



神州數字

China Binary Sale Technology Limited
神州數字銷售技術有限公司

(incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 8255

ANNUAL REPORT 年報
2017

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE” AND THE “GEM”, RESPECTIVELY)

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Given that the companies listed on the GEM are generally small and mid-sized companies, there is a risk that securities traded on the GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on the GEM.

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This annual report, for which the directors of China Binary Sale Technology Limited (the “Company” and the “Directors”, respectively) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this annual report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this annual report misleading.

香港聯合交易所有限公司**GEM**(分別為「聯交所」及「**GEM**」)之特色

GEM的定位，乃為中小型公司提供的市場，此等公司相比起其他在聯交所主板上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於**GEM**上市公司普遍為中小型公司，在**GEM**買賣的證券可能會較於聯交所主板買賣之證券承受較大的市場波動風險，同時無法保證在**GEM**買賣的證券會有高流通量的市場。

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本年度報告乃遵照**GEM**證券上市規則的規定而提供有關神州數字銷售技術有限公司(「本公司」)的資料，本公司各董事(「董事」)願共同及個別對此負全責。董事經作出一切合理查詢後確認，就彼等所知及所信，本年度報告所載資料在所有重大方面均準確完整及並無誤導或欺詐成分，及概無遺漏其他事宜，致使本年度報告中任何聲明或本年度報告存在誤導成分。

CONTENTS 目錄

2	Corporate Information 公司資料
5	Financial Summary 財務概要
6	Chairman's Statement 主席報告
8	Management Discussion and Analysis 管理層討論與分析
16	Directors and Senior Management Profiles 董事及高級管理人員簡介
19	Report of the Directors 董事會報告
43	Corporate Governance Report 企業管治報告
55	Environmental, Social and Governance Report 環境、社會及管治報告
68	Independent Auditor's Report 獨立核數師報告
75	Consolidated Statement of Comprehensive Income 綜合全面收益表
76	Consolidated Statement of Financial Position 綜合財務狀況表
78	Consolidated Statement of Changes in Equity 綜合權益變動表
79	Consolidated Statement of Cash Flows 綜合現金流量表
81	Notes to the Consolidated Financial Statements 綜合財務報表附註

DIRECTORS

Executive Directors

Mr. Sun Jiangtao (*Chief Executive Officer*)
Mr. Tang Bin

Non-executive Directors

Mr. Wei Zhonghua (*Chairman*)
Mr. Li Jianguang
Mr. Lan Xi

Independent Non-executive Directors

Mr. Yang Haoran
Mr. Hou Dong
Mr. He Qinghua

COMPLIANCE OFFICER

Mr. Tang Bin

COMPANY SECRETARY

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

AUTHORISED REPRESENTATIVES

Mr. Sun Jiangtao
Mr. Tang Bin

AUDIT COMMITTEE

Mr. He Qinghua (*Chairman*)
Mr. Hou Dong
Mr. Wei Zhonghua

REMUNERATION COMMITTEE

Mr. Hou Dong (*Chairman*)
Mr. Yang Haoran
Mr. Sun Jiangtao

董事

執行董事

孫江濤先生 (*行政總裁*)
唐斌先生

非執行董事

魏中華先生 (*主席*)
李建光先生
蘭希先生

獨立非執行董事

楊浩然先生
侯東先生
何慶華先生

合規主任

唐斌先生

公司秘書

郭兆文先生 (*香港特許秘書公會資深會員*)

授權代表

孫江濤先生
唐斌先生

審核委員會

何慶華先生 (*主席*)
侯東先生
魏中華先生

薪酬委員會

侯東先生 (*主席*)
楊浩然先生
孫江濤先生

Corporate Information (Continued)

公司資料(續)

NOMINATION COMMITTEE

Mr. Yang Haoran (*Chairman*)
Mr. Hou Dong
Mr. Sun Jiangtao

提名委員會

楊浩然先生(主席)
侯東先生
孫江濤先生

INDEPENDENT AUDITOR

BDO Limited
25th Floor
Wing On Centre
111 Connaught Road Central
Hong Kong

獨立核數師

香港立信德豪會計師事務所有限公司
香港
干諾道中111號
永安中心
25樓

PRINCIPAL BANKERS

Beijing Rural Commercial Bank
Postal Savings Bank of China, Beijing Branch
China Minsheng Banking Corp., Ltd. (Head Office,
Operation Department)
Agricultural Bank of China, Beijing Branch

主要往來銀行

北京農商銀行
中國郵政儲蓄銀行北京分行
中國民生銀行股份有限公司
(總行營業部)
中國農業銀行北京分行

REGISTERED OFFICE

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

註冊辦事處

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Hibiscus Way
802 West Bay Road
Grand Cayman
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Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA (THE "PRC")

3rd Floor
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Haidian District
Beijing
The PRC

總辦事處及中華人民共和國(「中國」)主要營業地點

中國
北京
海淀區
太月園1號樓
3樓

Corporate Information (Continued) 公司資料(續)

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

31/F, 148 Electric Road
North Point
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

COMPLIANCE ADVISER

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

LISTING INFORMATION

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

COMPANY'S WEBSITE

www.shenzhoufu.hk

香港主要營業地點

香港
北角
電氣道148號31樓

開曼群島股份過戶登記總處

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Cayman Islands

香港股份過戶登記分處

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香港
北角
電氣道148號31樓

合規顧問

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上市資料

香港聯合交易所有限公司GEM
股份代號：8255
買賣單位：6000

公司網站

www.shenzhoufu.hk

Financial Summary

財務概要

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元	2015 RMB'000 人民幣千元	2014 RMB'000 人民幣千元	2013 RMB'000 人民幣千元
Results (for the year ended 31 December)	業績 (截至12月31日止年度)					
— Revenue	— 收入	26,413	30,965	48,329	63,094	61,228
— Gross profit	— 毛利	11,323	22,440	41,502	42,712	41,971
— Listing expenses	— 上市開支	—	—	—	—	(8,310)
— (Loss)/profit before income tax credit/ (expense)	— 除所得稅抵免/ (開支)前(虧損) /溢利	(614)	176,726	25,304	27,400	21,065
— Total comprehensive income for the year	— 年內全面收益 總額	5,791	189,344	18,272	20,611	14,886
Profit/(loss) for the year attributable to:	以下各項應佔年內 溢利/(虧損):					
Owners of the Company	本公司擁有人	7,041	156,054	18,986	20,757	14,886
Non-controlling interests	非控股權益	(6,200)	(1,427)	(714)	(146)	—
		841	154,627	18,272	20,611	14,886
Earnings per share (RMB cents)	每股盈利(人民幣分)					
— Basic	— 基本	1.47	32.51	3.96	4.32	4.03
Financial Position (as at 31 December)	財務狀況 (於12月31日)					
— Non-current assets	— 非流動資產	148,436	181,293	24,880	4,643	1,875
— Current assets	— 流動資產	270,828	268,769	176,480	153,720	121,431
— Current liabilities	— 流動負債	87,131	119,859	60,964	52,021	41,008
— Non-current liabilities	— 非流動負債	7,099	8,498	6,873	4,366	2,403
— Total equity	— 總權益	325,034	321,705	133,523	101,976	79,895

Chairman's Statement

主席報告

On behalf of the board of the directors of China Binary Sale Technology Limited (the "Company" and the "Board", respectively), I wish to present the annual results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2017 (the "Year").

REVIEW

In 2017, the Group accomplished operating revenue of approximately RMB26,413,000, representing a decrease of approximately RMB4,552,000 or 14.7% as compared to RMB30,965,000 in 2016. In 2017, the Group's operating cost was approximately RMB15,090,000, representing an increase of RMB6,565,000 or approximately 77.0% as compared to RMB8,525,000 in 2016. Gross profit amounted to approximately RMB11,323,000, representing a decrease of approximately RMB11,117,000 or 49.5% as compared to RMB22,440,000 in 2016.

In 2017, the Group achieved profit of approximately RMB841,000, representing a decrease of approximately RMB153,786,000 or 99.5% as compared to approximately RMB154,627,000 in 2016.

OUTLOOK

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

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

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

本人謹此代表神州數字銷售技術有限公司董事會(分別為「本公司」及「董事會」)呈報本公司連同其附屬公司(「本集團」)截至2017年12月31日止年度(「本年度」)之年度業績。

回顧

於2017年，本集團實現營業收入約人民幣26,413,000元，較2016年的人民幣30,965,000元減少了約人民幣4,552,000元或14.7%。於2017年，本集團營業成本約為人民幣15,090,000元，較2016年的人民幣8,525,000元，增加了人民幣6,565,000元或約77.0%。毛利約為人民幣11,323,000元，較2016年的人民幣22,440,000元減少了約人民幣11,117,000元或49.5%。

於2017年，本集團實現溢利約為人民幣841,000元，較2016年的約人民幣154,627,000元減少了約人民幣153,786,000元或99.5%。

展望

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

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

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

Chairman's Statement (Continued)

主席報告(續)

APPRECIATION

On behalf of the Board and management, I would like to express gratitude to the Group's staff for their hard work during the Year. I would also like to extend my thanks to all shareholders, fellow Board members and business partners who have supported the Group.

Chief Executive Officer and Executive Director
Sun Jiangtao

23 March 2018

致謝

本人謹代表董事會及管理層感謝集團所有員工在本年度的辛勤工作。本人亦向對本集團鼎力支持的全體股東、董事會成員及業務夥伴表示衷心感謝。

行政總裁兼執行董事
孫江濤

2018年3月23日

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

The Group is principally engaged in providing online transaction services by facilitating transactions between online game operators and online game users and providing mobile top-up service to mobile subscribers, and providing micro financing facilitating services to individual borrowers and lenders in the People's Republic of China (the "PRC"). The Group offers online transaction platforms which can enable online game users to pay their online game accounts through mobile top-up credits by operating its self-developed Shenzhoufu System and cooperating with online game operators in the PRC. The Group uses the mobile top-up credits received from online game users to top up mobile subscription accounts. Such process can also be realised by the use of Shen Zhou Fu Card issued by the Group on the internet. Besides, the Group is also engaged in the distribution of online game products, the provision of micro financing facilitating services, the provision of financing guarantee service, the provision of information technology services and the provision of advertising services.

FINANCIAL REVIEW

Revenue

For the Year, the Group recorded a revenue of approximately RMB26,413,000, representing a decrease of approximately RMB4,552,000 or 14.7% as compared to RMB30,965,000 of last year. The principal change in revenue during the Year was as follows:

1. Online transaction services

During the Year, the transaction volume of online transaction services declined. There were approximately 2,737,000 transactions of providing online transaction services to the online game operators through the Shenzhoufu System, which decreased by approximately 9,594,000 transactions or 77.8% as compared to 12,331,000 transactions in 2016. The transaction amount for the whole Year was approximately RMB205,000,000, representing a decrease of approximately RMB617,000,000 or 75.1% as compared to that of RMB822,000,000 of last year. In 2017, the average discount granted by game operators increased to approximately 2.71% from 2.67% in 2016, representing an increase of approximately 0.04%.

The revenue generated from online transaction services decreased from approximately RMB19,318,000 in 2016 to approximately RMB4,663,000 for the Year, representing a decrease of approximately RMB14,655,000 or 75.9%. The decrease in the transaction volume of online transaction services was mainly due to the decrease of the transaction volume of several online game operators which had relatively high amount of transactions.

業務回顧

本集團運營的主要業務為在中華人民共和國(「中國」)通過促進網上遊戲商戶與網上遊戲用戶之間的交易及向手機用戶提供手機話費充值服務來提供網上交易服務，以及向個人借款人及放貸人提供小額融資中介服務。本集團透過運作其自主開發的神州付系統及與中國的網上遊戲運營商合作，接受網上遊戲用戶使用手機話費充值金額為他們的網上遊戲賬號充值的網上交易平台。本集團將向網上遊戲用戶收取的手機話費充值金額用來為手機賬號充值。該充值過程亦可以通過本集團發行的神州付一卡通使用移動互聯網實現。另外，本集團亦從事分銷網上遊戲產品、提供小額融資中介服務、提供融資擔保服務、提供信息技術服務及提供廣告及推廣服務。

財務回顧

收入

於本年度，本集團錄得營業收入約人民幣26,413,000元，較上年營業收入人民幣30,965,000元減少了約人民幣4,552,000元或14.7%。於本年度收入的主要變動如下：

1. 網上交易服務業務

於本年度，網上交易服務業務交易量下降。本集團通過神州付系統向網上遊戲運營商提供網上交易服務的交易筆數約為2,737,000宗，較2016年的12,331,000宗下降約9,594,000宗或77.8%。全年的交易金額約為人民幣205,000,000元，較上年度的交易金額人民幣822,000,000元下降了約人民幣617,000,000元或75.1%。於2017年，來自遊戲商戶的平均折扣從2016年的約2.67%上升到約2.71%，升幅約為0.04%。

來自網上交易服務業務的收入從2016年的約人民幣19,318,000元下降到本年度的約人民幣4,663,000元，下降約人民幣14,655,000元或75.9%。網上交易服務交易量的下降主要由於幾家交易量較大的網上遊戲運營商交易量下降導致。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Due to the decrease in transaction volume of online transaction services, the transaction volume of mobile top-up services also declined. During the Year, there were approximately 5,276,000 transactions of mobile top-up services provided by the Group, which decreased by approximately 18,500,000 transactions or 77.8% as compared to 23,776,000 transactions in 2016. The transaction amount for the Year was approximately RMB388,000,000, representing a decrease of approximately RMB1,411,000,000 or 78.4% as compared to that of approximately RMB1,799,000,000 for the last year.

The Group purchased less mobile top-up cards from telecommunication operators or their distributors to fulfill the top-up demand. In 2017, the nominal value of the mobile cards externally purchased by the Group was approximately RMB179,000,000, accounting for approximately 45.8% of the nominal amount of mobile top-up services for the whole Year, while for 2016, the nominal value of the mobile cards externally purchased by the Group was approximately RMB963,000,000, accounting for approximately 53.3% of the nominal amount of mobile top-up services for that year.

2. Distribution of online game products

During the Year, the transaction amount from distributing online game products of the Group amounted to approximately RMB615,830,000, representing a decrease of approximately RMB853,870,000 or 58.1% as compared to that of approximately RMB1,469,700,000 in 2016, which was mainly attributable to the Company's developing new game operators. The revenue from distribution of game products for the Year amounted to approximately RMB6,778,000, representing a decrease of approximately RMB4,464,000 or 39.7% as compared to approximately RMB11,242,000 in 2016.

3. Provision of information technology services

During the Year, the Group has generated revenue from provision of information technology services of RMB583,000 (2016: RMB401,000).

4. Provision of micro financing facilitating and financing guarantee services ("New Business")

During the Year, the Group conducted micro financing facilitating services as an intermediary service institution for lenders and borrowers through its online micro financing platform and provided financing guarantee service for the lenders. The micro financing facilitating services provided by the Group include (i) developing and operating an online micro financing platform to facilitate lenders to lend money to the borrowers; (ii) introducing borrowers registered on the Group's online micro financing platform to the lenders; (iii) conducting credibility review service on the borrowers; and (iv) provided customer service and administrative services to the borrowers and lenders. The Group generated revenue of approximately RMB13,885,000 (2016: Nil) from provision of micro financing facilitating services and of approximately RMB493,000 (2016: Nil) from provision of financing guarantee service.

由於網上交易服務交易量的下降，話費充值服務的交易量也相應下降。於本年度，本集團提供的話費充值服務的交易筆數為5,276,000宗，較2016年的23,776,000宗下降了約18,500,000宗或77.8%。本年度的交易金額約為人民幣388,000,000元，較上年的交易金額約人民幣1,799,000,000元下降約人民幣1,411,000,000元或78.4%。

本集團通過向電信運營商或其分銷商採購較少的充值卡來滿足充值需求。於2017年，本集團外購的話費充卡面額約為人民幣179,000,000元，約佔全年話費充值服務交易面額的約45.8%，而對比2016年，本集團外購的話費充值面額約為人民幣963,000,000元，約佔當年話費充值服務交易面額的約53.3%。

2. 網上遊戲產品分銷

於本年度，本集團網上分銷遊戲產品的交易金額約為人民幣615,830,000元，較2016年的交易金額約人民幣1,469,700,000元減少了約人民幣853,870,000元或58.1%，該下降主要由本公司開發新遊戲商戶所致。本年度分銷遊戲產品業務取得的收入約為人民幣6,778,000元，較2016年約人民幣11,242,000元下降了約人民幣4,464,000元或39.7%。

3. 提供信息技術服務

於本年度，本集團提供信息技術服務取得人民幣583,000元(2016年：人民幣401,000元)的收入。

4. 提供小額融資中介和融資擔保服務(「新業務」)

於本年度，本集團作為中介服務機構透過其線上小額融資平台為放貸人及借款人提供小額融資中介服務以及為放貸人提供融資擔保服務。本集團提供的小額融資中介服務包括(i)開發及營運線上小額融資平台，以促進放貸人向借款人放款；(ii)向放貸人介紹在本集團線上小額融資平台登記的借款人；(iii)對借款人進行資信審查服務；及(iv)向借款人及放貸人提供客服及行政管理服務。本集團自提供小額融資中介服務獲得收益約人民幣13,885,000元(2016年：無)及自提供融資擔保服務獲得收益約人民幣493,000元(2016年：無)。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Cost of Revenue

In 2017, the cost of revenue of the Group increased to approximately RMB15,090,000 from RMB8,525,000 in 2016 by approximately RMB6,565,000 or 77.0%. The increase of cost of revenue was mainly attributable to the cost arising from conducting micro financing facilitating services during the period.

Gross Profit

During the Year, the gross profit of the Group was approximately RMB11,323,000, representing a decrease of approximately RMB11,117,000 or 49.5% as compared to approximately RMB22,440,000 in 2016, and the gross profit margin in 2017 decreased to approximately 42.9% from 72.5% in 2016 due to the increase of cost of the revenue.

Selling and Distribution Expenses

The selling and distribution expenses of the Group increased from approximately RMB4,530,000 in 2016 to approximately RMB5,084,000 in 2017, representing an increase of approximately RMB554,000 or 12.2%. The increase of the selling and distribution expenses was attributable to the staff cost incurred from the New Business conducted during the period.

Administrative Expenses

During the Year, the administrative expenses of the Group were approximately RMB43,845,000, representing an increase of approximately RMB20,913,000 or 91.2% as compared to approximately RMB22,932,000 in 2016. The increase of administrative expenses was due to increment of staff cost and foreign exchange loss as a result of the New Business conducted during the period and foreign exchange loss.

Income Tax Credit/(Expense)

During the Year, the income tax credit of the Group were approximately RMB1,455,000 (2016: income tax expense of approximately RMB22,099,000) with the effective tax rate of -237.0% (2016: 12.5%). The negative income tax expense was due to the decrease of deferred tax as a result of the loss before tax and the over-provision in last year.

Total Comprehensive Income for the Year

During the Year, the total comprehensive income of the Group was approximately RMB5,791,000, representing a decrease of approximately RMB183,553,000 or 96.9% as compared to RMB189,344,000 in 2016, which was mainly due to the significant investment income recorded last year.

收入成本

於2017年，本集團的收入成本從2016年的約人民幣8,525,000元上升至約人民幣15,090,000元，增長約人民幣6,565,000元或77.0%。收入成本的上升主要是來自於本期開展的小額融資中介服務產生的成本。

毛利

於本年度，本集團的毛利約為人民幣11,323,000元，較2016年的約人民幣22,440,000元減少約人民幣11,117,000元或49.5%，由於收入成本的增加，毛利率從2016年的72.5%下降到2017年的約42.9%。

銷售及分銷開支

本集團銷售及分銷開支從2016年的約人民幣4,530,000元上升到2017年的約人民幣5,084,000元，增加約人民幣554,000元或12.2%。銷售及分銷開支的上升是由於本期開展新業務產生的人工成本。

行政開支

於本年度，本集團的行政開支約為人民幣43,845,000元，較2016年約人民幣22,932,000元增加約人民幣20,913,000元或91.2%。行政開支的上升是由於本期開展新業務及匯兌虧損導致的人工成本的增加和匯兌虧損的增加。

所得稅抵免／(開支)

於本年度，本集團的所得稅抵免約為人民幣1,455,000元(2016年：所得稅開支約人民幣22,099,000元)，實際稅率為-237.0%(2016年：12.5%)。所得稅開支為負是由於稅前虧損導致的遞延稅項的減少，以及上一年度的超額撥備。

年內全面收益總額

於本年度，本集團的全面收益總額約為人民幣5,791,000元，較2016年的人民幣189,344,000元下降了約人民幣183,553,000元或96.9%，下降的原因是上年有較大金額的投資收益。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Liquidity, Financial Resources and Capital Structure

As at 31 December 2017, bank and cash balances of the Group were approximately RMB83,319,000 (31 December 2016: RMB164,808,000), which were mainly denominated in Renminbi ("RMB"), United States Dollars ("USD") and Hong Kong Dollars ("HKD").

As at 31 December 2017, the Group did not have shareholders' loans but have bank borrowings of RMB61,000,000 secured by pledged bank deposits of USD9,950,000 (equivalent to RMB65,015,000) (31 December 2016: nil). All bank borrowing is denominated in RMB. Details of bank borrowings of the Group are set out in Note 30 to the consolidated financial statements.

As at 31 December 2017, the Group had total non-current assets of approximately RMB148,436,000 (31 December 2016: RMB181,293,000). The decrease of non-current assets was due to the disposal of available-for-sale financial assets. The long-term investment in available-for-sale financial assets of the Group decreased from approximately RMB174,186,000 in 2016 to approximately RMB136,833,000, representing a decrease of approximately RMB37,353,000. The total current assets were approximately RMB270,828,000 (31 December 2016: RMB268,769,000). The current assets mainly included the prepayments, deposits and other receivables. The total amount of current liabilities was approximately RMB87,131,000 (31 December 2016: RMB119,859,000), the current liabilities decreased by approximately RMB32,728,000. As at 31 December 2017, the Group's current ratio was 3.11 (31 December 2016: 2.24). The Group's gearing ratio (net debts divided by total equity attributable to owners of the Company) was nil as at 31 December 2017 (31 December 2016: nil).

Pledge of Assets

The Group's pledged bank deposits were approximately RMB65,015,000 as at 31 December 2017 for bank borrowings. Save for the pledged bank deposits, the Group did not pledge any of its assets as securities for bank borrowings.

Foreign Exchange Risk

The principal business operated by the Group was denominated in RMB, while part of assets and liabilities may be denominated in USD or HKD. Any material fluctuation of exchange rate from the USD and HKD against RMB will impact on the financial results of the Group. The Group will continue to monitor its foreign currency exposure closely. During the Year, the Group had a foreign exchange loss of approximately RMB3,913,000 (2016: foreign exchange gain of RMB728,000) resulted from the change of the exchange rate.

流動資金、財務資源及資本結構

於2017年12月31日，本集團的銀行及現金結餘約為人民幣83,319,000元(2016年12月31日：人民幣164,808,000元)，主要以人民幣(「人民幣」)、美元(「美元」)及港元(「港元」)計值。

於2017年12月31日，本集團並無股東貸款，但有以銀行存款質押9,950,000美元(相當於人民幣65,015,000元)作為擔保的銀行借款人民幣61,000,000元(2016年12月31日：無)。所有銀行借款均以人民幣計值。本集團銀行借款的詳情載於綜合財務報表附註30。

於2017年12月31日，本集團擁有非流動資產的總額約為人民幣148,436,000元(2016年12月31日：人民幣181,293,000元)。非流動資產的下降是由於出售可供出售金融資產所致。本集團可供出售金融資產之長期投資從2016年的約人民幣174,186,000元下降至約人民幣136,833,000元，減少金額約為人民幣37,353,000元。流動資產的總額約為人民幣270,828,000元(2016年12月31日：人民幣268,769,000元)。流動資產主要包括預付款、按金及其他應收款項。流動負債的總額約為人民幣87,131,000元(2016年12月31日：人民幣119,859,000元)，流動負債減少約人民幣32,728,000元。於2017年12月31日，本集團流動比率為3.11(2016年12月31日：2.24)。於2017年12月31日，本集團資產負債比率(即債務淨額除以本公司擁有人應佔權益總額)為零(2016年12月31日：零)。

資產抵押

本集團於2017年12月31日銀行借款之抵押銀行存款約為人民幣65,015,000元。除抵押銀行存款外，本集團概無抵押任何資產為銀行借款擔保。

匯率風險

本集團運營的主要業務以人民幣計值，部分資產及負債會以美元或港元計值。美元及港元兌人民幣的任何重大匯率波動均會對本集團財務業績造成影響。本集團將繼續密切監察其外匯風險。於本年度，由於匯率變動，本集團發生匯兌虧損約人民幣3,913,000元(2016年：匯兌收益人民幣728,000元)。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Treasury Policies

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its customers. To manage liquidity risk, the board of directors of the Company closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

Employees and Remuneration Policies

As at 31 December 2017, the Group had 137 employees (31 December 2016: 82). For the Year, the staff costs of the Group, including directors' remuneration amounted to approximately RMB25,137,000 (2016: RMB13,103,000).

The Group believes that employees are one of its most important assets. In order to offer a competitive remuneration to employees, the Group adjusted their remuneration to closely related to their performance, education background and experience, as well as the condition of the labour market in 2017. As a result, staff costs increased significantly during the Year by 91.8%. The Group also positively provides training opportunities for employees to strengthen their working skills.

Contingent Liabilities and Guarantees

As at 31 December 2017, the Group had contingent liabilities arising from guarantees given to financial institutions in respect of financial guarantee provided to independent third parties of approximately RMB17,492,000 (2016: nil). The Group did not have any litigation against itself (2016: nil).

Significant Investment and Disposal

On 12 May 2017, the Group disposed an unquoted available-for-sale financial asset which was principally engaged in software development, at cash consideration of RMB3,865,000. The consideration was fully settled and the Group recognised a gain on disposal of RMB865,000 in profit or loss.

On 9 August 2017, the Group entered into two agreements with an independent company for investing a virtual currencies mining fund (the "Fund"). An independent fund managing company (the "Fund Manager") is engaged in managing the operation of virtual currencies mining. Pursuant to the agreements, the Group agreed to invest, in total, RMB12,000,000, representing 23.3% non-voting right of the Fund. Any investment income from production of virtual currencies would be distributed to the Group in accordance with the percentage of interest in the Fund. The Group did not have significant influence over this company, evidenced by (i) the instrument does not give the Group any voting power regarding the financial and operating activities of the Fund and (ii) the lack of any direct or indirect involvement at board level, in particular the financial and operating policy decisions of the Fund, and no right to appoint or remove the Fund Manager, and was therefore accounted for the investment as available-for-sale financial asset.

庫務政策

本集團採取審慎之庫務政策。本集團不斷為其客戶之財務狀況進行信貸評估，致力減低所承擔之信貸風險。為管理流動資金風險，本公司董事會密切監察本集團之流動資金狀況，以確保本集團之資產、負債及承擔之流動資金架構能符合其資金要求。

僱員及薪酬政策

於2017年12月31日，本集團擁有137名僱員（2016年12月31日：82名）。於本年度，本集團之員工成本（包括董事酬金）達約人民幣25,137,000元（2016年：人民幣13,103,000元）。

本集團相信員工乃其最重要資產之一。於2017年，為了提供具競爭力的薪酬待遇，本集團將僱員薪酬水平調整至緊貼員工個人表現、學歷及經驗以及勞動市場狀況，因此，本年度員工成本大幅增加91.8%。本集團亦積極為員工提供培訓機會，以增強彼等的工作技能。

或有負債及擔保

於2017年12月31日，本集團就提供予獨立第三方的金融擔保而向金融機構提供擔保所產生之或有負債約為人民幣17,492,000元（2016年：無）。本集團並無提出任何訴訟（2016年：無）。

重大投資及出售

於2017年5月12日，本集團以現金代價人民幣3,865,000元出售主要從事軟件開發的無上市可供出售金融資產。代價已全部結清且本集團於損益賬中確認出售收益為人民幣865,000元。

於2017年8月9日，本集團為投資虛擬貨幣礦業基金（「該基金」）與一間獨立公司訂立兩項協議。一間獨立基金管理公司（「基金經理」）負責管理虛擬貨幣礦業運營。根據該協議，本集團同意總共投資人民幣12,000,000元，佔非股票權基金總額的23.3%。任何來自生產虛擬貨幣的投資收入將根據基金利息的百分比分配予本集團。由於(i)該工具並未授予本集團有關基金融資及運營活動的任何投票權及(ii)缺乏董事會層面的任何直接或間接參與，尤其是在該基金的財務及經營政策決策，且無權批准解聘基金經理，本集團對該公司並無重大影響力，故被列為可供出售金融資產投資。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

As at 20 October 2017, the Group acquired approximately 5.2% equities of Zhuhai Sanmu Technology Co., Ltd. (a company incorporated in China, its issued shares listed on National Equities Exchange and Quotations in China, stock code: 831766) at cash consideration of approximately RMB115,000,000 through its wholly-owned subsidiary Xinjiang Nine Domain Digital Venture Capital Limited.

The Group acquired 30% equity interest in Zhuhai Aerfaniu Technology Limited for a cash consideration of RMB3,000,000 on 24 March 2017. Details of the Group's associate at 31 December 2017 are as follow:

As at 12 September 2017, the Group has entered into a sale and purchase agreement with five individuals third parties (the "Vendors"), pursuant to which the Vendors conditionally agreed to sell, and Xinjiang Nine Domain Digital Venture Capital Limited* (新疆九域數字創業投資有限公司) a subsidiary of the Company by virtue of a series of structured contracts, conditionally agreed to acquire the entire equity interest of Maanshan Anxin Small Loan Limited* (馬鞍山安信小額貸款有限公司), Maanshan Bai Yi Industrial Co., Ltd.* (馬鞍山拜蟻實業有限公司), Maanshan Yu Ao Network Technology Co., Ltd.* (馬鞍山雨傲網路科技有限公司) and Jiangdong Sales Electricity Co., Ltd.* (江東售電有限公司) at the consideration of RMB35,000,000 (the "Acquisition"). The Acquisition was then terminated due to amicable discussions and upon mutual agreement on 9 February 2018. Please refer the announcements of the Company dated 12 September 2017 and 9 February 2018 for further details.

Transactions During the Year

Save as disclosed in section headed "Significant Investment and Disposal", the following are transactions entered into during the Year:-

Major Transaction

From 27 June 2017 to 17 October 2017 (both dates inclusive), Prajna Technology Limited ("Prajna Technology"), a wholly-owned subsidiary of the Company conducted a disposal of 95,448,000 shares, approximately 0.43%, in the share capital of Chong Sing Holdings FinTech Group Limited ("Chong Sing") (previously known as "Credit China FinTech Holdings Limited"), a company listed on the GEM, on the open market with a gross market proceeds of HK\$103.1 million (the "Disposal").

As certain of the relevant percentage ratios (as defined in the GEM Listing Rules) for the Disposal exceeded 25% but all relevant percentage ratios were less than 75%, the Disposal constituted a major disposal for the Company under the GEM Listing Rules and were subject to the notification, announcement and shareholder's approval requirements under Chapter 19 of the GEM Listing Rules.

本集團於2017年10月20日以其全資附屬公司新疆九域數字創業投資有限公司收購珠海三木科技股份有限公司(一間於中國註冊成立的公司,其已發行股份於中國全國中小企業股份轉讓系統上市,股份代號:831766)5.2%之股權,現代價約為人民幣115,000,000元。

本集團於2017年3月24日以人民幣3,000,000元之現金代價收購珠海阿爾法牛科技有限公司的30%權益。本集團聯營公司於2017年12月31日之詳情如下:

於2017年9月12日,本集團與五名個人第三方(「賣方」)訂立一項買賣協議,據此,賣方有條件同意出售,及本公司附屬公司新疆九域數字創業投資有限公司藉一系列結構性合約有條件同意收購馬鞍山安信小額貸款有限公司、馬鞍山拜蟻實業有限公司、馬鞍山雨傲網路科技有限公司及江東售電有限公司的全部股權,代價為人民幣35,000,000元(「收購事項」)。該收購事項於2018年2月9日經友好協商及雙方同意後終止。進一步詳情,請參閱本公司日期為2017年9月12日及2018年2月9日的公告。

本年度交易

除「重大投資及出售」一節所披露者外,以下為本年度內訂立的交易:-

主要交易

自2017年6月27日至2017年10月17日(包括首尾兩日),本公司的全資附屬公司Prajna Technology Limited(「Prajna Technology」)於公開市場上以103.1百萬港元的市場收益總額出售中新控股科技集團有限公司(「中新」)(前稱「中國信貸科技控股有限公司」(一間於GEM上市的公司)的95,448,000股股份,約為其股本的0.43%(「出售事項」)。

由於出售事項的若干百分比率(定義見GEM上市規則)超過25%但所有相關百分比率均低於75%,故根據GEM上市規則,出售事項構成本公司的一項主要出售且須遵守GEM上市規則第19章項下的通知、公告及股東批准規定。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Pursuant to Rule 19.44 of the GEM Listing Rules, (i) as no shareholder of the Company (the "Shareholder") has material interest in the Disposal, none of the Shareholders is required to abstain from voting if the Company was to convene a general meeting for the approval of the Disposal; and (ii) the Company has obtained a written approval dated 13 November 2017 from Data King Limited and Swift Well Limited, being the controlling Shareholders, holding 143,040,000 shares of the Company and 128,614,800 shares of the Company, respectively, representing approximately 56.59% of the issued Shares in aggregate for the approval of the Disposal. As a result, no extraordinary general meeting will be convened by the Company to approve the Disposal. Please refer to the announcements of the Company dated 13 November 2017, 4 December 2017 and circular of the Company dated 15 December 2018.

Connected Transaction

On 29 August 2017, Prajna Technology Limited ("Prajna Technology"), a wholly-owned subsidiary of the Company and Sanbao Star Limited (Sanbao Star), a company incorporated in the British Virgin Islands with limited liability, is owned as to approximately 72.8%, 13.1% and 14.1% by Mr. Sun Jiangtao, Mr. Tang Bing (both Directors) and three other independent third parties entered in to the share transfer agreement 1 and share transfer agreement 2, pursuant to which Prajna Technology conditionally agreed to acquire and Sanbao Star conditionally agreed to sell approximately 4.5% and 20.7% equity interest in Goopal Group and Joy Credit Online Limited, at a consideration of US\$0.3 million (equivalent HK\$2.3 million) and approximately US\$0.4 million (equivalent to approximately HK\$3.1 million), respectively. Please refer the announcement of the Company dated 29 August 2017 for further details.

Discloseable Transaction

On 12 September 2017, Mr. Huang Qingsheng, Ms. Huang Fang, Ms. Huang Rong, Ms. Liu Lifang, Ms. Tang Shiqin (collectively the "Vendors") and Xinjiang Nine Domain Digital Venture Capital Limited, a wholly-owned subsidiary of the Company (the "Purchaser"), entered into a sale and purchase agreement, pursuant to which the Vendors conditionally agreed to sell and the Purchaser conditionally agreed to purchase the entire interest in Maanshan Bai Yi Industrial Co., Ltd., Maanshan Yu Ao Network Technology Co., Ltd. and Jiangdong Sales Electricity Co., Ltd. including Maanshan Anxin Small Loan Limited, for an aggregate consideration of RMB35,000,000 (the "Sale and Purchase Agreement").

Through amicable discussion and upon mutual agreement, the Vendors and the Purchaser entered into a termination agreement on 9 February 2018 to terminate the Sale and Purchase Agreement and the Vendors had refund the deposits of RMB3,500,000 on 28 February 2018. Please refer the announcements of the Company dated 12 September 2017 and 9 February 2018 for further details.

Use of Proceeds

As of 31 December 2017, the Group had not utilised any funds raised from listing in early December 2013. Net proceeds from the placing of the Company's shares were currently deposited in the bank account of Shenzhoufu Software, a wholly-owned subsidiary of the Company as short term deposits.

根據GEM上市規則第19.44條，(i)由於概無本公司股東(「股東」)於出售事項中擁有重大權益，故倘本公司將召開股東大會以批准出售事項，則概無股東須放棄投票；及(ii)本公司已獲得控股股東Data King Limited及Swift Well Limited日期為2017年11月13日的書面批准，分別持有本公司143,040,000股股份及本公司128,614,800股股份，合共佔批准出售事項已發行股份的約56.59%。因此，本公司將不會召開股東特別大會以批准出售事項。請參閱本公司日期為2017年11月13日、2017年12月4日的公告及本公司日期為2018年12月15日的通函。

關聯交易

於2017年8月29日，本公司的全資附屬公司Prajna Technology Limited(「Prajna Technology」)及於英屬處女群島註冊成立的有限公司Sanbao Star Limited (Sanbao Star)(由孫江濤先生、唐斌先生(二者均為董事)及三位其他獨立第三方擁有約72.8%、13.1%及14.1%的權益)訂立股份轉讓協議1及股份轉讓協議2，據此，Prajna Technology有條件同意收購及Sanbao Star有條件同意出售Goopal Group及Joy Credit Online Limited分別約4.5%及20.7%的股權，代價分別為0.3百萬美元(相當於2.3百萬港元)及約0.4百萬美元(相當於約3.1百萬港元)。進一步詳情，請參閱本公司日期為2017年8月29日的公告。

須予披露交易

於2017年9月12日，黃慶生先生、黃芳女士、黃容女士、劉麗芳女士及湯士琴女士(統稱「賣方」)與本公司全資附屬公司新疆九域數字創業投資有限公司(「買方」)訂立一項買賣協議，根據該協議，賣方有條件地同意出售及買方有條件地同意購買馬鞍山拜蟻實業有限公司、馬鞍山雨傲網路科技有限公司及江東售電有限公司包括馬鞍山安信小額貸款有限公司的全部權益，總代價為人民幣35,000,000元(「買賣協議」)。

經友好協商及雙方同意，賣方與買方於2018年2月9日訂立一項終止協議以終止買賣協議及賣方已於2018年2月28日退還按金人民幣3,500,000元。進一步詳情，請參閱本公司日期為2017年9月12日及2018年2月9日的公告。

所得款項用途

截至2017年12月31日，本集團尚未使用任何在2013年12月初上市的募集資金。本公司股份配售所得款項淨額現存入本公司的全資附屬公司神州付軟件的銀行戶口作短期存款用途。

Management Discussion and Analysis (Continued)

管理層討論與分析(續)

Significant Events After Reporting Period

- (i) On 17 January 2018, Swift Well Limited, a company incorporated in British Virgin Islands (the "BVI") and is beneficially owned as to 95% by Mr. Wei, the chairman of the Board and a non-executive Director, and 5% by Mr. Wei Chunming, uncle of Mr. Wei, on trust for Mr. Wei which is interested in approximately 26.79% of the issued share capital of the Company (the "Vendor") and Data King Limited, a company incorporated in BVI with limited liability, a company incorporated in BVI and is wholly owned by Mr. Sun Jiangtao, an executive Director (the "Purchaser") had entered into a share purchase agreement, pursuant to which the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase, in aggregate, 101,760,000 shares of the Company, representing approximately 21.20% of the issued share capital of the Company for a total consideration of HK\$50,880,000, equivalent to HK\$0.50 per share (the "Share Purchase").

The Share Purchase was completed on 17 January 2018 (the "Share Purchase Completion"). Immediately following the Share Purchase Completion, the Purchaser and parties acting in concert with it (other than the Vendor, Mr. Wei and Mr. Tang Bin) were interested in a total of 244,800,000 shares of the Company, representing approximately 51% of the entire issued share capital of the Company.

Pursuant to Rule 26.1 of the Hong Kong Code on Takeovers and Mergers, the Purchaser is required to make an unconditional mandatory cash offer to acquire all the shares in issue, other than those already owned or agreed to be acquired by the Purchaser and parties acting in concert with it (the "Offer" at an offer price of HK\$0.6 per share).

The Purchaser intends to finance the consideration payable under the Offer from the loan facility for the sum of up to HK\$80,000,000 (the "Loan Facility"). The Loan Facility for the sum of up to HK\$80,000,000 is secured by charges over all of Mr. Sun Jiangtao's shareholding in the Purchaser and 244,800,000 Shares held by the Purchaser immediately following the Share Purchase Completion. For details, please refer to announcements of the Company dated 17 January 2018, 18 January 2018, 7 February 2018 and 6 March 2018.

- (ii) On 9 February 2018, Mr. Huang Qingsheng, Ms. Huang Fang, Ms. Huang Rong, Ms. Liu Lifang, Ms. Tang Shiqin (collectively the "Vendors") and Xinjiang Nine Domain Digital Venture Capital Limited, an indirectly wholly-owned subsidiary of the Company, entered into a termination agreement, in which, it is agreed that the sale and purchase agreement to acquire the entire interests in Maanshan Anxin Small Loan Limited, Maanshan Bai Yi Industrial Co., Ltd., Maanshan Yu Ao Network Technology Co., Ltd. and Jiangdong Sales Electricity Co., Ltd. for an aggregate consideration of RMB35,000,000 is terminated, and the Vendors will refund the deposits of RMB3,500,000 on or before 28 February 2018. Please refer the announcement of the Company dated 9 February 2018 for further details.

報告期後重大事項

- (i) 於2018年1月17日，Swift Well Limited (一間於英屬處女群島(「英屬處女群島」)註冊成立，由董事會主席兼非執行董事魏先生持有95%權益及魏先生的叔父魏春明先生以信託方式代魏先生持有5%權益的公司，魏先生於本公司已發行股本中擁有約26.79%權益)(「賣方」)與Data King Limited (一間於英屬處女群島註冊成立的公司，由執行董事孫江濤先生(「買方」)全資擁有)訂立股份購買協議，據此，賣方有條件同意出售及買方有條件同意購買本公司合共101,760,000股股份(相當於本公司已發行股本的約21.20%)，總代價為50,880,000港元(相當於每股股份0.50港元)(「股份購買事項」)。

股份購買事項於2018年1月17日完成(「股份購買事項完成」)。緊隨股份購買事項完成後，買方及其一致行動人士(賣方、魏先生及唐斌先生除外)於本公司合共244,800,000股股份中擁有權益，佔本公司已發行股本約51%。

根據香港公司收購及合併守則26.1條，買方須作出無條件強制性現金要約，以收購所有已發行股份，買方及其一致行動人士已擁有或同意將予收購者除外(按每股0.6港元的發售價進行的「要約」)。

買方擬根據要約之應付代價從貸款融資中撥付最多80,000,000港元之款項(「貸款融資」)。最多80,000,000港元之融資貸款以緊接股份購買完成后孫江濤先生於買方之全部股權及買方持有之244,800,000股股份作抵押。有關詳情，請參閱本公司日期為2018年1月17日、2018年1月18日、2018年2月7日及2018年3月6日的公告。

- (ii) 於2018年2月9日，黃慶生先生、黃芳女士、黃容女士、劉麗芳女士及湯士琴女士(統稱「賣方」)與本公司間接全資附屬公司新疆九域數字創業投資有限公司訂立終止協議，同意終止以總代價人民幣35,000,000元收購馬鞍山安信小額貸款有限公司、馬鞍山拜蟻實業有限公司、馬鞍山雨傲網路科技有限公司及江東售電有限公司的全部權益的買賣協議，賣方將於2018年2月28日或之前退還按金人民幣3,500,000元。進一步詳情，請參閱本公司日期為2018年2月9日之公告。

Directors and Senior Management Profiles

董事及高級管理人員簡介

EXECUTIVE DIRECTORS

Mr. Sun Jiangtao, aged 40, is the chief executive officer and an executive director of the Company (the "Director"), and was appointed as an executive Director on 11 May 2011. He is also a member of each of the remuneration committee and the nomination committee of the Board (the "Nomination Committee" and the "Remuneration Committee", respectively). Mr. Sun joined the Company and its subsidiaries (the "Group") in October 2004. He is responsible for the overall management and business development of the Group. Mr. Sun graduated from the Beijing University of Aeronautics and Astronautics with a bachelor's degree in Engineering. In 2012, Mr. Sun was acknowledged as "2012 Outstanding Young Entrepreneur in the Industry of China's Electronic Information" by China Electronics Enterprises Association. In 2014, Mr. Sun was recognized as 2014 China's Commercial Influential People (中國商業影響力人物) by the Third Session of China Finance Summit Organizing Committee (中國財經峰會組委會) and he has more than 15 years of experience in corporate management, financing, operation, product design and marketing.

Mr. Sun also serves as a director of Shenzhoufu (Beijing) Software Technology Co., Ltd., Beijing Youxing Technology Co., Ltd. and Beijing Tianjiyilian Technology Co., Ltd., and the chairman of Beijing Wanlefu Technology Limited. All the above companies are the subsidiaries of the Company.

Mr. Tang Bin, aged 37, is an executive Director. Mr. Tang was appointed as an executive Director on 8 June 2012. He is also the compliance officer of the Company. Mr. Tang is responsible for overseeing the Group's management of sales and marketing department and maintenance of the daily operation. Mr. Tang has accumulated over ten years of experience in the IT industry and online game business and is familiar with the operation flow of the Group. Mr. Tang graduated from the Beijing University of Aeronautics and Astronautics.

Mr. Tang also serves as an executive director of Beijing Shenzhoufu Network Technology Development Limited, a subsidiary of the Company.

NON-EXECUTIVE DIRECTORS

Mr. Wei Zhonghua, aged 40, is the chairman of the board of Directors and a non-executive Director. He joined the Group in October 2004 and was appointed as a non-executive Director on 11 May 2011. He is also a member of the audit committee of the Board (the "Audit Committee"). Mr. Wei is responsible for supervising administrative activities of the Group and giving suggestions to the formation of strategies. Mr. Wei graduated from the University of Science and Technology Beijing with a bachelor's degree in Engineering. Mr. Wei has over 17 years of experience in the IT industry.

執行董事

孫江濤先生，40歲，本公司行政總裁兼執行董事（「董事」），於2011年5月11日獲委任為執行董事。孫先生亦為董事會薪酬委員會及提名委員會成員（分別為（「提名委員會」）及（「薪酬委員會」））。孫先生於2004年10月加入本公司及其附屬公司（「本集團」）。孫先生負責本集團的整體管理及業務發展工作。孫先生畢業於北京航空航天大學，持有工學學士學位。2012年，孫先生獲中國電子企業協會承認為「2012年中國電子信息優秀青年企業家」，2014年孫先生獲第三屆中國財經峰會組委會承認為2014年中國商業影響力人物。在公司管理、融資、營運、產品設計、產品推廣等方面擁有逾15年經驗。

孫先生同時還擔任神州付（北京）軟件技術有限公司、北京遊戲瓶科技有限責任公司及北京天機移聯有限公司的董事並擔任北京玩樂付科技有限公司董事長。所有上述公司均為本公司附屬公司。

唐斌先生，37歲，執行董事，於2012年6月8日獲委任為執行董事，彼也是本公司合規主任。唐先生負責監察本集團的銷售及市場部管理及維持日常運作。唐先生有逾10年信息技術行業及網上遊戲業務經驗，並熟悉本集團的運作流程。唐先生畢業於北京航空航天大學。

唐先生亦擔任本公司附屬公司北京神州付網絡科技發展有限公司的執行董事。

非執行董事

魏中華先生，40歲，董事會主席兼非執行董事，於2004年10月加入本集團並於2011年5月11日獲委任為非執行董事，魏先生也是董事會審核委員會成員（「審核委員會」）。魏先生負責監督本集團的行政活動及就制定策略做出建議。魏先生畢業於北京科技大學，持有工學學士學位，彼具有逾17年信息技術行業經驗。

Directors and Senior Management Profiles (Continued)

董事及高級管理人員簡介(續)

Mr. Li Jianguang, aged 53, was appointed as a non-executive Director on 9 April 2015, responsible for supervising the administrative activities of the Group and providing suggestions for policy making.

Mr. Li graduated from the department of economics of the Beijing University in 1987 and received a master's degree in Science from the Guelph University in Canada in 1994. He accumulated rich experience in investment from years of career experience. Mr. Li has served as a non-executive director of HC International, Inc. (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited [the "Stock Exchange"], stock code: 2280) since August 2006.

Mr. Lan Xi, aged 31, was appointed as a non-executive Director on 9 April 2015, responsible for supervising the administrative activities of the Group and providing suggestions for policy making. He has nine years of experience in investment bank and investment.

Mr. Lan graduated from the Beijing University in July 2008 with a bachelor's dual degree in electrical information science and technology and economics.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yang Haoran, aged 47, was appointed as an independent non-executive Director, the chairman of the Nomination Committee and a member of the Remuneration Committee on 9 April 2015. Mr. Yang has over 16 years of experience in internet industry. He graduated from the Anhui University of Science and Technology and received a bachelor's degree in Electrical Engineering in 1991 and a master's degree of computer from the University of Texas at Dallas in 1998.

Mr. Hou Dong, aged 46, is an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. He was appointed as an independent non-executive Director on 9 November 2013. Mr. Hou has more than 10 years of experience in management and capital investment. Mr. Hou currently is a venture partner of Tuspark Venture Capital Management (Beijing) Co., Ltd.

Mr. Hou obtained a master's degree in Engineering and a master's degree in Economics.

Mr. He Qinghua, aged 41, is an independent non-executive Director and the chairman of the Audit Committee. He was appointed as an independent non-executive Director on 9 November 2013. Mr. He worked for several famous international accounting firms with over 17 years of experience in accounting, internal control and risk management.

Mr. He graduated from the University of International Business and Economics in the People's Republic of China (the "PRC") with a bachelor's degree in International Corporate Management in July 2000. He is a Certified Public Accountant accredited by the Ministry of Finance of the PRC.

李建光先生，53歲，於2015年4月9日獲委任為本集團非執行董事，負責監督本集團的行政活動及就制定策略做出建議。

李先生於1987年畢業於北京大學經濟系，並於1994年取得加拿大Guelph大學理學碩士學位，在金融業多年的從業經驗，積累了豐富的投資經驗。李先生自2006年8月開始擔任香港聯合交易所有限公司（「聯交所」）主板上市公司慧聰網有限公司（股票代碼：2280）非執行董事。

蘭希先生，31歲，於2015年4月9日獲委任為本集團非執行董事，負責監督本集團的行政活動及就制定策略做出建議。蘭先生具有九年投資銀行及投資經驗。

蘭先生於2008年7月畢業於北京大學，持有電子資訊科學與技術和經濟學雙學士學位。

獨立非執行董事

楊浩然先生，47歲，於2015年4月9日獲委任為本集團獨立非執行董事，提名委員會主席和薪酬委員會成員。楊先生具有逾16年的互聯網行業經驗。楊先生於1991年在安徽理工大學畢業，獲得電氣工程專業學士學位，並於1998年獲得德克薩斯州立大學達拉斯分校頒發的電腦碩士學位。

侯東先生，46歲，現為獨立非執行董事、薪酬委員會主席、審核委員會成員及提名委員會成員。於2013年11月9日獲委任為獨立非執行董事。侯先生具有超過10年管理及資本投資經驗，現為啟迪創業投資管理（北京）有限公司投資合伙人。

侯先生持有工學碩士學位及經濟學碩士學位。

何慶華先生，41歲，現為獨立非執行董事及審核委員會主席，於2013年11月9日獲委任為獨立非執行董事。何先生曾任職多家國際知名會計師事務所，在會計、內部控制及風險管理方面擁有逾17年經驗。

何先生於2000年7月於中華人民共和國（「中國」）對外經濟貿易大學畢業，持有國際企業管理學士學位，為中國財政部認可的註冊會計師。

Directors and Senior Management Profiles (Continued)

董事及高級管理人員簡介(續)

SENIOR MANAGEMENT

Mr. Tang Bin, aged 37, is the compliance officer of the Group. For details of his qualifications and experience, please refer to "Directors and Senior Management Profiles – Executive Directors".

COMPANY SECRETARY

Mr. Kwok Siu Man, aged 59, was appointed as the company secretary of the Company with effect from 9 November 2013. Mr. Kwok has over 25 years' in-house legal, corporate secretarial and management experience gained at company secretary and other senior positions from reputable listed companies in Hong Kong (including Hang Seng Index Constituent and Hang Seng Mid-Cap 50 stock companies) and overseas.

Mr. Kwok matriculated from Queen's College, holds a professional diploma in company secretaryship and administration, a bachelor's degree of arts and a post-graduate diploma in laws and has passed the Common Professional Examination in England and Wales.

Mr. Kwok is a fellow of The Institute of Chartered Secretaries and Administrator in England, the Institute of Financial Accountants in England, The Institute of Public Accountants in Australia, The Hong Kong Institute of Chartered Secretaries (the "HKICS"), The Hong Kong Association of Accountants and The Hong Kong Institute of Directors and a member of the Hong Kong Securities and Investment Institute. He possesses other professional qualifications in arbitration, tax, financial planning and human resource management. He was a chief examiner and the longest-serving council member of the HKICS.

Mr. Kwok currently also serves as the company secretary and a joint company secretary of a number of companies listed on the Main Board and the GEM of the Stock Exchange, respectively (the "GEM"). He is an independent non-executive director of a company listed on the GEM.

Mr. Kwok is an executive director and the head, corporate secretarial of Boardroom Corporate Services (HK) Limited and a director of Boardroom Share Registrars (HK) Limited, the Company's Hong Kong branch share registrar. He is not an employee of the Company and he can contact Mr. Chen Tao, the Finance Manager of the Company, in relation of to any corporate secretarial matters.

高級管理人員

唐斌先生，37歲，本集團合規主任。有關其資格及經驗的詳情，請參閱「董事及高級管理人員簡介－執行董事」。

公司秘書

郭兆文先生，59歲，自2013年11月9日起獲委任為本公司的公司秘書。郭先生已從香港(包括恒生指數成份及恒生50中型市值的公司)及海外多間信譽良好的上市公司擔任公司秘書及其他高級職位累積逾25年內部法務、公司秘書及管理經驗。

郭先生於皇仁書院預科畢業，持有公司秘書學及行政專業文憑、文學學士學位及法學深造文憑，並通過英格蘭及威爾斯之普通法專業考試。

郭先生為英國特許秘書及行政人員公會、英國註冊財務會計師公會、澳大利亞公眾會計師協會、香港特許秘書公會(「港秘書會」)、香港專業會計師協會及香港董事學會的資深會員，以及香港證券及投資學會會員。彼亦具備仲裁、稅務、財務策劃及人力資源管理等其他專業資格。彼為港秘書會之主考官及服務年期最長之理事。

郭先生目前亦擔任多家於聯交所主板及GEM(「GEM」)上市之公司的公司秘書及聯席公司秘書。彼為一間於GEM上市的公司的獨立非執行董事。

郭先生現為寶德隆企業服務(香港)有限公司的執行董事兼企業秘書主管及寶德隆證券登記有限公司之董事(本公司之香港股份過戶登記分處)。彼並非本公司僱員，可就任何公司秘書事宜與陳濤先生(本公司財務經理)聯絡。

Report of the Directors

董事會報告

The directors of China Binary Sale Technology Limited (the “Company” and the “Directors”, respectively) have pleasure in presenting their annual report with the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 December 2017 (the “Year”).

GENERAL INFORMATION

The Company’s registered office and principal place of business are located at P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands and 3rd Floor, No. 1 Building Taiyueyuan, Haidian District, Beijing, the People’s Republic of China (the “PRC”), respectively.

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

CORPORATE REORGANISATION AND PLACING

Pursuant to a group reorganisation (the “Reorganisation”) to rationalize the structure of the Group in preparation for the listing of the Company’s ordinary shares of US\$0.001 each (the “Shares”) on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange” and the “GEM”, respectively), the Company became the holding company of the Group. Details of the Reorganisation are as set out in “History and Development” of the prospectus issued by the Company dated 27 November 2013 (the “Prospectus”).

Following the placing of 120,000,000 Shares at a price of HK\$0.60 per Share (the “Placing”), the Company was initially listed on the GEM on 4 December 2013 (the “Listing Date”).

神州數字銷售技術有限公司(「本公司」)之董事(「董事」)欣然呈報本公司及其附屬公司(統稱「本集團」)截至2017年12月31日止年度(「本年度」)之年度報告及經審核綜合財務報表。

一般資料

本公司的註冊辦事處及主要營業地點分別位於P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands及中華人民共和國(「中國」)北京海淀區太月園1號樓3樓。

本公司為一間投資控股公司。本公司附屬公司主要業務為在中國透過促進網上遊戲運營商與網上遊戲用戶之間的交易提供網上交易服務、向手機用戶提供手機話費充值服務，及向個人借款人及放貸人提供小額融資中介服務。

企業重組及配售

根據本集團為籌備本公司每股面值0.001美元普通股(「股份」)於香港聯合交易所有限公司GEM(分別為(「聯交所」)及(「GEM」)上市而優化本集團架構所進行之集團重組(「重組」)，本公司成為本集團的控股公司。有關重組詳情載列於本公司日期為2013年11月27日的招股章程(「招股章程」)「歷史及發展」章節。

繼按每股0.60港元的價格配售120,000,000股股份(「配售事項」)後，本公司於2013年12月4日(「上市日期」)首次於GEM上市。

Report of the Directors (Continued)

董事會報告(續)

STRUCTURED CONTRACT

The Group is principally engaged in, through Beijing Tianjiyilian Technology Co., Ltd. ("Beijing TJYL") and its subsidiaries, provision of online transaction services. Pursuant to applicable PRC laws and regulations, foreign investors, unless fulfilling the qualification requirements, are prohibited from holding equity interest in an entity which conducts value-added telecommunications services. Accordingly, the Group cannot acquire equity interest in Beijing TJYL, which conducts our principal business and holds the assets and certain licenses, approvals and permits required for the operation of our principal business.

As a result of the foregoing, Beijing TJYL (and its shareholders, as the case may be) entered into certain contracts (the "Structured Contracts") with Mr. Sun Jiangtao, Mr. Wei Chunming and Mr. Wei Zhonghua (who are the registered shareholders of Beijing TJYL and collectively the "Registered Owners") and Shenzhoufu (Beijing) Software Technology Co., Ltd. ("Shenzhoufu Software"), a wholly-owned subsidiary of the Company on 22 June 2011, (which were subsequently amended on 30 June 2012).

The Structured Contracts comprise an Exclusive Optional Share Purchase Agreement, Shareholder Voting Right Entrustment Agreement, Share Pledge Agreement, Exclusive Intellectual Property Purchase Agreement and Exclusive Consulting and Services Agreement (as defined in the Prospectus), with Shenzhoufu Software, pursuant to which Shenzhoufu Software has full financial and operational control of Beijing TJYL. The series of Structured Contracts as a whole allow the financial performance and economic benefits of the business of Beijing TJYL to be included in the financial information of the Company as if the Company is the parent company of Beijing TJYL. Pursuant to the Structured Contracts, Beijing TJYL has an obligation to pay the consulting and technical supporting services fees to Shenzhoufu Software and Shenzhoufu Software 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 Beijing TJYL under the terms of the Structured Contracts.

結構性合約

本集團主要透過北京天機移聯科技有限公司(「北京天機移聯」)及其附屬公司提供網上交易服務。根據適用的中國法律及法規，除非符合資質規定，外國投資者不得持有從事增值電信服務實體的股權。因此，本集團不能收購北京天機移聯的股權，而該公司從事我們的主營業務，並且持有運營本公司主營業務所需的資產及若干牌照、批准及許可。

由於前述原因，北京天機移聯(及其股東，視乎情況而定)與孫江濤先生、魏春明先生及魏中華先生(為北京天機移聯的登記股東，統稱「登記擁有人」)及神州付(北京)軟件技術有限公司(「神州付軟件」，本公司的全資附屬公司)於2011年6月22日訂立若干合約(「結構性合約」，其後於2012年6月30日修訂)。

與神州付軟件訂立之結構性合約包括獨家選擇性購股協議、股東表決權委託協議、股權質押協議、獨家知識產權購買協議以及獨家諮詢及服務協議(定義見招股章程)，據此，神州付軟件對北京天機移聯擁有全面財務及營運控制權。該系列結構性合約整體上使北京天機移聯業務的財務表現及經濟利益計入本公司的財務資料，猶如本公司為北京天機移聯的母公司。根據結構性合約，北京天機移聯有責任向神州付軟件支付諮詢及技術支援服務費，而神州付軟件則擁有合法權利將該等費用保留作為其收益，且本公司能夠根據結構性合約的條款獲得北京天機移聯的全部溢利(包括保留盈利)。

Report of the Directors (Continued)

董事會報告(續)

In addition, the Registered Owners granted the individual appointed by Shenzhoufu Software, to exercise their shareholders' rights, including without limitation, to declare, receive or decline the dividends or distribution. In the event that the Registered Owners receive any dividends or distribution of assets declared by Beijing TJYL, the Registered Owners are required to return the dividend or distribution of assets so received to Shenzhoufu Software within three days. Therefore, Shenzhoufu Software controls the management and board of directors of Beijing TJYL and is able to acquire the entire profit generated from Beijing TJYL under the Structured Contracts. Details of the Structured Contracts are set out in the section headed "Structured Contracts" on pages 123 to 140 of the Prospectus.

Apart from the above, save as the investment in Beijing Zhangzhong Technology Limited, there are no new arrangements pursuant to or under the Structured Contracts (the "Contractual Arrangements") entered into, renewed or reproduced between the Group and the PRC operational entity during the Year. There was no material change in the Contractual Arrangements and/or the circumstances during the Year. During the Year, none of the Structured Contracts mentioned above has been unwound as none of the restrictions that led to the adoption of structured contracts under the Contractual Arrangements has been removed.

Set out below are certain key consolidated financial information of Beijing TJYL and its subsidiaries as prepared in accordance with the PRC accounting standards during the two financial years ended 31 December 2017, respectively:

此外，登記擁有人已授權神州付軟件所委託人士行使彼等的股東權利，包括但不限於宣派、收取或拒絕股息或分派。倘登記擁有人收取由北京天機移聯所宣派的任何股息或資產分派，則登記擁有人須於三日內向神州付軟件退回如此收取的股息或資產分派。因此，神州付軟件控制北京天機移聯的管理層及董事會，並能夠根據結構性合約獲取北京天機移聯所產生的全部溢利。結構性合約的詳情載列於招股章程第123至140頁「結構性合約」一節。

除上文所述者及於北京掌眾科技有限公司之投資外，年內，本集團與中國營運實體概無根據結構性合約或在結構性合約項下訂立、重續或複製任何新安排（「合約安排」）。年內，合約安排及／或有關情況並無重大變動。年內，由於致使採納合約安排項下結構性合約之限制概無被移除，故概無解除上述結構性合約。

下文分別載列北京天機移聯及其附屬公司於截至2017年12月31日止兩個財政年度根據中國會計準則編製之若干主要綜合財務資料：

		Year ended 31 December	
		截至十二月三十一日止年度	
		2016	2017
		(RMB'000)	(RMB'000)
		(人民幣千元)	(人民幣千元)
Revenue	收益	30,596	26,413
Total assets	總資產	250,765	233,264

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

有關合約安排之風險及本公司為緩解風險而採取之行動

Risk associated with the Contractual Arrangements 有關合約安排之風險

Mitigation actions taken by the Company 本公司採取之緩解行動

The PRC government may determine that the Contractual Arrangements are not in compliance with any existing or future applicable PRC laws or regulations

中國政府可能裁定合約安排並不符合任何現行或未來的適用中國法律或法規

Certain terms of the Contractual Arrangements may not be enforceable under the PRC laws

合約安排的若干條款未必可根據中國法律強制執行

The Directors have been closely monitoring 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, including Shenzhoufu Software and Beijing TJYL, are under the control of PRC investors so as to comply with relevant rules and regulations in the PRC.

董事已密切監視現行或未來的適用中國法律或法規(如外國投資法草案)之最新發展，並將採取措施以確保本公司(包括神州付軟件及北京天機移聯)均受中國投資者控制，藉以遵守中國相關規則及法規。

According to the amended and restated powers of attorney, the amended and restated share pledge agreements and the amended and restated exclusive business cooperation agreements, the arbitration tribunal may decide compensation for the equity interests or property ownership of Chinese business entities or their shareholders, decide enforceable remedy or demand a bankruptcy on Chinese business entities 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.

根據經修訂及重述的授權委託書、經修訂及重述的股權質押協議及經修訂和重述的獨家業務合作協議的規定，仲裁庭可以就中國商業實體或其股東的股權權益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商業實體或其股東破產。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 (Continued)

董事會報告(續)

Risk associated with the Contractual Arrangements 有關合約安排之風險

The Group depends upon the Structured Contracts to conduct its operations in the PRC and receive payments from Beijing TJYL and its subsidiaries, which may not be as effective in providing operational control as direct ownership

本集團依賴結構性合約以於中國進行其營運及自北京天機移聯及其附屬公司收取付款，而此舉在提供營運控制權方面未必如直接擁有權般有效

The Structured Contracts may be subject to scrutiny by the PRC tax authorities and a finding that the Group owes additional taxes could substantially reduce the Group's profitability

結構性合約可能遭受中國稅局審查，而倘結果顯示本集團需繳納額外稅款，則或會大幅降低本集團的盈利能力

Mitigation actions taken by the Company 本公司採取之緩解行動

The Contractual Arrangements shall continue to enable the Group to receive the economic benefits derived by Beijing TJYL and its subsidiaries through: (i) the Group's potential right (if and when so allowed under the applicable PRC laws) to acquire the equity interests in Beijing TJYL; (ii) the business structure under which the revenue generated by Beijing TJYL and its subsidiaries is substantially retained by Shenzhoufu Software; and (iii) Shenzhoufu Software's right to control the management and operation of, as well as, in substance, all of the voting rights of Beijing TJYL. The Directors are also of the view that the current dispute resolution measures under the Contractual Arrangements are sufficient to preserve the rights of the Group under the current PRC laws.

合約安排將繼續透過以下方式使本集團能收取源自北京天機移聯及其附屬公司的經濟利益：(i)本集團收購北京天機移聯股權之潛在權利(倘及當適用中國法律容許)；(ii)神州付軟件藉以保留北京天機移聯及其附屬公司產生之大部分收益之經營架構；及(iii)神州付軟件控制北京天機移聯管理層、營運以及實質上所有投票權的權利。董事亦認為，合約安排項下的現有解決糾紛措施足以維護本集團於現行中國法律項下之權利。

Having considered (i) the tax compliance certificates issued by the relevant tax authorities; (ii) that the Group has not encountered any interference or encumbrances from any PRC tax authority or other government authorities to the Contractual Arrangements; and (iii) that neither Beijing TJYL nor Shenzhoufu Software was entitled to any tax benefit and no favorable impact on the Group's tax liabilities was created when the Contractual Arrangements were first entered into in 2008, 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)相關稅局發出之納稅合規證明；(ii)本集團未有被任何中國稅局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；及(iii)於2008年首次訂立合約安排時，北京天機移聯及神州付軟件一概並無權利享有任何稅務利益，亦無對本集團的稅項負債產生利好影響，董事認為，合約安排不大可能被中國稅局及其他政府機關質疑。

Report of the Directors (Continued)

董事會報告(續)

Risk associated with the Contractual Arrangements 有關合約安排之風險

The Group relies on the licences held by Beijing TJYL and its subsidiaries and the interruption of the Group's relationship with Beijing TJYL could adversely affect the Group's business

本集團依賴北京天機移聯及其附屬公司持有牌照，而中斷本集團與北京天機移聯之關係或會對本集團的業務造成不利影響

There may be potential conflicts of interest between the Group and the shareholders of Beijing TJYL

本集團與北京天機移聯股東之間可能存在潛在利益衝突

Mitigation actions taken by the Company 本公司採取之緩解行動

To ensure sound and effective operation of the Group after the adoption of the Contractual Arrangements, the relevant business units and operation divisions of the Group have been reporting regularly, which have been/will be no less frequent than on a monthly basis, to the senior management of the Company on the compliance and performance conditions under the Contractual Arrangements and other related matters.

為確保本集團於採納合約安排後可穩健有效地營運，本集團的相關業務單位及營運分支已／將定期(頻率將不少於每月一次)向本公司高級管理層匯報合約安排項下之合規及履行情況，以及其他相關事宜。

The Company has adopted the following measures to manage the conflict of interests arising from the competing business and to safeguard the interests of the Shareholders:

本公司已採納以下措施以管理產生自競爭性業務之利益衝突及保障股東利益：

- (a) the independent non-executive Directors have reviewed/will review, on an annual basis, the compliance with the undertaking given by Mr. Wei Zhonghua, Mr. Sun Jiangtao, Swift Well Limited and Data King Limited (the "Controlling Shareholders") under the deed of non-competition (the "Deed of Non-competition") entered into between the Company and the Controlling Shareholders on 9 November 2013 regarding certain non-competition undertakings (the "Non-competition Undertakings") given by each of the Controlling Shareholders in favour of the Company (for itself and as trustee for its subsidiaries); and
- (a) 獨立非執行董事已／將按年審閱魏中華先生、孫江濤先生、Swift Well Limited及Data King Limited(「控股股東」)遵守根據本公司與控股股東於2013年11月9日就各控股股東以本公司(為其本身及作為其附屬公司的受託人)為受益人給予之若干不競爭承諾(「不競爭承諾」)所訂立的不競爭契據(「不競爭契據」)所給予的承諾的情況；及
- (b) the Controlling Shareholders have undertaken to provide all information requested by the Company which is necessary for the annual review by the independent non-executive Directors and the enforcement of the Deed of Non-competition;
- (b) 控股股東已承諾提供所有本公司要求且對獨立非執行董事進行年度審閱及執行不競爭契據而言屬必要的資料；

For details of the risks associated with the Contractual Arrangements, please refer to the section headed "Risk factors — Risks relating to the Structured Contracts" in the Prospectus.

有關合約安排之風險詳情，請參閱招股章程「風險因素—與結構性合約有關的風險」一節。

Report of the Directors (Continued)

董事會報告(續)

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are set out in Note 17 to the consolidated financial statements. Except for the new business activity, being the provision of micro financing facilitating service, there was no significant change in their activities during the Year.

SEGMENT REPORTING

The chief operating decision-maker of the Group has been identified as the executive Directors. During the Year, the Group established, among others, new business segment, resulting in a change in composition of reportable operating segments. The segments are managed separately as each business offers different services and requires different business strategies. The Group's service lines identified as reportable operating segments are as follow:

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

The executive Directors regularly review revenue and operating results derived from the two operating segments.

No geographical information is presented as all the Group's operations are located in the PRC.

INFORMATION ABOUT MAJOR CLIENTS

There was no single customer which contributed to 10% or more revenue to the Group's revenue for the Year.

RESULTS AND DIVIDEND

The results of the Group for the Year and the state of affairs of the Group and the Company at 31 December 2017 are set out in the consolidated financial statements on pages 75 to 164.

The board of Directors (the "Board") has resolved not to recommend the payment of a final dividend in respect of the Year (2016: nil).

主要業務

本公司之主要業務為投資控股，其主要附屬公司之業務載於綜合財務報表附註17。除新業務活動外(即提供小額融資中介服務)，其業務於本年度並無重大變動。

分部報告

本集團主要經營決策人已獲確定為執行董事。於本年度，本集團設立(其中包括)新業務分部，致使可呈報經營分部組成變動。由於各業務提供不同服務及要求不同業務策略，各分部管理獨立。本集團確定為可呈報經營分部的服務項目如下：

- (i) 網上交易服務(包括提供信息技術服務及廣告及推廣服務)；
- (ii) 小額融資中介服務(年內新分部(包括提供融資擔保服務))。

執行董事定期審閱兩個經營分部所產生的收入及經營業績。

本集團的所有業務於中國經營，故概無呈列地區資料。

有關主要客戶的資料

於本年度，概無單一客戶佔本集團10%或以上收入。

業績及股息

本集團於本年度之業績及本集團及本公司於2017年12月31日之業務狀況載於綜合財務報表第75至164頁。

董事會(「董事會」)決議不建議派發本年度之末期股息(2016年：無)。

Report of the Directors (Continued)

董事會報告(續)

USE OF PROCEEDS FROM THE COMPANY'S PLACING

The net proceeds received by the Company from the Placing, after deducting the underwriting fees and other relevant fees and expenses, amounted to approximately HK\$48.301 million. For details of the use of proceeds, please refer to the section headed "Management Discussion and Analysis" in this annual report.

FINANCIAL SUMMARY

A summary of the results as well as the assets and liabilities of the Group for the last five financial years is set out on page 5 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group for the Year are set out in Note 15 to the consolidated financial statements.

INTEREST CAPITALIZATION

The Group had no interest capitalization for the Year (2016: Nil).

BANK BORROWINGS

As at 31 December 2017, the Group had bank borrowings of RMB61,000,000 secured by pledged bank deposits of USD9,950,000 (equivalent to RMB65,015,000) (2016: Nil).

SHARE CAPITAL

Details of the movements in the Company's share capital during the Year are set out in Note 32 to the consolidated financial statements.

RESERVES

Details of the movements in the reserves of the Group and the Company during the Year are set out in the consolidated statement of changes in equity and in Note 33 to the consolidated financial statements, respectively.

本公司配售所得款項用途

本公司自配售收取的所得款項淨額，經扣減包銷費用及其他有關費用及開支後，約為48.301百萬港元。有關所得款項用途的詳情，請參閱本年報「管理層討論與分析」章節。

財務概要

本集團截至上五個財政年度的業績概要以及資產及負債載列於本年報第5頁。

物業、廠房及設備

本集團於本年度物業、廠房及設備變動之詳情載於綜合財務報表附註15。

利息資本化

本集團於本年度並無任何利息資本化(2016年：無)。

銀行借款

於2017年12月31日，本集團有質押銀行存款9,950,000美元(相當於人民幣65,015,000元)作為擔保的銀行借款人民幣61,000,000元(2016年：無)。

股本

本公司股本於本年度變動之詳情載於綜合財務報表附註32。

儲備

本集團及本公司儲備於本年度變動之詳情分別載於綜合權益變動表和綜合財務報表附註33。

Report of the Directors (Continued)

董事會報告(續)

DISTRIBUTABLE RESERVES

As at 31 December 2017, the Company's distributable reserve was approximately RMB214,491,000 under the Companies Law, Cap 22 [Law 3 of 1961, as consolidated and revised] of the Cayman Islands [2016: RMB206,382,000].

TAX RELIEF

The Company is not aware of any relief on taxation available to the shareholders of the Company (the "Shareholders") by reason of their holdings of the Shares. If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of or dealing in, or exercising of any rights in relation to the Shares, they are advised to consult their professional advisers.

MAJOR CUSTOMERS AND SUPPLIERS

For the Year, the aggregate mobile top-up transaction amount from the five largest mobile top-up agents accounted for approximately 10.4% [2016: 12.7%] of the Group's total mobile top-up amount, and mobile top-up transaction amount from the largest mobile top-up agent of the Group accounted for approximately 4.7% [2016: 6.4%] of the Group's total mobile top-up transaction amount.

For the Year, the aggregate transaction amount from the five largest online game operators accounted for approximately 51.3% [2016: 60.5%] of the Group's total amount of online transaction service, and transaction amount from the largest online game operator of the Group accounted for approximately 8.9% [2016: 17.2%] of the Group's total amount of online transaction service.

For the Year, the aggregate purchasing amount from the five largest mobile top-up service distributors accounted for approximately 82.1% [2016: 77.8%] of the Group's total mobile top-up purchasing amount, and the purchasing amount from the largest mobile top-up service distributor of the Group accounted for approximately 25.4% [2016: 35.6%] of the Group's total mobile top-up purchasing amount.

None of the Directors, their close associates (as defined under the Rules Governing the Listing of Securities on the GEM (the "GEM Listing Rules"), or any shareholders (which, to the knowledge of the Directors, owned more than 5% of the Company's issued share capital) had a beneficial interest in the Group's five largest customers and suppliers.

可供分配儲備

於2017年12月31日，按照開曼群島法例第22章公司法(1961年第3號法例，經綜合及修訂)計算，本公司可供分配儲備約為人民幣214,491,000元(2016年：人民幣206,382,000元)。

稅項寬減

本公司並不知悉股東(「股東」)因持有股份而可獲得任何稅項寬減。倘股東不確定購買、持有、出售或處置股份或行使股份相關權利方面的稅務影響，彼等應諮詢專業顧問。

主要客戶及供應商

於本年度，本集團來自前五大話費充值代理商的話費充值交易金額合共約佔全部話費充值金額的10.4%(2016年：12.7%)，而來自本集團最大話費充值代理商的話費充值交易金額約佔全部話費充值交易金額的4.7%(2016年：6.4%)。

於本年度，本集團來自五大網上游戲商戶的交易金額合共約佔全部網上交易服務金額的51.3%(2016年：60.5%)，而來自本集團最大網上游戲商戶的交易金額約佔全部網上交易服務金額的約8.9%(2016年：17.2%)。

於本年度，本集團來自五大話費充值服務分銷商的採購金額合共約佔全部話費充值採購金額的82.1%(2016年：77.8%)，而來自本集團最大話費充值分銷商的採購金額約佔全部話費充值採購金額的25.4%(2016年：35.6%)。

本公司董事、彼等的緊密联系人(如GEM證券上市規則(「GEM上市規則」)所界定)或任何股東(就董事所知持有本公司5%以上已發行股本)概無於任何五大客戶及供應商擁有任何實益權益。

Report of the Directors (Continued)

董事會報告(續)

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

The Company did not redeem any of its listed securities nor did the Company or any of its subsidiaries purchase or sell such securities during the Year.

Neither the Company nor any of its subsidiaries had issued or granted any convertible securities, options, warrants or similar rights or exercised any rights in relation to convertible securities, options, warrants or similar rights during the Year.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the articles of association of the Company (the "Articles of Association"), or laws of the Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

SHARE OPTION SCHEME

The Company operates a share option scheme (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who have contributed or may contribute to the success of the Group's operations. The Share Option Scheme was adopted by the Company on 9 November 2013, the principal terms of which are set out below:

The Board may at its discretion grant right(s) to subscribe for the Share(s) pursuant to the terms of the Share Option Scheme (the "Option") to any of the following persons (the "Eligible Participants"):

- (a) any director, employee or officer of any company in the Group who is employed by any company in the Group (whether full time or part time) (the "Employee"), consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or a company in which the Group holds an interest or a subsidiary of such company (the "Affiliate"); or
- (b) the trustee of any trust, the beneficiary of which or any discretionary trust, the discretionary objects of which include any Director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to the Group or an Affiliate; or

認購、出售或贖回本公司之上市證券

於本年度，本公司概無贖回其任何上市證券，且本公司或其附屬公司概無認購或出售有關證券。

本公司及其任何附屬公司於本年度內概無發行或授出任何可轉換證券、期權、認股權證或相似權利，亦無行使任何可轉換證券、期權、認股權證相關之權利或相似權利。

優先購股權

本公司之組織章程細則(「組織章程細則」)或開曼群島法例並無有關優先購股權之條文規定本公司須向現有股東按比例提呈發售新股份。

購股權計劃

本公司設有購股權計劃(「購股權計劃」)，以獎勵及酬謝對或會對本集團取得今日成就有貢獻之合資格參與者。本公司於2013年11月9日採納購股權計劃，其主要條款載列如下：

董事會可酌情決定根據購股權計劃的條款向下列任何人士(「合資格參與者」)授出可認購股份的權利(「購股權」)：

- (a) 由本集團任何公司聘用的本集團任何公司的任何董事、僱員或高級人員(不論全職或兼職)(「僱員」)、本集團或本集團持有權益的公司或有關公司的附屬公司(「聯屬公司」)的諮詢人、專業人員、客戶、供應商、代理、合作夥伴或顧問或承包商；或
- (b) 任何信託或任何全權信託的受託人，而該信託的受益人或該全權信託的全權信託對象包括本集團或聯屬公司的任何董事、僱員、諮詢人、專業人員、客戶、供應商、代理、合作夥伴或顧問或承包商；或

SHARE OPTION SCHEME (Continued)

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

Maximum Number of Shares

- (a) Subject to paragraphs (b) to (d) below, the maximum number of Shares which may be issued upon exercise of all Options granted under the Share Option Scheme and any other schemes must not, in aggregate, exceed 48,000,000 Shares, being 10% of the Shares in issue as at the Listing Date (the "Scheme Mandate Limit") unless approved by the Shareholders pursuant to paragraph (c) below. Options lapsed in accordance with the terms of the Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit.
- (b) Subject to paragraphs (c) and (d) below, the Scheme Mandate Limit may be renewed by the Shareholders in general meeting from time to time provided always that the Scheme Mandate Limit so renewed must not exceed 10% of the Shares in issue as at the date of approval of such renewal by Shareholders in general meeting. Upon such renewal, all Options granted under the Share Option Scheme and any other share option schemes of the Company (including those exercised, outstanding, cancelled and lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) prior to the approval of such renewal shall not be counted for the purpose of calculating the Scheme Mandate Limit as renewed.
- (c) Subject to paragraph (d) below, the Board may seek separate Shareholders' approval in general meeting to grant Options beyond the Scheme Mandate Limit provided that the Options in excess of the Scheme Mandate Limit are granted only to the Eligible Participants specifically identified by the Company before such approval is sought.
- (d) The maximum number of Shares which may be issued upon the exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes involving the issue or grant of Options or similar rights over Shares or other securities by the Company must not, in aggregate, exceed 30% of the Shares in issue from time to time. Notwithstanding anything contrary to the terms of the Share Option Scheme, no Options may be granted under the Share Option Scheme or any other share option schemes of the Company if this will result in the said 30% limit being exceeded.

購股權計劃(續)

- (c) 由本集團或聯屬公司的任何董事、僱員、諮詢人、專業人員、客戶、供應商、代理、合作夥伴、顧問或承包商實益擁有的公司。

股份數目上限

- (a) 在下文第(b)至(d)段的規限下，因根據購股權計劃及任何其他計劃已授出的全部購股權獲行使而可能發行的股份數目上限，合共不得超過48,000,000股股份，即於上市日期的已發行股份10%（「計劃授權限額」），惟已根據下文第(c)段獲本公司股東批准除外。根據購股權計劃的條款失效的購股權，於釐定計劃授權限額時將不計算在內。
- (b) 在下文第(c)及(d)段的規限下，計劃授權限額可不時由股東於股東大會上更新，惟更新後的計劃授權限額，不得超過於股東大會股東批准該項更新當日的已發行股份10%。經該項更新後，於該項更新獲批准前根據購股權計劃及本公司任何其他購股權計劃授出的所有購股權（包括根據購股權計劃或本公司任何其他購股權計劃已行使、未行使、已註銷及已失效的購股權），就釐定更新後的計劃授權限額時不計算在內。
- (c) 在下文第(d)段的規限下，董事會可於股東大會上另行尋求股東批准，以授出超過計劃授權限額的購股權，惟超出計劃授權限額的購股權，只可授予尋求該項批准前本公司已特定識別的合資格參與者。
- (d) 因根據購股權計劃及任何涉及本公司發行或授出購股權或涉及股份或其他證券的類似權利的其他購股權計劃已授出及有待行使的所有未行使購股權獲行使而可能發行的股份數目上限，合共不得超過不時已發行股份的30%。即使與購股權計劃的條款意義相悖，但若根據購股權計劃或本公司任何其他購股權計劃授出購股權將超出上述的30%限額，則不得授出有關購股權。

Report of the Directors (Continued)

董事會報告(續)

Maximum Entitlement of Each Eligible Participant

The total number of Shares issued and to be issued upon exercise of the Options granted to each Eligible Participant (including both exercised and outstanding Options) in any 12-month period must not exceed 1% of the Shares in issue. Any grant of further Options above this limit shall be subject to the following requirements:

- (a) approval of the Shareholders at general meeting, with such Eligible Participant and its associates abstaining from voting;
- (b) a circular in relation to the proposal for such further grant having been sent by the Company to its Shareholders with such information from time to time as required by the GEM Listing Rules;
- (c) the number and terms of the Options to be granted to such proposed grantee shall be fixed before the Shareholders' approval mentioned in paragraph (a) above; and
- (d) for the purpose of calculating the minimum exercise price for the Shares in respect of the further Options proposed to be so granted, the date of Board meeting for proposing such grant of further Options shall be taken as the date of offer of such Options.

Where any grant of Options to a substantial shareholder (as defined in the GEM Listing Rules) of the Company or an independent non-executive Director, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the Shares in issue on the date of such grant; and (ii) having an aggregate value, based on the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant, in excess of HK\$5.0 million, such further grant of the Options shall be subject to prior approval of the Shareholders with such person and his associates abstaining from voting in favour at the general meeting.

Any grant of Options to any Director, chief executive or substantial shareholder (as defined in the GEM Listing Rules) of the Company, or any of their respective associates under the Share Option Scheme is subject to the prior approval of the independent non-executive Directors (excluding the independent non-executive Director who or whose associate is the grantee of an Option).

各合資格參與者的權益上限

各合資格參與者因行使所獲授購股權(包括於任何12個月期間內已行使及未行使購股權)已獲發行及將獲發行的股份總數,不得超過本公司已發行股份的1%。進一步授出超逾此限額的任何購股權時,須遵從下列規定:

- (a) 於股東大會取得本公司股東批准,惟有合資格參與者及其聯繫人須放棄表決;
- (b) 本公司已向其股東寄發一份有關建議授出額外購股權的通函,當中載有GEM上市規則不時規定的資料;
- (c) 將授予有關建議承授人的購股權數目及條款,須於取得上文第(a)段所述的股東批准前釐定;及
- (d) 就釐定建議就此授出的額外購股權以認購股份的最低行使價而言,董事會舉行會議建議授出有關額外購股權之日,須被當作該等購股權的授出日期。

倘向本公司主要股東(定義見GEM上市規則)或獨立非執行董事或任何彼等各自之聯繫人授出任何購股權,會導致截至授出日期(包括當日)止12個月期間內向該名人士已授出及將授出的購股權(包括已行使、已註銷及尚未行使購股權)獲悉數行使時已發行及將發行予該名人士的股份:(i)合計超過授出日期已發行股份的0.1%;及(ii)基於授出日期聯交所刊發的每日報價表中股份的收市價,合計價值超過5.0百萬港元,上述授出購股權須待股東事先批准(而該人士及其聯繫人放棄於股東大會上投贊成票)後方可作實。

根據購股權計劃授予本公司任何董事、主要行政人員或主要股東(定義見GEM上市規則),或任何彼等各自之聯繫人的任何購股權,須待獨立非執行董事(不包括為購股權承授人的獨立非執行董事或其聯繫人)事先批准後,方可作實。

Report of the Directors (Continued)

董事會報告(續)

Time of Exercise of Option

An Option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine, which shall not exceed 10 years from the date the Option is deemed to have been granted subject to the provisions of early termination thereof.

Basis of Determining the Exercise Price

The exercise price for any Share under the Share Option Scheme shall be a price determined by the Board and notified to the relevant Eligible Participants and shall not be less than the highest of:

- (a) the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant Option, which must be a day on which the Stock Exchange is open for the business of dealing in securities (the "Business Day");
- (b) an amount equivalent to the average of the closing prices of a Share as stated in the Stock Exchange's daily quotations sheets for the 5 Business Days immediately preceding the date of grant of the relevant Option; and
- (c) the nominal value of a Share on the date of grant.

Period of the Share Option Scheme

The Share Option Scheme will remain in force for a period of 10 years commencing on the Listing Date.

No Options were granted since the Listing Date. Therefore, no Options were exercised or cancelled or lapsed during the Year and there were no outstanding Options under the Share Option Scheme as at 31 December 2017.

EMOLUMENT POLICY

The Directors and senior management receive compensation in the form of salaries, benefits in kind and discretionary bonuses by reference to salaries paid by comparable companies, their time commitment and the performance of the Group. The Group also reimburses them for expenses which are necessarily and reasonably incurred for the provision of services to the Group or executing their functions in relation to the operations of the Group. The Group regularly reviews and determines the remuneration and compensation packages of the Directors and senior management by reference to, among other things, market level of salaries paid by comparable companies, the respective responsibilities of the Directors and the performance of the Group.

行使購股權的時間

購股權可於董事會可能釐定的期間內隨時根據購股權計劃的條款行使，行使期由購股權被視為已授出當日起計不超過10年，惟須受其提早終止條款所限。

行使價釐定基準

根據購股權計劃認購任何股份的行使價，須為董事會釐定並已知會有關合資格參與者的價格，不得低於以下各項的最高者：

- (a) 有關購股權授出日期(必須為聯交所開市進行證券買賣的日子(「營業日」))聯交所日報表所報的股份收市價；
- (b) 等同緊接有關購股權授出日期前5個營業日聯交所日報表所報股份平均收市價的金額；及
- (c) 授出日期的股份面值。

購股權計劃期限

購股權計劃將自上市日期起有十年的有效期限。

自上市日期起，本公司概無授出購股權。因此本年度概無購股權注銷或失效，且於2017年12月31日，該購股權計劃項下概無尚未行使之購股權。

薪酬政策

董事及高級管理人員獲發放薪金、實物利益及酌情花紅形式的報酬，而金額依據可比公司所支付的薪金、投入的時間及本集團的業績而定。本集團亦向他們償付提供服務予本集團或履行其與本集團業務相關職責時必需及合理產生的開支。本集團參照(其中包括)可比公司支付的薪金水平、董事的相關職責及本集團的表現，定期檢討及釐定董事及高級管理人員的薪酬及報酬待遇。

Report of the Directors (Continued)

董事會報告(續)

The remuneration committee of the Company (the “Remuneration Committee”) reviews the remuneration and compensation packages of the Directors and senior management by reference to their responsibilities, work load, the time devoted to the Group, and performance of the Group. The Directors and senior management may also receive Options to be granted under the Share Option Scheme.

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in Notes 10 and 11 to the consolidated financial statements, respectively.

DIRECTORS OF THE BOARD

The Directors as of 31 December 2017 and up to the date of this report are named as follows:

Executive Directors

Sun Jiangtao (Chief Executive Officer)^{R/N}

Tang Bin

Non-executive Directors

Wei Zhonghua (Chairman)^A

Li Jianguang

Lan Xi

Independent Non-executive Directors (the “INEDs”)

Yang Haoran^{R/N}

Hou Dong^{A/R/N}

He Qinghua^A

A: Member of the Audit Committee

R: Member of the Remuneration Committee

N: Member of the Nomination Committee

In accordance with Articles 84(1) and (2) of the Articles of Association, Mr. Li Jianguang, Mr. Lan Xi and Mr. He Qinghua will retire from office by rotation and being eligible offer themselves for re-election at the forthcoming annual general meeting of the Company (the “AGM”).

本公司之薪酬委員會(「薪酬委員會」)參照董事及高級管理人員的職責、工作量、投放於本集團的時間及本集團的業績，檢討其薪酬及報酬待遇。董事及高級管理人員亦可根據購股權計劃獲授購股權。

董事及五名最高薪人士之薪酬

本集團董事及五名最高薪人士之薪酬詳情分別載於綜合財務報表附註10和11。

董事會

於2017年12月31日及直至本報告日期，董事之姓名如下：

執行董事

孫江濤(行政總裁)^{R/N}

唐斌

非執行董事

魏中華(主席)^A

李建光

蘭希

獨立非執行董事(「獨立非執行董事」)

楊浩然^{R/N}

侯東^{A/R/N}

何慶華^A

A: 審核委員會成員

R: 薪酬委員會成員

N: 提名委員會成員

根據組織章程細則第84(1)及(2)條，李建光先生、蘭希先生及何慶華先生將會輪值退任，並於本公司應屆股東週年大會(「股東週年大會」)上合資格膺選連任。

Report of the Directors (Continued)

董事會報告(續)

DIRECTORS AND SENIOR MANAGEMENT PROFILES

Profiles of the Directors and senior management of the Group are set out on pages 16 to 18 of this annual report. Directors' other particulars are contained elsewhere in this annual report.

DIRECTORS' SERVICES CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company on 1 May 2015, which will continue thereafter unless and until it is terminated by the Company or the Director giving to the other not less than 30 days' prior notice in writing. Each of the executive Directors is entitled to a discretionary bonus as determined by the Board.

None of the Directors proposed for re-election at the forthcoming AGM has a service contract with the Company or any of its subsidiaries, which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

The non-executive Directors and the INEDs have entered into letters of appointment with the Company for a term of two years. The non-executive Directors were not entitled to receive any director fees or other remuneration. The annual emolument of an INED for the Year was HK\$60,000, and other two INEDs were HK\$80,000, respectively.

DIRECTORS' INTEREST IN CONTRACTS AND CONNECTED TRANSACTIONS

Save as disclosed under the sections headed "Connected Transaction" and "Continuing Connected Transactions" below, none of the Directors had a significant beneficial interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or its holdings company or any of its subsidiaries or fellow subsidiaries was a party during the Year.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the Year and up to the date of this report, none of the Directors was considered to have interests in a business which competed or was likely to compete, either directly or indirectly, with the business of the Group and any other conflicts of interest, as required to be disclosed under Rule 11.04 of the GEM Listing Rules.

董事及高級管理人員簡介

董事及本集團高級管理人員簡介載列於本年報第16至18頁內。董事之其他詳情包含在本年報其他位置。

董事之服務合約

執行董事於2015年5月1日與本公司訂立服務協議，將於其後繼續生效，除非及直至被本公司或董事向對方發出不少於30日的事先書面通知終止為止。各執行董事可享有董事會釐定的酌情花紅。

擬於即將舉行之股東週年大會上膺選連任之董事概無與本公司或其任何附屬公司訂立本集團於一年內在不予補償(法定補償除外)之情況下不可終止之任何服務合約。

非執行董事及獨立非執行董事與本公司簽訂兩年期委任函。非執行董事不收取任何董事袍金或其他薪酬。於本年度，其中有一位獨立非執行董事的年度薪酬為60,000港元，其他兩位獨立非執行董事為80,000港元。

董事於合約及關連交易之權益

除下文「關連交易」及「持續關連交易」兩節所披露的事項外，於本年度，董事概無於任何對本集團業務屬重大之交易、安排或合約(本公司或其控股公司或其任何附屬公司或同系附屬公司為訂約一方)內直接或間接擁有重大實益權益。

董事於競爭業務之權益

於本年度及截至本報告日期，概無董事被視為於直接或間接與本集團業務有競爭或可能有競爭以及存在任何利益衝突之業務擁有權益，並須根據GEM上市規則第11.04條披露。

Report of the Directors (Continued)

董事會報告(續)

MANAGEMENT CONTRACT

No contracts (except for the executive Directors' services contracts and the Structured 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.

BUSINESS REVIEW AND PERFORMANCE

Review of our business and performance

Information about a fair review of, and an indication of likely future development in, the Group's business is set out in the "Chairman's Statement" and "Management Discussion and Analysis" of this annual report.

Compliance with laws and regulations

During the Year, the Company was not aware of any non-compliance with any relevant laws and regulations that had a significant impact on it.

Particulars of important events

Save as disclosed in the section headed "Significant Events After Reporting Period" under "Management Discussion and Analysis" of this annual report. The Board has not identified any important events affecting the Group that have occurred since the end of the Year.

Environmental policies and performance

The Group is committed to nurturing its staff to care about and protect the environment. It conducts its business in a manner that balances the environment and economic needs.

The Group complies with all relevant environment regulations. It works with its partners including customers and suppliers in a concerted effort to operate in an environmentally responsible manner by making concerted efforts to be energy-efficient and to practise "Reduce, Reuse and Recycle".

Among others, the Group has taken the following initiatives:

- uses recycle print paper and toilet paper.
- adjusts the heat supply system to low settings during the winter vacation period.

Details of the Group's environmental policy and performance are contained in the Environmental, Social and Governance Report on pages 55 to 67 of this annual report.

管理合約

於本年度概無訂立或存在任何有關本公司全部或絕大部分業務管理與行政之合約(除執行董事服務合約及結構合約外)。

業務回顧及表現

對本集團業務及表現之審閱

有關本集團業務的中肯審視以及其可能的未來發展趨向的資料載於本年報「主席報告」及「管理層討論與分析」。

遵守法律及法規

於本年度，本公司並未無知悉任何對其有重大影響之違反有關法律或法規之行為。

重大事件之詳情

除本年度報告「管理層討論與分析」項下「報告期後重大事項」一節所披露的事項外，自年度末起，董事會並未發現任何對本集團造成影響之重大事件。

環境政策及表現

本集團致力培養其員工關心及保護環境。其以平衡環境及經濟需要的方式經營業務。

本集團遵守所有相關的環境法規，並與其夥伴(包括客戶及供應商)合作，一同努力以對環境負責的方式經營，以達致能源效益並實踐「減廢、再用及循環」。

本集團已採取下列措施，其中包括：

- 使用再循環打印紙及廁紙。
- 供熱系統於寒假期間內調節為較低設置。

有關本集團環境政策及表現之詳情載於本年報第55至67頁之環境、社會及管治報告。

Report of the Directors (Continued)

董事會報告(續)

Stakeholders' engagement

We obtain and understand the views of our stakeholders regularly. This communication provides valuable feedback for our business and assists us to understand stakeholders' needs and assess the best way to leverage our resources and expertise to contribute to future business and community development.

Across the supply chain, we have taken steps throughout the Year to ensure that we operate responsibly and in the interests of our customers, workforce, suppliers and other stakeholders.

Employees perform management, administration and human resources, operation and finance relation functions respectively. The Group determines the remuneration of its employees by reference to the market salary of their individual experience and performance. The Group will continue to improve and upgrade their management and professional skills. None of the Group's employees is represented by any collective bargaining agreement or labour union. The Group has not experienced any significant problem with its employees or disruption to its operations due to labour dispute, nor has the Group experienced any difficulties in the recruitment and retention of experienced staff.

PERMITTED INDEMNITY

Pursuant to the Articles of Association, subject to the applicable laws and regulations, all Directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain by or by reason of any act done, concurred in or omitted by or about the execution of their duties. Such permitted indemnity provision has been in force throughout the Year. The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Group.

權益人參與

我們定期搜集及了解權益人的意見。這種溝通為我們的業務提供了寶貴的反饋意見，並有助我們了解權益人的需求，並評估最佳利用資源和專業知識的方法，以促進未來業務和社區的發展。

在整個供應鏈中，我們於整個年度已採取措施確保我們以負責任的態度經營業務，並符合我們客戶、員工、供應商和其他權益人的利益。

本集團僱員分別履行管理、行政及人力資源、營運、財務及投資者關係職能。本集團參考僱員個人經驗及表現的市場薪金來釐定其薪酬。本集團將繼續改善及提升其管理及專業技巧。本集團僱員概無任何集體談判協議或工會代表。本集團與其僱員並無重大問題或因為勞資糾紛而令到其運作受阻，本集團亦無在招聘及挽留富經驗員工問題上遇到任何困難。

獲許可之彌償

根據組織章程細則，在適用法律及規例之限制下，全體董事均應於本公司之資產及溢利中獲得彌償，並就彼等或其中任何人士免受因所採取之行動或已發生或因行使其職責而造成或遺漏之行為而可能引致或承受之所有訴訟、成本、費用、虧損、損失及開支之損害。該獲許可之彌償條文於本年度內有效。本公司已為本集團之董事及高級職員安排適當之董事及高級職員責任保險。

Report of the Directors (Continued)

董事會報告(續)

NON-COMPETITION UNDERTAKINGS

As disclosed in the Prospectus, the Company entered into the Non-competition Undertakings with the Controlling Shareholders on 9 November 2013 regarding certain non-competition undertakings given by each of the Controlling Shareholders in favour of the Company (for itself and as trustee for its subsidiaries). A summary of the principal terms of the Non-Competition Undertakings is set out in the section headed "Relationship with Controlling Shareholders" of the Prospectus.

During the Year, the INEDs had reviewed the compliance with the undertakings given by each of the Controlling Shareholders (including a letter of compliance with the undertakings issued by the Controlling Shareholder) and concluded with the confirmation by each of the Controlling Shareholders that neither the Controlling Shareholders nor their respective close associates (as defined in the GEM Listing Rules) had engaged in any business that competed or might compete with the business of the Group or have any other conflict of interests with the Group.

MATERIAL CONTRACTS WITH CONTROLLING SHAREHOLDERS

Save as disclosed under the sections headed "Connected Transaction" and "Continuing Connected Transactions" below, there was no material interest, either directly, in any contract of significant (whether for the provision of services to the Company or not) to the business of the Group to which the Company or any of its subsidiaries was a party during the Year.

CONNECTED TRANSACTION

On 29 August 2017, Prajna Technology Limited ("Prajna Technology"), a wholly-owned subsidiary of the Company and Sanbao Star Limited (Sanbao Star), a company incorporated in the British Virgin Islands with limited liability, is owned as to approximately 72.8%, 13.1% and 14.1% by Mr. Sun Jiangtao, Mr. Tang Bing (both Directors) and three other independent third parties entered in to the share transfer agreement 1 and share transfer agreement 2, pursuant to which Prajna Technology conditionally agreed to acquire and Sanbao Star conditionally agreed to sell approximately 4.5% and 20.7% equity interest in Goopal Group and Joy Credit Online Limited, at a consideration of US\$0.3 million (equivalent HK\$2.3 million) and approximately US\$0.4 million (equivalent to approximately HK\$3.1 million), respectively. Please refer the announcement of the Company dated 29 August 2017 for further details.

不競爭承諾

誠如招股章程所披露，於2013年11月9日，本公司控股股東就各控股股東以本公司之利益（為其本身或作為受託人為其附屬公司）訂立之不競爭承諾。不競爭承諾的主要條款概要載列於招股章程「與控股股東的關係」章節。

獨立非執行董事於本年度對各控股股東遵守所作承諾的情況進行了審核（包括獲該控股股東出具遵守承諾的函件），結論為各控股股東確認彼等或彼等各自緊密聯繫人（定義見GEM上市規則）概無從事與本集團業務構成競爭或可能構成競爭之業務或與本集團有任何其他利益衝突。

與控股股東之主要合約

除下文「關連交易」及「持續關聯交易」兩節所披露者外，於年內，概無直接或於任何對本集團業務屬重大，而本公司或任何其附屬公司為訂約方的合約（無論是否就向本公司提供服務）的權益。

關連交易

於2017年8月29日，本公司的全資附屬公司 Prajna Technology Limited（「Prajna Technology」）及於英屬處女群島註冊成立的有限公司 Sanbao Star Limited (Sanbao Star)（由孫江濤先生、唐斌先生（二者均為董事）及三位其他獨立第三方擁有約72.8%、13.1%及14.1%的權益）訂立股份轉讓協議1及股份轉讓協議2，據此，Prajna Technology有條件同意收購及Sanbao Star有條件同意出售Goopal Group及Joy Credit Online Limited分別約4.5%及20.7%的股權，代價分別為0.3百萬美元（相當於2.3百萬港元）及約0.4百萬美元（相當於約3.1百萬港元）。進一步詳情，請參閱本公司日期為2017年8月29日的公告。

CONTINUING CONNECTED TRANSACTIONS

The related party transactions set out in Notes 35(a) and 35(c) to the consolidated financial statements constitute continuing connected transactions exempted from the reporting, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules. The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules and the transactions were in the ordinary and usual course of business.

Shenzhoufu Software, a wholly-owned subsidiary of the Company, has entered into certain Structured Contracts with Beijing TJYL and its equity holders, namely Mr. Sun Jiangtao, an executive Director and the chief executive officer, Mr. Wei Zhonghua, the chairman of the Board and a non-executive Director and Mr. Wei Chunming. Details of the Structured Contracts are set out in the "Structured Contracts" paragraph under the section headed "Connected Transactions" on pages 262 to 265 of the Prospectus and the section headed "Structured Contract" on pages 20 to 24 of this annual report. The transactions (consulting and technical supporting services) under the Structured Contracts carried out during the Year were approximately RMB3,000,000 and the amounts have been eliminated in the consolidated financial statements of the Group.

Pursuant to the GEM Listing Rules, Beijing TJYL is a connected person of the Company and the transactions contemplated under the Structured Contracts are continuing connected transactions of the Company.

The INEDs have reviewed the Structured Contracts and confirmed that: (1) the transactions carried out during the Year had been in accordance with the relevant provisions of the Structured Contracts and had been operated so that the revenue generated by Beijing TJYL had been substantially retained by Shenzhoufu Software; (2) no dividends or other distributions had been made by Beijing TJYL to the holders of its equity interests which were not otherwise subsequently assigned or transferred to the Group; and (3) all contracts entered into, renewed or reproduced between the Group and Beijing TJYL for the Year were in the ordinary and usual business of the Group, on normal commercial terms, fair and reasonable, or advantageous so far as the Group was concerned and in the interests of the Shareholders as a whole.

BDO Limited ("BDO"), Certified Public Accountants of Hong Kong, the Company's independent auditor (the "Independent Auditor"), was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and by reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. BDO has issued a letter to the Board containing its findings and unqualified conclusions in respect of the Group's continuing connected transactions disclosed above in accordance with Rule 20.54 of the GEM Listing Rules.

持續關連交易

載於綜合財務報表附註35(a)和35(c)的關連方交易構成豁免遵守GEM上市規則第20章項下有關於申報、公佈及取得獨立股東批准規定的持續關連交易。本公司確認，其已遵守GEM上市規則第20章的披露規定，且有關交易乃於一般正常商業過程中進行。

本公司全資附屬公司神州付軟件已經與北京天機移聯及其權益持有者，即孫江濤先生(執行董事兼行政總裁)、魏中華先生(董事會主席兼非執行董事)及魏春明先生訂立若干結構性合約。結構性合約的詳細信息載列於招股章程第262至265頁「關連交易」一節中的「結構性合約」段落及本年報第20至24頁的「結構性合約」章節。年內，結構性合約項下進行的交易(諮詢及技術支援服務)約為人民幣3,000,000元，且該款項已於本集團綜合財務報表中抵銷。

根據GEM上市規則，北京天機移聯為本公司之關連人士，且擬於結構性合約項下進行的交易為本公司之持續關連交易。

獨立非執行董事已審核結構性合約並確認：(1)於本年度所進行的交易符合結構性合約的相關條文且已實行，因此來自北京天機移聯的收益大部份保留於神州付軟件；(2)北京天機移聯並無向其股權持有者派付股息或作其他分派，有關股權隨後並無讓予或轉予本集團；及(3)於本年度，所有本集團與北京天機移聯訂立續簽或重新簽訂的合約乃於本集團的一般及正常業務過程中按一般商業條款訂立，屬公平合理或有利且符合整體股東利益。

香港執業會計師香港立信德豪會計師事務所有限公司(「立信德豪」)為本公司獨立核數師(「獨立核數師」)，並獲聘任根據《香港鑒證業務準則第3000號：歷史財務資料審計或審閱以外的鑒證業務》並參考香港會計師公會頒佈的「關於香港《上市規則》所述持續關連交易的核數師函件」應用指引第740條報告本集團持續關連交易。立信德豪已根據GEM上市規則第20.54條，向董事會發出一封函件，其中包括就本集團以上披露的持續關連交易的調查結果及無保留結論。

Report of the Directors (Continued)

董事會報告(續)

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

As at 31 December 2017, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO")) which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (b) pursuant to section 352 of the SFO, to be entered in the register as referred to therein, or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long positions in the Shares

Name of Directors	Capacity/Nature of interests	Number of issued Shares held	Appropriate percentage of the issued Shares ^[Note 3]
董事姓名	身份/權益性質	所持已發行股份數	佔本公司已發行股份概約百分比 ^(附註3)
Mr. Wei Zhonghua 魏中華先生	Interest of a controlled corporation ^[Note 1] 受控制法團的權益 ^(附註1)	128,614,800	26.79%
Mr. Sun Jiangtao 孫江濤先生	Interest of a controlled corporation ^[Note 2] 受控制法團的權益 ^(附註2)	143,040,000	29.80%
Mr. Tang Bin 唐斌先生	Beneficial owner 實益擁有人	588,000	0.12%

Notes:

- Details of the interest in the Company held by Swift Well Limited are set out in the section headed "Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares" below.
- Details of the interest in the Company held by Data King Limited are set out in the section headed "Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares" below.
- The percentage of shareholding was calculated based on the Company's total issued share capital of 480,000,000 Shares as at 31 December 2017.

Save as disclosed above, as at 31 December 2017, none of the Directors had any interests or short positions in the shares of the Company or any of its associated corporations as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company pursuant to the GEM Listing Rules.

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於2017年12月31日，本公司董事及主要行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債券中擁有：(a)根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉)；或(b)根據證券及期貨條例第352條須記入該條所指的登記冊；或(c)根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

股份之好倉

Name of Directors	Capacity/Nature of interests	Number of issued Shares held	Appropriate percentage of the issued Shares ^[Note 3]
董事姓名	身份/權益性質	所持已發行股份數	佔本公司已發行股份概約百分比 ^(附註3)
Mr. Wei Zhonghua 魏中華先生	Interest of a controlled corporation ^[Note 1] 受控制法團的權益 ^(附註1)	128,614,800	26.79%
Mr. Sun Jiangtao 孫江濤先生	Interest of a controlled corporation ^[Note 2] 受控制法團的權益 ^(附註2)	143,040,000	29.80%
Mr. Tang Bin 唐斌先生	Beneficial owner 實益擁有人	588,000	0.12%

附註：

- Swift Well Limited於本公司持有權益之詳情載於下文「主要股東及其他人士於股份及相關股份之權益及淡倉」一節。
- Data King Limited於本公司持有權益之詳情載於下文「主要股東及其他人士於股份及相關股份之權益及淡倉」一節。
- 所佔之股權百分比乃基於本公司於2017年12月31日已發行股本總數為480,000,000股股份計算所得。

除上文披露者外，於2017年12月31日，概無本公司之董事於本公司或其任何相聯法團股份中擁有根據證券及期貨條例第352條須存置之登記冊內登記之股份或根據GEM上市規則須另行知會本公司之任何權益或淡倉。

Report of the Directors (Continued)

董事會報告(續)

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

As at 31 December 2017, so far as it was known by or otherwise notified to any Directors or the chief executive of the Company, the particulars of the corporations or persons (other than a Director or the chief executive of the Company) which/who had 5% or more interests in the Shares and the underlying Shares as recorded in the register kept under section 336 of the SFO were as follows:

主要股東及其他人士於股份及相關股份之權益及淡倉

於2017年12月31日，就本公司董事或主要行政人員所知或所獲悉，根據證券及期貨條例第336條須存置的股份及相關股份中擁有5%或以上權益之公司或人士(本公司董事或主要行政人員除外)詳情如下：

Name of Shareholders	Capacity/Nature of the interests	Number of issued Shares held	Appropriate percentage of issued Shares ^(Note 7)
股東姓名	身份／權益性質	所持已發行股份數	佔本公司已發行股份概約百分比 ^(附註7)
SWIFT WELL LIMITED	Beneficial owner ^(Note 1) 實益擁有人 ^(附註1)	128,614,800	26.79%
DATA KING LIMITED	Beneficial owner ^(Note 2) 實益擁有人 ^(附註2)	143,040,000	29.80%
IDG-ACCEL CHINA GROWTH FUND II L.P.	Beneficial owner ^(Note 3) 實益擁有人 ^(附註3)	81,122,700	16.90%
IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P.	Interest of a controlled corporation ^(Note 3) 受控制法團的權益 ^(附註3)	81,122,700	16.90%
IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD.	Interest of a controlled corporation ^(Note 3) 受控制法團的權益 ^(附註3)	87,757,200	18.28%
Ho Chising	Interest of a controlled corporation ^(Note 4) 受控制法團的權益 ^(附註4)	87,757,200	18.28%
Zhou Quan 周全	Interest of a controlled corporation ^(Note 5) 受控制法團的權益 ^(附註5)	87,757,200	18.28%

Notes:

- SWIFT WELL LIMITED is owned as to 95% by Mr. Wei Zhonghua, the Chairman and a non-executive Director, and 5% by Mr. Wei Chunming. Under the SFO, Mr. Wei Zhonghua is deemed to be interested in all the Shares in which SWIFT WELL LIMITED is interested.

附註：

- SWIFT WELL LIMITED分別由魏中華先生(本公司主席兼非執行董事)及魏春明先生擁有95%及5%。根據證券及期貨條例，魏中華先生被視為於SWIFT WELL LIMITED擁有權益的所有股份中擁有權益。

Report of the Directors (Continued)

董事會報告(續)

2. DATA KING LIMITED is wholly owned by Mr. Sun Jiangtao, an executive Director and the chief executive officer of the Company. Under the SFO, Mr. Sun Jiangtao is deemed to be interested in all the Shares in which DATA KING LIMITED is interested.
2. DATA KING LIMITED由孫江濤先生(本公司執行董事兼行政總裁)全資擁有。根據證券及期貨條例,孫江濤先生被視為於DATA KING LIMITED擁有權益的所有股份中擁有權益。
3. IDG-ACCEL CHINA GROWTH FUND II L.P. which owned 81,122,700 Shares is an exempted limited partnership registered in the Cayman Islands. Its general partner is IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. while the general partner of IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. is IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. which is a limited company incorporated in the Cayman Islands. Moreover, IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is the general partner of IDG CHINA INVESTORS II L.P. which owned 6,634,500 Shares. Under the SFO, IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND II L.P. is interested, and IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND II L.P. and IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. are interested.
3. IDG-ACCEL CHINA GROWTH FUND II L.P. 為於開曼群島註冊的獲豁免有限合夥公司,擁有81,122,700股股份。其普通合夥人為IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P., 而IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. 的普通合夥人為IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD., IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 為於開曼群島註冊成立的有限公司。此外, IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 為IDG CHINA INVESTORS II L.P. 的普通合夥人,後者擁有6,634,500股股份。根據證券及期貨條例, IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. 被視為於IDG-ACCEL CHINA GROWTH FUND II L.P. 擁有權益的所有股份中擁有權益,而IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 被視為於IDG-ACCEL CHINA GROWTH FUND II L.P. 及IDG-ACCEL CHINA GROWTH FUND II ASSOCIATES L.P. 擁有權益的所有股份中擁有權益。
4. Ho Chising is a controlling shareholder who is holding 50% shares of IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested.
4. Ho Chising 為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%權益的控股股東。彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 擁有權益的全部股份中擁有權益。
5. Zhou Quan is the other controlling shareholder who is holding 50% shares of IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. and he is deemed to be interested in all the Shares in which IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. is interested.
5. 周全為持有IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 50%權益的另一位控股股東。彼被視為於IDG-ACCEL CHINA GROWTH FUND GP II ASSOCIATES LTD. 擁有權益的全部股份中擁有權益。
6. The percentage of shareholding was calculated based on the Company's total issued share capital of 480,000,000 Shares as at 31 December 2017.
6. 持股百分比乃根據本公司於2017年12月31日已發行股本總額480,000,000股股份計算得出。

Save as disclosed above, no party had informed the Company that he/she/it had interest or short positions in any issued share capital of the Company as at 31 December 2017.

除以上披露者外,於2017年12月31日概無人士知會本公司其於本公司之任何已發行股本中擁有權益或淡倉。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

董事購買股份或債券之權利

At no time during the Year were the rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or the chief executive of the Company or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or its subsidiaries a party to any arrangement to enable the Directors to acquire such rights or benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

本公司於本年度任何時間概無授權本公司任何董事或主要行政人員或其各自之配偶或未滿18歲子女透過收購本公司股份或債券而獲利,而上述人士亦無行使有關權利;本公司或其附屬公司亦無訂立任何安排,致使董事透過收購本公司或任何其他法人團體之股份或債券擁有該等權利或利益。

Report of the Directors (Continued)

董事會報告(續)

EQUITY-LINKED AGREEMENTS

No equity-linked agreements that will or may result in the Company issuing Shares or that require the Company to enter into any agreements that will or may result in the Company issuing Shares were entered into by the Company during the Year or subsisted at the end of the Year.

CONFIRMATION OF INDEPENDENCE

The Company has received a written confirmation of independence from each INED, namely Mr. Yang Haoran, Mr. Hou Dong and Mr. He Qinghua, pursuant to Rule 5.09 of the GEM Listing Rules. As at the date of this report, the Company still considers the INEDs to be independent.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained a sufficient public float (i.e. at least 25% of the issued Shares were held by the public) as required under Rule 17.38A of the GEM Listing Rule as at the date of this report.

INTERESTS OF THE COMPLIANCE ADVISER

As notified by the Company's compliance adviser, Lego Corporate Finance Limited, except for the compliance adviser agreement entered into between the Company and the compliance adviser and becoming effective on 19 January 2016, neither the compliance adviser nor its directors, employees or close associates had any interests in relation to the Company or any member of the Group (including interest in the securities of the Company or any member of the Group, and options or rights to subscribe for such securities) during the Year, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

EVENTS AFTER REPORTING PERIOD

Please refer to section headed "Significant Events After Reporting Period" under the "Management Discussion and Analysis" of this annual report.

CORPORATE GOVERNANCE

Particulars of the Company's principal corporate governance practices are set out in the Corporate Governance Report on pages 43 to 54 of this annual report.

股權掛鈎協議

本公司於本年度並無訂立或於本年度年底並無存續任何將會或可能會導致本公司發行股份或要求本公司訂立任何將或可能令本公司發行股份之協議之股權掛鈎協議。

獨立性確認

本公司已獲各獨立非執行董事(即楊浩然先生、侯東先生及何慶華先生)根據GEM上市規則第5.09條發出有關其獨立性之書面確認書。於本報告日期,本公司認為所有獨立非執行董事均為獨立人士。

公眾持股量充足性

基於本公司可公開獲得之資料及就董事所知悉,董事確認,截至本報告日期,本公司已根據GEM上市規則第17.38A條維持充足公眾持股量(即公眾持有已發行股份至少25%)。

合規顧問的權益

根據本公司合規顧問力高企業融資有限公司所知會,除本公司及合規顧問訂立及於2016年1月19日生效的合規顧問協議,於本年度內,合規顧問或其董事、僱員或緊密聯繫人均無根據GEM上市規則第6A.32條須知會本公司的有關本公司或本集團任何成員公司(包括於本公司或本集團任何成員公司證券的權益,及購股權或認購該等證券的權利)的任何權益。

報告期後事項

請參閱本年度報告「管理層討論與分析」項下「報告期後重大事項」一節。

企業管治

本公司主要企業管治常規詳情載列於本年報第43至54頁內的企業管治報告。

Report of the Directors (Continued)

董事會報告(續)

REVIEW BY AUDIT COMMITTEE

The audit committee of the Board (the "Audit Committee") consists of three members, namely Mr. He Qinghua and Mr. Hou Dong, both are INEDs and Mr. Wei Zhonghua, a non-executive Director. Mr. He Qinghua is the chairman of the Audit Committee. It has reviewed with management the audited consolidated financial statements of the Company for the Year.

INDEPENDENT AUDITOR

There has been no change of the Independent Auditor in the past three years.

The consolidated financial statements of the Company for the Year have been audited by BDO which will retire and, being eligible, offer itself for re-appointment at the forthcoming AGM. Having approved by the Board upon the Audit Committee's recommendation, a resolution to re-appoint BDO as the Independent Auditor and to authorise the Directors to fix its remuneration will be proposed at the forthcoming AGM.

By order of the Board

Sun Jiangtao

Chief Executive Officer and Executive Director

23 March 2018

審核委員會審核

董事會審核委員會(「審核委員會」)由三名成員組成，即何慶華先生及侯東先生(該兩名人士為獨立非執行董事)以及魏中華先生(非執行董事)，何慶華先生為審核委員會主席。其已與管理層審閱本公司於本年度的經審核綜合財務報表。

獨立核數師

於過往三年，獨立核數師並無變動。

本公司本年度綜合財務報表由立信德豪審核，其即將退任，且合資格並同意於即將舉行的股東週年大會膺選連任。經審核委員會推薦，董事會批准於即將舉行的股東週年大會提呈重選立信德豪為獨立核數師並授權董事會釐定其薪酬的決議案。

承董事會命

行政總裁兼執行董事

孫江濤

2018年3月23日

Corporate Governance Report

企業管治報告

It is the belief of the board of directors of the Company (the “Directors” and the “Board”, respectively) that good corporate governance plays a vital part in maintaining the success of the Company. The Board and the senior management are dedicated to establishing and maintaining a high level of corporate governance. Various measures have been adopted to enhance the management efficiency of the Company and thus to protect the interest of the shareholders of the Company (the “Shareholders”).

During the year ended 31 December 2017 (the “Year”), the Company had applied the principles and complied with all applicable code provisions as set out in the Corporate Governance Code (the “CG Code”) and Corporate Governance Report contained in Appendix 15 to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange” and the “GEM Listing Rules”, respectively):

ANNUAL GENERAL MEETING

The Company will hold the 2018 AGM in Hong Kong so as to establish a good communication channel with the Shareholders.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “Required Standard of Dealings”) as its own code of conduct for dealings in the securities of the Company by the Directors.

Following a specific enquiry of all Directors made by the Company, each of them confirmed that he had complied with the Required Standard of Dealings and its code of conduct regarding securities transactions by the Directors during the Year.

THE BOARD

During the Year, the Board comprised of two executive Directors, namely Mr. Sun Jiangtao (Chief Executive Officer) and Mr. Tang Bin, three non-executive Directors, namely Mr. Wei Zhonghua (Chairman), Mr. Li Jianguang and Mr. Lan Xi and three INEDs, namely Mr. Yang Haoran, Mr. Hou Dong and Mr. He Qinghua.

Relationship

There was no financial, business, family or other material relationship among the Directors. The biographical details of each of the Directors are set out in the section headed “Directors and Senior Management Profiles” of this annual report.

本公司董事會(分別為「董事」及「董事會」)相信，良好的企業管治乃維持本公司成功之重要元素，董事會及高級管理人員致力於建立和維持高水平的企業管治，並已採取各項措施，加強本公司的管理效率以保障本公司股東(「股東」)的權益。

於截至2017年12月31日止年度(「本年度」)內，本公司已應用及遵守香港聯合交易所有限公司GEM證券上市規則(分別為「聯交所」及「GEM上市規則」)附錄15所載企業管治守則(「企業管治守則」)及企業管治報告所載原則及所有適用守則條文。

股東週年大會

本公司將在香港召開2018年股東週年大會，以便與股東建立良好溝通渠道。

董事進行之證券交易

本公司已採納GEM上市規則第5.48至5.67條所載之買賣規定標準(「買賣規定標準」)作為本公司董事進行之證券交易的行為守則。

隨著本公司向所有董事作出特定查詢，彼等各自確認於本年度其已遵守買賣規定標準及就董事進行之證券交易的行為守則。

董事會

於本年度內，董事會包括兩名執行董事(即孫江濤先生(行政總裁)及唐斌先生)、三名非執行董事(即魏中華先生(主席)、李建光先生及蘭希先生)以及三名獨立非執行董事(即楊浩然先生、侯東先生及何慶華先生)。

關係

董事間並無財務、業務、家庭或其他重大關係。各董事之履歷詳情載列於本年報「董事及高級管理人員簡介」一節。

Corporate Governance Report (Continued)

企業管治報告(續)

Roles

The two executive Directors are responsible for the leadership and control of the Company and overseeing the Group's businesses, strategic decisions and performances of the Company and its subsidiaries (the "Group") and are collectively responsible for promoting the success of the Company by directing and supervising its affairs.

The three INEDs are responsible for ensuring a high standard of financial and other mandatory reporting of the Board as well as providing a balance in the Board in order to effectively exercise independent judgement on the corporate actions of the Company so as to protect Shareholders' interest and overall interest of the Group.

Throughout the Year, the Company had three INEDs and at all times met the requirement of the GEM Listing Rules that the number of INEDs must represent at-least one-third of the Board members and at least one of the INEDs has appropriate professional qualifications, or accounting or related financial management expertise.

The Company has received from each of the INEDs an annual written confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules and considers all the INEDs to be independent.

The Board is collectively responsible for the oversight of the management of the Company's business and the Group's affairs with the objective of enhancing shareholder value through granting authority to the audit committee (the "Audit Committee"), nomination committee (the "Nomination Committee") and remuneration committee (the "Remuneration Committee") of the Board. The Board approves and monitors the development and implementation of the Group's business policies, strategic decisions and directions. The Board is also responsible for reviewing monthly financial information as well as reviewing and approving quarterly, interim and annual results, annual budget, and other business matters and all other functions reserved to the Board under the Company's articles of association (the "Articles of Association"). In addition, it performs the corporate governance functions. The Board may from time to time delegate certain functions to senior management of the Group if and when considered appropriate. The senior management is mainly responsible for the execution of the business plans, strategies and policies adopted by the Board and assigned to it from time to time.

角色

兩名執行董事負責領導及管控本公司以及監控本集團業務、戰略決策及本公司及其附屬公司(「本集團」)之表現，並且通過引導及監管其事務，共同負責促進本公司邁向成功。

三名獨立非執行董事負責確保董事會財務及其他強制性報告保持高水平，同時為董事會提供一種平衡以對本公司的企業行動行使有效獨立判斷，從而保護股東利益及本集團整體利益。

本年度內，本公司擁有三名獨立非執行董事且任何時間皆符合GEM上市規則之要求，即獨立非執行董事必須代表董事會成員至少三分之一且至少其中一名擁有適當專業資格或會計或相關財務管理專長。

本公司已收到各獨立非執行董事根據GEM上市規則第5.09條規定發出的年度獨立性書面確認，因此認為所有獨立非執行董事具有獨立性。

董事會以提升股東價值為目標，透過授權予董事會之審核委員會(「審核委員會」)、提名委員會(「提名委員會」)及薪酬委員會(「薪酬委員會」)，共同監督本公司業務運營及本集團事務之管理。董事會審批及監控本集團業務政策、戰略決定及方向的制度及實施；審閱每月之財務資料；審閱及批准季度、中期及年度業績、年度預算及其他業務事項以及董事會根據本公司之組織章程細則(「組織章程細則」)具有的其他職能。此外，它亦履行企業管治職能。董事會可不時於其認為適當時向本集團高級管理人員授權若干職能。高級管理人員主要負責執行董事會採取及不時分派予其的業務計劃、策略及方針。

Corporate Governance Report (Continued)

企業管治報告(續)

The Board and its Nomination Committee, Remuneration Committee and Audit Committee are able to seek independent professional advice in appropriate circumstances at the Company's expenses in order to better discharge their supervisory duties to the Company.

In accordance with Rule A.1.8 of the CG Code, appropriate insurance cover has been arranged by the Company in order to provide protection in respect of legal action against its Directors and senior management.

Meeting

During the Year, the Board held four regular meetings each at approximately quarterly interval. In addition, special Board meetings are held when required. Formal notice for each proposed regular meeting are given at least 14 days before the day of the meeting. With regard to special Board meetings, notices are issued within a reasonable period. The meeting agenda and all the accompanying documents relating to the proposed Board meeting are sent to each Director at least three days before the day of the proposed meeting to ensure that the Directors have sufficient time to review relevant documents and prepare for the meeting. Directors can attend the Board meeting in person or through other electronic means of communication.

The company secretary of the Company (the "Company Secretary") or his delegate is responsible for keeping all Board meetings minutes. Draft minutes are normally circulated to the Directors for comments within a reasonable time after each meeting and the final version is open for the Directors' inspection. According to the GEM Listing Rules, any Directors and their close associates (as defined in the GEM Listing Rules) with a material interest in the transactions to be discussed at the Board meetings will abstain from voting on resolutions approving such transactions and will not be counted in the quorum at meetings.

董事會及其轄下的提名委員會、薪酬委員會及審核委員會可於適當時候尋求獨立專業意見，費用由本公司承擔，以更好的履行彼等對本公司的監督職責。

根據企業管治守則第A.1.8條，本公司已為其董事及高級管理層人員購買適當保險，就針對彼等提起的法律行動為彼等提供保障。

會議

於本年度，董事會召開了四次定期會議，大約每季度召開一次。此外，在必要時會召開董事會特別會議。每次定期會議之正式通告會於會議舉行前最少14日發出。至於董事會特別會議，則會在合理期限內給予通告。會議議程及隨附之董事會會議文件會在擬定召開會議日期前至少三天全部呈交全體董事，以確保董事有充分時間審閱相關文件及為會議作出充分準備。董事可親身或通過其他電子通訊方式參加董事會會議。

在本公司公司秘書(「公司秘書」)或其受委代表負責保存所有董事會會議記錄。董事會會議記錄之初稿於每次會後在合理時間內提供所有董事傳閱並提出意見。董事可查閱最終定稿。根據GEM上市規則，任何董事及其緊密聯繫人(如GEM上市規則所界定)，倘於董事會擬商議的交易中有重大權益，則須對批准該交易的決議案放棄權票，且不計入會議的法定人數。

Corporate Governance Report (Continued)

企業管治報告(續)

Attendances of Meetings

Four Board meetings, four Audit Committee meetings, one meeting for each of the Remuneration Committee and the Nomination Committee and an AGM were held during the Year. Attendances of these meetings by the Directors are set out below:

出席會議之情況

於本年度內共舉行4次董事會會議、4次審核委員會會議、1次薪酬委員會會議、1次提名委員會會議及1次股東週年大會。董事出席該等會議之情況如下：

Name of Directors 董事姓名		Meetings attended/Eligible to attend 已出席會議/有資格出席之會議				
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	AGM 股東週年大會
<i>Executive Directors</i> 執行董事						
Mr. Sun Jiangtao	孫江濤先生	4/4	N/A不適用	1/1	1/1	1/1
Mr. Tang Bin	唐斌先生	4/4	N/A不適用	N/A不適用	N/A不適用	1/1*
<i>Non-executive Directors</i> 非執行董事						
Mr. Wei Zhonghua	魏中華先生	4/4	4/4	N/A不適用	N/A不適用	1/1*
Mr. Li Jianguang	李建光先生	4/4	N/A不適用	N/A不適用	N/A不適用	0/1
Mr. Lan Xi	蘭希先生	4/4	N/A不適用	N/A不適用	N/A不適用	0/1
<i>INEDs</i> 獨立非執行董事						
Mr. Hou Dong	侯東先生	4/4	4/4	1/1	1/1	1/1*
Mr. He Qinghua	何慶華先生	4/4	4/4	N/A不適用	N/A不適用	1/1*
Mr. Yang Haoran	楊浩然先生	4/4	N/A不適用	1/1	1/1	0/1

Note:

* The Directors participated in AGM via teleconferencing.

附註：

* 董事通過電話會議參與股東週年大會。

Corporate Governance Report (Continued)

企業管治報告(續)

Directors' Induction and Continuing Professional Development

Each 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 the Director's responsibilities and obligations under the GEM Listing Rules and relevant statutory requirements. The Company is dedicated to arrange appropriate induction for the continuous professional development for all Directors at the Company's expenses to develop, replenish and refresh their knowledge and skills.

The Company from time to time provides briefings to all Directors to develop and refresh the Directors' duties and responsibilities. All Directors are also encouraged to attend relevant training courses at the Company's expense.

During the Year, all Directors, namely Mr. Sun Jiangtao, Mr. Tang Bin, Mr. Wei Zhonghua, Mr Li Jianguang, Mr. Lan Xi, Mr. Yang Haoran, Mr. Hou Dong and Mr. He Qinghua have participated in continuous professional development by attending conferences and internal training as regards corporate governance, laws, regulations and the GEM Listing Rules, and reading materials relevant to their duties, responsibilities and the Group's business in order to develop, refresh and update their knowledge and skills.

Training records for the Year have been provided by all Directors to the Company.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman is Mr. Wei Zhonghua, and the chief executive officer of the Company is Mr. Sun Jiangtao. The roles of the Chairman and chief executive are separated and exercised by different individuals.

NON-EXECUTIVE DIRECTORS

Each of the non-executive Directors and the INEDs has entered into a letter of appointment for a term of two years.

董事就職及持續專業發展

各新委任董事於首次獲委任後皆會接受正式、全面而切身之培訓，以確保董事對本公司業務及運作有合適理解，董事可全面認識GEM上市規則及相關監管規定下自身之職責及義務。本公司致力於就所有董事之持續專業發展安排合適的培訓並提供有關經費，以發展、補充並更新彼等知識及技能。

本公司將不時向全體董事提供簡介，以發展及更新董事之職責及責任。全體董事亦須參與有關培訓課程，費用由本公司承擔。

於年內，所有董事即孫江濤先生、唐斌先生、魏中華先生、李建光先生、蘭希先生、楊浩然先生、侯東先生及何慶華先生均已參與持續專業發展，包括出席及參加有關企業管治、法律法規、GEM上市規則的會議及內部培訓以及閱讀有關彼等職務、責任及本集團業務之材料，以發展、補充並更新其知識及技能。

全體董事已向公司提供彼等於本年度的培訓記錄。

主席及行政總裁

本公司主席為魏中華先生，而本公司行政總裁為孫江濤先生。主席及行政總裁角色已予區分且由不同個別人土行使。

非執行董事

非執行董事及獨立非執行董事與本公司訂立兩年期委任函。

BOARD COMMITTEES

The Board has established, with written terms of reference, three Board Committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee, to oversee particular aspects of the Company's affairs. The Board Committees are provided with sufficient resources to discharge their duties.

The written terms of reference for each Board Committee are in line with the GEM Listing Rules and they are posted on the respective websites of The Stock Exchange of Hong Kong Limited ("Stock Exchange") and the Company.

Nomination Committee

The Company established the Nomination Committee on 9 November 2013 with written terms of reference in compliance with the CG Code. The primary duties of the Nomination Committee are, among other things, to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, make recommendations to the Board regarding the appointment of Directors and candidates to fill vacancies on the Board; and assess the independence of INEDs. The Nomination Committee consists of three members, namely Mr. Yang Haoran, Mr. Hou Dong and Mr. Sun Jiangtao. Mr. Yang Haoran is the chairman of the Nomination Committee.

During the Year, a meeting was held by the Nomination Committee to review the structure, composition of the Board and the Board diversity policy; make recommendation on the re-appointment of the retiring Directors and assess the independence of INEDs. Attendance of the meeting has been disclosed on page 46 of this report.

Remuneration Committee

The Company established the Remuneration Committee on 9 November 2013 with written terms of reference in compliance with the CG Code. The primary duties of the Remuneration Committee are, among other things, to make recommendations to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group and to ensure that none of the Directors determines his own remuneration. The Remuneration Committee consists of three members, namely Mr. Hou Dong, Mr. Yang Haoran and Mr. Sun Jiangtao. Mr. Hou Dong is the chairman of the Remuneration Committee.

During the Year, a meeting was held by the Remuneration Committee to review the remuneration package of the Directors and senior management. Attendance of the meeting has been disclosed on page 46 of this report.

董事會委員會

董事會已成立三個董事會委員會，即審核委員會、薪酬委員會及提名委員會(皆有書面職權範圍)以監管本公司各方面的事務。董事會委員會獲提供充分資源以行使彼等職能。

各董事會委員會的書面職權範圍均符合GEM上市規則，且其分別公佈於香港聯合交易所有限公司(「聯交所」)及本公司網站。

提名委員會

本公司於2013年11月9日成立提名委員會，並制定其書面職權範圍，以符合GEM企業管治守則的規定。提名委員會的主要職責為(其中包括)至少每年檢討一次董事會的架構、規模及組成(包括技能、知識及經驗)，以及就委任董事及候選人以填補董事會空缺向董事會提供建議及評核獨立非執行董事的獨立性。提名委員會由三名成員組成，即楊浩然先生、侯東先生及孫江濤先生。楊浩然先生擔任提名委員會主席。

於本年度，提名委員會舉行一次會議，審閱董事會架構組成，檢討董事會成員多元化政策審閱退任董事的重新委任事宜及就此作出推薦建議及評核獨立非執行董事的獨立性。會議之出席情況已於本報告第46頁披露。

薪酬委員會

本公司於2013年11月9日成立薪酬委員會，並制定其書面職權範圍，以符合企業管治守則的規定。薪酬委員會的主要職責為(其中包括)就本集團全體董事及高級管理人員整體薪酬政策及架構向董事會提供建議；及確保概無董事自行釐定薪酬。薪酬委員會由三名成員組成，即侯東先生、楊浩然先生及孫江濤先生。侯東先生擔任薪酬委員會主席。

於本年度，薪酬委員會舉行一次會議，審閱本公司董事及高級管理人員薪酬組合。會議之出席情況已於本報告第46頁披露。

Corporate Governance Report (Continued)

企業管治報告(續)

Details of the emoluments of the Directors and the senior management of the Company are set out in Notes 10, 11 and 35(b) to the consolidated financial statements.

Pursuant to code provision B.1.5 of the CG Code, the annual remuneration of the member of the senior management (other than the Directors) whose particulars are contained in the section headed "Directors and Senior Management Profiles" in this annual report for the Year by band is set out below:

董事及本公司高級管理人員薪酬之詳情載於綜合財務報表附註10、11和35(b)內。

根據企業管治守則之守則條文第B.1.5條，高級管理人員(董事除外)之年度薪酬詳情載於本年度之年度報告「董事及高級管理人員簡介」一節內，薪酬範圍如下：

Remuneration band	薪酬範圍	Number of individuals 人數
Less than HK\$1,000,000	少於1,000,000港元	Nil無

Audit Committee

The Company established the Audit Committee on 9 November 2013 with written terms of reference in compliance with the CG code. The terms of reference of the Audit Committee were revised and adopted on 30 December 2015 to include additional responsibility in relation to the risk management system arising from the Stock Exchange's proposal on the risk management and internal control under the CG Code applicable to accounting periods beginning on or after 1 January 2016. The primary duties of the Audit Committee, among other things, are:

- (a) to make recommendations to the Board on the appointment, re-appointment and removal of external auditor;
- (b) to review the financial statements and provide material advice in respect of financial reporting;
- (c) to oversee internal control procedures of the Company;
- (d) to review arrangements for employees to raise concerns about financial reporting improprieties;
- (e) to review the financial control, risk management and internal control system of the Company;
- (f) to discuss about the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems; and
- (g) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings.

審核委員會

本公司於2013年11月9日成立審核委員會，並制定其書面職權範圍，以符合企業管治守則的規定。審核委員會之職權範圍乃於2015年12月30日修訂及採納以包含有關風險管理系統之額外責任，該等責任自聯交所有關風險管理之建議及於2016年1月1日(或之後)起之會計期間適用之企業管治守則項下之內部監控產生。審核委員會的主要職責為(其中包括)：

- (a) 就委聘、續聘及任免外聘核數師向董事會提供建議；
- (b) 審閱財務報表，並就財務匯報提供實質性意見；
- (c) 監察本公司的內部控制程序；
- (d) 就僱員提出有關財務匯報不當的事宜進行檢討安排。
- (e) 檢討本公司之財務控制、風險管理及內部監控系統；
- (f) 與管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的內部監控系統；及
- (g) 應董事會的委派或主動就有關風險管理及內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究。

Corporate Governance Report (Continued)

企業管治報告(續)

At present, the Audit Committee consists of three members, namely Mr. He Qinghua and Mr. Hou Dong, both being INEDs and Mr. Wei Zhonghua, a non-executive Director. Mr. He Qinghua is the chairman of the Audit Committee.

The Audit Committee held four meetings during the Year. Attendance of the meetings has been disclosed on page 46 of this report.

The Audit Committee meetings reviewed (i) the first and third quarterly and the interim results for 2017; (ii) the annual results of the Group for the year ended 31 December 2016; (iii) the accounting principles and practice adopted by the Group; (iv) assessed the risk management and internal control systems; (v) reviewed the effectiveness of the Group's internal audit function; and (vi) recommended to the Board for considering the re-appointment of BDO Limited, certified public accountants as the Company's independent auditor (the "Independent Auditor") at the 2017 AGM.

The annual results for the Year have been reviewed by the Audit Committee before submission to the Board for approval. The members of the Audit Committee considered that the results were prepared in accordance with applicable accounting standards and the GEM Listing Rules and sufficient disclosure has been made.

Board Diversity Policy

The Board has adopted a Board diversity policy and discussed all measurable objectives set for implementing the policy.

The Company recognises and embraces the benefits of diversity of Board members. It endeavours to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. All Board appointments will continue to be made on a merit basis with due regard for the benefits of diversity of the Board members. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

Corporate Governance Functions of the Board

The Board is responsible for performing the corporate governance functions of the Company, which are set out in relevant written terms of reference. The Board, among other matters, has reviewed this corporate governance report in discharge of its corporate governance functions, ensuring compliance with the GEM Listing Rules.

現時，本公司審核委員會由三名成員組成，即何慶華先生及侯東先生(二人均為獨立非執行董事)及魏中華先生(非執行董事)。何慶華先生擔任審核委員會主席。

於本年度，審核委員舉行了四次會議。會議之出席情況已於本報告第46頁披露。

審核委員會會議審閱(i)本集團於2017年之第一及第三季季度業績及中期業績；(ii)截至2016年12月31日止年度之全年業績；(iii)本集團採用的會計原則及常規；(iv)評估風險管理及內部控制系統；(v)審閱本集團內部審計職能的有效性；及(vi)於2017年股東週年大會向董事會推薦考慮續聘執業會計師香港立信德豪會計師事務所有限公司為本公司的獨立核數師(「獨立核數師」)。

本年度的全年業績於呈交董事會批准前已獲審核委員會審閱。審核委員會成員認為該等業績乃根據適用的會計準則及GEM上市規則編製，並已作出充分披露。

董事會多元化政策

董事會已採用一項董事會多元化政策且已討論所有實施該政策的所有可計量目標。

本公司確認及信奉董事會成員多元化利益。其致力於確保董事會於技巧、經驗及多樣化方面達到平衡以符合本公司業務要求。所有董事會委任將繼續基於有益於董事成員多樣化利益基礎進行。候選人選舉將基於多樣化範圍，包括但不限於性別、年齡、文化及教育背景、經驗(專業或其他)、技能及知識。最終決定將基於所選定候選人將為董事會帶來的益處及貢獻作出。

董事會企業管治功能

董事會負責實施本公司企業管治功能，其載列於相關書面職權範圍。董事會(除其他事務外)已檢討本企業管治報告以履行其企業管治功能，確保其符合GEM上市規則。

INDEPENDENT AUDITOR'S REMUNERATION

The fees charged by the external auditor of the Company in respect of audit services provided to the Company and its subsidiaries for the Year amounted to HK\$560,000 (2015: HK\$559,000). The amount of non-audit service fee was HK\$178,000 (2015: HK\$112,000), primarily relating to the disposal of shares in Leyu Limited in return for the consideration shares in Chong Sing Holdings FinTech Group Limited.

ACCOUNTABILITY AND AUDIT

The Board acknowledges its responsibility for preparing the financial statements of the Group and ensures that the financial statements have adopted the accounting principles generally accepted in Hong Kong and complied with the requirements of Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance and the GEM Listing Rules. The Board is also responsible for the keeping of appropriate accounting records that reasonably and accurately disclose the financial position of the Group at any time.

The statement of the Independent Auditor about their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Board has overall responsibilities for the risk management and internal control systems of the Group and for reviewing their effectiveness. The Board is also responsible for maintaining sound and effective risk management and internal control systems to safeguard the interests of the Shareholders and the assets of the Group.

The Internal Audit Department has been established to, amongst others (i) review the effectiveness of the Company's risk management and internal control systems at least once every financial year; (b) carry out annual risk assessment on each audit area; and (c) devise a yearly audit plan according to their risk ratings.

獨立核數師之酬金

本公司外聘核數師就本年度向本公司及其附屬公司提供審計服務所收取的費用為560,000港元(2015年: 559,000港元), 非審計服務收費金額為178,000港元(2015年: 112,000港元), 主要與出售Leyu Limited股份以換取中新控股科技集團有限公司之代價股份有關。

問責與審核

董事會負責編製本集團之財務報表, 並確保財務報表已採納香港通用會計準則及遵守香港會計師公會頒佈之香港財務報告準則之規定, 以及香港公司條例及GEM上市規則之披露規定。董事會亦負責存置適當的會計記錄, 且相關的會計記錄須於任何時候均可合理準確地披露本集團之財務狀況。

獨立核數師關於彼等對本集團財務報表所負責任之聲明載於獨立核數師報告。

風險管理及內部控制系統

董事會全面負責本集團之風險管理及內部監控系統及檢討其有效性。董事會亦負責維持可靠及有效之風險管理及內部監控系統以維護股東之權益及本集團之資產。

本公司已成立內部審核部門, 以(i)至少每個財政年度檢討本公司風險管理及內部控制之有效性; (b)對每個檢討區域進行年度風險評估; 及(c)根據有關風險評級制定年度審核計劃。

Corporate Governance Report (Continued)

企業管治報告(續)

The systems include a defined management structure with limits of authority, and are designed for the Group to identify and manage the significant risks to achieve its business objectives, safeguard its assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant laws and regulations. The systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss, and to manage rather than eliminate risks of failure in the Group's operational systems and in the achievement of the Group's business objectives.

Appropriate measures have been put in place to manage the risks. No major issue was raised for improvement.

During the Year, the Board has conducted a review of the effectiveness of the risk management and internal control systems and the Group's internal audit function through discussion with the Audit Committee on audit findings and control issue and considered them effective and adequate.

DISCLOSURE OF INSIDE INFORMATION

The Group acknowledges its responsibilities under the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong and the GEM Listing Rules and the overriding principle that inside information should be announced immediately when it is the subject of a decision. The procedures and internal controls for the handling and dissemination of inside information are as follows:

- the Group conducts its affairs with close regard to the disclosure requirement under the GEM Listing Rules as well as the "Guidelines on Disclosure of Inside Information" published by the Securities and Futures Commission of Hong Kong in June 2012;
- the Group has implemented and disclosed its policy on fair disclosure by pursuing broad, non-exclusive distribution of information to the public through channels such as financial reporting, public announcements and its website;
- the Group has strictly prohibited unauthorized use of confidential or inside information; and
- the Group has established and implemented procedures for responding to external enquiries about the Group's affairs, so that only the executive Directors, Company Secretary and investor relations officers are authorized to communicate with parties outside the Group.

該系統包括確立一個完善管理層授權體系，並能有效識別並管理各項重大風險，以達到管理層實現其經營目標、保護資產免遭未經授權使用或處置，確保為內部使用提供可靠的財務信息或發布適當的會計記錄的維護，確保符合相關的法律法規。該系統的目的是提供合理的，但不是絕對的，保證對重大錯報或損失，並管理，而不是消除失敗的風險在本集團的業務系統，並在實現本集團的業務目標。

本集團已採取適當措施管理風險。沒有重大問題需要提出改善。

於本年度內，董事會已透過與審核委員會討論審核結果及控制問題，對風險管理及內部控制系統以及本集團的內部審核功能的成效進行檢討，並認為有效及充足。

內幕消息之披露

本集團知悉其根據香港法例第571章證券及期貨條例及GEM上市規則所應履行的責任，整體原則是凡涉及內幕消息，必須在有所決定後即時公布。處理及發布內幕消息的程序及內部監控措施如下：

- 本集團處理事務時會充分考慮GEM上市規則項下之披露規定及香港證券及期貨事務監察委員會於2012年6月頒佈的「內幕消息披露指引」；
- 本集團透過財務報告、公告及其網站等途徑，向公眾廣泛及非獨家地披露資料，以實施及披露其公平披露政策；
- 本集團已經嚴格禁止未經授權使用機密或內幕消息；及
- 本集團已就外界對本集團事務的查詢訂立及執行回應程序，據此只有執行董事、公司秘書及投資者關係專員獲授權與本集團外界人士溝通。

Corporate Governance Report (Continued)

企業管治報告(續)

COMPANY SECRETARY

The Company Secretary is Mr. Kwok Siu Man ("Mr. Kwok"), who has been appointed by the Board since 9 November 2013 and has been so nominated by Boardroom Corporate Services (HK) Limited ("Boardroom") under an engagement letter made between the Company and Boardroom. The primary person at the Company with whom Mr. Kwok has been contacting is Mr. Chen Tao, the Finance Manager of the Company, in relation to corporate secretarial matters. As Mr. Kwok was first appointed as the company secretary of a Hong Kong Hang Seng Index constituent stock company in 1991 and has been acting in such capacity for a number of other reputable companies listed on the Stock Exchange at material times since then, he is not required to have at least 15 hours of relevant professional training in the Year under the GEM Listing Rules. However, despite such exemption, he delivered/attended relevant seminars organised by professional and other bodies for over 15 hours during the Year.

SHAREHOLDERS' RIGHTS

Procedures for Shareholders to Convene an EGM

Shareholders are encouraged to attend all general meetings of the Company. Pursuant to Article 58 of the Articles of Association, Shareholders holding not less than 10% of the paid up capital of the Company can convene an EGM by depositing a requisition in writing to the Directors or the Company Secretary for the purpose of requiring the convening of the EGM. The written requisition shall be deposited to the Company Secretary at 31/F, 148 Electric Road, North Point, Hong Kong.

For the avoidance of doubt, Shareholders must deposit and send the original duly signed written requisition, notice or statement or enquiry (as the case may be) to the principal place of business of the Company in Hong Kong at 31/F, 148 Electric Road, North Point, Hong Kong and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

Procedures for Shareholders to Send Enquires to the Board

Shareholders are encouraged to communicate with the Company for any enquiries in relation to the Group by contacting the Group's Investor Relations team at investor@shenzhouxing.com.cn. Upon receipt of the enquiries, the Investor Relations team will forward Shareholders' enquiries and concerns to the Board, Board committees or management as appropriate. Alternatively, Shareholders can put forward any proposals at a Shareholders' meeting.

公司秘書

公司秘書為郭兆文先生(「郭先生」)，其自2013年11月9日獲董事會委任，並由寶德隆企業服務(香港)有限公司(「寶德隆」)根據本公司與寶德隆訂立的委聘書提名。就有關公司秘書事宜，本公司與郭先生之間的主要聯繫人為陳濤先生，本公司財務經理。由於郭先生於1991年首次獲委任為香港恒生指數成份股公司之公司秘書，並自此大部份時間在若干其他聯交所上市知名公司出任有關職位，本年度，其無需根據GEM上市規則接受至少15小時的相關專業培訓。然而，儘管該豁免，於本年度，彼參加／出席由專業或其他機構組織的相關研討會已超過15小時。

股東權利

股東召開股東特別大會的程序

本公司鼓勵股東出席本公司的所有股東大會。根據組織章程細則第58條，持有本公司繳足資本不少於10%的股東可透過向本公司董事或公司秘書提交要求召開股東特別大會的書面要求召開股東特別大會。書面要求應遞交至本公司秘書處(香港北角電氣道148號31樓)。

為免生疑問，股東須向本公司於香港的主要營業地點(地址為香港北角電氣道148號31樓)登記及發出簽妥之書面申請原件、通知或聲明或諮詢(視情況而定)，並提供全名、聯繫信息及身份證明以使其生效。股東資料可依法披露。

股東向董事會諮詢的程序

股東可透過發送電郵至 investor@shenzhouxing.com.cn 聯繫本集團的投資者關係團隊諮詢有關本集團的任何事宜。收到詢問後，投資者關係團隊將立即將股東詢問及質疑呈交董事會、董事會委員會或管理層(倘適合)。股東亦可在股東大會上提呈有關提案。

Corporate Governance Report (Continued)

企業管治報告(續)

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

Subject to the statutes and the provisions of the Articles of Association, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional director.

A Shareholder may propose a person (other than himself/herself) for election as a Director by lodging the following documents at the Company's principal place of business in Hong Kong at 31/F, 148 Electric Road, North Point, Hong Kong, for the attention of the Company Secretary:

1. a notice in writing of the intention to propose that person for election as a Director; and
2. a notice in writing by that person of his/her willingness to be elected as a Director, together with that person's information as required to be disclosed under rule 17.50(2) of the GEM Listing Rules.

Such notices shall be lodged no earlier than the day after the dispatch of the notice of the general meeting appointed for such election at least seven (7) clear days before the date of the general meeting. The period for lodgement of such notices shall be at least seven (7) clear days in length.

CONSTITUTIONAL DOCUMENTS

Pursuant to Rule 17.102 of the GEM Listing Rules, the Company has published on the respective websites of the Stock Exchange and the Company its Memorandum and Articles of Association. During the Year, no amendments were made to the constitutional documents of the Company.

股東提名人選參選董事的程序

根據法則及組織章程細則，本公司可不時於股東大會通過普通決議案選舉任何人士作為董事以填補董事臨時空缺或作為額外董事。

股東可通過將以下文件寄送到本公司的香港的主要營業地點香港北角電氣道148號31樓提請公司秘書關注的方式建議一名人士(其本人除外)參選董事：

1. 一項有意提名選舉該位人士為董事的書面通知；及
2. 一項該位被推選人士簽發表明其願意選舉之書面通知，連同根據GEM上市規則第17.50(2)條所要求披露之有關該名人士之資料。

提交該等通知須不早於指定進行該推選之股東大會通告寄發翌日，及不遲於該股東大會舉行日期前七(7)日。而向本公司發出該等通知之最短期間須為最少七(7)日。

章程文件

根據GEM上市規則第17.102條，本公司已分別於聯交所及本公司的網站登載其組織章程大綱及組織章程細則。於本年度，並無對本公司章程文件作出任何修改。

Environmental, Social and Governance Report

環境、社會及管治報告

SCOPE AND REPORTING PERIOD

This is the second ESG report by the Group, highlighting its environmental, social, and governance performance. The report contents and mode are disclosed with reference to the ESG Reporting Guide as described in Appendix 20 of the Listing Rules and Guidance set out by The Stock Exchange of Hong Kong Limited.

China Binary Sale Technology Limited is a high-tech digital technology company, principally engaged in providing online transaction services by facilitating transactions between online game operators and online game users and providing mobile top-up service to mobile subscribers. The Group offers online transaction platform which could enable online game users to pay their online game accounts through mobile top-up credits by operating its self-developed Shenzhoufu System and cooperating with online game operators in the People's Republic of China ("PRC"). The Group uses the mobile top-up credits received from online game users to top up mobile subscription accounts. This ESG report has not changed comparing to that of the previous year, it still covers the Group's overall performance in two subject areas, namely, Environmental and Social of the Beijing Operation Office and its main business throughout the financial year from 1 January 2017 to 31 December 2017.

STAKEHOLDER ENGAGEMENT AND MATERIALITY

During the reporting year, the Group has conducted quantitative surveys of stakeholders; group directors, senior and middle management members, employees, and other stakeholders have completed the questionnaire. The Group will consider adding more different types of external stakeholders (such as customers, suppliers, etc.) to increase the sample diversity of survey in coming years.

範圍及報告期間

此份報告為本集團第二份環境、社會及管治報告，內容詳列本集團於環境、社會及管治等各方面之表現。報告內容及模式參考香港聯合交易所有限公司之上市規則附錄20所規定「環境、社會及管治報告指引」所披露。

神州數字銷售技術有限公司乃一家高科技數字技術公司，主要業務為通過促進網上游戲商戶與網上游戲用戶之間的交易，以及向手機用戶提供手機話費充值服務來提供網上交易服務。本集團透過運作其自主開發的神州付系統與中國的網上游戲運營商合作，接受網上游戲用戶使用手機話費充值金額為他們的網上游戲賬號充值的網上交易平台。本環境、社會及管治報告書的報告範疇較上年相比沒有發生變化，依舊涵蓋本集團北京的營運辦公室及其主要參與之業務，時段由二零一七年一月一日起至二零一七年十二月三十一日的整個財政年度內有關環境及社會兩個主要範疇之整體表現。

持分者之參與及重要性

此報告年度本集團進行了量化的持分者調查，包括集團董事，高級及中層管理成員，以及員工等持分者填寫了調查問卷。集團將考慮在來年的調研中加入更多不同類型的集團外部持分者(如客戶，供應商等)以增加樣本多樣化。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

This year's questionnaire covers a total of 16 environmental and social issues, and the stakeholders rate each topic according to what they care about and thought is the most significant for the development of the Group. The purpose of this questionnaire is to disclose the environmental and social issues that the stakeholders care about and think are the most significant for the development of the Group. It can also be used by the Group to set future management priorities and strategic directions. According to the results of the survey, after averaging the opinions of different stakeholders, the two most significant topics are Customer Service and Anti-corruption. Other substantive environmental and social issues include:

- Emissions
- Wastewater and Garbage
- Occupational Health and Safety
- Supply Chain Management
- Intellectual Property
- Customer Data Protection

STAKEHOLDERS' FEEDBACK

Apart from the above stakeholders, the Group also welcomes other stakeholders' feedback on our environmental, social and governance approach and performance. Please give your suggestions or share your views with us via mail to 6/F, Taiyue Park No. 1 Building, Haidian District, Beijing, China.

本年度問卷一共覆蓋了16項環境和社會議題，持分者對每一項議題按照其所關心以及認為對於集團發展具有最重大意義進行打分。此問卷的目的在於披露持分者所關心以及認為對於集團發展具有最重大意義的環境和社會議題。亦可用於集團設定未來的管理側重點及戰略方向。根據此次調查結果，平均不同持分者的意見後，得出最為重要的兩項議題分別為客戶服務和反貪污。其他具實質性的環境及社會議題包括：

- 排放物
- 廢水及垃圾
- 職業健康及安全
- 供應鏈管理
- 知識產權
- 客戶數據保護

持分者意見

除上述持分者外，本集團亦歡迎各方持分者就我們的環境、社會及管治方針及表現提供意見。敬請閣下透過郵件向我們提出建議或分享意見，郵寄地址為中國北京市，海澱區，太月園1號樓6層。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

SUSTAINABILITY MISSION AND VISION

Mission

The Group is dedicated to providing the clients with the best and fastest online transaction platform and the public with the easy and convenient transaction methods so as to promote the development of online transaction in China, to boost the inter-connection development of various industries, and to contribute to the real economy driven by the virtual economy.

Vision on Environment, Social and Governance

The online transaction is supposed to significantly reduce the transactional costs consumed by the offline transaction, as well as the transportation cost, energy and time so as to help the emission reduction on the Earth.

The good working conditions shall be offered to employees so that each of them is capable of exploiting their advantages to the full at China Binary Sale Technology Limited. The transaction service shall be provided to the society to boost the economic development.

As a responsible corporate citizen, the culture of good governance, the fair working environment and honest corporate administration are supposed to be established.

A. ENVIRONMENT

The Group is not directly involved in production activities, does not have related air emissions, nor does it have related water quality and land pollutions. Carbon emissions from its major activities are indirect emissions from energy consumption. The Beijing office area of the Group is 1,630m², and its operating activities and business account for 100% of its emissions.

Since the Group does not have physical production, employees are the Group's most important asset; the employees' input and knowledge output are closely related to the Group's economic, environmental, and social impacts; the relative strength of environmental data will be calculated according to the total number of employees and averaged to each person.

Emissions

The Group's commercial vehicles consume petrol, and the combustion of petrol produces several types of air emissions, including nitrogen oxides (NO_x), sulfur oxides (SO_x) and particulate matter (PM). The SO_x emissions generated by automobiles are 0.21 kg. As the number of kilometres traveled by the vehicles is not available, the nitrogen oxides and particulates emitted by the vehicles are not calculated during the reporting year.

可持續發展使命與願景

使命

為客戶提供最快最好的網上交易平台，為廣大群眾提供方便快捷的交易方式。促進中國網上交易的發展，從而促進各行各業的互聯發展，為虛擬經濟帶動實體經濟貢獻一份力量。

環境、社會及管治之願景

希望透過網上交易，能大量減少線下交易所耗費的交易成本，交通成本，能源以及時間。為地球減排作出貢獻。

為員工提供良好工作環境，令每位員工都能在神州數字銷售技術有限公司發揮所長。為社會提供交易服務，促進經濟發展。

作為一所負責任的企業公民，希望建立良好的管治文化，公平的工作環境，清廉的公司管理。

A. 環境

本集團不直接進行生產活動，無相關空氣排放，亦無相關水質及土地污染。主要活動而產生的碳排放為消耗能源而產生的間接排放。本集團北京辦公室面積為1,630平方米，其營運活動及業務佔其排放量之100%。

由於集團沒有物理生產，員工是集團最重要的資產，員工的投入和知識產出與集團的經濟、環境、社會影響息息相關，環境數據的相關強度將按照僱員總數來計算，平均到每人。

排放物

集團的商務用車消耗了汽油，汽油的燃燒會產生幾種空氣排放，包括氮氧化物(NO_x)，硫氧化物(SO_x)和呼吸懸浮顆粒(PM)。汽車產生的SO_x排放為0.21千克。由於汽車行駛公里數不可得，故而汽車排放的氮氧化物及顆粒物在本報告年度未進行計算。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Emissions of greenhouse gases include Category 1, Category 2, and Category 3 (waste paper landfill, sewage treatment, employee travel, etc.), the related emission estimates are smaller than Category 1 and Category 2 and are not included in the total amount.

溫室氣體的排放包括範疇一及範疇二，範疇三(廢紙填埋，污水處理，員工商旅等)相關排放估值與範疇一及範疇二相比較小，未計入總量。

Energy Use and Intensity

能源使用及密度

Direct Energy Class 直接能源類型	Consumption in 2017 2017年消耗量	Consumption Intensity in 2017 (Average consumption per person) 2017年消耗密度(平均每人消耗量)
Fleet Petrol 車隊汽油	14,200 L 14,200升	103.65 L per person 每人103.65升
Electricity 電力	138,880 KWh 138,880 千瓦時	1,013.70 KWh per person 每人1,013.70 千瓦時

Greenhouse Gas Emission

溫室氣體排放

Scope of Greenhouse Gas Emission 溫室氣體排放範圍	Emission Sources 排放來源	Consumption 消耗量	Emission (in tonnes of CO ₂ e) 排放量 (噸二氧化碳當量)	Total Emission (in percentage) 總排放量 (百分比)
Scope 1 Direct Emission 範圍一 直接排放	Petrol consumed by Company Owned Fleet 本公司車隊油耗之汽油	14,200 L 14,200升	32.26 32.26	23% 23%
Scope 2 Indirect Emission 範圍二 間接排放	Purchased Electricity 電力消耗	138.880 KWh 138,880 千瓦時	105.52 105.52	77% 77%
Total Emission 總排放量	1		137.78 137.78	100% 100%

Notes: The aforementioned methods for calculating the emission volume of green gas (in tonnes of CO₂e) refer to the international commonly-used standards and the by-laws and guides of Hong Kong Exchanges and Clearing Limited. The emission coefficient of electricity is calculated using 0.7958 tons of CO₂ emission equivalent/MWh of North China Power Grid.

註：以上溫室氣體(以噸二氧化碳當量計)排放計算方法，參考了國際慣用標準及港交所附例指引。電力的排放係數採用華北電網0.7958噸二氧化碳排放當量/兆瓦時計算。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

	2017 Greenhouse Gas Emission Intensity (Tonnes of CO ₂ equivalent emissions per person) 2017 溫室氣體排放密度 (平均每人排放噸二氧化碳當量)	2017 Greenhouse Gas Emission Intensity (Tonnes of CO ₂ equivalent emissions per square metre) 2017 溫室氣體排放密度 (平均每平方米排放噸二氧化碳當量)
Greenhouse Gas Emission 溫室氣體排放	1.006	0.085

In terms of environmental issues, the Group's largest expenditure and emissions come from the power consumption of office. The Group will continue to strengthen the staff's awareness of energy conservation and emission reduction in 2018 and expect to have new energy efficiency results in the next reporting year.

在環境議題方面，集團最大的支出及排放都來自於辦公室電力的消耗。集團將在2018年度繼續加強員工的節能減排意識，期望在下一個報告年度有新的節能成效。

Policies and Efforts in Reducing Emissions and Wastes

減少排放和廢棄物的政策及努力

Reducing Emissions

Reducing Wastes

New Related Policies, Efforts and Outcomes of Year 2017

New Related Policies, Efforts and Outcomes of Year 2017

減少排放物方面

減少廢棄物方面

2017年新增相關政策，努力，及結果

2017年新增相關政策，努力，及結果

The air conditioners at the office are all energy-efficient.
辦公室內的空調，全為節能空調。

The Group adopts ink cartridge recycling policy and purchases recycled ink cartridges.
集團採用打印墨盒回收政策，並購買再生墨盒。

In 2017, the Group continues selecting energy-conservation electronic products preferentially (such as those with national energy efficiency labels), and we will actively consider the policy of purchasing energy-conservation products in the financial year of 2018. In 2017, the Purchasing Department has already met to discuss the feasibility of formal selection of energy-saving products into the company's procurement policy, and the later arrangements will be followed up.

For excess electronic equipment and related electronic waste, the Group currently stores such stuff in warehouses and has not disposed of any.

2017年度集團繼續優先選取節能電子產品(如國家能效標識產品)，我們會積極考慮於2018年財政年度，將選擇節能產品正式納入本公司的採購政策。在2017年採購部門已經開會討論過將選擇節能產品正式納入本公司的採購政策的可行性，後續安排將持續跟進。

對於多餘的電子設備及相關電子類廢棄物，集團目前進行自我存放於倉庫，未進行丟棄處理。

In addition, the culture of energy conservation is popular at the Group, which encourages each employee to turn off the electric equipment (including computer and calculator) before he/she leaves the office.

另外本集團極力提倡節能文化，每位員工離開辦公室時都會關掉用電設備，包括計算機。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Amount of Non-hazardous and Hazardous Waste, and Treatment Methods

The waste generated by the Group is office-related, without any production-related sewage or solid waste.

無害及有害廢棄物量及處理方法

本集團產生廢物均為辦公相關，無任何生產相關污水或固廢。

Non-hazardous Waste 無害廢棄物	Amount of Waste in 2017 2017年廢棄量	Treatment Method 處理方式
Office Paper 辦公用紙	12,000 KG 12,000公斤	Disposal to landfill 棄置到堆填區
Hazardous Waste 有害廢棄物	Amount of Waste in 2017 2017年廢棄量	Treatment Method 處理方式
Ink Cartridge 打印墨盒	All reused, no direct disposal 全部重新回用，未有直接廢棄	Designated recycling collectors recycle the used ink cartridges of printers which shall be reused for filling toner 指定回收商回收打印機墨盒，重灌碳粉後再用
Old Electronic Products 舊電子產品	No direct disposal 未有直接廢棄	Self storage 自我倉庫存放

Resource Use

The Group is a software developer with no significant amount of resource consumed. The aspect of resource consumption only engages in general office operations. The office building is supplied by the municipal water supply, and does not use any natural resources, such as surface water or groundwater, and there are no problems with access to water. During the reporting period, a total of 1,794 tonnes of water has been consumed. Besides, totally 12,000 kg of paper has been used during the reporting period, mainly for the printing purpose. The Group has no substantial production and operation, thus no packaging materials have been used.

資源使用

本集團乃一所軟件開發公司，不存在任何大量資源使用。資源消耗方面只關於一般辦公室運作。辦公樓由市政供水，沒有使用任何地表水或地下水等天然資源，沒有關於獲取水源方面的任何問題。在報告期間，本集團總共使用1,794立方米自來水。另外，本集團於報告期間消耗了12,000公斤的紙張，主要為日常打印用途。集團沒有實體的生產運作故沒有使用任何包裝物料。

Resource Use 資源使用	Consumption in 2017 2017年消耗量	Consumption Intensity in 2017 (Average consumption per person) 2017年消耗密度 (平均每人消耗量)
Municipal water supply 市政自來水	1,794 M ³ 1,794立方米	13.1 M ³ per person 每人13.1立方米
Office Paper 辦公用紙	12,000 KG 12,000公斤	87.59 KG per person 每人87.59公斤

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Direct consumption of petrol and conversion to indirect energy consumption

汽油直接消耗及轉換成間接能源的消耗

Energy 能源	Direct Consumption in 2017 (L) 2017年直接消耗(升)	Indirect Consumption in 2017 (Kwh) 2017年間接消耗(千瓦時)
Vehicle Petrol 車用汽油	14,200	125,835.47
	14,200	125,835.47

ENVIRONMENT AND NATURAL RESOURCES

環境及天然資源

As the Group's business attributes determine its low impact on the environment, and many are not under its own control (e.g., the power source of the office building and the energy structure of its power system are different), therefore, the Group has not specifically formulated policies on reducing the Group's significant impact on the environment and natural resources. Currently, there are no specific related research and development projects.

由於本集團業務屬性決定其對於環境的影響較低，且很多不在其自身掌控之內（如辦公大樓的電力來源及其電力系統能源結構不同），故集團沒有具體制定關於減低集團對環境及天然資源產生重大影響的政策。目前亦無特定相關研究及發展項目。

Within its control, the Group will try its best to minimise the damage to the environment and natural resources, such as:

在集團管控範圍內，集團盡量力所能及減少其對環境和天然資源的破壞，例如：

- The Group encourages and advocates paperless office, with daily applications and approvals adopting online data transmission to transmit information and reduce paper usage.
- When using office paper is unavoidable, the Group purchases recycled (yellow) paper to reduce the cutting of native trees.
- The stainless steel cutlery and plastic cutlery are used in the canteen, no wood cutlery and disposable cutlery is used to reduce deforestation.
- Each employee will reuse the file folder or case.
- When purchasing furniture, furniture made with composite materials will be purchased, i.e., office furniture that is glued with waste wood chips and mixed materials.
- 集團鼓勵並倡導無紙化辦公，日常申請、審批等採用在線數據傳輸傳送信息，節約紙張的使用。
- 當不可避免需要辦公用紙時，集團採購的均為可再生（黃色）環保紙，減少對原生樹木的砍伐。
- 飯堂採用的不銹鋼餐具和塑料餐具，不使用木質餐具和一次性餐具，減少森林砍伐。
- 每位員工均會將文件夾或文件袋重複使用。
- 在進行家具採購時會採用複合材料的家具，即用廢木屑和混合材料粘合成的辦公桌椅。

During the reporting period, no incompliance of relevant environmental-protection laws and regulations is reported to the Group and no significant influences have been made to the Group. Within its own control, the Group will continue to commit itself to energy conservation and emission reduction, and to enhance the employees' environmental awareness.

此報告期間，本集團不知悉其未有遵守有關環境保護的相關法例及規例，且對本集團造成重大影響的事件。在自身可控制範圍內，本集團將持續致力於節能減排和提高員工的環保意識。

B. SOCIAL

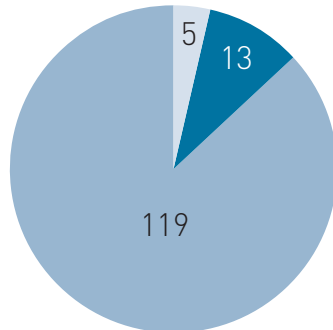
Employment and Labour Practices

EMPLOYMENT

The Group strictly complies with relevant employment laws and regulations of the People's Republic of China to regulate the recruitment and employment processes. The Group regards its employees as the most valuable asset of the Group. The Group's policy is to give equal opportunities to employ persons suitable for the position concerned. Employees will be provided with competitive remuneration packages.

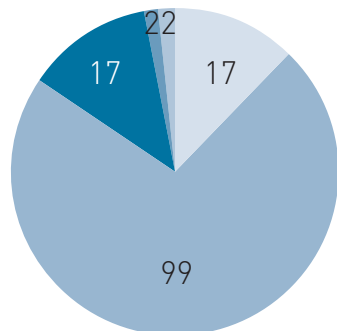
As at 31 December 2017, the Group had a total of 137 full-time employees, all from mainland China, and did not have any part-time employees.

Number of employees by employee category
按僱員類別區分的員工數



- Senior Management
高級管理層
- Middle Management
中級管理層
- Frontline and other employees
前線及其他僱員

Number of employees by employee's age
按僱員年齡區分的員工數



- 18-25
18-25歲
- 26-35
26-35歲
- 36-45
36-45歲
- 46-55
46-55歲
- 55 or above
55歲以上

The Group offers competitive remuneration, promotional opportunity, compensation and benefit packages to attract and retain talents. Salaries are subject to the market trend, while market trend will be studied by external remuneration reports and communication in interviews, etc. In addition, reviews and adjustments will be made through performance evaluation every year.

The Group allows the implementation of flexible working hours; in the case of ensuring the completion of Party A's tasks, the work, rest and holidays shall be arranged by Party B itself. Working hours and vacations are strictly implemented in accordance with Labour Law of the PRC, standard working hours and national regulations of public holidays, festivals and anniversaries.

B. 社會

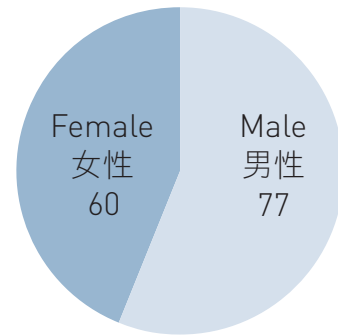
僱傭及勞工常規

僱傭

集團嚴格遵守中華人民共和國的相關僱傭法例及規定來規範招聘、僱傭等流程。集團視僱員為本集團的最寶貴資產。本集團的政策為給予平等機會以僱用適合有關職位的人士。僱員將獲提供具競爭力的薪酬組合。

於二零一七年十二月三十一日，本集團共有137名全職僱員，所有僱員都來自中國大陸，並沒有任何兼職僱員。

Number of employees by employee's gender
按僱員性別區分的員工數



- M男
- F女

本集團提供具競爭力之薪酬、晉升機會、補償及福利待遇，以吸引及挽留人才。員工薪酬乃按市場趨勢水平，而市場趨勢會通過外部薪酬報告及面試溝通等渠道瞭解，按績效評估每年檢討及調整。

集團允許執行不定時工作制，在保證完成甲方工作任務情況下，工作和休息休假由乙方自行安排。工作時數及假期，嚴格按照《中華人民共和國勞動法》，標準工時及全國年節及紀念日放假辦法所執行。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The Group continues to entrust FESCO with the provision of human resources services, there are no new policies or procedures during the reporting year. There are no requirements of gender, religion, race, physical characteristics and family status are not added in recruitment of the Group. In the reported year, no discrimination cases have occurred inside the Group.

集團繼續委託FESCO提供人力資源服務，本報告年度未有新增政策或程序。集團在招聘員工時並沒有加入任何性別、宗教、種族、身體特徵、家庭崗位等任何要求。本集團在此報告年度亦無發現公司內部出現任何歧視情況。

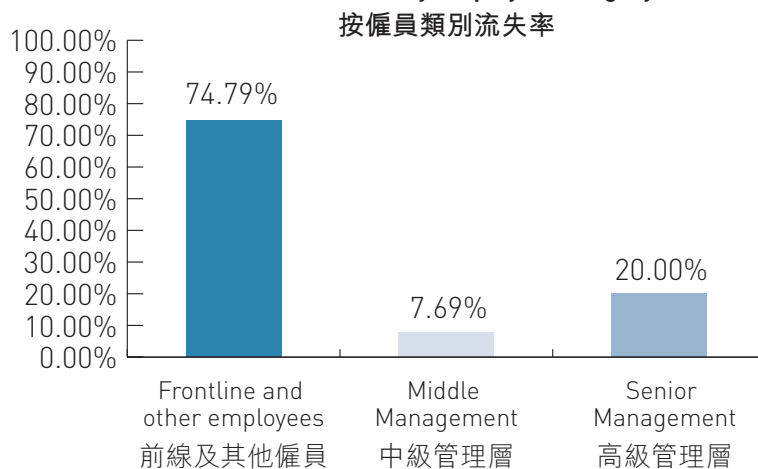
Annual Turnover Rate

In the reporting year, the overall turnover rate of the employees of the Group was 66.42%, with an increase of more than 10% compared with last year, which was due to the industry characteristics. Dividing the turnover rate into different age groups, the highest turnover rate in the gender group can be found in employees under the age of 25, which may be in line with the overall cultural background of the society. The turnover rate of male employees is also higher than that of female employees.

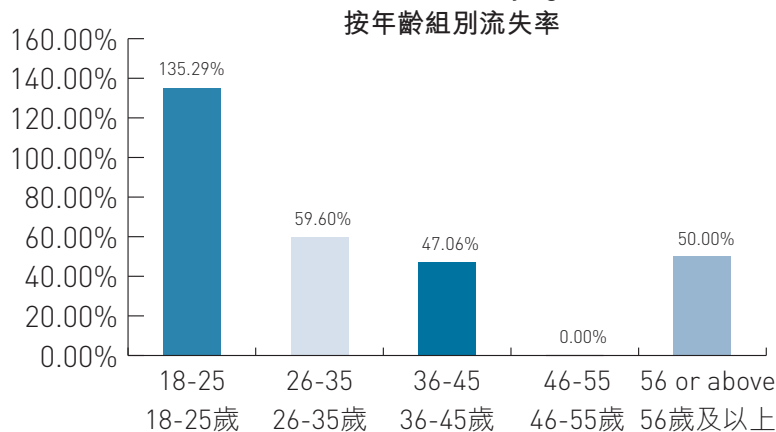
年度流失率

在本報告年度，本集團員工的總體流失率是66.42%，較去年相比增加了十幾個百分點，這是由於行業特性所致。將流失率區分到各不同年齡，性別組別可發現最高的流失率發生在25歲以下員工，這可能符合社會的整體文化背景。男性員工的流失率也高於女性員工。

Turnover Rate by Employee Category

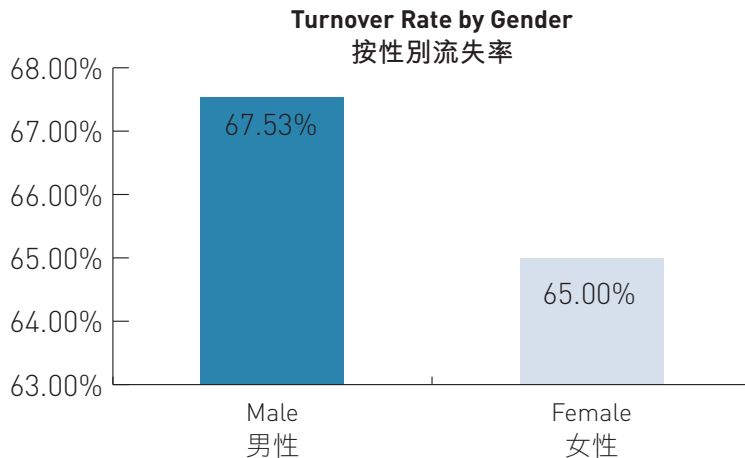


Turnover Rate by Age



Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)



Other Benefits of the Group

The Group offers housing fund, various insurance and other welfares in addition to those regulated in the labour law. All employees undergo full body check every year, and the Group purchases commercial insurance for all employees.

In 2017, the Group optimised the claims process; for a single claim less than RMB2,000, no original copy is needed, the customer can use mobile APP for self-service claims. For a single claim over RMB2,000, the employee can make an offline claim, simply by filling in the claim form and prepare the claim document; after the insurance company conducts the claim review, the employee can enjoy full reimbursement of the medical expenses.

Employee Health and Safety

The Group strictly complies with the "Provisions on the Administration of Fire Control Safety of State Organs, Organisations, Enterprises and Institutions" and other relevant laws and regulations to protect the employees' personal health and soundness. This issue is rated as a substantive issue by the stakeholders mainly involving some routine office operations in the operation process, no high-risk or high hazard work is involved, and employees are not involved in production-related occupational injuries or diseases. During the reporting period, there are no reports of death for work and working day loss for injury on duty in the Group.

The employees of the Group are mostly mental workers and have long-time access to computers, therefore, the Group has related employee benefits and will arrange employees to do cervical massage, foot massage, and Chinese medicine diagnosis and treatment from time to time.

集團其他福利

在遵循基本勞動法外，集團提供住房公積金、各種保險等福利。本集團每年為所有員工進行詳細身體檢查，集團為所有員工購買商業保險。

2017年集團對於理賠流程進行優化，對於單次申請金額低於2,000元，無需提交原件，可通過手機應用程序進行自助理賠。對於單筆超過2,000元的理賠，員工可進行線下理賠，只需填寫理賠申請書，備齊理賠單據，通過保險公司進行理賠審核後即可享有醫療費用全數報銷。

僱員健康與安全

集團嚴格遵循《機關、團體、企業、事業單位消防安全管理規定》等相關法律法例規定保障僱員人身健康健全。此項議題被持分者評為具有實質性的議題，運營過程中，主要涉及一些日常公室運作，當中並不涉及高風險或高危害工作，員工不涉及到生產相關的職業傷害或疾病。在此報告期間，本集團並沒有任何因工死亡報告，亦沒有任何因工受傷損失工作總日數。

集團員工多為腦力工作者並長時間對電腦，因此集團有相關員工福利，不定期安排給員工做頸椎按摩、足療、中醫診療等。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

In order to offer the employees a good office environment, the company strongly supports and encourages employees to quit smoking, not allowing employees to smoke in public places to ensure that all employees do not inhale secondhand smoke during work. The interior decoration of the company also focuses on office greening.

The Group will conduct safety awareness training on office buildings during the training for new employees. In order to popularise fire safety knowledge, improve fire safety awareness, and prevent various types of fire accidents, in 2017, Administration Department and the professional fire instructors of the Beijing Fire Prevention Center combine actual cases to conduct on-site fire safety training and dissemination for the employees, and distribute "Fire Safety Know-how Handbook". The content includes theoretical knowledge and precautions of fire control, the use of fire fighting equipment, various types of fire treatment methods, and so on.

Development and Training

The Group keeps providing employees with training opportunities in various aspects, such as improving professional skills, management skills, and customer communication skills. During the reporting period, all employees of the Group receive different types of training. All 137 employees have been trained during the reporting period, with a total of 685 hours of training.

為了給員工提供良好的辦公環境，公司內部大力支持、倡導員工戒煙，不允許員工在公共場所吸煙，保證所有員工在工作期間不吸入二手煙。公司內部裝修亦注重辦公室綠化。

在新進員工培訓時，集團會進行辦公樓的安全意識培訓。為了普及消防安全知識，提高消防安全意識，防止各類火災事故發生，行政部在2017年與北京火災防治中心專業消防教官結合實際案例，對員工進行了現場消防安全宣傳培訓並分發《消防安全應知必會手冊》。內容包括消防理論知識及注意事項；消防器材的使用方法；各類火災的處理方法等。

發展及培訓

集團不斷為僱員提供提升專業技能，管理技能，客戶溝通技能等不同方面的培訓機會。在此報告期間，本集團所有員工均接受不同類型的培訓。報告期間所有137位員工均接受培訓，總培訓時數為685小時。

Number of employees trained	接受培訓員工人數	137
Total training hours	總培訓時數	685

By employee category

Senior Management

Number of senior management trained
Average training hours completed by each senior management member

按僱員類別

高級管理層

接受培訓的高級管理層人數
每位高級管理層平均完成培訓時間

5
5

Middle Management

Number of middle management trained
Average training hours completed by each middle management member

中級管理層

接受培訓的中級管理層人數
每位中級管理層平均完成培訓時間

13
5

Frontline and other employees

Number of frontline and other employees trained
Average training hours completed by frontline and other employees

前線及其他僱員

接受培訓的前線及其他僱員人數
每位前線及其他僱員平均完成培訓時間

119
5

By employee's gender

Male

Number of male employees trained
Average training hours completed by each male employee

按僱員性別

男性

接受培訓的男性僱員人數
每位男性員工平均完成培訓時間

77
5

Female

Number of female employees trained
Average training hours completed by each female employee

女性

接受培訓的女性僱員人數
每位女性員工平均完成培訓時間

60
5

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Labour Standard

Neither child nor forced labour was employed in the Group's operations in the reporting period. In the process of recruiting employees, background checks will be conducted on employees to ensure that all procedures comply with relevant laws, such as the "Regulations on Paid Annual Leave of Employees", "Trade Union Law of the People's Republic of China", "Provisions on Prohibition of Child Labour", and "Provisions on Special Protection for Minor Workers" and "Law of the People's Republic of China on the Protection of Minors".

Supply Chain Management

Although this issue is rated as a substantive issue by the stakeholders, however, as a high-tech enterprise, the Group does not involve in material production nor consume large amount of raw materials, therefore, there is no record of regional category and specific number of suppliers.

The Group's daily procurement mainly includes office supplies. While selecting important suppliers, Purchasing Department, user department, Internal Control Department and General Manager will form an assessment team to evaluate suppliers in terms of reputation, finance and quality control, etc. The assessment team has to submit assessment report and sign to confirm it after assessment. Suppliers assessed to be disqualified cannot be registered in the supplier list.

Product Responsibility

There is no product safety problem related to entity products in the Group as it only provides virtual products and services. There is no consideration that products have to be recycled due to quality or safety reasons. Misleading problems of advertisements do not exist as customers of the Group are organisations.

A customer service center is established to deal with service complaints. No customer complaints exist in the reporting period.

Intellectual Property

The Group attaches great importance to intellectual property consistently. The Group has signed the agreement of not using pirated software of which all softwares are genuine. A policy of the Group stipulates that pirated software is forbidden to be downloaded or used in the Company.

勞工準則

本集團業務於報告期間並無僱用童工或強制勞工。在錄取員工過程中，會對員工進行背景審查，以確保一切程序符合相關法律，如《職工帶薪年休假條例》，《中華人民共和國工會法》，《禁止使用童工規定》，《未成年工特殊保護規定》及《中華人民共和國未成年人保護法》。

供應鏈管理

雖然此項議題被持分者評為具有實質性的議題，但作為一家高科技產業，本集團不涉及物料生產亦沒有消耗大量原材料，所以沒有對供貨商地區劃分及具體數目進行記錄。

集團日常採購主要包括辦公室用品。對於重要的供應商，採購部門會同使用部門、內控部、總經理組成評估小組進行供應商評估，主要考慮其公司信譽、財務能力、質量控制等。評估後，評估小組需提交評估報告，並簽字確認。評估不合格廠商不得列入供應商名錄。

產品責任

本集團繼續提供虛擬產品及服務，無實體產品相關的產品安全問題，也無因質量或安全原因需要回收的考量。本集團面對機構客戶，不存在廣告標籤等誤導問題。

本集團設有客戶服務中心，應對服務投訴。此報告期間無客戶投訴。

知識產權

集團一貫重視知識產權。本集團已簽署不使用盜版軟件合約，使用所有軟件均為正版。本集團並有政策在全公司範圍內嚴禁下載或使用盜版軟件。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

In order to protect the intellectual property and privacy of the Group and its customers, the employees of the Group are required to abide by the confidentiality agreement during and after their term of office. The company also has detailed non-competition clauses to protect its own intellectual property rights.

In 2017, in order to avoid intellectual property infringement disputes, the Group decides that the companies of the Group would no longer use Founder's "base font" and "selected font" on commercial advertising media, such as advertisements, trademarks, web page designs, and user manuals. For previous designs, the Group requests that each department should check Founder's "base font" and "selected font" lists, carefully check whether such problems are involved, and formulate amendments and remedial plans based on the actual situation. At the same time, the Group issues an announcement requiring all companies to enhance awareness of intellectual property protection in the production of commercial advertising media, such as advertisements, trademarks, web designs, user manuals, etc. For the use of fonts or images for commercial purposes, the sources and licenses must be carefully investigated, and as far as possible, fonts or images with clear sources and no restrictions on commercial use should be used. If it is necessary to use special fonts or images that may involve infringement issues, it must be discussed and evaluated with Legal Department, and approved by the responsible person before it can be used.

Consumer Privacy

Network security and consumer privacy are the technical maintenance points that the Group always attaches importance to. In this year, the Group continues adopting such encryption methods as 3des, rsa and md5 to store customer data and protect data by means of some ways like hardware firewall, software firewall and data isolation. There is no update related encryption method for 2017.

Anti-corruption

The Group strictly complies with laws and regulations and rejects any illegal acts, such as corruption and bribery. Corruption and other related situations are not found during the reporting year, and the Group will consider adding formal anti-corruption regulations in the future.

C. COMMUNITY INVESTMENT

The Group did not invest in communities because it has been founded for a short period of time. The Group will actively play its role and make contributions to communities in the financial year of 2018.

為了保護集團及其客戶的知識產權和隱私，集團員工需要遵守保密協議，在其任職期間及離職後。公司亦有詳細的競業禁止條款來保護自身知識產權。

2017年，集團為了避免知識產權侵權糾紛，決定集團各公司在廣告、商標、網頁設計、用戶手冊等商業宣傳載體上不再使用方正「基礎字體」和「精選字體」。對於以往設計，集團要求各部門要對照方正「基礎字體」和「精選字體」列表，認真清查是否涉及此類問題，並結合實際制定修改及補救方案。同時，集團發出公告要求各公司在廣告、商標、網頁設計、用戶手冊等商業宣傳載體製作方面，要增強知識產權保護意識。凡出於商業目的使用字體或圖片，均需認真考察其來源及授權情況，盡可能使用來源清晰、對商業使用沒有限制的字體或圖片。如因特殊情況，必須使用可能涉及侵權問題的字體或圖片，需與法務部門進行研討評估，經負責人審批同意後方可使用。

客戶隱私

網絡安全及客戶隱私是集團一貫重視的技術維護點，本年度集團繼續採用3des, rsa, md5加密方式存儲客戶數據，並以硬件防火牆、軟件防火牆及重要數據隔離等複合方法，進行數據保護。2017年度無更新相關加密方式。

反貪污

本集團嚴格遵照法律法規，拒絕任何貪污、受賄、行賄等不法行為的發生。本報告年度未發現貪污等相關情況，集團會考慮日後加入正式的反貪腐條例。

C. 小區投資

由於本集團年資較淺，並未有參與任何小區投資。本集團會於2018年財政年度積極考慮參與，對小區作出貢獻。

Independent Auditor's Report

獨立核數師報告



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TO THE SHAREHOLDERS OF CHINA BINARY SALE TECHNOLOGY LIMITED
(incorporated in the Cayman Islands with limited liabilities)

致：神州數字銷售技術有限公司各股東
(於開曼群島註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of China Binary Sale Technology Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 75 to 164, which comprise the consolidated statement of financial position as at 31 December 2017, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017, 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 ("HKSAs") 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 as at and for the year ended 31 December 2017. 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.

意見

吾等已審核載列於第75至164頁神州數字銷售技術有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，包括於2017年12月31日之綜合公司財務狀況表，以及截至該日止年度之綜合全面收益表、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，包括主要會計政策概要。

吾等認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於2017年12月31日之綜合財務狀況及 貴集團截至該日止年度之綜合財務表現及綜合現金流量，並已根據香港《公司條例》之披露規定妥善編製。

意見基準

吾等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。該等準則要求吾等遵守的道德規範將在吾等報告的綜合財務報表部分的審計責任中進一步說明。根據香港會計師公會頒佈的「專業會計師道德行為準則」(「準則」)，吾等獨立於 貴集團並按照準則履行了其他的道德責任。吾等相信，吾等所獲得的審計憑證能充足和適當地為吾等的意見提供基準。

關鍵審計事項

根據吾等的專業判斷，關鍵審計事項為吾等審核於及截至2017年12月31日止年度之綜合財務報表中最重要的事項。吾等在審核綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

Determining whether the Group is acting as a principal or as an agent in respect of online transaction services

Refer to note 5(d) to the consolidated financial statements

During the year ended 31 December 2017, the Group recognised online transaction services income of RMB11,441,000, all of which is presented on a net basis since the Group considered that it is acting as agent rather than as principal.

The Group is acting as a principal only when it has exposure to the significant risks and rewards associated with the sale of goods or the rendering of service. The features of an entity when it is acting as a principal included (i) being primarily responsibility to provide goods or services; (ii) exposure to inventory risk; (iii) establishing price; and (iv) exposure to credit risk. The directors assess whether the Group is acting as a principal or as an agent by reviewing all the relevant facts and circumstances and the substance of the online transaction services provided.

We identified the accounting for revenue from provision of online transaction service as a key audit matter as it requires management to exercise significant judgement on determining the position of the Group in providing the online transaction services, and was assessed by us to be a significant risk of material misstatement.

Our response:

Our procedures in relation to management's assessment of whether the Group is acting as a principal or as an agent in the provision of online transaction services included:

- Evaluating whether the Group's presentation of revenue on a gross basis (as a principal) versus a net basis (as an agent) was in conformity with the applicable revenue recognition framework;
- Reviewing the key factors in the underlying business model, including the Group's inventory level, and sales and purchase contracts (on a sampling basis) to determine whether the Group has exposure to the significant risks and rewards associated with the provision of online transaction services;
- Performing IT systems audit to confirm our understanding about the Group's business model and substance of the provision of online transaction services.

釐定 貴集團是否就網上交易服務擔任委託人或代理

請參閱綜合財務報表附註5(d)

於截至2017年12月31日止年度，貴集團確認網上交易服務收入人民幣11,441,000元，該等全部款項由於 貴集團認為其擔任代理而非委託人按淨值基準呈列。

貴集團僅於其面臨商品銷售或提供服務相關之重大風險及獎勵時擔任委託人。一間實體於擔任委託人時具有以下特徵，包括(i)主要負責提供商品或服務；(ii)面臨存貨風險；(iii)設定價格；及(iv)面臨信貸風險。董事透過審閱獲提供之網上交易服務之全部相關事實及情況以及材料評估 貴集團是否擔任委託人或代理。

由於來自提供網上交易服務之收益之會計法須管理層就釐定 貴集團於提供網上交易服務時之定位作出重大判斷，因此吾等將其視為關鍵審計事項及評估其存在重大錯誤陳述之重大風險。

我們所開展的工作：

吾等就管理層評估 貴集團於提供網上交易服務時是否擔任委託人或代理所進行的程序包括：

- 評估 貴集團按整體基準之收益(作為委託人)對比按淨值基準之收益(作為代理)之呈列情況是否與適用收益確認框架一致；
- 審閱相關業務模式之主要因素，包括 貴集團存貨水平，及買賣合約(按樣本基準)，以釐定 貴集團是否已面臨提供網上交易服務相關之重大風險及獎勵；
- 進行IT系統審核以確認吾等理解 貴集團之業務模式及提供網上交易服務之內容。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

Impairment assessment of unlisted available-for-sale financial assets

Refer to note 5(f) to the consolidated financial statements

The Group had unlisted available-for-sale financial assets of approximately RMB51,839,000 as at 31 December 2017.

Management concluded that other than the impairment disclosed in note 18, there is no impairment on the unlisted available-for-sale financial assets based on the circumstances of the investees, including any significant changes with an adverse effect that has taken place in technological, market, economic or legal environment in which the investees operate.

We identified the impairment assessment of unlisted available-for-sale financial assets as a key audit matter as it requires management to exercise significant judgement on determining any impairment indicator in relation to the Group's investments existed at the end of the reporting period, and was assessed by us to be a significant risk of material misstatement.

Our response:

Our procedures in relation to management's impairment assessment included:

- Understanding on the investees' operations and latest development;
- Assessing the financial performance of the investees;
- Comparing the carrying amount with the transaction value of the investees' equity interest during the year;
- Challenging the reasonableness of management's key assumptions adopted in the impairment assessment based on our knowledge of the business and industry.

Impairment assessment of prepayments, advances to independent third parties and other receivables

Refer to note 22 to the consolidated financial statements

The carrying amounts of the Group's gross prepayments, advances to independent third parties and other receivables as at 31 December 2017 were approximately RMB57,832,000, RMB34,101,000 and RMB29,797,000 respectively.

非上市可供出售金融資產之減值評估

請參閱綜合財務報表附註5(f)

貴集團於2017年12月31日之非上市可供出售金融資產約為人民幣51,839,000元。

管理層根據被投資方情況，包括被投資方經營所在之技術、市場、經濟或法律環境已發生之任何帶有利不利影響之重大變動，認為非上市可供出售金融資產並無減值(於附註18中所披露的減值除外)。

由於非上市可供出售金融資產之減值評估須管理層釐定 貴集團於報告期末存在之投資是否出現任何減值跡象作出重大判斷，因此吾等將其視為關鍵審計事項及評估其存在重大錯誤陳述之重大風險。

我們的應對措施：

吾等就管理層之減值評估所進行之程序包括：

- 了解被投資方之經營及最新發展情況；
- 評估被投資方之財務表現；
- 比較賬面值與被投資方權益的年內交易價值；
- 根據吾等之業務及行業知識對管理層於減值評估過程所採納之主要假設之合理性提出質疑。

預付款項、獨立第三方墊款以及其他應收款項之減值評估

請參閱綜合財務報表附註22

於2017年12月31日，本集團預付款項總額、獨立第三方墊款及其他應收款項之賬面值分別約為人民幣57,832,000元、人民幣34,101,000元及人民幣29,797,000元。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

Management reviews prepayments, advances to independent third parties and others receivables for objective evidence of impairment on a periodic basis. In determining this, management makes significant judgement on the credit worthiness of the debtors, including whether there have been significant adverse changes in the debtors' financial condition affecting the debtors' ability to settle the debts. Where there is objective evidence of impairment, management estimates the amount of impairment loss that should be made against the receivables, taking into consideration the estimation of future cash flows of these receivables.

We have identified the impairment assessment of prepayments, advances to independent third parties and others receivables as a key audit matter because of significance of these amounts to the consolidated financial statements and because applying the Group's accounting policies in this area involves a significant degree of judgement by management in identification of impairment indicators and the determination of the amount of impairment loss.

Our response:

Our procedures in relation to management's impairment assessment of prepayments, advances to independent third parties and others receivables included:

- Analysing and testing, on a sample basis, the accuracy of the ageing profiles of prepayments, advances to independent third parties and others receivables by checking to the underlying invoices and other source documents, to ensure that it was appropriate for management to use them for impairment assessment;
- Conducting a detailed discussion with management on significant prepayments, advances to independent third parties and others receivables as to whether these receivables were impaired; and
- Reviewing the adequacy and appropriateness of the provision for impairment made by management with reference to the ageing profiles, settlement records, subsequent settlements and other facts and circumstances currently available for the significant receivables.

OTHER INFORMATION IN THE ANNUAL REPORT

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

管理層定期審閱預付款項、獨立第三方墊款及他應收款項的客觀減值證據。於釐定時，管理層對債務人的信用值，包括債務人的財務狀況是否出現影響其償還能力的重大不利變動進行重大判斷。倘出現客觀減值證據，經考慮估計該等應收款項的未來現金流量，管理層估計對應應收款項的減值虧損金額。

我們將預付款項、獨立第三方墊款及其他應收款項的減值評估確定為一項關鍵審計事項，原因是該等金額對綜合財務報表而言意義重大，而且於該部分應用貴集團的會計政策需要管理層在識別減值指標及釐定減值虧損金額時作出重大判斷。

我們的應對措施：

我們就管理層的預付款項、獨立第三方墊款及他應收款項減值評估執行的程序包括：

- 透過檢查相關發票及其他原始文件，抽樣分析及測試預付款項、獨立第三方墊款及他應收款項賬齡情況的準確性，以確保管理層將其用於減值評估屬適當；
- 與管理層就重大預付款項、獨立第三方墊款及他應收款項是否已減值進行詳盡討論；及
- 參考重大應收款項的賬齡狀況、結算記錄、其後結算及其他目前可取得的事實及情況，審閱管理層所作減值撥備是否足夠及恰當。

年報中的其他資料

董事負責其他資料。其他資料包括本公司年報內所載資料，但不包括綜合財務報表及核數師報告。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The audit committee assists the directors in discharging their responsibility in this regard.

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對該等其他資料發表任何形式的鑒證結論。

結合吾等對綜合財務報表的審計，吾等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吾等在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於吾等已執行的工作，如果吾等認為其他資料存在重大錯誤陳述，吾等需要報告該事實。在這方面，吾等沒有任何報告。

董事就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港《公司條例》的披露要求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需的內部控制負責。

在編製綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，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。

董事亦負責監督貴集團的財務申報過程。審核委員會就此協助董事履行彼等職責。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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. This report is made solely to you, as a body, in accordance with the terms of our 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.

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.
- 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

核數師就審計綜合財務報表承擔的責任

吾等的目的是獲取綜合財務報表作為一個整體是否不存在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合理保證，並出具一份包含吾等意見的核數師報告。吾等按照委聘條款僅向閣下(作為整體)報告，除此之外本報告別無其他目的。吾等概不就本報告內容對任何其他人士負責或承擔責任。

合理保證屬高層次的保證，惟不能保證根據香港審計準則進行的審核工作總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

依據香港審計準則，作為吾等審計的一部分，吾等在整個審計過程中進行專業判斷並保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程式以應對該等風險，以及獲取充足和適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程式，但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用的會計政策之恰當性和作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果吾等認為存在重大不確定性，則有必要在核數

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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.

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

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

From the matters communicated with the directors, 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.

BDO Limited

Certified Public Accountants

Alfred Lee

Practising Certificate Number P04960

Hong Kong, 23 March 2018

師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則吾等應當修改意見。吾等的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。

- 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中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。吾等負責 集團審計的方向、監督和執行。吾等僅為審計意見承擔責任。

吾等與審核委員會溝通了(其中包括)計劃的審計範圍、時間安排、重大審計發現等，包括吾等在審計中發現的內部控制的任何重大缺陷。

吾等還向審核委員會提交聲明，說明吾等已符合有關獨立性的相關道德要求，並與他們溝通有可能合理地被認為會影響吾等獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與董事溝通的事項中，吾等確定哪些事項對本期綜合財務報表的審計最為重要，因而構成主要審計事項。吾等在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在吾等報告中溝通某事項造成的負面後果超過產生的公眾利益，吾等決定不應在報告中溝通該事項。

香港立信德豪會計師事務所有限公司

執業會計師

李嘉威

執業證書編號P04960

香港，2018年3月23日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2017 截至2017年12月31日止年度

		Notes 附註	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Revenue	收入	7	26,413	30,965
Cost of revenue	收入成本		(15,090)	(8,525)
Gross profit	毛利		11,323	22,440
Other income and gains	其他收入及收益	7	38,053	179,983
Change in fair value of financial assets at fair value through profit or loss	按公平值計入損益的金融資產公平值變動		—	1,393
Selling and distribution expenses	銷售及分銷開支		(5,084)	(4,530)
Administrative expenses	行政開支		(43,845)	(22,932)
Share of loss of an associate	應佔一間聯營公司之虧損	19	(267)	—
Gain from a bargain purchase	議價收購收益	39(b)	—	372
Finance costs	融資成本	8	(794)	—
(Loss)/profit before income tax credit/(expense)	除所得稅抵免/(開支)前(虧損)/溢利	9	(614)	176,726
Income tax credit/(expense)	所得稅抵免/(開支)	12	1,455	(22,099)
Profit for the year	年內溢利		841	154,627
Other comprehensive income	其他全面收益			
Items that may be reclassified subsequently to profit or loss:	其後或會重新分類至損益的項目：			
Change in fair value of available-for-sale financial assets	可供出售金融資產的公平值變動		23,727	34,717
Reclassification of investment revaluation reserve upon disposal of available-for-sale financial assets	出售可供出售金融資產時重新分類投資重估儲備	18(c)	(18,777)	—
Other comprehensive income for the year	年內其他全面收益		4,950	34,717
Total comprehensive income for the year	年內全面收益總額		5,791	189,344
Profit/(loss) for the year attributable to:	以下各項應佔年內溢利/(虧損)：			
Owners of the Company	本公司擁有人		7,041	156,054
Non-controlling interests	非控股權益		(6,200)	(1,427)
			841	154,627
Total comprehensive income for the year attributable to:	以下各項應佔年內全面收益總額：			
Owners of the Company	本公司擁有人		11,991	190,771
Non-controlling interests	非控股權益		(6,200)	(1,427)
			5,791	189,344
Earnings per share (RMB cents)	每股盈利(人民幣分)			
— Basic	— 基本	14	1.47	32.51

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2017 於2017年12月31日

		Notes 附註	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Assets	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	2,406	1,505
Intangible assets	無形資產	16	776	3,002
Prepayments for acquisition of property, plant and equipment	收購物業、廠房及設備的預付款項	22	1,679	—
Available-for-sale financial assets	可供出售金融資產	18	136,833	174,186
Interest in an associate	於聯營公司的權益	19	2,733	—
Goodwill	商譽	20	509	—
Long term prepayments	長期預付款項	22	3,500	2,600
Total non-current assets	非流動資產總額		148,436	181,293
Current assets	流動資產			
Trade receivables	貿易應收款項	21	773	8,685
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	22	116,634	72,481
Inventories	存貨	23	5,087	19,932
Amount due from a related company	應收關連公司款項	24	—	484
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	25	—	2,379
Pledged bank deposits	抵押銀行存款	26	65,015	—
Cash and cash equivalents	現金及現金等價物	27	83,319	164,808
Total current assets	流動資產總額		270,828	268,769
Liabilities	負債			
Current liabilities	流動負債			
Trade payables	貿易應付款項	28	7,997	89,708
Other payables and accruals	其他應付款項及應計費用	29	17,613	10,714
Bank borrowings	銀行借款	30	61,000	—
Current tax liabilities	即期稅務負債		521	19,437
Total current liabilities	流動負債總額		87,131	119,859
Net current assets	流動資產淨值		183,697	148,910
Total assets less current liabilities	總資產減流動負債		332,133	330,203

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

As at 31 December 2017 於2017年12月31日

		Notes 附註	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅務負債	31	7,099	8,498
Total non-current liabilities	非流動負債總額		7,099	8,498
NET ASSETS	資產淨值		325,034	321,705
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Issued capital	已發行股本	32	2,941	2,941
Reserves	儲備		320,720	307,479
Non-controlling interests	非控股權益		323,661	310,420
			1,373	11,285
TOTAL EQUITY	總權益		325,034	321,705

On behalf of the Board
代表董事會

Wei Zhonghua
魏中華
Director
董事

Sun Jiangtao
孫江濤
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2017 截至2017年12月31日止年度

Equity attributable to owners of the Company 本公司擁有人應佔權益

		Issued capital	Share premium	Capital reserve	Statutory reserve	Investment revaluation reserve	Retained earnings	Total	Non-controlling interests	Total equity
		已發行股本	股份溢價	資本儲備	法定儲備	投資重估儲備	保留盈利	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(note 33(a))	(note 33(a))	(note 33(b))	(note 33(c))	(note 33(d))	(note 33(e))			
		(附註33(a))	(附註33(a))	(附註33(b))	(附註33(c))	(附註33(d))	(附註33(e))			
At 1 January 2016	於2016年1月1日	2,941	47,899	1,371	15,113	—	52,314	119,638	13,885	133,523
Profit/(loss) for the year	年內溢利/(虧損)	—	—	—	—	—	156,054	156,054	(1,427)	154,627
Change in fair value of available-for-sale financial assets	可供出售金融資產的公平值變動	—	—	—	—	34,717	—	34,717	—	34,717
Total comprehensive income for the year	年內全面收益總額	—	—	—	—	34,717	156,054	190,771	(1,427)	189,344
Acquisition of non-controlling interests of a subsidiary	收購附屬公司非控股權益	—	—	—	—	—	11	11	(311)	(300)
Disposal of a subsidiary (note 40(b))	出售一間附屬公司(附註40(b))	—	—	—	—	—	—	—	(862)	(862)
Appropriation to statutory reserve	撥入法定儲備	—	—	—	1,997	—	(1,997)	—	—	—
At 31 December 2016 and 1 January 2017	於2016年12月31日及2017年1月1日	2,941	47,899	1,371	17,110	34,717	206,382	310,420	11,285	321,705
Profit/(loss) for the year	年內溢利/(虧損)	—	—	—	—	—	7,041	7,041	(6,200)	841
Change in fair value of available-for-sale financial assets	可供出售金融資產公平值變動	—	—	—	—	23,727	—	23,727	—	23,727
Reclassification of investment revaluation reserve upon disposal of available-for-sale financial assets (note 18(c))	出售可供出售金融資產時重新分類投資重估儲備(附註18(c))	—	—	—	—	(18,777)	—	(18,777)	—	(18,777)
Total comprehensive income for the year	年內全面收益總額	—	—	—	—	4,950	7,041	11,991	(6,200)	5,791
Capital injections from non-controlling interests (note 17)	非控股權益注資(附註17)	—	—	—	—	—	—	—	490	490
Acquisition of a subsidiary (note 39(a))	收購一間附屬公司(附註39(a))	—	—	—	—	—	—	—	(320)	(320)
Acquisition of non-controlling interests of subsidiaries (note 17)	收購附屬公司非控股權益(附註17)	—	—	—	—	—	1,250	1,250	(3,882)	(2,632)
Appropriation to statutory reserve	撥入法定儲備	—	—	—	182	—	(182)	—	—	—
At 31 December 2017	於2017年12月31日	2,941	47,899	1,371	17,292	39,667	214,491	323,661	1,373	325,034

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2017 截至2017年12月31日止年度

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
(Loss)/profit before income tax credit/(expense)	除所得稅抵免/(開支)前(虧損)/溢利	(614)	176,726
Adjustments for:	經調整：		
Interest income	利息收入	(485)	(902)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	434	551
Amortisation of intangible assets	無形資產攤銷	360	258
Impairment loss on available-for-sale financial assets	可供出售金融資產減值虧損	—	100
Impairment loss on prepayments	預付款減值虧損	—	132
Impairment loss on inventories	存貨減值虧損	278	—
Impairment loss on trade receivables	貿易應收款項減值虧損	1,397	—
Share of loss of an associate	應佔一間聯營公司之虧損	267	—
Change in fair value of financial assets at fair value through profit or loss	按公平值計入損益的金融資產公平值變動	—	(1,393)
Gain on disposal of available-for-sale financial assets	出售可供出售金融資產的收益	(35,687)	(178,015)
Written back of trade payables	貿易應付款項之撥回	(1,315)	—
Gain on disposal of a subsidiary	出售附屬公司的收益	(767)	(151)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(66)	—
Loss on disposal of financial assets at fair value through profit or loss	按公平值計入損益的金融資產出售虧損	420	—
Deemed gain on disposal of available-for-sale financial assets	視作出售可供出售金融資產的收益	—	(93)
Gain from a bargain purchase	議價購買收益	—	(372)
Interest expenses	利息開支	794	—
Operating loss before working capital changes	營運資金變動前經營虧損	(34,984)	(3,159)
Decrease/(increase) in trade receivables	貿易應收款項減少/(增加)	6,515	(5,464)
Increase in prepayments, deposits and other receivables	預付款、按金及其他應收款項增加	(132)	(1,269)
Decrease in inventories	存貨減少	14,567	34,672
Decrease in amount due from a related company	應收關連公司款項減少	484	2,458
(Decrease)/increase in trade payables	貿易應付款項(減少)/增加	(80,396)	43,948
Increase/(decrease) in other payables and accruals	其他應付款項及應計費用增加/(減少)	6,527	(3,588)
Cash (used in)/generated from operations	營運(所用)/所得現金	(87,419)	67,598
Income taxes paid	已付所得稅	(18,393)	(2,921)
Net cash (used in)/generated from operating activities	經營業務(所用)/所得現金淨額	(105,812)	64,677

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Cash flows from investing activities	投資活動所得現金流量		
Purchase of property, plant and equipment	購買物業、廠房及設備	(1,440)	(185)
Purchase of intangible assets	購買無形資產	—	(194)
Purchase of available-for-sale financial assets	購買可供出售金融資產	(37,070)	(19,411)
Prepayments of long term investments	預付長期投資	(3,500)	(2,600)
Prepayment for acquisition of property, plant and equipment	收購物業、廠房及設備的預付款項	(1,679)	—
Proceeds from disposal of available-for-sale financial assets	出售可供出售金融資產所得款項	117,660	78,567
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益的金融資產所得款項	1,959	—
Proceeds from disposal of a subsidiary, net of cash disposed	出售附屬公司(扣除出售的現金)之所得款項	1,999	1,604
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	145	—
Payment for acquisition of a subsidiary in prior year	去年收購附屬公司之付款	(290)	—
Net cash inflow arising from acquisition of a subsidiary	收購附屬公司所得現金流入淨額	35	530
Payment for interest in an associate	聯營公司權益付款	(3,000)	—
Repayment from/(advance to) an investment classified as available-for-sale financial asset and its fellow subsidiaries	分類為可供出售金融資產及其同系附屬公司之投資還款/(墊款)	9,101	(4,281)
Advances to independent third parties	向獨立第三方墊款	(34,101)	—
Deposits paid for business development projects	已付業務發展項目按金	(18,950)	—
Placement of pledged bank deposits	存置已抵押銀行存款	(65,015)	—
Interest received	已收利息	485	902
Net cash (used in)/from investing activities	投資活動(所用)/所得現金淨額	(33,661)	54,932
Cash flows from financing activities	融資活動所得現金流量		
Proceeds from borrowings	借款所得款項	61,000	—
Interest paid	已付利息	(794)	—
Capital contribution from non-controlling equity holders of a subsidiary	來自附屬公司非控股權益持有者的注資	410	—
Payment for acquisition of non-controlling interests of a subsidiary	收購附屬公司非控股權益之付款	(2,632)	(300)
Net cash from/(used in) financing activities	融資活動所得/(所用)現金淨額	57,984	(300)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(81,489)	119,309
Cash and cash equivalents at the beginning of year	年初現金及現金等價物	164,808	45,499
Cash and cash equivalents at the end of year	年末現金及現金等價物	83,319	164,808
Analysis of the balances of cash and cash equivalents	現金及現金等價物結餘分析		
Cash and bank balances (note 27)	現金及銀行結餘(附註27)	83,319	164,808

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017 截至2017年12月31日止年度

1. GENERAL INFORMATION

China Binary Sale Technology Limited (the "Company") was incorporated as an exempted company with limited liability in the Cayman Islands on 11 May 2011. Its issued shares are listed on the GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company's registered office and principal place of business are located at P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman KY1-1205, Cayman Islands and 3rd Floor, No.1 Building TaiYueYuan, Haidian District, Beijing, the People's Republic of China (the "PRC") respectively.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the "Group") are principally engaged in providing online transaction services by facilitating transactions between online game operators and online game users, providing mobile top-up service to mobile subscribers, and providing micro financing facilitating services to individual borrowers and lenders in the PRC.

Pursuant to a group reorganisation (the "Reorganisation") to rationalise the structure of the Group in preparation for the listing of the Company's shares on the GEM of the Stock Exchange, the Company became the holding company of the Group. Details of the Reorganisation are as set out in "History and Development" of the prospectus issued by the Company dated 27 November 2013.

2. BASIS OF PRESENTATION AND PREPARATION

(a) Basis of presentation

As a result of the Reorganisation mentioned in note 1, the Group is regarded as a continuing entity resulting from the Reorganisation since management and equity holders of the entities comprising the Group which took part in the Reorganisation remained the same before and after the Reorganisation. Consequently, immediately after the Reorganisation, there was a continuation of risks and benefits to the ultimate controlling parties that existed prior to the Reorganisation.

1. 一般資料

神州數字銷售技術有限公司(「本公司」)於2011年5月11日在開曼群島註冊成立為獲豁免有限公司。本公司已發行股份於香港聯合交易所有限公司(「聯交所」)GEM上市。本公司的註冊辦事處及主要營業地點分別位於P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman KY1-1205, Cayman Islands及中華人民共和國(「中國」)北京海澱區太月園1號樓3樓。

本公司為一間投資控股公司。本公司及其附屬公司(統稱「本集團」)主要業務為在中國透過促進網上遊戲運營商與網上遊戲用戶之間的交易以及向手機用戶提供手機話費充值服務來提供網上交易服務，及向個人借款人及放貸人提供小額融資中介服務。

為籌備本公司股份於聯交所GEM上市，根據集團重組(「重組」)優化本集團架構後，本公司成為本集團的控股公司。有關重組的詳情載列於本公司於2013年11月27日刊發的招股章程「歷史及發展」章節。

2. 呈報及編製基準

(a) 呈報基準

由於進行附註1所述的重組，且組成本集團並參與重組的公司的管理層及權益持有人於重組前後維持不變，故本集團被視為因重組而形成的持續經營企業。因此，緊隨重組後，於重組前存在的最終控股人士所承擔的風險及所享有的利益仍然持續。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

2. BASIS OF PRESENTATION AND PREPARATION (Continued)

(b) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards ("HKASs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and Interpretations (hereinafter collectively referred to as the "HKFRSs") and the disclosure requirements of Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

(c) Basis of measurement

The consolidated financial statements have been prepared under the historical cost convention except for the certain available-for-sale listed securities and financial assets at fair value through profit or loss, which are measured at fair value.

(d) Functional and presentation currency

The consolidated financial statements have been presented in Renminbi ("RMB"), which is the same as the functional currency of the Company.

3. ADOPTION OF HKFRSs

(a) Adoption of amendments to HKFRSs — first effective on 1 January 2017

Amendments to HKAS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
Annual Improvements to HKFRSs 2014–2016 Cycle	Amendments to HKFRS 12, Disclosure of Interests in Other Entities

Amendments to HKAS 7 — Disclosure Initiative

The amendments introduce an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities.

The adoption of the amendments has led to the additional disclosure presented in the note to the consolidated statement of cash flows, note 41.

Except as discussed above, the adoption of these amendments has no material impact on the Group's financial statements.

2. 呈報及編製基準(續)

(b) 合規聲明

綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(以下稱「香港財務報告準則」)及香港公司條例之披露規定編製。此外，財務報表載有聯交所GEM證券上市規則規定之適用披露。

(c) 計量基準

綜合財務報表乃根據歷史成本法編製，惟若干可供出售的上市證券及按公平值計入損益的金融資產除外，該等資產按公平值計量。

(d) 功能及呈列貨幣

綜合財務報表乃以人民幣(「人民幣」)呈列，而人民幣亦為本公司的功能貨幣。

3. 採用香港財務報告準則

(a) 採用香港財務報告準則的修訂—首次於2017年1月1日起生效

香港會計準則第7號的修訂	披露計劃
香港會計準則第12號的修訂	確認未變現虧損之遞延稅項資產
2014年至2016年週期的香港財務報告準則年度改進	香港財務報告準則第12號的修訂，於其他實體的權益披露

香港會計準則第7號的修訂—披露計劃

有關修訂引入一項額外披露，將使財務報表使用者能夠評價融資活動產生的負債變動。

採納該等修訂導致綜合現金流量表附註41呈列額外的披露資料。

除上文所披露者外，採用該等修訂對本集團的財務報表並無重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

3. ADOPTION OF HKFRSs (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Annual improvements HKFRSs 2014-2016	Amendment to HKAS28, Investments in Associates and Joint Ventures ¹
HKFRS 9	Financial Instruments ¹
HKFRS 15	Revenue from Contracts with Customers ¹
Amendments to HKFRS 15	Revenue from Contracts with Customers ¹
HKFRS 16	Leases ²
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration ¹
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments ²

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. 採用香港財務報告準則(續)

(b) 已頒佈但尚未生效的新頒佈／經修訂香港財務報告準則

以下可能與本集團財務報表有關之新訂／經修訂香港財務報告準則已頒佈，但尚未生效亦未經本集團提早採納。本集團目前擬定於該等準則生效之日開始採用該等變動。

2014年至2016年週期的香港財務報告準則年度改進	香港會計準則第28號的修訂，於聯營公司及合營企業投資 ¹
香港財務報告準則第9號	金融工具 ¹
香港財務報告準則第15號	客戶合約收入 ¹
香港財務報告準則第15號的修訂	客戶合約收入 ¹
香港財務報告準則第16號	租賃 ²
香港(國際財務報告詮釋委員會)－詮釋第22號	外幣交易及墊付代價 ¹
香港(國際財務報告詮釋委員會)－詮釋第23號	所得稅處理之不確定性 ²

¹ 於2018年1月1日或以後開始的年度期間生效

² 於2019年1月1日或以後開始的年度期間生效

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

3. ADOPTION OF HKFRSs (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

Annual Improvements to HKFRSs 2014–2016 Cycle — Amendments to HKAS 28, Investments in Associates and Joint Ventures

The amendments issued under the annual improvements process make small, non-urgent changes to standards where they are currently unclear. They include amendments to HKAS 28 “Investments in Associates and Joint Ventures” clarifying that a venture capital organisation’s permissible election to measure its associates or joint ventures at fair value is made separately for each associate or joint venture.

HKFRS 9 — Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at fair value through other comprehensive income (“FVTOCI”) if the objective of the entity’s business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at fair value through profit or loss (“FVTPL”).

HKFRS 9 includes a new expected loss impairment model for all financial assets not measured at FVTPL replacing the incurred loss model in HKAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

3. 採用香港財務報告準則 (續)

(b) 已頒佈但尚未生效的新頒佈／經修訂香港財務報告準則 (續)

2014年至2016年週期的香港財務報告準則年度改進—香港會計準則第28號的修訂，於聯營公司及合營企業投資根據年度改進過程頒佈的該等修訂對現時並不明確的多項準則作出微細及不急切的修改。其中包括對香港會計準則第28號的修訂「於聯營公司及合營公司投資」，該修訂澄清風險資本機構可在選擇按公平值計量其聯營公司或合營企業時，可對每間聯營公司或合營企業分別作出有關選擇。

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號引進有關金融資產分類及計量的新要求。以目的為持有資產以收取合約現金流業務模式持有的債務工具(業務模式測試)以及具產生現金流的合約條款且僅為支付本金及未償還本金利息的債務工具(合約現金流特徵測試)，一般按攤銷成本計量。倘該實體業務模式的目的為持有及收取合約現金流以及出售金融資產，則符合合約現金流特徵測試的債務工具以按公平值計入其他全面收益(「公平值計入其他全面收益」)計量。實體可於初步確認時作出不可撤銷的選擇，以按公平值計入其他全面收益計量並非持作買賣的股本工具。所有其他債務及股本工具按公平值計入損益(「按公平值計入損益」)計量。

香港財務報告準則第9號就並非按公平值計入損益計量的所有金融資產納入新的預期虧損減值模式(取代了香港會計準則第39號的已產生虧損模式)以及新的一般對沖會計規定，以讓實體於財務報表內更好地反映其風險管理活動。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

3. ADOPTION OF HKFRSs (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 9 — Financial Instruments (Continued)

The directors of the Company have reviewed the Group's financial assets as at 31 December 2017 and anticipated that the application of HKFRS 9 in the future may result in early recognition of credit losses based on the expected loss model in relation to the Group's financial assets measured at amortised cost. The Group's investments in unlisted equity instruments may be measured at FVTOCI, which may cause change on the consolidated financial position of the Group.

HKFRS 15 — Revenue from Contracts with Customers

The new standard establishes a single revenue recognition framework. The core principle of the framework is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. HKFRS 15 supersedes existing revenue recognition guidance including HKAS 18 "Revenue", HKAS 11 "Construction Contracts" and related interpretations.

HKFRS 15 requires the application of a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to each performance obligation
- Step 5: Recognise revenue when each performance obligation is satisfied

HKFRS 15 includes specific guidance on particular revenue related topics that may change the current approach taken under HKFRS. The standard also significantly enhances the qualitative and quantitative disclosures related to revenue.

3. 採用香港財務報告準則(續)

(b) 已頒佈但尚未生效的新頒佈／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(續)

本公司董事已審核本集團於2017年12月31日的金融資產，並預計未來應用香港財務報告準則第9號可能導致根據對本集團按攤銷成本計量的金融資產的預計虧損模型提前確認信貸虧損。本集團於非上市股本工具的投資可能按公平值計入其他全面收益計量，其可能導致本集團綜合財務狀況的變動。

香港財務報告準則第15號—客戶合約收入

新訂準則設立單一收益確認框架。框架的主要原則為實體應確認收益，以說明實體按反映交換商品及服務預期所得代價的金額向客戶轉讓所承諾商品或服務。香港財務報告準則第15號取代現有收益確認指引，包括香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋。

香港財務報告準則第15號規定確認收益所應用的五個步驟：

- 第1步：識別與客戶所訂立的合約
- 第2步：識別合約的履約責任
- 第3步：釐定交易價格
- 第4步：分配交易價格至各履約責任
- 第5步：於履行各履約責任時確認收益

香港財務報告準則第15號包括對與可能改變目前根據香港財務報告準則的做法的特定收益相關事宜的特定指引。有關準則亦顯著加強有關收入的定性及定量披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

3. ADOPTION OF HKFRSs (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 15 — Revenue from Contracts with Customers (Continued)

The directors of the Company anticipated that the application of HKFRS 15 in the future may result in more disclosures. However, the directors of the Company do not anticipate that the application of HKFRS 15 will have a material impact on the timing and amounts of revenue recognised in the respective reporting periods.

Amendments to HKFRS 15 — Revenue from Contracts with Customers

The amendments to HKFRS 15 included clarifications on identification of performance obligations; application of principal versus agent; licenses of intellectual property; and transition requirements.

HKFRS 16 — Leases

HKFRS 16, which upon the effective date will supersede HKAS 17 "Leases" and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

3. 採用香港財務報告準則(續)

(b) 已頒佈但尚未生效的新頒佈／經修訂香港財務報告準則(續)

香港財務報告準則第15號—客戶合約收入(續)

本公司董事預計未來應用香港財務報告準則第15號可能導致更多披露。然而，本公司董事預計不應應用香港財務報告準則第15號將對各報告期間確認的收益時間及金額產生重大影響。

香港財務報告準則第15號的修訂—客戶合約收入

香港財務報告準則第15號的修訂包括澄清確定履約義務；應用委託人及代理人；知識產權許可；及過渡規定。

香港財務報告準則第16號—租賃

香港財務報告準則第16號由生效當日起將取代香港會計準則第17號「租賃」及相關詮釋，其引入單一承租人會計處理模式，並規定承租人就為期超過12個月的所有租賃確認資產及負債，除非相關資產為低價值資產則作別論。具體而言，根據香港財務報告準則第16號，承租人須確認使用權資產（表示其有權使用相關租賃資產）及租賃負債（表示其有責任支付租賃款項）。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債的現金還款分類為本金部分及利息部分，並於現金流量表內呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可撤銷租賃付款，亦包括承租人合理地肯定將行使選擇權延續租賃或行使選擇權終止租賃的情況下，將於選擇權期間內作出的付款。此會計處理方法與承租人就租賃採用的會計處理方法顯著不同，因後者根據原準則香港會計準則第17號分類為經營租賃的租賃。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

3. ADOPTION OF HKFRSs (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

HKFRS 16 — Leases (Continued)

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

As at 31 December 2017, the Group had non-cancellable operating lease commitments of approximately RMB4,229,000 as disclosed in note 36(a). A preliminary assessment indicated that these arrangement will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-to-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.

HK(IFRIC)-Int 22 — Foreign Currency Transactions and Advance Consideration

The interpretation provides guidance on determining the date of the transaction for determining an exchange rate to use for transactions that involve advance consideration paid or received in a foreign currency and the recognition of a non-monetary asset or non-monetary liability. The interpretations specifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part thereof) is the date on which the entity initially recognises the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration.

3. 採用香港財務報告準則(續)

(b) 已頒佈但尚未生效的新頒佈／經修訂香港財務報告準則(續)

香港財務報告準則第16號—租賃(續)

就出租人會計處理而言，香港財務報告準則第16號大致繼承香港會計準則第17號的出租人會計處理規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並且對兩類租賃進行不同會計處理。

於2017年12月31日，誠如附註36(a)所披露，本集團擁有不可撤銷經營租賃承擔約人民幣4,229,000元。初步評估顯示，該等安排將符合香港財務報告準則第16號項下租賃的定義，因此，本集團將就所有該等資產(除非彼等符合應用香港財務報告準則第16號基準的低價值或短期租賃)確認使用權資產以及相應的負債。此外，新規定的應用可能導致上文所示的計量、呈列及披露發生變動。

香港(國際財務報告詮釋委員會)—詮釋第22號—外匯交易及預付代價

該詮釋就為釐定用於涉及以外幣支付或收取預付代價的交易的匯率而釐定交易日期，以及確認非貨幣資產或非貨幣負債提供指引。該等詮釋指明，釐定首次確認相關資產、開支或收益(或當中部分)所使用之匯率之交易日期為實體首次確認支付或收取預付代價產生的非貨幣資產或非貨幣負債之日。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

3. ADOPTION OF HKFRSs (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

HK(IFRIC)-Int 23 — Uncertainty over Income Tax Treatments

The interpretation supports the requirements of HKAS 12 “Income Taxes”, by providing guidance over how to reflect the effects of uncertainty in accounting for income taxes. Under the interpretation, the entity shall determine whether to consider each uncertain tax treatment separately or together based on which approach better predicts the resolution of the uncertainty. The entity shall also assume the tax authority will examine amounts that it has a right to examine and have full knowledge of all related information when making those examinations. If the entity determines it is probable that the tax authority will accept an uncertain tax treatment, then the entity should measure current and deferred tax in line with its tax filings. If the entity determines it is not probable, then the uncertainty in the determination of tax is reflected using either the “most likely amount” or the “expected value” approach, whichever better predicts the resolution of the uncertainty.

Except as discussed above, the directors of the Company anticipate that the application of the other new and amendments to HKFRSs and interpretations will have no material impact on the consolidated financial statements of the Group in the future.

3. 採用香港財務報告準則(續)

(b) 已頒佈但尚未生效的新頒佈／經修訂香港財務報告準則(續)

香港(國際財務報告詮釋委員會)－詮釋第23號－所得稅處理的不確定性

該詮釋透過就如何反映所得稅會計處理涉及的不確定性因素的影響提供指引，為香港會計準則第12號「所得稅」的規定提供指引。根據該詮釋，實體須釐定分別或集中考慮各項不確定稅項處理，以更佳預測不確定性因素的解決方法。實體亦須假設稅務機關將會查驗其有權檢討的金額，並在作出上述查驗時全面知悉所有相關資料。倘實體釐定稅務機關可能會接受一項不確定稅項處理，則實體應按與其稅務申報相同的方式計量即期及遞延稅項。倘實體釐定稅務機關不可能會接受一項不確定稅項處理，則採用「最可能金額」或「預期值」兩個方法中能更佳預測不確定性因素解決方式的方法來反映釐定稅項涉及的不確定性因素。

除上文所披露者外，本公司董事預計應用香港財務報告準則及詮釋的其他新訂及修訂將不會對本集團未來的綜合財務報表產生重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and the entities (including structured entities) now comprising the Group. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

4. 主要會計政策

(a) 綜合基準

綜合財務報表包括本公司及本集團現時旗下實體(包括結構實體)的財務報表。集團公司間的交易及結餘連同未變現溢利於編製綜合財務報表時全數對銷。未變現虧損亦予以核銷，除非交易有證據證明所轉移資產出現減值，在該情況下虧損於損益確認。

年內收購或出售附屬公司的業績計入自收購日期起或至出售日期(倘適用)的綜合全面收益表。倘需要，應對附屬公司的財務報表進行調整，使彼等的會計政策與本集團其他成員公司所採用者一致。

收購附屬公司或業務以收購法入賬。收購成本按所轉讓資產、所產生的債務及本集團(作為收購方)所發行的股本權益於收購日的公平值總和計量。所收購的可識別資產及所承擔負債主要按收購日的公平值計量。本集團事先於被收購方中所持有的股本權益按收購日的公平值重新計量，產生的收益或虧損則於損益內確認。本集團或可以逐筆交易的基準選擇按公平值或被收購方可識別的資產淨值的適當份額計量代表目前於附屬公司擁有權益的非控股權益。所有其他非控股權益乃以公平值計量，惟香港財務報告準則規定的其他計量基準則除外。收購產生的費用以開支列賬，惟發行股本工具所產生的費用從權益扣除。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Basis of consolidation (Continued)

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (1) power over the investee, (2) exposure, or rights, to variable returns from the investee, and (3) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

4. 主要會計政策(續)

(a) 綜合基準(續)

當本集團喪失對附屬公司的控制權時，處置損益計算為(i)收到的對價的公平值與任何留存權益的公平值的總額與(ii)該資產的以前賬面金額(包括商譽)，以及該附屬公司的負債和任何非控制性權益之間的差額。先前在與該附屬公司相關的其他全面收益中確認的金額，會按相關資產或負債處置時所需的相同方式處理。

收購後，代表附屬公司當前所有權益的非控制性權益的賬面價值是起初確認時的權益金額加上該非控制性權益在後續權益變動中所佔的份額。全面收益總額歸屬於該等非控制性權益，即使這導致非控制性權益會出現虧絀結餘。

(b) 附屬公司

附屬公司為本公司能行使控制權的受投資方。控制權乃於本公司具有：(1)對受投資方的權力，(2)承擔或有權獲取受投資方所帶來的可變回報，及(3)能夠使用其權力影響其回報而實現。倘有任何事件及情況表明控制權之任何該等因素發生變動，控制權予以重新評估。

於本公司的財務狀況表內，附屬公司的投資按成本減去減值虧損(如有)列賬。本公司按已收及應收股息作基準，將附屬公司的業績入賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Associate

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

Associates are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the associates' net assets except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate. Where unrealised losses provide evidence of impairment of the asset transferred they are recognised immediately in profit or loss.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Where there is objective evidence that the investment in an associate has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

4. 主要會計政策(續)

(c) 聯營公司

聯營公司為一間本集團擁有重大影響力而並非為附屬公司或合營安排權益之實體。重大影響力乃有權參與被投資公司之財務及經營政策決定而非控制或共同控制該等政策。

聯營公司乃採用權益法入賬，據此聯營公司按成本初步確認，此後其賬面值於聯營公司之資產淨值內調整以反映本集團應佔收購後變動，惟超過本集團於聯營公司之權益之虧損不會確認，除非有推定責任彌補該等虧損。

本集團與其聯營公司之間的交易產生的損益僅於不相關投資人於聯營公司擁有權益時方才確認。該等交易產生的投資人分佔聯營公司溢利及虧損與聯營公司的賬面值對銷。倘未變現虧損證明資產轉移的減值，則即時於損益確認。

聯營公司已付任何溢價高於已收購本集團應佔可識別資產、負債及或然負債的公平值撥充資本，計入聯營公司的賬面值。倘客觀證據證明聯營公司投資有減值，則投資的賬面值按與其他非金融資產相同的方式檢測減值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as an expense in profit or loss during the financial period in which they are incurred.

Property, plant and equipment are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. The depreciation rates, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The depreciation rates are as follows:

Office equipment	5 years
Computer equipment	5 years
Motor vehicles	5 years

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

4. 主要會計政策(續)

(d) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及累計減值虧損列賬。物業、廠房及設備的成本包括其購買價及收購該等項目的直接應佔成本。

其後的成本僅當與該項目相關的未來經濟利益將有可能流向本集團及該項目的成本能可靠地計量時，計入資產的賬面值內或確認為獨立的資產(如適用)。被重置部分的賬面值須予終止確認。所有其他維修及保養乃於其產生的財政期間的損益內確認為開支。

物業、廠房及設備以直線法於其估計可使用年年期內計提折舊，以撇銷其減去預計殘值後的成本或估值。折舊率、殘值及折舊方法於各報告期末被檢討及作適當的調整。折舊率如下：

辦公設備	5年
電腦設備	5年
汽車	5年

倘資產的賬面值高於其估計可收回金額，則須即時被撇減至其可收回金額。

出售物業、廠房及設備項目的收益或虧損為出售所得款項淨額與其賬面值的差額，並於出售時在損益確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Lease

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessee, rentals payable under operating leases net of any incentive received from the lessor are charged to the profit or loss on the straight-line basis over the lease terms.

(f) Intangible assets

(i) Acquired intangible assets

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

The amortisation expense is recognised in profit or loss and included in administrative expenses. Amortisation is provided on a straight-line basis over its useful life as follows:

Computer software	5–10 years
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(ii) Internally generated intangible assets (research and development costs)

Expenditure on internally developed products is capitalised if it can be demonstrated that:

- it is technically feasible to develop the product for it to be sold;
- adequate resources are available to complete the development;
- there is an intention to complete and sell the product;
- the Group is able to sell the product; and
- sale of the product will generate future economic benefits; and expenditure on the project can be measured reliably.

Capitalised development costs are amortised over the periods the Group expects to benefit from selling the products developed. The amortisation expense is recognised in profit or loss and included in administrative expenses.

4. 主要會計政策(續)

(e) 租賃

資產所有權的絕大部分回報及風險由出租人保留的租賃乃列為經營租賃。倘本集團為承租人，經營租賃的應付租金(扣除收取出租人的任何獎勵後)按租約年期以直線法於損益扣除。

(f) 無形資產

(i) 已收購無形資產

獨立收購的無形資產初步按成本確認。於業務合併中收購的無形資產的成本為收購日期的公平值。其後，具有有限可使用年期的無形資產按成本減累計攤銷及累計減值虧損列賬。

攤銷開支於損益確認，並列入行政開支內。無形資產以直線法按下列的可使用年期計提攤銷撥備：

電腦軟件	5–10年
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(ii) 內部產生無形資產(研發成本)

內部開發產品的開支如證實符合下列條件，則可作資本化：

- 開發該產品作銷售用途在技術上可行；
- 具備足夠資源以完成該項開發；
- 有意完成並銷售該產品；
- 本集團能銷售該產品；及
- 銷售產品將產生未來經濟利益；而該項目的開支能可靠地計量。

資本化開發成本於本集團預期銷售所開發產品的獲利期間內攤銷。攤銷開支於損益確認，並計入行政開支內。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Intangible assets (Continued)

(ii) Internally generated intangible assets (research and development costs)(Continued)

Development expenditure not satisfying the above criteria and expenditure on the research phase of internal projects are recognised in profit or loss as incurred.

(iii) Impairment

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired (see the accounting policies in respect of impairment losses of non-financial assets in note 4(g)).

(g) Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of property, plant and equipment, intangible assets and long term prepayments to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased.

If the recoverable amount (i.e. the greater of the fair value less costs to sell and value in use) 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 as an expense immediately. The value-in-use calculation requires the directors to estimate the future cash flows expected to arise from the assets and the estimated future cash flows are discounted to their present value by using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the assets for which the estimates of future cash flows have not been adjusted.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent 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 as income immediately.

Value in use is based on the estimated future cash flows expected to be derived from the asset or cash generating unit (see note 4(q)), 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 or cash generating unit.

4. 主要會計政策(續)

(f) 無形資產(續)

(ii) 內部產生無形資產(研發成本)(續)

不符合以上條件的開發開支及內部項目研究階段的開支，乃於產生時在損益確認。

(iii) 減值

當有跡象顯示資產可能出現減值時，會對具有有限可使用年期的無形資產進行減值測試(見附註4(g)非金融資產減值虧損的會計政策)。

(g) 非金融資產減值

於各報告期末，本集團檢討物業、廠房及設備、無形資產及長期預付款項的賬面值，以釐定是否有任何跡象顯示該等資產出現減值虧損，或先前確認的減值虧損不再存在或可能已減少。

倘估計資產的可收回金額(即減去銷售成本的公平值與使用價值間的較高者)低於其賬面值，則資產的賬面值須減少至其可收回金額。減值虧損即時確認為開支。計算使用價值需要董事估計預計來自有關資產的未來現金流，而估計未來現金流乃使用可反映目前市場對貨幣時間價值及資產特定風險的評估的除稅前貼現率折算至其現值，該未來現金流估計為未經調整。

倘減值虧損其後撥回，則資產的賬面值增至其可收回金額的經修改估計值，惟所增加的賬面值不得高於倘過往年度並無就該項資產確認減值虧損時原應釐定的賬面值。撥回的減值虧損即時確認為收入。

使用價值乃根據預期將自資產或現金產生單位(見附註4(q))的估計未來現金流量釐定，按使用可反映金錢時間值的現行市場評估以及對資產或現金產生單位屬特定風險的稅前貼現率貼現。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Financial instruments

(i) Financial assets

With reference to HKAS 39 issued by the HKICPA, the Group recognised its financial assets when it becomes a party to the contractual provisions of the instrument and classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets at fair value through profit or loss are initially measured at fair value and all other financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

Financial assets at fair value through profit or loss

These assets include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise.

4. 主要會計政策(續)

(h) 金融工具

(i) 金融資產

根據香港會計師公會所頒佈的香港會計準則第39號，本集團於訂立工具的合約條文時確認其金融資產，並在初步確認時，視乎收購資產的目的分類其金融資產。按公平值計入損益的金融資產初步按公平值計量，而所有其他金融資產初步按公平值加收購金融資產直接應佔的交易成本計量。以常規方式購買或出售的金融資產按交易日基準確認及終止確認。以常規方式購買或出售指根據合約(其條款要求於根據有關市場規例或慣例確立的一般時間框架內交付資產)購買或出售金融資產。

按公平值計入損益的金融資產

該等資產包括持作買賣的金融資產。分類為持作買賣的金融資產是指購入時以短期出售為目的金融資產。於初步確認後，按公平值計入損益的金融資產按公平值計量，公平值變動於產生期間於損益確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(i) Financial assets (Continued)

Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to clients (trade debtors), and also incorporate other types of contractual monetary asset. They are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. At each reporting date subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

Available-for-sale financial assets

These assets are non-derivative financial assets that are designated as available-for-sale or are not included in other categories of financial assets. Subsequent to initial recognition, these assets are carried at fair value with changes in fair value recognised in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary instruments, which are recognised in profit or loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses.

4. 主要會計政策(續)

(h) 金融工具(續)

(i) 金融資產(續)

貸款及應收款項

該等資產為附帶固定或待定付款的非衍生金融資產，且並無在活躍市場報價。貸款及應收款項主要透過向客戶(貿易債務人)提供貨品及服務產生，當中亦包括其他類別的合約貨幣資產。貸款及應收款項初步按公平值加收購金融資產直接應佔的交易成本計量。於初步確認後各報告日期，貸款及應收款項乃採用實際利息法按已攤銷成本減任何已識別減值虧損列賬。

可供出售金融資產

該等資產被界定為可供出售或不計入金融資產其他分類之非衍生金融資產。經初步確認後，該等資產按公平值列賬，其公平值變動於其他全面收益表確認，惟減值虧損及貨幣工具之匯兌收益及虧損除外。減值虧損及貨幣工具之匯兌收益及虧損於損益內確認。

在活躍市場上並無報價且公平值無法可靠地計量之可供出售股本投資，與該等非上市股本工具有關並須以交付該等工具結算之衍生工具，則須按成本減任何已識別減值虧損計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Financial instruments (Continued)

(ii) Impairment loss on financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtor's financial difficulty; and
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

For loans and receivables

An impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have had the impairment not been recognised.

4. 主要會計政策(續)

(h) 金融工具(續)

(ii) 金融資產的減值虧損

本集團會於各報告期末評估金融資產有否出現減值的客觀跡象。倘有客觀減值跡象顯示金融資產初步確認後發生的一項或多項事件，而該事件對能夠可靠估計的金融資產估計未來現金流有所影響，則金融資產出現減值。減值的跡象可包括：

- 債務人出現重大財務困難；
- 違反合約，如拖欠或欠付利息或本金付款；
- 因債務人有財務困難而授予寬免；及
- 債務人很可能破產或進行其他財務重組。

就貸款及應收款項

倘有客觀跡象顯示資產出現減值，則減值虧損會於損益中確認，並按資產賬面值與按原實際利率貼現的估計未來現金流量的現值間的差額計量。

倘資產的可收回金額增加客觀地與於確認減值後所發生的事件有關，則減值虧損會於隨後期間撥回，惟撥回減值當日的資產賬面值不得超過假設並無確認減值而原本應有的已攤銷成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

For available-for-sale financial assets

Where a decline in the fair value constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognised in profit or loss.

Any impairment losses on available-for-sale debt investments are subsequently reversed in profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

For available-for-sale equity investment, any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income.

For available-for-sale equity investment that is carried at cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the carrying amount of the asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss is not reversed.

4. 主要會計政策(續)

(h) 金融工具(續)

(ii) 金融資產的減值虧損(續)

就可供出售金融資產

倘公平值減少構成減值之客觀憑證，虧損金額於股本中扣除並於損益確認。

如投資公平值之增加客觀上與確認減值虧損後發生之事件相關，則任何可供出售債務投資之減值虧損其後會從損益中撥回。

就可供出售股本投資而言，減值虧損後之任何公平值增加乃於其他全面收益內確認。

就按成本列賬的可出售股本投資而言，當有跡象顯示資產出現減值時於損益內確認減值虧損，且其減值虧損金額按資產賬面值與按類似金融資產之現行市場回報率折現估計未來現金流量之現值間之差額計算。該項減值虧損不會撥回。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Financial instruments (Continued)

(iii) Financial liabilities

With reference to HKAS 39 issued by the HKICPA, the Group recognised its financial liabilities when it becomes a party to the contractual provisions of the instrument and classifies its financial liabilities at initial recognition, depending on the purpose for which the liabilities were incurred.

The Group's financial liabilities at amortised cost, including trade payables, other payables and accruals, bank borrowings, and amounts due to a related company and subsidiaries, are initially recognised at fair value, net of directly attributable transaction costs incurred, and are subsequently measured at amortised cost using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

4. 主要會計政策(續)

(h) 金融工具(續)

(iii) 金融負債

根據香港會計師公會所頒佈的香港會計準則第39號，本集團於訂立工具的合約條文時確認其金融負債，並在初步確認時視乎所產生負債目的分類其金融負債。

本集團按攤銷成本計算的金融負債(包括貿易應付款項、其他應付款項及應計費用、銀行借款以及應付一間關連公司及附屬公司款項)初步按公平值減所產生的直接應佔交易成本確認，於其後以實際利息法按攤銷成本計量。有關利息開支會於損益內確認。

當負債終止確認及進行攤銷時，收益或虧損於損益中確認。

(iv) 實際利息法

實際利息法為計算金融資產或金融負債的攤銷成本及於有關期間分配利息收入或利息支出的方法。實際利率指可透過金融資產或負債的預期年期或(如適用)在較短期間內準確貼現估計未來現金進款或付款的利率。

(v) 股本工具

由本公司發行的股本工具按已收所得款項扣除直接發行成本入賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(h) Financial instruments (Continued)

(vi) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contact at the higher of: (i) the amount determined in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets"; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 "Revenue".

(vii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired.

(i) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and applicable selling expenses.

4. 主要會計政策(續)

(h) 金融工具(續)

(vi) 財務擔保合約

財務擔保合約乃規定發行人向持有人支付指定金額，以補償持有人由於指定欠債人未能根據債務工具原始或經修訂條款於到期時付款而蒙受的損失。由本集團發出的並非指定為按公平值透過損益列賬的財務擔保合約初步按公平值減發出財務擔保合約直接產生的交易成本予以確認。初步確認後，本集團按以下各項較高者計量財務擔保：(i)根據香港會計準則第37號「撥備、或然負債及或然資產」釐定之金額；及(ii)初步確認金額減(如適當)根據香港會計準則第18號「收益」確認的累計攤銷。

(vii) 終止確認

本集團在與金融資產有關的未來現金流量合約權利屆滿，或金融資產已轉讓，且該轉讓根據香港會計準則第39號符合終止確認標準時，終止確認金融資產。

倘於有關合約的指定責任獲解除、註銷或到期時，則會終止確認金融負債。

(i) 存貨

存貨初步按成本確認，其後按成本及可變現淨值的較低者確認。成本包括所有採購成本、轉移成本及將存貨達致其目前地點及狀況所產生的其他成本。成本以先入先出法計算。可變現淨值相當於一般業務過程中的估計售價減去達致完成的估計成本及適當的銷售開支。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Revenue recognition

Revenue from online transaction services represents service fees received from mobile subscribers and online game users, net of monies shared with the online game operators pursuant to the terms of the cooperation agreements with online game operators or the costs of mobile top-up credits sourced from PRC telecommunication companies and their distributors. Revenue is recognised when online transactions have been completed.

Revenue from micro financing facilitating services represents service fees received from individual borrowers and lenders for facilitating online loan transaction between them and provision of related services. Revenue is recognised when the services are provided.

Revenue from provision of financing guarantee services is recognised on a straight-line basis over the guarantee period.

Revenue from provision of information technology services is recognised when services are provided.

Revenue from advertising services is recognised in the period in which the advertisement is displayed or promotion is performed on a straight-line basis, and when collection of the receivable is probable.

Interest income is accrued on a time basis on the principal outstanding at the applicable interest rate.

(k) Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

4. 主要會計政策(續)

(j) 收入確認

網上交易服務收入指向手機用戶及網上遊戲用戶收取的服務費，扣除網上遊戲運營商根據合作協議條款與網上遊戲運營商攤分的款項，或向中國電信公司及其分銷商購買的手機話費充值金額的成本。收入於網上交易已經完成時確認。

小額融資中介服務收益指就促進個人借款人與放貸人間線上貸款交易及提供相關服務時向彼等收取的服務費用。收益於提供服務時確認。

提供融資擔保服務所得收益於擔保期間內按直線法確認。

提供信息技術服務的收益於提供服務時確認。

廣告及推廣服務收入於刊登廣告或進行推廣期間按直線法及於應可能收到應收款項時確認。

利息收入按時間基準就未償還本金按適用利率計算。

(k) 所得稅

年內所得稅包括即期稅項及遞延稅項。

即期稅項以日常業務的溢利或虧損為基礎，並就所得稅而言毋須課稅或不可扣稅的項目作調整，以及採用於報告期末已制定或實質制定的稅率計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(k) Income taxes (Continued)

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates expected to apply in the period when the liability is settled or the asset is realised based on tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Income taxes are recognised in profit or loss except when they relate to items recognised to other comprehensive income in which case the taxes are also recognised in other comprehensive income.

(l) Foreign currency

Transactions entered into by the group entities in currencies other than the currency of the primary economic environment in which they operate (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

4. 主要會計政策(續)

(k) 所得稅(續)

遞延稅項就財務匯報而言的資產及負債的賬面值與就稅項而言採用的相關金額之間的暫時性差額確認。除不影響會計及應課稅溢利的已確認資產及負債外，所有暫時性差額須確認遞延稅項負債。倘應課稅溢利將可能用以抵銷可扣減暫時性差額，則確認遞延稅項資產。遞延稅項根據報告期末已制定或實質制定的稅率，按預期清償負債或變現資產的期間內適用的稅率計量。

遞延稅項負債乃就於附屬公司的投資所產生的應課稅暫時性差額確認，惟倘本集團能控制暫時性差額的撥回及暫時性差額將不可能於可見將來撥回除外。

所得稅於損益確認，惟倘其與已於其他全面收益確認的項目相關除外；在此情況下，稅項亦於其他全面收益確認。

(l) 外幣

集團實體以其經營所在主要經營環境的貨幣(「功能貨幣」)以外的貨幣進行的交易，乃按交易進行時的匯率入賬。外幣貨幣資產及負債按報告期末當時的匯率換算。以外幣計值按公平值列賬的非貨幣項目按釐定公平值當日匯率重新換算。以外幣按歷史成本計算的非貨幣項目不作重新換算。

結算與換算貨幣項目產生的匯兌差額於其產生期間於損益確認。重新換算按公平值列賬的非貨幣項目產生的匯兌差額計入期內損益，惟重新換算有關收益及虧損於其他全面收益內確認的非貨幣項目產生的差額除外，在此情況下，匯兌差額亦於其他全面收益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Employee benefits

(i) Pension schemes

The employees of the Group's subsidiaries which operate in the PRC are required to participate in central pension schemes operated by the local government. The subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension schemes. The contributions are charged to the profit or loss as they become payable in accordance with the rules of the central pension schemes.

(ii) Other benefits

The Group contributes on a monthly basis to defined contribution housing, medical and other benefit plans organised by the PRC government. The PRC government undertakes to assume the benefit obligations of all existing and retired employees under these plans. Contributions to these plans by the Group are expensed as incurred. The Group has no further obligations for benefits for their qualified employees under these plans.

(n) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

4. 主要會計政策(續)

(m) 僱員福利

(i) 退休金計劃

本集團於中國經營的附屬公司的僱員須參與地方政府所運作的中央退休金計劃。附屬公司須向中央退休金計劃作出薪俸成本某百分比的供款。供款乃於其根據中央退休金計劃的規定到期支付時自損益扣除。

(ii) 其他福利

本集團每月向中國政府所籌辦的界定供款住房、醫療及其他福利計劃作出供款。中國政府負責承擔此等計劃下所有現時及退休僱員的福利責任。本集團對此等計劃作出的供款於產生時核銷。本集團並無就此等計劃下的合資格僱員的福利承擔其他責任。

(n) 撥備及或有負債

倘本集團因過去事件須承擔法定或推定責任，而履行有關責任很可能引致可合理估計經濟利益的流出，則會就未確定時間或金額的負債確認撥備。

當不可能需要產生經濟利益流出時，或金額無法可靠估計，則該債務須披露為或有負債，除非產生經濟利益流出的可能性極低，則當別論。純粹憑一宗或多宗未來事件是否發生而確定存在的潛在債務，除非產生經濟利益流出的可能性極低，否則亦同時披露為或有負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(o) Government grants

Government grants are recognised when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as revenue in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

(p) Borrowing costs

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

(q) Goodwill

Where the fair value of identifiable assets and liabilities exceed the aggregate of the fair value of consideration paid, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount (see note 4(g)), and whenever there is an indication that the unit may be impaired.

4. 主要會計政策(續)

(o) 政府補貼

政府補貼於合理假設將可收取及本集團將遵照所附有關條件時予以確認。就所產生之開支向本集團賠償之補貼，於產生期間按系統基準於損益表中予以確認為收益。就資產成本向本集團作出賠償之補貼，乃從資產之賬面值中扣除，其後以透過已減折舊開支按資產之可使用年期於損益表中有效地予以確認。

(p) 借款成本

所有借款成本均在彼等產生期間於損益內確認。

(q) 商譽

倘可識別資產及負債之公平值高於所付代價之公平值、於被收購方之任何非控股權益之金額以及收購方先前於被收購方持有之股本權益之收購日期公平值的總額，則超出部份於重估後於收購日期在損益內確認。

商譽乃按成本減去減值虧損計量。就減值測試而言，收購產生之商譽分配予預期會受惠於收購協同效益之各相關現金產生單位。現金產生單位是其產生的現金流入基本上獨立於其他資產或資產組別的現金流入的最小可識別資產組合。獲分配商譽之現金產生單位會每年透過將其賬面值與其可收回金額(見附註4(g))作比較而進行減值測試及於有跡象顯示該單位可能出現減值時進行減值測試。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Goodwill (Continued)

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal (if measurable) or its value in use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

(r) Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Company's parent.

4. 主要會計政策(續)

(q) 商譽(續)

就於財政年度內進行收購所產生之商譽而言，獲分配商譽之現金產生單位會於該財政年度結束前進行減值測試。當現金產生單位之可收回金額少於該單位賬面值時，減值虧損會首先分配至撇減該單位獲分配之任何商譽之賬面值，繼而基於該單位內各資產之賬面值按比例分配至該單位之其他資產。然而，分配至各項資產之虧損將不會令到個人資產之賬面值減至低於其公平值減出售成本(如可計量)或其使用價值(如可釐定)(以較高者為準)。商譽之任何減值虧損於損益確認，而不會於隨後期間撥回。

(r) 關連方

- (a) 倘屬以下人士，則該人士或該人士的近親家庭成員與本集團有關聯：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本公司母公司的主要管理層成員。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(r) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) Both entities are joint ventures of the same third party;
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group;
 - (vi) The entity is controlled or jointly controlled by a person identified in (a); or

4. 主要會計政策(續)

(r) 關連方(續)

- (b) 倘符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)；
 - (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司的集團成員公司的聯營公司或合營企業)；
 - (iii) 兩間實體均為同一第三方的合營企業；
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 實體為本集團或與本集團有關連的實體就僱員利益而設的離職後福利計劃；
 - (vi) 實體受(a)所識別人士控制或受共同控制；或

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Related parties (Continued)

(b) (continued)

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Company's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

(i) that person's children and spouse or domestic partner;

(ii) children of that person's spouse or domestic partner; and

(iii) dependents of that person or that person's spouse or domestic partner.

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

In the application of the Group's accounting policies, the directors are required to make judgments, 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 differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing 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.

4. 主要會計政策(續)

(r) 關連方(續)

(b) (續)

(vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。

(viii) 向本集團或本公司之母公司提供主要管理人員服務之實體或其所屬集團之任何成員公司。

一名人士的近親家庭成員指預期在與實體的交易中可影響該人士或受該人士影響的家庭成員，包括：

(i) 該人士的子女及配偶或家庭伴侶；

(ii) 該人士配偶或家庭伴侶的子女；及

(iii) 該人士的受養人或該人士的配偶或家庭伴侶。

5. 主要會計判斷及估計

採用本集團的會計政策時，董事須對資產及負債的賬面值作出判斷、估計及假設，其未能從其他渠道可靠獲得。該等估計及相關假設乃基於過往經驗及其他被視為相關的因素而作出。實際結果或會有別於該等估計。

該等估計及相關假設須持續檢討。倘會計估計的修訂僅影響作出修訂的期間，則有關修訂會在該期間確認，而倘修訂對現時及未來期間均有影響，則須在作出修訂的期間及未來期間確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

(a) Impairment allowances for trade and bills receivables and prepayments, deposits and other receivables

The Group estimates the impairment allowances for trade and bills receivables and prepayments, deposits and other receivables by assessing the recoverability based on credit history and prevailing market conditions. This requires the use of estimates and judgments. Allowances are applied to trade and bills receivables and prepayments, deposits and other receivables where events or changes in circumstances indicate that the balances may not be collectible. Where the expectation is different from the original estimate, such difference will affect the carrying amounts of trade and bills receivables and prepayments, deposits and other receivables and thus the impairment loss in the period in which such estimate is changed. The Group reassesses the impairment allowances at the end of each reporting period.

(b) Useful lives of intangible assets and property, plant and equipment

The Group's management determines the estimated useful lives for the intangible assets and the property, plant and equipment of the Group. The estimate is based on the historical experience of the actual useful lives of the relevant assets of similar nature and functions. The estimated useful lives could be different as a result of technical innovations which would affect the related amortisation and depreciation charges included in the consolidated statement of comprehensive income.

5. 主要會計判斷及估計(續)

(a) 貿易應收款項及應收票據以及預付款、按金及其他應收款項的減值撥備

本集團根據信貸記錄及現行市況評估貿易應收款項及應收票據以及預付款、按金及其他應收款項的可收回性，從而估計貿易應收款項及應收票據及預付款、按金及其他應收款項的減值撥備。這須要作出估計及判斷。倘有事件或情況的轉變顯示餘款未能收回，則會就貿易應收款項及應收票據以及預付款、按金及其他應收款項計提撥備。倘預期貿易應收款項及應收票據以及預付款、按金及其他應收款項的可收回水平與原先估計不同，有關差額將會影響貿易應收款項及應收票據以及預付款、按金及其他應收款項的賬面金額，從而影響估計變更期間的減值虧損。本集團於各報告期末重新評估減值撥備。

(b) 無形資產及物業、廠房及設備的可使用年期

本集團的管理層負責釐定本集團無形資產及物業、廠房及設備的估計可使用年期。有關估計乃基於過往經驗及類似性質及功能的有關資產的實際可使用年期作出。由於技術革新會影響到列入綜合全面收益表內的相關攤銷及折舊支出，故估計可使用年期可能改變。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

5. 主要會計判斷及估計(續)

(c) Estimate of income and deferred tax provisions

The Group is subject to taxation in various jurisdictions. Significant judgment is required in determining the amount of provision for taxation and the timing of payment of the related taxation. Where the final tax outcome is different from the amounts that were initially recorded, such differences would impact the income and deferred tax provisions in the period in which such determination was made.

(d) Revenue recognition in respect of online transaction services

The Group assesses its business relationships with users of the online transaction services and suppliers of online transaction services and determines that the Group is providing online transaction services in the majority of transactions by facilitating transactions between online game operators and online game users, and providing online transaction services to mobile subscribers and online game users, and accordingly reports revenue derived from such services on a net basis.

In determining whether the revenue from online transaction services shall be recorded on net basis or gross basis, the Group has made reference to indicators and requirements stated in HKAS 18 "Revenue". 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 online game operators under HKAS 18 by assessing the following features that are arising from its operations:

- It is the primary responsibility of the PRC telecommunication companies and the online game operators, and not the Group, for processing the mobile top-up associated with the mobile top-up credits provided to the mobile subscribers and the delivery of online game products to the online game users, respectively.

(c) 所得稅及遞延稅項撥備的估計

本集團須繳納多個司法權區的稅項。釐定稅項撥備數額及支付相關稅項的時間時，須作出重大判斷。倘最終稅項結果有別於初始入賬的金額，則該等差額會影響作出相關釐定期間的所得稅及遞延稅項撥備。

(d) 網上交易服務收入確認

本集團評估與網上交易服務用戶及網上交易服務供應商間的業務關係，並釐定本集團透過促進網上遊戲運營商與網上遊戲用戶間的交易以及向手機用戶及網上游戲用戶提供網上交易服務來提供大部分交易中的網上交易服務，故按淨額基準呈報來自該等服務的收入。

於釐定網上交易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「收入」所述的指標及規定。釐定本集團是否以委託人或代理人身份行事時，需要對所有有關事實及情況作出判斷及考慮，透過評估以下因其營運產生的特點，本集團認為自己根據香港會計準則第18號與網上游戲運營商具有代理關係：

- 處理與手機用戶獲提供的手機話費充值金額相關的手機話費充值以及為網上游戲用戶提供網上游戲產品，乃中國電信公司及網上游戲運營商(而非本集團)的首要責任。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

(d) Revenue recognition in respect of online transaction services (Continued)

- The Group has minimal inventory risk for the transactions with mobile top-up credits sourced from the online game users as those mobile top-up credits are used to top up the mobile subscriber's requests instantaneously. Although the Group sources some mobile top-up credits from the PRC telecommunication companies and their distributors as buffer stocks in case there is a shortage of mobile top-up credits from online game users, these stocks are used solely to facilitate the transactions.
- The service fees are usually predetermined pursuant to the terms of the cooperation agreements with online game operators.
- The credit risk of the Group is minimal as majority of the mobile subscribers and online game users either pay in advance or at time of requesting online transaction services, except for a minor portion of customers who are granted with credit period.

After assessing the above features, the Group considers itself has an agency relationship with online game operators.

5. 主要會計判斷及估計(續)

(d) 網上交易服務收入確認(續)

- 由於該等手機話費充值金額乃按手機用戶要求用作即時充值，故本集團就從網上遊戲用戶獲取的手機話費充值金額的交易而承擔的存貨風險不大。儘管本集團從中國電信公司及其分銷商獲取部分手機話費充值金額作為網上遊戲用戶提供的手機話費充值金額不足時的緩衝存貨，該等存貨僅用於促進交易。
- 服務費通常根據與網上遊戲運營商的合作協議條款預先釐定。
- 由於大部分手機用戶及網上遊戲用戶預先付款或於要求網上交易時付款，本集團的信貸風險不大，惟少數客戶獲授予信貸期。

經評估以上特徵，本集團認為其與網上游戲運營商有代理關係。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

5. 主要會計判斷及估計(續)

(e) Control over Beijing Tianjiyilian Technology Co., Ltd. (“Beijing TJYL”)

Beijing TJYL has been wholly owned by Mr. Sun Jiangtao (“Mr. Sun”) and Mr. Wei Zhonghua (“Mr. Wei”), the directors and shareholders, and Mr. Wei Chunming, the then director, since its establishment. Under the prevailing laws and regulations in the PRC, companies with foreign ownership are prohibited from engaging in the internet information services business in the PRC. In order to enable the Company to obtain control over Beijing TJYL and its directly or indirectly owned subsidiaries, Beijing Shenzhoufu Technology Co., Ltd. (“Beijing Shenzhoufu”), Beijing Youxiping Technology Co., Ltd. (“Beijing Youxiping”), Wanlefu Technology Limited (“Wanlefu Technology”), Shijiazhuang Aiqiqi Information Technology Co. Ltd. (“Aiqiqi Information”) (acquired on 31 December 2016 and disposed of on 31 December 2017, see notes 39(b) and 40(a) for details), Xinjiang Shenzhou Binary Investment Management Limited (“Xinjiang Shenzhou”), Xinjiang Nine Domain Digital Venture Capital Limited (“Xinjiang Nine Domain”), Beijing Kuaihuika Technology Co., Ltd. (“Beijing Kuaihuika”) (acquired on 1 January 2017, see note 39(a) for details), Hainan Shenzhou Binary Microfinance Limited (“Hainan Shenzhou”) and Shenzhen Qianhai Huisantong Internet Financial Service Limited (“Shenzhen Huisantong”), certain structured contracts (the “Structured Contracts”) were effectuated among Beijing TJYL, Mr. Sun Jiangtao, Mr. Wei Zhonghua, Mr. Wei Chunming and Shenzhoufu (Beijing) Software Technology Co., Ltd. (“Shenzhoufu Software”) (a 100% indirectly owned subsidiary of the Company) on 22 June 2011, pursuant to which Shenzhoufu Software undertakes to provide Beijing TJYL with certain information consulting and technical supporting services in return for fees which represent a substantial amount of the profit generated by Beijing TJYL from its operation of online transaction services in the PRC.

(e) 對北京天機移聯科技有限公司(「北京天機移聯」)的控制權

北京天機移聯自成立以來一直由董事及股東孫江濤先生(「孫先生」)及魏中華先生(「魏先生」)及當時董事魏春明先生全資擁有。根據中國現行法律法規，外商擁有的公司不得在中國從事互聯網信息服務的業務。為使本公司能獲得北京天機移聯及其直接或間接擁有之附屬公司北京神州付科技有限公司(「北京神州付」)、北京遊戲瓶科技有限公司(「北京遊戲瓶」)、玩樂付科技有限公司(「玩樂付科技」)、石家莊愛企奇信息技術服務有限公司(「愛企奇信息」)(於2016年12月31日收購及於2017年12月31日出售，詳情見附註39(b)及40(a))、新疆神州數字投資管理有限公司(「新疆神州」)、新疆九域數字創業投資有限公司(「新疆九域」)、北京快惠卡技術有限公司(「北京快惠卡」)(於2017年1月1日收購，詳情見附註39(a))、海南神州數字小額貸款有限公司(「海南神州」)及深圳前海匯三通互聯網金融服務有限公司(「深圳匯三通」)的控制權，於2011年6月22日，北京天機移聯、孫江濤先生、魏中華先生、魏春明先生與神州付(北京)軟件技術有限公司(「神州付軟件」)(本公司的間接全資附屬公司)簽立了若干結構性合約(「結構性合約」)，據此，神州付軟件承諾向北京天機移聯提供若干信息諮詢及技術支援服務以收取費用，該費用相當於北京天機移聯在中國經營其網上交易服務所賺取相當金額的溢利。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

(e) Control over Beijing Tianjiyilian Technology Co., Ltd. (“Beijing TJYL”) (Continued)

To determine whether control exists over Beijing TJYL and its subsidiaries, the Group has considered the following factors in accordance with HKFRS 10 paragraph 7:

- The power over an investee to direct the relevant activities that significantly affect the investee’s return was granted to Shenzhoufu Software through the exclusive consulting and services agreement, under which Shenzhoufu Software is able to appoint directors, general manager and senior management personnel of Beijing TJYL, and thus is able to direct all major business decisions of Beijing TJYL. Further, Shenzhoufu Software is able to cast the majority of votes at shareholder meetings. This right was transferred to Shenzhoufu Software as stated in the shareholder voting right entrustment agreement.
- Pursuant to the exclusive consulting and services agreement, substantially all profits of Beijing TJYL were transferred through consulting and technical supporting services fees payable by Beijing TJYL to Shenzhoufu Software, which expose the Group to variable returns from its involvement with the investee, and the shareholder voting right entrustment agreement gives Shenzhoufu Software the rights of the original shareholders including the rights to any dividend.

5. 主要會計判斷及估計(續)

(e) 對北京天機移聯科技有限公司(「北京天機移聯」)的控制權(續)

為釐定對北京天機移聯及其附屬公司的控制權是否存在，本集團已根據香港財務報告準則第10號第7段考慮下列因素：

- 根據透過獨家諮詢及服務協議授予神州付軟件指導對受投資方回報具有重大影響的相關活動的權力，神州付軟件可委任北京天機移聯的董事、總經理及高級管理人員，故可指揮北京天機移聯的所有主要業務決策。另外，神州付軟件能於股東大會上投大多數票。此權力已按股東表決權委託協議所述轉讓予神州付軟件。
- 根據獨家諮詢及服務協議，北京天機移聯絕大部分溢利以北京天機移聯應付的諮詢及技術支援服務費的形式轉讓予神州付軟件，使本集團承擔其參與受投資方業務所帶來的可變回報，而股東表決權委託協議賦予神州付軟件原股東的權利，包括任何股息權利。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

5. 主要會計判斷及估計(續)

(e) Control over Beijing Tianjiyilian Technology Co., Ltd. ("Beijing TJYL") (Continued)

- The Group has the ability to use its power over the investee to affect the amount of its returns as it exercises its power over Beijing TJYL on its own behalf and for its own benefit. The Group has complete decision making authority over Beijing TJYL and the Group's decisions will significantly affect the amount of its returns (i.e. the amount of the profits of Beijing TJYL which it can obtain through the consulting and technical supporting services fees charged to Beijing TJYL).

As a result of the effects of the Structured Contracts, Beijing TJYL, Beijing Shenzhoufu, Beijing Youxiping, Wanlefu Technology, Aiqiqi Information (before disposal), Xinjiang Shenzhou, Xinjiang Nine Domain, Beijing Kuaihuika (after acquisition), Hainan Shenzhou and Shenzhen Huisantong are accounted for as subsidiaries of the Group for accounting purposes.

(f) Impairment of unlisted available-for-sale investments

The directors review unlisted available-for-sale investments at the end of each reporting period to assess whether they are impaired. The Group records impairment charges on unlisted available-for-sale equity investments when there has objective evidence that an impairment indicator exists. The determination of whether the impairment indicator exists requires judgment. In making this judgment, management of the Group takes into account factors such as significant changes with an adverse effect that has taken place in technological, market, economic or legal environment in which the investees operate, and that indicates that the cost of the investment in the equity instrument may not be recovered.

(e) 對北京天機移聯科技有限公司(「北京天機移聯」)的控制權(續)

- 本集團可使用其對受投資方的權力以影響其就本身及以本身的利益行使對北京天機移聯的權力的回報金額。本集團具有北京天機移聯的全部決策授權，而本集團的決定將重大影響到其回報的金額(即其透過向北京天機移聯收取諮詢及技術支援服務費可獲取的北京天機移聯溢利金額)。

由於結構性合約的影響，北京天機移聯、北京神州付、北京遊戲瓶、玩樂付科技、愛企奇信息(出售前)、新疆神州、新疆九域、北京快惠卡(收購後)、海南神州及深圳匯三通就會計目的而言被視為本集團的附屬公司。

(f) 非上市可供出售投資的減值

董事於各報告期末審閱非上市可供出售投資以評估有關投資是否減值。如有客觀證據顯示存在減值，本集團就非上市可供出售股本投資錄得減值開支。於釐定是否存在減值跡象時須作出判斷。在進行判斷時，本集團管理層考慮被投資方經營所在地技術、市場、經濟或法律環境出現的具有不利影響的重大變動等因素，顯示股本工具投資成本可能不會收回。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

(g) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value.

6. SEGMENT REPORTING

The chief operating decision-maker has been identified as the Company's executive directors. (During the year, the Group established, among others, new business segment, resulting in a change in composition of reportable operating segments. The segments are managed separately as each business offers different services and requires different business strategies. The Group's service lines identified as reportable operating segments are as follow:

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

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

Corresponding items of segment information for the year ended 31 December 2016, during which, the Company's executive directors considered the Group had one reporting segment, have been restated for consistent presentation with current year's segment information.

5. 主要會計判斷及估計(續)

(g) 商譽減值

釐定商譽是否減值須要估計獲分配有關商譽之現金產生單位使用價值。計算使用價值須要董事對預期可自現金產生單位獲得之未來現金流量以及適合計算現值之折現率作出估計。

6. 分部報告

主要經營決策人已確定為本公司執行董事。於年內，本集團設立(其中包括)新業務分部，致使可呈報經營分部組成變動。由於各業務提供不同服務及要求不同業務策略，各分部管理獨立。本集團確定為可呈報經營分部的服務項目如下：

- (i) 網上交易服務(包括提供信息技術服務及廣告及推廣服務)；
- (ii) 小額融資中介服務(年內新分部(包括提供融資擔保服務))

所有本集團外部客戶及非流動資產收益均來自在中國的活動或位於中國。故概無呈列地區資料。

為與當前年度之分部資料呈列一致，於截至2016年12月31日止年度(本公司執行董事認為本集團於該年度擁有一個報告分部)的分部資料相應項目已經重列。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

6. SEGMENT REPORTING (Continued)

The following is an analysis of the Group's revenue and results, assets and liabilities and other information by reportable and operating segments:

6. 分部報告(續)

以下載列本集團按可呈報經營分部的收益及業績、資產及負債以及其他資料之分析：

		Online transaction services 網上交易服務 RMB'000 人民幣千元	Micro financing facilitating services 小額融資中介服務 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Year ended 31 December 2017	截至2017年12月31日止年度				
Segment revenue — external	分部收益—外部	12,035	14,378	—	26,413
Segment results	分部業績	(17,085)	(6,348)	—	(23,433)
Unallocated income	未分配收入				35,745
Unallocated expenses	未分配開支				(11,471)
Profit for the year	年內溢利				841
Assets	資產				
Segment assets	分部資產	140,854	10,794	—	151,648
Unallocated assets	未分配資產				
— Available-for-sale financial assets	—可供出售金融資產				119,689
— Pledged bank deposits	—抵押銀行存款				65,015
— Cash and cash equivalents	—現金及現金等價物				56,554
— Others	—其他				26,358
Total assets	總資產				419,264
Liabilities	負債				
Segment liabilities	分部負債	75,407	7,168	—	82,575
Unallocated liabilities	未分配負債				11,655
Total liabilities	總負債				94,230
Other information	其他資料				
Interest income	利息收入	397	46	42	485
Interest expense	利息開支	(794)	—	—	(794)
Gain on disposal of available-for-sale financial assets	出售可供出售金融資產收益	865	—	34,822	35,687
Loss on disposal of financial assets at fair value through profit or loss	按公平值計入損益的金融資產出售虧損	(420)	—	—	(420)
Gain on disposal of a subsidiary	出售一間附屬公司收益	767	—	—	767
Share of loss of an associate	應佔一間聯營公司之虧損	(267)	—	—	(267)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(404)	(30)	—	(434)
Amortisation of intangible assets	無形資產攤銷	(120)	(33)	(207)	(360)
Impairment loss on trade receivables	貿易應收款項減值虧損	—	(1,397)	—	(1,397)
Impairment loss on inventories	存貨減值虧損	(278)	—	—	(278)
Written back of trade payables	貿易應付款項撥回	1,315	—	—	1,315
Income tax credit/(expense)	所得稅抵免/(開支)	1,175	(464)	744	1,455
Additions to non-current assets	非流動資產添置	1,196	244	—	1,440
Equity accounted for investment in an associate	應佔一間聯營公司投資的權益	2,733	—	—	2,733

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

6. SEGMENT REPORTING (Continued)

The following is an analysis of the Group's revenue and results, assets and liabilities and other information by reportable and operating segments (continued):

6. 分部報告(續)

以下載列本集團按可呈報經營分部的收益及業績、資產及負債以及其他資料之分析(續):

		Online transaction services 網上交易服務 RMB'000 人民幣千元	Micro financing facilitating services 小額融資中介服務 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Year ended 31 December 2016 (restated)	截至2016年12月31日止年度 (經重列)				
Segment revenue – external	分部收益—外部	30,965	—	—	30,965
Segment results	分部業績	17,270	—	—	17,270
Unallocated income	未分配收入				158,720
Unallocated expenses	未分配開支				(21,363)
Profit for the year	年內溢利				154,627
Assets	資產				
Segment assets	分部資產	224,616	—	—	224,616
Unallocated assets	未分配資產				
— Available-for-sale financial assets	—可供出售金融資產				158,710
— Cash and cash equivalents	—現金及現金等價物				62,721
— Others	—其他				4,015
Total assets	總資產				450,062
Liabilities	負債				
Segment liabilities	分部負債	101,428	—	—	101,428
Unallocated liabilities	未分配負債				26,929
Total liabilities	總負債				128,357
Other information	其他資料				
Interest income	利息收入	579	—	323	902
Gain on disposal of available-for-sale financial assets	出售可供出售金融資產收益	20,184	—	157,831	178,015
Gain on disposal of a subsidiary	出售一間附屬公司收益	151	—	—	151
Gain from a bargain purchase	議價購買收益	372	—	—	372
Deemed gain on disposal of available-for-sale financial assets	出售可供出售金融資產之視作收益	93	—	—	93
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(551)	—	—	(551)
Amortisation of intangible assets	無形資產攤銷	(258)	—	—	(258)
Impairment loss on available-for-sale financial assets	可供出售金融資產減值虧損	(100)	—	—	(100)
Impairment loss on prepayments	預付款項減值虧損	(132)	—	—	(132)
Income tax expense	所得稅開支	(4,518)	—	(17,581)	(22,099)
Additions to non-current assets	非流動資產添置	379	—	—	379

There is no single customer which contributed to 10% or more revenue to the Group's revenue for the year ended 31 December 2017 (2016: nil).

於截至2017年12月31日止年度，概無單一客戶佔本集團收益的10%或以上(2016年：無)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

7. REVENUE, OTHER INCOME AND GAINS

7. 收入、其他收入及收益

Revenue, which is also the Group's turnover, mainly represents the service income from the provision of online transaction services by facilitating transactions between online game operators and online game users, and providing mobile top-up service to mobile subscribers, provision of micro financing facilitating services, provision of financing guarantee service, provision of information technology services and provision of advertising services net of business tax. An analysis of revenue, other income and gains is as follows:

收入亦為本集團的營業額，主要指來自透過促進網上遊戲運營商與網上遊戲用戶間的交易及向手機用戶提供手機話費充值服務來提供網上交易服務、提供小額融資中介服務、提供融資擔保服務、提供信息技術服務及提供廣告及推廣服務(經扣除營業稅)的服務收入。收入、其他收入及收益分析如下：

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Revenue:	收入：		
Provision of online transaction services	提供網上交易服務	11,441	30,560
Provision of micro financing facilitating services	提供小額融資中介服務	13,885	—
Provision of financing guarantee service	提供融資擔保服務	493	—
Provision of information technology services	提供信息技術服務	583	401
Provision of advertising services	提供廣告及推廣服務	11	4
		26,413	30,965
Other income and gains:	其他收入及收益：		
Gain on disposal of available-for-sale financial assets (note 18(c) and (d))	出售可供出售金融資產的收益(附註18(c)及(d))	35,687	178,015
Written back of trade payables	貿易應付款項之撥回	1,315	—
Gain on disposal of a subsidiary (note 40)	出售一間附屬公司的收益(附註40)	767	151
Interest income	利息收入	485	902
Government grants	政府補貼	80	38
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	66	—
Loss on disposal of financial assets at fair value through profit or loss	按公平值計入損益的金融資產出售虧損	(420)	—
Exchange gain	匯兌收益	—	728
Deemed gain on disposal of available-for-sale financial assets (note 39(b))	視作出售可供出售金融資產的收益(附註39(b))	—	93
Others	其他	73	56
		38,053	179,983

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

8. FINANCE COSTS

8. 融資成本

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Interest on bank borrowings	銀行借款利息	794	—

9. (LOSS)/PROFIT BEFORE INCOME TAX CREDIT/(EXPENSE)

9. 除所得稅抵免/(開支)前(虧損)/溢利

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

本集團除所得稅抵免/(開支)前(虧損)/溢利經扣除下列各項後得出：

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	434	551
Amortisation of intangible assets	無形資產攤銷	360	258
Impairment loss on available-for-sale financial assets	可供出售金融資產減值虧損	—	100
Impairment loss on prepayments	預付款減值虧損	—	132
Impairment loss on inventories (note 23)	存貨減值虧損(附註23)	278	—
Impairment loss on trade receivables (note 21)	貿易應收款項減值虧損(附註21)	1,397	—
Minimum lease payments under operating leases for buildings	樓宇經營租賃的最低租金	1,476	719
Development costs (note (a))	開發成本(附註(a))	11,344	7,782
Employee benefit expenses (including directors' remuneration (note 10))	僱員福利開支 (包括董事薪酬(附註10))		
Wages and salaries	工資及薪金	22,784	11,807
Pension scheme contributions	退休金計劃供款	2,353	1,296
Auditor's remuneration	審計師薪酬	556	501

Note:

附註：

(a) Development costs mainly comprise staff costs RMB11,103,000 for the year ended 31 December 2017 (2016: RMB5,122,000), which are also included in the employee benefit expenses disclosed separately above. The Group did not capitalise any development costs for the year ended 31 December 2017 (2016: nil).

(a) 開發成本主要包括員工成本，截至2017年12月31日止年度為人民幣11,103,000元(2016年：人民幣5,122,000元)，亦計入上文個別披露的僱員福利開支內。截至2017年12月31日止年度，本集團並無將任何開發成本撥充資本(2016年：無)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

10. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to the GEM Listing Rules and Section 383 of the Hong Kong Companies Ordinance, (Cap. 622) and the Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) is as follows:

10. 董事薪酬

根據GEM上市規則及香港公司條例(第622章)第383條及公司(披露董事利益資料)規則(第622G章)所披露,董事於本年度的薪酬如下:

		Salaries, allowance and benefit in kinds*	Pension scheme contributions	Total	
	Fee	薪金、津貼及 實物利益*	退休金計劃 供款	總計	
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Year ended 31 December 2017	截至2017年 12月31日止年度				
<i>Executive directors</i>	<i>執行董事</i>				
Mr. Sun	孫先生	—	255	38	293
Mr. Tang Bin	唐斌先生	—	255	38	293
<i>Non-executive directors</i>	<i>非執行董事</i>				
Mr. Wei	魏先生	—	—	—	—
Mr. Lan Xi	蘭希先生	—	—	—	—
Mr. Li Jianguang	李建光先生	—	—	—	—
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>				
Mr. Hou Dong	侯東先生	67	—	—	67
Mr. He Qinghua	何慶華先生	67	—	—	67
Mr. Yang Haoran	楊浩然先生	50	—	—	50
		184	510	76	770
Year ended 31 December 2016	截至2016年 12月31日止年度				
<i>Executive directors</i>	<i>執行董事</i>				
Mr. Sun	孫先生	—	253	34	287
Mr. Tang Bin	唐斌先生	—	254	34	288
<i>Non-executive directors</i>	<i>非執行董事</i>				
Mr. Wei	魏先生	—	—	—	—
Mr. Lan Xi	蘭希先生	—	—	—	—
Mr. Li Jianguang	李建光先生	—	—	—	—
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>				
Mr. Hou Dong	侯東先生	72	—	—	72
Mr. He Qinghua	何慶華先生	72	—	—	72
Mr. Yang Haoran	楊浩然先生	54	—	—	54
		198	507	68	773

* These are in connection with the management of the affairs of the Company and its subsidiaries.

* 與本公司及其附屬公司之管理事務有關。

There was no arrangement under which a director waived or agreed to waive any remuneration during the year ended 31 December 2017 (2016: nil).

於截至2017年12月31日止年度內,概無董事放棄或同意放棄任何薪酬的安排(2016年:無)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

11. FIVE HIGHEST PAID EMPLOYEES

During the year ended 31 December 2017, two (2016: none) of the five highest paid employees were directors of the Company. Details of the remuneration of the remaining three (2016: five) highest paid employees of the Group are as follows:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	1,176	2,283
Pension scheme contributions	退休金計劃供款	193	143
		1,369	2,426

The remuneration of all the five highest paid employees fell within the band of nil to Hong Kong Dollar ("HK\$") 1,000,000 for each of the reporting periods.

During the years ended 31 December 2017 and 2016, no remuneration was paid by the Group to the directors or any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office. None (2016: none) of the persons, who were directors, waived or agreed to waive any emoluments during the year.

11. 五名最高薪僱員

於截至2017年12月31日止年度，五名最高薪僱員中兩名人員(2016年：無)為本公司董事。本集團其餘三名(2016年：五名)最高薪僱員的薪酬詳情如下：

於各報告期間，五名最高薪僱員的薪酬介乎零至1,000,000港元(「港元」)的範圍。

於截至2017年及2016年12月31日止年度期間，本集團概無向董事或任何五名最高薪僱員支付酬金，作為加入本集團時或加入之後的獎勵或離職補償。於本年度，概無(2016年：無)身為董事的人員放棄或同意放棄任何酬金。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

12. INCOME TAX (CREDIT)/EXPENSE

Taxes on profits assessable in the PRC have been calculated at the applicable tax rates, based on existing legislation, interpretations and practices in respect thereof.

Pursuant to the relevant laws and regulations in the PRC, the PRC enterprise income tax rate of all the PRC subsidiaries, except for Shenzhoufu Software (see note (a) below), was 25% on their taxable profits for the years ended 31 December 2017 and 2016.

The Group is not subject to any taxation under the jurisdiction of the Cayman Islands during the year ended 31 December 2017 (2016: nil). No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the year ended 31 December 2017 (2016: nil).

The amount of income tax (credit)/expense charged to the consolidated statement of comprehensive income represents:

12. 所得稅(抵免)/開支

中國應課稅溢利稅項乃根據相關現行法例、詮釋及慣例為基準按適用稅率計算。

根據中國相關法律及法規，截至2017年及2016年12月31日止年度，所有中國附屬公司(不包括神州付軟件(見下文附註(a))的中國企業所得稅稅率均按其應課稅溢利的25%計算。

本集團於截至2017年12月31日止年度毋須繳納開曼群島司法權區任何稅項(2016年：無)。由於本集團於截至2017年12月31日止年度並無在香港產生任何應課稅溢利，故概無作出香港利得稅撥備(2016年：無)。

在綜合全面收益表內扣除的所得稅(抵免)/開支金額指：

		2017	2016
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current tax — PRC enterprise income tax	即期稅項 — 中國企業所得稅		
— tax for the year	— 年內稅項	751	20,993
— Over provision in respect of prior year	— 上一年度超額撥備	(1,274)	—
		(523)	20,993
Deferred tax (note 31)	遞延稅項(附註31)	(932)	1,106
Income tax (credit)/expense	所得稅(抵免)/開支	(1,455)	22,099

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

12. INCOME TAX (CREDIT)/EXPENSE (Continued)

12. 所得稅(抵免)/開支(續)

The income tax (credit)/expense for the year can be reconciled to the Group's (loss)/profit before income tax (credit)/expense per the consolidated statement of comprehensive income as follows:

本集團於本年度的所得稅(抵免)/開支與綜合全面收益表內的除所得稅(抵免)/開支前(虧損)/溢利對賬如下：

	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
(Loss)/profit before income tax (credit)/expense 除所得稅(抵免)/開支前(虧損)/溢利	(614)	176,726
Tax on profit before income tax expense, calculated at 25% (2016: 25%) 除所得稅開支前溢利的稅項，按25%計算(2016年：25%)	(153)	44,181
Effect of different tax rates in other jurisdictions 其他司法權區不同稅率的影響	392	(5)
Tax effect of non-deductible expenses 不可扣稅開支的稅務影響	3,888	1,044
Tax losses not recognised 未確認稅務虧損	4,263	1,179
Tax effect of non-taxable income 毋須課稅收入的稅務影響	(7,691)	(40,104)
Income tax on concession rate (note (a)) 按優惠稅率計算的所得稅(附註(a))	—	(1,777)
Withholding tax arising on undistributed profits in a subsidiary (note (b)) 附屬公司未分派溢利產生的預扣稅(附註(b))	(880)	1,106
Over-provision in respect of prior year 上一年度超額撥備	(1,274)	—
Capital gain tax (note (c)) 資本增值稅(附註(c))	—	16,475
Income tax (credit)/expense 所得稅(抵免)/開支	(1,455)	22,099

Notes:

- [a] Shenzhoufu Software successfully obtained the "National High Technology Enterprise" status as at 30 October 2014 and renewed on 6 December 2017, and this qualification is valid for another 3 years starting from 2017 and the applicable PRC enterprise income tax rate was 15% for the year ended 31 December 2017 (2016: 15%).
- [b] Pursuant to the relevant laws and regulations in the PRC, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. Accordingly, Shenzhoufu Software, being a wholly foreign-owned enterprise established in the PRC, is liable to a 10% withholding tax on its accumulated undistributed profits as determined in accordance with the PRC accounting rules and regulations.

附註：

- [a] 神州付軟件於2014年10月30日成功取得「國家高新技術企業」稱號並於2017年12月6日續新，資格有效期由2017年起為期三年，截至2017年12月31日止年度，其適用的中國企業所得稅稅率為15%（2016年：15%）。
- [b] 根據中國相關法律及法規，於中國成立的外資企業向外國投資者宣派的股息須徵繳10%預扣稅。倘中國與外國投資者所在司法權區訂有稅務條約，則較低的預扣稅率可能適用。因此，神州付軟件（為一間於中國成立的外商獨資企業）須就根據中國會計規則及條例所釐定的累積未分派溢利繳付10%預扣稅。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

12. INCOME TAX (CREDIT)/EXPENSE (Continued)

Notes: (Continued)

- (c) Pursuant to the relevant laws and regulations in the PRC, a transfer of a foreign company that holds the equity interest in an underlying China tax resident enterprise is subject to PRC Enterprise Income Tax. The applicable tax rate was 10%.

13. DIVIDEND

No dividend was proposed or paid during the years ended 31 December 2017 and 2016.

14. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the profit for the year attributable to owners of the Company and the weighted average of 480,000,000 ordinary shares (2016: 480,000,000) of the Company.

No diluted earnings per share is presented as there were no potential ordinary shares in issue during the year ended 31 December 2017 (2016: nil).

12. 所得稅(抵免)/開支(續)

附註:(續)

- (c) 根據中國相關法律及法規，轉讓持有相關中國稅務居民企業權益的外資公司須繳納中國企業所得稅。適用稅率為10%。

13. 股息

於截至2017年及2016年12月31日止年度概無建議或派付任何股息。

14. 每股盈利

每股基本盈利乃基於本公司擁有人應佔年度溢利及加權平均數480,000,000股普通股(2016年: 480,000,000股)計算。

截至2017年12月31日止年度並無潛在普通股發行，故並未呈列每股攤薄盈利(2016年: 無)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Office equipment 辦公室設備 RMB'000 人民幣千元	Computer equipment 電腦設備 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
31 December 2017	於2017年12月31日				
Cost:	成本：				
At 1 January 2017	於2017年1月1日	265	3,106	1,193	4,564
Additions	添置	—	243	1,197	1,440
Disposal	出售	—	(7)	(448)	(455)
Disposed through disposal of subsidiary (note 40(a))	透過出售附屬公司而 出售(附註40(a))	—	(35)	—	(35)
At 31 December 2017	於2017年12月31日	265	3,307	1,942	5,514
Accumulated depreciation:	累計折舊：				
At 1 January 2017	於2017年1月1日	243	2,040	776	3,059
Charge for the year	年內扣除	4	325	105	434
Eliminated on disposals	出售時對銷	—	(9)	(376)	(385)
At 31 December 2017	於2017年12月31日	247	2,356	505	3,108
Net book value:	賬面淨值：				
At 31 December 2017	於2017年12月31日	18	951	1,437	2,406
31 December 2016	2016年12月31日				
Cost:	成本：				
At 1 January 2016	於2016年1月1日	260	2,895	1,193	4,348
Additions	添置	5	180	—	185
Acquired through business combination (note 39(b))	透過業務合併收購 (附註39(b))	—	35	—	35
Disposed through disposal of subsidiary (note 40(b))	透過出售附屬公司 而出售(附註40(b))	—	(4)	—	(4)
At 31 December 2016	於2016年12月31日	265	3,106	1,193	4,564
Accumulated depreciation:	累計折舊：				
At 1 January 2016	於2016年1月1日	242	1,688	579	2,509
Charge for the year	年內扣除	1	353	197	551
Eliminated on disposals	出售時對銷	—	(1)	—	(1)
At 31 December 2016	於2016年12月31日	243	2,040	776	3,059
Net book value:	賬面淨值：				
At 31 December 2016	於2016年12月31日	22	1,066	417	1,505

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

16. INTANGIBLE ASSETS

16. 無形資產

Computer software
電腦軟件
RMB'000
人民幣千元

31 December 2017	2017年12月31日	
Cost:	成本：	
At 1 January 2017	於2017年1月1日	5,357
Disposed through disposal of subsidiary (note 40(a))	透過出售附屬公司而出售(附註40(a))	(2,074)
At 31 December 2017	於2017年12月31日	3,283
Accumulated depreciation:	累計折舊：	
At 1 January 2017	於2017年1月1日	2,355
Charge for the year	年內扣除	360
Eliminated on disposal (note 40(a))	出售時對銷(附註40(a))	(208)
At 31 December 2017	於2017年12月31日	2,507
Net book value:	賬面淨值：	
At 31 December 2017	於2017年12月31日	776
31 December 2016	2016年12月31日	
Cost:	成本：	
At 1 January 2016	於2016年1月1日	4,559
Additions	添置	194
Acquired through business combination (note 39(b))	透過業務合併收購(附註39(b))	2,074
Disposed through disposal of subsidiary (note 40(b))	透過出售附屬公司而出售(附註40(b))	(1,470)
At 31 December 2016	於2016年12月31日	5,357
Accumulated depreciation:	累計折舊：	
At 1 January 2016	於2016年1月1日	2,428
Charge for the year	年內扣除	258
Eliminated on disposal	出售時對銷	(331)
At 31 December 2016	於2016年12月31日	2,355
Net book value:	賬面淨值：	
At 31 December 2016	於2016年12月31日	3,002

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

17. INVESTMENTS IN SUBSIDIARIES

17. 於附屬公司的投資

The particulars of the Company's principal subsidiaries as at 31 December 2017 are as follows:

於2017年12月31日本公司主要附屬公司之詳情如下：

Name 名稱	Place and date of incorporation 註冊成立地點及日期	Issued and fully paid share capital/registered capital 已發行及繳足股本/註冊資本	Attributable equity interests held by the Company 本公司所持應佔股本權益		Place of operation and principal activities 經營地點及主要業務
			Direct 直接	Indirect 間接	
Shen Zhou Xing Limited ("Shen Zhou Xing") 神州行有限公司 (「神州行」)	Hong Kong, 19 May 2008 香港·2008年5月19日	Issued and fully paid HK\$1 for 1 ordinary share 已發行及繳足股本 1股1港元普通股	100%	—	Investment holding in Hong Kong 於香港投資控股
Shenzhoufu Software ¹ 神州付軟件 ¹	PRC, 3 July 2008 中國·2008年7月3日	Registered capital of RMB110,906,740 註冊資本人民幣 110,906,740元	—	100%	Provision of consulting and technical supporting services to group companies in the PRC 於中國向集團公司提供 諮詢及技術支援服務
Beijing TJYL ² 北京天機移聯 ²	PRC, 1 July 2005 中國·2005年7月1日	Registered capital of RMB10,000,000 註冊資本人民幣 10,000,000元	—	100%	Provision of online transaction services in the PRC 於中國提供網上交易服務
Beijing Shenzhoufu ² 北京神州付 ²	PRC, 25 May 2011 中國·2011年5月25日	Registered capital of RMB10,000,000 註冊資本人民幣 10,000,000元	—	100%	Provision of online transaction services in the PRC 於中國提供網上交易服務
Beijing Youxiping ² 北京遊戲瓶 ²	PRC, 2 August 2012 中國·2012年8月2日	Registered capital of RMB10,000,000 註冊資本人民幣 10,000,000元	—	100%	Profit sharing with online game operators and provision of advertising services in the PRC 分佔網上遊戲運營商溢利及 在中國提供廣告及推廣服務
Prajna Technology Limited ("Prajna Technology") Prajna Technology Limited (「Prajna Technology」)	British Virgin Islands ("BVI"), 30 April 2015 英屬處女群島 (「英屬處女群島」), 2015年4月30日	Issued and fully paid United States Dollar ["US\$"] 1 ordinary share 已發行及繳足股本 1美元(「美元」)普通股	100%	—	Investment holding 投資控股
Joy Credit ³ Joy Credit ³	Cayman Islands, 3 February 2015 開曼群島, 2015年2月3日	Issued and fully paid US\$9,460 ordinary shares 已發行及繳足股本 9,460美元普通股	—	70.4% (2016: 48.52%)	Investment holding 投資控股
Lexiang Online Net Limited ⁴ 樂享在線網絡有限公司 ⁴	Hong Kong, 16 February 2015 香港·2015年2月16日	Issued and fully paid HK\$1 ordinary share 已發行及繳足股本 1港元普通股	—	70.4% (2016: 48.52%)	Investment holding 投資控股
Wanlefu Software Technology Limited ⁵ 玩樂付軟件科技 有限公司 ⁵	PRC, 11 September 2015 中國·2015年9月11日	Issued and fully paid US\$1,950,000 ordinary shares 已發行及繳足股本 1,950,000美元普通股	—	70.4% (2016: 48.52%)	Investment holding 投資控股

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

17. INVESTMENTS IN SUBSIDIARIES (Continued) 17. 於附屬公司的投資(續)

Name 名稱	Place and date of incorporation 註冊成立地點及日期	Issued and fully paid share capital/registered capital 已發行及繳足股本/註冊資本	Attributable equity interests held by the Company and principal activities 本公司所持應佔股本權益 經營地點及主要業務		Place of operation and principal activities 經營地點及主要業務
			Direct 直接	Indirect 間接	
Wanlefu Technology ²	PRC, 25 November 2014	Registered capital of RMB1,350,000	—	66.60% (2016: 63.10%)	Provision of promotion and distribution services of online game products for online game operators
玩樂付科技 ²	中國·2014年11月25日	註冊資本 人民幣1,350,000元			為網上遊戲運營商提供網絡遊戲 產品的推廣及分銷服務
Shenzhou Net Technology Limited 神州網絡科技有限公司	Hong Kong, 3 June 2016 香港·2016年6月3日	Issued and fully paid HK\$1 ordinary share 已發行及繳足股本 1港元普通股	—	100%	Investment holding 投資控股
Xinjiang Nine Domain ² 新疆九域 ²	PRC, 6 April 2017 中國·2017年4月6日	Registered capital of RMB30,000,000 註冊資本人民幣30,000,000元	—	100%	Investment holding 投資控股
Beijing Kuaihuika ^{2,6} 北京快惠卡 ^{2,6}	PRC, 25 December 2015 中國·2017年12月25日	Registered capital of RMB1,000,000 註冊資本人民幣1,000,000元	—	51%	Provision of micro financing facilitating services in the PRC 於中國提供小型融資中介服務
Shenzhen Huisantong ^{2,7} 深圳匯三通 ^{2,7}	PRC, 7 July 2015 中國·2015年7月7日	Registered capital of RMB5,000,000 註冊資本人民幣5,000,000元	—	51%	Investment holding 投資控股

Notes:

1. Shenzhou Software, a 100% directly owned subsidiary of Shen Zhou Xing, is registered as a wholly foreign-owned enterprise under the laws of the PRC.
2. Interests existed by virtue of certain contractual arrangements as described in note 5(e).
3. On 29 August 2017, Prajna Technology acquired 20,700,000 ordinary shares of US\$0.0001 par value per share of Joy Credit from a non-controlling shareholder, at cash consideration of approximately US\$396,000 (equivalent to RMB 2,632,000). After that, the Group's equity interest in Joy Credit increased from 48.52% to 70.4%.

附註:

1. 神州付軟件為神州行的直接全資附屬公司，根據中國法律註冊為外商獨資企業。
2. 藉附註5(e)所述的若干合約安排擁有權益。
3. 於2017年8月29日，Prajna Technology以現金代價約396,000美元(相當於人民幣2,632,000元)自一名非控股股東手中購得Joy Credit的每股面值0.0001美元的20,700,000股普通股。此後，本集團於Joy Credit的股權由48.52%上升至70.4%。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

17. INVESTMENTS IN SUBSIDIARIES (Continued)

Notes: (Continued)

4. Lexiang Online Net Limited is a 100% directly owned subsidiary of Joy Credit.
5. Wanlefu Software Technology Limited, a 100% directly owned subsidiary of Lexiang Online Net Limited, is registered as limited company under the laws of the PRC.
6. On 1 January 2017, 60% equity interests of Beijing Kuaihuika was acquired by Beijing Youxiping. See note 39(a) for further details. In July and August 2017, the Group's equity interests in Beijing Kuaihuika was diluted by 9% due to capital injection from two independent non-controlling individual shareholders by RMB490,000, of which, RMB80,000 was outstanding and recognised as other receivables as at 31 December 2017, and Beijing Kuaihuika became 51% owned subsidiary of Beijing Youxiping.
7. Shenzhen Huisantong is a 100% directly owned subsidiary of Beijing Kuaihuika.
8. The above table lists out the principal subsidiaries of the Company as at 31 December 2017 which, in the opinion of the directors, principally affected the results for the year or form a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

17. 於附屬公司的投資(續)

附註：(續)

4. 樂享在線網絡有限公司為Joy Credit的直接全資附屬公司。
5. 玩樂付軟件科技有限公司為樂享在線網絡有限公司的全資附屬公司，根據中國法律註冊為有限公司。
6. 於2017年1月1日，北京遊戲瓶收購北京快惠卡60%股權。有關更多詳情，請參閱附註39(a)。於2017年7月及8月，本集團於北京快惠卡的股權由於兩名獨立非控股個人股東注資人民幣490,000元而攤薄9%，其中人民幣80,000元尚未償還，並於2017年12月31日確認為其他應收款項，而北京快惠卡成為北京遊戲瓶擁有51%權益之附屬公司。
7. 深圳匯三通為北京快惠卡的直接全資附屬公司。
8. 上述附表載述本公司截至二零一七年十二月三十一日之主要附屬公司。董事認為，該等公司對本年度業績起著重要影響或構成本集團大部分之資產淨值。董事認為，若詳述其他附屬公司將導致提供之資料過於冗長。

18. AVAILABLE-FOR-SALE FINANCIAL ASSETS

18. 可供出售金融資產

		2017	2016
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Unlisted equity securities, at cost (notes (a), (b), (d) and (e))	非上市股本證券，按成本 (附註(a)、(b)、(d)及(e))	51,839	30,280
Listed equity security, at fair value (note (c))	上市股本證券，按公平值 (附註(c))	84,994	144,006
		136,833	174,286
Less: Provision of impairment loss	減：減值虧損撥備	—	(100)
		136,833	174,186

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

18. AVAILABLE-FOR-SALE FINANCIAL ASSETS (Continued)

Notes:

- (a) The amount represents investment in 13 (2016: 10) private companies in the PRC, which are engaged in Bitcoin trading, social communication, development of Blockchain technology and cryptocurrency, IT system development, peer-to-peer lending service platform, online media platform, virtual currencies mining, retailing business, and investment holding business in the PRC. The unlisted available-for-sale equity securities are measured at cost less impairment at each reporting date because the range of reasonable fair value estimates is so significant. Accordingly, the directors of the Company are of the opinion that fair value cannot be reliably measured. The directors of the Company have no intention to dispose of the available-for-sale financial assets at the end of reporting period.
- (b) As at 31 December 2015, the Group's strategic unlisted equity investments included 25.9% equity interests in Leyu Limited ("Leyu") and 20% equity interests in Aiqiqi Information. These companies are not accounted for using equity method as the Group did not have significant influence over these companies, evidenced by the lack of any direct or indirect involvement at board level, and were accounted for as available-for-sale financial assets. During the period from 1 January 2016 to 31 October 2016, the Group's equity interest in Leyu is diluted from 25.9% to 21.62% since Leyu has introduced new investors. As at 31 December 2016 and 2017, as a result of disposal of available-for-sale financial assets as further described in notes 18(c) and 39(b), the Group held less than 20% equity interests in any available-for-sale financial assets.
- (c) On 31 October 2016, Prajna Technology, a wholly-owned subsidiary of the Company, together with Starshine Global Investment Limited, Sanbao Star Limited, Mr. Zhang Jinghua and Mr. Wang Lisong, which are other existing shareholders of Leyu (collectively referred to as the "Sellers") entered into a sale and purchase agreement ("Agreement") with Chong Sing Holdings FinTech Group Limited ("Chong Sing") (previously known as "Credit China FinTech Holdings Limited"), a company listed on the GEM of the Stock Exchange and Marvel Paradise Group Limited ("Purchaser"), a wholly-owned subsidiary of the Credit China. Pursuant to the Agreement, the Sellers conditionally agreed to sell and the Purchaser conditionally agreed to purchase 48% of the entire issued share capital of Leyu and its subsidiaries (together the "Leyu Group").

18. 可供出售金融資產(續)

附註：

- (a) 該金額指於中國十三間(2016年：十間)私營公司之投資，有關公司在中國從事比特幣交易、社會通訊、區塊鏈技術及加密貨幣開發、IT系統開發、P2P借貸服務平台、網絡媒體平台、虛擬貨幣採礦、零售業務及投資控股業務。非上市可供出售股本證券於各報告日期按成本減減值計量，乃由於公平值合理估計範圍幅度甚大。為此，本公司董事認為其公平值不能可靠計量。於報告期末，本公司董事無意出售可供出售金融資產。
- (b) 於2015年12月31日，本集團的策略性非上市權益投資為持有Leyu Limited(「Leyu」)的25.9%權益及持有愛企奇信息20%權益。因本集團對其董事會缺乏任何直接或間接參與，因此對該等公司並無重大影響力，故該等公司未使用權益法入賬，而入賬列作可供出售金融資產。於2016年1月1日至2016年10月31日期間，由於Leyu引入新投資者，本集團於Leyu的權益自25.9%攤薄至21.62%。於2016年及2017年12月31日，由於出售可供出售金融資產(如附註18(c)及39(b)進一步所述)，本集團於任何可供出售金融資產中持有20%以下的權益。
- (c) 於2016年10月31日，本公司的全資附屬公司Prajna Technology連同Leyu的其他現有股東Starshine Global Investment Limited、Sanbao Star Limited、張敬華先生及王力松先生(統稱「賣方」)與中新控股科技集團有限公司(「中新」)(前稱「中國信貸科技控股有限公司」)(一間於聯交所GEM上市的公司)及中國信貸的全資附屬公司Marvel Paradise Group Limited(「買方」)訂立買賣協議(「協議」)。根據該協議，賣方有條件同意出售，而買方有條件同意購買Leyu及其附屬公司(統稱「Leyu集團」)全部已發行股本的48%權益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

18. AVAILABLE-FOR-SALE FINANCIAL ASSETS (Continued)

Notes: (Continued)

(c) (Continued)

In accordance with the Agreement, the Group disposed of approximately 11.62% of the entire issued share capital of Leyu Group at total consideration of approximately RMB193,681,000, of which 40% is settled by cash including approximately RMB28,407,000 and US\$7,231,000, and the remaining consideration are settled by issuing of 172,896,102 shares (the "Consideration Shares") of Chong Sing, at an issue price of HK\$0.7681 per share. All were settled during the year ended 31 December 2016. For details of the transactions, please refer to the respective announcements of the Company dated 31 October 2016 and 21 November 2016 and the circular of the Company dated 25 November 2016.

As at 14 December 2016, being the completion date, the fair value of the Consideration Shares was approximately RMB109,290,000 at market quoted price of HK\$0.71 per share, and the fair value of total consideration was approximately RMB187,856,000. Upon the completion of the transactions, the Group effectively held 10% equity interests in Leyu Group, and 0.80% of the enlarged issued share capital of Chong Sing, and the Group recognised a gain of disposal of available-for-sale financial asset of approximately RMB178,015,000 in profit or loss during the year ended 31 December 2016.

During the year ended 31 December 2017, the Group disposed of a total of 124,936,000 shares of Chong Sing at cash consideration of RMB113,795,000, of which all was settled in the year. The Group recognised a gain of disposal of available-for-sale financial asset of approximately RMB34,822,000 in profit or loss, and reclassified investment revaluation reserve of RMB18,777,000 to profit or loss upon the disposal.

(d) On 12 May 2017, the Group disposed an unquoted available-for-sale financial asset which was principally engaged in software development, at cash consideration of RMB3,865,000. The consideration was fully settled and the Group recognised a gain on disposal of RMB865,000 in profit or loss.

(e) On 9 August 2017, the Group entered into two agreements with an independent company for investing a virtual currencies mining fund (the "Fund"). An independent fund managing company (the "Fund Manager") is engaged in managing the operation of virtual currencies mining. Pursuant to the agreements, the Group agreed to invest, in total, RMB12,000,000, representing 23.3% non-voting right of the Fund. Any investment income from production of virtual currencies would be distributed to the Group in accordance with the percentage of interest in the Fund. The Group did not have significant influence over this company, evidenced by (i) the instrument does not give the Group any voting power regarding the financial and operating activities of the Fund and (ii) the lack of any direct or indirect involvement at board level, in particular the financial and operating policy decisions of the Fund, and no right to appoint or remove the Fund Manager, and the investment was therefore accounted for the investment as available-for-sale financial asset.

18. 可供出售金融資產(續)

附註：(續)

(c) (續)

根據該協議，本集團出售 Leyu 集團全部已發行股本的約 11.62%，總代價約為人民幣 193,681,000 元，其中 40% 以現金結算，當中包括約人民幣 28,407,000 元及 7,231,000 美元，餘下代價由發行中新的 172,896,102 股股份（「代價股份」）（每股發行價為 0.7681 港元）結算。截至 2016 年 12 月 31 日止年度已全部結清。有關交易之詳情，請參閱本公司日期分別為 2016 年 10 月 31 日及 2016 年 11 月 21 日之公告以及本公司日期為 2016 年 11 月 25 日之通函。

於 2016 年 12 月 14 日（即完成日），代價股份的公平值約為人民幣 109,290,000 元，每股市場報價 0.71 港元，總代價公平值約為人民幣 187,856,000 元。於交易完成後，本集團將實際持有 Leyu 集團 10% 的權益，及中新經擴大已發行股本的 0.80%，且本集團於損益賬中確認截至 2016 年 12 月 31 日止年度的出售可供出售金融資產收益約人民幣 178,015,000 元。

截至 2017 年 12 月 31 日止年度，本集團以現金代價人民幣 113,795,000 元出售中新合共 124,936,000 股股份，其中全部於年內結算。本集團於損益中確認可供出售金融資產收益約人民幣 34,822,000 元，並於出售時於損益賬中重新分類投資重估儲備人民幣為 18,777,000 元。

(d) 於 2017 年 5 月 12 日，本集團以現金代價人民幣 3,865,000 元出售主要從事軟件開發的無上市可供出售金融資產。代價已全部結清且本集團於損益賬中確認出售收益為人民幣 865,000 元。

(e) 於 2017 年 8 月 9 日，本集團為投資虛擬貨幣礦業基金（「該基金」）與一間獨立公司訂立兩項協議。一間獨立基金管理公司（「基金經理」）負責管理虛擬貨幣礦業運營。根據該協議，本集團同意總共投資人民幣 12,000,000 元，佔該基金無投票權的 23.3%。任何來自生產虛擬貨幣的投資收入將根據基金利息的百分比分配予本集團。由於 (i) 該工具並未授予本集團有關基金融資及運營活動的任何投票權及 (ii) 缺乏董事會層面的任何直接或間接參與，尤其是在該基金的財務及經營政策決策，且無權委任或解聘基金經理，本集團對該公司並無重大影響力，故該投資被列為可供出售金融資產投資。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

19. INTEREST IN AN ASSOCIATE

19. 於一間聯營公司權益

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Share of net assets of an associate	分佔一間聯營公司淨資產	1,248	—
Goodwill	商譽	1,485	—
		2,733	—

The Group acquired 30% equity interest in Zhuhai Aerfaniu Technology Limited for a cash consideration of RMB3,000,000 on 24 March 2017. Details of the Group's associate at 31 December 2017 are as follow:

本集團於2017年3月24日以人民幣3,000,000元之現金代價收購珠海阿爾法牛科技有限公司的30%權益。本集團聯營公司於2017年12月31日之詳情如下：

Name 名稱	Place of incorporation, operation and principal activity 註冊成立、營運及主要活動地點	Percentage of ownership interests/ voting rights/profit share 擁有人權益/股票權/分佔溢利百分比
Zhuhai Aerfaniu Technology Limited 珠海阿爾法牛科技有限公司	Quantitative Trading in the PRC 於中國進行量化交易	30%

Summarised financial information of the associate, adjusted for any difference in accounting policies:

聯營公司之概述財務資料，就會計政策之任何差異調整：

		2017 RMB'000 人民幣千元
As at 31 December	於12月31日	
Current assets	流動資產	4,125
Non-current assets	非流動資產	48
Current liabilities	流動負債	(13)
Non-current liabilities	非流動負債	—
Net assets	淨資產	4,160
Group's share of the net assets of the associate	本集團分佔聯營公司淨資產	1,248
Period from 24 March to 31 December	自3月24日至12月31日止期間	
Revenue	收益	—
Loss for the period	期內虧損	(890)
Other comprehensive income for the period	期內其他全面收入	—
Total comprehensive income for the period	期內全面收入總額	(890)
Dividends received from associate	收取聯營公司股息	—
Group's share of the results of the associate	本集團分佔聯營公司業績	(267)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

20. GOODWILL

20. 商譽

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
At 1 January	於1月1日	—	—
Acquired through business combination (note 39(a))	透過業務合併收購(附註39(a))	509	—
At 31 December	於12月31日	509	—

Goodwill arose from a business combination of Beijing Kuaihuika during the year ended 31 December 2017 (note 39(a)).

The recoverable amount of the goodwill has been determined from a value-in-use calculation based on cash flow projections from formally approved budgets covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3% (2016: nil).

商譽產生自於截至2017年12月31日止年度北京快惠卡之業務合併(附註39(a))。

商譽的可收回款項已根據五年期正式批准預算估計的現金流量計算使用價值而釐定。超出五年期的現金流量使用估計加權平均增長率3%(2016年:無)推算。

		2017	2016
Discount rate	貼現率	15%	N/A 不適用
Operating margin*	經營利潤率*	8%–25%	N/A 不適用
Growth rate within the five-year period	五年期內增長率	10%–50%	N/A 不適用

* defined as profit before income tax expense divided by revenue

The discount rate is pre-tax and reflects specific risks relating to Beijing Kuaihuika. The operating margin and growth rate within the five-year period were determined based on management expectation and the result of the market research and prediction.

* 計算方法為除所得稅前溢利除以收益

貼現率尚未扣除稅項，且反映有關北京快惠卡的具體風險。經營利潤率及五年期內增長率乃根據管理層預計及市場調查及預計結果釐定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

21. TRADE RECEIVABLES

21. 貿易應收款項

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Trade receivables from:	應收下列人士的貿易應收款項：		
– Third parties	– 第三方	2,170	8,685
Less: provision for impairment on trade receivables	減：貿易應收款項減值撥備	(1,397)	—
		773	8,685

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

本集團一般情況下並不給予客戶信貸期。就享有信貸期的少數客戶而言，信貸期一般為90天。本集團致力嚴格控制尚未收回應收款項以盡量減低信貸風險。所有貿易應收款項均為免息。

The aging analysis of trade receivables (net of impairment losses) based on transaction date are as follows:

貿易應收款項(扣除減值虧損)基於交易日的賬齡分析如下：

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
0 to 3 months	0至3個月	773	8,685
3 to 6 months	3至6個月	—	—
6 months to 1 year	6個月至1年	—	—
1 to 2 years	1至2年	—	—
		773	8,685

The analysis of the Group's trade receivables that were past due but not impaired as at the end of each of the reporting periods is as follows:

於各報告期末，本集團之逾期但尚未減值之貿易應收款項的分析如下：

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Neither past due nor impaired [note (a)]	既未逾期亦未減值(附註(a))	773	8,685

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

21. TRADE RECEIVABLES (Continued)

Movements in provision for impairment of trade receivables are as follows:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
At beginning of the year	於年初	—	—
Impairment loss recognised	確認減值虧損	1,397	—
At the end of the year	於年末	1,397	—

Note:

- (a) The balances that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

The Group recognised impairment loss on individual assessment based on the accounting policy stated in note 4(h)(ii).

21. 貿易應收款項(續)

貿易應收款項減值撥備變動如下：

	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
At beginning of the year	—	—
Impairment loss recognised	1,397	—
At the end of the year	1,397	—

附註：

- (a) 未逾期及未減值的結餘與近期並無拖欠記錄的大量客戶有關。

本集團根據附註4(h)(ii)所列的會計政策對個別評估確認減值虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

22. 預付款、按金及其他應收款項

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Prepayments in respect of online transaction services (note (a))	線上交易服務預付款(附註(a))	52,653	58,354
Other prepayments	其他預付款	5,179	2,600
Advances to an investment classified as available-for-sale financial asset and its fellow subsidiaries (note (b))	分類為可供出售金融資產及其同系附屬公司之投資墊款(附註(b))	—	9,101
Advances to independent third parties (note (c))	獨立第三方墊款(附註(c))	34,101	—
Other receivables (note (d))	其他應收款項(附註(d))	29,797	5,023
Deposits	按金	83	3
		121,813	75,081
Less: Prepayments for acquisition of property, plant and equipment	減：收購物業、廠房及設備之預付款項	(1,679)	—
Long-term prepayments	長期預付款項	(3,500)	(2,600)
		116,634	72,481

Notes:

- (a) The Group's prepayments were prepayments to online game operators and distributors of telecommunication companies in amount of RMB52,653,000 as at 31 December 2017 (2016: RMB58,354,000).
- (b) The advances are unsecured, interest-free and repayable on demand.
- (c) The advances are repayable by 31 December 2018, of which, advances of RMB24,781,000 are secured by corporate guarantee, with interest charged at 3% per annum.
- (d) As at 31 December 2017, included in the Group's other receivables were mainly (i) deposits for potential business development projects of RMB18,950,000 (2016: nil) and such development projects were cancelled in 2017 and 89% of the deposits were subsequently refunded; (ii) advances to staff for business development of RMB2,154,000 (2016: RMB1,263,000); and (iii) required guarantee funds deposited to online game operators of RMB840,000 (2016: RMB2,035,000). Under cooperation agreements with the online game operators, the Group is required to make guarantee funds of a pre-agreed amount to the online game operators upon entering into the relevant cooperation agreements.

附註：

- (a) 本集團的預付款為向網上遊戲運營商及電信公司分銷商預付的款項，於2017年12月31日的金額為人民幣52,653,000元(2016年：人民幣58,354,000元)。
- (b) 該墊款為未抵押、免息及按要求償還。
- (c) 該墊款將於2018年12月31日償還，其中，人民幣24,781,000元的墊款由企業擔保抵押，年利率為3%。
- (d) 於2017年12月31日，計入本集團其他應收款項乃主要為(i)潛在業務發展項目按金人民幣18,950,000元(2016年：無)，而該發展項目已於2017年取消，且其中89%的按金已於隨後償還；(ii)向業務發展員工墊款人民幣2,154,000元(2016年：人民幣1,263,000元)；及(iii)須向網上遊戲運營商交付的保證金人民幣840,000元(2016年：人民幣2,035,000元)。根據與網上遊戲運營商訂立的合作協議，本集團須於訂立有關合作協議時向網上遊戲運營商作出一筆預先協定金額的保證金。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

23. INVENTORIES

23. 存貨

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Pre-paid mobile top-up credits	預付手機話費充值金額	5,068	19,829
Online game products	網上遊戲產品	19	103
		5,087	19,932

At 31 December 2017, a provision of RMB278,000 (2016: nil) against the carrying amount of pre-paid mobile top-up credit has been made.

於2017年12月31日，已就預付手機話費充值金額賬面值計提撥備人民幣278,000元(2016年：無)。

24. AMOUNT DUE FROM A RELATED COMPANY

24. 應收關連公司款項

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Beijing Qiandaobao Payment Technology Ltd. ("Beijing QDB")	北京錢袋寶支付技術有限公司 (「北京錢袋寶」)	—	484

The related company is either controlled by the directors or significant influenced by the directors of the Company, and the balance is non-trade in nature, unsecured, interest-free and repayable on demand. During the year ended 31 December 2017, Beijing QDB was disposed to an independent third party and ceased to be a related company of the Group.

關連公司受董事控制或受本公司董事重大影響，而該等結餘為非貿易性質、無抵押、免息及應要求償還。截至2017年12月31日止年度，北京錢袋寶被出售予獨立第三方並不再為本集團之關連公司。

Maximum amount due from the related party is as follows:

應收關連人士的最高款項如下：

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Beijing QDB	北京錢袋寶	484	1,307

25. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

25. 按公平值計入損益的金融資產

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Investment in Bitcoin, at fair value	按公平值投資比特幣	—	2,379

The fair value of the Group's investment in Bitcoin is based on quoted market price.

本集團比特幣投資的公平值乃基於市場報價釐定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

26. PLEDGED BANK DEPOSITS

The pledged bank deposits represent deposits placed to certain banks as securities in return for the banks to provide loans to the Group (note 30). These pledged bank deposits have a maturity of less than one year as at 31 December 2017 (2016: nil). At 31 December 2017, pledged deposits carry interests at an average rate of 2.21% (2016: nil) per annum.

26. 已抵押銀行存款

已抵押銀行存款指存於若干銀行的存款抵押為銀行向本集團提供貸款的抵押(附註30)。該等已抵押銀行存款於2017年12月31日的到期日不足一年(2016年：零)。於2017年12月31日，已抵押存款按平均年利率2.21%(2016年：零)計息。

27. CASH AND CASH EQUIVALENTS

27. 現金及現金等價物

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Cash and bank balances (note (a))	現金及銀行結餘(附註(a))	83,217	164,808
Cash and cash equivalent held on behalf of a director of a subsidiary (note (a) and (b))	代表一間附屬公司之董事所持有的現金及現金等價物(附註(a)及(b))	102	—
		83,319	164,808

Notes:

(a) The cash and cash equivalents of RMB48,056,000 was denominated in RMB at 31 December 2017 (2016: RMB102,702,000). RMB is not a freely convertible currency and the remittance of funds out of the PRC is subject to exchange restrictions imposed by the PRC Government.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

(b) The Group maintains segregated account with authorised institutions to hold client's monies arising from its provision of micro financing facilitating services business. The Group has classified the client's monies as cash and bank balances held on behalf of a director of subsidiary under the current assets section of the consolidated statement of financial position and recognised the corresponding liabilities as other payables (note 29) to respective client on the grounds that it is liable for any loss or misappropriation of client's monies (see note 35(a)(i) for details).

附註:

(a) 於2017年12月31日，現金及現金等價物為人民幣48,056,000元(2016年：人民幣102,702,000元)，以人民幣計值。人民幣為不可自由兌換貨幣，故將資金匯出中國須受到中國政府施加的匯兌限制的規限。

銀行現金乃根據每日銀行存款利率的浮息率賺取利息。銀行結餘乃存放於近期並無違約記錄信譽良好銀行的存款。

(b) 本集團維持與獲認可機構的獨立賬戶以持有客戶因提供小額融資中介服務業務而產生的金額。本集團已根據綜合財務狀況表的流動資產部分將客戶的金額分類為代表一間附屬公司董事持有的現金及銀行結餘，並將相關客戶的相應負債確認為其他應付款項(附註29)對客戶金額的任何虧損或挪用負責(詳情見附註35(a)(i))。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

28. TRADE PAYABLES

28. 貿易應付款項

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Trade payables to	應付下列人士的貿易應付款項：		
– Third parties	– 第三方	7,997	89,708
		7,997	89,708

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

貿易應付款項為免息。本集團一般獲授的信貸期介乎1至30天。

The aging analysis of trade payables based on transaction date are as follows:

貿易應付款項基於交易日的賬齡分析如下：

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
0 to 3 months	0至3個月	4,035	85,354
3 to 6 months	3至6個月	2,534	9
6 months to 1 year	6個月至1年	248	53
Over 1 year	1年以上	1,180	4,292
		7,997	89,708

29. OTHER PAYABLES AND ACCRUALS

29. 其他應付款項及應計費用

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Receipts in advance	預收賬款	2,010	4,600
Other payables and accruals	其他應付款項及應計費用	14,679	5,722
Liabilities arising from financial guarantee contracts	融資擔保合約產生之負債	822	—
Other tax payables	其他應付稅項	—	392
Amount payable to a director of a subsidiary (note 35(a)(i))	應付一名附屬公司董事款項 (附註35(a)(i))	102	—
		17,613	10,714

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

30. BANK BORROWINGS

30. 銀行借款

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Bank loans due for repayment within one year (note (a))	一年內須償還銀行貸款(附註(a))	61,000	—

Note:

(a) The bank loans are secured by bank deposits of US\$9,950,000 (equivalent to RMB65,015,000) (note 26). The bank loans bear interest at the rate of 5.0025% to 6.5250% per annum and are repayable within one year.

附註：

(a) 銀行貸款由9,950,000美元(相當於人民幣65,015,000元)之銀行存款抵押(附註26)。銀行貸款利息介乎每年5.0025%至6.5250%之間，且須於一年內償還。

31. DEFERRED TAX

Details of the deferred tax liabilities recognised and movements during the current and prior year:

Deferred tax liabilities

31. 遞延稅項

於本年度及過往年度已確認遞延稅項負債及變動詳情：

遞延稅項負債

		Undistributed earnings of PRC subsidiary 中國附屬公司的未分派盈利 RMB'000 人民幣千元	Revaluation of intangible assets 無形資產的重估 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
1 January 2016	於2016年1月1日	6,873	—	6,873
Charged to profit or loss	自損益扣除	1,106	—	1,106
Acquisition through business combination (note 39(b))	透過業務合併收購(附註39(b))	—	519	519
At 31 December 2016 and 1 January 2017	於2016年12月31日及2017年1月1日	7,979	519	8,498
Charged to profit or loss	計入損益	(880)	(52)	(932)
Reversal upon disposal of a subsidiary (note 40(a))	出售一間附屬公司後收回(附註40(a))	—	(467)	(467)
At 31 December 2017	於2017年12月31日	7,099	—	7,099

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

31. DEFERRED TAX (Continued)

Deferred tax liabilities (Continued)

At 31 December 2017, the Group had unused tax losses of RMB24,971,000 (2016: RMB7,920,000) which would expire in five years' time. No deferred tax asset has been recognised in respect of the unused tax losses as the directors considered that the impact is minimal.

Expiry years of unrecognised tax losses:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
2018	2018年	107	107
2019	2019年	962	962
2020	2020年	2,240	2,240
2021	2021年	4,611	4,611
2022	2022年	17,051	—

31. 遞延稅項(續)

遞延稅項負債(續)

於2017年12月31日，本集團的未動用稅務虧損為人民幣24,971,000元(2016年：人民幣7,920,000元)，將於五年內到期。由於董事認為影響不大，故並無就未動用稅務虧損確認遞延稅項資產。

未確認稅務虧損的屆滿年期：

32. SHARE CAPITAL

Authorised and issued share capital

		2017		2016	
		Number 數目	RMB'000 人民幣千元	Number 數目	RMB'000 人民幣千元
Authorised	法定				
Ordinary shares of US\$0.001 each	每股0.001美元的 普通股	1,000,000,000	6,148	1,000,000,000	6,148
Issued and fully paid	已發行及繳足				
Ordinary shares of US\$0.001 each	每股0.001美元的 普通股				
At beginning and end of the year	於年初及年末	480,000,000	2,941	480,000,000	2,941

32. 股本

法定及已發行股本

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

32. SHARE CAPITAL (Continued)

Capital management policy

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business.

The capital structure of the Group consists of bank borrowings disclosed in note 30, cash and cash equivalents disclosed in note 27, and equity attributable to owners of the Company, comprising paid up share capital and reserves. The directors of the Group review the capital structure regularly. As part of this review, the directors consider the cost and the risks associated with each class of the capital.

Based on the recommendation of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debt.

The Group monitors capital using gearing ratio, which is net debts divided by total equity attributable to owners of the Company. The gearing ratio as at the end of the reporting period is as follows:

32. 股本(續)

資本管理政策

本集團管理資本的主要目標為保障本集團能持續經營，並維持理想的資本比率，以支持其業務。

本集團資本架構由於附註30披露之銀行借款、於附註27披露之現金及現金等價物及本公司擁有人應佔權益組成，包括繳足股本及儲備。本集團董事定期審閱資本架構。作為審閱的一部分，董事認為成本及風險與每級資本有關。

根據董事的推薦意見，本集團將透過支付股息、新股發行以及發行新債務或贖回現有債務來平衡其整體資本架構。

本集團使用資產負債比率(即債務淨額除以本公司擁有人應佔權益總額)監控資本。截至報告期末的資產負債比率如下：

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Debt	債務	61,000	—
Less: Cash and cash equivalents	減：現金及現金等價物	83,319	164,808
Net debt	淨債務	(22,319)	(164,808)
Total equity attributable to owners of the Company	本公司擁有人應佔總權益	323,661	310,420
Gearing ratio	資產負債比率	N/A 不適用	N/A 不適用

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

33. RESERVES

Details of the movements on the Group's reserves are set out in the consolidated statement of changes in equity. Movements on the Company's reserves are set out below:

Company	本公司	Share Premium 股份溢價 RMB'000 人民幣千元 (note (a)) (附註(a))	Accumulated losses 累計虧損 RMB'000 人民幣千元 (note (e)) (附註(e))	Total 總額 RMB'000 人民幣千元
At 1 January 2016	於2016年1月1日	47,899	(15,973)	31,926
Loss and total comprehensive income for the year	年內虧損及全面收益總額	—	(3,400)	(3,400)
As 31 December 2016 and 1 January 2017	於2016年12月31日及2017年1月1日	47,899	(19,373)	28,526
Loss and total comprehensive income for the year	年內虧損及全面收益總額	—	(2,572)	(2,572)
As 31 December 2017	於2017年12月31日	47,899	(21,945)	25,954

33. 儲備

本集團的儲備變動詳情載於綜合權益變動表。本公司的儲備變動載列如下：

(a) Share premium

Amount subscribed for share capital in excess of nominal value, less of share issuing costs.

(a) 股份溢價

股份溢價指認購股本金額超出面值之款項，並扣除股份發行成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

33. RESERVES (Continued)

(b) Capital reserve

The reserve is arising from the capital contribution from equity holders resulted from the Reorganisation and also from the deemed contribution from equity holders in connection with the tax losses incurred by the related parties in prior years.

The deemed capital contribution from equity holders represents the savings of income tax payable to tax authority for the Group's business operated by the related parties that should otherwise be incurred should the related parties be not in a tax loss position, and the Group records this tax savings as capital contribution from the equity holders and the equivalent amount as income tax expense for the period.

(c) Statutory reserve

As stipulated by the relevant regulations in the PRC, the Company's subsidiaries established and operating in the PRC are required to appropriate 10% of their profit after tax (after offsetting prior year losses), as determined in accordance with the PRC accounting rules and regulations, to the statutory reserve until the reserve balance reaches 50% of the registered capital. The transfer to this reserve shall be made before distribution of dividend to equity owners. The statutory reserve fund can be used to make up prior years' losses, if any.

(d) Investment revaluation reserve

The amount represents cumulative net gains and losses arising on recognising financial assets classified as available-for-sale at fair value.

(e) Retained earnings/accumulated losses

The amount represents cumulative net gains and losses recognised in profit or loss.

33. 儲備(續)

(b) 資本儲備

儲備乃因重組導致權益持有人注資以及視為權益持有人就關連人士於過往年度產生的稅務虧損作出的注資而產生。

視作權益持有人注資指就關連人士經營的本集團業務應付稅務機關的所得稅積蓄，倘關連人士並無稅務虧損，則會出現所得稅積蓄，而本集團分別將此稅項積蓄入賬為權益持有人注資及等同金額入賬為期內所得稅開支。

(c) 法定儲備

按照中國有關法規規定，本公司於中國成立及經營的附屬公司須根據中國會計規則及法規將除稅後溢利(經抵銷過往年度虧損)10%轉撥法定儲備，直至儲備結餘達註冊資本50%為止。對此儲備的轉撥須於向權益持有人分派股息前作出。法定儲備基金可用作抵銷過往年度虧損(如有)。

(d) 投資重估儲備

該款項指確認按公平值分類為可供出售金融資產產生的累計收益及虧損淨額。

(e) 保留盈利/累計虧損

該金額指於損益確認的累計收益及虧損淨額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

34. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

34. 本公司財務狀況表

		Notes 附註	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Assets	資產			
Non-current assets	非流動資產			
Interest in subsidiaries	於附屬公司權益	17	34,207	34,207
Prepayments for acquisition of property, plant and equipment	收購物業、廠房及設備的預付款項		1,679	—
			35,886	34,207
Current assets	流動資產			
Prepayments and other receivables	預付及其他應收款項		399	64
Cash and cash equivalents	現金及現金等價物		2,065	1,479
Total current assets	流動資產總額		2,464	1,543
Current liabilities	流動負債			
Amounts due to subsidiaries	應付附屬公司款項		8,699	3,683
Other payables and accruals	其他應付款項及應計費用		756	600
Total current liabilities	流動負債總額		9,455	4,283
Net current liabilities	流動負債淨額		(6,991)	(2,740)
NET ASSETS	資產淨額		28,895	31,467
Equity	權益			
Issued capital	已發行股本	32	2,941	2,941
Reserves	儲備	33	25,954	28,526
TOTAL EQUITY	權益總額		28,895	31,467

On behalf of the Board
代表董事會

Wei Zhonghua
魏中華
Director
董事

Sun Jiangtao
孫江濤
Director
董事

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

35. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in this report, the Group had the following material related party transactions:

(a) Related party transactions

- (i) During the year ended 31 December 2017, Mr. Zhang Ming Fung ("Mr. Zhang") being a director of a subsidiary, entered into an arrangement with the Group under which the Group provides services to manage the funds for Mr. Zhang and introduces certain individual borrowers, through the Group's online micro financing platform, to borrow monies from Mr. Zhang. The retained amount of the funds of RMB102,000 are recognised as cash and cash equivalents held on behalf of a director of a subsidiary as disclosed in note 27 and corresponding liabilities as other payables as disclosed in note 29. The gross amount of the funds lent to individual borrowers for the year ended 31 December 2017 were RMB49,060,000 (2016: nil). The Group generated micro financing facilitating services income of approximately RMB1,500,000 from Mr. Zhang during the year (2016: nil). The credit risk of the loan receivables from individual borrowers belongs to Mr. Zhang, and the Group did not provide any financial guarantee service to Mr. Zhang.
- (ii) On 1 January 2017, the Group acquired 60% equity interests in Beijing Kuaihuika from Mr. Sun and Mr. Wei, being directors of the Company, through Beijing Youxiping at consideration of RMB30,000, of which, RMB18,000 was outstanding to Mr. Sun as at 31 December 2017. See note 39(a) for further details.

35. 關連人士交易

除本報告其他地方所披露者外，本集團曾進行以下重大關連人士交易：

(a) 關連人士交易

- (i) 截至2017年12月31日止年度，附屬公司董事張明峰先生（「張先生」）與本集團訂立了一項安排，據此，本集團為張先生提供服務以管理該資金並通過本集團的線上小額融資平台引入若干個人借款人向張先生借款。剩餘資金人民幣102,000元確認為代表附屬公司董事持有的現金及現金等價物（如附註27所披露）以及其他應付款項的相應負債（如附註29所披露）。截至2017年12月31日止年度，借給個人借款人的資金總額為人民幣49,060,000元（2016年：無）。本集團於本年度為張先生的小額融資中介服務所得收入約人民幣1,500,000元（2016年：無）。應收個人借款人貸款的信貸風險歸屬於張先生，本集團並未為張先生提供任何財務擔保服務。
- (ii) 於2017年1月1日，本集團透過北京遊戲瓶自孫先生及魏先生（即本公司董事）收購北京快惠卡60%的權益，代價為人民幣30,000元，其中孫先生於2017年12月31日未償還款項為人民幣18,000元。進一步詳情見附註39(a)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

35. RELATED PARTY TRANSACTIONS (Continued)

(b) Key management personnel compensation

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors is as follows:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	1,819	1,117

The remuneration of the Group's key management personnel fell within the band of nil to HK\$1,000,000 for the years ended 31 December 2017 and 2016.

- (c) During the year ended 31 December 2016, Beijing QDB provided the usage of electronic payment platform to the Group without any charges. The gross transaction amounts via the internet payment platform for the year ended 31 December 2016 were RMB505,442,000. There were no such transactions and the arrangement was terminated during the year ended 31 December 2017.

35. 關連人士交易(續)

(b) 主要管理人員薪酬

本集團的主要管理人員薪酬(包括已支付予本公司董事的金額)如下:

於截至2017年及2016年12月31日止年度,本集團主要管理人員的薪酬幅度介乎零港元至1,000,000港元。

- (c) 截至2016年12月31日止年度,北京錢袋寶供本集團免費使用電子支付平台。截至2016年12月31日止年度,透過互聯網付款平台進行交易的總額為人民幣505,442,000元。概無該等交易及該安排於截至2017年12月31日止年度終止。

36. COMMITMENTS

(a) Operating lease commitments

The Group leases certain properties under operating leases. The leases for properties usually run for an initial period of three months to two year.

At the end of each of the reporting periods, the total future minimum lease payments under non-cancellable operating leases are payables as follows:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Within one year	一年內	1,759	—
One year to two years	一至兩年	2,470	—
		4,229	—

36. 承擔

(a) 經營租賃承擔

本集團根據經營租約租賃若干物業。該等物業租約通常初步為期三個月至兩年。

於各報告期末,本集團根據不可撤銷經營租約應付的未來最低租賃款項總額如下:

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

36. COMMITMENTS (Continued)

(b) Capital commitments

	Group 本集團		Company 本公司	
	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元	2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Commitments for acquisition of: 收購承擔:				
– Property, plant and equipment – 物業、廠房及設備	5,339	—	5,339	—
– Business (note) – 業務(附註)	31,500	—	—	—
	36,839	—	5,339	—

Note: On 12 September 2017, Xinjiang Nine Domain, a wholly owned subsidiary of the Company, entered into a sale and purchase agreement (the "Agreement") to acquire the entire interests in Maanshan Anxin Small Loan Limited, Maanshan Bai Yi Industrial Co., Ltd., Maanshan Yu Ao Network Technology Co., Ltd. and Jiangdong Sales Electricity Co., Ltd. for an aggregate consideration of RMB35,000,000. Up to 31 December 2017, the Group has paid refundable deposits of RMB3,500,000 to the vendors.

On 9 February 2018, the vendors and Xinjiang Nine Domain entered into a termination agreement, in which, it is agreed that the Agreement is terminated and the vendors will refund the deposits on or before 28 February 2018. Please refer to the announcement dated 9 February 2018 for further details. On 28 February 2018, the deposits of RMB3,500,000 were fully refunded to the Group.

36. 承擔(續)

(b) 資本承擔

附註：於2017年9月12日，本公司的全資附屬公司新疆九域訂立買賣協議（「該協議」）以收購馬鞍山安信小額貸款有限公司、馬鞍山拜蟻實業有限公司、馬鞍山雨傲網路科技有限公司及江東售電有限公司的全部權益，代價總額為人民幣35,000,000元。直至2017年12月31日，本集團已付予賣方之可償還按金人民幣3,500,000元。

於2018年2月9日，賣方與新疆九域訂立終止協議，同意終止協議以及賣方將於2018年2月28日或之前退還按金。有關進一步詳情，請參閱日期為2018年2月9日之公告。於2018年2月28日，按金人民幣3,500,000元已全部退還予本集團。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

37. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts and fair value of each of the categories of financial instruments as at the end of each of the reporting periods are as follows:

37. 按類別劃分的金融工具

於各報告期末的各類按類別劃分的金融工具的賬面值及公平值如下：

		2017		2016	
		Carrying amount 賬面值 RMB'000 人民幣千元	Fair value 公平值 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元	Fair value 公平值 RMB'000 人民幣千元
Financial assets	金融資產				
<i>Available-for-sale financial assets:</i>	<i>可供出售的金融資產：</i>				
– Unlisted equity securities	– 非上市股本證券	51,839	N/A 不適用	30,180	N/A 不適用*
– Listed equity securities	– 上市股本證券	84,994	84,994	144,006	144,006
<i>Fair value through profit or loss – held for trading:</i>	<i>透過損益按公平值</i>				
– Bitcoin at quoted market	– 比特幣市場報價	—	—	2,379	2,379
<i>Loans and receivables:</i>	<i>貸款及應收款項：</i>				
– Trade receivables	– 貿易應收款項	773	773	8,685	8,685
– Financial assets included in prepayments, deposits and other receivables	– 計入預付款、按金及其他應收款項中的金融資產	116,634	116,634	72,481	72,481
– Amount due from a related company	– 應收關連公司款項	—	—	484	484
– Pledged bank deposits	– 已抵押銀行存款	65,015	65,015	—	—
– Cash and cash equivalents	– 現金及現金等價物	83,319	83,319	164,808	164,808
		402,574	350,735	423,023	392,843
Financial liabilities	金融負債				
<i>Financial liabilities measured at amortised cost:</i>	<i>按攤銷成本計量的金融負債：</i>				
– Trade payables	– 貿易應付款項	7,997	7,997	89,708	89,708
– Financial liabilities included in other payables and accruals	– 計入其他應付款項及應計費用中的金融負債	17,613	17,613	10,714	10,714
– Bank borrowings	– 銀行借款	61,000	61,000	—	—
		86,610	86,610	100,422	100,422

* The available-for-sale financial assets are measured at cost less impairment, and no fair value can be determined due to the range of estimation is significant (see note 18).

* 可供出售金融資產按成本減減值計量，由於估計範圍較大，故無法釐定公平值(見附註18)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

38. FINANCIAL RISK MANAGEMENT AND FAIR VALUE

The Group has various financial assets and liabilities such as cash and cash equivalents, trade and other receivables, trade and other payables, bank borrowings and balance with a related company.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Foreign currency risk

The Group's monetary assets, liabilities and transactions are principally denominated in RMB, which is the functional currency of the Company. Therefore, the risk on foreign currency risk is minimal.

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to currency risk is limited to its bank balances denominated in US\$ as majority of the Group's transactions, monetary assets and liabilities are denominated in RMB.

The carrying amounts of the Group's material monetary assets that are denominated other than RMB at the end of reporting period are as follows:

38. 金融風險管理及公平值

本集團有多項金融資產及負債，如現金及現金等價物、貿易及其他應收款項、貿易及其他應付款項，以及與關連公司的結餘等。

本集團的金融工具所產生的主要風險為外幣風險、信貸風險及流動資金風險。董事會審閱並同意管理各項風險的政策，概述如下。

外幣風險

本集團的貨幣資產、負債及交易主要以人民幣計值，人民幣為本公司的功能貨幣。因此，外幣風險極微。

外幣風險指金融工具之公平值或未來現金流量因外幣匯率變動而波動之風險。本集團承受之貨幣風險限於以美元計值的銀行結餘，乃由於本集團的大部分交易、貨幣資產及負債以人民幣計值。

於報告期末，本集團除以人民幣計值外的主要貨幣資產之賬面值如下：

		Assets 資產	
		2017	2016
		RMB'000	RMB'000
		人民幣千元	人民幣千元
HK\$	港元	30,556	22
US\$	美元	4,707	62,084
		35,263	62,106

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

38. FINANCIAL RISK MANAGEMENT AND FAIR VALUE (Continued)

Foreign currency risk (Continued)

Sensitivity analysis

The following table indicates the approximate change in the Group's profit before income tax expense for the year in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of reporting period. A positive number below indicates an increase in profit or decrease in loss.

		Effect on profit for the year 對年內溢利之影響	
		2017	2016
		RMB'000	RMB'000
		人民幣千元	人民幣千元
HK\$ to RMB	港元兌人民幣		
Appreciated by 3%	增值3%	917	1
Depreciated by 3%	貶值3%	(917)	(1)
US\$ to RMB	美元兌人民幣		
Appreciated by 3%	增值3%	141	1,863
Depreciated by 3%	貶值3%	(141)	(1,863)

The sensitivity analysis has been determined assuming that the change in foreign exchange rate had occurred at the end of reporting period and that all other variables, in particular interest rates, remain constant. The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual reporting date.

38. 金融風險管理及公平值(續)

外幣風險(續)

敏感度分析

下表列示於報告期末對本集團有重大風險承擔的匯率所可能出現的合理變動對本集團於本年度除所得稅開支前溢利的概約影響。下列的正數表示溢利上升或虧損下降。

敏感度分析乃假設外匯匯率於報告期末有所變動且所有其他變量(尤其是利率)保持不變而釐定。所列示的變動指管理層對期內直至下個年度報告日期匯率之合理可能變動作出的評估。

38. FINANCIAL RISK MANAGEMENT AND FAIR VALUE (Continued)

Credit risk

The Group's credit risk is primarily attributable to its trade receivables, other receivables, amounts due from related companies and cash and cash equivalents and the contingent liabilities in relation to financing guarantees provided by the Group as disclosed in note 42. There was no history of default for amounts due from related companies and other receivables, and the bank deposits are placed in the banks with high credit-ratings.

In respect to trade receivables, the Group trades only with recognised and creditworthy customers and the receivable balances are monitored on an ongoing basis and on an individual basis. However, the Group had a certain degree of concentration of credit risk on trade receivables. The trade receivables from the five largest debtors as at 31 December 2017 represented 99% (2016: 99%) of total receivables, respectively, while the largest debtor represented 44% (2016: 59%). Given the credit worthiness and reputation of the major debtors, the directors believe the risk arising from concentration is manageable and not significant.

In relation to the Group's provision of guarantees to financial institutions to secure obligations of borrowers for repayment of their borrowings under the Group's micro financing facilitating services, if there is a default in repayment by these borrowers, the Group is responsible for repaying the outstanding borrowings owed by the borrowers to financial institutions up to 50% of the unsettled loan principal amounts. The financial institutions can exercise the financial guarantee contract if the borrowers default in repayment by not more than 90 days. Such guarantees will be released by financial institutions upon the full repayment of the underlying loans. In order to minimise the credit risks of these loans, only short term guarantees of within 1 year are granted. Besides, the credit department of the Group conducts detailed background and credit searches and assesses the financial position of each borrower based on the results before the guarantee is granted. In addition, the credit department performs loan review regularly to ensure follow up action is taken to recover overdue debts, if any. In this regard, the directors of the Company consider that the Group's credit risk on such guarantees is significantly reduced. Based on the historical information, the default rate was only 0.75% in 2017, and the directors of the Company consider that the financial guarantee liability is sufficient and no additional provision is necessary. Detailed disclosure of these guarantees is set out in note 42.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of cash flows from operations. The Group regularly reviews its major funding positions to ensure that it has adequate financial resources in meeting its financial obligations. The maturity profile of the Group's financial liabilities as at the end of each of the reporting periods, based on the contractual undiscounted payments, was less than one year.

38. 金融風險管理及公平值(續)

信貸風險

本集團的信貸風險主要來自其貿易應收款項、其他應收款項、應收關連公司款項及現金及現金等價物以及有關本集團所提供融資擔保的或然負債(如附註42所披露)。應收關連公司款項及其他應收款項並無拖欠記錄，且銀行存款存放在高信貸評級的銀行。

就貿易應收款項而言，本集團僅與知名且信譽良好的客戶交易，且應收結餘乃按持續及個別情況進行監察。然而，本集團在一定程度上存在貿易應收款項集中情況。於2017年12月31日，來自五大債務人的貿易應收款項分別佔應收款項總額的99% (2016年：99%)；而最大債務人則佔44% (2016年：59%)。鑒於主要債務人的信譽及聲譽，董事相信集中產生的風險為可控制及並不重大。

本集團為本集團的小額融資中介服務項下借款人償還借款義務向金融機構提供擔保，倘該等借款人違約還款，本集團負責向金融機構償還借款人達50%的未償還貸款本金額。倘借款人還款逾期不超過90天，則金融機構可行使金融擔保合約。該等擔保將於全額償還相關貸款後由金融機構予以解除。為最小化該等貸款的信貸風險，本集團僅授予一年期內的短期擔保。另外，本集團信貸部門於授予擔保之前根據業績對各借款人進行詳細的背景及信貸調查，並評估其財務狀況。此外，信貸部門定期進行貸款審核以確保採取後續行動收回逾期債務(如有)。就此而言，本公司董事認為，本集團有關該等擔保的信貸風險大幅降低。根據歷史資料，於2017年的違約率僅為0.75%，且本公司董事認為，融資擔保負債充足且並無必要額外撥備。該等擔保的詳情披露載於附註42。

流動資金風險

本集團的目標為透過利用經營業務現金流量在持續獲取資金與靈活性之間保持平衡。本集團定期檢討其主要資金狀況，確保有足夠財務資源應付其財務承擔。根據已訂約未貼現付款，本集團於各報告期末的金融負債到期日少於一年。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

38. FINANCIAL RISK MANAGEMENT AND FAIR VALUE (Continued)

38. 金融風險管理及公平值 (續)

		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand
		賬面值	合約未貼現現金流量總額	一年內或按要求的
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
2017	2017年			
Non-derivatives:	非衍生：			
Trade and other payables	貿易及其他應付款項	25,610	25,610	25,610
Bank loans	銀行貸款	61,000	61,000	61,000
		86,610	86,610	86,610
Financial guarantees issued	已作出的財務擔保			
Maximum amount guaranteed	最高擔保金額	17,492	17,492	17,492
		104,102	104,102	104,102

		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand
		賬面值	合約未貼現現金流量總額	一年內或按要求的
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
2016	2016年			
Non-derivatives:	非衍生：			
Trade and other payables	貿易及其他應付款項	100,422	100,422	100,422

Fair value

The carrying amounts of the financial assets and financial liabilities carried at amortised cost in the consolidated financial statements approximate their fair values due to the relative short term maturity of these financial instruments.

公平值

金融資產及金融負債的賬面值於綜合財務報表內按攤銷成本列賬，且由於該等金融工具的到期日較短，故其賬面值與其公平值相若。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

39. BUSINESS COMBINATIONS

- (a) On 1 January 2017, the Group acquired 60% equity interests in Beijing Kuaihuika from Mr. Sun and Mr. Wei, being directors and shareholders of the Company, through Beijing Youxiping. The remaining 40% equity interests were held by two independent non-controlling individual shareholders. Beijing Kuaihuika was principally engaged in provision of mobile payment facilitating services at the time of acquisition. The acquisition was made with the aim to expand the Group's existing scale of operation.

The fair values of identifiable assets and liabilities of Beijing Kuaihuika as at the date of acquisition were:

		RMB'000 人民幣千元
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	203
Cash and bank balances	現金及銀行結餘	35
Accruals and other payables	應計費用及其他應付款項	(1,037)
Non-controlling interest	非控股權益	320
Net liabilities assumed by the Group	本集團承擔之負債淨額	(479)
Consideration transferred:	轉讓代價:	
— Cash consideration payable (included in other payables)	— 應付現金代價(包括在其他應付款項)	18
— Consideration net off with other receivables	— 經扣除其他應收款項之代價	12
Add: Net liabilities assumed	加: 承擔之負債淨額	479
Goodwill	商譽	509
Net cash inflow arising from acquisition:	因收購產生之現金流入淨額:	
— Cash and bank balances acquired	— 購入之現金及銀行結餘	35
Net cash inflow	現金流入淨額	35

The fair value of deposits and other receivables amounted to RMB13,000. The gross amount of these receivables is RMB13,000. None of these receivables have been impaired and it is expected that the full contractual amounts can be collected.

39. 業務合併

- (a) 於2017年1月1日，本集團通過北京遊戲瓶收購孫先生及魏先生(即本公司董事及股東)於北京快惠卡的60%的股權。餘下40%的股權由兩位獨立非控股個人股東持有。於收購時，北京快惠卡主要從事提供移動支付中介服務。該收購旨在擴大本集團現有的營運規模。

於收購日期，北京快惠卡可識別資產及負債之公平值為：

按金及其他應收款項的公平值為人民幣13,000元。該等應收款項的總額為人民幣13,000元。該等應收款項概無減值，且預期可收回全部合約款項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

39. BUSINESS COMBINATIONS (Continued)

(a) [Continued]

The goodwill of RMB509,000, which is not deductible for tax purposes, comprises the acquired workforce and the value of expected synergies arising from the combination of the acquired business with the existing operations of the Group.

Since the acquisition date, Beijing Kuaihuika has contributed revenue and loss of approximately RMB2,063,000 and RMB7,735,000 respectively to the Group.

The acquisition-related costs were immaterial and had been expensed and were included in administrative expenses for the year ended 31 December 2017.

(b) On 31 December 2016, the Group acquired further 80% equity interests in Aiqiqi Information from two independent third parties, which was accounted for as available-for-sale financial asset before acquisition, through Beijing TJYL. Upon completion of the transaction, the Group recognised a deemed gain on disposal of available-for-sale financial assets of RMB93,000 in the profit or loss, and the Group held 100% equity interests in Aiqiqi Information. Aiqiqi Information is principally engaged in provision of information technology consultancy services, application and development services. The acquisition was made with the aim to expand the Group's existing scale of operation.

39. 業務合併(續)

(a) [續]

不可扣稅的人民幣509,000元商譽包括所獲勞動力及所收購業務與本集團現有業務相結合產生的預期協同效益價值。

自收購日期起，北京快惠卡已分別向本集團貢獻收益及產生虧損約人民幣2,063,000元及人民幣7,735,000元。

截至2017年12月31日止年度，收購相關成本已減值並已支銷且已計入行政開支。

(b) 於2016年12月31日，本集團透過北京天機移聯進一步自兩名獨立第三方收購愛企奇信息80%的權益，其於收購前計作可供出售金融資產。於交易完成後，本集團於損益內確認被視作出售可供出售金融資產的收益為人民幣93,000元，及本集團持有愛企奇信息的全部權益。愛企奇信息主要從事提供信息技術諮詢服務、應用及開發服務業務。收購旨在擴大本集團現有運營規模。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

39. BUSINESS COMBINATIONS (Continued)

39. 業務合併(續)

(b) (Continued)

The fair values of identifiable assets and liabilities of Aiqiqi Information as at the date of acquisition were:

(b) (續)

愛企奇信息於收購日期確認的資產及負債之公平值如下：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	35
Intangible assets	無形資產	2,074
Prepayments, deposits, and other receivables	預付款、按金及其他應收款項	560
Cash and bank balances	現金及銀行結餘	530
Accruals and other payables	應計費用及其他應付款項	(1,215)
Deferred tax liabilities recognised upon fair value adjustments	作出公平值調整時確認之遞延稅項負債	(519)
Net assets attributed to the Group acquired	購入之本集團應佔資產淨額	1,465
Consideration transferred:	轉讓代價：	
– 20% equity interest acquired in previous year	– 上一年度收購20%之權益	200
– Deemed gain on disposal of available-for-sale financial assets (note 7)	– 視作出售可供出售金融資產的收益(附註7)	93
– Consideration net off with other receivables due from a vendor	– 經扣除一個賣方其他應收款項之代價	510
– Cash consideration payable (included in other payables)	– 應付現金代價(包括在其他應付款項)	290
Total consideration	總代價	1,093
Less: Net assets acquired	減：購入之資產淨額	(1,465)
Gain from a bargain purchase	議價收購收益	(372)
Net cash inflow arising from acquisition:	因收購產生之現金流入淨額：	
– Cash and bank balances acquired	– 購入之現金及銀行結餘	530
Net cash inflow	現金流入淨額	530

The fair value of trade receivables, deposits, and other receivables amounted to RMB560,000. The gross amount of these receivables is RMB560,000. None of these receivables have been impaired and it is expected that the full contractual amounts can be collected.

貿易應收款項、按金及其他應收款項的公平值為人民幣560,000元。該等應收款項的總額為人民幣560,000元。該等應收款項概無減值，且預期可收回全部合約款項。

Gain from a bargain purchase of RMB372,000 was recognised upon completion of the acquisition of the Aiqiqi Information. The gain from a bargain purchase on acquisition was mainly attributable to Aiqiqi Information's years of losses due to the start up stage of business and the valuation of intangible assets.

於完成收購愛企奇信息後，議價收購收益人民幣372,000元已確認。收購產生之議價收購收益主要由於業務及無形資產估值處於開始階段導致的愛企奇信息年度虧損所致。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

39. BUSINESS COMBINATIONS (Continued)

(b) [Continued]

Since the acquisition date, Aiqiqi Information has not contributed any revenue and profit to the Group. If the acquisition had occurred on 1 January 2016, the Group's revenue and profit would have been approximately RMB31,470,000 and RMB154,211,000 respectively. This pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2016, nor is it intended to be a projection of future performance.

The acquisition-related costs of RMB10,700 had been expensed and were included in administrative expenses for the year ended 31 December 2016.

39. 業務合併(續)

(b) (續)

自收購日期起，愛企奇信息尚未為本集團的收益及溢利作出貢獻。倘收購已於2016年1月1日發生，本集團的收益及溢利將分別約為人民幣31,470,000元及人民幣154,211,000元。本備考資料僅作說明用途，並非是倘收購事項已於2016年1月1日完成本集團實際可達致的收益及經營業績的指標，亦並非擬作為未來業績預測。

截至2016年12月31日止年度，收購相關成本人民幣10,700元已支銷並已計入行政開支。

40. DISPOSAL OF SUBSIDIARY

(a) On 31 December 2017, the Group disposed of its subsidiary, Aiqiqi Information, which is engaged in the provision of information technology consultancy services, application and development services in the PRC. The net assets of Aiqiqi Information at the date of disposal were as follows:

40 出售附屬公司

(a) 於2017年12月31日，本集團出售其附屬公司愛企奇信息，該公司於中國從事提供信息技術諮詢服務、應用及開發服務業務。愛企奇信息於出售日期之資產淨值如下：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	26
Intangible assets	無形資產	1,866
Prepayments, deposits and other receivables	預付款、按金及其他應收款項	194
Cash and bank balances	現金及銀行結餘	1
Accruals and other payables	應計費用及其他應付款項	(387)
Deferred tax liabilities	遞延稅項負債	(467)
		1,233
Gain on disposal of a subsidiary included in profit for the year in the consolidated statement of comprehensive income (note 7)	綜合全面收益表內計入年內溢利的出售一間附屬公司收益(附註7)	767
Total cash consideration	總現金代價	2,000
Net cash inflow arising on disposal:	出售產生的現金流入淨值：	
Cash consideration received	已收現金代價	2,000
Cash and bank balances disposed of	已出售之現金及銀行結餘	(1)
Net cash inflow	現金流入淨值	1,999

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

40. DISPOSAL OF SUBSIDIARY (Continued)

- (b) On 30 September 2016, the Group disposed of its subsidiary, Beijing Shenzhoufu Network Technology Development Limited ("Shenzhoufu Network"), which is engaged in the provision of internet information service business in the PRC. The net assets of Shenzhoufu Network at the date of disposal were as follows:

40 出售附屬公司(續)

- (b) 於2016年9月30日，本集團出售其附屬公司北京神州付網絡科技發展有限公司(「神州付網絡」)，該公司於中國提供互聯網資訊服務業務。神州付網絡於出售日期的資產淨值如下：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	3
Inventories	存貨	205
Intangible assets	無形資產	1,139
Trade receivables	貿易應收款項	139
Prepayments, deposits, and other receivables	預付款、按金及其他應收款項	2,381
Cash and bank balances	現金及銀行結餘	47
Accruals and other payables	應計費用及其他應付款項	(1,552)
Non-controlling interest	非控股權益	(862)
		1,500
Gain on disposal of subsidiary included in profit for the year in the consolidated statement of comprehensive income (note 7)	綜合全面收益表內計入年內溢利的出售附屬公司收益(附註7)	151
Total cash consideration	總現金代價	1,651
Net cash inflow arising on disposal:	出售產生的現金流入淨值：	
Cash consideration received	已收現金代價	1,651
Cash and bank balances disposed of	已出售之現金及銀行結餘	(47)
Net cash inflow	現金流入淨值	1,604

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

41. NOTE SUPPORTING CONSOLIDATED STATEMENT OF CASH FLOWS

Reconciliation of liabilities arising from financing activities:

41. 綜合現金流量表之附註

來自融資活動負債對賬：

		Bank borrowings 銀行借款 (note 30) (附註30) RMB'000 人民幣千元
At 1 January 2016, 31 December 2016 and 1 January 2017	於2016年1月1日、2016年12月31日及2017年1月1日	—
Changes from cash flows:	現金流量變動：	
Proceeds from new bank loans	新銀行貸款所得款項	61,000
Total changes from financing cash flows	融資現金流量變動總額	61,000
Other changes:	其他變動：	
Interest expenses (financing)	利息開支(融資)	794

42. CONTINGENT LIABILITIES

42. 或然負債

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
Guarantees given to financial institutions in respect of financial guarantee provided to independent third parties	就向獨立第三方提供之金融擔保向金融機構提供的擔保	17,492	—

Details about the management of credit risk by the Group regarding these financing guarantees are set out in note 38.

本集團就該等融資擔保的信貸風險管理詳情載列於附註38。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

43. NON-CONTROLLING INTERESTS

- (i) Wanlefu Technology, a 66.60% (2016: 63.10%) owned subsidiary of the Company, has material non-controlling interests (NCI).

Summarised financial information in relation to the NCI of Wanlefu Technology, before intra-group eliminations, is presented below:

43. 非控股權益

- (i) 玩樂付科技為本公司擁有66.60% (2016年: 63.10%) 權益之附屬公司, 其擁有重大非控股權益(非控股權益)。

有關玩樂付科技非控股權益在集團內部對銷前的財務資料概述呈列如下:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
For the year ended 31 December	截至12月31日止年度		
Revenue	收益	14,153	454
Profit/(loss) for the year	年內溢利/(虧損)	1,387	(2,582)
Total comprehensive income/(loss)	全面收入/(虧損)總額	1,387	(2,582)
Profit/ (loss) allocated to NCI	分配至非控股權益之溢利/(虧損)	321	(953)
Dividends paid to NCI	已付予非控股權益之股息	—	—
For the year ended 31 December	截至12月31日止年度		
Cash used in operating activities	經營活動所用現金	(3,769)	(1,553)
Cash used in investing activities	投資活動所用現金	(208)	(47)
Cash flows from financing activities	融資活動所得現金流量	2,091	4,533
Net cash (outflows)/inflows	現金(流出)/流入淨額	(1,886)	2,933
As at 31 December	於12月31日		
Current assets	流動資產	7,724	4,570
Non-current assets	非流動資產	465	316
Current liabilities	流動負債	(8,829)	(6,913)
Non-current liabilities	非流動負債	—	—
Net liabilities	負債淨額	(640)	(2,027)
Accumulated non-controlling interests	累計非控股權益	(969)	(1,503)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

43. NON-CONTROLLING INTERESTS (Continued)

(i) [Continued]

On 29 August 2017 the Company acquired an additional 3.5% ownership interest in its subsidiary Wanlefu Technology. Following the acquisition, the Company had 66.60% ownership interest. The transaction has been accounted for as an equity transaction with the NCI as follows:

43. 非控股權益(續)

(i) (續)

於2017年8月29日，本公司向其附屬公司玩樂付科技收購額外3.5%的權益。緊隨收購後，本公司擁有66.60%的權益。交易已入賬列為權益交易，涉及之非控股權益如下：

		2017 RMB'000 人民幣千元
Consideration paid for 3.5% ownership interest	已付3.5%權益之代價	—
Net liabilities attributable to 3.5% ownership interest	應佔3.5%權益之負債淨額	(213)
Decrease in equity attributable to owners of the Company (included in retained earnings)	本公司擁有人應佔權益減少 (已計入保留盈利)	(213)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

43. NON-CONTROLLING INTERESTS (Continued)

- (ii) Beijing Kuailhuika, a 51% (2016: nil) owned subsidiary of the Company, has material NCI.

Summarised financial information in relation to the NCI of Beijing Kuailhuika, before intra-group eliminations, is presented below:

43. 非控股權益(續)

- (ii) 北京快惠卡為本公司擁有51% (2016年：零)權益之附屬公司，其擁有重大非控股權益。

有關北京快惠卡非控股權益在集團內部對銷前的財務資料概述呈列如下：

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
For the year ended 31 December	截至12月31日止年度		
Revenue	收益	2,063	—
Loss for the year	年內虧損	(7,754)	—
Total comprehensive loss	全面虧損總額	(7,754)	—
Loss allocated to NCI	分配至非控股權益之虧損	(3,420)	—
Dividends paid to NCI	已付予非控股權益之股息	—	—
For the year ended 31 December	截至12月31日止年度		
Cash used in operating activities	經營活動所用現金	(5,173)	—
Cash used in investing activities	投資活動所用現金	(36)	—
Cash flows from financing activities	融資活動所得現金流量	6,304	—
Net cash inflows	現金流入淨額	1,095	—
As at 31 December	於12月31日		
Current assets	流動資產	3,024	—
Non-current assets	非流動資產	32	—
Current liabilities	流動負債	(10,639)	—
Non-current liabilities	非流動負債	—	—
Net liabilities	負債淨額	(7,583)	—
Accumulated non-controlling interests	累計非控股權益	(3,250)	—

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

43. NON-CONTROLLING INTERESTS (Continued)

- (iii) Joy Credit, a 70.4% (2016: 48.52%) owned subsidiary of the Company, has material NCI.

Summarised financial information in relation to the NCI of Joy Credit, before intra-group eliminations, is presented below:

43. 非控股權益(續)

- (iii) Joy Credit為本公司擁有70.4%(2016年: 48.52%)權益之附屬公司, 其擁有重大非控股權益。

有關非控股權益在集團內部對銷前的財務資料概述呈列如下:

		2017 RMB'000 人民幣千元	2016 RMB'000 人民幣千元
For the year ended 31 December	截至12月31日止年度		
Revenue	收益	943	—
Loss for the year	年內虧損	(8,418)	(827)
Total comprehensive loss	全面虧損總額	(8,418)	(827)
Loss allocated to NCI	分配至非控股權益之虧損	(3,101)	(426)
Dividends paid to NCI	已付予非控股權益之股息	—	—
For the year ended 31 December	截至12月31日止年度		
Cash (used in)/flow from operating activities	經營活動(所用)/所得現金	(7,762)	920
Cash used in investing activities	投資活動所用現金	—	(2)
Cash flows from/(used in) financing activities	融資活動所得/(所用)現金流量	2,201	(4,889)
Net cash outflows	現金流出淨額	(5,561)	(3,971)
As at 31 December	於12月31日		
Current assets	流動資產	4,501	11,767
Non-current assets	非流動資產	2	2
Current liabilities	流動負債	(1,221)	(69)
Non-current liabilities	非流動負債	—	—
Net assets	資產淨額	3,282	11,700
Accumulated non-controlling interests	累計非控股權益	5,592	12,788

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2017 截至2017年12月31日止年度

43. NON-CONTROLLING INTERESTS (Continued)

(iii) (Continued)

On 29 August 2017 the Company acquired an additional 21.88% ownership interest in its subsidiary, Joy Credit. Following the acquisition, the Company had 70.4% ownership interest (note 17). The transaction has been accounted for as an equity transaction with the NCI as follows:

43. 非控股權益(續)

(iii) (續)

於2017年8月29日，本公司向其附屬公司Joy Credit收購額外21.88%的權益。緊隨收購後，本公司擁有70.4%的權益(附註17)。交易已入賬列為權益交易，涉及之非控股權益如下：

		2017 RMB'000 人民幣千元
Consideration paid for 21.88% ownership interest	已付21.88%權益之代價	(2,632)
Net assets attributable to 21.88% ownership interest	應佔21.88%權益之資產淨額	4,095
Increase in equity attributable to owners of the Company (included in retained earnings)	本公司擁有人應佔權益增加(已計入保留盈利)	1,463

44. EVENTS AFTER THE REPORTING DATE

Except for the termination of acquisition as disclosed in note 36(b), no other disclosable event is noted.

44. 報告日期後事項

除於附註36(b)披露之收購終止外，並無其他須披露事項。

45. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 23 March 2018.

45. 批准財務報表

本財務報表於2018年3月23日獲董事會批准及授權刊發。

神州數字

China Binary Sale Technology Limited

神州數字銷售技術有限公司