responsible for overseeing the risk management and internal control system of the Group and review their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss. A defined management structure with specified limits of authority and responsibilities is developed for safeguarding assets against unauthorised use or disposition, maintaining proper accounting records for the provision of reliable financial information for internal use or for publications, and complying with applicable laws, rules and regulations.

The Company's risks are identified from operations in its established enterprise-wide risk assessment methodologies. The Company periodically reviews each position of the operating departments and other functional departments to identify, analyse and evaluate the risks. The risk assessment results and the proposed internal control measures are submitted to the senior management of the Company for review and approval. The senior management is also responsible for supervising the effectiveness of implementation and future execution of the risk control measurement.

董事就財務報表的責任

董事確認彼等負責編製本公司截至二零一六年十二月三十一日止年度的財務報表。董事亦確認彼等負責確保本集團的財務報表適時刊發。

董事並不知悉有關任何事件或情況的任何重大不確定因素，而該等事件或情況可能導致對本公司的持續經營能力產生嚴重疑問。

本公司獨立核數師有關其就綜合財務報表的匯報責任聲明載於本年報第95至101頁的獨立核數師報告。

風險管理及內部監控

於截至二零一六年十二月三十一日止年度內，董事會檢討了本集團風險管理及內部控制系統的有效性，包括本集團會計及財務匯報職能的資源充足性、員工資質及經驗、培訓課程及預算。

董事會負責監察本集團的風險管理及內部控制系統，並檢討其成效。該等系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。本公司已制定清晰的管理架構並訂有權限及責任的具體限制，以避免未授權使用或處置資產，保存妥善的會計記錄以提供可靠財務資料供內部使用或刊發之用，並遵守適用法律、規則及法規。

本公司使用既有企業的整體風險評估方法在業務過程中識別風險。本公司定期審查各經營部門及其他職能部門的狀況，以識別、分析及評估風險。風險評估結果及建議的內部控制措施會提交予本公司高級管理層審查及批准。高級管理層亦負責監督推行及日後執行風險控制措施的有效性。

The Company established the internal audit function to perform annual financial review. The results of the internal audit and review are reported to the executive Directors and the Audit Committee. The Audit Committee has reviewed the Group's internal audit function and is satisfied with its adequacy and effectiveness for the year ended 31 December 2016.

The Group has engaged Zhonghui Anda Risk Services Limited ("Zhonghui Anda") to conduct a review on the effectiveness of the major cycles of the Group's internal control system for the year ended 31 December 2016. Such review covered material controls, including financial, operational and compliance controls and it did not reveal any significant defects. Zhonghui Anda has reported major findings and areas for improvement to the Board. Relevant recommendations made by Zhonghui Anda have been properly followed up by the Group to further enhance its internal control policies, procedures and practices.

During the year ended 31 December 2016, the Board has conducted a review of the effectiveness of the Group's risk management and internal control systems, and considered the risk management and internal control systems effective and adequate in all material aspects in both design and operations.

AUDITORS' REMUNERATION

The remuneration paid to the external auditors of the Company in respect of audit services and non-audit services for the year ended 31 December 2016 amounted to approximately RMB1.6 million and RMB0.1 million respectively.

JOINT COMPANY SECRETARIES

Ms. Ouyang Jiejiao and Ms. Wong Wai Ling have been appointed by the Company as the joint company secretaries of the Company. Ms. Ouyang Jiejiao is the chief financial officer of the Company. Ms. Wong Wai Ling is the assistant vice president of a corporate services provider, SW Corporate Services Group Limited, and assists Ms. Ouyang Jiejiao in company secretarial affairs. The primary corporate contact person of Ms. Wong Wai Ling at the Company is Ms. Ouyang Jiejiao.

During the year ended 31 December 2016, Ms. Ouyang Jiejiao and Ms. Wong Wai Ling have undertaken not less than 15 hours of relevant professional training respectively in compliance with Rule 3.29 of the Listing Rule.

本公司已成立內部審核職能以履行年度財務審閱。內部審核及審閱的結果會呈報執行董事及審核委員會。審核委員會已審閱本集團的內部審核職能，並信納截至二零一六年十二月三十一日止年度的內部監控系統屬適當及有效。

截至二零一六年十二月三十一日止年度，本集團已委聘中匯安達風險管理有限公司(「中匯安達」)檢討本集團內部控制系統主要環節的有效性。有關檢討涵蓋重大控制，包括財務、運營及合規控制，且並無發現任何重大瑕疵。中匯安達已向董事會報告主要發現及有待改進的領域。本集團已適當跟進中匯安達提出的相關建議，以進一步加強內部控制政策、程序及常規。

於截至二零一六年十二月三十一日止年度，董事會已就本集團的風險管理及內部控制系統的有效性進行審閱，並認為風險管理及內部控制系統的設計及運作均在所有重大方面屬有效及適當。

核數師酬金

本公司外聘核數師就截至二零一六年十二月三十一日止年度的審核服務及非審核服務而獲支付的酬金分別約人民幣1.6百萬元及人民幣0.1百萬元。

聯席公司秘書

歐陽戒驕女士及黃慧玲女士已獲本公司委任為本公司的聯席公司秘書。歐陽戒驕女士為本公司首席財務官。黃慧玲女士為企業服務提供商信永方圓企業服務集團有限公司副總監，並在公司秘書事務方面協助歐陽戒驕女士。黃慧玲女士在本公司的主要公司聯絡人為歐陽戒驕女士。

截至二零一六年十二月三十一日止年度，歐陽戒驕女士及黃慧玲女士各自已根據上市規則第3.29條接受不少於15小時的相關專業培訓。

Corporate Governance Report

企業管治報告

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Company has established a formal and transparent procedure for formulating policies on remuneration of Directors and senior management of the Group. Details of the remuneration of each of the Directors for the year ended 31 December 2016 are set out in note 11 to the Consolidated Financial Statements of this annual report.

The senior management's (including all executive Directors) remuneration for the year ended 31 December 2016 is within the following bands:

Remuneration bands 薪酬範圍		Number of individuals 人數
Nil to RMB1,000,000	零至人民幣 1,000,000 元	1
RMB1,000,001 to RMB1,500,000	人民幣 1,000,001 元至人民幣 1,500,000 元	2

COMPLIANCE ADVISER

The Company appointed Quam Capital Limited as the compliance adviser of the Company on 19 March 2015 to provide guidance and opinion in respect of the compliance with the Listing Rules and other regulations and practice governing listed in Hong Kong upon listing.

The Company and Quam Capital Limited have mutually agreed to terminate the compliance adviser agreement on 22 January 2016. Lego Corporate Finance Limited has been appointed as the new compliance adviser as required pursuant to Rule 3A.27 of the Listing Rules with effect on 22 January 2016. Lego Corporate Finance Limited will continue to provide guidance and opinion to the Company in respect of the compliance with the Listing Rules and other regulations and practice governing listed issuers in Hong Kong.

董事及高級管理層的薪酬

本公司已就制定本集團董事及高級管理層薪酬的政策設立正式透明的程序。截至二零一六年十二月三十一日止年度，各董事的薪酬詳情載於本年報綜合財務報表附註 11。

截至二零一六年十二月三十一日止年度高級管理層(包括全體執行董事)的薪酬處於下列範圍：

合規顧問

本公司於二零一五年三月十九日委任華富嘉洛企業融資有限公司為本公司的合規顧問，以就於上市後符合上市規則以及監管香港上市發行人的其他規則及規例提供指引及意見。

本公司及任華富嘉洛企業融資有限公司已共同協定於二零一六年一月二十二日終止合規顧問協議。力高企業融資有限公司已按上市規則第 3A.27 條獲委任為新的合規顧問並於二零一六年一月二十二日起生效。力高企業融資有限公司將繼續就符合上市規則以及監管香港上市發行人的其他規則及規例，向本公司提供指引及意見。

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS/INVESTOR RELATIONS

The Company and the Board believe that effective communication with Shareholders and other investment community is essential for enhancing investor understanding of the Group's business performance and strategies, improving the level of corporate governance transparency and strategic credibility. The Company's objectives on investor relations are to maintain strong contacts with investors, to provide them with accurate and timely information and to listen to Shareholders' suggestions and concerns, and answer raised questions sincerely.

The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. The chairman of the Board, non-executive Director, independent non-executive Directors, and the chairmen and the chairlady of all Board Committees (or their delegates) will make themselves available at general meetings to meet shareholders and answer their enquiries.

The 2017 annual general meeting ("AGM") of the Company will be held on Wednesday, 21 June 2017.

To promote effective communication, the Company maintains a website at www.nnk.com.hk, where up-to-date information and updates on the Company's business operations and development, financial information, corporate governance practices and other information are available for public access.

The Company and the Board value the views and the inputs of Shareholders and investors. The Company welcomes suggestions from investors and Shareholders in relation to the development of the Company to the Company's investor relations team via email or telephone.

與股東及投資者的溝通及投資者關係

本公司及董事會相信，與股東及其他投資團體作出有效溝通至關重要，可增進投資者對本集團業務表現及策略的了解、改善企業管治透明度及策略可信度。本公司就投資者關係定下的目標為與投資者保持密切聯繫、為彼等提供準確及適時的資料、聆聽股東建議及關注事宜並誠懇地解答彼等提出的問題。

本公司致力保持與股東持續對話，尤其是透過股東週年大會及其他股東大會與股東溝通。董事會主席、非執行董事、獨立非執行董事及所有董事委員會主席(或其授權代表)將出席股東大會，與股東會面及解答查詢。

本公司二零一七年股東週年大會(「股東週年大會」)將於二零一七年六月二十一日(星期三)舉行。

為促進有效溝通，本公司設立網站 www.nnk.com.hk，上載本公司業務發展及營運的最新資料及進展、財務資料、企業管治常規及其他資料以供公眾查閱。

本公司及董事會重視股東及投資者的見解及意見。本公司歡迎投資者及股東通過電子郵件或電話就本公司發展向本公司投資者關係團隊提出建議。

SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, separate resolutions are proposed at Shareholder's meeting on each substantial issue at general meetings, including the election of individual Directors.

Procedures for Shareholders to Convene an Extraordinary General Meeting

Pursuant to article 12.3 of the Articles, general meeting shall be convened on the written requisition of any two or more Shareholders deposited at the principal place of business of the Company in Hong Kong at 18/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong or, in the event of 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 any one 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 that the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist 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. 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.

股東權益

為保障股東權益及權利，本公司將於股東大會上就各重大事宜(包括選舉個別董事)於股東大會提呈獨立決議案。

股東召開股東特別大會程序

根據細則第12.3條，股東大會可應任何兩名或以上股東的書面要求而召開，有關要求須送達本公司於香港的主要營業地點(地址為香港灣仔皇后大道東28號金鐘匯中心18樓，倘本公司不再設置上述主要辦事處，則為註冊辦事處)，當中須列明大會的主要事項並由請求人簽署，惟該等請求人於送達要求當日須持有本公司的賦予其於本公司股東大會投票權的不少於十分之一的繳足股本。股東大會亦可應本公司任何一名為認可結算所(或其代名人)的股東的書面要求而召開，有關要求須送達本公司於香港的主要辦事處(倘本公司不再設置上述主要辦事處，則為註冊辦事處)，當中須列明大會的主要事項並由請求人簽署，惟該等請求人於送達要求當日須持有本公司的賦予其於本公司股東大會投票權的不少於十分之一的繳足股本。倘董事會於送達要求之日起計21日內並無按既定程序召開將於其後21日內舉行的大會，則請求人本身或持有請求人半數以上投票權的任何請求人可按盡量接近董事會召開大會相同的方式召開大會，惟如此召開的任何大會不得於送達有關要求之日起計三個月屆滿後召開，且本公司須向請求人償付因董事會未召開大會而產生的所有合理開支。

Procedures for Shareholders to Propose a Person for Election as a Director

Pursuant to article 16.4 of the Articles, no person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the company secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

Putting Forward Proposals at General Meetings

There are no provisions in the Articles or Cayman Islands Companies Law for shareholders to move new resolutions at general meeting. Shareholders who wish to move a resolution may request the Company to convene a general meeting in accordance with the procedures set out in the preceding paragraph headed "Procedures for Shareholders to Convene an Extraordinary General Meeting".

Putting Forward Enquiries to the Board

Shareholders should direct their enquiries about their shareholdings to the Company's Hong Kong share registrar, namely Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Shareholders who intend to put forward their enquiries about the Company to the Board could send their enquiries to the Company's headquarters and principal place of business in the PRC at 6/F, 3 Building A Area, Internet Industry Base, Xixiang, Baoyuan Road, Baoan District, Shenzhen, PRC.

股東提名人選參選董事的程序

根據細則第16.4條，概無人士（除非獲得董事會推薦參選）符合資格可在任何股東大會上參選出任董事職位，除非本公司股東（並非獲提名參選人士，但有權出席該通知相關的會議及於會上投票）發出書面通知表明有意提名該人士參選董事，而該人士亦已簽署書面通知表明願意參選。該等通知必須於最少為七日的期間（由不早於寄發就選舉而召開股東大會通告之後一日起計，至不遲於該股東大會舉行日期前七日結束）呈交公司秘書。

於股東大會上提出議案

細則或開曼群島公司法並無條文容許股東於股東大會上動議新決議案。有意動議決議案的股東可根據前段「股東召開股東特別大會程序」載列的程序要求本公司召開股東大會。

向董事會提交查詢

有關持股事項的查詢，股東可向本公司的香港股份登記處香港中央證券登記有限公司作出有關持股事項的查詢，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。有意向董事會作出有關本公司的查詢的股東可將彼等的查詢送交本公司總部及中國主要營業地點，地址為中國深圳市寶安區西鄉寶源路互聯網產業基地A區3棟6層。

Corporate Governance Report

企業管治報告

CHANGE IN CONSTITUTIONAL DOCUMENTS

An amended and restated Memorandum and Articles of Association of the Company was adopted on 14 December 2015 and took effect from the Listing Date. Save as disclosed herein, the Company has not made any changes to its constitutional documents during the year ended 31 December 2016. An up-to-date version of the Articles is available on the Company's website and the Stock Exchange's website.

INFORMATION DISCLOSURE

Regarding the disclosure of inside information and internal control measures, the Company understands its duties under the Listing Rules and the Securities and Futures Ordinance ("SFO"), and adheres to the important principle of timely publication of the inside information. The Company abides by the "Guide on disclosure of inside information" published by the Securities and Futures Commission, and has developed a complete system of internal procedures and internal control measures for processing and publication of information in order to ensure the timely, accurate and appropriate disclosure of relevant information to the public and regulatory authorities.

The Company has established an inside information handling team which consists executive Directors, chief financial officer, company secretary and investor relations to identify, evaluate and report to the Board about any potential inside information. The Company is required to disclose inside information as soon as reasonably practicable in accordance with SFO and Listing Rules. The Company conducts its affairs with close regard to the "Guidelines on Disclosure of Inside Information" issued by the Securities and Futures Commission. The Company also included in its information disclosure policies a strict prohibition on the unauthorized use of confidential or inside information. The Board will determine further escalation and appropriate handling the dissemination of inside information.

章程文件的變更

本公司經修訂及重列的組織章程大綱及細則於二零一五年十二月十四日獲採納，並於上市日期生效。除本文件所披露者外，本公司並無於截至二零一六年十二月三十一日止年度修改章程文件。本公司細則的最新版本在本公司及聯交所網站可供查閱。

消息披露

關於披露內幕消息和內部控制措施，本公司明白其在上市規則及證券及期貨條例（「證券及期貨條例」）下的責任，並遵從及時公佈內幕消息的重要原則。本公司遵守證券及期貨事務監察委員會公佈的「內幕消息披露指引」，設立了一套完備的內部流程和內部控制措施系統處理和公佈消息，以保證及時向公眾及監管機構披露準確適宜的相關消息。

本公司已成立內幕消息處理團隊，由執行董事、首席財務官、公司秘書及投資者關係組成，以辨識、評估及向董事會報告任何潛在內幕消息。本公司須根據證券及期貨條例及上市規則在合理切實可行的範圍內盡快披露內幕消息。本公司在處理事務時，嚴格遵循證券及期貨事務監察委員會刊發的《內幕消息披露指引》。本公司亦在其消息披露政策內載有嚴格禁止在未經授權下使用機密資料或內幕消息的規定。董事會將釐定進一步匯報及處理內幕消息的發佈。

Environmental, Social And Governance Report

環境、社會及管治報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE PRACTICES

The Board is pleased to present this environmental, social and governance report (“ESG Report”) for the year ended 31 December 2016, pursuant to the Environmental, Social and Governance (“ESG”) Reporting Guide provided in Appendix 27 to the Listing Rules (the “ESG Guide”), which sets out the Company’s policies and practices in four aspects, namely environmental protection, employment and labour practices, operating practices and community involvement. The ESG Report is designed to allow Shareholders, investors (including potential investors) and the public to have a more comprehensive and profound understanding of the corporate governance and culture of the Company.

The Group is committed to put emphasis on environmental protection and sustainable development. The Group strives to utilise resources efficiently and effectively in workplace and reduce impacts on the environment; raise its social responsibility and improve well-being of its employees; and demonstrate the Group’s commitment to the corporate social responsibility. Apart from pursuing corporate profits, the Group also took into consideration the sustainable development of the environment, the society and corporate governance in all aspect of the business operation of the Group, so that those standards could be sustained.

The Board is responsible for the Group’s ESG strategy and reporting. The Group has established an ESG working team to engage the management and employees across all functions in order to identify relevant ESG issues and to assess their materiality to the Group’s business as well as the Company’s stakeholder, through reviewing the Group’s operations and internal discussions. Disclosures relating to the material ESG issues identified have been included in this ESG Report pursuant to the ESG Guide. This ESG Report focuses on mobile top-up services business, the principal business of the Group. It covers the operations of the Group’s PRC Operating Entity, Shenzhen NNK.

環境、社會及管治常規

根據上市規則附錄二十七《環境、社會及管治報告指引》(「環境、社會及管治報告指引」)，董事會欣然呈列截至二零一六年十二月三十一日止年度的本環境、社會及管治報告(「環境、社會及管治報告」)，其中載有本公司在環境保護、僱傭及勞工慣例、營運慣例及社區參與四個方面的政策及慣例。環境、社會及管治報告旨在讓股東、投資者(包括潛在投資者)及公眾對本公司的企業管治及文化有更全面深入的了解。

本集團注重環境保護及可持續發展。本集團致力在工作場所有效利用資源以降低對環境的影響；增強社會責任及提高員工的福祉；並展現本集團恪守企業社會責任的承諾。除追求企業利潤外，本集團亦在業務經營各方面考慮環境可持續發展、社會及企業管治，以維持相關標準。

董事會負責本集團環境、社會及管治策略及報告。本集團已成立環境、社會及管治工作小組，任用各個職能部門的管理人員及僱員，透過檢討本集團營運及內部討論，以識別有關的環境、社會及管治事宜，並評估有關事宜對本集團業務以及本公司利益相關者的重要性。有關已識別的重大環境、社會及管治事宜的披露已根據環境、社會及管治報告指引載入本環境、社會及管治報告。本環境、社會及管治報告專注於本集團的主營業務，即手機話費充值業務，涵蓋本集團中國經營實體深圳年年卡的業務經營。

Environmental, Social And Governance Report

環境、社會及管治報告

STAKEHOLDER ENGAGEMENT

The Group maintains communication with various stakeholders which refer to groups and individuals that materially influencing or affected by the Group's business. Through various channels, the Group can timely access the latest request of the stakeholders and proactively respond to their requests in order to foster the Group's capability in fulfilling its environmental and social responsibilities and achieving the Group's sustainable development objectives.

利益相關者參與

本集團與眾多利益相關者(即對或受本集團業務產生重大影響的團體及個人)保持溝通。透過多種渠道，本集團可及時獲取利益相關者的最新要求，並主動響應其要求，以促進本集團履行環境及社會責任，達致本集團可持續發展目標的能力。

Stakeholders	利益相關者	Communications and Responses	溝通與答覆
• Customers	• 客戶	Customers satisfaction survey Customers feedback Commercial communication Service complaint and response	客戶滿意度調查 客戶反饋 商業通信 服務投訴及答覆
• Shareholders/Investors	• 股東/投資者	Shareholders' meeting Annual report/Interim report Group announcement and notice Group websites and Wechat public account Direct communication	股東大會 年報/中報 集團公告及通告 集團網站及 微信公眾號 直接溝通
• Suppliers	• 供應商	Site visit and evaluation Contract execution Cooperation negotiation Suppliers evaluation system Product quality Corporate reputation	現場視察及評估 簽立合約 合作磋商 供應商評估系統 產品質素 企業聲譽
• Employees	• 僱員	Induction training Regular staff training and activity Communication meeting Employee feedback mechanism	入職培訓 定期員工培訓及活動 溝通會議 僱員反饋機制
• Government and Regulatory Authorities	• 政府及監管部門	Direct communication Relevant conference Field visit Compliance management Policy compliance	直接溝通 相關會議 實地視察 合規管理 政策合規
• Media	• 媒體	Group announcement and notice Interview Group websites and Wechat public account	集團公告及通告 採訪 集團網站及 微信公眾號
• Community	• 社區	Volunteer activity Donation to community	志願者活動 社區捐贈

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The business of the Group affects different stakeholders, and these stakeholders have various expectations of the Group. To enhance the materiality analysis, the Group will continue to expand the scope of stakeholders' engagement and collect a diverse range of stakeholders' views through various activities in the future.

A. ENVIRONMENTAL

The Group understands that its daily operations could have impacts on the environment, therefore the Group looks for ways to achieve environmental sustainability while continuing its business growth. The Group encourages environmental protection, complies with environmental legislations and promotes awareness towards environmental protection to its employees. To put into practice, the Group have implemented a series of environmental-friendly measures in the workplace to minimise its environmental impacts. The Group seizes every opportunity to engage its staff in supporting green initiatives in daily operations to call for collective effort in sustaining the environment. To this end, the Group has introduced several initiatives to improve energy efficiency, minimise greenhouse gas ("GHG") emissions and enhance indoor air quality. For the year ended 31 December 2016, the Group has complied with all relevant environmental laws and regulations.

AI Emissions

As a specialised online mobile top-up service provider in the PRC, the Group's operations do not involve in production-related air, water and land pollutions which are regulated by the applicable laws and regulations in the PRC. Neither hazardous waste nor hazardous pollutant were produced by the Group in its course of business during the year ended 31 December 2016. However, the Group still actively pursues various environmental measures to reduce the indirect impact on the environment associated with its business development.

本集團業務會影響不同利益相關者，而利益相關者對本集團寄予不同期望。為強化重要性分析，本集團日後將繼續擴大利益相關者參與範圍，並透過多種活動收集不同利益相關者的意見。

A. 環境

本集團了解到，其日常運營可能會對環境產生影響，因此本集團注重在保持業務持續增長的同時，實現環境的可持續性。本集團鼓勵環保，遵守環保法規及提倡僱員的環保意識。為付諸實踐，本集團已在工作場所實施一系列環保措施，以儘量減少對環境的影響。本集團把握每次機會讓員工在日常運營中支持綠色環保計劃，呼籲大家共同維護環境。為此，本集團已採取多項舉措來節約能源，儘量降低溫室氣體（「溫室氣體」）的排放量及提升室內空氣質素。於截至二零一六年十二月三十一日止年度，本集團已遵守所有相關環境法律法規。

AI 排放

作為中國一家專業網上手機話費充值服務供應商，本集團的營運並無涉及受到中國適用法律及法規規管的與生產有關的空氣、水及土地污染。截至二零一六年十二月三十一日止年度，本集團在業務過程中並無生產有害廢物或有害污染物。然而，本集團仍積極尋求各種環保措施降低業務發展為環境帶來的間接影響。

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The largest contributor to the Group's carbon footprint is the GHG emissions from electricity consumption. The Group encourages its staff to adopt environmentally responsible behaviours and implement green measures in order to minimise its carbon footprints. The Group has implemented a number of energy saving measures (as discussed below) in its workplace to reduce indirect GHG emissions.

The Group also realised that transportation by any means can result in GHG emissions. As the Group has extensive and numerous channel partners in different regions in the PRC, travelling on business trip is also one of the major contributions to GHG emissions. As such, the Group encourages its staff to adopt video conferencing and teleconferencing to conduct meeting with channel partners and suppliers and in-house meeting with officers based in other regions to avoid unnecessary travelling and thus minimise GHG emissions. The Group also encourages staff to take public transportation in order to reduce GHG emissions. The Group has also adopted measures such as maintaining Company's vehicle and tire status on regular basis, and switching off idle engines during long time waiting to reduce energy consumption in order to reduce GHG emissions.

A2 Use of Resources

With the vision of protecting the planet and incorporating environmental sustainability into its business function and processes, the Group proactively seeks opportunities to enhance operating efficiency in workplace to reduce the use of resources. The Group closely monitors the utilisation of resources and takes remedial actions whenever necessary.

Staff are well informed of Group's green measures through different communication channels, such as intranet and regular meetings. The Group continuously cultivates its staff awareness and encourages their behavioural change.

As disclosed above, several measures have been implemented to improve energy saving in the Group's workplace. The followings are examples of energy saving measures adopted by the Group:

- maximising the use of natural light and energy-saving systems;

本集團的碳排放主要來源於用電產生的溫室氣體排放。本集團鼓勵員工採取對環境負責的行為及實施綠色措施儘量降低碳排放。本集團在工作場所實施多項節能措施(見下文)以減少間接溫室氣體排放。

本集團亦意識到，任何方式的交通運輸均會導致溫室氣體排放。由於本集團在中國各地擁有廣泛渠道夥伴，商務旅行亦為加重溫室氣體排放的主要原因之一。因此，本集團鼓勵員工以視頻會議及電話會議召開與渠道夥伴及供應商的會議及與其他區域的員工的內部會議以避免不必要的差旅，從而盡量減少溫室氣體排放。本集團亦倡導員工搭乘公共交通工具，以減少溫室氣體排放。本集團亦採取措施，如定期保養本公司的車輛及輪胎狀況及關閉長時間等待的空轉引擎以降低能源消耗，從而減少溫室氣體排放。

A2 資源使用

為助益保護地球及將環境可持續性納入業務職能及流程，本集團積極尋求在日常工作場所提升營運效率的機會以減少資源使用。本集團亦密切監察資源的利用並在必要時採取補救措施。

本集團節能措施透過內部網及定期會議等不同溝通渠道充分知會員工。本集團持續培育員工的環保意識，鼓勵員工改變行為。

如上文所披露，本集團已在工作場所執行多項措施，提升節能表現。本集團所採納的節能措施舉例如下：

- 盡量使用自然光及節能系統；

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- zoning for optimal control of lighting and air-conditioning;
- using energy-saving light bulbs, installing and purchasing energy-efficient office equipment;
- maintaining the room temperature at an average of 26 °C;
- maintaining air conditioning systems and cleaning the filters of air conditioners on a regular basis;
- switching off air conditioning systems and lighting in vacant working areas after operation hours;
- turning off office equipment when not in use;
- switching off water dispenser after operation hours;
- putting reminder message about the importance of energy and resources savings on or next to office equipment;
- 分區優化控制照明及空調；
- 使用節能燈泡、安裝及購買節能辦公設備；
- 室溫保持在平均 26 °C；
- 定期維護空調系統及清潔空調過濾器；
- 營業時間結束後關閉空置工作區域的空調系統及照明；
- 關閉不使用的辦公設備；
- 在營業時間結束後關閉飲水機；
- 在辦公設備上或旁邊張貼節約能源和資源的重要性提示；

The Group does not involve any production and manufacturing process, therefore, water consumption is minimal. The Group puts reminders to improve staff's awareness on water saving and checks water taps in offices on regular basis to avoid leakage. The Group encourages staff to use water resources conscientiously and effectively.

本集團並無涉及任何生產及製造程序，故用水量極小。本集團已張貼提示，提高員工的節水意識，並定期檢查辦公室的水管以防止滲漏。本集團鼓勵員工節約用水。

A3 The Environmental and Natural Resources

Waste management and reduction are crucial to conservation of the earth's finite resources. In order to improve waste management mechanisms, the Group has adopted various waste reduction measures, especially in cutting down paper consumption in the course of operation and purchase of paper made scratch top-up cards.

The Group encourages staff to view documents on electronic devices instead of printing out hard copies. When printing is unavoidable, duplex printing is defaulted and staffs are encouraged to reuse single-sided printed paper. The designated collection points have been set up in the workplace to facilitate paper and toner cartridges recycling. Staff are also advised to reuse office consumables.

A3 環境及自然資源

廢物管理及減廢是保護地球有限資源的關鍵。為改進廢物管理機制，本集團已採取多項減廢措施，尤其是減少主要營運時使用的紙張及已購買紙質充值刮卡。

本集團鼓勵員工通過電子設備而非列印文本的方式閱覽文件。當列印必要時，預設為雙面打印，並鼓勵員工重複使用已單面列印紙張。工作場所內設有指定收集點，方便回收紙張及墨盒。亦建議員工重複使用辦公室消耗品。

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Regarding to the Group's paper made top-up cards inventory, the Group has chosen to purchase certain amount of virtual top-up cards to replace paper made top-up cards and adopted measures to minimise the generation of paper waste. After the top-up cards are used, cards are sent to designated collection points for paper recycling.

The Group understands that good air and water quality are vital to health. The Group cares about its staff and therefore makes every effort to provide a healthy workplace environment for them. The Group has implemented various measures to maintain good indoor air quality for staff, such as regular cleaning of air-conditioning systems and filters of air conditioners. Professional cleaning personnel are engaged to maintain the indoor environment of workplaces.

B. SOCIAL

The Group believes that employees are the valuable assets of an enterprise and regards human resources as its corporate wealth in maintaining its leading position in the mobile top-up service industry. To empower our staff, the Group continuously provides on-the-job trainings and development opportunities to enhance employees' career progression. The Group offers competitive employment package and benefits to attract and retain competent persons. The Group also cherishes employees' well-being and strives to provide them with a healthy and safe working environment.

就本集團的紙製充值刮卡存貨而言，本集團已選擇採購一定數量的虛擬充值卡替代紙質充值卡，並已採取措施盡量減少紙張浪費。充值刮卡一經使用，會送至指定收集點進行紙張回收。

本集團了解到，良好的空氣質量及水質對健康至關重要。本集團關心員工，致力為其提供健康的工作環境。本集團落實多項措施(如定期清潔空調系統及空氣過濾器等)，維持室內空氣質量良好。本集團委聘專業清潔人員維護工作場所的室內環境。

B. 社會

本集團認為，僱員是企業的寶貴資產，並將人力資源視作維持其在手機充值服務行業領先地位的公司財富。為令僱員更好履行職責，本集團不斷提供在職培訓及發展機會，推動僱員的職業發展。本集團提供具競爭優勢的聘用條件及福利，吸引及留住優秀人才。本集團亦重視僱員的健康，努力為其創造健康安全的工作環境。

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BI Employment

Workforce

The Group keeps track of the updates of the laws and regulations in the PRC and has strictly abided by the relevant laws and regulations such as the Labour Law of the PRC (中華人民共和國勞動法) and the Labour Contract Law of the PRC (中華人民共和國勞動合同法) for the year ended 31 December 2016. The Group has entered into labour contracts with all employees to protect their legitimate rights and interests. Recruitment is open for all qualified personnel and conducted in a fair, just and open manner, and recruitment information is announced with the Company's information or disclosed to the public. Recruitment and promotion is based on the candidates' capability instead of other factors such as gender, race, age and religion. All employees and candidates enjoy equal opportunities and fair treatment. The Group has established a selection and evaluation system to optimise the allocation of human resources and internal promotion. The philosophy of developing a wide array of talents helps to build up the overall strength of the Group and maintaining its leading position in the industry.

The Group has also established policies and procedures regarding the dismissal of its employees. Compensation for dismissed personnel is well settled and the Group has strictly abided by the provision of Labour Law of the PRC (中華人民共和國勞動法). The Group will conduct interviews and conversations with dismissed personnel to comfort their frustrations and collect their feedbacks. During the year ended 31 December 2016, the Group had not received any complaint or involved in any legal proceeding related to dismissal matters.

The comprehensive workforce is essential to optimise the Group's operation. As at 31 December 2016, the Group had 146 full time employees, with a female to male ratio of approximately 4:3. The Group's employees were allocated in departments of research & development (26%), marketing sales and purchasing (22.6%), customer services (28.1%), administration (4.8%) and others (18.5%). The Group had a young and energetic workforce, with the majority 82% were aged below 30 and the remaining were between 30 and 50.

BI 僱傭

勞動力

本集團記錄及更新中國法律法規，且於截至二零一六年十二月三十一日止年度已嚴格遵守《中華人民共和國勞動法》及《中華人民共和國勞動合同法》等相關法律法規，並與全體僱員簽訂勞動合同，保障僱員的合法權利及權益。招聘面向全部合資格人士，確保以公平、公正及開放的形式展開，而招聘信息在公司資料或對公眾作出的披露中公開。招聘及晉升乃基於人選的能力，而非性別、種族、年齡及宗教信仰等其他因素。所有僱員及申請者享有同等機遇及公平待遇。本集團已建立甄選及評估系統，以優化人力資源配置及內部晉升。廣泛發展人才的理念有助增強本集團整體實力及維持行業領先地位。

本集團亦已設立有關解聘僱員的政策及程序。解聘人員補償已妥當結算，且本集團已嚴格遵守《中華人民共和國勞動法》的規定。本集團將與解聘人員會談，安撫情緒並收集反饋。於截至二零一六年十二月三十一日止年度，本集團並無接獲或牽涉任何與解聘事宜相關的投訴或法律訴訟。

綜合勞動力對於優化本集團營運至關重要。於二零一六年十二月三十一日，本集團有146名全職僱員，女性與男性的比率約為4:3。本集團僱員的分佈為：研發部(26%)；市場銷售及採購部(22.6%)；客戶服務部(28.1%)；行政部(4.8%)及其他部門(18.5%)。本集團的勞動力隊伍由年輕活力的人員組成，82%在30歲以下，餘下則介乎30至50歲。

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Benefits and Compensation

The Group endeavours to offer a comprehensive and competitive remuneration package to attract, retain and motivate talent employees. Remuneration adjustments are based on staffs' performance and their overall quality of work. Based on the performance and the potential of employees as well as the macroeconomic environment, the Group offers attractive fringe benefits, reasonable level of salary increase and flexible individual holiday arrangements so as to ensure a balanced life for its employees.

For the year ended 31 December 2016, the Group strictly abided by the provisions of Labour Law of the PRC (中華人民共和國勞動法) and the provisions of the Company's staff handbook expressly specify the working hours and rest periods. The Group adopts an eight-hour shift, five working days and the staff are also entitled to statutory holiday. For the staff who cannot enjoy the statutory holiday while on shift, the Group will provide overtime pay according to the relevant laws and regulations. Apart from the usual annual leave and paid sick leave, the Group also offers additional leave entitlements for other circumstances like marriage, bereavement, maternity, paternity and work-related injury, etc., which allows the staff to have flexible leave arrangement. The Group regards highly the physical and psychological well-being of its employees. The Group has reserved a variety of facilities and venues for staff recreation, ranging from basketball court, badminton court, swimming pool and table tennis court. The Group also grants certain amount of mobile credit as birthday gifts for all employees.

Equal Opportunities

To ensure equal employment and advancement opportunities for all individuals. The Group assesses individuals based on their experience, qualifications and abilities when it comes to employment, remuneration and promotion. The Group's employment practices will under no circumstances, be influenced or affected by an candidate or employee's race, gender, age, disability or family status. The Group offers equal working opportunities and discourages any kind of discrimination, including discriminating on the basis of the personal characteristics of its employee.

福利及薪酬

本集團致力提供全面且具競爭優勢的薪酬組合，以吸引、留住及激勵人才。薪酬調整基於員工的表現及整體工作質量作出。基於僱員的表現及潛能以及宏觀經濟環境，本集團提供具吸引力的額外福利、合理薪金上漲水平及靈活的個人休假安排，確保僱員享有平衡的生活。

截至二零一六年十二月三十一日止年度，本集團嚴格遵守《中華人民共和國勞動法》及本公司員工守則明文規定工作時間及休假時間。本集團採用八小時工作班次、五天工作天，員工亦享有法定假期。就因輪班而無法享用法定假期的員工而言，本集團將根據有關法律及法規提供加班費。除正常的年假及有薪病假，本集團亦就結婚、喪親、產假、陪產假及與工作有關的傷患等其他情況提供額外假期，令員工可靈活安排假期。本集團高度重視僱員的身心健康。本集團已預訂各類設施及場所供員工使用，包括籃球場、羽毛球場、游泳池、乒乓球場等。本集團亦向全體僱員授出若干手機話費作為生日禮物。

機會平等

為確保提供平等的就業和晉升機會，在僱傭、薪酬及晉升方面，本集團根據個人的經驗、資歷和能力進行評估。本集團的聘用安排概不會因為候選人或僱員的種族、膚色、性別、年齡、殘疾或家庭狀況而被影響或受到左右。本集團提供平等的工作機會，阻止任何形式的歧視，包括絕不歧視僱員的個人特徵。

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B2 Health and Safety

The Group has committed to provide employees with a safe working environment and pay tremendous attention to employees' own health. The Group has strictly abided by the relevant laws and regulations such as the Labour Law of the PRC (中華人民共和國勞動法) and the Regulations on Work-Related Injury Insurance (工傷保險條例) for the year ended 31 December 2016.

The Group prides itself on providing a safe, effective and congenial work environment. The Group is required to comply with work safety laws and regulations imposed by the government authorities in the PRC. The Group has implemented various occupational health and safety procedures to maintain a safe work environment, including (i) providing guidelines for operational and safety control procedures to all employees; (ii) adopting protective measures at its facilities; (iii) inspecting facilities regularly to identify and eliminate safety hazard; and (iv) providing trainings to employees on safety awareness. Inspections and management review of health and safety policies have been performed to ensure the effectiveness of the arrangements, training and guidelines.

In addition, the Group prioritises the health and well-being of its employees. In order to provide employees with sufficient medical care, in addition to the medical insurance coverage required by laws, the Group has provided pension, unemployment, occupational injury and maternity insurance for its employees in compliance with applicable PRC laws and regulations. As the Group's business expands, the Group will continue to regularly review and assess its risk portfolio and adjust its insurance coverage based on its need and industry practice. The Group has also provided annual medical check-ups for its employees and carried out cultural and sports activities to promote staff relationship and physical fitness.

During the year ended 31 December 2016, the Group did not encounter any major accident during the operation.

B2 健康及安全

本集團致力為僱員提供安全的工作環境，極為注重僱員自身健康。截至二零一六年十二月三十一日止年度，本集團嚴格遵守《中華人民共和國勞動法》及《工傷保險條例》等法律法規。

本集團提供安全、有效且舒適的工作環境，本集團對此深感自豪。本集團須遵守中國政府機關頒佈的工作安全法律及法規。本集團已執行多項職業健康及安全程序，以維持安全的工作環境，包括：(i) 為全體僱員提供運營及安全控制程序指引；(ii) 在其設施內採納保護措施；(iii) 定期檢查設施，以發現及消除安全隱患；及(iv) 向僱員提供安全意識培訓。本集團已就健康及安全政策進行檢查及管理層檢討，以確保安排、培訓及指引行之有效。

此外，本集團以員工的健康及福祉為先。為了向員工提供充分的醫療保障，除法律規定的醫療保險外，本集團亦遵從適用中國法律法規提供退休金、失業、工傷及生育保險。隨著本集團的業務擴充，本集團將持續定期審閱及評估其風險組合並基於其需求及行業慣例調整其保險範圍。本集團亦每年為員工進行體檢並開展文化及體育活動，以促進員工關係及身體健康。

於截至二零一六年十二月三十一日止年度，本集團在業務經營中並無遭遇任何重大事故。

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B3 Development and Training

The Group believes nurturing talents is the cornerstone of the Group's business development. The Group has committed to offer different training opportunities to its staff, to provide them with a suitable platform for career advancement and professional development. The Group holds regular trainings for new employees in order to build cohesion amongst new joiners as well as provide in depth understanding of the Company's philosophy and strategies. The Group also encourages employees to share their specialty knowledge and experience with other departments' colleague in order to improve everyone's comprehensive competence and horizon. During the year ended 31 December 2016, the Company arranged 13 training courses and five technical experience sharing seminars. Directors and management attended requested continuous professional training courses organised by Company's legal advisor.

The Group offers a range of training topics to facilitate its staff's professional and personal development including training on Company's business, strategy and communication skills. The Group also developed programs and competition to motivate its staff to pursue continuous improvements. The Group sets up "Excellent Employee Competition" every quarter in order to foster team cohesion and cultivate a harmonious working environment.

B4 Labour Standards

The Group strictly prohibits the use of child and forced labour in the Group, and is fully committed to create a work environment which respects human rights. Staff of human resources department audit and verify staff identity during the recruitment process to ensure that no child labour will be employed.

The Group attaches great importance to the protection of rights and interests for employees, strictly complies with the relevant provisions of national and local employee rights and interests. The provisions of the Company's staff handbook expressly specifies the working hours, rest and leave, labour protection and so on to encourage work-life balance and prevent any compulsory labour.

B3 發展及培訓

本集團深信培養人才乃自身業務發展的基石。本集團致力向員工提供不同培訓機會，為彼等提供合適的職業晉升及專業發展平台。本集團定期向新僱員舉辦培訓，以在新僱員中形成凝聚力，並促使彼等深入了解本公司的理念及策略。本集團亦鼓勵僱員與其他部門同事之間分享專門知識及經驗，以提升全體員工的綜合能力及視野。於截至二零一六年十二月三十一日止年度，本公司已安排13項培訓課程及五場技術經驗交流研討會。董事及高級管理層已參加由本公司法律顧問組織的必要持續專業培訓課程。

本集團提供一系列培訓專題，以促進員工專業提升及個人發展，當中包括有關本公司業務、策略及溝通技巧的培訓。本集團亦制定計劃及競爭激勵員工尋求不斷提升。本集團設定每季度優秀員工競爭，以促進團隊凝聚力及構建和諧的工作環境。

B4 勞工準則

本集團嚴格禁止在本集團使用童工及強制性勞動，並致力於創建尊重人權的工作環境。招聘過程中，人力資源部的員工對員工身份信息核查確認，確保不僱傭任何童工。

本集團高度重視員工權益保障，嚴格遵守國家和地方員工權益相關規定。本公司員工守則明文規定工作時間、休息休假、勞動保護等內容，鼓勵勞逸結合及避免強制勞動。

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OPERATING PRACTICES

B5 Supply Chain Management

The Group selects telecommunication operators, distributors of telecommunications operators, e-commerce platform and third-party online game operators (collectively “suppliers”), to support the business operations, and is committed as much as possible to conduct the business with suppliers that act in a socially responsible manner to meet the ethical expectations. As a specialised mobile top-up service provider in the PRC, the Group understands the importance to work closely with its supply chain to ensure the sustainability of the Group’s business. A supplier evaluation system in terms of price, quality, cost, delivery and after-sales service has been established by the Group. The Group carries out long-term quality monitoring and conducts regular reviews on all suppliers as well as random examination on different suppliers to ensure sustainable quality material supplies and services. The Group will also take into account suppliers’ reputation, their track record of high corporate standards, expertise, capacity and etc. so as to select the qualified suppliers and appropriate management’s approval is required before entering an agreement. Such procedures aim to support operational efficiency and segregation of duties.

Moreover, to mitigate the negative impact on the environment and society, the Group also encourages to procure virtual top-up cards to reduce paper consumption and the indirect impact on the environment associated with business development.

B6 Product Responsibilities

On the basis of strictly abiding by the relevant laws and regulations, the Group has taken a variety measures to ensure the quality of service. During the year ended 31 December 2016, the Group was not aware of any violation of the laws and regulations on its services (including advertising, labelling, service quality, customer privacy protection and consumer right etc.) and any event that had material impact on the Group.

營運慣例

B5 供應鏈管理

本集團選擇電訊運營商、電訊運營商的分銷商、電子商務平台及第三方網絡遊戲運營商(統稱「供應商」)，以支持業務經營，並盡可能致力於與以社會責任方式行動符合道德預期的供應商進行業務。作為中國一家專業手機話費充值服務提供商，本集團理解與其供應鏈密切合作確保本集團業務可持續性的重要性。本集團已建立有關價格、質量、成本、交付及售後服務的供應商評估系統。本集團將進行長期質量監察及對所有供應商作出定期檢討，並不定期檢查不同的供應商以確保持續的優質材料供應及服務。本集團亦會考慮供應商聲譽、企業標準、專業及能力等，務求能夠選擇最具備條件的供應商，並在獲得有關管理層審批後方能簽訂合約。這項政策旨在提升營運效益、釐清職責。

另外，為減輕對環境及社會的負面影響，本集團亦鼓勵購買虛擬充值卡，以減少紙張消耗及業務發展對環境產生的間接影響。

B6 產品責任

基於嚴格遵守相關法律法規，本集團已採取多項措施確保服務質量。截至二零一六年十二月三十一日止年度，本集團並不知悉有關其服務的法律法規的任何違反(包括廣告、標籤、服務質量、客戶隱私保護及消費者權利等)及對本集團造成重大影響的任何事件。

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The Group primarily engages in providing mobile top-up services and data usage top-up services. The Group has developed a reliable, secure and scalable platform, 007ka top-up platform, through which the Group processes mobile top-up request received from mobile users. The Group has committed to deliver high-quality top-up services through its 007ka top-up platform and Wechat public account to the customers. In order to ensure delivery of high-quality top-up services, the Group has in place a real-time automatic mechanism to monitor irregularities of top-up results such that administrator can deal with such irregularities proactively and enable customers to enjoy fast, reliable and convenient top-up services. The Group provides customer services on a 24/7 basis to enhance service quality, in particular, to PRC banks, the Group has also established a 24-hour real-time monitoring mechanism which reports irregularities in the systems to relevant personnel so that irregularities can be dealt proactively. The above monitoring systems allow the Group to quickly respond to and resolve network malfunction issues to ensure the stability and security of the network and the mobile top-up services. In addition, the Group has also maintained a dedicated customer service team to exclusively handle enquires or complaints from different channel partners' customers.

本集團主要從事提供手機話費充值服務及數據使用充值服務。本集團已開發出一個可靠安全及可擴展平台，007ka 話費充值平台及微信公開帳戶，本集團透過此平台處理本集團從手機用戶收到的手機話費充值要求。本集團致力於透過其 007ka 話費充值平台向客戶提供優質的充值服務。為確保提供優質的充值服務，本集團設立了實時自動機制，監察異常充值結果，以便管理員可積極處理異常情況，令客戶享用快捷、可靠和便利充值服務。本集團提供全年無休客戶服務。為提高我們的服務質量（特別是對國內銀行），我們亦建立 24 小時實時監控機制，向相關員工報告我們系統的異常情況，從而令我們能積極處理異常行為。上述監控系統使本集團可迅速應對及解決網絡故障問題，以確保我們的網絡及電話充值服務穩定及安全。此外，本集團亦擁有一支專業的客戶服務團隊，以專門處理不同渠道合作夥伴的客戶的查詢或投訴。

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The customer service team comprising 41 personnel and the customer hotline numbers are posted on the websites of the channel partners and the Company's websites. Users who use the mobile top-up services through the channel partners can make enquires or complaints through the customer hotlines of the Company. The Group defines complaints as customers' explicit or implicit expressions of dissatisfaction with the mobile top-up or data top-up services, which requires the actions to resolve the problem and the response to the customers about the solution. During the year ended 31 December 2016, the Group received 252 complaints from customers. These customer's complaints are generally associated with delays in the top-up process, unsuccessful recharges and failure of users to receive mobile top-up results. Upon receipt of complaints from customers, the customer service team makes preliminary judgment on the nature of the complaints and provide instruction to guide customers to solve problems. Unresolved complaints relating to urgent or material issues are escalated to the relevant managers on-duty. The Group also closely monitors the feedbacks from customers. Through collecting and analysing customer feedbacks, the high-quality customer service team helps to enhance customer satisfaction and loyalty. For cases of unsuccessful mobile top-up requests, recharge of the mobile accounts for customers or refund of payments for the mobile top-up services to customers per their requests are usually adopted.

The Group emphasises the importance of protecting the privacy of its channel partners and customers, and has complied with relevant laws and regulations during the collection, processing and use of customer's personal data. Employees have signed the non-disclosure agreement to ensure the protection of customer's personal data. During the year ended 31 December 2016, the Group did not receive complaints from channel partners or customers due to unauthorised disclosure of information.

客戶服務團隊由41名人員組成，及客戶服務熱線電話號碼通常上傳於渠道夥伴的網站及本公司的網站。透過渠道夥伴使用手機話費充值服務的用戶可通過本公司客戶熱線進行查詢或投訴。本集團將投訴定義為客戶明確或隱含地表達對我們手機話費充值服務或手機流量充值服務的不滿，這要求我們採取措施解決問題及對客戶作出有關解決方案的回應。於截至二零一六年十二月三十一日止年度，本集團收到252宗客戶投訴。該等客戶投訴一般與話費充值過程的延遲、未能成功充值及用戶未收到手機話費充值結果有關。收到客戶投訴後，客戶服務團隊立即對投訴性質進行初步判斷，並為客戶提供解決問題的指引方法。未解決的緊急或重大事宜投訴將上報有關值班經理。本集團亦密切監控客戶的反饋資料。通過收集及分析客戶的反饋資料，我們優質的客戶服務團隊可幫助提高客戶的滿意度及忠誠度。倘手機話費充值未成功，我們通常採取重新為客戶的手機賬號充值或應客戶要求向其退還手機話費充值服務所付款項等做法。

本集團非常重視渠道夥伴及客戶的私隱保護，在收集、處理及使用客戶個人資料過程中遵守有關法律及法規。僱員已簽署保密協議以保護客戶個人資料。於截至二零一六年十二月三十一日止年度，本集團並未接獲任何因洩露渠道合作夥伴或客戶信息而產生的投訴。

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Since the Group is principally engaged in providing mobile top-up services to mobile users through electronic banking systems of PRC banks, offline channels and other channels including third-party online platforms, its own websites and Wechat public account, no massive advertising campaigns were launched by the Group. In addition, due to the nature of the Group's business, labelling of products was not applicable to the Group.

B7 Anti-corruption

The Company has strictly abided by the relevant laws and regulations such as the Criminal Law of the PRC (中華人民共和國刑法), the Anti-Unfair Competition Law of the PRC (中華人民共和國反不正當競爭法) and the Anti-Money Laundering Law of PRC (中華人民共和國反洗錢法) for the year ended 31 December 2016. The Group is committed to prevent and monitor any malpractice or unethical actions. The Group maintains and effectively implements whistleblowing procedures for anti-corruption and anti-fraud and is committed to promote integrity and prevent unethical issues. The Group encourages the reporting of suspected business irregularities and provides clear channels specifically for this purpose.

The Group requests its staff to maintain a high level of business ethics to protect the interests and business operations of the Group. To reinforce staff's integrity, the Group has established the code of conduct and laid down procedures in the staff handbook to fight against corruption, bribery, extortion and fraud. The Group has established regulations and procedures to prevent and monitor money laundering in the operations. All new joiners are well briefed of these during orientation and existing members can assess relevant information in the Group's intranet to raise their awareness on anti-corruption, anti-fraud and anti-money laundering.

When suspected wrongdoings are identified, such as breach of duty, abuse of power, receiving bribes, staff can report to the secretariat of the Board for investigation and resolution. The secretariat will then carry out investigation and verification, and report to the regulator or law enforcement authority when necessary.

本集團主要從事透過中國多家銀行的電子銀行系統、線下渠道及其他渠道(包括第三方線上平台、自身網站及微信公眾號)向手機用戶提供手機話費充值服務。本集團並無進行大規模廣告活動。此外，由於本集團的業務性質，產品標籤並不適用於本集團。

B7 反貪污

於截至二零一六年十二月三十一日止年度，本公司嚴格遵守有關法律及法規，如《中華人民共和國刑法》、《中華人民共和國反不正當競爭法》及《中華人民共和國反洗錢法》。本集團致力於防範及監督任何不法行為或不道德行為。本集團設立及切實執行有關反腐敗及反欺詐的舉報程序，致力於推廣誠信價值及防止不道德行為。本集團提供明確的舉報渠道並鼓勵員工對涉嫌違規事宜作出舉報。

本集團要求員工保持高業務道德標準，保護本集團利益及業務經營。為鞏固員工的誠信度，本集團已設立行為準則，並在員工手冊中載列相關程序，反對貪污、賄賂、敲詐勒索及欺詐行為。本集團已制定規章及程序預防及監控業務經營中的洗錢活動。我們會在入職培訓中對所有新入職員工宣講上述內容，且現有員工可在本集團內部網獲取相關資料，提高自身反腐敗、反欺詐及反洗錢意識。

當員工發現任何涉嫌不法行為，例如各類失職、以權謀私、收受賄賂等，員工可以向董事會秘書處作出舉報，以進行調查及處理。其後秘書處將會進行調查、核實，並在必要時提交報告予監管或執法機構。

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The Group is committed to adhere to the highest ethical standards. During the year ended 31 December 2016, the Group had not been a party to any corruption, bribery or fraud proceedings and was not aware of any pending or threatened proceedings related to corruption against the Group or any of the Directors. The Group will continue to comply with ethical requirements and upholds its reputation to prevent corruption.

B8 Community Investment

The Group has not established a specific community policy, however, social care is deep-seated in the Group's corporate culture and the Group is committed to its corporate responsibilities by proactively participating in community and charity works. During the year ended 31 December 2016, the Group organised clothes donation activity to the Inner Mongolia Autonomous Region to help the poor by action and to pass the warmth of society. The Group has also placed a petty cash donation box in office to collect petty cash from its staff for making donations to non-profit organisations, including charities and caring houses.

本集團一直堅持最高的道德標準。於截至二零一六年十二月三十一日止年度，本集團沒有任何貪污、賄賂、欺詐或與貪污有關的訴訟案件發生。本集團會繼續遵守道德規範，秉持優良信譽，預防任何貪瀆事件發生。

B8 社區投資

本集團並無訂立任何特定社區政策，但社會關懷深深紮根於本集團的企業文化中。本集團矢志承擔企業責任，並積極參加社區及慈善事業。於截至二零一六年十二月三十一日止年度，本集團籌辦向內蒙古自治區捐贈衣物活動，以實際行動幫助貧困人士，把社會溫暖傳遞給他們。本集團亦在辦公室放置小額現金捐贈箱，將員工的零用現金收集起來，向慈善及養老院等非營利性機構作出捐贈。

Report of the Directors

董事會報告

The Board is pleased to present this annual report and the audited Consolidated Financial Statements of the Group for the year ended 31 December 2016.

INITIAL PUBLIC OFFERING

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 18 June 2014. The Company listed its shares (“Share(s)”) on the Main Board of the Stock Exchange on 7 January 2016. The Company issued 100 million Shares at an offer price of HK\$1.00 per Share. On 26 January 2016, the Company further issued 15 million Shares pursuant to the full exercise of the over-allotment option at an offer price of HK\$1.00 per Share.

PRINCIPAL ACTIVITIES

The principal activities of the Group is the provision of mobile top-up services to mobile users in the PRC through (i) electronic banking systems of PRC banks; (ii) offline channels, including convenience stores, mobile phone stores and other third party retailer chains; and (iii) other channels, including third-party online platforms, the Group’s self-operated websites and Wechat public account.

Details of the principal activities of the subsidiaries are set out in note 31 to the Consolidated Financial Statements. There were no significant changes in the nature of the principal activities of the Company and the Group during the year ended 31 December 2016.

FINANCIAL STATEMENTS

The results of the Group for the year ended 31 December 2016 are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on page 102. The financial position as at 31 December 2016 of the Group is set out in the Consolidated Statement of Financial Position on pages 103 to 104. The cash flow of the Group during the year 31 December 2016 is set out in the Consolidated Statement of Cash Flows on pages 107 to 108.

董事會欣然呈列本年報及截至二零一六年十二月三十一日止年度的本集團經審核綜合財務報表。

首次公開發售

本公司於二零一四年六月十八日在開曼群島註冊成立為獲豁免有限公司。本公司股份(「股份」)於二零一六年一月七日在聯交所主板上市。本公司按發售價每股股份1.00港元發行100百萬股股份。於二零一六年一月二十六日，本公司因超額配股權獲悉數行使按發售價每股股份1.00港元進一步發行15百萬股股份。

主要業務

本集團的主要業務為向中國手機用戶提供手機話費充值服務，途徑為通過(i)國內銀行的電子銀行系統；(ii)線下渠道(包括便利店、手機店及其他第三方連鎖零售商)；及(iii)其他渠道(包括第三方網上平台、本集團自營網站及微信公眾號)。

有關附屬公司主要業務的詳情載於綜合財務報表附註31。截至二零一六年十二月三十一日止年度，本公司及本集團主要業務的性質並無重大變動。

財務報表

本集團截至二零一六年十二月三十一日止年度的業績載於本年報第102頁的綜合損益及其他全面收益表。本集團於二零一六年十二月三十一日的財務狀況載於第103至104頁的綜合財務狀況表。本集團截至二零一六年十二月三十一日止年度的現金流量載於第107至108頁的綜合現金流量表。

BUSINESS REVIEW AND PERFORMANCE

A review of the business of the Group during the year ended 31 December 2016 and a discussion on the Group's future business development are provided in the Chairman's Statement on pages 7 to 9. A discussion on the key financial performance indicators of the Group for year ended 31 December 2016 is provided in the Management Discussion and Analysis on pages 10 to 16 of this annual report. The review and discussion thereof form part of this Report of the Directors.

PRINCIPAL RISKS AND UNCERTAINTIES

The following are among the principal risks and uncertainties facing the business of the Group:

- The Group provides mobile top-up services through electronic banking systems to customers of PRC banks. The Group's business depends on establishing and maintaining relationships with PRC banks. The Group's failure to continue the contractual relationship with existing PRC banks or enter into business relationships with additional PRC banks in a timely manner or on favourable terms may impair the Group's ability to continually expand its business; changes in the rate of commission fees charged by the PRC banks may also have a significant impact on the Group's cost of revenue and gross profit margin;
- the Group's reliance on the PRC telecommunication operators and their distributors to source mobile top-up credits, any deterioration or termination of the Group's relationships with them may result in severe disruptions to the Group's business operations, loss of revenues and a material and adverse effect on the Group's financial condition and results of operations. The Group's profit margin may also be effected by the decline in the discounts offered by PRC telecommunication operators and their distributions in the future;

業務回顧及表現

本集團截至二零一六年十二月三十一日止年度的業務回顧及本集團未來業務發展的討論載於第7至9頁的主席報告。本集團截至二零一六年十二月三十一日止年度的關鍵財務表現指標討論，載於本年報第10至16頁的管理層討論及分析。當中之回顧及討論構成本董事會報告之一部分。

主要風險及不明朗因素

本集團業務面對的主要風險及不明朗因素如下：

- 本集團經由電子銀行系統向國內的銀行客戶提供手機話費充值服務。本集團的業務倚賴於與國內銀行建立及維繫的關係。如本集團未能與現有國內銀行保持合約關係或未能及時或按有利條款與其他國內銀行訂立業務關係，則可能會影響本集團持續開拓業務的能力；國內銀行收取的佣金費率變動亦可能會對本集團的收益成本及毛利率產生重大影響；
- 本集團倚賴中國電信運營商及其分銷商獲得手機話費充值金額，與該等運營商關係惡化或終止可能會嚴重干擾本集團的業務經營，造成損失收益及對本集團財務狀況及經營業績造成重大不利影響。本集團的利潤率亦可能會受到日後中國電信運營商及其分銷商提供的折扣下降所影響；

Report of the Directors 董事會報告

- the Group's ability to grow its business depends, in part, upon policies of the PRC telecommunication operators. If the PRC telecommunication operators decide to continue expand mobile top-up services or cooperate with PRC banks or third-party online platforms directly, the Group's results of operations may be materially and adversely affected;
- the Group's business may face competition from the other mobile top-up services, local branches of the three PRC telecommunication operators and E-commerce platforms. If the Group or the PRC banks fail to compete effectively, the Group's market share may decrease and the Group's business, financial condition and prospect will be materially and adversely affected;
- the Group's business and results of operations may be effected by the growth of internet market and mobile penetration and usage in the PRC, changes in customer behaviours and preferences on the mobile top-up channels. Any decline in the popularity of online top-up services in general, or the Group's failure to respond to industry trends and customer requirements, may adversely affect the Group's business and results of operations; and
- development of the PRC telecommunication industry could be negatively affected by factors such as unfavourable government policies and changes of consumer preferences which may decrease spending on mobile telecommunication services. If the PRC telecommunication industry does not develop as anticipated, the Group's business may be harmed and the Group may need to adjust its growth strategy and the Group's results of operation may be adversely affected.
- the Group's business, financial condition, results of operations and prospects may be influenced to a significant degree by political, economic and social conditions and government policies in the PRC;
- 本集團能否發展其業務部分取決於中國電信運營商的政策。倘中國電信運營商決定繼續擴展手機話費充值服務或與國內銀行或第三方網上平台直接合作，則本集團的經營業績可能受到重大及不利影響；
- 本集團的業務可能面對其他手機話費充值服務供應商、三大中國電信運營商及電子商務平台的競爭。倘本集團或中國銀行未能有效進行競爭，本集團的市場份額可能會下降且本集團的業務、財務狀況及前景將會受到重大不利影響；
- 本集團的業務及經營業績可能會受中國的互聯網市場以及手機普及率和使用率的增長、客戶行為及對於手機話費充值渠道的偏好改變所影響。網上充值服務的整體普及程度出現任何下降或本集團未能回應行業趨勢及客戶要求，都可能對本集團的業務及經營業績造成不利影響；及
- 中國電信業的發展可能受到如不利的政府政策及消費者喜好變化等或會降低手機電信服務支出的因素的負面影響。倘中國電信業並無按預期般發展，本集團的業務或會遭損害及本集團或須調整其增長策略，而本集團的經營業績或會受到不利影響。
- 本集團的業務、財務狀況、經營業績及前景或在很大程度上受中國的政治、經濟及社會狀況以及政府政策影響；

The details of risk factors are set out in the section headed "Risk Factors" in the Prospectus dated 24 December 2015 (the "**Prospectus**").

有關風險因素的詳情載於日期為二零一五年十二月二十四日的招股章程(「招股章程」)「風險因素」一節。

DECLARATION OF FINAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

The Board recommended a final dividend of RMB0.024 per Share (the “Final Dividend”) (2015: nil) for the year ended 31 December 2016 to the Shareholders whose names appear on the register of members of the Company on Monday, 3 July 2017, which is subject to the approval of the Shareholders at the AGM. The Final Dividend is expected to be payable to the Shareholders on or about Monday, 17 July 2017.

Based on 415,000,000 Shares in issue as at the date of this annual report, the total amount of Final Dividend is approximately RMB 9.96 million (2015: nil), and is intended to be declared out of the share premium account of the Company (the “Share Premium Account”).

Under section 34(2) of the Companies Law (2013 Revision) of the Cayman Islands (the “Companies Law”), the share premium account may be applied by a company paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business. The Board confirms that with respect to payment of the Final Dividend out of Share Premium Account, the Company shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the Final Dividend is proposed to be paid.

The Final Dividend is intended to be paid out of the Share Premium Account pursuant to article 24.6 of the Articles and in accordance with the Companies Law.

Reasons for the payment of Final Dividend out of the Share Premium Account

To reward the Shareholders, the Board considers that it is appropriate to distribute the Final Dividend in recognition of their support.

宣佈自股份溢價賬派付末期股息

董事會建議就截至二零一六年十二月三十一日止年度向於二零一七年七月三日(星期一)名列本公司股東名冊的股東派發末期股息每股人民幣0.024元(二零一五年：零)(「末期股息」)，惟須待股東在股東週年大會上批准方可作實。末期股息預期將於二零一七年七月十七日(星期一)或前後派付予股東。

按於本年報日期的415,000,000股已發行股份計算，末期股息總金額約為人民幣9.96百萬元(二零一五年：零)，並擬自本公司的股份溢價賬(「股份溢價賬」)宣派。

根據開曼群島《公司法》(二零一三年修訂版)(「公司法」)第34(2)條，公司可將股份溢價賬用於支付股息予股東，惟除非緊隨建議派付股息當日後，公司可支付其於日常業務過程中到期的債務，否則不得自股份溢價賬派付股息予股東。董事會確認，就自股份溢價賬派付末期股息而言，於緊隨建議派付末期股息當日後，本公司可支付其於日常業務過程中到期的債務。

根據細則第24.6條及公司法，末期股息擬自股份溢價賬派付。

自股份溢價賬派付末期股息的理由

為回饋股東，董事會認為分派末期股息以認可股東的支持屬恰當。

Report of the Directors

董事會報告

Effect of the payment of Final Dividend out of the Share Premium Account

The payment of the Final Dividend out of the Share Premium Account does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

The payment of the Final Dividend out of Share Premium Account will not affect the underlying business, operations or management of the Company or the proportionate interests of the Shareholders, other than related expenses incurred which are immaterial. Save as the aforesaid expenses, the Directors consider that the payment of Final Dividend out of Share Premium Account will not have a material adverse effect on the financial position of the Company.

The payment of the Final Dividend out of the Share Premium Account is conditional upon, inter alia, the following being fulfilled:

- (a) the passing of an ordinary resolution by the Shareholders to approve the payment of the Final Dividend out of the Share Premium Account; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, and immediately after the Final Dividend is paid will be, unable to pay its liabilities as they become due in the ordinary course of business.

CLOSURE OF REGISTER OF MEMBERS

For the purposes of ascertaining the members' eligibility to attend and vote at the AGM and ascertaining the members' eligibility to the proposed Final Dividend for the year ended 31 December 2016, the Company's register of members will be closed during the following periods respectively:

AGM

- Latest time to lodge transfers documents for registration
- 交回股份過戶文件以作登記的最後時限
- Closure of register of members
- 暫停辦理股東登記手續

Final Dividend

- Latest time to lodge transfers documents for registration
- 交回股份過戶文件以作登記的最後時限
- Closure of register of members
- 暫停辦理股東登記手續

自股份溢價賬派付末期股息的影響

自股份溢價賬派付末期股息並無涉及削減本公司法定或已發行股本，亦無涉及任何削減股份面值或導致股份的交易安排出現任何變動。

除產生少許相關費用外，自股份溢價賬派付末期股息不會影響本公司的相關業務、營運或管理或股東比例權益。除上述費用外，董事認為自股份溢價賬派付末期股息不會對本公司的財務狀況產生重大不利影響。

自股份溢價賬派付末期股息須待(其中包括)下列條件達成後，方可作實：

- (a) 股東通過普通決議案批准自股份溢價賬派付末期股息；及
- (b) 董事信納，並無合理理由認為緊隨派付末期股息後，本公司將無法支付其日常業務過程中的到期負債。

暫停辦理股份過戶登記手續

為確定股東出席股東週年大會並於會上投票的資格及確定股東獲派截至二零一六年十二月三十一日止年度建議末期股息的資格，本公司將分別於下列期間暫停辦理股東登記手續：

股東週年大會

No later than 4:30 p.m. on Thursday, 15 June 2017
不遲於二零一七年六月十五日(星期四)下午四時三十分
Friday, 16 June 2017 to Wednesday, 21 June 2017 (both days inclusive)
二零一七年六月十六日(星期五)至二零一七年六月二十一日(星期三)
(包括首尾兩天)

末期股息

No later than 4:30 p.m. on Wednesday, 28 June 2017
不遲於二零一七年六月二十八日(星期三)下午四時三十分
Thursday, 29 June 2017 to Monday, 3 July 2017 (both days inclusive)
二零一七年六月二十九日(星期四)至二零一七年七月三日(星期一)
(包括首尾兩天)

To be eligible to attend and vote at the AGM and/or eligible to the proposed Final Dividend, all duly stamped instruments of transfers, accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than the respective latest time as stated above.

SUBSIDIARIES

Details of the subsidiaries of the Company as at 31 December 2016 are set out in note 31 to the Consolidated Financial Statements.

SHARE CAPITAL

Details of the change in the share capital of the Company for the year ended 31 December 2016 are set out in note 25 to the Consolidated Financial Statements.

RESERVES

Details of the movements in reserve of the Company during the year ended 31 December 2016 are set out in note 32 to the Consolidated Financial Statements.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31 December 2016, calculated under the Companies Law of the Cayman Islands amounted to approximately RMB23.1 million.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment during the year ended 31 December 2016 are set out in note 14 to the Consolidated Financial Statements.

MAJOR CHANNEL PARTNERS AND SUPPLIERS

During the year ended 31 December 2016, the gross transaction value derived from the Group's five largest channel partners accounted for approximately 41.9% of the Group's total gross transaction value. The Group's largest channel partner contributed to approximately 26.6% of the Group's total gross transaction value.

During the year ended 31 December 2016, the cost of sourcing from Group's five largest suppliers who are telecommunication operators and distributors accounted for approximately 50.9% of the Group's total sourcing cost. The cost of sourcing from the Group's largest supplier accounted for approximately 16.6% of the Group's total sourcing cost.

為符合資格出席股東週年大會並於會上投票及／或為符合資格獲派建議末期股息，所有經妥當蓋章的股份過戶文件連同有關股票必須分別於上述指明的最後時限前送達本公司的香港證券登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716室作登記。

附屬公司

截至二零一六年十二月三十一日本公司的附屬公司詳情載於綜合財務報表附註31。

股本

截至二零一六年十二月三十一日止年度本公司的股本變動詳情載於綜合財務報表附註25。

儲備

截至二零一六年十二月三十一日止年度本公司的儲備變動詳情載於綜合財務報表附註32。

可分派儲備

按開曼群島公司法計算，本公司於二零一六年十二月三十一日的可分派儲備達約人民幣23.1百萬元。

物業、廠房及設備

截至二零一六年十二月三十一日止年度本公司的物業、廠房及設備變動詳情載於綜合財務報表附註14。

主要渠道合作夥伴及供應商

截至二零一六年十二月三十一日止年度，來自本集團五大渠道夥伴的交易總值佔本集團合共交易總值約41.9%。本集團最大渠道夥伴貢獻本集團合共交易總值約26.6%。

截至二零一六年十二月三十一日止年度，本集團五大供應商（為電訊運營商及分銷商）的採購成本佔本集團總採購成本約50.9%，而本集團最大供應商的採購成本佔本集團總採購成本約16.6%。

Report of the Directors

董事會報告

As far as the Company is aware, none of the Directors nor his/her associates and none of the Shareholders (which to the knowledge of the Directors possessing over 5% of the interest in the capital of the Company) possessed any interest in the Group's five largest channel partners and suppliers.

RELATIONSHIPS WITH STAKEHOLDERS

Relationships with Employees

The Group believes that employees are its greatest assets. The Group believes that a good working environment promotes employees' physical and psychological well-being. The Group provides on-the-job training and career development opportunities to its employees to enhance staff professional skills and retain talents. The Group provides competitive remuneration package to attract and motivate the employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

Relationships with Channel Partners

The Group's mobile top-up business consists of mobile top-up services through (i) electronic banking systems of PRC banks; (ii) offline channels, including convenience stores, mobile phone stores and other third party retailer chains; and (iii) third-party online platforms, Group's self-operated websites and Group's Wechat public account.

The Group primarily provides mobile top-up services through electronic banking systems of PRC banks and the gross transaction value derived through electronic banking systems accounted for approximately 59.6% of the total gross transaction value in 2016. The Group maintained long-term cooperative relationships with PRC banks as a result of the Group's satisfactory service quality, strong brand recognition and reputation and leading market position. The Group had an average of approximately seven years of business relationship with the five largest state-owned commercial banks. The Group worked with 55 PRC banks, including the five largest state owned commercial banks and ten of the 12 nation-wide joint stock commercial banks up to the end of 2016.

據本公司所知，董事或其聯繫人或就董事所知擁有本公司股本中5%以上權益的任何股東概無於本集團五大渠道夥伴或供應商中擁有任何權益。

與利益相關者的關係

與僱員的關係

本集團深信，僱員為其最寶貴的資產。本集團認為，良好的工作環境有助提升僱員的身心健康。本集團為僱員提供在職訓練並創造職業發展機會，從而提高員工的專業技能及挽留人才。本集團亦為僱員提供具競爭力的薪酬方案，藉以招攬和激勵僱員。本集團會定期檢討僱員的薪酬方案，並作出必要調整以符合市場標準。

與渠道合作夥伴的關係

本集團的手機話費充值業務包括通過(i)國內銀行的電子銀行系統；(ii)線下渠道(包括便利店、手機店及其他第三方連鎖零售商)；及(iii)第三方網上平台、本集團的自營網站及本集團的微信公眾號提供手機話費充值服務。

本集團主要通過國內銀行電子銀行系統提供手機話費充值服務，且通過電子銀行系統產生的交易總值於二零一六年佔全部交易總值的約59.6%。基於本集團的令人滿意的服務質素、強勁的品牌知名度及聲望以及領先市場地位，使本集團與國內銀行維持長期的合作關係。本集團與五大國有商業銀行平均約有七年業務關係。直至二零一六年年末，本集團與55家中國內銀行合作，包括五大國有商業銀行及12間全國性股份制商業銀行當中的10家。

To complement our online sales channels, the Group also provides mobile top-up services through offline channels (convenience stores, mobile phone stores and other third party retailer chains). In 2016, the Group cooperated with approximately 49,700 offline channel partners to expand our network coverage and our mobile user base.

The Group also utilised other channels (third-party online platforms, Group's websites and its Wechat public account) to provide mobile top-up services. In the second half of 2016, the Group successfully established cooperative relationship with Baidu, Huawei and JD.com to provide mobile top-up and data usage top-up services. The Group expected the transaction volume from other channels will continuously increase in the future due to the development of the online platforms.

Relationships with Customers

The Group primarily provides mobile top-up services to mobile users, who are customers of the Group's channel partners, including PRC banks, offline channel partners and other channel partners. In other words, customers of the Group's channel partners are the Group's indirect customers. During the year ended 31 December 2016, the number of mobile users who used the Group's services was approximately 88.9 million and the five largest customers collectively contribute less than 30% of the gross transaction value.

Relationships with Suppliers

The Group primarily sources mobile top-up credits from PRC telecommunication operators and their distributors. For the year ended 31 December 2016, the Group had business relationships with around 245 suppliers. The Group maintained long term relationship with most of suppliers, and the Group's five largest suppliers had an average of approximately six years of business relationships with the Group.

為配合我們的網上銷售渠道，本集團亦通過線下渠道(包括便利店、手機店及其他第三方連鎖零售商)提供手機話費充值服務。於二零一六年，本集團與約49,700家線下渠道夥伴合作，以擴大我們的網絡覆蓋範圍及手機用戶群。

本集團亦利用其他渠道(第三方網上平台、本集團網站及微信公眾號)提供話費充值服務。二零一六年下半年，本集團成功與百度、華為及JD.com建立合作關係，提供手機話費充值及流量充值服務。基於網上平台的發展，本集團預期日後其他渠道的交易量將會不斷增加。

與客戶的關係

本集團主要向手機用戶提供手機話費充值服務，彼等為本集團渠道合作夥伴(包括國內銀行、線下渠道合作夥伴及其他渠道合作夥伴)的客戶。換言之，本集團渠道合作夥伴的客戶是本集團的間接客戶。截至二零一六年十二月三十一日止年度，使用本集團服務的手機用戶人數約為88.9百萬人，且五大客戶合共對交易總值貢獻少於30%。

與供應商的關係

本集團主要從中國電信運營商及其分銷商採購手機話費充值金額。截至二零一六年十二月三十一日止年度，本集團與約245名供應商有業務關係。本集團與大多數供應商保持長期合作關係，而本集團的五大供應商與本集團平均約有六年業務關係。

Report of the Directors

董事會報告

DIRECTORS

The Directors during the year ended 31 December 2016 and as at the date of this annual report were as follows:

Executive Directors

Mr. HUANG Junmou (*Chairman*)

Mr. YANG Hua (*Chief Executive Officer*)

Mr. LUO Mingxing (*resigned on 8 February 2016*)

Non-executive Director

Mr. LI Xiangcheng

Mr. XU Xinhua

Mr. YU Zida

Independent non-executive Directors

Mr. LIN Zhangxi

Mr. QIAN Haomin

Ms. ZHAO Jinlin

In accordance with article 16.18 of the Articles, Mr. Lin Zhangxi, Mr. Qian Haomin and Ms. Zhao Jinlin will retire in the forthcoming AGM, and being eligible, have offered themselves to be re-elected and re-appointed at the forthcoming AGM.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 17 to 22 of this annual report.

DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

Each of the executive Directors has entered into a service contract with the Company and is appointed for a specific term of three years commencing from 1 January 2015 unless terminated by not less than three months' notice in writing served by either the executive Director or the Company.

Each of the non-executive Directors has entered into a service contract with the Company for a specific term of three years commencing from 24 June 2015 unless terminated by not less than three months' notice in writing served by either party on the other.

董事

截至二零一六年十二月三十一日止年度及直至本年報日期的董事為：

執行董事

黃俊謀先生(主席)

楊華先生(首席執行官)

羅明星先生(於二零一六年二月八日辭任)

非執行董事

李享成先生

許新華先生

喻子達先生

獨立非執行董事

林漳希先生

錢昊旻先生

趙晉琳女士

根據細則第16.18條，林漳希先生、錢昊旻先生及趙晉琳女士將於應屆股東週年大會上退任，並合資格及願意於應屆股東週年大會上重選連任。

董事及高級管理層的履歷

本集團董事及高級管理層的履歷詳情載於本年報第17至22頁。

董事服務合約及委任函

各執行董事已與本公司訂立服務合約，自二零一五年一月一日起計特定年期為三年，直至執行董事或本公司發出不少於三個月的書面通知終止為止。

各非執行董事已與本公司訂立服務合約，自二零一五年六月二十四日起計特定年期為三年，直至任何一方向另一方發出不少於三個月的書面通知終止為止。

Each of the independent non-executive Directors has entered into a letter of appointment with the Company on 3 December 2015. Each of these letters of appointment is for an initial term of three years commencing from 25 November 2015.

The procedures and process of appointment, re-election and removal of directors are set out in the Articles. The Nomination Committee is responsible for reviewing the Board composition and recommending to the Board on the appointment or re-appointment of Directors and succession planning for the Directors, in particular the chairman and chief executive officer.

There was no service contract entered into/appointment letter signed by the Company and any Directors to be re-elected in the forthcoming AGM which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors independent.

DIRECTORS' EMOLUMENTS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Particulars of the Directors' emoluments and five highest paid individuals for the year ended 31 December 2016 are set out in note 11 to the Consolidated Financial Statements and the emolument policy of the Company is set out in the Corporate Governance Report on pages 23 to 42 of this annual report.

No Director has waived or has agreed to waive any emoluments during the year ended 31 December 2016.

Directors' remuneration is subject to Shareholder's approval at general meetings. Other emoluments are determined by the Board with reference to Directors' duties and responsibilities, the recommendations of the Remuneration Committee and the performance and results of the Group. No Directors, or any of their respective associates, was involved in deciding his/her own remuneration for the year ended 31 December 2016.

各獨立非執行董事均與本公司於二零一五年十二月三日訂立委任函。該等委任函各自自二零一五年十一月二十五日起初步為期三年。

委任、重選及罷免董事的手續及程序載於細則。本公司提名委員會負責審核組成董事會的成員，並就委任或重新委任董事以及董事（特別是主席及首席執行官）繼任計劃向董事會作出建議。

本公司概無與將於應屆股東週年大會上重選的任何董事訂立／簽訂不可由本公司於一年內在毋須給予賠償（法定賠償除外）而終止的服務合約／委任函。

獨立非執行董事的獨立性

本公司已接獲各獨立非執行董事根據上市規則第3.13條作出的年度獨立性確認書。本公司認為全體獨立非執行董事確屬獨立人士。

董事酬金及五名最高薪酬人士

有關截至二零一六年十二月三十一日止年度董事酬金及五名最高薪酬人士的詳情載於綜合財務報表附註11，而本公司薪酬政策載於本年報第23至42頁的企業管治報告。

於截至二零一六年十二月三十一日止年度，概無董事放棄或同意放棄任何酬金。

董事薪酬須於股東大會上獲股東批准。其他酬金乃由董事會參照董事職務及職責、薪酬委員會的建議及本集團的表現及業績後釐定。截至二零一六年十二月三十一日止年度，概無董事（或彼等各自的任何聯繫人）曾參與釐定其自身薪酬。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Save as disclosed in in note 29 to the Consolidated Financial Statements and in the section headed "Connected Transactions" of this annual report, no Director or an entity connected with a Director has or had a material beneficial interest, directly or indirectly, in any transaction and arrangement or contract of significance subsisting as at 31 December 2016 or at any time during the year ended 31 December 2016.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2016, no Directors or their respective associates has engaged in or has any interest in any business which were in competition or were likely to compete, directly or indirectly with the business of the Group.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

None of the Controlling Shareholders (as defined below) or their subsidiary has or had a material interest, either directly or indirectly, in any contract of significance, whether for the provision of services or otherwise, to the business of the group to which the company or any of its subsidiaries was a party during the year ended 31 December 2016.

董事於重大交易、安排及合約中的權益

除綜合財務報表附註29及本年報「關連交易」一節所披露者外，概無董事或與董事有關連的實體於在二零一六年十二月三十一日或截至二零一六年十二月三十一日止年度任何時間存續的任何重大交易、安排或合約中直接或間接擁有或曾經擁有任何重大實益權益。

董事於競爭業務中的權益

於截至二零一六年十二月三十一日止年度，董事或彼等各自的聯繫人概無參與直接或間接與本集團業務競爭或可能競爭的任何業務或於其中擁有任何權益。

控股股東於重大合約中的權益

於截至二零一六年十二月三十一日止年度，控股股東(定義見下文)或其附屬公司概無於本公司或其任何附屬公司所訂立對本集團業務而言屬重大的任何合約(不論為提供服務或其他事務)中直接或間接擁有重大權益。

COMPLIANCE OF THE DEED OF NON-COMPETITION

As disclosed in the Prospectus, the Company entered into a deed of non-competition (“**Non-Competition Deed**”) with Mr. Huang Junmou, Mr. Yang Hua, Mr. Li Xiangcheng, Mr. Xu Xinhua, Fun Charge Technology (“**Fun Charge Technology**”), Happy Charge Technology (“**Happy Charge Technology**”), Cool Charge Technology (“**Cool Charge Technology**”) and Enjoy Charge Technology (“**Enjoy Charge Technology**”) (collectively, the “**Controlling Shareholders**”) on 23 September 2015, under which the Controlling Shareholders jointly and severally agreed not to, whether as principal or agent whether undertaken directly or indirectly (including through any associate, subsidiary, partnership, joint venture or other contractual arrangement of theirs) and whether for profit or otherwise, carry on, engage, invest, participate or hold any right or be interested in or render any services to or otherwise be involved in any business which is in competition, directly or indirectly, or is likely to be in competition, directly or indirectly, with the business referred to in the Prospectus that is carried on or contemplated to be carried on by any member of the Group.

Notwithstanding the above, the foregoing restrictions do not preclude any of the Controlling Shareholders from having any interest in shares of not more than 5% in any company which is or whose holding company is listed on any recognised stock exchange even though the business carried out by such company is or is likely to be in competition with the business, provided that the aggregate number of shares held by the Controlling Shareholders do not exceed 5% of the issued shares of such company and none of the Controlling Shareholders is a director of such company or is entitled to appoint any director of such company.

Each of the Controlling Shareholders has undertaken in the Non-Competition Deed that during the term of the Non-Competition Deed, if a new business opportunity is made available to any Controlling Shareholder or its/his respective associates, such Controlling Shareholder will or will procure that its/his associates to notify the Company in writing and provide to the Company all information that is reasonably necessary for the Company to consider whether or not to pursue such business opportunity. For details of the Non-Competition Deed, please refer to the section headed “Relationship with Controlling Shareholders- Deed of Non-Competition” in the Prospectus.

遵守不競爭契據

誠如招股章程所披露，於二零一五年九月二十三日，本公司與黃俊謀先生、楊華先生、李享成先生、許新華先生、Fun Charge Technology(「**Fun Charge Technology**」)、Happy Charge Technology(「**Happy Charge Technology**」)、Cool Charge Technology(「**Cool Charge Technology**」)及Enjoy Charge Technology(「**Enjoy Charge Technology**」)(統稱「**控股股東**」)訂立不競爭契據(「**不競爭契據**」)。據此，控股股東共同及個別地同意不會(無論作為主事人或代理人及無論直接或間接地進行(包括通過任何聯繫人、附屬公司、合夥、合營企業或其他合約安排)及無論為營利或其他目的)進行、從事、投資、參與與招股章程所述由本集團任何成員公司開展或擬開展的業務直接或間接存在競爭或直接或間接可能存在競爭的任何業務或於其中持有任何權利或擁有權益或向其提供任何服務或以其他方式參與其中。

儘管如此，上述限制並不阻止任何控股股東於任何公司(該公司或其控股公司於任何認可交易所上市)不超過5%的股份中擁有權益，即使有關公司所進行的業務與該等業務構成或可能構成競爭，但前提是控股股東持有的股份總數不超過有關公司已發行股份的5%，且概無控股股東為有關公司的董事或有權委任有關公司的任何董事。

各控股股東於不競爭契據中承諾，在不競爭契據期內，倘若任何控股股東或其各自的聯繫人獲提供新商機，則有關控股股東將或將促使其聯繫人以書面方式通知本公司，並向本公司提供一切合理必需的資料以供本公司考慮是否爭取該商機。有關不競爭契據的詳情，請參閱招股章程「與控股股東的關係—不競爭契據」一節。

Report of the Directors

董事會報告

The Company has received confirmations from the Controlling Shareholders confirming their compliance with the Non-Competition Deed for disclosure in this annual report for the year ended 31 December 2016. The independent non-executive Directors have also reviewed the compliance and enforcement status of the Non-Competition Deed, and are of the view that the Controlling Shareholders have abided by the undertakings contained in the Non-Competition Deed for the year ended 31 December 2016.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES

As at 31 December 2016, the interest or short positions of the Directors or 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) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they were taken or deemed to have under such provisions of the SFO) or which would be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or which would be required to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long Position in the ordinary shares of the Company

Name of Director 董事姓名	Capacity/Nature of Interest 身份／權益性質	Number of Shares held 持有股份數目	Approximate percentage of issued share capital ⁽⁵⁾ 佔已發行股本 概約百分比 ⁽⁵⁾
Mr. Huang Junmou ⁽¹⁾ 黃俊謀先生 ⁽¹⁾	Interest in controlled corporation 受控法團權益	94,500,000	22.77%
Mr. Yang Hua ⁽²⁾ 楊華先生 ⁽²⁾	Interest in controlled corporation 受控法團權益	63,000,000	15.18%
Mr. Li Xiangcheng ⁽³⁾ 李享成先生 ⁽³⁾	Interest in controlled corporation 受控法團權益	56,100,000	13.52%
Mr. Xu Xinhua ⁽⁴⁾ 許新華先生 ⁽⁴⁾	Interest in controlled corporation 受控法團權益	26,400,000	6.36%

本公司已接獲控股股東發出的確認通知，確認彼等於截至二零一六年十二月三十一日止年度已遵守不競爭契據於本年報作出披露。獨立非執行董事亦已審閱不競爭契據的合規及實施情況，並認為截至二零一六年十二月三十一日止年度控股股東已遵守不競爭契據內所作承諾。

董事及主要行政人員於股份、相關股份或債權證中的權益及淡倉

於二零一六年十二月三十一日，董事或本公司主要行政人員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、相關股份及債權證中擁有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或淡倉(包括彼等根據證券及期貨條例的該等條文被當作或視作擁有的權益或淡倉)，或根據證券及期貨條例第352條須記錄於該條所述登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉如下：

於本公司普通股的好倉

Notes:

- (1) Mr. Huang Junmou beneficially owns 100% of the share capital of Fun Charge Technology. By virtue of the SFO, Mr. Huang Junmou is deemed to be interested in 94,500,000 Shares held by Fun Charge Technology.
- (2) Mr. Yang Hua beneficially owns 100% of the share capital of Happy Charge Technology. By virtue of the SFO, Mr. Yang Hua is deemed to be interested in 63,000,000 Shares held by Happy Charge Technology.
- (3) Mr. Li Xiangcheng beneficially owns 100% of the share capital of Cool Charge Technology. By virtue of the SFO, Mr. Li Xiangcheng is deemed to be interested in 56,100,000 Shares held by Cool Charge Technology.
- (4) Mr. Xu Xinhua beneficially owns 100% of the share capital of Enjoy Charge Technology. By virtue of the SFO, Mr. Xu Xinhua is deemed to be interested in 26,400,000 Shares held by Enjoy Charge Technology.
- (5) The percentage of shareholding was calculated based on the Company's total issued share capital of 415,000,000 Shares as at 31 December 2016.

Save as disclosed above, as at 31 December 2016, none of the Directors and chief executives of the Company had or was 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 was required to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or which was required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS

As at 31 December 2016, to the best knowledge of the Directors, the following persons (other than the Directors and chief executives of the Company) had or deemed or taken to have an interest and/or short position in the Shares or the underlying Shares which are required to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company under section 336 of SFO were as follows:

附註：

- (1) 黃俊謀先生實益擁有 Fun Charge Technology 的全部股本。根據證券及期貨條例，黃俊謀先生被視為於 Fun Charge Technology 持有的 94,500,000 股股份中擁有權益。
- (2) 楊華先生實益擁有 Happy Charge Technology 的全部股本。根據證券及期貨條例，楊華先生被視為於 Happy Charge Technology 持有的 63,000,000 股股份中擁有權益。
- (3) 李享成先生實益擁有 Cool Charge Technology 的全部股本。根據證券及期貨條例，李享成先生被視為於 Cool Charge Technology 持有的 56,100,000 股股份中擁有權益。
- (4) 許新華先生實益擁有 Enjoy Charge Technology 的全部股本。根據證券及期貨條例，許新華先生被視為於 Enjoy Charge Technology 持有的 26,400,000 股股份中擁有權益。
- (5) 股權百分比乃按二零一六年十二月三十一日本公司全部已發行股本 415,000,000 股股份計算。

除上文所披露者外，於二零一六年十二月三十一日，董事及本公司主要行政人員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、相關股份或債權證中擁有或被視作擁有根據證券及期貨條例第 352 條須記錄於本公司存置的登記冊或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

主要股東的權益及淡倉

於二零一六年十二月三十一日，據董事所知，按本公司根據證券及期貨條例第 336 條須存置的登記冊所記錄，下列人士(董事及本公司最高行政人員除外)於或被視為或當作於股份或相關股份中擁有根據證券及期貨條例第 XV 部第 2 及 3 分部的條文須予披露的權益及/或淡倉：

Report of the Directors

董事會報告

Substantial shareholders 主要股東	Capacity/Nature of interest 身份／權益性質	Number of Shares or securities held 持有股份或 證券數目	Approximate percentage of issued share capital ⁽⁶⁾ 佔已發行股本 概約百分比 ⁽⁶⁾
Fun Charge Technology ⁽¹⁾	Beneficial owner 實益擁有人	94,500,000	22.77%
Happy Charge Technology ⁽²⁾	Beneficial owner 實益擁有人	63,000,000	15.18%
Cool Charge Technology ⁽³⁾	Beneficial owner 實益擁有人	56,100,000	13.52%
Mr. Huang Shaowu ⁽⁴⁾ 黃紹武先生 ⁽⁴⁾	Interested in controlled corporation 受控法團權益	60,000,000	14.46%
China Charge Technology Limited ⁽⁴⁾	Beneficial owner 實益擁有人	60,000,000	14.46%
Enjoy Charge Technology ⁽⁵⁾	Beneficial owner 實益擁有人	26,400,000	6.36%

Notes:

- (1) Mr. Huang Junmou is the director and beneficially owns 100% of the share capital of Fun Charge Technology. By virtue of the SFO, Mr. Huang Junmou is deemed to be interested in 94,500,000 Shares held by Fun Charge Technology.
- (2) Mr. Yang Hua is the director and beneficially owns 100% of the share capital of Happy Charge Technology. By virtue of the SFO, Mr. Yang Hua is deemed to be interested in 63,000,000 Shares held by Happy Charge Technology.
- (3) Mr. Li Xiangcheng is the director and beneficially owns 100% of the share capital of Cool Charge Technology. By virtue of the SFO, Mr. Li Xiangcheng is deemed to be interested in 56,100,000 Shares held by Cool Charge Technology.

附註：

- (1) 黃俊謀先生為董事並實益擁有 Fun Charge Technology 的全部股本。根據證券及期貨條例，黃俊謀先生被視為於 Fun Charge Technology 持有的 94,500,000 股股份中擁有權益。
- (2) 楊華先生為董事並實益擁有 Happy Charge Technology 的全部股本。根據證券及期貨條例，楊華先生被視為於 Happy Charge Technology 持有的 63,000,000 股股份中擁有權益。
- (3) 李享成先生為董事並實益擁有 Cool Charge Technology 的全部股本。根據證券及期貨條例，李享成先生被視為於 Cool Charge Technology 持有的 56,100,000 股股份中擁有權益。

- (4) Mr. Huang Shaowu is the director and beneficially owns 100% of the share capital of China Charge Technology Limited (“China Charge Technology”). By virtue of the SFO, Mr. Huang Shaowu is deemed to be interested in 60,000,000 Shares held by China Charge Technology.
- (5) Mr. Xu Xinhua is the director and beneficially owns 100% of the share capital of Enjoy Charge Technology. By virtue of the SFO, Mr. Xu Xinhua is deemed to be interested in 26,400,000 Shares held by Enjoy Charge Technology.
- (6) The percentage of shareholding was calculated based on the Company’s total issued share capital of 415,000,000 Shares as at 31 December 2016.
- (4) 黃紹武先生為董事並實益擁有 China Charge Technology Limited (「China Charge Technology」) 的全部股本。根據證券及期貨條例，黃紹武先生被視為於 China Charge Technology 持有的 60,000,000 股股份中擁有權益。
- (5) 許新華先生為董事並實益擁有 Enjoy Charge Technology 的全部股本。根據證券及期貨條例，許新華先生被視為於 Enjoy Charge Technology 持有的 26,400,000 股股份中擁有權益。
- (6) 股權百分比乃按二零一六年十二月三十一日本公司全部已發行股本 415,000,000 股股份計算。

As at 31 December 2016, no Shareholders has agreed to waive or waived any dividends.

於二零一六年十二月三十一日，概無股東同意放棄或已放棄任何股息。

Save as disclosed herein, the Company’s Directors are not aware of any person who will have an interest or short position in Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO.

除本節所披露者外，本公司董事並不知悉任何人士將於股份或相關股份中擁有根據證券及期貨條例第 XV 部第 2 及 3 分部的條文須向本公司及聯交所披露的權益或淡倉。

SHARE OPTION SCHEME

The Company adopted the Scheme prepared in accordance with Chapter 17 of the Listing Rules on 14 December 2015 for the primary purpose of providing incentives or rewards to eligible participants (the “Eligible Participants”) as defined in the Scheme to recognise and acknowledge their contribution to the Group and motivate them to higher levels of performance.

Certain provisions of the Scheme were amended and approved in the extraordinary general meeting of the Company held on 4 November 2016, the definition of Eligible Participants in the Scheme was amended to include the advisors, consultants, suppliers, customers, distributors, business partners and such other persons who, in the opinion of the Board, will contribute or have contributed to the Company and/or any of its subsidiaries as participants eligible to participate in the Scheme.

購股權計劃

本公司於二零一五年十二月十四日採納按上市規則第十七章編製的計劃，主要旨在向根據計劃所定義的合資格參與者(「合資格參與者」)提供鼓勵或獎勵，以嘉許及表揚彼等對本集團的貢獻，以及激勵彼等作出更佳表現。

計劃的若干條款於二零一六年十一月四日舉行的本公司股東特別大會上經修訂及獲批准，合資格參與者的定義經已修訂，以包含顧問、諮詢師、供應商、客戶、分銷商、業務夥伴及董事會認為將或已對本公司及／或其任何附屬公司作出貢獻的其他人士，作為合資格可參與計劃的參與者。

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Under the Scheme, the Board may, at its discretion, offer to Eligible Participants options (the “Option(s)”) to subscribe for Shares subject to the terms and conditions stipulated in the Scheme.

(i) Purpose of the Scheme

The purpose of the Scheme is established to recognise and acknowledge the contributions that Eligible Participants had or may have made to the Group. The Scheme will provide the Eligible Participants an opportunity to have a personal stake in the Company with the view to achieve the objective of attracting and retaining high calibre Eligible Participants to motivate the Eligible Participants to higher levels of performance and to promote the success of the Group’s business.

(ii) Participants of the Scheme

Pursuant to the Scheme, the Board may, at its discretion, offer to grant options to

- (i) any full-time employees of the Company or its subsidiaries;
- (ii) any executive or non-executive Directors (including independent non-executive Directors) of the Company or its subsidiaries; and
- (iii) the advisors, consultants, suppliers, customers, distributors, business partners and such other persons who, in the opinion of the Board, will contribute or have contributed to the Company and/or any of its subsidiaries.

根據計劃，董事會可酌情根據計劃訂明的條款及條件向合資格參與者授出購股權（「購股權」）以認購股份。

(i) 計劃的目的

設立計劃的目的在於嘉許及表揚合資格參與者曾經或可能已對本集團作出的貢獻。計劃將向合資格參與者提供一個於本公司擁有個人權益的機會，藉以吸引及挽留才華優秀的合資格參與者，並激勵合資格參與者作出更佳表現及推動本集團業務的成功。

(ii) 計劃的參與者

根據計劃，董事會可酌情向下列人士授出購股權：

- (i) 本公司或其附屬公司的任何全職僱員；
- (ii) 本公司或其附屬公司任何執行或非執行董事（包括獨立非執行董事）；及
- (iii) 顧問、諮詢師、供應商、客戶、分銷商、業務夥伴及董事會認為將或已對本公司及／或其任何附屬公司作出貢獻的其他人士。

(iii) Acceptance of an offer of Options

An Option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptances of the Options duly signed by the grantee, together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof, is received by the Company on or before the relevant acceptance date. Such payment shall in no circumstances be refundable. Any offer to grant an Option to subscribe for Shares may be accepted in respect of less than the number of Shares for which it is offered provided that it is accepted in respect of a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof and such number is clearly stated in the duplicate offer document constituting acceptance of the Option. To the extent that the offer to grant an Option is not accepted by any prescribed acceptance date, it shall be deemed to have been irrevocably declined.

(iv) Maximum number of Shares

The maximum number of Shares in respect of which Options may be granted under the Scheme and under any other share option schemes of the company must not in aggregate exceed 10% of the total number of Shares issued on 7 January 2016, being 40,000,000 Shares, representing approximately 9.64% of the Company's issued share capital as at the date of this annual report, excluding for this purpose Shares which would have been issuable pursuant to Options which have lapsed in accordance with the terms of the Scheme (or any other share option schemes of the Company). Subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may:

- (i) refresh this limit at any time to 10% of the Shares in issue as at the date of the approval by our Shareholders in general meeting; and/or

(iii) 接納購股權要約

本公司於相關接納日期或之前收到接納購股權要約文件的複本(經承授人正式簽署), 連同就授出購股權向本公司支付的1.00港元代價付款, 有關購股權即被視為已予授出及已獲承授人接納並已生效。在任何情況下, 有關付款概不予退還。就認購股份的購股權要約而言, 承授人可接納少於其獲要約所涉及的股份數目, 惟必須為股份於聯交所進行交易的買賣單位或為有關股份的完整倍數及接納購股權要約文件複本上清楚列明的數目。倘授出購股權的要約於任何指定接納日期並無被接納, 有關要約將被視為以不可撤回形式地不獲接納。

(iv) 股份數目上限

根據計劃及本公司任何其他購股權計劃可能授出的購股權所涉及的股份數目上限, 合共不得超過於二零一六年一月七日已發行股份總數的10%, 即40,000,000股股份(佔本年報日期本公司已發行股本約9.64%), 就此而言不包括根據計劃(或本公司任何其他購股權計劃)的條款已失效的購股權本應可發行的股份。倘本公司已刊發通函並經股東在股東大會上批准及/或遵守上市規則不時訂明的其他規定, 則董事會可:

- (i) 隨時更新該上限為股東在股東大會上批准當日已發行股份的10%; 及
/或

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- (ii) grant options beyond the 10% limit to Eligible Participants specifically identified by the Board. The circular issued by the Company to the Shareholders shall contain a generic description of the specified Eligible Participants who may be granted such Options, the number and terms of the Options to be granted, the purpose of granting Options to the specified Eligible Participants with an explanation as to how the Options serve such purpose, the information required under Rule 17.02(2) (d) and the disclaimer required under Rule 17.02(4) of the Listing Rules.
- (iii) Notwithstanding the foregoing and subject to the effect of alterations to capital, the maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Scheme and any other share option schemes of the Company at any time shall not exceed 30% of our Shares in issue from time to time. No options shall be granted under any schemes of the Company (including the Scheme) if this will result in the 30% limit being exceeded.
- (v) **Maximum entitlement of each participant**

The total number of Shares issued and which may fall to be issued upon exercise of the Options granted under the Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as at the date of grant. Any further grant of Options in excess of this 1% limit shall be subject to:

 - (i) the issue of a circular by the Company containing the identity of the Eligible Participant, the numbers and terms of the Options to be granted (and Options previously granted to such participant) the information as required under Rule 17.02(2) (d) and the disclaimer required under Rule 17.02(4) of the Listing Rules; and
 - (ii) 向董事會特別指定的合資格參與者授出超過10%上限的購股權。本公司向股東發出的通函須載有可獲授該等購股權的指定合資格參與者的整體性簡介、將予授出購股權的數目及條款及向指定合資格參與者授出購股權的目的(並解釋購股權如何達致該目的)、上市規則第17.02(2)(d)條規定的資料及第17.02(4)條規定的免責聲明。
 - (iii) 儘管有上述規定且在股本變動的影響下，於任何時候因根據計劃及本公司任何其他購股權計劃授出但尚未行使的所有購股權獲行使而可能發行的股份數目上限不得超過我們不時已發行股份的30%。倘此舉會導致超過30%的限額，則不會根據本公司的任何計劃(包括計劃)授出任何購股權。
- (v) **每名參與者可認購股份數目的上限**

在截至授出日期止任何12個月期間，根據計劃及本公司任何其他購股權計劃向每名合資格參與者授出的購股權(包括已行使及尚未行使的購股權)獲行使時，已發行及可能發行的股份總數不得超過於授出日期已發行股份的1%。倘進一步授出購股權超過上述1%限額，本公司須：

 - (i) 發出通函，其中載列合資格參與者的身份、將授出購股權(及過往授予該參與者的購股權)的數目及條款及上市規則第17.02(2)(d)條規定的資料及第17.02(4)條規定的免責聲明；及

(ii) the approval of the Company's Shareholders in general meeting and/or other requirements prescribed under the Listing Rules from time to time with such Eligible Participant and his associates (as defined in the Listing Rules) abstaining from voting. The numbers and terms (including the exercise price) of Options to be granted to such participant must be fixed before the Shareholders' approval and the date of the Board meeting at which the Board proposes to grant the Options to such Eligible Participant shall be taken as the date of grant for the purpose of calculating the subscription price of the Shares.

(vi) Option Period

An Option may be exercised in accordance with the terms of the Scheme at any time after the date upon which the Option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an Option may be exercised will be determined by the Board in its absolute discretion, save that no Option may be exercised more than 10 years after it has been granted. No Option may be granted more than 10 years after the date of approval of the Scheme. Subject to earlier termination by the Company in general meeting or by the Board, the Scheme shall be valid and effective for a period of 10 years from the date of its adoption.

(vii) The subscription price per Share

The subscription price of a Share in respect of any particular option granted under the Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price must be at least the highest of:

- (i) the closing price of the Shares on the Stock Exchange as stated in the Stock Exchange's daily quotations sheet on the date of grant in respect of the relevant Options;
- (ii) the average closing price of the Shares on the Stock Exchange as stated in the Stock Exchange's daily quotations sheet for the five trading days immediately preceding the date of grant or where the Company has been listed for less than five trading days, the new issue price shall be used as the closing price; and
- (iii) the nominal value of the Shares.

(ii) 經本公司股東在股東大會上批准及／或遵守上市規則不時訂明的其他規定，而該名合資格參與者及其聯繫人(定義見上市規則)須放棄投票。將授予該參與者的購股權數目及條款(包括行使價)須於股東批准前釐定，而就計算股份的認購價而言，董事會提呈向該合資格參與者授出購股權的董事會會議日期須被當作購股權授出日期。

(vi) 購股權期間

購股權可根據計劃的條款於購股權被視為已授出並獲接納的日期後至自該日起計10年屆滿前期間隨時行使。購股權的行使期由董事會全權酌情決定，惟不得超過授出購股權當日後10年。於計劃獲批准當日起10年後不得授出購股權。除非經由本公司於股東大會或經由董事會提前終止，否則計劃自其採納日期起計10年內有效及生效。

(vii) 每股股份的認購價

根據計劃授出的任何特定購股權所涉及股份的認購價須由董事會全權酌情決定，惟該價格不得低於下列各項的最高者：

- (i) 於相關購股權授出日期聯交所每日報價表所列我們的股份在聯交所的收市價；
- (ii) 緊接授出日期前五個交易日聯交所每日報價表所列我們的股份在聯交所的平均收市價，或倘本公司上市不足五個交易日，新發行價應用作收市價；及
- (iii) 股份面值。

(viii) Remaining life of the scheme

The Scheme shall be valid and effective for a period of 10 years commencing on 14 December 2015.

Since the adoption of the Scheme and up to the date of this annual report, no Option had been granted, exercised, lapsed nor cancelled under the Scheme.

For details of the Scheme, please refer to the section headed "Statutory and General Information - F. Share Option Scheme" in Appendix IV to the Prospectus.

CONNECTED TRANSACTIONS

Contractual Arrangements

The Company is primarily engaged in, through Shenzhen NNK, the provision of mobile top-up services and data usage top-up services (the "Principal Business"), which is considered to be value-added telecommunications services, a sector where foreign investment is subject to significant restrictions under PRC laws and regulations. Accordingly, the Company, as foreign investors, cannot directly hold controlling interest in Shenzhen NNK, the Company's PRC Operating Entity, which holds certain licenses and permits required for the operation of the Company's principal business. As a result, the Company's wholly foreign-owned enterprise (the "WFOE"), Daily Charge Shenzhen, entered into a series of contractual arrangements with Shenzhen NNK, the Company's PRC Operating Entity, and its shareholders (the "Contractual Arrangements") in order to conduct the Principal Business in the PRC and to exercise effective control over the operations of, and enjoy all economic benefits of, the Company's PRC Operating Entity. The series of the Contractual Arrangements as a whole allow the financial performance and economic benefits of the business of Shenzhen NNK to be included in the financial information of the Company as if the Company is the parent company of Shenzhen NNK. Pursuant to the Contractual Arrangements, Shenzhen NNK has an obligation to pay the consulting and technical supporting services fees to WFOE and WFOE has legal rights to retain such fees as its revenue, and the Company is able to acquire the entire profit (including the retained earnings) of Shenzhen NNK under the terms of the Contractual Arrangements.

(viii) 計劃餘下年期

計劃自二零一五年十二月十四日起計 10 年內有效及生效。

自採納計劃起及直至本年報日期，概無根據計劃授出、行使、失效及註銷購股權。

有關計劃的詳情，請參閱招股章程附錄四「法定及一般資料—F.購股權計劃」一節。

關連交易

合約安排

本公司主要從事透過深圳年年卡提供手機話費充值服務及流量充值服務(「主要業務」)，該服務被認為屬增值電信服務(一個根據中國法律法規嚴格限制外商投資的行業)。因此，作為外國投資者的本公司無法直接持有本公司中國經營實體深圳年年卡的控股權益，而深圳年年卡持有經營本公司主要業務所需的若干牌照及許可證。因此，本公司的外商獨資企業(「外商獨資企業」)天天充科技深圳與本公司中國經營實體深圳年年卡及其股東訂立一系列合約安排(「合約安排」)，以在中國開展主要業務以及對本公司中國經營實體的經營行使實際控制權並享有其所有經濟利益。一系列的合約安排在整體上可讓深圳年年卡業務的財務表現和經濟利益被納入本公司的財務資料，猶如本公司是深圳年年卡的母公司。根據合約安排，深圳年年卡有義務向外商獨資企業支付諮詢和技術支持服務費，而外商獨資企業有合法的權利保留該等費用作為收益，且根據合約安排的條款，本公司能夠取得深圳年年卡的全部利潤(包括保留盈利)。

Shenzhen NNK is owned as to 31.5% by Mr. Huang Junmou, 21% by Mr. Yang Hua, 18.7% by Mr. Li Xiangcheng, 8.8% by Mr. Xu Xinhua and 20% by Mr. Huang Shaowu (collectively, the "Registered Shareholders"). Daily Charge Shenzhen, Shenzhen NNK and the Registered Shareholders, as the case may be, entered into the following agreements as at 31 December 2016:

1. The management and operation agreement dated 4 March 2015 and its supplemental agreement dated 16 April 2015 entered into among Daily Charge Shenzhen, Shenzhen NNK and the Registered Shareholders, pursuant to which Daily Charge Shenzhen agreed to provide to Shenzhen NNK and its subsidiaries management and operation services. Pursuant to the management and operation agreement, Shenzhen NNK shall pay to Daily Charge Shenzhen a service fee that equals to 100% of the annual revenue of Shenzhen NNK after deducting costs and expenses (except the service fee) incurred during the course of management and operation of Shenzhen NNK and any taxes, the prior-year loss (if any) and contribution of social insurance and housing provident fund by Shenzhen NNK in any given year.
2. The exclusive option agreement dated 4 March 2015 entered into among Daily Charge Shenzhen, Shenzhen NNK and the Registered Shareholders, pursuant to which the Registered Shareholders irrevocably and unconditionally granted an exclusive option to Daily Charge Shenzhen which entitles Daily Charge Shenzhen to elect to purchase, when permitted by the then applicable PRC laws, all or any part of the equity interests in Shenzhen NNK from the Registered Shareholders itself or through its designated person(s). Such designated person(s) shall be appointed by Daily Charge Shenzhen in its sole discretion. The transfer price of the relevant equity interests shall be the minimum purchase price permitted under PRC law, and the Registered Shareholders have undertaken to return in full the consideration received in relation to such transfer of equity interests to Daily Charge Shenzhen.

深圳年年卡分別由黃俊謀先生、楊華先生、李享成先生、許新華先生及黃紹武先生(統稱「登記股東」)擁有31.5%、21%、18.7%、8.8%及20%。天天充科技深圳、深圳年年卡及登記股東(視情況而定)於二零一六年十二月三十一日訂立以下協議：

1. 天天充科技深圳、深圳年年卡與登記股東訂立的日期為二零一五年三月四日的管理與運營合同及其日期為二零一五年四月十六日的補充協議，據此，天天充科技深圳同意向深圳年年卡及其附屬公司提供管理及經營服務。根據管理與運營合同，深圳年年卡須向天天充科技深圳支付相等於深圳年年卡年度收益100%的服務費(扣除於管理及經營深圳年年卡的過程中產生的成本及開支(服務費除外)以及任何稅項、上年度虧損(如有)及深圳年年卡於任何指定年度的社會保險及住房公積金供款)。
2. 天天充科技深圳、深圳年年卡與登記股東訂立日期為二零一五年三月四日的獨家購股權協議，據此，登記股東不可撤回及無條件地向天天充科技深圳授出獨家購股權，使天天充科技深圳有權選擇於當時適用的中國法律允許時向登記股東本身或通過其指定人士購買深圳年年卡全部或任何部分的股權。指定人士由天天充科技深圳全權酌情委任。相關股權的轉讓價格為根據中國法律允許的最低購買價格及登記股東承諾全數退還就轉讓股權予天天充科技深圳而收取的代價。

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3. The entrustment agreement dated 4 March 2015 entered into among Daily Charge Shenzhen, Shenzhen NNK and the Registered Shareholders, with an annexure of the power of attorney dated 4 March 2015 executed by each of the Registered Shareholders in favour of Daily Charge Shenzhen and/or its designated person(s). Pursuant to the entrustment agreement and the powers of attorney annexed thereto, each of the Registered Shareholders irrevocably agreed to authorize Daily Charge Shenzhen or its designated person(s) to exercise all of his rights and powers as shareholder of Shenzhen NNK, including the rights to convene and attend shareholders' meetings, to exercise voting rights in shareholders' meetings, to appoint and dismiss directors and supervisors, to decide on any acquisition or disposal of his equity interest in Shenzhen NNK or the winding-up or dissolution of Shenzhen NNK, to file documents with relevant government authorities or regulatory bodies, and to exercise such other shareholders' rights as stipulated under the articles of association of Shenzhen NNK.
4. The equity pledge agreement dated 4 March 2015 entered into among Daily Charge Shenzhen, Shenzhen NNK and the Registered Shareholders, pursuant to which the Registered Shareholders agreed to pledge all of their respective equity interests in Shenzhen NNK to Daily Charge Shenzhen to secure performance of all their obligations and the obligations of Shenzhen NNK under the management and operation agreement, the exclusive option agreement and the entrustment agreement underlying the Contractual Arrangements. Under the equity pledge agreement, if Shenzhen NNK declares any dividends during the term of the pledge, Daily Charge Shenzhen is entitled to receive all dividends or other income arising from the pledged equity interests, if any. If any of the Registered Shareholders or Shenzhen NNK breaches or fails to fulfil the obligations under any of the aforementioned agreements, Daily Charge Shenzhen, as the pledgee, will be entitled to dispose of the pledged equity interests, entirely or partially.
3. 天天充科技深圳、深圳年年卡與登記股東訂立的日期為二零一五年三月四日的委託協議，當中附上每位登記股東以天天充科技深圳及／或其指定人士為受益人簽署的日期為二零一五年三月四日的授權書。根據委託協議及當中附上的授權書，各登記股東不可撤回地同意授權天天充科技深圳或其指定人士行使其作為深圳年年卡股東享有的所有權利及權力，包括召開及出席股東大會的權利、在股東大會行使表決權、委任及罷免董事及監事、決定任何收購或出售其於深圳年年卡的股權或將深圳年年卡清盤或解散、向相關政府當局或監管機構提交文件、及行使根據深圳年年卡組織章程細則規定的其他股東權利。
4. 天天充科技深圳、深圳年年卡與登記股東訂立日期為二零一五年三月四日的股權質押協議，據此，登記股東同意向天天充科技深圳質押彼等各自於深圳年年卡的所有股權，以擔保履行管理與運營合同、獨家購股權協議及合約安排的相關委託協議下彼等的所有義務及深圳年年卡的義務。根據股權質押協議，倘深圳年年卡於質押期內宣派任何股息，天天充科技深圳有權獲取已質押股權產生的所有股息或其他收入(如有)。倘任何登記股東或深圳年年卡違反或未能達成上述協議下的義務，則天天充科技深圳(作為承押人)將有權出售全部或部分已質押股權。

5. The exclusive intellectual property purchase option agreement dated 4 March 2015 entered into between Shenzhen NNK and Daily Charge Shenzhen, pursuant to which Shenzhen NNK agreed to irrevocably and unconditionally grant an exclusive option to Daily Charge Shenzhen to purchase certain of Shenzhen NNK's intellectual properties, including but not limited to trademarks, patents, domain names and copyright and whether registered or unregistered, entirely or partially, at the minimum purchase price permitted by the PRC laws and regulations.

The detailed terms of which are set out in the section headed "History, Reorganization and Corporate Structure- Contractual Arrangements" of the Prospectus.

In addition, the Registered Shareholders granted the individual appointed by WFOE, to exercise their shareholder's rights, including without limitation, to declare, receive or decline the dividends or distribution. In the event that the Registered Shareholders receive any dividends or distribution of assets declared by Shenzhen NNK, the Registered Shareholders are required to return the dividend or distribution of assets so received to WFOE. Therefore, WFOE controls the management and board of directors of Shenzhen NNK and is able to acquire the entire profit generated from Shenzhen NNK under the Contractual Arrangements. Apart from the above, there was no new contractual arrangements entered into, renewed or reproduced between the Group and the PRC Operational Entity during the year ended 31 December 2016. There was no material change in the Contractual Arrangements and/or the circumstances during the year ended 31 December 2016. None of the contracts mentioned above has been unwound during the year ended 31 December 2016 as none of the restrictions that led to the adoption of the contracts under the Contractual Arrangements has been removed.

5. 深圳年年卡與天天充科技深圳訂立日期為二零一五年三月四日的獨家知識產權購買權協議，據此，深圳年年卡同意不可撤回地及無條件地向天天充科技深圳授出獨家購股權，按中國法律法規允許的最低購買價格購買若干深圳年年卡的知識產權，包括但不限於商標、專利、域名及版權（不論已註冊或未註冊，全部或部分）。

詳細條款載於招股章程的「歷史、重組及公司架構－合約安排」章節。

此外，登記股東授權外商獨資企業指派的個人去行使其股東權利，包括但不限於，宣派、收取或減少股息或分派。倘登記股東收取深圳年年卡宣派的任何股息或資產分派，則登記股東須向外商獨資企業歸還所收到的股息或資產分派。因此，外商獨資企業控制了深圳年年卡的管理權和董事會，能夠根據合約安排獲得深圳年年卡產生的全部利潤。除此之外，本集團與中國經營實體於截至二零一六年十二月三十一日止年度並無訂立、續訂或重複任何新的合約安排。於截至二零一六年十二月三十一日止年度合約安排及／或情況並無任何重大變化。於截至二零一六年十二月三十一日止年度，概無解開上述的任何結構性合約，原因是根據合約安排會導致採用結構性合約的限制均未被解除。

Report of the Directors

董事會報告

Set out below are certain key financial information of Shenzhen NNK as prepared in accordance with the PRC accounting standards during the year ended 31 December 2016:

以下載列根據中國會計準則編製的深圳年年卡於截至二零一六年十二月三十一日止年度的若干關鍵財務資料：

		Year ended 31 December 2016 截至二零一六年 十二月三十一日 止年度 RMB'000 人民幣千元
Revenue	收益	155,017
Total assets	總資產	361,590

The Directors (including independent non-executive Directors) are of the view that the Contractual Arrangements are (i) fundamental to the Group's legal structure and business operations; and (ii) entered into in the ordinary and usual course of business of the Group, on normal commercial terms, fair and reasonable and in the interests of the Company's Shareholders as a whole.

董事(包括獨立非執行董事)認為，合約安排(i)為本集團法律架構及業務營運的基礎；及(ii)合約安排乃按一般商業條款於本集團一般及日常業務過程中訂立，屬公平合理，並符合本公司股東的整體利益。

The Company has complied with the disclosure requirements prescribed in Chapter 14A of the Listing Rules with respect to the continuing connected transactions of the Group.

本公司已就本集團持續關連交易遵守上市規則第十四A章訂明的披露規定。

Waiver from Stock Exchange and Annual Renew

The Stock Exchange has granted a waiver from strict compliance with (i) the announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules; (ii) the requirement of setting a maximum aggregate annual value, i.e. an annual cap, for the fees payable to Daily Charge Shenzhen under the Contractual Arrangements; and (iii) the requirement of limiting the term of the Contractual Arrangements to three years or less, for so long as the Company's shares are listed on the Stock Exchange subject to certain conditions as disclosed on pages 203 to 204 of the Prospectus.

聯交所豁免及年度續新

聯交所已授出豁免，只要本公司的股份在聯交所上市並遵守招股章程第203至204頁所披露的特定條件，則可獲豁免嚴格遵守以下事項：(i)上市規則第十四A章的公告和獨立股東批准規定；(ii)為根據合約安排應向天天充科技深圳支付的費用設定最高年度總價值(即年度上限)的規定；及(iii)限制合約安排的年期在三年或更短時間內的規定。

RISKS ASSOCIATED WITH THE CONTRACTUAL ARRANGEMENTS AND
THE ACTIONS TAKEN BY THE COMPANY TO MITIGATE THE RISKS

與合約安排有關的風險及本公司為緩解
風險而採取的措施

Risk associated with the Contractual Arrangements

與合約安排有關的風險

If the PRC government finds that the agreements that establish the structure for operating the Company's business in the PRC do not comply with PRC laws and regulations, or if these regulations or their interpretations change in the future, the Company could be subject to severe penalties or be forced to relinquish the Company's interests in those operations.

倘中國政府發現建立本公司在中國經營業務的架構的協議不符合中國法律法規，或倘此等法規或其詮釋日後有所改變，本公司可能受到嚴重處罰或被迫放棄於有關業務的權益。

The Company's Contractual Arrangements may not be as effective in providing operational control as direct ownership and the Company's PRC Operating Entity or its shareholders may fail to perform their obligations under the Company's Contractual Arrangements.

本公司的合約安排可能不如直接擁有權般有效提供經營控制，且本公司的中國經營實體或其股東可能未有履行彼等於本公司合約安排下的責任。

Mitigation actions taken by the Company

本公司所採取的緩解措施

The Directors will closely monitor the latest development of the existing or future applicable PRC laws or regulations (such as Draft Foreign Investment Law), and will take measures to ensure that the Company is under the control of PRC investors so as to comply with relevant rules and regulations in the PRC.

董事將密切監控現有或未來適用的中國法律或法規(如《外國投資法(草案)》)的最新進展情況，並將採取措施確保本公司受中國投資者控制以遵守中國相關規則及法規。

According to the entrustment agreement and powers of attorney, equity pledge agreement and the management and operation agreement, the arbitration tribunal may decide compensation for the equity interests or property ownership of PRC Operating Entity or their shareholders, decide enforceable remedy or demand a bankrupt on PRC Operating Entity or their shareholders for relevant business or enforceable asset transfer. Any party is entitled to request the competent court to execute the arbitration award when it comes into effect.

根據委託協議及授權書、股權質押合同及管理與運營合同，仲裁庭可以就中國經營實體或其股東的股權或物業所有權裁定賠償，就有關業務或強制性的資產轉讓裁定強制救濟或命令中國經營實體或其股東破產。仲裁裁決生效後，任何一方均有權向具有管轄權的法院申請執行仲裁裁決。

Report of the Directors

董事會報告

Risk associated with the Contractual Arrangements

與合約安排有關的風險

The Company may lose the ability to use assets held by its PRC Operating Entity that are material to the operation of the Company's business if the Company's PRC Operating Entity declares bankruptcy or becomes subject to a dissolution or liquidation proceeding.

倘本公司的中國經營實體宣佈破產或面臨解散或清盤程序，則本公司可能無法使用中國經營實體所持而對本公司業務營運而言屬重要的資產。

The Company's Contractual Arrangements may be subject to scrutiny by the PRC tax authorities and additional taxes may be imposed. A finding that the Company owes additional taxes could substantially reduce the Company's net income and the value of the investment.

中國稅務機關可能審查本公司的合約安排及可能徵收額外稅款。倘發現本公司拖欠額外稅款，則可能大幅減少本公司的收入淨額及投資價值。

Mitigation actions taken by the Company

本公司所採取的緩解措施

Pursuant to the exclusive option agreements, in the event of a mandatory liquidation required by the laws of PRC, the Registered Shareholders irrevocably and unconditionally granted an exclusive option to Daily Charge Shenzhen which entitles Daily Charge Shenzhen to elect to purchase, when permitted by the then applicable PRC laws, all or any part of the equity interests in Shenzhen NNK from the Registered Shareholders itself or through its designated person(s). Such designated person(s) shall be appointed by Daily Charge Shenzhen in its sole discretion. The transfer price of the relevant equity interests shall be the minimum purchase price permitted under PRC laws and the Registered Shareholders have undertaken to return in full the consideration received in relation to such transfer of equity interests to Daily Charge Shenzhen.

根據獨家購股權合同，倘中國法律要求強制清盤，登記股東不可撤銷及無條件授予天天充科技深圳獨家購股權，賦予天天充科技深圳權利，在當時適用中國法律允許的情況下，自行或通過其指定人士從登記股東購買深圳年年的全部或任何部分股權。該指定人士將由天天充科技深圳全權酌情指定。相關股權的轉讓價將為中國法律允許的最低購買價，且登記股東已承諾悉數退還就向天天充科技深圳轉讓股權所收取的代價。

Having considered (i) the tax compliance certificate issued by the relevant tax authorities; and (ii) that the Company has not encountered any interference or encumbrances from any PRC tax authority or other government authorities to the Contractual Arrangements, the Directors are of the view that the Contractual Arrangements are not likely to be challenged by the PRC tax authority and other government authorities.

經考慮(i)相關稅務機關發出的納稅合規證明；及(ii)本公司未有被任何中國稅務機關或其他政府機關對合約安排作出任何干預或施加任何產權負擔，董事認為，合約安排不大可能被中國稅務機關及其他政府機關質疑。

Risk associated with the Contractual Arrangements

與合約安排有關的風險

The shareholders of the Company's PRC Operating Entity may have conflicts of interest with the Company, which may materially and adversely affect the Company's business.

本公司中國經營實體的股東可能與本公司有利益衝突，這可能對本公司的業務造成重大不利影響。

Mitigation actions taken by the Company

本公司所採取的緩解措施

(a) The independent non-executive Directors will review, on an annual basis, the compliance with and enforcement of the Non-Competition Deed that the Company entered into with the Controlling Shareholders on 23 September 2015;

(a) 獨立非執行董事將按年審閱本公司與控股股東於二零一五年九月二十三日訂立的不競爭契據的遵守及執行情況；

(b) each of the Controlling Shareholders undertakes to provide all information necessary for the annual review by the independent non-executive Directors and professional advisors of the Company with regard to the compliance with and enforcement of the Non-Competition Deed;

(b) 控股股東各自承諾提供對獨立非執行董事及本公司專業顧問對不競爭契據遵守及執行情況進行年度審閱而言屬必要的所有資料；

(c) each of the Controlling Shareholders will disclose decisions on matters reviewed by our independent non-executive Directors of the Company related to the compliance with and enforcement of the Non-Competition Deed in the annual report of, or by way of announcement; and

(c) 控股股東各自將於年報或以公告方式披露獨立非執行董事所審閱有關遵守及執行不競爭契據的事宜而作出的決定；及

(d) the Controlling Shareholders will make an annual declaration on compliance with their undertaking under the Non-competition Deed in the corporate governance report in Company's annual report.

(d) 控股股東將於本公司年報內企業管治報告中就遵守其於不競爭契據項下的承諾作出年度聲明。

Risk associated with the Contractual Arrangements

與合約安排有關的風險

The Contractual Arrangements between the Company's WFOE and the Company's PRC Operating Entity may subject the Group to increased income tax due to the different income tax rates applicable to the Company's WFOE and the PRC Operating Entity and adversely affect the Company's results of operations.

由於適用於本公司外商獨資企業及中國經營實體的所得稅稅率存在差異，本公司的外商獨資企業與本公司的中國經營實體之間的合約安排可能使本集團的所得稅增加並對本公司的經營業績產生不利影響。

The Company conducts its business operation in the PRC through its PRC Operating Entity by way of the Contractual Arrangements, but certain terms of the Contractual Arrangements may not be enforceable under PRC law.

本公司透過中國經營實體以合約安排的方式在中國開展業務營運，惟合約安排的若干條款未必可根據中國法律強制執行。

Mitigation actions taken by the Company

本公司所採取的緩解措施

Pursuant to the PRC Enterprise Income Tax Law, Shenzhen NNK was qualified as a High and New Technology Enterprise in September 2014 and as a result, enjoys a preferential enterprise income tax rate of 15% as disclosed in note 10 to the Consolidated Financial Statements. Shenzhen NNK would use its reasonable endeavours to take all necessary actions to maintain its qualification as High and New Technology Enterprise in order to continue to enjoy a reduced income tax rate of 15%. The WFOE was accredited as a software enterprise in January 2016 and therefore is entitled to an income tax exemption for two years starting from the first profitable year and an income tax rate of 12.5% after a 50% reduction for the subsequent three years. The WFOE would use its reasonable endeavours to take all necessary actions to maintain its qualification as software enterprise.

根據中國企業所得稅法，深圳年年卡於二零一四年九月被認定為高新技術企業，因此享有綜合財務報表附註10所披露的15%優惠企業所得稅稅率。深圳年年卡將盡其合理努力採取一切必要行動，以保持其繼續被認定為高新技術企業的地位，從而繼續享有15%的減免所得稅率。外商獨資企業於二零一六年一月獲認可為「軟件企業」，因此有權於首個獲利年度起計兩年享有所得稅豁免及於其後三年按減半的所得稅稅率12.5%納稅。外商獨資企業將竭盡合理努力採取一切必要行動維持其軟件企業資質。

The Contractual Arrangements contain provisions to the effect that the arbitral body may award remedies over the shares and/or assets of the Company's PRC Operating Entity, injunctive relief and/or assets of the Company's PRC Operating Entity. These agreements also contain provisions to the effect that courts of competent jurisdictions are empowered to grant interim remedies in support of the arbitration pending the formation of an arbitral tribunal. Any party is entitled to request the competent court to execute the arbitration award when it comes into effect.

合約安排載有條文訂明仲裁機構可能就中國經營實體的股份及／或資產授予補救措施、禁制寬免及／或對中國經營實體進行清盤。該等協議亦載有條文訂明管轄司法權區的法院有權授出臨時補救措施支持仲裁以待成立仲裁法庭。仲裁裁決生效後，任何一方均有權向具有管轄權的法院申請執行仲裁裁決。

Risk associated with the Contractual Arrangements
與合約安排有關的風險

If the Company exercises the option to acquire equity ownership of the PRC Operating Entity, the ownership transfer must be approved or filed with PRC governmental authorities and is subject to taxation, which may result in substantial costs.

倘本公司行使購股權收購中國經營實體的股權擁有權，則擁有權轉讓必須經中國政府機構批准或備案，並須繳納稅項，這或產生巨大成本。

Mitigation actions taken by the Company
本公司所採取的緩解措施

Pursuant to the Contractual Arrangements, Daily Charge Shenzhen (or its designee) has the exclusive right to purchase all or any part of the equity interests in the Company's PRC Operating Entity from the respective shareholders for the minimum price permitted under the then applicable PRC laws. The equity interest transfer is subject to the approval from or filings with Ministry of Commerce of the PRC (the "MOFCOM"), Ministry of Industry and Information Technology of PRC (the "MIIT") and/or their local competent branches. According to the exclusive option agreement, the transfer price of the relevant equity interests shall be the minimum purchase price permitted under PRC law and the Registered Shareholders have undertaken to return in full the consideration received in relation to such transfer of equity interests to Daily Charge Shenzhen. In addition, the equity interest transfer price may be subject to review and tax adjustment by the relevant tax authority. The shareholders of the Company's PRC Operating Entity will be subject to PRC individual income tax on the difference between the equity interest transfer price and the then current registered capital of the Company's PRC Operating Entity. The shareholders of the Company's PRC Operating Entity will pay, after deducting any such tax, the remaining amount to Daily Charge Shenzhen under the Contractual Arrangements. The amount to be received by Daily Charge Shenzhen may also be subject to enterprise income tax.

根據合約安排，天天充科技深圳(或其指定人士)有獨家權利以當時適用的中國法律允許的最低價格從各股東購買本公司中國經營實體的全部或任何股權。股權轉讓須經中國商務部(「商務部」)、中國工業和信息化部(「工信部」)及/或該等部門地方分支機構批准或備案。根據獨家購股權合同，相關股權的轉讓價將為中國法律允許的最低購買價，且登記股東已承諾悉數退還就向天天充科技深圳轉讓股權所收取的代價。此外，股權轉讓價可能須經相關稅務機關審查並作稅項調整。本公司中國經營實體的股東將按股權轉讓價與本公司中國經營實體當時現有註冊資本之間的差額繳納中國個人所得稅。本公司中國經營實體的股東將根據合約安排向天天充科技深圳支付經扣除該稅項後的餘額。天天充科技深圳所收取的款項亦可能須繳納企業所得稅。

Report of the Directors 董事會報告

For details of the risks associated with the Contractual Arrangements, please refer to the section headed “Risk Factors-Risks Relating to Our Contractual Arrangement” in the Prospectus.

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive Directors have reviewed the continuing connected transactions under the Contractual Arrangements for the year ended 31 December 2016 and confirmed that these continuing connected transactions have been entered into:

- (i) in the ordinary and usual course of the business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) in accordance with the relevant arrangements governing them on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The independent non-executive Directors have also confirmed that (i) the transactions carried out during the year ended 31 December 2016 have been entered into in accordance with the relevant provisions of the Contractual Arrangement, have been operated so that the revenue generated by the Company's Operating Entity has been substantially retained by Daily Charge Shenzhen; (ii) no dividends or other distributions have been made by the Company's PRC Operating Entity to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group; and (iii) there were no new contracts entered into, renewed or reproduced between the Group and the PRC Operating Entity during the year ended 31 December 2016.

Pursuant to Rule 14A.56 of the Listing Rules, the Board has engaged the auditor of the Company to carry out procedures in relation to the Contractual Arrangements 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. Based on the work performed, the auditors of the Company have provided a letter to the Board confirming that:

- (i) nothing has come to their attention that causes the auditors of the Company to believe that the Contractual Arrangements have not been approved by the Board;
- (ii) nothing has come to their attention that causes the auditors of the Company to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements under the Contractual Arrangements governing such transactions; and

有關與合約安排有關的風險詳情，請參閱招股章程「風險因素－與我們的合約安排有關的風險」一節。

根據上市規則第14A.55條的規定，獨立非執行董事已審閱截至二零一六年十二月三十一日止年度合約安排項下的持續關連交易，並確認該等持續關連交易：

- (i) 於本集團一般及日常業務過程中訂立；
- (ii) 按正常或更佳商業條款訂立；及
- (iii) 乃根據規管該等持續關連交易的相關安排訂立，而條款屬公平合理，並符合本公司及股東的整體利益。

獨立非執行董事亦已確認，(i) 於截至二零一六年十二月三十一日止年度進行之交易乃根據合約安排相關條文進行，並且如此經營以至本公司經營實體產生的收益大致由天天充科技深圳保留；(ii) 中國經營實體並無向其股權持有人派發其後並非讓與或轉讓予本集團的股息或其他分派；及(iii) 於截至二零一六年十二月三十一日止年度，本集團與中國經營實體並無訂立、續新或重新訂立新合約。

根據上市規則第14A.56條的規定，董事會已委聘本公司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」，開展有關合約安排的程序。根據所執行的工作，本公司核數師已向董事會提供函件，確認：

- (i) 本公司核數師並無注意到任何事項令其相信合約安排未獲本公司董事會批准；
- (ii) 本公司核數師並無注意到任何事項令其相信該等交易在各重大方面沒有根據合約安排下規管該等交易的相關協議進行；及

(iii) nothing has come to their attention that caused the auditors of the Company to believe that dividends or other distributions have been made by Shenzhen NNK to their equity interest holders.

RELATED PARTY TRANSACTIONS

Details of significant related party transactions undertaken in the normal course of business are set out in note 29 to the Consolidated Financial Statements. Other than those transaction headed "Connected Transactions" above, none of them constitutes a connected transaction required for disclosure under Chapter 14A of the Listing Rules.

The related party transactions mentioned in note 29 to the Consolidated Financial Statements are not continuing connected transactions which are subject to annual reporting requirements under Chapter 14A of the Listing Rules, hence there is no disclosure requirements in accordance with Chapter 14A of the Listing Rules for such transactions.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Environmental Protection

As a specialised online transaction service provider, the Group's business do not involve in production-related air, water and land pollutions which are regulated by the applicable laws and regulations in the PRC. No hazardous waste was produced by the Group in its course of business in year ended 31 December 2016.

The Group complies with the relevant laws and regulations in environmental protection and impact on the environment has always been a major focus of the Group. The conscientious use of resources and adoption of best practices across the Group's business operation underlies its commitment to protect the environment. The Group encourages environmental protection and promotes awareness towards environmental protection to the employees. The Group encourages all employees to be eco-friendly and participate in energy and resources saving, such as encouraging duplex printing and reuse of single-sided printed papers, saving water and electricity to reduce energy consumption. The Group will continuously make efforts to put emphasis on environmental protection and sustainable development.

(iii) 本公司核數師並無注意到任何事項令其相信深圳年年卡已向其股權持有人作出股息或其他分派。

關連方交易

在日常業務過程中進行的重大關連方交易的詳情載於綜合財務報表附註29。除上文「關連交易」一段所述交易外，該等關連方交易概不構成根據上市規則第十四A章須予披露的關連交易。

於綜合財務報表附註29所披露的關連方交易並不屬於上市規則第十四A章中之需要年度申報之持續關連交易，因此，該等交易無須符合上市規則第十四A章的披露規定。

環境、社會及管治

環境保護

作為一家專業的網上交易服務供應商，本集團的業務並無涉及受中國適用法律及法規規管的與生產相關的空氣、水和土地污染問題。截至二零一六年十二月三十一日止年度，本集團於其業務過程中概無產生任何有害廢物。

本集團遵守有關環保的法律及法規，且對環境的影響一直以來是本集團關注的重點。本集團在業務營運中審慎利用資源，並採納最佳常規，以達到其保護環境的承諾。本集團鼓勵環保，並致力提升僱員的環保意識。本集團鼓勵所有員工環保並參與節省能源和資源，如鼓勵雙面列印及重複使用已列印單面紙張、節約用水及用電以減少能源消耗。本集團將繼續致力提倡環保和可持續發展。

Report of the Directors

董事會報告

Compliance with Laws and Regulations

The Group persists in maintaining good corporate governance and operating in compliance with the laws and integrity through abidance by relevant laws and regulations, industry regulations and business ethics. For the year ended 31 December 2016 and up to the date of this annual report, the Company had not been and were not a party to any material legal, arbitral or administrative proceedings, and the Company was not aware of any pending or threatened legal, arbitral or administrative proceedings against the Company or any of the Directors which could have a material adverse effect on the Company's operations or financial condition.

Workplace Quality

The Group is an equal opportunity employer and does not discriminate on the basis of personal characteristics. The Group has employee handbooks outlining terms and conditions of employment, expectations for employees' conduct and behaviour, employees' rights and benefits. The Group also establishes and implements policies that promote a harmony and respectful workplace.

The Group believes that employees are the valuable assets of an enterprise and regards human resources as its corporate wealth. The Group provides on-the-job training and development opportunities to enhance its employees' career progression. Through different trainings, staff's professional knowledge in corporate operations, occupational and management skills are enhanced. The Group has also organised wide range of activities for employees, such as outings, professional skills sharing class and New Year celebration to promote staff relationship and physical fitness.

Health and Safety

The Group prides itself on providing a safe, effective and congenial work environment. Adequate arrangements, trainings and guidelines are implemented to ensure the working environment is healthy and safe. The Group prioritises the health and well-being of staff. In order to provide employees with adequate medical coverage, staff are entitled to free medical check-ups, in addition to medical insurance required by laws.

遵守法律及法規

本集團堅定維持良好企業管治，並依法及以誠信經營，遵守相關法律法規，行業監管規則及商業信用規則。截至二零一六年十二月三十一日止年度及直至本年報日期，本公司並無涉及任何重大法律、仲裁或行政訴訟，且本公司並不知悉任何針對本公司或任何董事並可能對本公司的營運或財務狀況產生重大不利影響的尚未了結或面臨威脅的法律、仲裁或行政訴訟。

工作場所質素

本集團為平等機會僱主，絕不歧視任何個人特徵。員工手冊內載列僱用的條款及條件，對僱員操守與行為的預期、僱員的權利及福利。本集團亦制定並實行多項政策，以營造和諧互敬的工作環境。

本集團深信僱員乃企業的寶貴資產，且視人力資源為企業財富。本集團提供在職培訓及發展機會，促進員工的職業發展。透過舉辦不同的培訓項目，員工在公司營運、職業及管理技巧方面的專業知識有所增長。本集團亦為員工籌辦旅遊、專業技能分享課程及新年慶祝等多種員工活動，促進員工關係及身體健康。

健康與安全

本集團提供安全、有效且舒適的工作環境，本集團對此深感自豪。憑著充足的安排、培訓及指引，我們能確保工作環境健康安全。本集團首重員工的健康與福祉。為向員工提供充足的醫療，除法律規定的醫療保險外，員工可享受免費體檢。

Training and Development

The Group is committed to the professional and personal development and growth of all employees and considers training and development a continual process. Training courses are provided to help employees develop and maintain consistency, proficiency and professionalism. Structured training programmes including courses, seminars and workshops are offered to staff at all levels with the objective of grooming and unleashing their full potential, organizational development and facilitating team synergies. Employees are encouraged to take advantage of these programmes to equip themselves with the skills and knowledge for expanded career opportunities within the Group.

Commitment to Quality

The Group has made relentless efforts in delivering premium customer experience with superior mobile top-up services. The staff have an acute judgment on market and customers needs. Therefore, customer requests are promptly satisfied and steered through establishing various channels to foster two-ways communication. With a proactive approach on continuous improvement in customer experience, the Board believes that the Group can acquire competitive advantages in its business operation.

Management of Supply Chain

The Group adheres to open, fair and transparent criteria in selecting suppliers, and has established a supplier evaluation system in terms of price, quality, cost, delivery and after-sales service. The Group will carry out long-term quality monitoring and conduct regular reviews on all suppliers as well as causal examination on different suppliers to ensure quality supplies and services.

CORPORATE GOVERNANCE

The Company is committed to maintain a high standard of corporate governance and has complied with the CG Code as set out in Appendix 14 to the Listing Rules. Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 23 to 42 contained in this annual report.

培訓及發展

本集團致力於所有員工的專業及個人發展及成長，將培訓及發展視為一個持續過程。本集團提供培訓課程，以幫助員工發展及維持堅定性、熟練度及專業性，向不同層級員工提供結構化培訓計劃，包括課程、研討會及工作坊，旨在疏導及釋放他們的潛能、組織發展和促進團隊協同作用。鼓勵員工利用該等計劃裝備自己，憑藉技能及知識開拓於本集團內的職業機會。

質素承諾

本集團不懈努力，憑藉優質的手機話費充值服務，提供非凡的客戶體驗。員工對市場及客戶需求具有精準的判斷。因此，通過建立各種渠道促進雙向溝通，可及時滿足及引導客戶要求。憑藉積極主動持續改善客戶體驗的做法，董事會認為本集團可於其業務營運中取得競爭優勢。

供應鏈管理

本集團秉持公開、公正及透明的標準挑選供應商，並已建立基於價格、質量、成本、交付及售後服務的供應商評價系統。本集團將進行長期質量監察及對所有供應商作出定期檢討，並不定期檢查不同的供應商以確保優質供應及服務。

企業管治

本公司致力維持高水平的企業管治，並已遵守上市規則附錄十四所載的企業管治守則。本公司所採納的主要企業管治常規載於本年報內第23至42頁的企業管治報告。

Report of the Directors

董事會報告

PERMITTED INDEMNITY AND INSURANCE PROVISIONS

The Articles provides that every director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him/her as a director of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he or she is acquitted.

The Company has taken out insurance against the liabilities and costs associated with defending any proceeding which may be brought against the Directors.

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

During the period commencing from the Listing Date to 31 December 2016, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

PRE-EMPTIVE RIGHTS

There is no provision regarding pre-emptive rights under the Articles or the laws of the Cayman Islands which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

BANK LOANS

All the bank loans of the Group are repayable on demand or within one year. Details of the bank loans of the Group as at 31 December 2016 are set out in note 22 to the Consolidated Financial Statements.

DONATION

No charitable and other donations was made by the Group during the year ended 31 December 2016 (2015: HK\$1.0 million).

EQUITY-LINKED AGREEMENTS

Save for the Scheme of the Company as set out in this annual report, no equity-linked agreements were entered into by the Group, or existed during the year ended 31 December 2016.

獲准許的彌償及保險條文

細則規定，各董事有權以本公司資產彌償其作為本公司董事在任何獲判勝訴或無罪的法律程序（不論民事或刑事）中抗辯而招致或蒙受的一切損失或法律責任。

本公司已就有關任何可能對董事提起的法律程序所連帶的法律責任及費用投購保險。

購買、出售或贖回本公司上市證券

自上市日期起至二零一六年十二月三十一日止期間，本公司及其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

優先購買權

細則或開曼群島法律概無有關優先購買權的條文，而據此本公司須按比例向現有股東提呈發售新股份。

銀行貸款

本集團所有銀行貸款須於被要求時或於一年內償還。有關本集團於二零一六年十二月三十一日銀行貸款的詳情，載於綜合財務報表附註22。

捐贈

於截至二零一六年十二月三十一日止年度，本集團並無作出慈善及其他捐贈（二零一五年：1.0百萬港元）。

股權掛鈎協議

除本年報所載本公司的計劃外，本集團並無訂立任何股權掛鈎協議，且於截至二零一六年十二月三十一日止年度亦不存在任何股權掛鈎協議。

MANAGEMENT CONTRACT

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 ended 31 December 2016.

PROFESSIONAL TAX ADVICE RECOMMENDED

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the shares of the Company. If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or the exercise of any rights in relation to the shares of the Company, they are advised to consult an expert.

REVIEW OF ANNUAL RESULTS

The Audit Committee has reviewed the accounting principles and practices adopted by the Group and discussed the auditing, internal control and financial reporting matter, including the review of the audited Consolidated Financial Statements of the Group for the year ended 31 December 2016. The Consolidated Financial Statements for the year ended 31 December 2016 have been audited by the Company's external auditors, Deloitte Touche Tohmatsu.

FINANCIAL SUMMARY

The summary of the results, assets and liabilities of the Group in the past five financial years is set out on page 6 of this annual report.

EVENT AFTER THE REPORTING PERIOD

There were no significant events that may affect the business operation and/or the financial position of the Group subsequent to 31 December 2016.

管理合約

於截至二零一六年十二月三十一日止年度，本公司並無就其全部或任何重大部分業務的管理及行政事宜訂立或存續任何合約。

建議諮詢專業稅務意見

本公司並不知悉股東可因持有本公司股份而獲得任何稅務減免。倘股東不清楚購買、持有、處置、買賣本公司股份或行使本公司股份的任何權利的稅務影響，建議諮詢專家意見。

審閱年度業績

審核委員會已審閱本集團所採納的會計原則及常規，並討論審核、內部控制及財務報告事宜，包括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核綜合財務報表。本公司外部核數師德勤•關黃陳方會計師行已審核截至二零一六年十二月三十一日止年度的綜合財務報表。

財務摘要

本集團過往五年業績以及資產及負債的摘要載於本年報第6頁。

報告期後事項

自二零一六年十二月三十一日以來並無可能影響本集團商業營運及／或財務狀況的任何重大事項。

Report of the Directors

董事會報告

USE OF PROCEEDS FROM GLOBAL OFFERING

The Company's Shares were listed on the Main Board of the Stock Exchange on 7 January 2016 and the Company raised net proceeds (after the exercise of the over-allotment option and after deducting the underwriting fees, commissions and other expenses payable by the Company in connection with the global offering) of approximately HK\$52.0 million. During the period from the Listing Date to 31 December 2016, approximately HK\$5.2 million of the net proceed from the listing were utilised for general operation expense. Such utilisation of the net proceeds was in accordance with the proposed allocations as set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus. The unutilised portion of the net proceeds were deposited in reputable banks in Hong Kong.

SUFFICIENT PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this annual report, the Company has maintained the public float as required by the Listing Rules throughout the year ended 31 December 2016 and up to the date of this annual report.

AUDITOR

The financial statements of the Company for the year ended 31 December 2016 have been audited by Deloitte Touche Tohmatsu which will retire, and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting.

A resolution for the re-appointment of Deloitte Touche Tohmatsu as auditor of the Company is to be proposed at the forthcoming annual general meeting.

For and on behalf of the Board

Huang Junmou

Chairman

Hong Kong, 22 March 2017

全球發售所得款項用途

本公司股份已於二零一六年一月七日在聯交所主板上市，而本公司籌得款項淨額(超額配股權獲行使後及扣除本公司就全球發售應付的包銷費用、佣金及其他開支後)約52.0百萬港元。自上市日期至二零一六年十二月三十一日止期間，上市所得款項淨額約5.2百萬港元已用作一般營運開支。所得款項淨額的該項動用乃根據招股章程內「未來計劃及所得款項用途」一節所載的建議分配而進行。所得款項淨額未動用部份已存放於香港聲譽良好的銀行。

充足公眾持股量

於刊發本年報前的最後實際可行日期，根據本公司可得的公開資料及據董事所知，截至二零一六年十二月三十一日止整個年度及直至本年報日期，本公司已維持上市規則規定的公眾持股量。

核數師

本公司於截至二零一六年十二月三十一日止年度的財務報表已由德勤•關黃陳方會計師行審核。德勤•關黃陳方會計師行將於股東週年大會上退任並符合資格膺選連任。

續聘德勤•關黃陳方會計師行為本公司核數師的決議案將於應屆股東週年大會上提呈。

承董事會命

主席

黃俊謀

香港，二零一七年三月二十二日



To the Shareholders of NNK Group Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of NNK Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 102 to 164, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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 Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") 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 Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. 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 HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

致年年卡集團有限公司股東
(於開曼群島註冊成立的有限公司)

意見

本行已審計第102頁至第164頁所載年年卡集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，包括於二零一六年十二月三十一日的綜合財務狀況表和截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括重要會計政策概要。

本行認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公平地反映了貴集團於二零一六年十二月三十一日的綜合財務狀況以及其截至該日止年度的綜合財務表現和綜合現金流量，並且已根據香港公司條例的披露規定妥為編製。

意見基準

本行已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計工作。本行就該等準則承擔的責任在本報告「核數師就審計綜合財務報表承擔的責任」一節中作進一步闡述。根據香港會計師公會的專業會計師道德守則(「守則」)，本行獨立於貴集團，並已履行守則中的其他道德責任。本行相信，本行所獲得的審計憑證能充足及適當地為本行的意見提供基礎。

關鍵審計事項

關鍵審計事項是根據本行的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在本行審計整體綜合財務報表及出具意見時進行處理的，本行不會對這些事項提供單獨的意見。

Independent Auditor's Report

獨立核數師報告

Key audit matters

I. Existence of inventories

We identified the existence of inventories as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the virtual nature of some inventories.

The carrying amount of inventories amounted to approximately RMB157 million is carried in the consolidated statement of financial position as at 31 December 2016.

Stock count was only performed for physical prepaid mobile top-up cards ("Physical Cards") stored by the Group but not for virtual prepaid mobile top-up cards ("Virtual Cards") kept in the 007ka Top-up Platform (the "System"), which was owned and managed by the Group.

How our audit addressed the key audit matters

Our procedures in relation to the existence of inventories included:

- i) Involving our internal information technology specialists to evaluate the design and effectiveness of general computer controls and application controls of the System;
- ii) Involving our internal information technology specialists to check the stock movement recorded in the System to be in line with the inventory balances recorded in ledger as at the end of the reporting period; and
- iii) Involving our internal information technology specialists to verify the acquisition record before year end and subsequent usage record after year end of same cards in the System, on a sample basis, to ensure their existence as at year end.

關鍵審計事項

I. 存貨存在性

本行認為存貨存在性為關鍵審計事項，原因為結餘對綜合財務報表整體而言意義重大，加上部分存貨屬虛擬性質。

於二零一六年十二月三十一日，存貨賬面值約為人民幣157百萬元，於綜合財務狀況表入賬。

僅對貴集團儲存的實質預付手機話費充值卡（「實質卡」）進行盤點，但存放在貴集團擁有及管理的007ka話費充值平台（「系統」）的虛擬預付手機話費充值卡（「虛擬卡」）不進行盤點。

本行審計應對關鍵審計事項的方式

本行有關存貨存在性的程序包括：

- i) 涉及本行內部信息技術專家評估系統通用計算機控制及應用控制的設計及成效；
- ii) 涉及本行內部信息技術專家於報告期末根據總賬記錄的存貨結餘核對系統記錄的庫存變動；及
- iii) 涉及本行內部信息技術專家按樣品基準核實系統內同類卡的年結日前購買記錄及年結日後的後續使用記錄，確保其於年結日存在。

Key audit matters

2. Revenue recognition on mobile top-up service

During the year, the majority of the Group's revenue was contributed from the top-up service. We identified the revenue recognition on mobile top-up services as a key audit matter due to its significance to the consolidated financial statements. The revenue was approximately RMB163 million for the year ended 31 December 2016.

Once a top-up request from an individual mobile was placed, the request would be automatically transferred from the channels of customer to the System.

All the top-up transactions were generated and recorded in the System automatically.

How our audit addressed the key audit matters

Our procedures in relation to the revenue recognition included:

- i) Evaluating the effectiveness of internal controls over the revenue recognition process in respect of top-up service and the System;
- ii) Confirming with the major channels of customer of the Group for the transaction amounts of top-up service;
- iii) Involving our internal information technology specialists in testing the validity and accuracy of the sales orders received by the Group recognised in the System and its authentication process on security validation check; and
- iv) Involving our internal information technology specialists to perform various data analyses on the transaction pattern.

關鍵審計事項

2. 手機話費充值服務收益確認

年內，貴集團大部分收益來自話費充值服務。本行認為手機話費充值服務收益確認為關鍵審計事項，原因為其對綜合財務報表而言意義重大。於截至二零一六年十二月三十一日止年度的收益約為人民幣163百萬元。

個別手機一旦下達話費充值請求，請求會從客戶渠道自動傳輸至系統。

所有話費充值交易於系統內自動生成及記錄。

本行審計應對關鍵審計事項的方式

本行有關收益確認的程序包括：

- i) 對話費充值及系統收益確認過程的內部控制成效進行評估；
- ii) 就話費充值服務交易金額與貴集團主要客戶渠道進行確認；
- iii) 涉及本行內部信息技術專家測試系統內確認的貴集團接獲的銷售訂單的有效性及準確性以及安全驗證檢查的驗證過程；及
- iv) 涉及本行內部信息技術專家對交易模式進行多項數據分析。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION

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

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 AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事需對其他資料負責。其他資料包括年報內的信息，但不包括綜合財務報表及本行就此發出的核數師報告。

本行對綜合財務報表的意見並不涵蓋其他資料，本行亦不對其他資料發表任何形式的鑒證結論。

就本行審計綜合財務報表而言，本行的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或本行在審計過程中所了解的情況有重大抵觸，或者存在有重大錯誤陳述的情況。基於本行已執行的工作，如果本行認為其他資料有重大錯誤陳述，本行需要報告該事實。在這方面，本行沒有任何報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港財務報告準則及香港公司條例的披露規定編製真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所必需的內部控制負責。

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，並在適當情況下披露與持續經營有關的事項，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。

治理層負責監督貴集團財務報告過程。

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 solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's 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 HKSA's, 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.

核數師就審計綜合財務報表承擔的責任

本行的目標，是對綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包括本行意見的核數師報告。本行僅根據本行協定的委聘條款向全體成員報告，除此之外本報告別無其他目的。本行不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們個別或匯總起來可能影響綜合財務報表使用者所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，本行運用了專業判斷，保持了專業懷疑態度。本行亦：

- 識別和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的風險，設計及執行審計程序以應對這些風險，以及取得充足和適當的審計憑證，作為本行意見的基礎。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的重大錯誤陳述的風險較因錯誤而導致的重大錯誤陳述的風險為高。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露資料的合理性。

Independent Auditor's Report

獨立核數師報告

- 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.
- 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.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所得的審計憑證，決定是否存在與事件或情況有關的重大不確定性，而可能對 貴集團持續經營的能力構成重大疑慮。如果本行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對綜合財務報表中的相關披露資料的關注。假若有關的披露不足，則修改本行意見。本行的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事件或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否公允反映相關交易和事項。
- 就 貴集團中實體或業務活動的財務資料獲取充分、適當的審計證據，以對綜合財務報表發表意見。本行負責 貴集團審計的指導、監督和執行。本行對審計意見承擔全部負責。

Independent Auditor's Report 獨立核數師報告

We communicate with those charged with governance 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 those charged with governance 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 with those charged with governance, 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.

The engagement partner on the audit resulting in the independent auditor's report is Wong Shun Yu.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
22 March 2017

除其他事項外本行與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等事項，包括本行在審計期間識別出內部控制的任何重大缺陷。

本行還向治理層提交聲明，說明本行已符合有關獨立性的相關專業道德要求，並與他們溝通所有合理地被認為會影響本行獨立性的關係和其他事項，以及在適用的情況下，相關的防範措施。

從與治理層溝通的事項中，本行決定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。本行會在核數師報告中描述這些事項，除非法律法規不允許對某件事項作出公開披露，或在極端罕見的情況下，若有合理預期在本行報告中溝通某事項而造成的負面後果超過其產生的公眾利益，本行將不會在此等情況下在報告中溝通該事項。

出具獨立核數師報告的審計項目合夥人是王惇瑀。

德勤•關黃陳方會計師行
執業會計師
香港
二零一七年三月二十二日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2016

截至二零一六年十二月三十一日止年度

		Note 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
Revenue	收入	6	162,564	231,370
Less: Tax surcharge	減：附加稅		(2,571)	(4,767)
Cost of revenue	收入成本		(77,850)	(110,867)
Gross profit	毛利		82,143	115,736
Other income and expenses	其他收入及開支	7	11,167	8,426
Distribution and selling expenses	分銷及銷售開支		(10,095)	(7,370)
Administrative expenses	行政開支		(26,239)	(24,804)
Listing expenses	上市開支		—	(24,240)
Research and development expenses	研發開支		(14,567)	(15,419)
Finance costs	財務成本	8	(7,759)	(13,802)
Profit before tax	除稅前溢利	9	34,650	38,527
Income tax expense	所得稅開支	10	(1,105)	(11,724)
Profit and total comprehensive income for the year	年內溢利及全面收益總額		33,545	26,803
Total comprehensive income attributable to owners of the Company	本公司擁有人應佔全面收益總額		33,545	26,803
Earnings per share	每股盈利	13		
– Basic (RMB)	– 基本(人民幣元)		0.08	0.09
– Diluted (RMB)	– 攤薄(人民幣元)		0.08	N/A 不適用

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2016

於二零一六年十二月三十一日

		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
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	7,309	11,732
Rental deposits	租賃按金		498	337
Deferred tax assets	遞延稅項資產	24	5,568	5,568
			13,375	17,637
Current assets	流動資產			
Inventories	存貨	15	157,172	265,625
Trade receivables	貿易應收款項	16	69,875	38,138
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	17	47,498	117,638
Amounts due from related companies	應收關聯公司款項	18	—	86,793
Tax recoverable	可收回稅項		819	—
Restricted bank deposits	受限制銀行存款	19	—	27,000
Cash and cash equivalents	現金及現金等價物	19	124,719	49,968
			400,083	585,162
Current liabilities	流動負債			
Trade payables	貿易應付款項	20	36,911	55,055
Other payables	其他應付款項	21	53,123	64,918
Tax payables	應付稅項		—	1,518
Bank borrowings	銀行借款	22	80,000	344,815
			170,034	466,306
Net current assets	流動資產淨值		230,049	118,856
Total assets less current liabilities	總資產減流動負債		243,424	136,493

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2016

於二零一六年十二月三十一日

		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
Non-current liabilities	非流動負債			
Government grants	政府補助	23	895	2,419
Deferred tax liabilities	遞延所得稅負債	24	9,280	9,280
			10,175	11,699
Net assets	資產淨值		233,249	124,794
Capital and reserves	資本及儲備			
Share capital	股本	25	27,221	308
Reserves	儲備		206,028	124,486
Total equity	總權益		233,249	124,794

The consolidated financial statements on 102 to 164 were approved and authorised for issue by the Board of Directors on 22 March 2017 and are signed on its behalf by:

第102至164頁的綜合財務報表已由董事會於二零一七年三月二十二日批准及授權刊發，並由下列人士代為簽署：

Huang Junmou,
黃俊謀
DIRECTOR
董事

Yang Hua,
楊華
DIRECTOR
董事

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

		Attributable to owners of the Company					
		本公司擁有人應佔					
		Share capital	Share premium	Capital reserve	Statutory reserves	Retained earnings	Total
		股本	股份溢價	資本儲備	法定儲備	保留盈利	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		千港元	千港元	千港元	千港元	千港元	千港元
				(Note i)	(Note ii)		
				(附註 i)	(附註 ii)		
At 1 January 2015	於二零一五年一月一日	20,988	—	25,830	10,340	40,833	97,991
Profit and total comprehensive income for the year	年內溢利及 全面收益總額	—	—	—	—	26,803	26,803
Arising from reorganisation	產生自重組	(20,680)	—	20,680	—	—	—
At 31 December 2015	於二零一五年 十二月三十一日	308	—	46,510	10,340	67,636	124,794
Profit and total comprehensive income for the year	年內溢利及 全面收益總額	—	—	—	—	33,545	33,545
Issue of new shares by the Company upon Capitalisation Issue (note 25)	本公司因資本化發行 發行新股份(附註25)	19,365	(19,365)	—	—	—	—
Issue of new shares by the Company upon global offering	本公司因全球發售 發行新股份	6,565	77,462	—	—	—	84,027
Issue of new shares by the Company upon exercise of over-allotment option	本公司因超額配股權 獲行使發行新股份	983	12,451	—	—	—	13,434
Share issue expenses	股份發行開支	—	(22,551)	—	—	—	(22,551)
At 31 December 2016	於二零一六年 十二月三十一日	27,221	47,997	46,510	10,340	101,181	233,249

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

Notes:

- (i) The amounts of capital reserve mainly include:
- (a) an amount of RMB25,510,000 representing the differences between the consideration received on disposal of the entire equity interests in Shenzhen Shenzhou Tongfu Technology Co., Ltd. (“**Shenzhou Tongfu**”) and Chengdu Shenzhou Tongfu Technology Co., Ltd. (“**Chengdu Tongfu**”), subsidiaries of the Company, to a related company and the Shareholders (as defined in note 1), and the carrying amounts of the net assets of Shenzhou Tongfu and Chengdu Tongfu; and
 - (b) an amount of RMB20,680,000 representing the difference between the nominal value of the share capital issued by the Company and the registered capital of the subsidiaries acquired by the Company upon the Corporate Reorganisation (as defined in note 2).
- (ii) As stipulated by the relevant laws in the People’s Republic of China (the “**PRC**”), the PRC subsidiaries are required to maintain a statutory reserve fund. The minimum transfer to statutory reserve is 10% of profit after tax of the PRC subsidiaries according to the PRC subsidiaries’ statutory financial statements. No appropriation is required if the balance of the statutory reserve has reached 50% of the registered capital of the PRC subsidiaries. The statutory reserves can be used to make up losses or for conversion into capital.

附註：

- (i) 資本儲備金額主要包括：
- (a) 金額人民幣25,510,000元，指向一家關聯公司及股東(定義見附註1)出售本公司附屬公司深圳市神州通付科技有限公司(「**神州通付**」)及成都市神州通付科技有限公司(「**成都通付**」)的全部股權所收取的代價與神州通付及成都通付的淨資產賬面值之間的差額；及
 - (b) 金額人民幣20,680,000元，指於公司重組(定義見附註2)後本公司已發行股本面值與本公司所購入附屬公司的註冊資本之間的差額。
- (ii) 中華人民共和國(「**中國**」)相關法律訂明，中國附屬公司須維持一項法定儲備金。轉移至法定儲備的最低金額為根據中國附屬公司的法定財務報表計算的中國附屬公司的除稅後溢利的10%。倘法定儲備結餘達中國附屬公司註冊資本的50%，則毋須作出撥備。法定儲備可用於彌補虧損或轉換為資本。

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
OPERATING ACTIVITIES	經營活動		
Profit before tax	除稅前溢利	34,650	38,527
Adjustments for:	調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	6,508	7,423
Finance costs	財務成本	7,759	13,802
Government grants related to assets (note 23)	資產相關政府補助(附註23)	(1,524)	(1,564)
Loss on disposals of property, plant and equipment	出售物業、廠房及設備的虧損	24	—
Interest income	利息收入	(2,110)	(1,804)
Unrealised net exchange gains	未變現外匯收益淨額	(2,833)	—
Operating cash flows before movements in working capital	營運資金變動前經營現金流量	42,474	56,384
Increase in rental deposits	租賃按金增加	(161)	(88)
Decrease (increase) in inventories	存貨減少(增加)	108,453	(123,444)
(Increase) decrease in trade receivables	貿易應收款項(增加)減少	(31,737)	8,255
Decrease (increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少(增加)	70,140	(86,324)
(Decrease) increase in trade payables	貿易應付款項(減少)增加	(18,144)	996
(Decrease) increase in other payables	其他應付款項(減少)增加	(11,795)	44,180
Cash generated from (used in) operations	經營活動所得(所用)現金	159,230	(100,041)
Income tax paid	已付所得稅	(3,442)	(5,910)
NET CASH FROM (USED IN) OPERATING ACTIVITIES	經營活動所得(所用)現金淨額	155,788	(105,951)

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
INVESTING ACTIVITIES	投資活動		
Net cash inflow from disposal of subsidiaries	出售附屬公司產生的現金流入淨額	—	85,000
Purchase of property, plant and equipment	購買物業、廠房及設備	(2,415)	(5,275)
Repayments from third parties	第三方還款	—	10,500
Interest received	所收利息	2,110	1,804
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	306	513
Advance to related companies	墊款予關聯公司	—	(324,315)
Repayments from related companies	關聯公司還款	86,793	284,817
Placement of structured products	配售結構性產品	(2,707,500)	(2,668,700)
Withdrawal of structured products	撤銷結構性產品	2,707,500	2,668,700
Placement of restricted bank deposits	存放受限制銀行存款	—	(27,000)
Withdrawal of restricted bank deposits	提取受限制銀行存款	27,000	—
Advances to Shareholders	墊款予股東	—	(7,776)
Repayments from Shareholders	股東還款	—	17,821
NET CASH FROM INVESTING ACTIVITIES	投資活動所得現金淨額	113,794	36,089
FINANCING ACTIVITIES	融資活動		
Dividend paid	已付股息	—	(30,000)
Interest paid	已付利息	(7,759)	(13,802)
Repayments of bank borrowings	償還銀行借款	(1,081,461)	(995,197)
Proceeds from bank borrowings	銀行借款所得款項	816,646	1,237,012
Issue of shares	發行股份	97,461	—
Share issue expenses	股份發行開支	(22,551)	—
Repayments to related companies	向關聯公司還款	—	(99,452)
NET CASH (USED IN) FROM FINANCING ACTIVITIES	融資活動(所用)所得現金淨額	(197,664)	98,561
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	71,918	28,699
Cash and cash equivalents at the beginning of the year	年初現金及現金等價物	49,968	21,269
Effect of foreign exchange rate changes	外匯匯率變動的影響	2,833	—
Cash and cash equivalents at the end of the year	年末現金及現金等價物	124,719	49,968

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

I. GENERAL

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 18 June 2014 and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 7 January 2016 (the “**Listing**”). Its ultimate controlling shareholders are Huang Junmou, Yang Hua, Li Xiangcheng, Xu Xinhua and Huang Shaowu (collectively referred to as the “**Shareholders**”). The Company’s registered office is located at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The address of its principal place of business is 6/F, 3 Building A Arta, Internet Industry Base, Xixiang, Baoyuan Road, Bao’an District, Shenzhen, PRC. The Company is an investment holding company. The principal activity of the Group is engaged in providing mobile top-up service to mobile subscribers in the PRC.

The consolidated financial statements are presented in Renminbi (“**RMB**”), which is the same as the functional currency of the Company and its subsidiaries.

I. 一般資料

本公司於二零一四年六月十八日在開曼群島註冊成立為獲豁免有限公司，其股份已於二零一六年一月七日在香港聯合交易所有限公司（「**聯交所**」）主板上市（「**上市**」）。其最終股東為黃俊謀、楊華、李享成、許新華及黃紹武（統稱「**股東**」）。本公司註冊辦事處位於PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。其主要營業地點地址為中國深圳市寶安區西鄉寶源路互聯網產業基地A區3棟6樓。本公司為投資控股公司。本集團從事的主要業務為向中國手機用戶提供手機話費充值服務。

綜合財務報表以人民幣（「**人民幣**」）呈列，與本公司及其附屬公司的功能貨幣相同。

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

2. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The mobile top-up service provided by the Group is prohibited and restricted to foreign investment in the PRC pursuant to the applicable PRC laws and regulations. In preparation for the Listing, the Group has adopted a series of contracts with the Shareholders (the “**Structured Contracts**”) and Shenzhen Niannianka Network Technology Co., Ltd. (“**Shenzhen NNK**”) to maintain and exercise the control over the operation of Shenzhen NNK, and to obtain all of its entire economic benefits. The Structured Contracts are irrevocable and enable the Group to:

- exercise effective financial and operational control over Shenzhen NNK;
- exercise equity holders’ voting rights of Shenzhen NNK;
- receive substantially all economic returns generated by Shenzhen NNK in consideration for the business support, technical and consulting services provided by the Group;
- obtain an irrevocable and exclusive right to purchase the entire equity interest in Shenzhen NNK from the Shareholders; and
- obtain a pledge over the entire equity interest of Shenzhen NNK from the Shareholders as collateral security for all of Shenzhen NNK due to the Group and to secure performance of Shareholders’ obligations under the Structured Contracts.

2. 綜合財務報表的編製基準

根據適用中國法律及法規，本集團所提供的手机話費充值服務禁止及限制外商投資。籌備上市時，本集團已採納與股東及深圳市年年卡網絡科技有限公司（「深圳年年卡」）訂立的一系列合約（「**結構性合約**」），以維持及行使對深圳年年卡經營業務的控制權，並獲得其全部經濟利益。結構性合約不可撤銷，可使本集團：

- 行使對深圳年年卡的實際財政及經營控制權；
- 行使深圳年年卡股權持有人的投票權；
- 獲得深圳年年卡產生的絕大部分經濟回報，作為對本集團所提供業務支援、技術及諮詢服務的報酬；
- 獲得自股東購買深圳年年卡全部股權的不可撤銷獨家權利；及
- 獲得股東對深圳年年卡全部股權的抵押，作為深圳年年卡應付本集團所有款項的抵押品，並確保股東會履行於結構性合約下的責任。

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

2. BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

Pursuant to the corporate reorganisation to rationalise the group structure in the preparation for the Listing of the Company's shares on the Main Board of the Stock Exchange (the "Corporation Reorganisation"), the Company became the holding company of the companies now comprising the Group on 4 March 2015. The Group comprising the Company and its subsidiaries resulting from the Corporate Reorganisation is regarded as a continuing entity. Details of the Corporate Reorganisation are set out in the Company's prospectus dated 24 December 2015 (the "Prospectus").

The consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended 31 December 2015 have been prepared as if the group structure under the Corporate Reorganisation had been in existence throughout the year ended 31 December 2015 or since their respective dates of incorporation or establishment, whichever is the shorter period.

2. 綜合財務報表的呈列基準(續)

根據為理順集團架構以籌備本公司股份於聯交所主板上市而進行的公司重組(「公司重組」)，本公司於二零一五年三月四日成為本集團現時旗下公司的控股公司。公司重組致使由本公司及其附屬公司組成的本集團被視為持續經營實體。公司重組詳情載於本公司日期為二零一五年十二月二十四日的招股章程(「招股章程」)。

截至二零一五年十二月三十一日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表經已編製，猶如公司重組下的集團架構於截至二零一五年十二月三十一日止整個年度或自彼等各自的註冊成立或成立日期起(以較短者為準)一直存在。

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

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRSs that are mandatorily effective for the current year

The Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time in the current year:

Amendments to HKFRS 11

香港財務報告準則第11號的修訂本

Amendments to HKAS 1

香港會計準則第1號的修訂本

Amendments to HKAS 16 and HKAS 38

香港會計準則第16號及香港會計準則第38號的修訂本

Amendments to HKAS 16 and HKAS 41

香港會計準則第16號及香港會計準則第41號的修訂本

Amendments to HKFRS 10,

HKFRS 12 and HKAS 28

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號的修訂本

Amendments to HKFRSs

香港財務報告準則的修訂本

Accounting for Acquisitions of Interest in Joint Operations

收購合營業務權益的會計處理

Disclosure Initiative

披露方法

Clarification of Acceptable Methods of Depreciation and Amortisation

可接受折舊及攤銷方式的澄清

Agriculture: Bearer Plants

農業：生產性植物

Investment Entities: Applying the Consolidation Exception

投資實體：應用綜合入賬的例外情況

Annual Improvements to HKFRSs 2012-2014 Cycle

香港財務報告準則二零一二年至二零一四年週期的年度改進

The application of the above amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and positions of the current and prior years and/or on the disclosures set out in these consolidated financial statements.

3. 新訂及經修訂香港財務報告準則（「香港財務報告準則」）的應用

本年度強制生效的香港財務報告準則的修訂本

本集團於本年度首次應用香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則之修訂：

於本年度應用上述香港財務報告準則修訂對本集團於本年度及過往年度的財務表現及狀況及／或該等綜合財務報表所載披露並無造成重大影響。

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

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 9 香港財務報告準則第9號	Financial Instruments ¹ 金融工具 ¹
HKFRS 15 香港財務報告準則第15號	Revenue from Contracts with Customers and the related Amendments ¹ 客戶合約收益及相關修訂本 ¹
HKFRS 16 香港財務報告準則第16號	Leases ² 租賃 ²
Amendments to HKFRS 2 香港財務報告準則第2號的修訂本	Classification and Measurement of Share-based Payment Transactions ¹ 股份付款交易的分類及計量 ¹
Amendments to HKFRS 4 香港財務報告準則第4號的修訂本	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts ¹ 採用香港財務報告準則第4號保險合約時 一併應用香港財務報告準則第9號金融工具 ¹
Amendments to HKFRS 10 and HKAS 28 香港財務報告準則第10號及香港會計準則第28號的修訂本	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³ 投資者與其聯營公司或合營企業之間的資產出售或注資 ³
Amendments to HKAS 7 香港會計準則第7號的修訂本	Disclosure Initiative ⁴ 披露方法 ⁴
Amendments to HKAS 12 香港會計準則第12號的修訂本	Recognition of Deferred Tax Assets for Unrealised Losses ⁴ 就未變現虧損確認遞延稅項資產 ⁴

¹ Effective for annual periods beginning on or after 1 January 2018

² Effective for annual periods beginning on or after 1 January 2019

³ Effective for annual periods beginning on or after a date to be determined

⁴ Effective for annual periods beginning on or after 1 January 2017

3. 新訂及經修訂香港財務報告準則（「香港財務報告準則」）的應用（續） 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

¹ 於二零一八年一月一日或之後開始的年度期間生效

² 於二零一九年一月一日或之後開始的年度期間生效

³ 於待定日期或之後開始的年度期間生效

⁴ 於二零一七年一月一日或之後開始的年度期間生效

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

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

New and amendments to HKFRSs in issue but not yet effective (continued)

HKFRS 9 Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets, financial liabilities, general hedge accounting and impairment requirements for financial assets.

Key requirements of HKFRS 9 that are relevant to the Group are:

- in relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

Based on the Group's financial instruments and risk management policies as at 31 December 2016, application of HKFRS 9 in the future may have a material impact on the measurement of the Group's financial assets. The expected credit loss model may result in early provision of credit losses which are not yet incurred in relation to the Group's financial assets measured at amortised cost.

3. 新訂及經修訂香港財務報告準則（「香港財務報告準則」）的應用（續）

已頒佈但尚未生效的新訂及經修訂香港財務報告準則（續）

香港財務報告準則第9號金融工具

香港財務報告準則第9號引進金融資產、金融負債的分類及計量、一般對沖的會計處理及金融資產的減值的新規定。

香港財務報告準則第9號內與本集團有關的主要規定為：

- 就金融資產的減值而言，與香港會計準則第39號按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損的變動入賬，以反映信貸風險自首次確認以來的變動。換言之，毋須再待發生信貸事件方確認信貸虧損。

根據本集團於二零一六年十二月三十一日的金融工具及風險管理政策，日後應用香港財務報告準則第9號可能會對本集團金融資產的計量產生重大影響。預期信貸虧損模式可能導致需提早就與按攤銷成本計算的本集團金融資產有關的尚未出現信貸虧損作出撥備。

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綜合財務報表附註

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3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

HKFRS 16 Leases

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 Leases and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use and those classified as investment properties while other operating lease payments are presented as operating cash flows. Under the HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing operating cash flows respectively.

3. 新訂及經修訂香港財務報告準則 (「香港財務報告準則」) 的應用 (續)

香港財務報告準則第 16 號租賃

香港財務報告準則第 16 號引進識別租賃安排的綜合模式以及對出租人及承租人的會計處理。香港財務報告準則第 16 號生效後，將會取代香港會計準則第 17 號租賃及相關詮釋。

香港財務報告準則第 16 號按已識別資產是否由客戶控制的基準分辨租賃與服務合約。就承租人的會計處理而言，取消經營租賃與融資租賃的區分，而以承租人須就所有租賃(短期租賃及低值資產租賃除外)確認一項使用權資產及一項相應負債的模式取代。

使用權資產初步按成本計量，然後按成本(可有若干例外情況)減累計折舊及減值虧損計量，並就租賃負債的任何重新計量而調整。租賃負債初步按並非於該日支付的租賃付款現值計量。其後，租賃負債就利息及租賃付款以及(其中包括)修改租賃所帶來的影響而作出調整。就現金流量的分類而言，本集團目前將提前預付的租賃付款呈列為與自用租賃土地及歸類為投資物業項目有關的投資現金流量，而其他經營租賃付款則呈列為經營現金流量。根據香港財務報告準則第 16 號，有關租賃負債的租賃付款將撥為本金及利息部份，並將在賬目內分別列為融資經營現金流量。

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3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

HKFRS 16 Leases (continued)

In contrast to lessee accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2016, the Group has non-cancellable operating lease commitments of RMB570,000 as disclosed in note 28. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result changes in measurement, presentation and disclosure as indicated above. However, it is not practicable to provide a reasonable estimate of the financial effect until the directors complete a detailed review.

Except as described above, the directors of the Company anticipated that the application of other new and amendments to HKFRSs in issue but not yet effective will have no material impact on the Group's consolidated financial statements.

3. 新訂及經修訂香港財務報告準則 (「香港財務報告準則」) 的應用 (續)

香港財務報告準則第16號租賃 (續)

與承租人的會計處理相反，香港財務報告準則第16號大致轉承了香港會計準則第17號的出租人會計處理方法的規定，繼續規定出租人須將其租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號規定須作出多項披露。

如附註28披露，於二零一六年十二月三十一日，本集團有人民幣570,000元的不可撤銷經營租賃承擔。初步評估顯示，該等安排將符合香港財務報告準則第16號對租賃的定義，故此，本集團將就所有該等租賃確認一項使用權資產及一項相應負債(除非在應用香港財務報告準則第16號後，該等租賃符合條件作為低值或短期租賃)。此外，應用新規定可能導致以上顯示的計量、呈列及披露有所改變。然而，在董事完成詳盡審閱前提供有關財務影響的合理估計實為不可行。

除上文所述者外，本公司董事預期，其他已頒佈但尚未生效的新訂及經修訂的香港財務報告準則的應用將不會對本集團的綜合財務報表產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in the consolidated financial statements is determined on such a basis, except for leasing transactions that are within the scope of HKAS 17 Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 Inventories or value in use in HKAS 36 Impairment of Assets.

The principal accounting policies are set out below.

4. 重要會計政策

綜合財務報表已按香港會計師公會頒佈的香港財務報告準則編製。此外，綜合財務報表載有聯交所證券上市規則及香港公司條例規定的適用披露。

如下文所載會計政策所述，綜合財務報表於各報告期末按照歷史成本基準編製。

歷史成本一般基於為換取貨物及服務而支付代價的公平值。

公平值乃為於計量日期的有序交易中，市場參與者出售一項資產所收取或轉讓一項負債所支付的價格，而不論可否使用其他估值方法直接可觀察或估計該價格。於估計資產或負債的公平值時，本集團會考慮資產或負債於計量日期的特徵。綜合財務報表中作計量及／或披露用途的公平值乃按此基準釐定，惟香港會計準則第17號租賃範圍內的租賃交易，以及與公平值存在若干相似點但並非公平值的計量（如香港會計準則第2號存貨中的可變現淨值或香港會計準則第36號資產減值中的使用價值）除外。

主要會計政策載列如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statements of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

4. 重要會計政策(續)

合併基準

綜合財務報表包括本公司以及受本公司控制的實體(包括結構性實體)及其附屬公司的財務報表。本公司在下列情況下即擁有控制權：

- 對被投資方有影響力；
- 獲得或有權利獲得與被投資方有關聯而產生的各種回報；及
- 有能力利用其影響力影響其回報。

如果根據事實及實際情況，上述控制權三個因素中的一個或以上發生變化，則本集團須重新評估是否擁有被投資方的控制權。

合併附屬公司於本集團取得附屬公司控制權時開始，並於本集團失去附屬公司控制權時終止。尤其是，於年內收購或出售附屬公司的收入及開支，會由本集團從取得控制權當日至本集團失去附屬公司控制權當日計入綜合損益及其他全面收益表。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Basis of consolidation (continued)

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests has a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of discounts and sales related taxes.

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

Mobile top-up service income is received from the mobile subscribers, net of cost of mobile top-up credits sourced from the PRC telecommunication companies or vendors. Mobile top-up service income is recognised when the telecommunication companies completed the mobile top-up service for the mobile subscribers.

Service income is recognised when the services is rendered.

4. 重要會計政策(續)

合併基準(續)

損益及其他全面收入的各個項目會分配予本公司擁有人及非控股權益。附屬公司的全面收入總額分配予本公司擁有人及非控股權益，即使此舉將導致非控股權益結餘出現虧損。

附屬公司的財務報表會於有需要情況下作出調整，使其會計政策與本集團的會計政策一致。

所有集團內公司間資產及負債、權益、收入、開支及現金流量(與本集團成員公司間之交易有關)均於綜合賬目時予以全數對銷。

存貨

存貨按成本與可實現淨值兩者之間的較低者列賬。存貨成本按加權平均法釐定。可實現淨值指存貨的估計售價減所有估計完成成本及作出銷售所需的費用。

收益確認

收益乃按已收或應收代價的公平值計算，指於一般業務過程中提供服務的應收款項扣除折扣及銷售相關稅項。

如下文所述，當收益金額可以可靠地計量；當未來經濟利益可能流入本集團且當本集團各業務達成特定標準時，方會確認收益。

手機話費充值服務收入乃自手機用戶收取，扣除自中國的電信公司或供應商購買手機話費充值金額的成本。手機話費充值服務收入於電信公司為手機用戶完成手機話費充值服務時確認。

服務收入於提供服務時確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

4. 重要會計政策(續)

收益確認(續)

利息收入按時間基準、參照尚欠本金額及按所適用的實際利率累計，而實際利率為於初步確認時透過金融資產的預期可用年期將估計未來現金收入準確貼現至該資產的賬面淨值的比率。

租賃

當租賃條款將擁有權的絕大部分風險及回報轉移至承租人時，租賃即分類為融資租賃。所有其他租賃分類為經營租賃。

本集團作為承租人

經營租賃付款於租賃年內按直線基準確認為開支。

外幣

於編製個別集團實體的財務報表時，以該實體的功能貨幣以外的貨幣(外幣)進行的交易乃按交易日期的現行匯率入賬。於報告期末，以外幣計值的貨幣項目乃按該日的現行匯率重新換算。

因結算貨幣項目及重新換算貨幣項目而產生的匯兌差額，於其產生期間在損益中確認。

借款成本

所有借款成本於其產生年度在損益中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statements of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

Research and development expenditure

Expenditure on research and development activities which is not eligible for capitalisation is recognised as an expense in the period in which it is incurred.

Retirement benefit costs

Payments to state-managed retirement benefits schemes which are classified as defined contribution plans are recognised as an expense when employees have rendered service entitling them to the contributions.

4. 重要會計政策(續)

政府補助

本集團在獲得合理保證將遵守政府補助所附帶的條件，且將收取政府補助前，不會確認政府補助。

政府補助按系統基準於本集團確認補助擬補償的相關成本為開支的各期間在損益內確認。具體而言，政府補助的首要條件是本集團應購買、建設或以其他方式收購非流動資產，並於綜合財務狀況表中確認為遞延收入，然後在相關資產的可使用年期內按系統化及合理的基準轉撥至損益。

作為已產生開支或虧損的補償或向本集團提供即時財務支持(並無日後相關成本)而可收取的政府補助，於其成為可收取的期間於損益中確認。

研發開支

研發活動的開支(不符合資本化條件)於其產生期間確認為支出。

退休福利成本

向國家管理的退休福利計劃(被分類為界定供款計劃)作出的付款於僱員提供服務而可享有該等供款時作為開支確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statements of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investment in a subsidiary except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

4. 重要會計政策(續)

稅項

所得稅開支指即期應付稅項與遞延稅項的總和。

即期應付稅項按年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表所呈報的「除稅前溢利」不同，是由於其他年度的應課稅或可扣減的收入或開支，以及從來毋須課稅或不可扣減的項目。本集團的即期稅項負債採用於報告期末前已實施或實質上已實施的稅率計算。

遞延稅項根據綜合財務報表中資產及負債的賬面值與計算應課稅溢利採用的相應稅基兩者間的暫時差額確認。所有應課稅暫時差額一般均確認為遞延稅項負債。如果可能出現應課稅溢利可用作抵銷該等可扣減暫時差額，則一般會就所有可扣減暫時差異確認遞延稅項資產。如果因初步確認一項交易的資產與負債而產生並無影響應課稅溢利和會計溢利的暫時差額，則不會確認該等遞延稅項資產與負債。

遞延稅項負債按於一家附屬公司的投資相關聯的應課稅暫時差額確認，惟本集團可控制有關暫時差額撥回且在可見將來可能不會撥回的暫時差額除外。該等投資及權益相關聯的可扣減暫時差額所產生的遞延稅項資產，僅於有足夠應課稅溢利可抵銷暫時差額且預期暫時差額會於可見將來撥回時確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

4. 重要會計政策(續)

稅項(續)

於各報告期末會檢討遞延稅項資產的賬面值，並扣減至不可能再有足夠應課稅溢利以收回全部或部分資產為止。

遞延稅項資產及負債基於報告期末已實施或實質上已實施的稅率(及稅法)按償還負債或變現資產期間的預期適用稅率計量。

遞延稅項負債及資產的計量反映本集團預期於報告期末收回或結算資產及負債賬面值的方式產生的稅務結果。

即期及遞延稅項於損益中確認，但如果與其他全面收入或直接在權益確認的項目相關，則亦分別於其他全面收入或直接在權益中確認。

物業、廠房及設備

物業、廠房及設備乃以成本減去其後累計折舊及累計減值虧損(如有)後，於綜合財務狀況表列賬。

折舊乃以撇銷資產的成本減去估計可使用年期的剩餘價值後，以直線法確認。估計可使用年期、剩餘價值及折舊方法於各報告期末審閱，而任何估計變動的影響於日後入賬。

物業、廠房及設備項目於出售或預期不會因繼續使用該資產而產生未來經濟利益時終止確認。因出售或報廢物業、廠房及設備項目所產生的任何收益或虧損將按資產銷售所得款項與賬面值的差額釐定，並於損益中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of tangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

Recoverable amount is the higher of fair value 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 assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

4. 重要會計政策(續)

有形資產減值

本集團於各報告期末檢討有形資產的賬面值，以釐定該等資產是否有出現減值虧損的跡象。倘有任何有關跡象，則會估計該項資產的可收回金額以釐定減值虧損(如有)的程度。

可收回金額乃公平值減出售成本與使用價值兩者中的較高者。在評估使用價值時，會按可反映當時市場對貨幣時間值及該資產(並無為其作出估計未來現金流量調整)特定風險的評估的稅前折現率，將估計未來現金流量折現至其現值。

若資產的可收回金額估計低於其賬面值，則資產賬面值將調減至其可收回金額。減值虧損即時於損益中確認。

當減值虧損其後撥回，該資產的賬面值會調高至可收回金額的經修訂估計值，惟增加的賬面值不得超過假若該資產於過往年度並無確認減值虧損所應釐定的賬面值。減值虧損撥回金額即時於損益中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Financial assets

The Group's financial assets are classified as loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant periods. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade receivables, other receivables, amounts due from related companies, restricted bank deposits and cash and cash equivalents) are measured at amortised cost using the effective interest method, less any impairment.

4. 重要會計政策(續)

金融工具

當集團實體成為工具合約條文的訂約方時，確認金融資產及金融負債。

金融資產及金融負債初步按公平值計量。因收購或發行金融資產及金融負債(按公平值計入損益的金融資產及金融負債除外)而直接應佔的交易成本於初步確認時於該項金融資產或金融負債的公平值中計入或扣除(如適用)。

金融資產

本集團的金融資產分類為貸款及應收款項。分類取決於金融資產的性質及用途，並於初步確認時釐定。

實際利率法

實際利率法為計算債務工具於有關期間已攤銷成本以及分配利息收入的方法。實際利率指將金融資產於預計年期或(如適用)較短期間內的估計未來現金收入(包括構成實際利率一部分的所有已付或已收費用、交易成本及其他溢價或折讓)準確貼現至初步確認時的賬面淨值的利率。

就債務工具而言，利息收入按實際利率法確認。

貸款及應收款項

貸款及應收款項為在活躍市場上並無報價的固定或可釐定付款的非衍生金融資產。於初步確認後，貸款及應收款項(包括貿易應收款項、其他應收款項、應收關聯公司款項、受限制銀行存款以及現金及現金等價物)採用實際利率法按攤銷成本減任何減值計量。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of loans and receivables

Loans and receivables are assessed for indicators of impairment at the end of each reporting period. Loans and receivables are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the loans and receivables, the estimated future cash flows of the loans and receivables have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 30 to 60 days, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit and loss.

4. 重要會計政策(續)

金融工具(續)

貸款及應收款項減值

貸款及應收款項於各報告期末均會就是否有減值跡象進行評估。倘有客觀證據顯示貸款及應收款項於初步確認後出現一項或多項影響其估計未來現金流量的事宜，則貸款及應收款項被認為已減值。

減值的客觀證據可包括：

- 發行人或對手方出現重大財政困難；或
- 違反合約，如利息或本金付款出現逾期或拖欠情況；或
- 借款人有可能面臨破產或財務重組。

應收款項組合減值的客觀證據包括本集團過往收款的經驗、組合中於30至60天的各自信用期後延遲付款數量增加及出現與拖欠應收款項有關的全國或地方經濟狀況顯著變動。

就按攤銷成本列賬的金融資產而言，所確認的減值虧損金額指該資產的賬面值與估計未來現金流量按該金融資產原有實際利率貼現的現值之間的差額。

當賬面值透過使用撥備賬進行削減時，金融資產的賬面值直接以全部金融資產(貿易應收款項除外)的減值虧損削減。撥備賬內的賬面值的變動於損益確認。當貿易應收款項被視為無法收回時，會於撥備賬撇銷。其後撥回的先前撇銷金額計入損益。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

For financial assets measured at amortised costs, 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 through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified either as financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

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.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the group entity after deducting all of its liabilities. Equity instruments issued by the group entities are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities including trade payables, other payables and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

4. 重要會計政策(續)

金融工具(續)

就按攤銷成本列賬的金融資產而言，倘減值虧損額於隨後期間有所減少，而有關減少在客觀上與確認減值後發生的事件有關，則先前已確認的減值虧損將透過損益予以撥回，惟該資產於減值被撥回當日的賬面值不得超過未確認減值時的已攤銷成本。

金融負債及股本工具

集團實體發行的債務及股本工具乃根據合約安排的內容以及金融負債及股本工具的定義分類為金融負債或股本。

購回本公司本身的股本工具直接於股本內確認及扣減。購買、出售、發行或註銷本公司本身的股本工具時不會於損益內確認損益。

股本工具

股本工具為任何證明集團實體扣減其所有負債後的資產剩餘權益的合約。集團實體發行的股本工具按已收所得款項(扣除直接發行成本)確認。

金融負債

金融負債(包括貿易應付款項、其他應付款項及銀行借款)其後採用實際利率法按攤銷成本計量。

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4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant periods. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

4. 重要會計政策(續)

金融工具(續)

實際利率法

實際利率法為計算金融負債於有關期間已攤銷成本以及分配利息開支的方法。實際利率指將金融負債於預計年期或(如適用)較短期間內的估計未來現金付款(包括構成實際利率一部分的所有已付或已收費用及積分、交易成本及其他溢價或折讓)準確貼現至初步確認時的賬面淨值的利率。

利息開支按實際利率法確認。

終止確認

本集團僅於自資產收取現金流量的合約權利屆滿時，或其將金融資產以及與資產所有權有關的幾乎所有風險及回報轉讓予另一實體時終止確認金融資產。

全面終止確認金融資產時，資產賬面金額與已收及應收代價總和之間的差額於損益中確認。

本集團只有在其責任獲免除、取消或終止時，方會終止確認金融負債。獲終止確認的金融負債的賬面值與已付及應付代價間差額會於損益中確認。

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5. CRITICAL ACCOUNTING JUDGEMENTS

In the application of the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Revenue recognition

The Group assesses its business relationships with users of the mobile top-up service and suppliers of mobile top-up credits and determines that the Group is providing the mobile top-up services by facilitating transactions between the PRC telecommunication companies and mobile subscribers, and accordingly reports revenue derived from such services on a net basis.

5. 重要會計判斷

於採用附註4所述的本集團會計政策時，本公司董事須就無法從其他來源輕易獲得的資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往經驗及其他被視為相關的因素而作出。實際結果或有別於該等估計。

估計及相關假設均會持續檢討。倘對會計估計的修訂僅影響修訂有關估計期間，則有關修訂於該期間內確認；或倘有關修訂對當期及未來期間均有影響，則於修訂期間及未來期間確認。

以下為本公司董事於應用本集團會計政策時所作出並對綜合財務報表所確認金額有最重大影響的重要判斷(涉及下文所述估計者除外)。

收益確認

本集團會評估其與手機話費充值服務用戶及手機話費充值金額供應商之間的業務關係，並確定本集團通過促進中國電信公司與手機用戶之間的交易而提供手機話費充值服務，因此以淨額基準呈報來自該等服務的收益。

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5. CRITICAL ACCOUNTING JUDGEMENTS (continued)

Revenue recognition (continued)

In determining whether the revenue from mobile top-up services shall be recorded on net basis or gross basis, the Group has made reference to indicators and requirements stated in HKAS 18. Determining whether the Group is acting as a principal or an agent requires judgment and consideration of all relevant facts and circumstances, and the Group considers itself has an agency relationship with the PRC telecommunication companies under HKAS 18 by assessing the following features that are arising from its operations:

- It is the primary responsibility of the PRC telecommunication companies, instead of the Group, for processing the mobile top-up associated with the mobile top-up credits provided to the mobile subscribers.
- The Group has minimal valuation risk on the inventory for the transactions with mobile top-up credits sourced from the PRC telecommunication companies and their distributors as those mobile top-up credits were used to top-up the mobile subscriber's requests instantaneously. Although the Group maintain a minimal level of mobile top-up credits as buffer stocks, these stocks are used solely to facilitate the transactions.
- The nominal value the mobile top-up credits are usually predetermined by the PRC telecommunication companies.
- The credit risk of the Group is minimal as majority of the mobile subscribers either pay in advance or at time of requesting mobile top-up service via banks or other payment platform.

5. 重要會計判斷(續)

收益確認(續)

於釐定手機話費充值服務收入應否按淨額基準或總額基準入賬時，本集團已參考香港會計準則第18號所述的指標及規定。釐定本集團是否以主事人或代理人身份行事時，需要對所有相關事實及情況作出判斷及考量，而透過評估以下因其營運產生的特點，本集團認為其本身根據香港會計準則第18號與中國電信公司有代理關係：

- 處理與向手機用戶提供手機話費充值金額相關的手機話費充值乃中國電信公司而非本集團的首要責任。
- 由於手機話費充值金額乃按手機用戶的要求即時用於話費充值，故本集團就向中國電信公司及其分銷商獲取手機話費充值金額的交易存貨而承擔的估值風險不大。儘管本集團保持最低水平的手機話費充值金額作為緩衝存貨，但該等存貨僅用於促進交易。
- 手機話費充值金額的面值通常由中國電信公司預先設定。
- 由於大部分手機用戶預先或於要求時通過銀行或其他支付平台就手機話費充值服務付款，故本集團的信貸風險不大。

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6. REVENUE AND SEGMENT INFORMATION

HKFRS 8 “Operating Segments” requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the executive directors, the chief operating decision maker (the “CODM”), in order to allocate resources to the segments and to assess their performance.

The CODMs review the Group’s profit as a whole, which is generated from the provision of mobile top-up service by the Group to customers and determined in accordance with the Group’s accounting policies, for performance assessment. Therefore, no separate segment information is prepared by the Group.

Geographical information

All of the Group’s revenue and assets are principally derived from customers in the PRC and located in the PRC, no geographical segment information is presented.

Information about major customers

There was no revenue from individual customers of the Group contributing over 10% of the total revenue of the Group during both years.

6. 收益及分部資料

香港財務報告準則第8號「經營分部」規定須根據執行董事、主要經營決策者（「主要經營決策者」）定期審閱的有關本集團各組成部分的內部報告識別經營分部，以向分部分配資源及評估其表現。

主要經營決策者審閱本集團整體溢利，本集團整體溢利產生自本集團向客戶提供手機話費充值業務，並按本集團會計政策釐定以作表現評估。因此，本集團並無獨立編製分部資料。

地理資料

本集團所有收益主要源自中國客戶而資產則主要位於中國，故並無呈列地理分部資料。

有關主要客戶的資料

於兩個年度，本集團並無來自單一客戶的收益對本集團收益總額貢獻超過10%。

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7. OTHER INCOME AND EXPENSES

7. 其他收入及開支

		2016	2015
		二零一六年	二零一五年
	Note	RMB'000	RMB'000
	附註	人民幣千元	人民幣千元
Interest income	利息收入		
– from structured products (note a)	– 來自結構性產品(附註 a)	1,412	1,482
– from bank deposits	– 來自銀行存款	698	229
– from loans to third parties	– 來自發放予第三方的貸款	—	93
Government grants	政府補助	1,524	1,564
Government subsidy (note b)	政府補貼(附註 b)	4,658	5,024
Net foreign exchange gains	滙兌收益淨額	2,833	—
Others	其他	42	34
		11,167	8,426

Notes:

- (a) During the years ended 31 December 2016 and 2015, the Group entered into principal and return unprotected-structured products with banks in the PRC that were denominated in RMB and without fixed maturity period. Interest of the structured products varied depending on the performance and return of underlying investments managed by the banks. The structured products were designated as financial assets at fair value through profit or loss on initial recognition. All the structured products were purchased and redeemed during the years ended 31 December 2016 and 2015.
- (b) During the year ended 31 December 2016, the relevant government authority granted one-off subsidies to the Group amounting to RMB2,080,000 and RMB2,578,000 (2015: RMB5,024,000 and nil), in relation to certain finance costs paid to the banks in prior years and research and development expenses incurred in prior years, respectively, which were recognised in the profit or loss in the year in which they became receivable.

附註：

- (a) 截至二零一六年及二零一五年十二月三十一日止年度，本集團向中國多家銀行購買本金回報非保障型結構性產品(按人民幣計值，無固定到期期間)。結構性產品的利息視乎銀行所管理相關投資的表現及回報而定。結構性產品於初步確認時指定為按公平價值計入損益的金融資產。所有結構性產品均於截至二零一六年及二零一五年十二月三十一日止年度購買及贖回。
- (b) 截至二零一六年十二月三十一日止年度，有關政府當局向本集團就於過往年度向銀行支付的若干財務成本及過往年度產生的研發開支授出分別為人民幣2,080,000元及人民幣2,578,000元(二零一五年：人民幣5,024,000元及零)的一次性補貼，並於補貼可收取的年度內於損益確認。

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8. FINANCE COSTS

		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest on bank borrowings	銀行借款利息	7,759	13,802

8. 財務成本

9. PROFIT BEFORE TAX

Profit before tax has been arrived at after charging:

		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Staff costs (including directors' emoluments (note 11))	員工成本(包括董事酬金)(附註11)		
Salaries and other benefits	工資及其他福利	21,576	23,474
Retirement benefits scheme contributions	退休福利計劃供款	2,718	3,160
Total staff costs	員工成本總額	24,294	26,634
Depreciation of property, plant and equipment	物業、廠房及設備折舊	6,508	7,423
Loss on disposals of property, plant and equipment	出售物業、廠房及設備虧損	24	—
Auditor's remuneration	核數師酬金		
– Audit services	– 審計服務	1,572	1,359
– Non-audit services	– 非審計服務	117	173
Operating lease rentals	經營租賃租金	1,731	2,061

9. 除稅前溢利

除稅前溢利乃經扣減以下各項後得出：

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10. INCOME TAX EXPENSE

10. 所得稅開支

		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
PRC Enterprise Income Tax ("EIT")	中國企業所得稅(「企業所得稅」)		
Current	即期	1,044	8,486
Under (over)-provision in prior years	過往年度撥備不足(超額撥備)	61	(474)
		1,105	8,012
Deferred tax (note 24)	遞延稅項(附註24)	—	3,712
		1,105	11,724

The Company was incorporated in the Cayman Islands and is exempted from income tax.

本公司乃於開曼群島註冊成立而獲豁免繳納所得稅。

Hong Kong

The applicable tax rate of the subsidiary in Hong Kong is 16.5%. No provision for Hong Kong Profits Tax was made in the consolidated financial statements, as no assessable profit was generated in Hong Kong.

香港

香港附屬公司的適用稅率為16.5%。由於並無於香港產生應課稅溢利，故綜合財務報表中並無就香港利得稅計提撥備。

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10. INCOME TAX EXPENSE (continued)

PRC

Pursuant to the Enterprise Income Tax Law and Implementation Regulations of the Law of the PRC (the "PRC EIT Law") which became effective on 1 January 2008, the applicable tax rate of PRC subsidiaries is 25% during the two years.

In September 2014, Shenzhen NNK, a PRC subsidiary, was qualified as a High and New Technology Enterprise by Shenzhen Technological Innovation Committee, Shenzhen Finance Bureau, Administrator of Local Taxation of Shenzhen Municipality and Shenzhen Municipal office of the State Administration of Taxation, and therefore was entitled to 15% preferential tax rate for three years starting from the year ended 31 December 2015, in accordance with the PRC EIT Law. Accordingly, the tax rate of Shenzhen NNK is 15% for both years.

In January 2016, Daily Charge Technology (Shenzhen) Limited ("Daily Charge SZ"), a wholly foreign-owned enterprise of the Company, was accredited as a software enterprise by the Shenzhen Software Industry Association, and therefore could enjoy an income tax exemption for two years starting from its first profit-making year and a 50% tax reduction to an income tax rate of 12.5% for the subsequent three years.

10. 所得稅開支(續)

中國

根據於二零零八年一月一日起生效的中國企業所得稅法(「中國企業所得稅法」)及其實施條例，中國附屬公司於兩個年度的法定稅率為25%。

於二零一四年九月，中國附屬公司深圳年年卡獲深圳市科技創新委員會、深圳市財政局、深圳市地方稅務局及深圳市國家稅務局頒發高新技術企業資格，因此根據中國企業所得稅法，自截至二零一五年十二月三十一日止年度起三年有權享有15%的優惠稅率。因此，於兩個年度，深圳年年卡的稅率為15%。

於二零一六年一月，天天充科技(深圳)有限公司(「天天充深圳」)，本公司的外商獨資企業獲深圳市軟件行業協會認可為「軟件企業」，因此於首個獲利年度起兩年享有所得稅豁免及於其後三年按減半的所得稅稅率12.5%納稅。

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10. INCOME TAX EXPENSE (continued) PRC (continued)

The income tax expense for the year can be reconciled 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
Profit before tax	除稅前溢利	34,650	38,527
Tax at the applicable tax rate of 25%	按適用稅率 25% 計算的稅項	8,663	9,632
Tax effect of expense not deductible for tax purpose	不可扣稅開支的稅務影響	933	4,816
Additional tax benefit on research and development expenses (note a)	研發開支的額外稅務優惠(附註 a)	(3,465)	(1,776)
Effect of tax exemption and relief granted to Shenzhen NNK	深圳年年卡獲授稅項減免的影響	(405)	(4,186)
Effect of tax exemption and relief granted to Daily Charge SZ	天天充深圳獲授稅項減免的影響	(4,682)	—
Under (over)-provision of EIT in prior years	上一年度企業所得稅的撥備不足(超額撥備)	61	(474)
Tax effect of management fee under Structure Contracts (note b)	結構性合約下管理費的稅務影響(附註 b)	—	3,712
		1,105	11,724

Notes:

- (a) Tax benefit represents an incentive scheme that, in addition to the research and development cost incurred which is deductible for tax purpose, a further 50% of the research and development cost incurred is deductible.
- (b) Pursuant to Structured Contracts under the VIE arrangement, Shenzhen NNK would pay the management fee to Daily Charge SZ. For the year ended 31 December 2015, the tax rate of Daily Charge SZ was 25% while the tax rate of Shenzhen NNK was 15%. The payment of management fee would raise the additional tax burden to the Group as a whole. In this regard, the Group had recognised the related tax impact in deferred tax assets and liabilities. Details are set out in note 24.

10. 所得稅開支(續) 中國(續)

年內所得稅開支可對賬如下：

		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
Profit before tax	除稅前溢利	34,650	38,527
Tax at the applicable tax rate of 25%	按適用稅率 25% 計算的稅項	8,663	9,632
Tax effect of expense not deductible for tax purpose	不可扣稅開支的稅務影響	933	4,816
Additional tax benefit on research and development expenses (note a)	研發開支的額外稅務優惠(附註 a)	(3,465)	(1,776)
Effect of tax exemption and relief granted to Shenzhen NNK	深圳年年卡獲授稅項減免的影響	(405)	(4,186)
Effect of tax exemption and relief granted to Daily Charge SZ	天天充深圳獲授稅項減免的影響	(4,682)	—
Under (over)-provision of EIT in prior years	上一年度企業所得稅的撥備不足(超額撥備)	61	(474)
Tax effect of management fee under Structure Contracts (note b)	結構性合約下管理費的稅務影響(附註 b)	—	3,712
		1,105	11,724

附註：

- (a) 稅務優惠指一項激勵方案：除所產生可用於扣稅的研發成本外，所產生的另外 50% 研發成本亦可用於扣減。
- (b) 根據可變利益實體安排下的結構性合約，深圳年年卡將向天天充深圳支付管理費。截至二零一五年十二月三十一日止年度，天天充深圳的稅率為 25%，深圳年年卡的稅率為 15%，因此支付管理費將增加本集團整體的額外稅務負擔。就此而言，本集團已於遞延稅項資產及負債中確認有關稅項影響。詳情載於附註 24。

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II. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Companies Ordinance, is as follows:

II. 董事、主要行政人員及僱員的酬金

根據適用上市規則及公司條例所披露的
年內董事及主要行政人員的薪金如下：

		Fees	Salaries and other allowances	Retirement benefit scheme contributions	Total
		袍金	工資 及其他津貼	退休福利 計劃供款	合計
		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
For the year ended 31 December 2016	截至二零一六年 十二月三十一日止年度				
Executive directors:		執行董事：			
Huang Junmou	黃俊謀	129	1,010	62	1,201
Yang Hua (chief executive officer)	楊華(首席執行官)	129	1,000	62	1,191
Luo Mingxing (note a)	羅明星(附註a)	11	40	5	56
Non-executive directors:		非執行董事：			
Yu Zida	喻子達	129	—	—	129
Li Xiangcheng	李享成	129	—	—	129
Xu Xinhua	許新華	129	—	—	129
Independent non-executive directors		獨立非執行董事			
Lin Zhangxi	林漳希	129	—	—	129
Qian Haomin	錢昊旻	129	—	—	129
Zhao Jinlin	趙晉琳	129	—	—	129
		1,043	2,050	129	3,222

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II. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

(continued)

II. 董事、主要行政人員及僱員的酬金

(續)

		Fees	Salaries and other allowances	Retirement benefit contributions	Total
		袍金	工資及其他津貼	退休福利計劃供款	合計
		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
For the year ended	截至二零一五年				
31 December 2015	十二月三十一日止年度				
Executive directors:	執行董事：				
Huang Junmou	黃俊謀	119	1,010	58	1,187
Yang Hua (chief executive officer)	楊華(首席執行官)	119	1,000	58	1,177
Luo Mingxing (note a)	羅明星(附註a)	119	905	58	1,082
Non-executive directors:	非執行董事：				
Yu Zida	喻子達	119	—	—	119
Li Xiangcheng	李享成	119	—	—	119
Xu Xinhua	許新華	119	—	—	119
Independent non-executive directors	獨立非執行董事				
Lin Zhangxi	林漳希	119	—	—	119
Qian Haomin	錢昊旻	119	—	—	119
Zhao Jinlin	趙晉琳	119	—	—	119
		1,071	2,915	174	4,160

Note:

- (a) On 8 February 2016, Luo Mingxing ceased to be the executive director of the Company.

附註：

- (a) 於二零一六年二月八日，羅明星不再為本公司的執行董事。

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11. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (continued)

Employees

The five highest paid employees of the Group during the year included 2 directors (2015: 3 directors), details of whose remuneration are set out above. Details of the remuneration for the year of the remaining 3 (2015: 2) highest paid employees who are neither a director nor chief executive of the Company 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
Employees	僱員		
– salaries and allowances	– 工資及津貼	1,322	956
– retirement benefit schemes contributions	– 退休福利計劃供款	154	79
		1,476	1,035

During both years, the emoluments of remaining employees were within HK\$1,000,000 band.

During both years, no emoluments were paid by the Group to any of the directors, chief executive officer of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors and the chief executive of the Company has waived any emoluments during both years.

12. DIVIDENDS

No dividends were paid, declared or proposed for the year ended 31 December 2015.

A final dividend of RMB0.024 per share in respect of the year ended 31 December 2016 (2015: nil) has been proposed by the directors and is subject to approval by shareholders at the forthcoming annual general meeting.

11. 董事、主要行政人員及僱員的酬金 (續)

僱員

本集團於年內五名最高薪酬僱員包括2名董事(二零一五年: 3名董事), 其薪酬詳情載於上文。並非為本公司董事及主要行政人員的餘下3名(二零一五年: 2名)最高薪酬僱員於年內的薪酬詳情如下:

		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
Employees	僱員		
– salaries and allowances	– 工資及津貼	1,322	956
– retirement benefit schemes contributions	– 退休福利計劃供款	154	79
		1,476	1,035

於兩個年度, 餘下僱員的酬金均在1,000,000港元以內。

於兩個年度, 本集團並無向本公司任何董事、首席執行官或五名最高薪酬人士支付任何酬金作為招攬其加入或於加入本集團後的報酬或作為離職補償。概無本公司董事及主要行政人員於兩個年度放棄任何酬金。

12. 股息

截至二零一五年十二月三十一日止年度並無派付、宣派或擬派任何股息。

董事已建議就截至二零一六年十二月三十一日止年度(二零一五年: 零)派付末期股息每股股份人民幣0.024元, 惟須待股東在應屆股東週年大會上批准方可作實。

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13. EARNINGS PER SHARE

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

		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
Earnings for the purpose of basic and diluted earnings per share:	就每股基本及攤薄盈利而言的盈利：		
– profit for the year attributable to the owners of the Company	– 本公司擁有人應佔年內溢利	33,545	26,803

		Number of shares 股份數目	
		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
Weighted average number of ordinary shares for the purpose of basic earnings per share	就每股基本盈利而言的普通股加權平均數	412,329	300,000
Effect of dilutive potential ordinary shares over-allotment option from global offering	潛在攤薄普通股的影響全球發售中的超額配股權	259	N/A
Weighted average number of ordinary shares for the purpose of diluted earnings per share	就每股攤薄盈利而言的普通股加權平均數	412,588	N/A

The basic earnings per share is calculated based on 300,000,000 ordinary shares for the year ended 31 December 2015 on the assumption that the Corporate Reorganisation and the Capitalisation Issue (as defined in note 25) had been effective on 1 January 2015 and the sub-division of shares on 17 April 2015 (as described in note 25) has been adjusted retrospectively.

No dilutive earnings per share is presented for the year ended 31 December 2015 as there was no potential ordinary share in issue during that year.

13. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃基於以下數據計算：

	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
Earnings for the purpose of basic and diluted earnings per share:		
– profit for the year attributable to the owners of the Company	33,545	26,803

	Number of shares 股份數目	
	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
Weighted average number of ordinary shares for the purpose of basic earnings per share	412,329	300,000
Effect of dilutive potential ordinary shares over-allotment option from global offering	259	N/A
Weighted average number of ordinary shares for the purpose of diluted earnings per share	412,588	N/A

每股基本盈利乃基於截至二零一五年十二月三十一日止年度 300,000,000 股普通股計算，並假設公司重組及資本化發行（定義見附註 25）已於二零一五年一月一日生效並且於二零一五年四月十七日的股份拆細（定義見附註 25）已作追溯調整。

由於截至二零一五年十二月三十一日止年度並無潛在已發行普通股，故於此年度並無呈列每股攤薄盈利。

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Motor vehicles 汽車	Computer and office equipment 計算機及 辦公設備	Total 合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
COST	成本			
At 1 January 2015	於二零一五年一月一日	876	22,094	22,970
Additions	添置	—	5,275	5,275
Disposals	出售	—	(1,576)	(1,576)
At 31 December 2015	於二零一五年十二月三十一日	876	25,793	26,669
Additions	添置	2,065	350	2,415
Disposals	出售	—	(1,124)	(1,124)
At 31 December 2016	於二零一六年十二月三十一日	2,941	25,019	27,960
DEPRECIATION	折舊			
At 1 January 2015	於二零一五年一月一日	476	8,101	8,577
Provided for the year	年內撥備	116	7,307	7,423
Eliminated on disposals	於出售時撇銷	—	(1,063)	(1,063)
At 31 December 2015	於二零一五年十二月三十一日	592	14,345	14,937
Provided for the year	年內撥備	236	6,272	6,508
Eliminated on disposals	於出售時撇銷	—	(794)	(794)
At 31 December 2016	於二零一六年十二月三十一日	828	19,823	20,651
CARRYING VALUES	賬面值			
At 31 December 2016	於二零一六年十二月三十一日	2,113	5,196	7,309
At 31 December 2015	於二零一五年十二月三十一日	284	11,448	11,732

The above items of property, plant and equipment are depreciated on a straight-line basis over the useful lives as follows:

上述物業、廠房及設備項目乃於可使用年內按直線基準進行折舊：

Motor vehicles	5 years	汽車	5年
Computer and office equipment	3 to 5 years	計算機及辦公設備	3至5年

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15. INVENTORIES

		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Pre-paid mobile top-up credits	預付手機話費充值金額	157,172	265,625

16. TRADE RECEIVABLES

		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Trade receivables	貿易應收款項	69,875	38,138

Trade receivables mainly represent receivable from financial institution in relation to the mobile top-up service which the settlement period is normally within 1 day from transaction date. For the corporate customers, the credit period was about 30-60 days granted by the Group. The Group did not hold any collateral over these balances.

Before accepting any new corporate customers, the management of the Group will base on the credit quality of the potential customers to define credit limits. Credit limits to customers are reviewed annually over these balances. Trade receivables of RMB69,643,000 (2015: RMB38,138,000) that are neither past due nor impaired have good credit quality with reference to the track record of these customers under internal assessment by the Group.

15. 存貨

	2016	2015
	二零一六年	二零一五年
	RMB'000	RMB'000
	人民幣千元	人民幣千元

16. 貿易應收款項

	2016	2015
	二零一六年	二零一五年
	RMB'000	RMB'000
	人民幣千元	人民幣千元

貿易應收款項主要指應就手機話費充值服務向金融機構收取的款項，結算期通常為交易日後1天內。對於企業客戶，本集團授予約30至60天的信用期。本集團並無就該等結餘持有任何抵押物。

接納任何新企業客戶前，本集團管理層會根據潛在客戶的信用狀況確定信用額度。本集團每年均會在該等結餘的基礎上檢討授予客戶的信用額度。根據本集團內部評核，經參照該等客戶的往績記錄，既非逾期亦無減值的貿易應收款項人民幣69,643,000元(二零一五年：人民幣38,138,000元)具有良好信貸質素。

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16. TRADE RECEIVABLES (continued)

The following is an ageing analysis of trade receivables net of allowance for doubtful debts, presented based on the date of service provided and revenue recognised, at the end of each reporting period:

		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
0 to 30 days	0至30天	69,213	37,697
31 to 60 days	31至60天	430	441
Over 60 days	60天以上	232	—
		69,875	38,138

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of RMB232,000 (31 December 2015: nil) which are past due as at the reporting date for which the Group has not provided for impairment loss. The directors consider all trade receivables at the end of the reporting date are likely to be collectable under internal assessment by the Group.

As at 31 December 2016, the age of trade receivables which are past due but not impaired is over 60 days.

16. 貿易應收款項(續)

下列為於各報告期末根據所提供服務日期及經確認收益呈列的貿易應收款項(扣除呆賬撥備)的賬齡分析：

		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
0 to 30 days	0至30天	69,213	37,697
31 to 60 days	31至60天	430	441
Over 60 days	60天以上	232	—
		69,875	38,138

本集團的貿易應收款項結餘中，包含於報告日期已逾期而本集團並無作出減值撥備的應收賬款，面值總額為人民幣232,000元(二零一五年十二月三十一日：零)。董事認為，根據本集團內部評核，於報告日期完結時的所有貿易應收款項很可能可予收回。

於二零一六年十二月三十一日，逾期但未減值的貿易應收款項的賬齡為60天以上。

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17. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Prepayments for mobile top-up credit	手機話費充值金額預付款項	45,614	106,595
Deferred listing cost attributable to issue of shares	發行股份應佔遞延上市成本	—	10,402
Deposits	保證金	1,478	—
Temporary advances to staff	向僱員臨時墊款	156	83
Others	其他	250	558
		47,498	117,638

18. AMOUNTS DUE FROM RELATED COMPANIES

The related companies were under the common control of the directors of the Company.

For amounts due from related companies, the amounts were non-trade in nature. The amounts due from related companies were subsequently settled in January 2016. The amounts were unsecured, interest-free and repayable on demand. Details of the amounts due from related companies were shown below.

Amounts due from related companies

		2016	2015
		二零一六年	二零一五年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Shenzhou Tongfu	神州通付	—	66,793
Shenzhen Shenzhou Tongxing Technology Company Limited ("Shenzhou Tongxing")	深圳市神州通行科技有限公司 (「神州通行」)	—	20,000
		—	86,793

17. 預付款項、按金及其他應收款項

18. 應收關聯公司款項

關聯公司受本公司董事共同控制。

就應收關聯公司款項而言，有關款項具有非貿易性質。應收關聯公司款項其後於二零一六年一月結付。有關款項為無抵押、免息及須按要求償還。應收關聯公司款項的詳情載於下文。

應收關聯公司款項

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18. AMOUNTS DUE FROM RELATED COMPANIES (continued)

Amounts due from related companies (continued)

Maximum amount outstanding during the years of amounts due from related companies disclosed pursuant to the Hong Kong Companies Ordinance (Cap. 622G) 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
Shenzhou Tongfu	神州通付	66,793	118,730
Shenzhou Tongxing	神州通行	20,000	73,999

19. RESTRICTED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

Restricted bank deposits represented the fixed rate deposits in a bank to secure a banking facility, which carried interest at fixed rates ranged from 2.00% to 3.00% per annum as at 31 December 2015.

The Group's cash and cash equivalents carry interests at prevailing market rates which range from 0.01% to 0.30% per annum as at 31 December 2016 and 2015.

Bank balances that are denominated in currencies other than the functional currency of the relevant group entity are set out below:

		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
HK\$	港元	47,866	—
US\$	美元	1,662	—

18. 應收關聯公司款項(續)

應收關聯公司款項(續)

根據香港公司條例(第622G章)所披露應收關聯公司年內未結清的款項最高款項載列如下:

19. 受限制銀行存款以及現金及現金等價物

受限制銀行存款指於一家銀行中作為銀行融資抵押的固定利率存款，於二零一五年十二月三十一日按介於每年2.00%至3.00%的固定利率計息。

於二零一六年及二零一五年十二月三十一日，本集團的現金及現金等價物按介於每年0.01%至0.30%的現行市場利率計息。

以有關集團實體功能貨幣以外的貨幣計值的銀行結餘載列如下:

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20. TRADE PAYABLES

Amounts due to third parties	應付第三方款項	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
		36,911	55,055

The Group is normally granted credit terms about 90 days. The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe.

The following is an aged analysis of trade payables presented based on the invoice date at the end of respective reporting periods:

		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 to 90 days	0至90天	10,513	16,096
91 to 180 days	91至180天	3,748	9,342
181 to 360 days	181至360天	22,650	29,617
		36,911	55,055

20. 貿易應付款項

本集團通常獲授約90天的信用期。本集團制訂財務風險管理政策，以確保所有應付款項不會超出信用期限。

以下為於各報告期末根據發票日期呈列的貿易應付款項的賬齡分析：

21. OTHER PAYABLES

		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
Receipts in advance	預收款項	43,797	45,985
Accrued salaries	應計薪金	2,396	3,183
Other taxes payables	其他應付稅項	5,404	726
Payable for listing expenses	應付上市開支	—	12,940
Payable for audit fee	應付審計費用	901	1,324
Others	其他	625	760
		53,123	64,918

21. 其他應付款項

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22. BANK BORROWINGS

22. 銀行借款

		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
Secured (note)	有抵押(附註)	—	19,815
Unsecured	無抵押	80,000	325,000
Repayable on demand or within one year and shown under current liabilities	按要求或於一年內償還及於流動負債內列示	80,000	344,815

Note: The bank borrowings were secured by restricted bank deposits. Details are set out in note 19.

附註：銀行借款由受限制銀行存款作抵押。詳情載於附註19。

Other than the secured bank borrowing amounting to Nil (2015: RMB19,815,000) which was denominated in HK\$, the Group's unsecured bank borrowings were denominated in RMB. All the Group's bank borrowings carried interest rates ranging as below:

除以港元計值的有抵押銀行借款零(二零一五年：人民幣19,815,000元)外，本集團的銀行借款以人民幣計值。本集團的所有銀行借款利率範圍如下：

		2016 二零一六年	2015 二零一五年
Floating rate bank borrowings	浮動利率銀行借款	4.35% to 4.79% 4.35%至4.79%	1.64% to 7.00% 1.64%至7.00%

The interest rates of the Group's bank borrowings in the PRC are based on benchmark interest rate of the People's Bank of China. The Group's bank borrowings were denominated in HK\$ and carried variable interest rates at Hong Kong Interbank Offered Rate plus 1.30% to 1.60% in 2015.

本集團於中國的銀行借款的利率按中國人民銀行基準利率釐定。於二零一五年，本集團的銀行借款以港元計值並按香港銀行同業拆息加1.30%至1.60%的浮動利率計息。

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23. GOVERNMENT GRANTS

		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
Government grants related to assets	與資產有關的政府補助	895	2,419
			RMB'000 人民幣千元
At 1 January 2015	於二零一五年一月一日		3,983
Credit to profit or loss	計入損益		(1,564)
At 31 December 2015	於二零一五年十二月三十一日		2,419
Credit to profit or loss	計入損益		(1,524)
At 31 December 2016	於二零一六年十二月三十一日		895

In 2012, the Group received government subsidies of RMB3,000,000 in relation to technology development project. The amount was recognised in profit or loss in the year when the expenses incurred for the project.

In 2013, the Group received government subsidies of RMB5,000,000 in relation to investment in operation equipment. The amount was recognised in profit or loss over the useful lives of the relevant assets.

二零一二年，本集團就技術開發項目收取政府補助人民幣3,000,000元。該款項於該項目產生開支的年度於損益內確認。

二零一三年，本集團就投資營運設備收取政府補助人民幣5,000,000元。該款項於相關資產的可使用年期於損益內確認。

24. DEFERRED TAXATION

The following is the analysis of the deferred tax balances for financial reporting purposes:

		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	(5,568)	(5,568)
Deferred tax liabilities	遞延稅項負債	9,280	9,280
		3,712	3,712

23. 政府補助

24. 遞延稅項

以下為用作財務報告目的之遞延稅項結餘分析：

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24. DEFERRED TAXATION (continued)

The following are the deferred tax liabilities (assets) recognised and movements thereon during the current and prior years:

		Deductible management fee expenses of Shenzhen NNK 深圳年 年卡的 管理費 RMB'000 人民幣千元	Taxable management fee income of Daily Charge SZ 天天充 深圳的 稅管理 RMB'000 人民幣千元	Total RMB'000 人民幣千元
At 1 January 2015	於二零一五年一月一日	—	—	—
(Credit) charge to profit or loss	(計入)扣除自損益	(5,568)	9,280	3,712
At 31 December 2015 and 31 December 2016	於二零一五年十二月三十一日 及二零一六年十二月三十一日	(5,568)	9,280	3,712

Under the PRC EIT Law, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. As at 31 December 2016, the aggregate amount of taxable temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised amounted to RMB166,315,000 (31 December 2015: RMB124,794,000). No deferred tax liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary difference and it is probable that such differences will not be reversed in the foreseeable future.

24. 遞延稅項(續)

以下為於當前及過往年度所確認的遞延稅項負債(資產)及其變動:

		Deductible management fee expenses of Shenzhen NNK 深圳年 年卡的 管理費 RMB'000 人民幣千元	Taxable management fee income of Daily Charge SZ 天天充 深圳的 稅管理 RMB'000 人民幣千元	Total RMB'000 人民幣千元
At 1 January 2015	於二零一五年一月一日	—	—	—
(Credit) charge to profit or loss	(計入)扣除自損益	(5,568)	9,280	3,712
At 31 December 2015 and 31 December 2016	於二零一五年十二月三十一日 及二零一六年十二月三十一日	(5,568)	9,280	3,712

根據中國企業所得稅法，自二零零八年一月一日起，就中國附屬公司所賺取溢利宣派的股息將徵收預扣稅。於二零一六年十二月三十一日，與附屬公司未分派盈利相關的應課稅暫時差額總額(並無就其確認遞延稅項負債)為人民幣166,315,000元(二零一五年十二月三十一日：人民幣124,794,000元)。由於本集團能控制撥回暫時性差額的時間，且該等差額可能不會於可遇見未來撥回，故並無就該等差額確認遞延稅項負債。

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25. SHARE CAPITAL

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Company Law of the Cayman Islands on 18 June 2014 with 50,000 authorised shares of US\$1 each.

On 17 April 2015, the authorised and issued share capital of the Company was divided from 50,000 shares at par value of US\$1.00 each to 5,000,000 shares at par value of US\$0.01 each (“**Sub-division**”).

Following the Sub-division, the authorised share capital of the Company was increased from US\$50,000 at par value of US\$0.01 each to US\$20,000,000 at par value of US\$0.01 each.

Pursuant to written resolutions of the Company's shareholders passed on 14 December 2015, conditional upon the crediting of the share premium account of the Company as a result of the issue of shares pursuant to the global offering set out in the section headed “Share Capital” in the Prospectus, the directors of the Company had authorised to allot and issue a total of 295,000,000 shares, by way of capitalisation of the sum of approximately US\$2,950,000 (equivalent to approximately RMB19,365,000) standing to the credit of the share premium account of the Company, credited as fully paid at par to the shareholders as appearing on the register of members of the Company (“**Capitalisation Issue**”). The Capitalisation Issue was completed on 7 January 2016.

25. 股本

本公司於二零一四年六月十八日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司，擁有 50,000 股每股面值 1 美元的法定股份。

於二零一五年四月十七日，本公司的法定及已發行股本由 50,000 股每股面值 1.00 美元的股份拆細為 5,000,000 股每股面值 0.01 美元的股份（「**拆細**」）。

於拆細後，本公司的法定股本由 50,000 美元（每股面值 0.01 美元）增加至 20,000,000 美元（每股面值 0.01 美元）。

根據本公司股東於二零一五年十二月十四日通過的書面決議案，待本公司股份溢價賬根據招股章程「股本」一節所載全球發售發行股份取得進賬後，本公司董事獲授權將本公司股份溢價賬進賬金額約 2,950,000 美元（相等於約人民幣 19,365,000 元）以撥充資本的方式向名列本公司股東名冊的股東配發及發行合共 295,000,000 股入賬列為按面值繳足的股份（「**資本化發行**」）。資本化發行已於二零一六年一月七日完成。

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25. SHARE CAPITAL (continued)

On 7 January 2016, 100,000,000 ordinary shares of US\$0.01 each of the Company were issued at a price of HK\$1 by global offering. On the same date, the Company's shares were listed on the Main Board of the Stock Exchange. The proceeds of RMB6,565,000 (equivalent to approximately US\$1,000,000) representing the par value of the shares of the Company, were credited to the Company's share capital. The remaining proceeds of RMB77,462,000 (equivalent to approximately US\$11,800,000), before issuing expenses, were credited to share premium account.

On 26 January 2016, 15,000,000 ordinary shares of US\$0.01 each of the Company were issued at a price of HK\$1 by pursuant to the exercise of over-allotment option. The proceeds of RMB983,000 (equivalent to approximately US\$150,000) representing the par value of the shares of the Company, were credited to the Company's share capital. The remaining proceeds of approximately RMB12,451,000 (equivalent to approximately US\$1,900,000), before issuing expenses, were credited to share premium account.

Details of movements of authorised and issued capital of the Company are as follow:

		Number of authorised shares 法定 股份數目	Number of issued shares 已發行 股份數目	Issued and fully paid share capital 已發行及繳足股本	
				US\$ 美元	RMB'000 人民幣千元
As at 1 January 2015	於二零一五年一月一日	50,000	50,000	50,000	308
Sub-division	拆細	4,950,000	4,950,000	—	—
Increase in authorised share capital	法定股本增加	1,995,000,000	—	—	—
As at 31 December 2015	於二零一五年十二月三十一日	2,000,000,000	5,000,000	50,000	308
Issue of new shares by Capitalisation Issue	以資本化發行方式發行新股	—	295,000,000	2,950,000	19,365
Issue of new shares by ways of global offering	以全球發售方式發行新股	—	100,000,000	1,000,000	6,565
Issue of new shares by exercise of over-allotment option	以行使超額配股權方式 發行新股	—	15,000,000	150,000	983
As at 31 December 2016	於二零一六年十二月三十一日	2,000,000,000	415,000,000	4,150,000	27,221

25. 股本(續)

於二零一六年一月七日，本公司100,000,000股每股面值0.01美元的普通股根據全球發售按價格1港元發行。同日，本公司股份於聯交所主板上市。所得款項人民幣6,565,000元(相等於約1,000,000美元，即本公司股份的面值)於本公司股本入賬。餘下所得款項人民幣77,462,000元(相等於約11,800,000美元，未計發行開支)於股份溢價賬入賬。

於二零一六年一月二十六日，本公司15,000,000股每股面值0.01美元的普通股因超額配股權獲行使按價格1港元發行。所得款項人民幣983,000元(相等於約150,000美元，即本公司股份的面值)於本公司股本入賬。餘下所得款項約人民幣12,451,000元(相等於約1,900,000美元，未計發行開支)於股份溢價賬入賬。

有關本公司法定及已發行股本的變動詳情載列如下：

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26. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged throughout the year.

The capital structure of the Group consists of debt, which includes bank borrowings, net of cash and cash equivalents, and equity attributable to owner of the Company, comprising share/paid-in capital, retained earnings and other reserves.

The management of the Group reviews the capital structure from time to time. The Group considers the cost of capital and the risks associated with each class of capital and will balance its overall capital structure through the payment of dividends, the issue of new shares, new debts or the redemption of existing debts.

27. FINANCIAL INSTRUMENTS

a. Categories of financial instruments

		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
Financial assets	金融資產		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等價物)	196,478	202,540
Financial liabilities	金融負債		
Amortised cost	攤銷成本	120,833	418,077

b. Financial risk management objectives and policies

The Group's major financial instruments include trade receivables, other receivables, amounts due from related companies, restricted bank deposits, cash and cash equivalents, trade payables, other payables and bank borrowings. Details of the financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risks (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

26. 資本風險管理

本集團管理其資金以確保本集團實體能夠以持續經營方式營運，同時亦透過達致債務與權益之間最佳的平衡而為擁有人爭取最大回報。本集團的整體策略於全年維持不變。

本集團的資本架構由債務組成，包括銀行借款及扣除現金及現金等價物及本公司擁有人應佔權益(包括股本／實繳資本、保留盈利及其他儲備)。

本集團管理層不時檢討資本結構。本集團考慮資金成本以及各類資金附帶的風險，並將透過派付股息、發行新股份、新債務或贖回現有債務而平衡其整體資本結構。

27. 金融工具

a. 金融工具類別

	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
Financial assets		
Loans and receivables (including cash and cash equivalents)	196,478	202,540
Financial liabilities		
Amortised cost	120,833	418,077

b. 財務風險管理目標及政策

本集團的主要金融工具包括貿易應收款項、其他應收款項、應收關聯公司款項、受限制銀行存款、現金及現金等價物、貿易應付款項、其他應付款項及銀行借款。該等金融工具的詳情於相關附註中披露。與該等金融工具有關的風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。如何減低該等風險的政策載於下文。管理層管理及監察該等風險，以確保及時與有效地採取適當措施。

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27. FINANCIAL INSTRUMENTS (continued)

b. Financial risk management objectives and policies (continued)

Market risk

Currency risk

The Group's exposure to foreign currency risk related primarily to certain bank balances and bank borrowings that are denominated in HK\$ and US\$. The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary asset and liability at the end of each reporting period are as follows:

As at 31 December

		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
Monetary asset	貨幣資產		
HK\$	港元	47,866	—
US\$	美元	1,662	—
Monetary liability	貨幣負債		
HK\$	港元	—	19,815

27. 金融工具(續)

b. 財務風險管理目標及政策(續)

市場風險

貨幣風險

本集團面臨主要與以港元及美元計值的若干銀行結餘及銀行借款有關的外幣風險。本集團現時並無任何外幣對沖政策。然而，管理層監控外匯風險並將考慮對沖重大外幣風險(倘必要)。

本集團於各報告期末以外幣計值的貨幣資產及負債的賬面值如下：

於十二月三十一日

	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
Monetary asset		
HK\$	47,866	—
US\$	1,662	—
Monetary liability		
HK\$	—	19,815

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27. FINANCIAL INSTRUMENTS (continued)

b. Financial risk management objectives and policies (continued)

Market risk (continued)

Currency risk (continued)

Sensitivity analysis

The Group exposes foreign currency risk on fluctuation of HK\$ and US\$ during the year ended 31 December 2016 and 2015. The following table details the Group's sensitivity to a 5% (2015: 5%) increase and decrease in RMB against HK\$ or US\$. 5% (2015: 5%) is the sensitivity rate used which represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% (2015: 5%) change in foreign currency rates. A positive (negative) number below indicates increase (decrease) in post-tax profit where RMB weakened 5% (2015: 5%) against HK\$ or US\$. For a 5% (2015: 5%) strengthening of RMB against HK\$ or US\$, there would be an equal and opposite impact in the profit or loss.

		As at 31 December, 於十二月三十一日	
		2016 二零一六年	2015 二零一五年
		RMB'000 人民幣千元	RMB'000 人民幣千元
HK\$	港元	1,988	(827)
US\$	美元	69	—

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

27. 金融工具(續)

b. 財務風險管理目標及政策(續)

市場風險(續)

貨幣風險(續)

敏感度分析

截至二零一六年及二零一五年十二月三十一日止年度，本集團面臨港元及美元波動的外幣風險。下表詳述本集團對人民幣兌港元或美元升值及貶值5%(二零一五年：5%)的敏感度。所用的5%(二零一五年：5%)敏感率指管理層對外匯匯率的可能合理變動的評估。敏感度分析僅包括以外幣計值的未償還貨幣項目，並於年末就外幣匯率的5%(二零一五年：5%)變動調整其換算。下列正數(負數)反映倘人民幣兌港元或美元貶值5%(二零一五年：5%)的除稅後溢利增加(減少)。就人民幣兌港元或美元升值5%(二零一五年：5%)而言，將對損益具有同等及相反影響。

管理層認為，敏感度分析不能代表內在外匯風險，因為年末風險無法反映年內風險。

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27. FINANCIAL INSTRUMENTS (continued)

b. Financial risk management objectives and policies (continued)

Market risk (continued)

Interest rate risk

The Group was exposed to fair value interest rate risk which arose from fixed-rate restricted bank deposit.

The Group is also exposed to cash flow interest rate risk which arises from bank borrowings and cash and cash equivalents which carry interests at prevailing market rates.

The Group has not used any interest rate swaps in order to mitigate its exposure associated with transactions relating to cash flows interest rate risk. However, the management of Group monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise. The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for cash and cash equivalents and bank borrowings at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of reporting period was outstanding for the whole year. A 10 basis point increase or decrease in interest rate on cash and cash equivalents and a 50 basis point increase or decrease in interest rate on floating rate bank borrowings are used which represent management's assessment of the reasonably possible changes in interest rates.

If interest rates had been 10 basis points higher/lower for cash and cash equivalents and 50 basis points higher/lower for bank borrowings, with all other variables held constant, the Group's post-tax profit for the years ended 31 December 2016 and 2015 would decrease/increase by approximately RMB234,000 and RMB1,423,000 respectively.

27. 金融工具(續)

b. 財務風險管理目標及政策(續)

市場風險(續)

利率風險

本集團面對固定利率受限制銀行存款引起的公平值利率風險。

本集團亦面對因按現行市場利率計息的銀行借款以及現金及現金等價物引起的現金流量利率風險。

本集團並無採用任何利率掉期降低在涉及現金流量利率風險的交易中所面臨的風險。然而，本集團管理層監察利率風險，並將考慮於有需要時對沖重大利率風險。本集團在金融負債利率方面所面臨的風險乃於本附註流動資金風險管理一節詳述。

敏感度分析

以下敏感度分析乃根據於報告期末的現金及現金等價物以及銀行借款的利率風險釐定。編製該分析時乃假設於報告期末未償還的金融工具於整個年度均未償還。所採用現金及現金等價物增加或減少10個基點以及浮息銀行借款增加或減少50個基點的波動幅度表示管理層對利率在合理情況下可能出現的變動的評估。

倘現金及現金等價物的利率上升/下降10個基點及銀行借款的利率上升/下降50個基點，所有其他變量保持不變，則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的稅後溢利將會分別減少/增加約人民幣234,000元及人民幣1,423,000元。

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27. FINANCIAL INSTRUMENTS (continued)

b. Financial risk management objectives and policies (continued)

Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The credit risk on liquid funds are limited because the counterparties are banks with high credit ratings and stated-owned banks with good reputation.

In the opinion of directors, the Group has no significant credit risk with any banks as the Group maintains long-term and stable business relationships with those banks. For other receivables, the Group performs an ongoing individual credit evaluation of their counterparties' financial conditions, and the management is of the opinion that the outstanding debts are recoverable. Regarding balances with related companies, the Group assesses the recoverability by reviewing their financial position and results periodically and the management considers the credit risk to be insignificant.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents as well as undrawn banking facilities deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings to ensure compliance with loan covenants.

27. 金融工具(續)

b. 財務風險管理目標及政策(續)

信貸風險

信貸風險指對手方未能履行其合約責任而對本集團造成財務損失的風險。因對手方為具有高信貸評級的銀行及具有良好聲譽的國有銀行，故流動資金的信貸風險有限。

董事認為，本集團與任何銀行並無任何重大信貸風險，原因是本集團與該等銀行維持著長期穩定的業務關係。就其他應收款項而言，本集團持續就其對手方的財務狀況個別進行信貸評估，而管理層認為未償還債務可予收回。就關聯公司結餘而言，本集團通過定期審核其財務狀況及業績來評估可收回情況，而管理層認為信貸風險並不重大。

流動資金風險

於管理流動資金風險時，本集團監察並維持管理層認為足以應付本集團的運作及減低現金流量波動帶來的影響的現金及現金等價物以及未提取銀行融資水平。管理層監察銀行借款的使用情況以確保遵守貸款契諾。

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27. FINANCIAL INSTRUMENTS (continued)

b. Financial risk management objectives and policies (continued)

Liquidity risk (continued)

The following tables detail the Group's remaining contractual maturities for its financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

27. 金融工具(續)

b. 財務風險管理目標及政策(續)

流動資金風險(續)

下述列表詳列本集團金融負債的剩餘合約到期期限。該等列表是基於金融負債的未貼現現金流量及基於本集團可被要求付款的最早日期編製。列表包括利息及本金的現金流量。倘利息流為浮動利率，未貼現金額乃自報告期末的利率得出。

		Repayable				Total	Carrying amount
		Weighted average effective interest rate	on demand or within 3 months	3-6 months	6 months to 1 year		
		%	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
As at 31 December 2016	於二零一六年十二月三十一日						
Trade payables	貿易應付款項	—	36,911	—	—	36,911	36,911
Other payables	其他應付款項	—	3,922	—	—	3,922	3,922
Bank borrowings	銀行借款	4.57	30,000	—	51,714	81,714	80,000
			70,833	—	51,714	122,547	120,833
As at 31 December 2015	於二零一五年十二月三十一日						
Trade payables	貿易應付款項	—	55,055	—	—	55,055	55,055
Other payables	其他應付款項	—	18,207	—	—	18,207	18,207
Bank borrowings	銀行借款	5.45	263,540	87,125	—	350,665	344,815
			336,802	87,125	—	423,927	418,077

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27. FINANCIAL INSTRUMENTS (continued)

b. Financial risk management objectives and policies (continued)

Liquidity risk (continued)

As at 31 December 2015, the Group's bank borrowings amounting to RMB19,815,000 contained a repayment on demand clause and were included in the "repayable on demand or within 3 months" period band in the above maturity analysis. Taking into account the Group's financial position, the management of the Group did not believe that it was probable that the banks would exercise their discretionary rights to demand immediate repayment. The management of the Group believes that such bank borrowings were repaid in accordance with the scheduled repayment dates set out in the loan agreement. However, in accordance with Hong Kong Interpretation 5 Presentation of Financial Statements Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause, all such bank borrowings have been classified as current liabilities. As at 31 December 2015, the aggregate principal and interest cash outflows of the Group's bank borrowings with a repayment on demand clause according to the scheduled repayment dates set out in the loan agreements were RMB19,884,000. Such bank borrowings were repaid within 1 year in accordance with the scheduled repayment dates set out in the loan agreements. Such bank borrowings were repaid in April 2016.

c. Fair value of financial instruments

The fair value of financial assets and financial liabilities at amortised cost is determined in accordance with generally accepted pricing model based on discounted cash flow analysis.

The directors of the Company consider the carrying amounts of financial assets and financial liabilities recorded at amortised cost in consolidated financial statements approximate their fair value.

27. 金融工具(續)

b. 財務風險管理目標及政策(續)

流動資金風險(續)

於二零一五年十二月三十一日，本集團人民幣19,815,000元的銀行借款具有須按要求償還條款，並計入上述到期狀況分析的「須按要求或於3個月內償還」期限範圍內。經計及本集團的財務狀況，本集團管理層認為，銀行不大可能行使其酌情權要求即時償還。本集團管理層相信，該等銀行借款將依照貸款協議所載計劃償還日期償還。然而，根據香港詮釋第5號財務報表的呈列—借款人對包括按要求償還條款的定期貸款的分類，所有該等銀行借款已分類為流動負債。於二零一五年十二月三十一日，本集團具有須按要求償還條款的銀行借款依照貸款協議所載計劃償還日期的本金及利息現金流出總額為人民幣19,884,000元。該等銀行借款將根據貸款協議所載的計劃償還日期於1年內償還。有關銀行借款於二零一六年四月償還。

c. 金融工具的公平值

按攤銷成本計量的金融資產及金融負債的公平值根據貼現現金流量分析使用公認定價模型釐定。

本公司董事認為，以攤銷成本列於綜合財務報表的金融資產及金融負債的賬面值與其公平值相若。

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28. OPERATING LEASE COMMITMENTS

The Group as lessee

The Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follow:

		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	380	1,001
In the second to fifth years inclusive	第二年至第五年(首尾兩年包括在內)	190	279
		570	1,280

Operating lease payments represent rental fee payable by the Group for office premises. Lease of rental premises are negotiated with fixed lease terms from 1 to 2 years (2015: 1 to 3 years).

29. RELATED PARTY TRANSACTIONS

(a) Significant related party transactions

All related companies were under the common control of certain directors of the Company and the Shareholders.

Save as disclosed elsewhere in the consolidated financial statements, the Group entered into the following significant transaction with a related party during the year:

		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
Service fee paid to Shenzhou Tongfu	支付神州通付的服務費	132	334

28. 經營租賃承擔

本集團作為承租人

本集團根據不可撤銷經營租賃承諾作出於下列期間到期支付的未來最低租金：

		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
Within one year	一年內	380	1,001
In the second to fifth years inclusive	第二年至第五年(首尾兩年包括在內)	190	279
		570	1,280

經營租賃款項指本集團就辦公物業應付的租金。租賃物業的租約按1至2年(二零一五年：1至3年)的固定租期磋商。

29. 關聯方交易

(a) 重大關聯方交易

所有關聯公司均由本公司若干董事及股東共同控制。

除綜合財務報表其他部分所披露者外，本集團於年內與一名關聯方訂立以下重大交易：

		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
Service fee paid to Shenzhou Tongfu	支付神州通付的服務費	132	334

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29. RELATED PARTY TRANSACTIONS (continued)

(b) Compensation of key management personnel

The remuneration of key management personnel which represents the directors of the Company and key executives of the Group during the year were 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
Salaries and other short term benefits	薪金及其他短期福利	4,415	4,464
Retirement benefit schemes contributions	退休福利計劃供款	283	254
		4,698	4,718

The remuneration of directors and key executives is determined having regard to the performance of individuals and market trends.

(c) Guarantee

As at 31 December 2016, the Group's bank borrowings facilities were guaranteed by Shenzhen Sinomaster Investment Group Co., Ltd. ("Shenzhen Sinomaster"), Shenzhen Quanqiuxing Investment Management Company Limited, Huang Junmou, Yang Hua, and Li Xiangcheng who were Shareholders of the Company, to the extent of RMB380,000,000, of which RMB80,000,000 was utilised. And as at 31 December 2015, the Group's unsecured bank borrowings facilities were guaranteed by Shenzhou Tongfu, Shenzhen Sinomaster, Shenzhen Quanqiuxing Investment Management Company Limited, Huang Junmou, Yang Hua, Li Xiangcheng and Huang Shaowu who were the Shareholders of the Company, to the extent of RMB395,000,000, of which RMB325,000,000 was utilised.

29. 關聯方交易(續)

(b) 主要管理人員的酬金

年內，主要管理人員(指本公司董事及本集團主要行政人員)的酬金如下：

		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
Salaries and other short term benefits	薪金及其他短期福利	4,415	4,464
Retirement benefit schemes contributions	退休福利計劃供款	283	254
		4,698	4,718

董事及主要行政人員的酬金乃參考個人表現及市場趨勢釐定。

(c) 擔保

於二零一六年十二月三十一日，本集團的銀行借款融資由深圳市神州通投資集團有限公司(「深圳神州通」)、Shenzhen Quanqiuxing Investment Management Company Limited、黃俊謀、楊華及李享成(均為本公司股東)擔保，惟以人民幣380,000,000元為限，其中人民幣80,000,000元獲動用。於二零一五年十二月三十一日，本集團的無抵押銀行借款融資由神州通付、深圳神州通、Shenzhen Quanqiuxing Investment Management Company Limited、黃俊謀、楊華、李享成及黃紹武(均為本公司股東)擔保，惟以人民幣395,000,000元為限，其中人民幣325,000,000元獲動用。

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30. SHARE OPTION SCHEME

On 14 December 2015, the Company conditionally adopted a share option scheme pursuant to a resolution passed by its then shareholders on 14 December 2015, for the primary purpose of providing incentives or rewards to eligible employees, non-executive directors of the Company and other selected participants.

The principal terms of which are summarised in the section headed “Statutory and General Information – F. Share Option Scheme” in Appendix IV to the Prospectus. As at 31 December 2016 and 31 December 2015, no share option was granted.

30. 購股權計劃

於二零一五年十二月十四日，根據本公司當時股東於二零一五年十二月十四日通過的決議案，本公司有條件採納一項購股權計劃，主要目的為向本公司合資格僱員、非執行董事及其他選定參與者提供激勵或獎勵。

購股權計劃的主要條款概述於招股章程附錄四「法定及一般資料—F.購股權計劃」一節。於二零一六年十二月三十一日及二零一五年十二月三十一日並無授出購股權。

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31. PARTICULARS OF SUBSIDIARIES

Particulars of the subsidiaries of the Company as at 31 December 2016 and 2015 were as follows:

Name of subsidiary 附屬公司名稱	Date and place of incorporation/ establishment and operation 註冊成立/ 成立及經營日期及地點 (Note) (附註)	Issued and fully paid share/ capital/ registered capital 已發行及已繳足 股本/註冊資本	Attributable equity interests to the Group As at 31 December 本集團應佔股權 於十二月三十一日		Principal activities 主要業務
			2015 二零一五年	2016 二零一六年	
Phone Charge Technology Limited*	19 June 2014 British Virgin Islands	HK\$50,000	100%	100%	Investment holding
Phone Charge Technology Limited*	二零一四年六月十九日 英屬處女群島	50,000 港元			投資控股
Daily Charge HK Company Limited®	7 July 2014 Hong Kong	HK\$50,000	100%	100%	Investment holding
天天充科技(香港)有限公司®	二零一四年七月七日 香港	50,000 港元			投資控股
Daily Charge SZ®	30 January 2015 PRC	RMB1,000,000	100%	100%	Investment holding
天天充深圳®	二零一五年一月三十日 中國	人民幣 1,000,000 元			投資控股
Shenzhen NNK®	13 June 2006 PRC	RMB20,680,000	100%	100%	Mobile top-up services
深圳年年卡®	二零零六年六月十三日 中國	人民幣 20,680,000 元			手機話費充值服務
深圳前海年年卡網路科技有限公司®	25 June 2016 PRC	RMB5,000,000	N/A	100%	Dormant
深圳前海年年卡網路科技有限公司®	二零一六年六月二十五日 中國	人民幣 5,000,000 元	不適用		不活動
霍爾果斯順充網路科技有限公司®	31 August 2016 PRC	RMB5,000,000	N/A	100%	Dormant
霍爾果斯順充網路科技有限公司®	二零一六年八月三十一日 中國	人民幣 5,000,000 元	不適用		不活動

Note: Incorporated/established as limited liability company.

* The equity interest of the subsidiary is directly held by the Company.

® The equity interests of the subsidiaries are indirectly held by the Company.

None of the subsidiaries had any debt securities outstanding at the end of the each reporting period or at any time during the year.

31. 附屬公司詳情

本公司於二零一六年及二零一五年十二月三十一日的附屬公司詳情如下：

附註：註冊成立/成立為有限公司。

* 該附屬公司的股權由本公司直接持有。

® 該等附屬公司的股權由本公司間接持有。

於各報告期末或本年度任何時候，概無附屬公司擁有任何發行在外的債務證券。

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32. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

32. 本公司財務狀況及儲備表

		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
Non-current asset	非流動資產		
Investment in a subsidiary	投資一家附屬公司	40	40
Current assets	流動資產		
Amounts due from a subsidiary	應收一家附屬公司款項	2,293	325
Deferred listing cost attributable to issue of shares	發行股份應佔遞延上市成本	—	10,402
Cash and cash equivalents	現金及現金等價物	48,577	2
		50,870	10,729
Current liabilities	流動負債		
Other payables	其他應付款項	542	14,829
Amounts due to a subsidiary	應付一家附屬公司款項	—	22,957
		542	37,786
Net current assets (liabilities)	流動資產(負債)淨值	50,238	(27,057)
Total assets less current liabilities and net assets (liabilities)	總資產減流動負債及資產(負債)淨值	50,278	(27,017)
Capital and reserves	資本及儲備		
Share capital	股本	27,221	308
Reserves	儲備	23,057	(27,325)
Total equity (deficit) attributable to owners of the Company	本公司擁有人應佔股權(虧損)總額	50,278	(27,017)

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32. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (continued)

Movement in the Company's reserves

32. 本公司財務狀況及儲備表(續)

本公司儲備變動

		Share premium 股份溢價 RMB'000 人民幣千元	Accumulated losses 累計虧損 RMB'000 人民幣千元	Total equity 權益總額 RMB'000 人民幣千元
At 1 January 2015	於二零一五年一月一日	—	(19)	(19)
Loss for the year	年內虧損	—	(27,306)	(27,306)
At 31 December 2015	於二零一五年十二月三十一日	—	(27,325)	(27,325)
Profit for the year	年內溢利	—	2,385	2,385
Issue of new shares by the Company upon Capitalisation Issue (note 25)	本公司因資本化發行發行 新股份(附註25)	(19,365)	—	(19,365)
Issue of new shares by the Company upon global offering	本公司因全球發售發行新股份	77,462	—	77,462
Issue of new shares by the Company upon exercise of over-allotment option	本公司因超額配股權獲行使 發行新股份	12,451	—	12,451
Share issue expenses	股份發行開支	(22,551)	—	(22,551)
At 31 December 2016	於二零一六年十二月三十一日	47,997	(24,940)	23,057



年年卡集團有限公司
NNK Group Limited