



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

2022
中期報告
INTERIM REPORT

BOARD OF DIRECTORS

Executive Director

Mr. HUANG Junmou (*Chairman*)

Non-executive Directors

Mr. Fan Weiguo

Mr. YU Zida

Independent Non-executive Directors

Mr. LIN Zhangxi

Mr. QIAN Haomin

Ms. ZHAO Jinlin

JOINT COMPANY SECRETARIES

Mr. HUNG Hing Hung

Ms. WONG Wai Ling

AUTHORISED 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

NOMINATION COMMITTEE

Mr. HUANG Junmou (*Chairman*)

Ms. ZHAO Jinlin

Mr. QIAN Haomin

董事會

執行董事

黃俊謀先生 (*主席*)

非執行董事

范衛國先生

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

洪慶虹先生

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

提名委員會

黃俊謀先生 (*主席*)

趙晉琳女士

錢昊旻先生

Corporate Information

公司資料

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 PEOPLE'S REPUBLIC OF CHINA (THE "PRC")

13/F, Building C2
Nanshan iPark
No. 1001, Xueyuan Boulevard
Nanshan District, Shenzhen, PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

40th Floor, Dah Sing Financial Centre
No. 248 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

LEGAL ADVISORS

As to Hong Kong law:

MinterEllison LLP
Level 32 Wu Chung House
213 Queen's Road East
Hong Kong

開曼群島註冊辦事處

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

總部及中華人民共和國(「中國」)主要營業地點

中國深圳市南山區
學苑大道1001號
南山智園
C2棟13樓

香港主要營業地點

香港灣仔
皇后大道東248號
大新金融中心40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

法律顧問

香港法律：

銘德有限法律責任合夥律師事務所
香港
皇后大道東213號
胡忠大廈32樓

As to Cayman Islands law:

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

AUDITOR

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors
35/F, One Pacific Place
88 Queensway
Hong Kong

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 Wanxiang Sub-branch,
Bank of China Limited
No. 10-16, 1st Floor, Dingfeng Building
No. 1036 Baoan Road South
Luohu District, Shenzhen, PRC

Shenzhen Baozhong Sub-branch,
China Everbright Bank Co., Limited
No. A98-A106, 1st Floor, Hongfa Lingyu Block 4
No. 1004 Chuangye Yi Road
Baoan District, Shenzhen, PRC

STOCK CODE

3773

COMPANY'S WEBSITE

www.nnk.com.hk

開曼群島法律：

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中環中心53樓

核數師

德勤•關黃陳方會計師行
註冊公眾利益實體核數師
香港
金鐘道88號
太古廣場一座35樓

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
中國深圳市福田區
車公廟泰然工業區
第三小區304棟首層

中國銀行股份有限公司
深圳市萬象支行
中國深圳市羅湖區
寶安南路1036號
鼎豐大廈首層10-16號

中國光大銀行股份有限公司
深圳市寶中支行
中國深圳市寶安區
創業一路1004號
宏發領域四棟首層A98-A106號

股份代號

3773

公司網站

www.nnk.com.hk

Management Discussion and Analysis

管理層討論及分析

The board (the “Board”) of directors (the “Directors”) of NNK Group Limited (the “Company”) hereby presents the unaudited consolidated interim results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 June 2022, together with the comparative figures for the corresponding period in 2021.

BUSINESS REVIEW

The Group is principally engaged in providing mobile top-up services to mobile users through electronic banking systems of the PRC banks and other channels including third-party online platforms, its own websites and WeChat public account.

In the first half of the year of 2022, new waves of Omicron variant affecting various countries have again destabilized the economy of China which was believed to be on the right track of recovery. Despite this, we still maintained a stable business performance due to our leading market position and excellent technology platform.

The Group has strived to increase its gross transaction value for the six months ended 30 June 2022 in order to compensate the impact on the reduction of the average discount rate offered by the PRC telecommunication operators and their distributors. The gross transaction value via electronic banking system increased by approximately 13.3% to approximately RMB7,772.3 million for the six months ended 30 June 2022 from approximately RMB6,858.6 million for the six months ended 30 June 2021. Overall gross transaction value with mobile users increased by approximately 11.8% to approximately RMB7,833.1 million for the six months ended 30 June 2022 from approximately RMB7,006.6 million for the six months ended 30 June 2021. The discount rates offered by the PRC telecommunication operators and their distributors have continued to decline in the first half of the year of 2022. As a result, the average discount rate that the Company received from the PRC telecommunication operators, their distributors and other channels decreased to 0.5% for the first half of 2022 from 0.7% for the first half of 2021.

年卡集團有限公司(「本公司」)董事(「董事」)會(「董事會」)謹此呈報本公司及其附屬公司(統稱為「本集團」)截至二零二二年六月三十日止六個月的未經審核綜合中期業績連同二零二一年同期的比較數字。

業務回顧

本集團主要從事通過國內銀行的電子銀行系統以及其他渠道(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。

於二零二二年上半年，新一波Omicron變種病毒再次對原認為正處於復甦軌道的中國經濟造成不穩定。儘管如此，由於我們領先的市場地位及卓越的技術平台，我們仍保持穩定的業務表現。

本集團努力提高截至二零二二年六月三十日止六個月的交易總值，以彌補中國電信運營商及其分銷商提供的平均折扣率減少的影響。通過電子銀行系統的交易總值由截至二零二一年六月三十日止六個月約人民幣6,858.6百萬元增加約13.3%至截至二零二二年六月三十日止六個月約人民幣7,772.3百萬元。手機用戶的整體交易總值由截至二零二一年六月三十日止六個月約人民幣7,006.6百萬元增加約11.8%至截至二零二二年六月三十日止六個月約人民幣7,833.1百萬元。獲中國電信運營商及其分銷商提供的折扣率於二零二二年上半年持續下跌，導致本公司自中國電信運營商、其分銷商及其他渠道獲得的平均折扣率由二零二一年上半年的0.7%減少至二零二二年上半年的0.5%。

Management Discussion and Analysis

管理層討論及分析

OUTLOOK

The Board is generally optimistic about the medium and long-term prospect of the mobile top-up industry and the Group's business operation. We will seek opportunities for strategic partnership with the major PRC banks that can create synergies with us, and opportunities for making selective investments or acquisitions to enhance our competence. We will continue to improve our services provided to the existing merchants and secure our position as the leading supplier of mobile top-up service through electronic banking system of the PRC banks. We will also strive to create sustainable long-term value for shareholders and employees.

THE IMPACT OF THE PANDEMIC

Although the COVID-19 pandemic is expected to have lasting impact on China's macro economy throughout this year, we will continue to give full consideration to all the pandemic-related risks as well as prevention and control measures in daily operation. With the joint efforts of the management and all employees, the Group made efforts to prevent and control the pandemic in an orderly manner. Our stable results in the first half of 2022 demonstrate the continuity of our business and our capability to address the macro economic challenges.

FINANCIAL REVIEW

Revenue

For the six months ended 30 June 2022, the Group recorded a revenue of approximately RMB41.4 million, representing a decrease of approximately 19.3% as compared with approximately RMB51.3 million for the corresponding period in 2021. The decrease was primarily due to the increase in mobile top-up requests via electronic banking systems, and such effect was partly offset by the decrease in average discount rate received from the PRC telecommunication operators and their distributors during the current interim period.

展望

董事會對手機話費充值行業的中長期前景及本集團業務經營整體持樂觀態度。我們將致力尋求可與我們產生協同效應的主要國內銀行建立策略合作關係的機遇以及物色機會作出精選投資或收購以增強我們的效能。我們將繼續提升向現有商戶提供的服務，並通過國內銀行的電子銀行系統穩站我們作為手機話費充值服務領先供應商的地位。我們亦將致力為股東及僱員帶來可持續的長期價值。

疫情的影響

儘管預期COVID-19疫情將在今年對中國宏觀經濟造成持久影響，我們將繼續在日常運營中充分考慮所有與疫情相關的風險及防控措施。在管理層及全體僱員的共同努力下，本集團的疫情防控工作有序進行。我們在二零二二年上半年的穩定業績證明我們業務的持續性及我們在應對宏觀經濟挑戰的能力。

財務回顧

收益

截至二零二二年六月三十日止六個月，本集團錄得收益約人民幣41.4百萬元，較二零二一年同期約人民幣51.3百萬元減少約19.3%。減少主要由於在本中期期間通過電子銀行系統提出的手機話費充值請求出現增加，但該影響部分被獲中國電信運營商及其分銷商提供的平均折扣率減少所抵銷。

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 increased by approximately 11.8% to approximately RMB7,833.1 million for the six months ended 30 June 2022 from approximately RMB7,006.6 million for the six months ended 30 June 2021. The gross transaction value via electronic banking systems increased by approximately 13.3% to approximately RMB7,772.3 million for the six months ended 30 June 2022 from approximately RMB6,858.6 million for the six months ended 30 June 2021. The gross transaction value through other channels including third-party online platforms, the Company's own website and WeChat public account decreased by approximately 58.9% to approximately RMB60.8 million for the six months ended 30 June 2022 from approximately RMB148.0 million for the six months ended 30 June 2021. The increase in the gross transaction values via electronic banking systems was mainly caused by the deepening cooperation between the Group and the PRC banks. The decrease in the gross transaction values through offline channels and other channels was resulted from the streamline of the downstream channels.

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 0.7% for the six months ended 30 June 2021 to approximately 0.5% for the six months ended 30 June 2022. The gross transaction value with the PRC telecommunication operators, their distributors and other channels increased by approximately 11.5% for the six months ended 30 June 2022 as compared to the six months ended 30 June 2021, which was in line with the increase in the gross transaction value with mobile users.

Cost of Revenue

Cost of revenue decreased by approximately 26.3% to approximately RMB6.85 million for the six months ended 30 June 2022 from approximately RMB9.3 million for the six months ended 30 June 2021. The decrease in cost of revenue with growth in gross transaction value was primarily due to the reduction of transaction volume with certain third-party channel partners charging higher commission rates.

Gross Profit and Gross Profit Margin

Gross profit decreased by approximately 17.9% to approximately RMB34.4 million for the six months ended 30 June 2022 from approximately RMB41.9 million for the six months ended 30 June 2021.

與手機用戶的交易總值

與手機用戶的交易總值由截至二零二一年六月三十日止六個月約人民幣7,006.6百萬元增加約11.8%至截至二零二二年六月三十日止六個月約人民幣7,833.1百萬元。通過電子銀行系統的交易總值由截至二零二一年六月三十日止六個月約人民幣6,858.6百萬元增加約13.3%至截至二零二二年六月三十日止六個月約人民幣7,772.3百萬元。通過其他渠道(包括第三方網上平台、本公司自有網站及微信公眾號)的交易總值由截至二零二一年六月三十日止六個月約人民幣148.0百萬元減少約58.9%至截至二零二二年六月三十日止六個月約人民幣60.8百萬元。通過電子銀行系統的交易總值增加主要由於本集團與國內銀行之間的合作加深所致。通過線下渠道及其他渠道的交易總值減少乃是由於精簡下游渠道所致。

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二零二一年六月三十日止六個月約0.7%減少至截至二零二二年六月三十日止六個月約0.5%。截至二零二二年六月三十日止六個月，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二零二一年六月三十日止六個月增加約11.5%，這與手機用戶的交易總值的增幅一致。

收益成本

收益成本由截至二零二一年六月三十日止六個月約人民幣9.3百萬元減少約26.3%至截至二零二二年六月三十日止六個月約人民幣6.85百萬元。收益成本減少而交易總值增長，主要由於與收取較高佣金費率的若干第三方渠道合作夥伴的交易量下降。

毛利及毛利率

毛利由截至二零二一年六月三十日止六個月約人民幣41.9百萬元減少約17.9%至截至二零二二年六月三十日止六個月約人民幣34.4百萬元。

Management Discussion and Analysis

管理層討論及分析

The Group's overall gross profit margin increased to approximately 83.7% for the six months ended 30 June 2022 from approximately 81.6% for the six months ended 30 June 2021, primarily attributable to the decrease in cost of revenue in higher proportion than the decrease in revenue.

Other Income and Other Gains and Losses

Other income and other gains and losses increased by approximately 485.7% to approximately RMB4.1 million for the six months ended 30 June 2022 from approximately RMB0.7 million for the six months ended 30 June 2021. The increase in other income and other gains and losses was primarily due to the increase in income on additional credit from the PRC tax bureau for the input value added tax of approximately RMB3 million.

Distribution and Selling Expenses

Distribution and selling expenses decreased by approximately 32% to approximately RMB3.4 million for the six months ended 30 June 2022 from approximately RMB5.0 million for the six months ended 30 June 2021, primarily attributable to the decrease in sales promotion expenses due to the impact of the COVID-19 pandemic on economic activities in the first half of 2022.

Administration Expenses

Administration expenses decreased by approximately 16.7% to approximately RMB1.1 million for the six months ended 30 June 2022 from approximately RMB1.3 million for the six months ended 30 June 2021, primarily attributable to decrease in professional and consultants' fees for business development and staff cost.

Research and Development Expenses

Research and development expenses decreased by approximately 15.8% to approximately RMB3.2 million for the six months ended 30 June 2022 from approximately RMB3.8 million for the six months ended 30 June 2021, primarily due to the decrease in staff cost.

Finance Costs

Finance costs decreased by approximately 76.5% to approximately RMB0.4 million for the six months ended 30 June 2022 from approximately RMB1.7 million for the six months ended 30 June 2021, primarily due to the decrease in average bank borrowings as compared with the corresponding period in 2021.

本集團的整體毛利率由截至二零二一年六月三十日止六個月約81.6%增加至截至二零二二年六月三十日止六個月約83.7%，主要歸因於收益成本下跌的比例高於收益下跌所致。

其他收入及其他損益

其他收入及其他損益由截至二零二一年六月三十日止六個月約人民幣0.7百萬元增加約485.7%至截至二零二二年六月三十日止六個月約人民幣4.1百萬元。其他收入及其他損益的增加主要是因為來自中國稅務局的進項增值稅的額外抵免額收入增加約人民幣3百萬元所致。

分銷及銷售開支

分銷及銷售開支由截至二零二一年六月三十日止六個月約人民幣5.0百萬元減少約32%至截至二零二二年六月三十日止六個月約人民幣3.4百萬元，主要因二零二二年上半年經濟活動受COVID-19疫情影響，令到營銷開支有所減少。

行政開支

行政開支由截至二零二一年六月三十日止六個月約人民幣1.3百萬元減少約16.7%至截至二零二二年六月三十日止六個月約人民幣1.1百萬元，主要歸因於業務發展的專業和諮詢費用及員工成本減少。

研發開支

研發開支由截至二零二一年六月三十日止六個月約人民幣3.8百萬元減少約15.8%至截至二零二二年六月三十日止六個月約人民幣3.2百萬元，主要歸因於員工成本減少。

財務成本

財務成本由截至二零二一年六月三十日止六個月約人民幣1.7百萬元減少約76.5%至截至二零二二年六月三十日止六個月約人民幣0.4百萬元，主要由於平均銀行借款較二零二一年同期減少。

Management Discussion and Analysis

管理層討論及分析

Income Tax Expense

Under the Law of the PRC on Enterprise Income Tax (the “PRC EIT Law”) and Implementation Regulations of the PRC EIT Law, the tax rate of the PRC subsidiaries was 25% for the six months ended 30 June 2022 and 2021.

The income tax expense for the six months ended 30 June 2022 represented the provision of the PRC Enterprise Income Tax (“EIT”) of RMB5.0 million for the PRC subsidiary (for the six months ended 30 June 2021: RMB2.9 million).

Profit for the Period Attributable to Owners of the Company

As a result of the cumulative effects of the foregoing, profit for the six months ended 30 June 2022 was approximately RMB15.5 million, as compared with the profit for the six months ended 30 June 2021 of approximately RMB16.0 million.

Liquidity, Financial Resources and Capital Structure

The Group’s working capital was funded by cash from operating activities, bank loans and proceeds from the global offering.

As at 30 June 2022, cash and cash equivalents of the Group was approximately RMB115.9 million, as compared with approximately RMB32.5 million as at 31 December 2021. The Group reported net current assets of approximately RMB256.5 million as at 30 June 2022, as compared with approximately RMB241.4 million as at 31 December 2021. The Group’s current ratio was approximately 3.3 as at 30 June 2022, as compared with approximately 2.79 as at 31 December 2021.

The bank borrowings of the Group were RMB50 million and RMB40 million as at 31 December 2021 and 30 June 2022 respectively. As at 31 December 2021 and 30 June 2022, the bank borrowings, being interest-bearing bank borrowings which were denominated in Renminbi, carried fixed interest rates of 4.6% to 5.5% per annum and were repayable in one year.

所得稅開支

根據中國企業所得稅法（「中國企業所得稅法」）及中國企業所得稅法的實施條例，中國附屬公司於截至二零二二年及二零二一年六月三十日止六個月的稅率均為25%。

截至二零二二年六月三十日止六個月的所得稅開支為中國附屬公司撥備中國企業所得稅（「企業所得稅」）人民幣5.0百萬元（截至二零二一年六月三十日止六個月：人民幣2.9百萬元）。

本公司擁有人應佔期內溢利

由於上述各項的累計影響，截至二零二二年六月三十日止六個月產生溢利約人民幣15.5百萬元，而截至二零二一年六月三十日止六個月產生溢利約人民幣16.0百萬元。

流動資金、財務資源及資本結構

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。

於二零二二年六月三十日，本集團的現金及現金等價物約為人民幣115.9百萬元，而於二零二一年十二月三十一日約為人民幣32.5百萬元。於二零二二年六月三十日，本集團呈報的流動資產淨值約為人民幣256.5百萬元，而於二零二一年十二月三十一日約為人民幣241.4百萬元。於二零二二年六月三十日，本集團的流動比率約為3.3，而於二零二一年十二月三十一日約為2.79。

本集團於二零二一年十二月三十一日及二零二二年六月三十日的銀行借款分別為人民幣50百萬元及人民幣40百萬元。於二零二一年十二月三十一日及二零二二年六月三十日，銀行借款（以人民幣計值的附息銀行借款）按每年4.6%至5.5%的固定利率計息並須於一年內償還。

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

Trade Receivables

Trade receivables mainly represent receivables from PRC banks in relation to the Group's mobile top-up service. Trade receivables decreased from approximately RMB168.5 million as at 31 December 2021 to approximately RMB119.6 million as at 30 June 2022, primary reflecting the decrease in transactions with the PRC banks for their promotion activities for the six months ended 30 June 2022 as compared with the transactions for the year ended 31 December 2021.

Trade receivables turnover days (calculated by the average of the beginning and ending balances of trade receivables of the year/period, divided by the gross transactions value with mobile users for the year/period and multiplied by 366 days for the year ended 31 December 2021 or 182 days for the six months ended 30 June 2022) for the six months ended 30 June 2022 was 3 days (for the year ended 31 December 2021: 5 days). The Company realised that the increase in transactions with longer credit period would require a much closer monitoring of the settlement in order to ensure business turnover. The Company will continue to monitor the credit risk by ongoing review of the settlement of customers, and annual evaluation of the credit limits according to the track record and financial position of the counterparties.

Gearing Ratio

As at 30 June 2022, the gearing ratio (calculated by dividing bank borrowings by total equity as at the end of the period) of the Group was 15.9% (As at 31 December 2021: 21.2%).

本集團目前並無採納任何金融工具作對沖。然而，管理層在需要時將考慮使用金融工具作對沖。

貿易應收款項

貿易應收款項主要指應就本集團的手機話費充值服務向國內銀行收取的款項。貿易應收款項由二零二一年十二月三十一日約人民幣168.5百萬元減至二零二二年六月三十日約人民幣119.6百萬元，主要反映截至二零二二年六月三十日止六個月與國內銀行有關其推廣活動的交易較截至二零二一年十二月三十一日止年度有所減少。

截至二零二二年六月三十日止六個月，貿易應收款項周轉天數（按年／期內貿易應收款項的期初及期末結餘的平均值除以年／期內手機用戶交易總值，再乘以366天（截至二零二一年十二月三十一日止年度）或乘以182天（截至二零二二年六月三十日止六個月）計算）為3天（截至二零二一年十二月三十一日止年度：5天）。本公司留意到，信用期較長的交易增加將需要對結算進行更密切的監控以確保業務周轉。本公司將繼續監察信貸風險，根據對手方的往績紀錄及財務狀況持續檢討客戶結算情況並按年評估信用額度。

負債比率

於二零二二年六月三十日，本集團的負債比率（按銀行借款除以期末總權益計算）為15.9%（於二零二一年十二月三十一日：21.2%）。

Management Discussion and Analysis

管理層討論及分析

Capital Expenditures

For the six months ended 30 June 2022, the Group had capital expenditure of approximately RMB3.5 million, as compared with approximately RMB1.5 million for the six months ended 30 June 2021. The expenditure was mainly related to the acquisition of computer and office equipment of approximately RMB1.3 million (for the six months ended 30 June 2021: approximately RMB0.6 million) for replacement in daily operations and addition of right-of-use assets of approximately RMB2.2 million (for the six months ended 30 June 2021: RMB0.9 million).

Significant Investments

During the six months ended 30 June 2022, the Group did not have any significant investments.

Capital Commitments

As at 30 June 2022, the Group did not have any material capital commitments.

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 30 June 2022 and 2021, the Group did not have any charges over its assets.

Contingent Liabilities and Guarantees

As at 30 June 2022 and 2021, the Group did not have any significant contingent liabilities and guarantees.

資本開支

與截至二零二一年六月三十日止六個月約人民幣1.5百萬元比較，截至二零二二年六月三十日止六個月，本集團的資本開支約為人民幣3.5百萬元。有關開支主要關於在日常營運中購置計算機及辦公設備以作更換約人民幣1.3百萬元（截至二零二一年六月三十日止六個月：約人民幣0.6百萬元）及新增使用權資產約人民幣2.2百萬元（截至二零二一年六月三十日止六個月：人民幣0.9百萬元）。

重大投資

截至二零二二年六月三十日止六個月，本集團並無任何重大投資。

資本承擔

於二零二二年六月三十日，本集團並無任何重大資本承擔。

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

於二零二二年及二零二一年六月三十日，本集團並無對其資產進行任何抵押。

或然負債及擔保

於二零二二年及二零二一年六月三十日，本集團並無任何重大或然負債及擔保。

Management Discussion and Analysis

管理層討論及分析

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group did not have specific plan for material investments or capital assets as at 30 June 2022.

MATERIAL ACQUISITIONS OR DISPOSALS

During the six months ended 30 June 2022, the Group did not conduct any material acquisition or disposal of subsidiaries, associates and joint ventures.

INTERIM DIVIDENDS

The Board did not recommend the payment of any interim dividend for the six months ended 30 June 2022 (for the six months ended 30 June 2021: nil).

EMPLOYMENT AND REMUNERATION POLICY

As at 30 June 2022, the Group had 122 full-time employees (as at 31 December 2021: 109). Total staff cost (including Director's remuneration) was approximately RMB11.5 million for the six months ended 30 June 2022, as compared with approximately RMB9.8 million for the six months ended 30 June 2021. All employees have joined the state-managed retirement benefits schemes in the PRC or Mandatory Provident Fund Scheme in Hong Kong 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 recruited and promoted 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 provided training opportunities for its employees in order to enhance their qualifications and equip them with necessary skills.

EVENTS AFTER THE REPORTING PERIOD

There were no significant events that might affect the Group since the end of the six months ended 30 June 2022 and up to the date of this interim report.

重大投資或資本資產的未來計劃

於二零二二年六月三十日，本集團並無有關重大投資或資本資產的具體計劃。

重大收購或出售

截至二零二二年六月三十日止六個月，本集團並無進行任何附屬公司、聯營公司及合營企業的重大收購或出售。

中期股息

董事會不建議就截至二零二二年六月三十日止六個月派付任何中期股息（截至二零二一年六月三十日止六個月：無）。

僱傭及薪酬政策

於二零二二年六月三十日，本集團共有122名全職僱員（於二零二一年十二月三十一日：109名）。截至二零二二年六月三十日止六個月，員工成本總額（包括董事酬金）約為人民幣11.5百萬元，而截至二零二一年六月三十日止六個月約為人民幣9.8百萬元。所有僱員已參與中國國家管理退休福利計劃或香港強制性公積金計劃（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。本集團已按個人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。本集團已向其僱員提供培訓機會，以提升其資歷及協助彼等掌握所需技能。

報告期後事項

截至二零二二年六月三十日止六個月完結後及直至本中期報告日期並無可能影響本集團的任何重大事項。

Other Information 其他資料

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

During the six months ended 30 June 2022, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

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 Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as its code of conduct regarding Director's securities transactions. Specific enquiries have been made to all Directors and the Directors have confirmed that they have complied with the Model Code during the six months ended 30 June 2022.

CORPORATE GOVERNANCE CODE

The Board believes that good corporate governance plays a vital part in maintaining the success of the Company. The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the shareholders of the Company (the "Shareholders") and to enhance corporate value accountability.

The Company has complied with the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules during the six months ended 30 June 2022. The Company will continue to review the current corporate governance structure from time to time and shall make necessary changes when appropriate and report to the Shareholders accordingly.

購買、出售或贖回本公司上市證券

截至二零二二年六月三十日止六個月，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。

董事進行證券交易的標準守則

本公司已採納聯交所證券上市規則（「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董事均已確認彼等於截至二零二二年六月三十日止六個月已遵守標準守則。

企業管治守則

董事會相信，良好的企業管治乃維持公司成功的重要元素。本集團致力維持高標準的企業管治以捍衛本公司的股東（「股東」）的利益及加強企業價值責任。

截至二零二二年六月三十日止六個月，本公司已遵守上市規則附錄十四所載企業管治守則（「企業管治守則」）的守則條文。本公司將繼續不時檢討現有企業管治架構並適時作出必要調整並就此向股東匯報。

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

As at 30 June 2022, the interest or short positions of the Directors and chief executive 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 Securities and Futures Ordinance ("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 (the "Shares")

Name of Director	Capacity/Nature of Interests	Number of Shares held	Approximate Percentage of Issued Share Capital ⁽²⁾
董事姓名	身份／權益性質	持有股份數目	佔已發行股本概約百分比 ⁽²⁾
Mr. Huang Junmou ⁽¹⁾ 黃俊謀先生 ⁽¹⁾	Interest in controlled corporation 受控法團權益	64,500,000	15.54%

Notes:

- (1) Mr. Huang Junmou beneficially owns 100% of the issued share capital of Fun Charge Technology Limited ("Fun Charge Technology"). By virtue of the SFO, Mr. Huang Junmou was deemed to be interested in 64,500,000 Shares held by Fun Charge Technology.
- (2) The percentage of shareholding was calculated based on the Company's total issued share capital of 415,000,000 Shares as at 30 June 2022.

董事及最高行政人員於股份、相關股份或債權證中的權益及淡倉

於二零二二年六月三十日，董事及本公司最高行政人員於本公司股份、相關股份及本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的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（「股份」）的好倉

附註：

- (1) 黃俊謀先生實益擁有Fun Charge Technology Limited（「Fun Charge Technology」）的全部已發行股本。根據證券及期貨條例，黃俊謀先生被視為於Fun Charge Technology持有的64,500,000股股份中擁有權益。
- (2) 股權百分比乃按於二零二二年六月三十日本公司全部已發行股本415,000,000股股份計算。

Other Information 其他資料

Save as disclosed above, as at 30 June 2022, 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 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 to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or which would be required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2022, to the best knowledge of the Directors, the following persons (other than the Directors and chief executive 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 Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under section 336 of SFO were as follows:

Long positions in the Shares

Substantial shareholders	Capacity/Nature of interest	Number of Shares held	Approximate percentage of issued share capital ⁽⁵⁾ 佔已發行股本概約百分比 ⁽⁵⁾
主要股東	身份／權益性質	持有股份數目	
Fun Charge Technology ⁽¹⁾	Beneficial owner 實益擁有人	64,500,000	15.54%
Spring Harbour Development Limited ⁽²⁾	Beneficial owner 實益擁有人	119,400,000	28.77%
Ms. Lam Ching Wan ⁽²⁾ 林靜云女士 ⁽²⁾	Interested in controlled corporation 受控法團權益	119,400,000	28.77%
China Charge Technology Limited ⁽³⁾	Beneficial owner 實益擁有人	60,000,000	14.46%
Mr. Huang Shaowu ⁽³⁾ 黃紹武先生 ⁽³⁾	Interested in controlled corporation 受控法團權益	60,000,000	14.46%
Harvest Gold Capital Limited ⁽⁴⁾	Beneficial owner 實益擁有人	56,100,000	13.52%
Mr. Chong Wing Kin ⁽⁴⁾ 莊永健先生 ⁽⁴⁾	Interested in controlled corporation 受控法團權益	56,100,000	13.52%

除上文所披露者外，於二零二二年六月三十日，董事及本公司最高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任何須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文彼等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條須記錄於本公司存置的登記冊的任何權益或淡倉，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。

主要股東於股份及相關股份的權益及淡倉

於二零二二年六月三十日，據董事所知，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，或根據證券及期貨條例第336條規定記錄於須由本公司存置的登記冊內：

於股份的好倉

Notes:

- (1) Mr. Huang Junmou is the director and beneficially owns 100% of the issued share capital of Fun Charge Technology. By virtue of the SFO, Mr. Huang Junmou was deemed to be interested in 64,500,000 Shares held by Fun Charge Technology.
- (2) Ms. Lam Ching Wan is the director and beneficially owns 100% of the issued share capital of Spring Harbour Development Limited. By virtue of the SFO, Ms. Lam Ching Wan was deemed to be interested in 119,400,000 Shares held by Spring Harbour Development Limited.
- (3) Mr. Huang Shaowu is the director and beneficially owns 100% of the issued share capital of China Charge Technology Limited. By virtue of the SFO, Mr. Huang Shaowu was deemed to be interested in 60,000,000 Shares held by China Charge Technology Limited.
- (4) Mr. Chong Wing Kin is the director and beneficially owns 100% of the issued share capital of Harvest Gold Capital Limited. By virtue of the SFO, Mr. Chong Wing Kin was deemed to be interested in 56,100,000 Shares held by Harvest Gold Capital Limited.
- (5) The percentage of shareholding was calculated based on the Company's total issued share capital of 415,000,000 Shares as at 30 June 2022.

Save as disclosed above, as at 30 June 2022, the Directors were not aware of any person (other than the Directors and chief executive of the Company) who had an interest and short position in Shares or underlying Shares which are required to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under Section 336 of the SFO.

DIRECTOR'S INTEREST IN A COMPETING BUSINESS

During the six months ended 30 June 2022 and up to the date of this interim report, none of the Directors or their respective associates (as defined in the Listing Rules) had any interest in any business which were in competition or were likely to compete, either directly or indirectly with the Group's business which needs to be disclosed pursuant to Rule 8.10 of the Listing Rules.

附註：

- (1) 黃俊謀先生為董事並實益擁有Fun Charge Technology的全部已發行股本。根據證券及期貨條例，黃俊謀先生被視為於Fun Charge Technology持有的64,500,000股股份中擁有權益。
- (2) 林靜云女士為董事並實益擁有Spring Harbour Development Limited的全部已發行股本。根據證券及期貨條例，林靜云女士被視為於Spring Harbour Development Limited持有的119,400,000股股份中擁有權益。
- (3) 黃紹武先生為董事並實益擁有China Charge Technology Limited的全部已發行股本。根據證券及期貨條例，黃紹武先生被視為於China Charge Technology Limited持有的60,000,000股股份中擁有權益。
- (4) 莊永健先生為董事並實益擁有Harvest Gold Capital Limited的全部已發行股本。根據證券及期貨條例，莊永健先生被視為於Harvest Gold Capital Limited持有的56,100,000股股份中擁有權益。
- (5) 股權百分比乃按於二零二二年六月三十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，於二零二二年六月三十日，董事並不知悉任何人士（董事及本公司最高行政人員除外）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須予披露的權益及淡倉，或擁有根據證券及期貨條例第336條記錄於須由本公司存置的登記冊的權益及淡倉。

董事於競爭業務中的權益

截至二零二二年六月三十日止六個月及直至本中期報告日期，董事或彼等各自的聯繫人（定義見上市規則）概無直接或間接於與本集團業務競爭或可能競爭的任何業務中擁有任何權益而須根據上市規則第8.10條予以披露。

Other Information 其他資料

SHARE OPTION SCHEME

The Company adopted the share option scheme (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.

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

Subject to the terms and conditions of the Scheme, 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 interim 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 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. Since the adoption of the Scheme and up to the date of this interim 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 Company’s prospectus dated 24 December 2015 (the “Prospectus”).

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購股權計劃（「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，計劃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。

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。

在計劃的條款及條件規限下，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（佔本中期報告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。

除經由本公司於股東大會或經由董事會提前終止外，計劃自其採納日期起計10年內有效及生效。自採納計劃起至本中期報告日期，概無購股權已根據計劃授出、行使、失效及註銷。

有關計劃的詳情，請參閱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」）附錄四「法定及一般資料 – F. 購股權計劃」一節。

AUDIT COMMITTEE

The Company established the audit committee (the “**Audit Committee**”) with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph D.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 systems 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. Qian Haomin and Mr. Lin Zhangxi. Ms. Zhao Jinlin is the chairlady of the Audit Committee and she is the independent non-executive Director with the appropriate professional qualifications.

The Audit Committee, together with the external auditors of the Company, Deloitte Touche Tohmatsu, have reviewed the unaudited consolidated interim results and the interim report of the Company for the six months ended 30 June 2022 and agreed to the accounting principles and practices adopted by the Company.

CHANGE IN INFORMATION OF DIRECTORS

As of the date of this interim report, there has been no change to the information of the Directors and chief executives which is required to be disclosed pursuant to the Listing Rules.

USE OF PROCEEDS FROM GLOBAL OFFERING

The 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. The 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.

As at 30 June 2022, the unutilised amount of the net proceeds was approximately HK\$7.8 million in which the intended use was related to the potential acquisitions of businesses and assets that are complementary to the Group’s business and operations, or forming strategic alliance with value chain partners. During the six months ended 30 June 2022, the Group has not utilised such net proceeds. As the Group had not identified, committed to or entered into negotiations with any acquisition targets or value chain partners, the Group has no specific expected timeframe for fully utilising such proceeds.

The unutilised portion of the net proceeds is deposited in reputable banks in Hong Kong.

審核委員會

本公司已成立審核委員會（「**審核委員會**」），其書面職權範圍符合上市規則第3.21條及企業管治守則第D.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、錢昊旻先生及林漳希先生）組成。趙晉琳女士為審核委員會主席，並為擁有適當專業資格的獨立非執行董事。

審核委員會及本公司外聘核數師德勤•關黃陳方會計師行已審閱本公司截至二零二二年六月三十日止六個月的未經審核綜合中期業績及中期報告，並已同意本公司採納的會計原則及慣例。

董事資料變更

截至本中期報告日期，並無根據上市規則須披露的董事及主要行政人員的資料發生變動。

全球發售所得款項用途

股份已於二零一六年一月七日在聯交所主板上市，而本公司籌得所得款項淨額（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。所得款項淨額的動用乃根據招股章程內「未來計劃及所得款項用途」一節所載的擬定分配而進行。

於二零二二年六月三十日，所得款項淨額未動用金額約為7.8百萬港元，其擬定用途為有關與本集團業務及經營相互補足業務及資產的潛在收購，或與價值鏈夥伴建立策略聯盟。於截至二零二二年六月三十日止六個月，本集團未有動用該筆所得款項淨額。由於本集團尚未物色到任何收購目標或價值鏈夥伴，或就任何收購目標或價值鏈夥伴作出承諾或與任何收購目標或價值鏈夥伴進行磋商，本集團並無全數動用該所得款項的具體預期時間。

所得款項淨額未動用部分已存放於香港聲譽良好的銀行。

Report on Review of Condensed Consolidated Financial Statements

簡明綜合財務報表的審閱報告

Deloitte.

德勤

TO THE BOARD OF DIRECTORS OF NNK GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

致年年卡集團有限公司董事會

(於開曼群島註冊成立的有限公司)

INTRODUCTION

We have reviewed the condensed consolidated financial statements of NNK Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 20 to 40, which comprise the condensed consolidated statement of financial position as of 30 June 2022 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion 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 liability to any other person for the contents of this report.

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” (“HKSRE 2410”) issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

緒言

吾等已審閱第20至40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」)的簡明綜合財務報表，包括截至二零二二年六月三十日的簡明綜合財務狀況表以及截至該日止六個月期間的相關簡明綜合損益及其他全面收益表、權益變動表及現金流量表以及若干詮釋附註。香港聯合交易所有限公司證券上市規則規定，編製有關中期財務資料的報告必須符合上市規則的有關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。貴公司董事負責根據香港會計準則第34號編製及呈報該等簡明綜合財務報表。吾等的責任是按照協定的委聘條款，根據吾等的審閱對該等簡明綜合財務報表作出結論，並僅向閣下(作為一個整體)報告，除此之外本報告別無其他目的。吾等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。

審閱範圍

吾等已根據香港會計師公會頒佈的香港審閱工作準則第2410號「實體獨立核數師審閱中期財務資料」(「香港審閱工作準則第2410號」)進行審閱。審閱該等簡明綜合財務報表的工作包括主要向負責財務和會計事務的人員作出查詢，以及進行分析和其他審閱程序。審閱的範圍遠小於根據香港核數準則進行審核的範圍，因此無法確保吾等可知悉在審核中可能發現的所有重大事項，故吾等不會發表審核意見。

Report on Review of Condensed Consolidated Financial Statements

簡明綜合財務報表的審閱報告

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

25 August 2022

結論

基於吾等的審閱，吾等並無發現令吾等相信簡明綜合財務報表在任何重大方面未有根據香港會計準則第34號編製的任何事項。

德勤•關黃陳方會計師行
執業會計師
香港

二零二二年八月二十五日

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

		Six months ended 截至該日止六個月	
		30/06/22 二零二二年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	30/06/21 二零二一年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)
	NOTES 附註		
Revenue	4	41,402	51,312
Less: Tax surcharge		(130)	(142)
Cost of revenue		(6,853)	(9,306)
Gross profit		34,419	41,864
Other income and other gains and losses		4,149	650
Distribution and selling expenses		(3,404)	(5,014)
Administrative expenses		(11,028)	(13,161)
Research and development expenses		(3,249)	(3,819)
Finance costs	5	(418)	(1,662)
Profit before tax	6	20,469	18,858
Income tax expense	7	(4,962)	(2,904)
Profit and total comprehensive income for the period		15,507	15,954
Total comprehensive income for the period attributable to owners of the Company		15,507	15,954
Earnings per share – Basic (RMB cents)	9	3.74	3.84

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 June 2022
於二零二二年六月三十日

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
		NOTES 附註	
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	10	1,947
Right-of-use assets	使用權資產	10	1,553
Rental deposits	租賃按金		262
			5,796
Current assets	流動資產		
Inventories	存貨		23,562
Trade receivables	貿易應收款項	12	168,514
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		151,332
Tax recoverable	可收回稅項		152
Cash and cash equivalents	現金及現金等價物		32,520
			367,854
Current liabilities	流動負債		
Trade payables	貿易應付款項	13	21,176
Other payables	其他應付款項		61,981
Tax liabilities	稅項負債		15
Bank borrowings	銀行借款	14	50,000
Lease liabilities	租賃負債		1,505
			111,305
Net current assets	流動資產淨值		241,403
Total assets less current liabilities	總資產減流動負債		245,165

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 June 2022

於二零二二年六月三十日

			30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
		NOTES 附註		
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		1,874	201
Deferred tax liabilities	遞延稅項負債	11	9,280	9,280
			11,154	9,481
Net assets	資產淨值		251,191	235,684
Capital and reserves	資本及儲備			
Share capital	股本	15	27,221	27,221
Reserves	儲備		223,970	208,463
Total equity	總權益		251,191	235,684

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

		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
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2021 (audited)	於二零二一年一月一日 (經審核)	27,221	38,037	46,510	10,340	87,098	209,206
Profit and total comprehensive income for the period (unaudited)	期內溢利及全面收益總額(未經審核)	-	-	-	-	15,954	15,954
At 30 June 2021 (unaudited)	於二零二一年六月三十日 (未經審核)	27,221	38,037	46,510	10,340	103,052	225,160
At 1 January 2022 (audited)	於二零二二年一月一日 (經審核)	27,221	38,037	46,510	10,340	113,576	235,684
Profit and total comprehensive income for the period (unaudited)	期內溢利及全面收益總額(未經審核)	-	-	-	-	15,507	15,507
At 30 June 2022 (unaudited)	於二零二二年六月三十日 (未經審核)	27,221	38,037	46,510	10,340	129,083	251,191

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

		Six months ended	
		截至該日止六個月	
		30/06/22	30/06/21
		二零二二年	二零二一年
		六月三十日	六月三十日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
OPERATING ACTIVITIES	經營活動		
Profit before tax	除稅前溢利	20,469	18,858
Adjustments for:	調整：		
Finance costs	財務成本	418	1,662
Depreciation of right-of-use assets	使用權資產折舊	832	702
Depreciation of property, plant and equipment	物業、廠房及設備折舊	432	425
Unrealised net exchange (gains) losses	未變現外匯(收益)虧損淨額	(390)	134
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	86	8
Interest income	利息收入	(950)	(377)
Recognition (reversal) of impairment loss in respect of trade receivables	就貿易應收款項確認(撥回)減值虧損	53	(10)
Operating cash flows before movements in working capital	營運資金變動前經營現金流量	20,950	21,402
Decrease (increase) in inventories	存貨減少(增加)	3,624	(29,417)
Decrease in trade receivables	貿易應收款項減少	48,860	29,615
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少	38,925	7,725
Decrease in trade payables	貿易應付款項減少	(113)	(1,909)
Decrease in other payables	其他應付款項減少	(14,660)	(13,438)
Cash generated from operations	經營所得現金	97,586	13,978
Taxation paid	已付稅項	(3,182)	(1,450)
NET CASH FROM OPERATING ACTIVITIES	經營活動所得現金淨額	94,404	12,528

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

		Six months ended	
		截至該日止六個月	
		30/06/22	30/06/21
		二零二二年	二零二一年
		六月三十日	六月三十日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
INVESTING ACTIVITIES	投資活動		
Withdrawal of pledged bank deposits	撤銷已質押銀行存款	768,000	427,920
Placement of pledged bank deposits	配售已質押銀行存款	(768,000)	(427,920)
Interest received	所收利息	950	377
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	22	–
Purchase of property, plant and equipment	購買物業、廠房及設備	(1,288)	(601)
Refund of rental deposits	租賃按金退款	75	–
Payment for rental deposits	支付租賃按金	–	(77)
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(241)	(301)
FINANCING ACTIVITIES	融資活動		
New bank loans raised	新增銀行貸款	263,500	51,050
Repayment of borrowings	償還借款	(273,500)	(51,050)
Interest paid	已付利息	(418)	(1,662)
Repayment of leases liabilities	償還租賃負債	(747)	(690)
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用現金淨額	(11,165)	(2,352)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	82,998	9,875
Cash and cash equivalents at the beginning of the period	期初現金及現金等價物	32,520	103,579
Effect of foreign exchange rate changes	外匯匯率變動的影響	390	(134)
Cash and cash equivalents at the end of the period	期末現金及現金等價物	115,908	113,320

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

I. GENERAL

NNK Group Limited (the “**Company**”) was incorporated as an exempted company with limited liability in the Cayman Islands and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). 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 5/F, Building F5, TCL International E City, No. 1001 Zhongshan Yuan Road, Nanshan District, Shenzhen, the People’s Republic of China (the “**PRC**”). The Company is an investment holding company.

The principal activity of the Company and its subsidiaries (collectively referred to as the “**Group**”) is engaged in providing mobile top-up service to mobile subscribers in the PRC.

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

2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 (“**HKAS 34**”) “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants as well as the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

I. 一般資料

年年卡集團有限公司（「**本公司**」）在開曼群島註冊成立為獲豁免有限公司，其股份於香港聯合交易所有限公司（「**聯交所**」）主板上市。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華人民共和國（「**中國**」）深圳市南山區中山園路1001號TCL國際E城F5棟5樓。本公司為投資控股公司。

本公司及其附屬公司（統稱「**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。

簡明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。

2. 編製基準

簡明綜合財務報表已根據香港會計師公會頒佈的香港會計準則第34號（「**香港會計準則第34號**」）「中期財務報告」以及香港聯合交易所有限公司證券上市規則附錄十六的適用披露規定編製。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

2. BASIS OF PREPARATION (Continued)

The mobile top-up service provided by the Group is prohibited and restricted from foreign investment in the PRC pursuant to the applicable PRC laws and regulations. The Group has adopted a series of contracts (the “Structured Contracts”) with Shenzhen Niannianka Network Technology Co., Ltd. (“Shenzhen NNK”) and its equity holders to maintain and exercise the control over the operation of Shenzhen NNK, and to obtain all of its entire economic benefits (the “VIE Arrangement”). The Structured Contracts are irrevocable and enabled 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 registered shareholders; and
- obtain a pledge over the entire equity interest of Shenzhen NNK from the registered shareholders’ as collateral security for all of Shenzhen NNK due to the Group and to secure performance of the registered shareholders’ obligations under the Structured Contracts.

The Company does not have any equity interest in Shenzhen NNK. However, as a result of the Structured Contracts, the Company has power over Shenzhen NNK, has rights to variable returns from its involvement with Shenzhen NNK and has the ability to affect those returns through its power over Shenzhen NNK and therefore is considered to have control over Shenzhen NNK. Consequently, the Company regards Shenzhen NNK as an indirect wholly-owned subsidiary and consolidated the financial position and results of Shenzhen NNK in the condensed consolidated financial statements of the Group during both periods.

2. 編製基準(續)

根據適用中國法律及法規，本集團所提供的手機話費充值服務在中國禁止及限制外商投資。本集團已採納與深圳市年年卡網絡科技有限公司(「深圳年年卡」)及其股權持有人訂立的一系列合約(「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(「可變利益實體安排」)。結構性合約不可撤銷，並可使本集團：

- 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；
- 獲得自登記股東購買深圳年年卡全部股權的不可撤銷獨家權利；及
- 獲得登記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，並確保登記股東會履行於結構性合約下的責任。

本公司並無擁有深圳年年卡的任何股權。然而，由於結構性合約，本公司可對深圳年年卡行使權力，有權通過參與深圳年年卡的業務而獲得可變回報，並有能力透過其可對深圳年年卡行使的權力影響該等回報，故被視為對深圳年年卡擁有控制權。因此，本公司將深圳年年卡視為間接全資附屬公司，並將深圳年年卡的財務狀況及業績合併入本集團於兩個期間內的簡明綜合財務報表。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis.

The accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2022 are the same as those presented in the Group's annual financial statements for the year ended 31 December 2021.

Application of amendments to Hong Kong Financial Reporting Standards ("HKFRSs")

In the current interim period, the Group has applied the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the Group's annual periods beginning on 1 January 2022 for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKFRS 3

香港財務報告準則第3號(修訂本)

Amendment to HKFRS 16

香港財務報告準則第16號(修訂本)

Amendments to HKAS 16

香港會計準則第16號(修訂本)

Amendments to HKAS 37

香港會計準則第37號(修訂本)

Amendments to HKFRSs

香港財務報告準則(修訂本)

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

3. 主要會計政策

簡明綜合財務報表已按歷史成本法編製。

截至二零二二年六月三十日止六個月簡明綜合財務報表所採用的會計政策及計算方法與本集團截至二零二一年十二月三十一日止年度的年度財務報表所呈列者一致。

應用經修訂香港財務報告準則(「香港財務報告準則」)

於本中期期間，為編製本集團的簡明綜合財務報表，本集團首次應用下列由香港會計師公會頒佈的經修訂香港財務報告準則，有關修訂乃於二零二二年一月一日當日的本集團年度期間強制生效：

Reference to the Conceptual Framework

引用該概念框架

COVID-19-Related Rent Concessions beyond 30 June 2021

二零二一年六月三十日之後COVID-19相關租金寬減

Property, Plant and Equipment – Proceeds before Intended Use

物業、廠房及設備 – 擬定用途前的所得款項

Onerous Contracts – Cost of Fulfilling a Contract

有價合約 – 履行合約的成本

Annual Improvements to HKFRSs 2018-2020

香港財務報告準則二零一八年至二零二零年的年度改進

於本中期期間應用經修訂香港財務報告準則對本集團於本期間及過往期間的財務狀況及表現及／或該等簡明綜合財務報表所載披露並無造成重大影響。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION

Disaggregation of revenue from contracts with customers

4. 收益及分部資料

客戶合約收益分類

		Six months ended	
		截至該日止六個月	
		30/06/22	30/06/21
		二零二二年	二零二一年
		六月三十日	六月三十日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Type of service	服務類別		
Mobile top-up service	手機話費充值服務	41,281	51,109
Mobile data usage top-up service	手機流量充值服務	88	159
Others	其他	33	44
		41,402	51,312

The Group provides the mobile top-up and mobile data usage top-up service by facilitating transactions between the PRC telecommunication companies and mobile subscribers, through the channels of financial institutions and other channels. Accordingly, the Group recognises revenue derived from such services on a net basis.

Mobile top-up service income is entitled from the mobile subscribers, net of cost of mobile top-up credits sourced from the PRC telecommunication companies or other vendors.

Mobile top-up service income is recognised when the PRC telecommunication companies completed the mobile top-up service for the mobile subscribers, being at the point of time when the mobile subscribers have the ability to direct the use of the service and obtain the benefit of the service.

本集團經由金融機構渠道及其他渠道，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及手機流量充值服務。因此本集團以淨額基準確認來自該等服務的收益。

手機話費充值服務收入由手機用戶授權收取，扣除自中國電信公司或其他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中國電信公司為手機用戶完成手機話費充值服務時（即手機用戶能夠指定服務用途及從服務獲益的時點）確認。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2022

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4. REVENUE AND SEGMENT INFORMATION (Continued)

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 and 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 financial performance as a whole, which is generated from the provision of mobile top-up service, mobile data usage top-up service and other 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 is derived from customers in the PRC and assets are principally located in the PRC. Therefore, no geographical segment information is presented.

5. FINANCE COSTS

4. 收益及分部資料 (續)

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及主要經營決策者（「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財務表現，本集團整體溢利產生自本集團向客戶提供手機話費充值服務、手機流量充值服務及其他充值服務，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

本集團所有收益源自中國客戶而資產亦主要位於中國，故並無呈列地理分部資料。

5. 財務成本

		Six months ended	
		截至該日止六個月	
		30/06/22	30/06/21
		二零二二年	二零二一年
		六月三十日	六月三十日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Interest on bank borrowings	銀行借款利息	350	1,593
Interest on lease liabilities	租賃負債利息	68	69
		418	1,662

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簡明綜合財務報表附註

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

6. PROFIT BEFORE TAX

6. 除稅前溢利

		Six months ended	
		截至該日止六個月	
		30/06/22	30/06/21
		二零二二年	二零二一年
		六月三十日	六月三十日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Profit before tax has been arrived at after crediting (charging):	除稅前溢利乃經計入(扣減) 以下各項後得出：		
Directors' emoluments	董事酬金	1,430	1,468
Salaries and other benefits, excluding those of directors	工資及其他福利(不包括董事)	8,734	7,295
Retirement benefits schemes contributions, excluding those of directors	退休福利計劃供款(不包括董事)	1,294	1,058
Total staff costs	員工成本總額	11,458	9,821
Depreciation of property, plant and equipment	物業、廠房及設備折舊	432	425
Depreciation of right-of-use assets	使用權資產折舊	832	702
Recognition (reversal) of impairment loss in respect of trade receivables	就貿易應收款項確認(撥回)減值虧損	53	(10)
Interest income	利息收入	(950)	(377)

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簡明綜合財務報表附註

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

7. INCOME TAX EXPENSE

7. 所得稅開支

		Six months ended	
		截至該日止六個月	
		30/06/22	30/06/21
		二零二二年	二零二一年
		六月三十日	六月三十日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Current tax:	即期稅項：		
– PRC Enterprise Income Tax	– 中國企業所得稅	4,962	710
– PRC withholding tax	– 中國預提所得稅	–	648
Deferred tax (Note 11)	遞延稅項(附註11)	–	1,546
		4,962	2,904

No provision for taxation in Hong Kong has been made in the condensed consolidated financial statements as no assessable profit was generated in Hong Kong for both periods.

由於兩個期間均無於香港產生應課稅溢利，故簡明綜合財務報表中並無就香港稅項計提撥備。

Under the Law of the PRC on Enterprise Income Tax (the “PRC EIT Law”) and Implementation Regulations of the PRC EIT Law, the tax rate of the PRC subsidiaries is 25% for the six months ended 30 June 2021 and 2022.

根據中國企業所得稅法(「中國企業所得稅法」)及中國企業所得稅法的實施條例，截至二零二一年及二零二二年六月三十日止六個月中國附屬公司的稅率為25%。

8. DIVIDENDS

No dividends were paid, declared or proposed during the interim period. The directors of the Company have determined that no dividend will be paid in respect of the interim period.

8. 股息

並無就中期期間派付、宣派或建議股息。本公司董事已決定不會就中期期間派發股息。

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簡明綜合財務報表附註

For the six months ended 30 June 2022
截至二零二二年六月三十日止六個月

9. EARNINGS PER SHARE

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

9. 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：

		Six months ended 截至該日止六個月	
		30/06/22 二零二二年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	30/06/21 二零二一年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)
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 period attributable to owners of the Company	– 本公司擁有人應佔期內溢利	15,507	15,954
		Number of shares 股份數目	
		Six months ended 截至該日止六個月	
		30/06/22 二零二二年 六月三十日 '000 千股 (unaudited) (未經審核)	30/06/21 二零二一年 六月三十日 '000 千股 (unaudited) (未經審核)
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	就每股基本及攤薄盈利而言的普通股加權平均數	415,000	415,000

No diluted earnings per share for the six months ended 30 June 2022 and 2021 was presented as there were no potential ordinary shares in issue.

由於並無潛在已發行普通股，因此截至二零二二年及二零二一年六月三十日止六個月並無呈報每股攤薄盈利。

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簡明綜合財務報表附註

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

10. PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

Property, plant and equipment

During the current interim period, the Group disposed of certain office equipment with an aggregate carrying amount of RMB108,000 (six months ended 30 June 2021: RMB8,000) for cash proceeds of RMB22,000 (six months ended 30 June 2021: nil), resulting in a loss on disposal of RMB86,000 (six months ended 30 June 2021: RMB8,000).

During the current interim period, the Group paid RMB1,288,000 (unaudited) (six months ended 30 June 2021: RMB601,000 (unaudited)) for the acquisition of computer and office equipment.

Right-of-use assets

For both periods, the Group leases land and buildings in Hong Kong and the PRC for its operations. Lease contracts are entered into for fixed lease terms of 1 year to 5 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

During the current interim period, the Group entered into a new office premise with lease terms of 5 years (six months ended 30 June 2021: 25 months to 3 years). The Group is required to make fixed lease payments. On lease commencement, the Group recognised right-of-use assets and lease liabilities of RMB2,193,000 (six months ended 30 June 2021: RMB881,000).

10. 物業、廠房及設備以及使用權資產 物業、廠房及設備

於本中期期間，本集團出售若干辦公室設備賬面值總額人民幣108,000元（截至二零二一年六月三十日止六個月：人民幣8,000元），現金所得款項為人民幣22,000元（截至二零二一年六月三十日止六個月：零），導致出售虧損人民幣86,000元（截至二零二一年六月三十日止六個月：人民幣8,000元）。

於本中期期間，本集團已就購置計算機及辦公設備而支付人民幣1,288,000元（未經審核）（截至二零二一年六月三十日止六個月：人民幣601,000元（未經審核））。

使用權資產

該兩個期間，本集團於香港及中國租賃土地及樓宇用於其運營。租賃合約按一年至五年固定租期訂立。租賃條款乃按個別基準協商，包含各類不同條款及條件。

於本中期期間，本集團訂立新辦公室協議，租期為5年（截至二零二一年六月三十日止六個月：25個月至3年）。本集團須作出固定租賃付款。於租賃開始時，本集團確認使用權資產及租賃負債人民幣2,193,000元（截至二零二一年六月三十日止六個月：人民幣881,000元）。

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簡明綜合財務報表附註

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II. DEFERRED TAXATION

The deferred tax liabilities represented the tax effect of RMB37,120,000 management fee to pay by Shenzhen NNK and to receive by Daily Charge Technology (Shenzhen) Co., Ltd ("Daily Charge SZ") in prior years under the VIE Arrangement.

At the end of the current interim period, the Group had unused tax losses of RMB388,000 (31 December 2021: RMB14,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams.

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. At the end of the current interim period, the aggregate amount of taxable temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised amounted to RMB220,903,000 (unaudited) (31 December 2021: RMB203,486,000). 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 differences and it is probable that such differences will not be reversed in the foreseeable future.

II. 遞延稅項

遞延稅項負債指根據可變利益實體安排，就過往年度深圳年年卡應支付及天天充科技(深圳)有限公司(「天天充深圳」)應收取管理費人民幣37,120,000元的稅務影響。

於本中期期間末，本集團有未動用稅項虧損人民幣388,000元(二零二一年十二月三十一日：人民幣14,000元)可用於抵銷未來溢利。由於未來溢利來源的不可預測性，並無確認遞延稅項資產。

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。於本中期期間末，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220,903,000元(未經審核)(二零二一年十二月三十一日：人民幣203,486,000元)。由於本集團能控制撥回暫時差額的時間，且該等差額可能不會於可預見未來撥回，故並無就該等差額確認遞延稅項負債。

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12. TRADE RECEIVABLES

The following is an analysis of trade receivables by age, presented based on the date of service provided and revenue recognised, at the end of each reporting period:

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
0 to 30 days	0至30天	110,199	166,896
31 to 60 days	31至60天	2,920	732
Over 60 days	60天以上	6,482	886
		119,601	168,514

Trade receivables mainly represent receivable from financial institutions in relation to the mobile top-up service which the settlement period is normally within 1 day from transaction date. Due to deepening cooperation with the PRC banks for their promotion activities, the Group has granted credit period of 30 to 45 days to certain customers based on the invoice date. For certain channels of customers, the credit period was about 30 to 60 days granted by the Group based on the invoice date.

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of RMB1,972,000 (unaudited) (31 December 2021: RMB2,788,000 (audited)) which are past due as at the reporting date. The Group does not hold any collateral over these balances.

12. 貿易應收款項

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的賬齡分析：

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。由於因促銷活動而與國內銀行加深合作，本集團對若干客戶授出按發票日期30至45天的信用期。對於客戶若干渠道，本集團按發票日期授予約30至60天的信用期。

本集團的貿易應收款項結餘中，包含於報告日期已逾期的應收賬款，賬面值總額為人民幣1,972,000元（未經審核）（二零二一年十二月三十一日：人民幣2,788,000元（經審核））。本集團並無就該等結餘持有任何抵押物。

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12. TRADE RECEIVABLES (Continued)

The basis of determining the inputs and assumptions and the estimation techniques used in the condensed consolidated financial statements for the six months ended 30 June 2022 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2021.

During the current interim period, the Group recognised impairment loss of RMB53,000 (six months ended 30 June 2021: reversed impairment allowance of RMB10,000).

13. TRADE PAYABLES

The following is an analysis of trade payables by age, presented based on the date of service provided, at the end of each reporting period:

12. 貿易應收款項 (續)

截至二零二二年六月三十日止六個月簡明綜合財務報表內所用輸入數據及假設的釐定基準以及估值技術與編製本集團截至二零二一年十二月三十一日止年度的年度財務報表時所採用者相同。

於本中期期間，本集團確認減值虧損人民幣53,000元（截至二零二一年六月三十日止六個月：撥回減值撥備人民幣10,000元）。

13. 貿易應付款項

以下為於各報告期末按提供服務的日期呈列的貿易應付款項的賬齡分析：

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2022 二零二二年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
0 to 90 days	0至90天	17,473	13,773
91 to 180 days	91至180天	370	1,137
181 to 360 days	181至360天	3,220	6,266
		21,063	21,176

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14. BANK BORROWINGS

As at 30 June 2022, the bank borrowings carry fixed rates of 4.6% to 5.5% per annum (31 December 2021: fixed rate of 5.5% per annum) and the bank borrowings are repayable within one year.

During the current interim period, the Group obtained new bank borrowings amounting to RMB263,500,000 (unaudited) (six months ended 30 June 2021: RMB51,050,000 (unaudited)) and repaid bank borrowings amounting to RMB273,500,000 (unaudited) (six months ended 30 June 2021: RMB51,050,000 (unaudited)).

15. SHARE CAPITAL

The share capital at 30 June 2022 and 31 December 2021 represented the share capital of the Company. Details of authorised and issued capital of the Company are as follow:

14. 銀行借款

於二零二二年六月三十日，銀行借款按固定年利率4.6%至5.5%計息（二零二一年十二月三十一日：固定年利率5.5%），而銀行借款須於一年內償還。

於本中期期間，本集團獲得新增銀行借款人民幣263,500,000元（未經審核）（截至二零二一年六月三十日止六個月：人民幣51,050,000元（未經審核）），並償還銀行借款人民幣273,500,000元（未經審核）（截至二零二一年六月三十日止六個月：人民幣51,050,000元（未經審核））。

15. 股本

於二零二二年六月三十日及二零二一年十二月三十一日的股本指本公司股本。有關本公司法定及已發行股本的詳情載列如下：

	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
At 1 January 2021 (audited), 30 June 2021 (unaudited), 1 January 2022 (audited) and 30 June 2022 (unaudited)	於二零二一年一月一日（經審核）、二零二一年六月三十日（未經審核）、二零二二年一月一日（經審核）及二零二二年六月三十日（未經審核）			
– Ordinary shares of US\$0.01 each	– 普通股每股面值0.01美元	2,000,000,000	4,150,000	27,221

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16. PLEDGE OF ASSETS

Certain of the Group's borrowings are secured by assets of the Group and the carrying amounts of which at the end of each reporting are stated below:

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Trade receivables	貿易應收款項	93,111	–

17. RELATED PARTY DISCLOSURES

(a) 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 period were as follows:

		Six months ended 截至該日止六個月	
		30/06/22 二零二二年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	30/06/21 二零二一年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)
Salaries and other short term benefits	薪金及其他短期福利	2,986	2,375
Retirement benefit schemes contributions	退休福利計劃供款	139	142
		3,125	2,517

The remuneration of directors and key executives is determined having regard to the performance of individuals and market trends.

16. 資產質押

若干本集團借款乃由本集團資產抵押，其於各報告期末的賬面值載列如下：

17. 關聯方披露

(a) 主要管理人員的酬金

期內，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：

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。

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17. RELATED PARTY DISCLOSURES (Continued)

(b) Guarantee

As at 30 June 2022, the Group's bank borrowing facilities were RMB100,000,000 (31 December, 2021: RMB50,000,000). The Group's unsecured bank borrowing facilities of RMB50,000,000 (31 December, 2021: RMB50,000,000) were guaranteed by the Company, Daily Charge SZ, Yinsheng Communication Company Limited, Mr. Huang Junmou, a substantial shareholder of the Company, and Mr. Lin Chongcheng. The remaining were secured bank borrowing facilities of RMB50,000,000 (31 December, 2021: nil), which were guaranteed by the Company, Shenzhen Haimeng Investment Company Limited, Daily Charge SZ, and Mr. Huang Junmou, a substantial shareholder of the Company.

17. 關聯方披露(續)

(b) 擔保

於二零二二年六月三十日，本集團的銀行借款融資為人民幣100,000,000元(二零二一年十二月三十一日：人民幣50,000,000元)。本集團無抵押銀行借款融資人民幣50,000,000元(二零二一年十二月三十一日：人民幣50,000,000元)由本公司、天天充深圳、銀盛通信有限公司、黃俊謀先生(本公司主要股東)及Lin Zhongcheng先生擔保。餘下有抵押銀行借款融資人民幣50,000,000元(二零二一年十二月三十一日：零)由本公司、深圳市海盟投資有限公司、天天充深圳及黃俊謀先生(本公司主要股東)擔保。



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