



OURGAME INTERNATIONAL HOLDINGS LIMITED

聯眾國際控股有限公司

STOCK CODE 股份代碼: 06899

中期報告 2016
Interim Report



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Corporate Information

公司資料

DIRECTORS

Executive Directors

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

Non-Executive Directors

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

Independent Non-Executive Directors

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

AUDIT COMMITTEE

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

REMUNERATION COMMITTEE

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

NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

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

董事

執行董事

楊慶先生(主席兼聯席行政總裁)
伍國樑先生(聯席行政總裁)

非執行董事

劉江先生
華觀發先生*
樊泰先生
陳弦先生

獨立非執行董事

葛旋先生
魯眾先生
張頌仁先生

審核委員會

張頌仁先生(主席)
樊泰先生
葛旋先生

薪酬委員會

魯眾先生(主席)
張頌仁先生
葛旋先生

提名及企業管治委員會

楊慶先生(主席)
張頌仁先生
陳弦先生
魯眾先生
葛旋先生

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

* 華觀發先生擔任非執行董事，自二零一六年二月五日起生效。

Corporate Information (Continued)

公司資料(續)

RISK MANAGEMENT COMMITTEE

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

風險管理委員會

伍國樑先生(主席)
葛旋先生
魯眾先生
華觀發先生**
張頌仁先生**

JOINT COMPANY SECRETARIES

Ms. LI Jin
Ms. NG Sau Mei

聯席公司秘書

栗璿女士
伍秀薇女士

AUTHORISED REPRESENTATIVES

Mr. NG Kwok Leung Frank
Ms. NG Sau Mei

授權代表

伍國樑先生
伍秀薇女士

AUDITORS

Grant Thornton Hong Kong Limited
Certified Public Accountants

核數師

致同(香港)會計師事務所有限公司
執業會計師

LEGAL ADVISER

Skadden, Arps, Slate, Meagher & Flom

法律顧問

世達國際律師事務所

REGISTERED OFFICE

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

註冊辦事處

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

香港主要營業地點

香港
銅鑼灣勿地臣街1號
時代廣場二座36樓

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

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

Corporate Information (Continued)

公司資料(續)

HEADQUARTER

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

Principal Bankers

China Merchants Bank
China Minsheng Bank
Wing Lung Bank Limited

Company Website

www.ourgame.com
www.lianzhong.com

Stock code

6899

總部

中國北京市朝陽區廣順北大街33號
福碼大廈1號樓B座17樓

開曼群島股份過戶登記總處

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

香港股份過戶登記分處

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

主要往來銀行

中國招商銀行
中國民生銀行
永隆銀行有限公司

公司網站

www.ourgame.com
www.lianzhong.com

股份代號

6899

Financial Highlights

財務摘要

		Six months ended 30 June 截至六月三十日 止六個月			Three months ended 30 June 截至六月三十日 止三個月		
		2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審計)	Changes 變動	2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審計)	Changes 變動
Revenue	收入	415,883	325,068	+27.9%	221,288	160,919	+37.5%
PC games revenue	PC遊戲收入	205,406	148,822	+38.0%	97,724	80,959	+20.7%
Mobile games revenue	移動遊戲收入	166,502	175,012	-4.9%	100,830	79,733	+26.5%
Others	其他	43,975	1,234	+3,463.6%	22,734	227	+9,915.0%
Profit attributable to equity holders of the Company	本公司權益持有人應佔利潤	75,998	62,545	+21.5%	54,067	34,326	+57.5%
Non-IFRS adjusted net profit*	非國際財務報告準則經調整淨利潤*	96,147	84,379	+13.9%	62,916	44,054	+42.8%
Attributable to equity holders of the Company	本公司權益持有人應佔部分	96,979	84,379	+14.9%	64,148	44,054	+45.6%
Attributable to non-controlling interests	非控股權益應佔部分	(832)	—	—	(1,232)	—	—

* Non-IFRS adjusted net profit was derived from the unaudited profit for the period excluding share-based compensation expense.

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

Financial Highlights (Continued)

財務摘要(續)

		Six months ended 30 June 截至六月三十日 止六個月			Three months ended 30 June 截至六月三十日 止三個月		
		2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審計)	Changes 變動	2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審計)	Changes 變動
Games revenue	遊戲收入						
Self-developed games	自主開發遊戲						
— Texas Hold'em	— 德州撲克	151,595	80,873	+87.4%	77,399	43,974	+76.0%
— Mahjong	— 麻將	77,954	78,138	-0.2%	41,593	39,436	+5.5%
— Fight the Landlord	— 鬥地主	119,341	134,741	-11.4%	67,361	63,337	+6.4%
— Other self-developed games	— 其他自主開發遊戲	15,285	19,724	-22.5%	7,789	9,935	-21.6%
Self-developed games total	自主開發遊戲總額	364,175	313,476	+16.2%	194,142	156,682	+23.9%
Others	其他	7,733	10,358	-25.3%	4,412	4,010	+10.0%
Total games revenue	遊戲收入總額	371,908	323,834	+14.8%	198,554	160,692	+23.6%
Non-Games revenue⁽¹⁾	非遊戲收入⁽¹⁾	43,975	1,234	+3,463.6%	22,734	227	+9,915.0%
Total revenue	總收入	415,883	325,068	+27.9%	221,288	160,919	+37.5%

(1) Non-Games revenue mainly consists of miscellaneous revenue derived from tournaments and events organised by the Group, which includes sponsorship and advertising income received.

(1) 非遊戲收入主要包括來自本集團所舉辦錦標賽及活動的雜項收入，包括已收取之贊助及廣告收入。

Financial Highlights (Continued)

財務摘要(續)

		Six months ended 30 June 截至六月三十日 止六個月			Three months ended 30 June 截至六月三十日 止三個月		
		2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審計)	Changes 變動	2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審計)	Changes 變動
PRC ⁽²⁾	中國 ⁽²⁾	355,727	325,068	+9.4%	191,882	160,919	+19.2%
Outside the PRC ⁽³⁾	中國境外 ⁽³⁾	60,156	—	—	29,406	—	—
Total revenue	總收入	415,883	325,068	+27.9%	221,288	160,919	+37.5%

[2] For the purpose of this interim report, the revenue from the PRC do not include those from Hong Kong, Macau and Taiwan (if any).

[3] The revenue outside the PRC was primarily derived from Peerless Media Limited and its subsidiaries (the "Peerless Group") which were acquired by the Group at the end of June 2015. The Peerless Group is engaged in the business of television production, brand licensing, online service and tour management producing poker and online entertainment content under the World Poker Tour ("WPT") global brand ("WPT Branded Business").

[2] 就本中期報告而言，來自中國的收入並未包括來自香港、澳門及台灣的收入(如有)。

[3] 中國境外收入主要自本集團於二零一五年六月底收購的Peerless Media Limited及其附屬公司(「Peerless Group」)產生。Peerless Group從事電視製作、品牌授權、線上服務及比賽管理，以及根據世界撲克巡迴賽(「WPT」)的世界性品牌製作撲克及在線娛樂內容之業務(「WPT品牌業務」)。

Operational Highlights

營運摘要

		Six months ended 30 June 截至六月三十日 止六個月			Three months ended 30 June 截至六月三十日 止三個月		
		2016 二零一六年 (Unaudited) (未經審計)	2015 二零一五年 (Unaudited) (未經審計)	Changes 變動	2016 二零一六年 (Unaudited) (未經審計)	2015 二零一五年 (Unaudited) (未經審計)	Changes 變動
MAUs (in thousands):	每月活躍用戶 (以千名列示):						
Self-developed games	自主開發遊戲						
— Texas Hold'em	— 德州撲克	871	479	+81.8%	1,007	445	+126.3%
— Mahjong	— 麻將	5,283	4,834	+9.3%	5,936	4,736	+25.3%
— Fight the Landlord	— 鬥地主	17,032	18,229	-6.6%	18,551	16,692	+11.1%
— Other self-developed games	— 其他自主開發遊戲	4,923	5,785	-14.9%	4,938	5,729	-13.8%
Total	總計	28,109	29,327	-4.2%	30,432	27,602	+10.3%
MPUs (in thousands):	每月付費用戶 (以千名列示):						
Self-developed games	自主開發遊戲	1,785	1,783	+0.1%	1,970	1,735	+13.5%
ARPPU (in RMB):	付費用戶月均收入 (以人民幣元列示):						
Self-developed games	自主開發遊戲	34	29	+17.2%	33	30	+10.0%

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

The Board of Ourgame International Holdings Limited is pleased to announce the unaudited consolidated interim results of the Company and its subsidiaries for the six months ended 30 June 2016. The interim results have been reviewed by the Company's audit committee (the "**Audit Committee**") and the Company's auditors, Grant Thornton Hong Kong Limited.

For the six months ended 30 June 2016, the Group has been operating well and achieved satisfactory financial results despite overall challenging market conditions. In particular growth accelerated in the second quarter which made up for a somewhat slow start in the first quarter and contributed to overall first half year's performance. During the second quarter of 2016, the revenue of the Group increased by 37.5% from RMB160.9 million for the three months ended 30 June 2015 to RMB221.3 million. The revenues from PC games and mobile games amounted to RMB97.7 million and RMB100.8 million, representing an increase of 20.7% and 26.5% as compared with RMB81.0 million and RMB79.7 million for the corresponding period of 2015 respectively. Other revenue amounted to RMB22.7 million for the three months ended 30 June 2016, representing an increase of RMB22.5 million or 9,915.0% as compared with RMB0.2 million for the corresponding period of 2015. The profit attributable to equity holders of the Company increased by 57.5% to RMB54.1 million for the three months ended 30 June 2016, from RMB34.3 million for the corresponding period of 2015. Non-IFRS adjusted net profit attributable to equity holders of the Company increased by 45.6% to RMB64.1 million as compared with RMB44.1 million for the corresponding period of 2015. Moreover, the MAUs amounted to 30.4 million for the second quarter of 2016, representing an increase of 10.3% from 27.6 million for the same period of 2015. Compared to the 1.7 million MPUs during the second quarter of 2015, there was visible increase of 13.5% and the MPUs of the second quarter of 2016 amounted to 2.0 million.

業務回顧

聯眾國際控股有限公司董事會欣然宣佈本公司及其附屬公司截至二零一六年六月三十日止六個月之未經審核綜合中期業績。中期業績已由本公司審核委員會(「**審核委員會**」)及本公司核數師致同(香港)會計師事務所有限公司審閱。

截至二零一六年六月三十日止六個月，儘管整體而言市場情況充滿挑戰，本集團營運狀況良好，並取得令人滿意的財務業績。第二季的增長尤其明顯，彌補了第一季的緩慢起步，並為上半年整體表現作出貢獻。於二零一六年第二季，本集團收入由截至二零一五年六月三十日止三個月的人民幣160.9百萬元增加37.5%至人民幣221.3百萬元。PC遊戲及移動遊戲的收入分別達人民幣97.7百萬元及人民幣100.8百萬元，與二零一五年同期的人民幣81.0百萬元及人民幣79.7百萬元相比分別增加20.7%及26.5%。截至二零一六年六月三十日止三個月的其他收入為人民幣22.7百萬元，與二零一五年同期的人民幣0.2百萬元相比增加人民幣22.5百萬元或9,915.0%。截至二零一六年六月三十日止三個月，本公司權益持有人應佔利潤較二零一五年同期的人民幣34.3百萬元增加57.5%至人民幣54.1百萬元。本公司權益持有人應佔之非國際財務報告準則經調整淨利潤較二零一五年同期的人民幣44.1百萬元增加45.6%至人民幣64.1百萬元。此外，每月活躍用戶於二零一六年第二季達到30.4百萬名，較二零一五年同期的27.6百萬名增加10.3%。與二零一五年第二季的每月付費用戶1.7百萬名相比，二零一六年第二季的每月付費用戶數目錄得13.5%的明顯增幅，達到2.0百萬名。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The revenue of the Group increased by 27.9% from RMB325.1 million for the six months ended 30 June 2015 to RMB415.9 million for the six months ended 30 June 2016. Among which, PC games revenue increased by 38.0% from RMB148.8 million for the six months ended 30 June 2015 to RMB205.4 million for the six months ended 30 June 2016. Mobile games revenue decreased by 4.9% from RMB175.0 million for the six months ended 30 June 2015 to RMB166.5 million for the six months ended 30 June 2016. Non-games revenue increased by 3,463.6% from RMB1.2 million for the six months ended 30 June 2015 to RMB44.0 million for the six months ended 30 June 2016. Our profit attributable to equity holders of the Company increased by 21.5% from RMB62.5 million for the six months ended 30 June 2015 to RMB76.0 million for the six months ended 30 June 2016. Our non-IFRS adjusted net profit increased by 13.9% from RMB84.4 million for the six months ended 30 June 2015 to RMB96.1 million for the six months ended 30 June 2016. Our MAUs decreased by 4.2% from 29.3 million for the six months ended 30 June 2015 to 28.1 million for the six months ended 30 June 2016. Our MPUs remained stable at 1.8 million for the six months ended 30 June 2015 and 2016. The ARPPU increased by 17.2% from RMB29 for the six months ended 30 June 2015 to RMB34 for the six months ended 30 June 2016.

In the first half of 2016, the revenue of Texas Hold'em achieved significant growth and amounted to RMB151.6 million for the six months ended 30 June 2016, representing an increase of 87.4% over the corresponding period of 2015. The revenue of Mahjong for the first half of 2016 remained stable compared with the corresponding period of 2015. The MAUs of Texas Hold'em and Mahjong reached 871 thousand and 5.3 million for the six months ended 30 June 2016, respectively, representing an increase of 81.8% and 9.3% over the same period of 2015. There were slight decreases in revenue and MAUs of Fight the Landlord and other self-developed games. Compared to the six months ended 30 June 2015, the revenue of Fight the Landlord and other self-developed games were RMB119.3 million and RMB15.3 million and decreased by 11.4% and 22.5% during the same period of 2016 respectively. Among the total revenue of RMB415.9 million of the Group during the six months ended 30 June 2016, the Peerless Group which was acquired by the Group at the end of June 2015 contributed RMB60.2 million.

本集團收入由截至二零一五年六月三十日止六個月的人民幣325.1百萬元增加27.9%至截至二零一六年六月三十日止六個月的人民幣415.9百萬元。當中，PC遊戲收入由截至二零一五年六月三十日止六個月的人民幣148.8百萬元上升38.0%至截至二零一六年六月三十日止六個月的人民幣205.4百萬元。移動遊戲收入由截至二零一五年六月三十日止六個月的人民幣175.0百萬元下跌4.9%至截至二零一六年六月三十日止六個月的人民幣166.5百萬元。非遊戲收入由截至二零一五年六月三十日止六個月的人民幣1.2百萬元增加3,463.6%至截至二零一六年六月三十日止六個月的人民幣44.0百萬元。本公司權益持有人應佔利潤由截至二零一五年六月三十日止六個月的人民幣62.5百萬元增加21.5%至截至二零一六年六月三十日止六個月的人民幣76.0百萬元。我們的非國際財務報告準則經調整淨利潤由截至二零一五年六月三十日止六個月的人民幣84.4百萬元增加13.9%至截至二零一六年六月三十日止六個月的人民幣96.1百萬元。我們的每月活躍用戶數目由截至二零一五年六月三十日止六個月的29.3百萬名下跌4.2%至截至二零一六年六月三十日止六個月的28.1百萬名。我們的每月付費用戶數目維持平穩，於截至二零一五年及二零一六年六月三十日止六個月均為1.8百萬名。付費用戶月均收入由截至二零一五年六月三十日止六個月的人民幣29元上升17.2%至截至二零一六年六月三十日止六個月的人民幣34元。

於二零一六年上半年，德州撲克的收入顯著增長，截至二零一六年六月三十日止六個月達到人民幣151.6百萬元，與二零一五年同期相比增長87.4%。與2015年同期相比，2016年上半年的麻將收入維持平穩。截至二零一六年六月三十日止六個月，德州撲克及麻將的每月活躍用戶分別達到871千名及5.3百萬名，較二零一五年同期增加81.8%及9.3%。鬥地主及其他自主開發遊戲的收入及每月活躍用戶均略微下降。與截至二零一五年六月三十日止六個月相比，鬥地主及其他自主開發遊戲的收入於二零一六年同期分別為人民幣119.3百萬元及人民幣15.3百萬元，分別下跌11.4%及22.5%。在本集團截至二零一六年六月三十日止六個月的總收入人民幣415.9百萬元當中，本集團於二零一五年六月底收購的Peerless Group貢獻人民幣60.2百萬元。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The increase in revenue of our major games categories can be attributable to the continued upgrade of our games that continued to attract users and stimulated purchases, the gradual diversification of payment methods, the well execution of the on/offline model and the closer cooperation with mobile carriers and mobile manufacturers. In the second quarter of 2016, we began adding features such as missions completion (闖關), double up (加倍) and other similar features into Tian-tian Fight the Landlord (天天鬥地主) and Mashang Fight the Landlord (馬上鬥地主) as well as our Mahjong series with the aim of raising users engagement level. Our close cooperation with major mobile carriers and mobile phone manufactures continue to help us attract users and maintain a stable payment environment. At the same time, we established a payment-directing function in our mobile games so that users can pay via WeChat or Alipay starting in the second quarter of 2016. We launched the first Fight the Landlord Golden League on Campus in May 2016 and the 2016 Fight the Landlord Golden League in June 2016. The two offline events have successfully drawn online traffic and attracted new users from the campus to our online platforms. Moreover, the successful launch of the 9th WPT Dragon Series, which attracted a record high number of participants and the contribution from the online traffic of WPT, had both helped drive the performance of our Texas Hold'em gaming business.

In June 2016, we celebrated the first anniversary of our acquisition of Peerless Group that holds the WPT global brand. Over the past year, Ourgame's technical and online operation know-hows were transplanted into Peerless Group whereas WPT's TV program production, offline event organization and other capabilities were infused into Ourgame smoothly. WPT finalized a historic, five-year broadcasting deal with FOX Sports Networks, assuring that WPT's top-rated show will become one of the longest-running regularly scheduled series in the history of television. Moreover, in May 2016, Peerless Group introduced the televised WPT Tournament of Champions. The elite tournament garnered headlines across the poker community, attracting 64 WPT Champions from the past 14 years. Social media impressions, including viewership on Youtube, Twitch, Pluto TV and other new digital media channels, increased 134% year-over-year in the second quarter of 2016, and WPT is on pace to generate more than 50 million impressions in 2016. In addition, Peerless Group continued to expand the depth and breadth of WPT Studios; adding distribution channels in India, South Korea and Israel; and achieving greater penetration on digital platforms such as PlutoTV.

我們的主要遊戲類別的收入上升乃由於我們的遊戲持續升級從而持續吸引用戶及刺激付費、付款方式逐漸變得多元化、線上／線下模式的精確執行及與移動運營商及移動手機廠商更緊密的合作所導致。於二零一六年第二季，我們開始在天天鬥地主及馬上鬥地主遊戲以及麻將系列內加入闖關、加倍及其他類似特色，旨在提高用戶參與水平。我們與主要移動運營商及移動手機廠商緊密合作，以協助我們吸引用戶及維持穩定支付環境。與此同時，自二零一六年第二季開始，我們在移動遊戲內設立付款指示功能，以使用戶透過微信或支付寶付款。我們在二零一六年五月舉辦首屆校園鬥地主黃金聯賽及於二零一六年六月舉辦二零一六年鬥地主黃金聯賽。此兩項線下活動成功帶動在線流量，並吸引校園新用戶使用線上平臺。此外，第九屆WPT龍巡賽取得空前成功，不單參賽者數目創新高，帶動WPT在線流量，更有助推動德州撲克遊戲業務的表現。

我們於二零一六年六月迎來收購持有WPT全球品牌的Peerless Group的一週年。在過去一年內，聯眾在技術及線上運營方面的專業知識已引入Peerless Group，而WPT的電視節目製作、舉辦線下活動及其他方面的專長亦順利融入聯眾的運作。WPT與FOX Sports Networks落實了一項歷史性的五年轉播交易協議，WPT的高收視節目因此成為電視史上其中一個最長壽的定期播放節目系列。此外，於二零一六年五月，Peerless Group首次於電視上播放WPT冠軍盃錦標賽。WPT冠軍盃錦標賽為精英錦標賽，佔據撲克界各大頭條版面，過往14年吸引64名WPT冠軍級人馬參賽。WPT在社交媒體的曝光率急升，包括在Youtube、Twitch、Pluto TV及其他新電子媒體頻道在內的點擊率在二零一六年第二季同比增加134%，而WPT在二零一六年的曝光率將邁向超過50百萬次。另外，Peerless Group繼續擴充WPT Studios的深度及範圍，在印度、南韓及以色列增加分銷渠道，以及加強滲透PlutoTV等數碼平臺。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Since the beginning of this year, Ourgame has been working closely with our substantial shareholder, Irena Group Co., Ltd. (a company listed on the National Equities Exchange and Quotations System in the PRC; stock code: 834358; the “iRena”), which enjoys unmatched expertise, resources and capability in sports tournament management, sports marketing, sports leisure services and manages over 70% of tickets sales of all premium commercial sports tournaments throughout the PRC. With the combination of two groups’ resources and expertise, the Group and iRena established a joint venture in Hainan (“iRena/Ourgame JV”) in April 2016 that aims to transform the sporting experience of millions of fans with a creative new business models by combining features of ticket sales, online games, tournaments and e-sports.

In the first half of 2016, we also made significant progress on Internet Plus transformation of card and board games together with the Board and Card Games Administrative Centre of the China General Sports Administration (the “**Board and Card Games and Administrative Center**”). The Board and Card Games and Administrative Centre announced the official launch of the competitive board and card games platform (the “**Platform**”), which was built by Ourgame’s invested Tianjin Zhongqi Weiye Sports Development Co., Ltd. (天津中棋惟業體育發展有限公司), and also announced the selection of five strategic pilot partners (including Tencent, 360, Sina, China Mobile Migu and Ourgame). The launch of the Platform heralds a brand new model for card and board game competitive sports. Users from all strategic partners could compete together on the Platform and win Master Scores (大師分) granted by the Board and Card Games and Administrative Centre.

In April 2016, we officially announced our new company logo. The new logo is formed by five “G” letters in a design inspired by The Olympic Rings. The new logo portrays our expansion from “game” business into an integrated “global group” with its five platforms (online games, e-sports, mind sports, global poker entertainment and sports e-Commerce). The new logo reflects the Group’s business eco-system and its synergistic components. Going forward, the Group will continue to expand and accelerate growth along the axis of this five eco-system components, both domestic and internationally.

自今年伊始，聯眾與其主要股東體育之窗文化股份有限公司(於中國全國中小企業股份轉讓系統掛牌的公司，股份代碼：834358，「體育之窗」)緊密合作，後者擁有在體育錦標賽管理、體育事業市場推廣及休閒體育服務無可相比的專業知識、資源及能力，且管理全國所有頂級商業體育錦標賽門票市場逾70%的銷售。本集團與體育之窗於二零一六年四月在海南成立合營企業(「體育之窗／聯眾合營企業」)，結合兩個集團的資源及專長，以綜合門票銷售、線上遊戲、錦標賽及電子體育等特色的嶄新業務模式，為廣大愛好者帶來耳目一新的運動體驗。

於二零一六年上半年，我們與國家體育總局棋牌運動管理中心(「**棋牌運動管理中心**」)攜手合作，在棋牌活動「互聯網+」轉型方面亦取得重要進展。棋牌運動管理中心公佈正式推出棋牌競賽平台(「**該平台**」)，其乃由聯眾所投資的天津中棋惟業體育發展有限公司所建立，並公佈獲選的五名戰略先行夥伴(包括騰訊、360、新浪網、中國移動咪咕綜合娛樂平台及聯眾)。該平台開拓棋牌活動競賽運動的全新模式，所有戰略夥伴的用戶均可於該平台上一較高下，並贏得由棋牌運動管理中心所授予之大師分。

我們於二零一六年四月正式發佈公司新標誌。新標誌受奧運五環啟發，乃由五個英文字母「G」組成。新標誌描繪出我們由「遊戲」(Game)業務拓展到擁有五個平台(線上遊戲、電子體育、智力運動、全球性撲克娛樂及體育電子商務)的綜合性「全球化集團」(Global Group)。新標誌反映本集團的業務生態系統及協同一致的元素。展望未來，本集團將於國內及國際上繼續沿著此五個生態系統元素的主軸擴展及加快增長。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FUTURE PROSPECTS

If first half of 2016 was continue to build the foundation for our eco-system and growth, then in the second half of 2016, there should be the first wave of initial results coming to fruition.

We will have an unequalled focus on our games products and we will be revamping our entire development and operations organization to center around our core products. We will be launching innovative products and game features with an accelerated pace. In the PRC, we will continue to release innovative products and features across PC and mobile to reach new users and increase users engagement. Overseas, we have launching in the second half of 2016, an entire new set of WPT social gaming products, branded PlayWPT. PlayWPT includes a freemium poker game (PlayWPT Poker) with both PC and mobile versions, as well as several theme-based slot games (PlayWPT Slots). We are committed to growing PlayWPT into a worldwide leader. We will leverage WPT's vast television library and utilize WPT's significant social media footprint to penetrate WPT's live player database.

Our eSports JV, Allied eSports, will be expanding our eSports arena property network to North America and Europe in the second half of 2016, making our property network truly global. With the global arena property network as the foundation, Allied eSports will be working with game publishers to operate eSports tournaments and events around the world, which will lead to a global integrated tournament offering.

The iRena/Ourgame JV will be launching its first wave of products and offerings in the second half of 2016. With the initial realization of synergy effects resulting from our cooperation with iRena, the iRena/Ourgame JV will further focus on expansions into correlative areas, including commercialization on sports IPs, sports fans and sports derivative products, and will strive to be a leading integrated e-business sports company.

未來前景

如果二零一六年上半年是奠定我們生態系統及增長基礎的奠基期，則二零一六年下半年為我們取得第一波初步成果的收成期。

我們將對我們的遊戲產品寄予前所未有的專注，並將改組我們的整個開發及營運組織以將最強的力量全部投入在我們的核心產品上。我們將加快步伐推出創新產品及遊戲特色。在國內，我們將繼續推出PC端及移動端均可應用的創新產品及遊戲特色，以吸引新用戶及增進用戶參與度，而在海外則即將於二零一六年下半年推出WPT品牌旗下全新的PlayWPT品牌社交遊戲產品。PlayWPT包括PC及移動版免費增值撲克遊戲（即PlayWPT Poker）以及多個主題式角子機遊戲（即PlayWPT Slots）。我們將致力把PlayWPT打造成全球領先的撲克遊戲產品。我們將藉著WPT電視廣播的廣泛覆蓋範圍，以及運用WPT於大型社交平台的足跡滲透WPT即時用戶資料庫。

我們的電子競賽合營企業聯盟電競將於二零一六年下半年將我們的電子競技場館網絡拓展至北美及歐洲，實現真正的場館網絡全球化。建基於全球競技場館網絡之上，聯盟電競將與遊戲發行商攜手合作於世界各地舉辦電子競賽錦標賽及活動，實現全球綜合錦標賽聯盟。

體育之窗／聯眾合營企業將於二零一六年下半年推出首批產品。我們與體育之窗的合作已初步發揮協同效應，體育之窗／聯眾合營企業將借此進一步集中拓展至相關領域，包括體育知識產權、體育愛好者及體育衍生產品商業化，並致力成為領先的綜合電子商業運動公司。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FINANCIAL REVIEW

1. Overview

For the six months ended 30 June 2016, profit attributable to equity holders of the Company increased significantly and amounted to RMB76.0 million, representing an increase of RMB13.5 million from the corresponding period of 2015. Non-IFRS adjusted net profit* attributable to equity holders of the Company amounted to RMB97.0 million, representing an increase of RMB12.6 million as compared with RMB84.4 million for the corresponding period of 2015.

* Non-IFRS adjusted net profit was derived from the unaudited profit for the period excluding share-based compensation expense.

2. Revenue

For the six months ended 30 June 2016, revenue of the Group amounted to RMB415.9 million, representing an increase of RMB90.8 million or 27.9% as compared with RMB325.1 million for the corresponding period of 2015. The increase was due to significant increase in revenue from PC games and increase in other revenue primarily derived from game tournaments and events organized by the Group as a result of the acquisition of the Peerless Group.

For the six months ended 30 June 2016, the revenue from PC games amounted to RMB205.4 million, representing an increase of RMB56.6 million or 38.0% as compared with RMB148.8 million for the corresponding period of 2015. Other revenue amounted to RMB44.0 million for the six months ended 30 June 2016, representing an increase of RMB42.7 million or 3,463.6% as compared with RMB1.2 million for the corresponding period of 2015.

3. Cost of Revenue and Gross Profit Margin

For the six months ended 30 June 2016, cost of revenue of the Group amounted to RMB178.9 million, representing an increase of RMB29.9 million or 20.0% as compared with RMB149.0 million for the corresponding period of 2015. The resulting gross profit margin remained relatively stable at 57.0% and 54.2% for the six months ended 30 June 2016 and 2015 respectively.

財務概覽

1. 概覽

截至二零一六年六月三十日止六個月，本公司權益持有人應佔利潤大幅增長至人民幣76.0百萬元，較二零一五年同期增長人民幣13.5百萬元。本公司權益持有人應佔非國際財務報告準則經調整淨利潤金額*為人民幣97.0百萬元，較二零一五年同期的人民幣84.4百萬元增長人民幣12.6百萬元。

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

2. 收入

截至二零一六年六月三十日止六個月，本集團的收入為人民幣415.9百萬元，較二零一五年同期的人民幣325.1百萬元增長人民幣90.8百萬元或27.9%。該增長乃由於PC遊戲所得收入大幅增長，而其他收入增長則主要來自本集團收購Peerless Group後所舉辦的遊戲錦標賽及活動。

截至二零一六年六月三十日止六個月，來自PC遊戲的收入為人民幣205.4百萬元，較二零一五年同期的人民幣148.8百萬元增長人民幣56.6百萬元或38.0%。截至二零一六年六月三十日止六個月，其他收入達到人民幣44.0百萬元，較二零一五年同期的人民幣1.2百萬元增長人民幣42.7百萬元或3,463.6%。

3. 收入成本及毛利率

截至二零一六年六月三十日止六個月，本集團的收入成本為人民幣178.9百萬元，較二零一五同期的人民幣149.0百萬元增長人民幣29.9百萬元或20.0%。截至二零一六年及二零一五年六月三十日止六個月，所產生的毛利率相對平穩地分別維持於57.0%及54.2%。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

4. Other Income

For the six months ended 30 June 2016, other income of the Group amounted to RMB21.4 million, representing an increase of RMB7.1 million or 49.5% as compared with RMB14.3 million for the corresponding period of 2015. This was primarily due to the recognition of the gain on deemed disposal of partial interest in an associate for the six months ended 30 June 2016.

5. Selling and Marketing Expenses

For the six months ended 30 June 2016, selling and marketing expenses of the Group amounted to RMB85.7 million, representing an increase of RMB38.3 million or 80.7% from RMB47.4 million over the corresponding period of 2015. The increase for the period was mainly due to consolidation of the operating results of the Peerless Group since its acquisition by the Group at the end of June 2015 and due to additional costs incurred for the increase in marketing activities and personnel expenses.

6. Administrative Expenses

For the six months ended 30 June 2016, administrative expenses of the Group amounted to RMB60.4 million, representing an increase of RMB31.3 million or 107.7% as compared with RMB29.1 million for the corresponding period of 2015. The increase for the period was mainly due to consolidation of the operating results of the Peerless Group since its acquisition by the Group at end of June 2015 and due to the increase in office rental for expansion of office space, professional fees and personnel expenses.

7. Research and Development Expenses

For the six months ended 30 June 2016, research and development expenses of the Group amounted to RMB18.0 million, representing a decrease of RMB3.6 million or 16.7% as compared with RMB21.6 million for the corresponding period of 2015. The decrease in research and development expenses for the period was mainly due to improved efficiency.

8. Profit Attributable to Equity Holders of the Company

For the six months ended 30 June 2016, profit attributable to equity holders of the Company amounted to RMB76.0 million, representing an increase of RMB13.5 million, or 21.5% as compared with RMB62.5 million for the corresponding period of 2015. The increase was primarily due to the significant increase in revenue.

4. 其他收入

截至二零一六年六月三十日止六個月，本集團的其他收入為人民幣21.4百萬元，較二零一五年同期的人民幣14.3百萬元增加人民幣7.1百萬元或49.5%。此乃主要由於截至二零一六年六月三十日止六個月內確認視作出售聯營公司的部分權益所得收益所致。

5. 銷售及市場推廣費用

截至二零一六年六月三十日止六個月，本集團的銷售及市場推廣費用為人民幣85.7百萬元，較二零一五年同期的人民幣47.4百萬元增長人民幣38.3百萬元或80.7%。期內增長主要由於自本集團於二零一五年六月底收購Peerless Group後將其經營業績合併計算，以及市場推廣活動及人事費用增加產生的額外成本所致。

6. 行政開支

截至二零一六年六月三十日止六個月，本集團的行政開支為人民幣60.4百萬元，較二零一五年同期的人民幣29.1百萬元上升人民幣31.3百萬元或107.7%。期內增長主要由於自本集團於二零一五年六月底收購Peerless Group後將其經營業績合併計算，並因擴充辦公場地而引致租金上漲，以及專業費用及人事費用增加。

7. 研發費用

截至二零一六年六月三十日止六個月，本集團的研發費用為人民幣18.0百萬元，較二零一五年同期的人民幣21.6百萬元減少人民幣3.6百萬元或16.7%。期內研發費用減少主要由於效率改善所致。

8. 本公司權益持有人應佔利潤

截至二零一六年六月三十日止六個月，本公司權益持有人應佔利潤為人民幣76.0百萬元，較二零一五年同期的人民幣62.5百萬元增長了人民幣13.5百萬元或21.5%。該增長主要由於收入顯著增長所致。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

9. Non-IFRS Measure — Adjusted Net Profit

For the six months ended 30 June 2016, unaudited non-IFRS adjusted net profit attributable to equity holders of the Company amounted to RMB97.0 million, representing an increase of RMB12.6 million, or 14.9% as compared with RMB84.4 million for the corresponding period of 2015. The increase was primarily due to the significant increase in revenue. Our unaudited non-IFRS adjusted net profit attributable to equity holders of the Company for the six months ended 30 June 2016 and 2015 were derived from profit attributable to equity holders of the Company for the period excluding their share of share-based compensation expense (six months ended 30 June 2016: RMB21.0 million; six months ended 30 June 2015: RMB21.8 million).

10. Income Tax Credit/(Expense)

For the six months ended 30 June 2016, income tax credit of the Group amounted to RMB1.8 million, compared to RMB7.9 million income tax expense for the corresponding period of 2015. The decrease of income tax expense was primarily due to an overprovision of income tax expense in respect of 2015 of RMB8.6 million as Beijing Lianzhong, a wholly-owned subsidiary of the Group was accredited as a “Key Software Enterprise within National Planning Layout (國家規劃布局內重點軟體企業)” in May 2016 and was granted a preferential income tax rate of 10% retrospectively from 2015. As a result, Beijing Lianzhong is currently enjoying the preferential income tax rate of 10%, which is 5% lower than that of 2015. Such qualification is subject to a review process lead by applicable Development and Reform Commission and Ministry of Industry and Information Technology.

9. 非國際財務報告準則計量 — 經調整淨利潤

截至二零一六年六月三十日止六個月，本公司權益持有人應佔未經審計非國際財務報告準則經調整淨利潤為人民幣97.0百萬元，較二零一五年同期的人民幣84.4百萬元增長了人民幣12.6百萬元或14.9%。該增長主要由於收入顯著增長所致。截至二零一六年及二零一五年六月三十日止六個月，本公司權益持有人應佔未經審計非國際財務報告準則經調整淨利潤源自期內本公司權益持有人應佔利潤，不包括彼等分佔以股份為基礎的酬金開支(截至二零一六年六月三十日止六個月：人民幣21.0百萬元；截至二零一五年六月三十日止六個月：人民幣21.8百萬元)。

10. 所得稅抵免／(開支)

截至二零一六年六月三十日止六個月，本集團的所得稅抵免達人民幣1.8百萬元，而二零一五年同期的所得稅開支為人民幣7.9百萬元。所得稅開支下降主要由於本集團全資附屬公司北京聯眾於二零一六年五月獲認證為「國家規劃布局內重點軟體企業」，並追溯至二零一五年開始獲授優惠所得稅稅率10%，因此二零一五年所得稅開支超額撥備人民幣8.6百萬元。故此，北京聯眾目前享有優惠所得稅稅率10%，較二零一五年的稅率低5%。有關資格須通過適用的發展和改革委員會以及工業和信息化部負責的審查程序。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

11. Liquidity and Source of Funding and Borrowing

As at 30 June 2016, the Group's total bank balances and cash (including pledged bank deposits) decreased by 22.8% from RMB348.7 million as at 31 December 2015 to RMB269.2 million. The decrease of total bank balances and cash for the period primarily was a result of the cash payments for our acquisition of intangible assets and property, plant and equipment for approximately RMB57.4 million, as well as payments in investment activities during the six months ended 30 June 2016.

As at 30 June 2016, the current assets of the Group amounted to RMB667.3 million, including RMB304.2 million in bank balances and cash and available-for-sale financial assets, and other current assets of RMB363.1 million. Current liabilities of the Group amounted to RMB110.4 million, of which RMB40.2 million were trade payables and deferred revenue, and other current liabilities of RMB70.2 million. As at 30 June 2016, the current ratio (the current assets to current liabilities ratio) of the Group was 6.0 as compared to 5.3 as at 31 December 2015.

Gearing ratio is calculated on the basis of total borrowings (net of cash and cash equivalents) over the Group's total equity. The Group did not have any bank borrowings or debt financing obligations as at 30 June 2016 or the date of this interim report and did not have any breaches of finance covenants and the resulting gearing ratio is nil (2015: nil). The Group intends to finance future expansion, investments and business operations with internal resources.

12. Material Investments

The Group did not have any material investments during the six months ended 30 June 2016.

13. Material Acquisitions

The Group did not have any material acquisitions of subsidiaries or associated companies during the six months ended 30 June 2016.

14. Material Disposals

The Group did not have any material disposals of subsidiaries or associated companies during the six months ended 30 June 2016.

11. 流動資金與資金及借款來源

於二零一六年六月三十日，本集團的銀行結餘及現金(包括已抵押銀行存款)總額由二零一五年十二月三十一日的人民幣348.7百萬元減少22.8%至人民幣269.2百萬元。期內銀行結餘及現金總額的減少主要由於截至二零一六年六月三十日止六個月期間就收購無形資產及物業、廠房及設備所支付的現金約人民幣57.4百萬元，以及投資活動所支付款項所致。

於二零一六年六月三十日，本集團的流動資產為人民幣667.3百萬元，包括人民幣304.2百萬元的銀行結餘及現金以及可供出售金融資產，以及其他流動資產人民幣363.1百萬元。本集團的流動負債為人民幣110.4百萬元，其中人民幣40.2百萬元為貿易應付款項及遞延收入，以及其他流動負債為人民幣70.2百萬元。於二零一六年六月三十日，本集團的流動比率(流動資產對流動負債的比率)為6.0，而於二零一五年十二月三十一日為5.3。

資產負債比率乃按借款總額(扣除現金及現金等價物)佔本集團總權益的比率計算。於二零一六年六月三十日或本中期報告日期，本集團並無任何銀行借款或債務融資責任，亦並無任何違反金融契約事項，故資產負債比率為零(二零一五年：無)。本集團擬以內部資源為未來擴張、投資及業務經營撥資。

12. 重大投資

於截至二零一六年六月三十日止六個月內，本集團並無任何重大投資。

13. 重大收購

於截至二零一六年六月三十日止六個月內，本集團並無任何重大收購附屬公司或聯營公司事項。

14. 重大出售

於截至二零一六年六月三十日止六個月期間，本集團並無任何重大出售附屬公司或聯營公司事項。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

15. Pledge of Assets

The Group had no pledged assets as at 30 June 2016.

16. Contingent Liabilities

The Group had no material contingent liabilities as at 30 June 2016.

17. Foreign Exchange Exposure

During the six months ended 30 June 2016, the Group mainly operated in the PRC and in the United States of America and the majority of our transactions were settled in RMB or USD, being the functional currencies of the group entities to which the transactions relate. As at 30 June 2016, the Group did not have significant foreign currency exposure from its operations.

18. Employee's Remuneration and Policy

As at 30 June 2016, the Group employed 525 employees (including WPT staff), 138 of which were responsible for game development, 167 for game operation, 91 for general administration and corporate management, 45 for marketing and cooperation development, 75 for product security and quality control and 9 for customer services. The total remuneration expenses, excluding share-based compensation expenses, for the first half of 2016 were RMB71.2 million, representing an increase of 42.1% as compared with that of the corresponding period in the previous year. We provide external and internal training programs to our employees. As required by the PRC laws, we participate in various employee benefit plans, including housing pension, medical, basic pension and unemployment benefit plans, occupational injury and maternity leave insurance. Pursuant to the 2014 Share Option Scheme, 10,840,000 share options were granted to the Directors and senior management of the Company during the six months ended 30 June 2016. The Group's share-based compensation expense for the six months ended 30 June 2016 amounted to RMB21.0 million, representing a decrease of RMB0.9 million as compared with RMB21.8 million for the corresponding period of 2015.

15. 資產抵押

於二零一六年六月三十日，本集團並無已抵押資產。

16. 或然負債

於二零一六年六月三十日，本集團並無重大或然負債。

17. 外匯風險

於截至二零一六年六月三十日止六個月期間，本集團主要於中國及美國經營，且其大部分交易均以人民幣或美元（為與集團實體的交易相關的功能貨幣）結算。於二零一六年六月三十日，本集團之業務並無重大外匯風險。

18. 僱員薪酬及政策

於二零一六年六月三十日，本集團僱用525名僱員（包括WPT員工），其中138名負責遊戲開發、167名負責遊戲營運、91名負責一般行政及企業管理、45名負責市場營銷及合作關係發展、75名負責產品安全及質量管控以及9名負責用戶服務。於二零一六年上半年的薪酬開支總額（不包括以股份為基礎的酬金）為人民幣71.2百萬元，較去年同期增長42.1%。我們為僱員提供外部及內部培訓計劃。誠如中國法律規定，我們參加了多項僱員福利計劃，包括住房公積金、醫療、基本養老金及失業福利計劃、工傷及產假保險。根據二零一四年購股權計劃，於截至二零一六年六月三十日止六個月期間，董事及本公司高級管理層獲授10,840,000份購股權。截至二零一六年六月三十日止六個月，本集團以股份為基礎的酬金為人民幣21.0百萬元，較二零一五年同期的人民幣21.8百萬元減少人民幣0.9百萬元。

Other Information

其他資料

INTERIM DIVIDEND

The Board does not declare any interim dividend to the Shareholders for the six months ended 30 June 2016 (six months ended 30 June 2015: nil).

中期股息

董事會不宣派截至二零一六年六月三十日止六個月的任何中期股息予股東(截至二零一五年六月三十日止六個月：無)。

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

董事及主要行政人員於本公司股份、相關股份及債券中擁有的權益及淡倉

As at 30 June 2016, the interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken, or are deemed to have taken, under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be recorded in the register required to be kept by the Company; or (c) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange were as follows:

於二零一六年六月三十日，董事及本公司主要行政人員於本公司或其相關法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例相關條文彼等擁有或被視為擁有的權益及淡倉)；或(b)根據證券及期貨條例第352條須記錄於本公司根據該條例存置之登記冊；或(c)根據標準守則須知會本公司及聯交所的權益及淡倉如下：

Name of Director	Capacity/nature of interest	Number of Shares held	Approximate percentage of interest in the Company ⁽⁴⁾
董事姓名	身份／權益性質	所持股份數目	佔本公司權益的概約百分比 ⁽⁴⁾
Shares			
股份			
Mr. Liu	Interest of a party to an agreement regarding interest in the Company ⁽¹⁾	175,343,364 (L)	22.27%
劉先生	一項與公司權益有關的協議的訂約方權益 ⁽¹⁾		
Share options			
購股權			
Mr. Yang Eric Qing ("Mr. Yang")	Beneficial interest ⁽²⁾	36,531,064 (L)	4.64%
楊慶先生(「楊先生」)	實益權益 ⁽²⁾		
Mr. Ng Kwok Leung Frank ("Mr. Ng")	Beneficial interest ⁽²⁾	36,531,064 (L)	4.64%
伍國樑先生(「伍先生」)	實益權益 ⁽²⁾		

Other Information (Continued)

其他資料(續)

Notes:

- (1) Pursuant to the concert party agreement entered into among Mr. Zhang Rongming (**“Mr. Zhang”**), Mr. Liu, Mr. Shen, Mr. Li Jianhua, Ms. Long and Beijing Tongshengcheng Investment Management Center (LLP) on 22 February 2014 (the **“Concert Party Agreement”**), Mr. Zhang, Mr. Liu, Mr. Shen, and Ms. Long undertook to vote unanimously for any resolution proposed at board and shareholders meetings of the Company and Beijing Lianzhong. Mr. Liu’s wife, who is deemed to be Mr. Liu’s concert party, holds 2,182,000 Shares.
- (2) The interest relates to the share options granted by the Company to each of Mr. Yang and Mr. Ng under the Management Pre-IPO Share Option Scheme on 20 February 2014 and under the 2014 Share Option Scheme respectively. Please refer to the Company’s prospectus and the announcements dated 5 January 2015 and 8 January 2016 for further details.
- (3) The letter “L” denotes the person’s long position in such Shares.
- (4) These percentages are calculated on the basis of 787,245,374 Shares in issue as at 30 June 2016.

Save as disclosed above, as at 30 June 2016, none of the Directors or the chief executives of the Company and their respective associates had or is deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were (i) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions which the Director has taken or deemed to have taken under such provisions of the SFO); or (ii) required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein; or (iii) otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

- (1) 根據由張榮明先生(「**張先生**」)、劉先生、申先生、李建華先生、龍女士及北京同盛成投資管理中心(有限合夥)於二零一四年二月二十二日訂立之一致行動方協議(「**一致行動方協議**」)，張先生、劉先生、申先生及龍女士承諾一致投票贊成於本公司及北京聯眾董事會及股東大會上提呈的任何決議案。劉先生的太太被視為劉先生的一致行動方，並持有2,182,000股股份。
- (2) 該等權益與本公司於二零一四年二月二十日根據管理層首次公開發售前購股權計劃及根據二零一四年購股權計劃分別授予楊先生及伍先生的購股權有關。有關進一步詳情，請參閱本公司招股章程以及日期分別為二零一五年一月五日及二零一六年一月八日的公告。
- (3) 「L」代表該人士於該等股份之好倉。
- (4) 該等百分比乃按於二零一六年六月三十日已發行之787,245,374股股份基準計算。

除上文所披露者外，於二零一六年六月三十日，概無董事或本公司主要行政人員及彼等各自之聯繫人於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有或被視為擁有(i)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉(包括董事根據證券及期貨條例有關條文擁有或被視為擁有的權益或淡倉)；或(ii)根據證券及期貨條例第352章須記錄於其上所述登記冊之權益或淡倉；或(iii)根據標準守則須知會本公司及聯交所之權益或淡倉。

Other Information (Continued)

其他資料(續)

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

主要股東於本公司股份、相關股份及債券中擁有之權益及淡倉

As at 30 June 2016, the following persons (other than the Directors or the chief executives of the Company) had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO:

於二零一六年六月三十日，下列人士(董事或本公司主要行政人員除外)於本公司股份或相關股份中擁有須根據證券及期貨條例第336條記錄於本公司根據該條例存置的登記冊內的權益或淡倉：

Name of Shareholder	Capacity/nature of interest	Number of Shares held	Approximate percentage of interest in the company ⁽⁴⁾ 佔本公司權益的概約百分比 ⁽⁴⁾
股東名稱	身份／權益性質	所持股份數目	
iRena 體育之窗	Interest of controlled corporation 於受控制法團的權益	226,000,000(L) ⁽¹⁾	28.71%
Glassy Mind Holdings Limited 亮智控股有限公司	Beneficial Owner 實益擁有人	226,000,000(L) ⁽¹⁾	28.71%
Mr. Zhang 張先生	Interest of a party to an agreement regarding interest in the Company ⁽²⁾ 一項與本公司權益有關的協議的訂約方權益 ⁽²⁾	175,343,364(L)	22.27%
Elite Vessels Limited	Interest of a party to an agreement regarding interest in the Company ⁽²⁾ 一項與本公司權益有關的協議的訂約方權益 ⁽²⁾	175,343,364(L)	22.27%
Mr. Shen 申先生	Interest of a party to an agreement regarding interest in the Company ⁽²⁾ 一項與本公司權益有關的協議的訂約方權益 ⁽²⁾	175,343,364 (L)	22.27%
Prosper Macrocosm Limited	Interest of a party to an agreement regarding interest in the Company ⁽²⁾ 一項與本公司權益有關的協議的訂約方權益 ⁽²⁾	175,343,364(L)	22.27%
Ms. Long 龍女士	Interest of a party to an agreement regarding interest in the Company ⁽²⁾ 一項與本公司權益有關的協議的訂約方權益 ⁽²⁾	175,343,364(L)	22.27%
Golden Liberator Limited	Interest of a party to an agreement regarding interest in the Company ⁽²⁾ 一項與本公司權益有關的協議的訂約方權益 ⁽²⁾	175,343,364(L)	22.27%

Other Information (Continued)

其他資料(續)

Name of Shareholder	Capacity/nature of interest	Number of Shares held	Approximate percentage of interest in the company ^[4]
股東名稱	身份／權益性質	所持股份數目	佔本公司權益的概約百分比 ^[4]
Sonic Force Limited	Interest of a party to an agreement regarding interest in the Company ^[2] 一項與本公司權益有關的協議的訂約方權益 ^[2]	175,343,364(L)	22.27%
Blink Milestones Limited	Interest of a party to an agreement regarding interest in the Company ^[2] 一項與本公司權益有關的協議的訂約方權益 ^[2]	175,343,364(L)	22.27%
CMC Ace Holdings Limited ^[3]	Beneficial owner 實益擁有人	117,600,000 (L)	14.94%
CMC Capital Partners, GP, L.P. ^[3]	Interest of controlled corporation 於受控制法團的權益	117,600,000 (L)	14.94%
CMC Capital Partners, GP, Ltd. ^[3]	Interest of controlled corporation 於受控制法團的權益	117,600,000 (L)	14.94%
CMC Capital Partners, L.P. ^[3]	Interest of controlled corporation 於受控制法團的權益	117,600,000 (L)	14.94%
La Confiance Investments Ltd. ^[3]	Interest of controlled corporation 於受控制法團的權益	117,600,000 (L)	14.94%
Le Bonheur Holdings Ltd. ^[3]	Interest of controlled corporation 於受控制法團的權益	117,600,000 (L)	14.94%

Notes:

附註：

- (1) The 226,000,000 Shares represent the same block of Shares held by a chain of ownership involving Glassy Mind Holdings Limited. 139,076,924 Shares registered in the name of Glassy Mind Holdings Limited were pledged in favor of China Merchants Bank Co., Ltd., Shanghai Xujiahui Sub-branch pursuant to a share pledge agreement dated 29 June 2016 (as amended from time to time).
- (2) The 175,343,364 Shares represent the same block of Shares pursuant to the Concert Party Agreement.
- (3) The 117,600,000 Shares represent the same block of Shares held by a chain of ownership involving CMC Capital Partners.

- (1) 226,000,000股股份指由亮智控股有限公司之一連串擁有人持有的同一批股份。登記於亮智控股有限公司名下的139,076,924股股份已根據一份日期為二零一六年六月二十九日的股份抵押協議(經不時修訂)以招商銀行股份有限公司上海徐家匯支行為受益人作抵押。
- (2) 該175,343,364股股份指一致行動方協議項下的同一批股份。
- (3) 該117,600,000股股份指由CMC Capital Partners之一連串擁有人持有的同一批股份。

Other Information (Continued)

其他資料(續)

(4) Pursuant to a sale and purchase agreement dated 11 April 2015, Elite Vessels Limited, Sonic Force Limited, Prosper Macrocosm Limited and Golden Liberator Limited intended to sell 362,139,971 Shares in total to The Clothing Holdings Limited, the wholly-owned Hong Kong-incorporated subsidiary of Lancy Co., Ltd. (朗姿股份有限公司) (the “**Proposed Transfer**”). As the Executive of the Securities and Futures Commission of Hong Kong made a formal ruling on 16 October 2015 that the Proposed Transfer would trigger a mandatory general offer which made one of the pre-conditions of the Proposed Transfer could not be satisfied, the Proposed Transfer thus did not proceed and thus The Clothing Holdings Limited and Lancy Co., Ltd. currently do not hold any Shares in the Company. Please refer to the Company’s announcements dated 13 April 2015, 20 April 2015 and 16 October 2015 for further details.

(5) The letter “L” denotes the person’s long position in such shares.

(6) These percentages are calculated on the basis of 787,245,374 Shares in issue as at 30 June 2016.

Save as disclosed above, as at 30 June 2016, the Directors and the chief executives of the Company were not notified by any person (other than the Directors or chief executive of the Company) who had an interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept pursuant to Section 336 of the SFO.

(4) 根據一份日期為二零一五年四月十一日的買賣協議，Elite Vessels Limited、Sonic Force Limited、Prosper Macrocosm Limited及Golden Liberator Limited擬向朗姿股份有限公司於香港註冊成立的全資附屬公司The Clothing Holdings Limited出售合共362,139,971股股份(「**建議轉讓**」)。由於香港證券及期貨事務監察委員會的執行人員於二零一五年十月十六日作出正式裁定，指建議轉讓將觸發全面強制要約並導致建議轉讓的其中一項先決條件未能達成，故建議轉讓並無繼續進行，而The Clothing Holdings Limited及朗姿股份有限公司目前並未持有本公司任何股份。有關進一步詳情，請參閱本公司日期為二零一五年四月十三日、二零一五年四月二十日及二零一五年十月十六日之公告。

(5) 「L」代表該人士於該等股份之好倉。

(6) 該等百分比乃按於二零一六年六月三十日已發行之787,245,374股股份為基準計算。

除上文所披露者外，於二零一六年六月三十日，董事及本公司主要行政人員概不知悉任何其他人士(本公司董事或主要行政人員除外)於本公司股份或相關股份中擁有須根據證券及期貨條例第336條存置的登記冊內的權益或淡倉。

SHARE OPTION SCHEMES

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

Employee Pre-IPO Share Option Scheme

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

購股權計劃

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

僱員首次公開發售前購股權計劃

僱員首次公開發售前購股權計劃乃為參與者提供一個購買本公司個人權益之機會，且有助於激勵該等參與者提升彼等的表現及效率，並挽留該等對本集團長期發展及盈利能力重要之參與者。持有該等購股權之參與者可獲得本公司現時由Blink Milestones Limited持有之已發行股份，且不會致使本公司發行任何新股份。

Other Information (Continued)

其他資料(續)

Details of the movements of the options under the Employee Pre-IPO Share Option Scheme during the six-month period ended 30 June 2016 are set out below and in Note 17 to the notes to the condensed consolidated financial statements:

僱員首次公開發售前購股權計劃於截至二零一六年六月三十日止六個月期間的購股權變動詳情載於下文及簡明綜合財務報表附註的附註17：

Grantees	Date of Grant	Outstanding as at 1 January 2016	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	Outstanding as at 30 June 2016	Exercise price per Share
		於二零一六年 一月一日 尚未行使	於期內 授出	於期內 已行使	於期內 註銷	於期內 失效	於二零一六年 六月三十日 尚未行使	每股 行使價
Certain employees 若干僱員	7 March 2014 二零一四年三月七日	20,540,798	—	(5,135,199)	(176,401)	—	15,229,198	RMB0.1276 人民幣 0.1276 元
Total 總計		20,540,798	—	(5,135,199)	(176,401)	—	15,229,198	

Management Pre-IPO Share Option Scheme

The Management Pre-IPO Share Option Scheme provides the participants with an opportunity to acquire a personal stake in our Company and help motivate such participants to optimize their performance and efficiency, and also to help retain the participants whose contributions are important to the long-term growth and profitability of our Group. Details of the movements of options under the Management Pre-IPO Share Option Scheme during the six-month period ended 30 June 2016 are set out in the table below and in Note 17 to the consolidated financial statements.

管理層首次公開發售前購股權計劃

管理層首次公開發售前購股權計劃，旨在提供參與者購買本公司個人權益的機會，且有助於激勵該等參與者提升彼等的表現及效率，亦有助於挽留該等對本集團長期發展及盈利能力重要之參與者。管理層首次公開發售前購股權計劃於截至二零一六年六月三十日止六個月期間的購股權變動詳情載於下表及綜合財務報表的附註17。

Other Information (Continued)

其他資料(續)

Name of Grantee	Position in relevant Group companies	Date of Grant	Outstanding	Exercised during the period	Cancelled during the period	Lapsed during the period	Outstanding	Exercise price per Share
			as at 1 January 2016 於二零一六年一月一日尚未行使				as at 30 June 2016 於二零一六年六月三十日尚未行使	
Mr. Yang	Chairman, Co-Chief Executive Officer of the Company	20 February 2014	20,851,064	—	—	—	20,851,064	US\$0.16714303
楊先生	本公司主席兼聯席行政總裁	二零一四年二月二十日						0.16714303美元
Mr. Ng	Co-Chief Executive Officer of the Company	20 February 2014	20,851,064	—	—	—	20,851,064	US\$0.16714303
伍先生	本公司聯席行政總裁	二零一四年二月二十日						0.16714303美元
Mr. Zhang Peng	President of the Company	20 February 2014	4,517,801	—	—	—	4,517,801	US\$0.16714303
張鵬先生	本公司總裁	二零一四年二月二十日						0.16714303美元
Total			46,219,929	—	—	—	46,219,929	
總計								

2014 Share Option Scheme

The Company adopted the 2014 Share Option Scheme on 19 November 2014. The 2014 Share Option Scheme provides key employees, directors or officers of the Group (“**Eligible Persons**”) with the opportunity to acquire proprietary interests in the Company and to encourage them to work towards enhancing the value of the Company and its Shares for the benefit of the Company and Shareholders as a whole. The 2014 Share Option Scheme provides the Company with a flexible means of retaining, incentivizing, rewarding, remunerating, compensating and/or providing benefits to Eligible Persons. Any individual, being an employee, director or officer of any member of the Group whom the Board or its delegate(s) considers, in their sole discretion, to have contributed or will contribute to the Group is entitled to be offered and granted options.

二零一四年購股權計劃

本公司於二零一四年十一月十九日採納二零一四年購股權計劃。二零一四年購股權計劃旨在向本集團主要僱員、董事或高級職員(「**合資格人士**」)提供購入本公司專有權益之機會，並鼓勵彼等為本公司及股東之整體利益努力提升本公司及其股份之價值。二零一四年購股權計劃將令本公司能以靈活的方式挽留、激勵、獎勵、報酬、補償合資格人士及／或向彼等提供福利。董事會或其代表全權酌情認為已對或將為本集團作出貢獻之人士(即本集團任何成員公司的僱員、董事或高級職員)有權獲得提供及獲授予購股權。

Other Information (Continued)

其他資料(續)

Details of the movements of the options under the 2014 Share Option Scheme during the six-month period ended 30 June 2016 are set out in the table below and in Note 17 to the consolidated financial statements:

二零一四年購股權計劃於截至二零一六年六月三十日止六個月期間的購股權變動詳情載於下表及綜合財務報表的附註17：

Grantees	Date of Grant	Outstanding as at 1 January 2016 於二零一六年一月一日尚未行使	Granted during the period 於期內授出	Exercised during the period 於期內已行使	Cancelled during the period 於期內註銷	Lapsed during the period 於期內失效	Outstanding as at 30 June 2016 於二零一六年六月三十日尚未行使	Exercise price per Share 每股行使價
承授人	授出日期							
Mr. Yang 楊先生	5 January 2015 二零一五年一月五日	11,760,000	—	—	—	—	11,760,000	HK\$2.67 2.67港元
Mr. Yang 楊先生	8 January 2016 ⁽¹⁾ 二零一六年一月八日 ⁽¹⁾	—	3,920,000	—	—	—	3,920,000	HK\$5.506 5.506港元
Mr. Ng 伍先生	5 January 2015 二零一五年一月五日	11,760,000	—	—	—	—	11,760,000	HK\$2.67 2.67港元
Mr. Ng 伍先生	8 January 2016 ⁽¹⁾ 二零一六年一月八日 ⁽¹⁾	—	3,920,000	—	—	—	3,920,000	HK\$5.506 5.506港元
Employees of the Company 本公司僱員	5 January 2015 二零一五年一月五日	23,460,000	—	(332,750) ⁽²⁾	(127,500)	(42,500)	22,957,250	HK\$2.67 2.67港元
Employees of the Company 本公司僱員	9 July 2015 二零一五年七月九日	23,520,000	—	—	(445,000)	—	23,075,000	HK\$4.402 4.402港元
Employees of the Company 本公司僱員	17 May 2016 ⁽³⁾ 二零一六年五月十七日 ⁽³⁾	—	3,000,000	—	—	—	3,000,000	HK\$3.684 3.684港元
Total 總計		70,500,000	10,840,000	(332,750)	(572,500)	(42,500)	80,392,250	

(1) The closing price of the Shares immediately before 8 January 2016 was HK\$5.15.

(1) 緊接二零一六年一月八日前的股份收市價為5.15港元。

(2) The weighted average closing price of the Shares immediately before options were exercised was HK\$4.89.

(2) 緊接購股權獲行使前股份的加權平均收市價為4.89港元。

(3) The closing price of the Shares immediately before 17 May 2016 was HK\$3.50.

(3) 緊接二零一六年五月十七日前的股份收市價為3.50港元。

Other Information (Continued)

其他資料(續)

Purchase, Sale or Redemption of the Company's Listed Securities

During the six months ended 30 June 2016, neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities of the Company.

Subsequent to the six-month period ended 30 June 2016, the Company repurchased 512,000 Shares on the Stock Exchange for an aggregate consideration of approximately HK\$1,483,622.40 (before expenses). The repurchased Shares were subsequently cancelled on 10 August 2016.

Corporate Governance

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

During the six months ended 30 June 2016, the Company has complied with the code provisions set out in the Code, except for a deviation from code provision A.2.1 which requires that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

Code provision A.2.1 of the Code stipulates that the roles of chairman and chief executive should not be performed by the same individual. Mr. Yang is the chairman and co-chief executive officer of the Company. Mr. Yang joined our Group in December 2010 and is responsible for general operation, strategy and information technology of the Company and is instrumental to the Company's growth and business expansion. The Board considers that vesting the roles of chairman and chief executive officer in Mr. Yang is beneficial to the management of the Group. The balance of power and authority is ensured by the operation of senior management and the Board, which comprises experienced and high-calibre individuals. The Board currently comprises two executive Directors (including Mr. Yang), four non-executive Directors and three independent non-executive Directors and therefore has a fairly strong independence element in its composition.

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

Model Code

The Company has adopted the Model Code to govern securities transactions by its Directors. Having made specific enquiry of all Directors, all Directors have confirmed that they strictly complied with the required standard set out in the Model Code during the six months ended 30 June 2016.

購買、出售或贖回本公司的上市證券

於截至二零一六年六月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

於截至二零一六年六月三十日止六個月期間後，本公司以總代價約1,483,622.40港元(未扣除開支)於聯交所購回512,000股股份。所購回股份其後已於二零一六年八月十日註銷。

企業管治

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

截至二零一六年六月三十日止六個月期間，本公司已遵守守則所載之守則條文，惟守則條文第A.2.1條規定主席與行政總裁的角色應有區分並不應由一人同時兼任的規定之偏離除外。

守則之守則條文第A.2.1條訂明，主席及行政總裁的角色應有區分，並不應由同一人士兼任。楊先生為本公司主席兼聯席行政總裁。楊先生於二零一零年十二月加入本集團，負責本公司的整體營運、策略及信息技術，對本公司的發展及業務擴張作出重要貢獻。董事會認為，主席及行政總裁的角色由楊先生擔任有利於本集團的管理。由經驗豐富的高素質人才組成的高級管理層及董事會可確保權力與職權的平衡。董事會目前由兩名執行董事(包括楊先生)、四名非執行董事及三名獨立非執行董事組成，因此其組成的獨立程度較強。

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

標準守則

本公司已採納標準守則以規管其董事進行的證券交易。經向全體董事作出具體查詢後，所有董事確認彼等於截至二零一六年六月三十日止六個月內已嚴格遵守標準守則所載之規定標準。

Other Information (Continued)

其他資料(續)

Audit Committee

The Company has established the Audit Committee in accordance with the Listing Rules. The primary duties of the Audit Committee are to review and supervise the Company's internal control and financial reporting process and to maintain an appropriate relationship with the Company's independent auditors. The Audit Committee comprises three members, namely, Mr. Cheung Chung Yan David (independent non-executive Director), Mr. Fan Tai (non-executive Director) and Mr. Ge Xuan (independent non-executive Director). Mr. Cheung Chung Yan David is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited interim results and interim report of the Group for the six months ended 30 June 2016. The Audit Committee has also discussed matters with respect to the accounting policies and practices adopted by the Company and internal control with senior management of the Company.

Other Board Committees

In addition to the Audit Committee, the Company has also established a nomination and corporate governance committee, a remuneration committee and a risk management committee.

Material Litigation

As at 30 June 2016, the Company was not involved in any material litigation or arbitration. Nor were the Directors aware of any material litigation or claims that were pending or threatening against the Company.

Qualification Requirements

As at 30 June 2016, the Company has no update to disclose in relation to the qualification requirements.

Continuing Disclosure Pursuant to Rules 13.18 and 13.21 of the Listing Rules

The Company does not have other disclosure obligation under Rules 13.18 and 13.21 of the Listing Rules.

Appreciation

On behalf of the Board, I wish to express my gratitude to our management team and staff members for their hard work, dedication and support throughout the period.

On behalf of the Board
YANG Eric Qing
Chairman

Hong Kong, 30 August 2016

審核委員會

本公司已根據上市規則成立審核委員會。審核委員會的主要職責為檢討及監督本公司之內部控制及財務報告程序，並與本公司之獨立核數師保持適當關係。審核委員會包括三名成員，即張頌仁先生(獨立非執行董事)、樊泰先生(非執行董事)及葛旋先生(獨立非執行董事)。張頌仁先生為審核委員會主席。

審核委員會已審閱本集團截至二零一六年六月三十日止六個月的未經審計中期業績及中期報告。審核委員會亦已就有關本公司採納的會計政策及常規以及內部控制事宜與本公司高級管理層進行討論。

其他董事委員會

除審核委員會外，本公司亦已成立提名及企業管治委員會、薪酬委員會及風險管理委員會。

重大訴訟事項

於二零一六年六月三十日，本公司並無牽涉任何重大訴訟或仲裁事項。董事亦不知悉任何尚未了結或對本公司構成威脅的任何重大訴訟或索賠。

資格要求

於二零一六年六月三十日，本公司就其資格要求並無須予披露之更新。

根據上市規則第13.18及13.21條之持續披露

本公司並無其他根據上市規則第13.18及13.21條之披露責任。

鳴謝

本人謹代表董事會向我們的管理層團隊及僱員就彼等於整段期間內之不懈努力、盡忠職守及支持致以衷心感謝。

代表董事會
主席
楊慶

香港，二零一六年八月三十日

Independent Review Report

獨立審閱報告



Grant Thornton
致同

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

致聯眾國際控股有限公司董事會
(於開曼群島註冊成立的有限公司)

INTRODUCTION

We have reviewed the interim financial report set out on pages 31 to 77 which comprises the condensed consolidated statement of financial position of Ourgame International Holdings Limited as of 30 June 2016 and the related condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34") issued by International Accounting Standards Boards. The directors are responsible for the preparation and presentation of this interim financial report in accordance with IAS 34.

Our responsibility is to express a conclusion on this interim financial report based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial report consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

引言

本核數師(以下簡稱「我們」)已審閱列載於第31至77頁的中期財務報告,此中期財務報告包括聯眾國際控股有限公司截至二零一六年六月三十日的簡明綜合財務狀況表與截至該日止六個月期間的相關簡明綜合全面收益表、簡明綜合權益變動表及簡明綜合現金流量表以及附註解釋。香港聯合交易所有限公司證券上市規則規定,編製中期財務報告必須符合上市規則的有關條文以及國際會計準則理事會頒布的國際會計準則第34號「中期財務報告」(「國際會計準則第34號」)。董事須負責根據國際會計準則第34號編製及呈列本中期財務報告。

我們的責任是根據我們的審閱對此中期財務報告作出結論,並按照委聘之協定條款僅向作為實體之閣下報告結論,且並無其他目的。我們不會就本報告之內容向任何其他人士負上或承擔任何責任。

審閱範圍

我們已根據國際審閱準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。審閱中期財務報告包括主要向負責財務和會計事務的人員作出查詢,及應用分析性和其他審閱程式。審閱的範圍遠較根據國際審計準則進行審計的範圍為小,故不能令我們可保證我們將知悉在審計中可能被發現的所有重大事項。因此,我們不會發表審計意見。

Independent Review Report (Continued)

獨立審閱報告(續)

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report is not prepared, in all material respects, in accordance with IAS 34.

Grant Thornton Hong Kong Limited

Certified Public Accountants

Level 12

28 Hennessy Road

Wanchai

Hong Kong

30 August 2016

Lin Ching Yee Daniel

Practising Certificate No.: P02771

結論

按照我們的審閱，我們並無發現任何事項，令我們相信中期財務報告在各重大方面未有根據國際會計準則第34號編製。

致同(香港)會計師事務所有限公司

執業會計師

香港

灣仔

軒尼詩道28號

12樓

二零一六年八月三十日

林敬義

執業證書號碼：P02771

Condensed Consolidated Statement of Comprehensive Income

簡明綜合全面收益表

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

			Six months ended 30 June 截至六月三十日止六個月	
			2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審計)
Notes 附註				
	Revenue	收入	3	
	Cost of revenue	收入成本	415,883 (178,861)	325,068 (148,996)
	Gross profit	毛利	237,022	176,072
	Other income	其他收入	21,396	14,316
	Selling and marketing expenses	銷售及市場推廣費用	(85,669)	(47,410)
	Administrative expenses	行政開支	(60,398)	(29,080)
	Share-based compensation expense	以股份為基礎的酬金開支	(20,981)	(21,834)
	Research and development expenses	研發費用	(18,012)	(21,629)
	Finance cost	財務成本	—	(36)
	Profit before income tax	除所得稅前利潤	73,358	70,399
	Income tax credit/(expense)	所得稅抵免/(開支)	1,808	(7,854)
	Profit for the period	期間利潤	75,166	62,545
	Other comprehensive income for the period	期間其他全面收益		
	Items that may be subsequently reclassified to profit or loss:	其後可重新分類至損益的項目：		
	Currency translation differences	貨幣換算差額	5,319	4
	Total comprehensive income for the period	期間全面收益總額	80,485	62,549
	Profit/(Loss) for the period attributable to:	以下應佔期間利潤／(虧損)：		
	Equity holders of the Company	本公司權益持有人	75,998	62,545
	Non-controlling interests	非控股權益	(832)	—
			75,166	62,545
	Total comprehensive income/(loss) for the period attributable to:	以下應佔期間全面收益／(虧損)總額：		
	Equity holders of the Company	本公司權益持有人	81,317	62,549
	Non-controlling interests	非控股權益	(832)	—
			80,485	62,549
	Earnings per share attributable to equity holders of the Company	本公司權益持有人應佔每股盈利		
	(expressed in RMB cents per share)	(以每股人民幣分列示)		
	Basic	基本	8	7.98
	Diluted	攤薄	8	7.49

The notes on pages 38 to 77 form part of this interim financial report.

第38至77頁之附註為此中期財務報告之一部份。

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2016 於二零一六年六月三十日

	As at	As at
	30 June	31 December
	2016	2015
	於二零一六年	於二零一五年
	六月三十日	十二月三十一日
<i>Notes</i>	RMB'000	RMB'000
<i>附註</i>	人民幣千元	人民幣千元
	(Unaudited)	(Audited)
	(未經審計)	(經審計)

ASSETS AND LIABILITIES		資產及負債			
Non-current assets		非流動資產			
Property, plant and equipment		物業、廠房及設備	9	55,811	56,573
Intangible assets		無形資產	10	261,301	234,577
Goodwill		商譽		99,472	97,412
Available-for-sale financial assets		可供出售金融資產	13	81,839	63,453
Interest in associates		於聯營公司的權益	11	47,424	13,768
Loans to a third party		借予第三方之貸款		45,375	42,990
Other non-current receivable		其他非流動應收款項	15	12,523	29,895
Deferred tax assets		遞延稅項資產		2,676	583
				606,421	539,251
Current assets		流動資產			
Inventories		存貨		968	1,928
Trade and other receivables		貿易及其他應收款項	12	339,094	278,856
Current portion of other non-current receivable		其他非流動應收款項之即期部分	15	23,014	3,241
Available-for-sale financial assets		可供出售金融資產	13	35,000	20,000
Bank balances and cash		銀行結餘及現金		269,174	348,669
				667,250	652,694
Current liabilities		流動負債			
Trade and other payables		貿易及其他應付款項	14	55,455	71,536
Current portion of other non-current payable		其他非流動應付款項之即期部分	15	23,014	3,241
Deferred revenue		遞延收入		23,530	30,060
Income tax liabilities		所得稅負債		8,361	19,309
				110,360	124,146
Net current assets		流動資產淨值		556,890	528,548
Total assets less current liabilities		總資產減流動負債		1,163,311	1,067,799

Condensed Consolidated Statement of Financial Position (Continued)

簡明綜合財務狀況表(續)

As at 30 June 2016 於二零一六年六月三十日

			As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審計)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審計)
Non-current liabilities	非流動負債			
Other non-current payable	其他非流動應付款項	15	12,523	29,895
Deferred tax liabilities	遞延稅項負債		8,336	10,637
			20,859	40,532
Net assets	淨資產		1,142,452	1,027,267
EQUITY	權益			
Share capital	股本	16	240	240
Reserves	儲備		1,130,492	1,019,758
Equity attributable to equity holders of the Company	本公司權益持有人 應佔權益		1,130,732	1,019,998
Non-controlling interests	非控股權益		11,720	7,269
Total equity	權益總額		1,142,452	1,027,267

The notes on pages 38 to 77 form part of this interim financial report.

第38至77頁之附註為此中期財務報告之一部份。

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

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

		Share capital 股本 RMB'000 人民幣千元 (Unaudited) (未經審計)	Share premium 股份溢價 RMB'000 人民幣千元 (Unaudited) (未經審計)	Statutory reserve 法定儲備 RMB'000 人民幣千元 (Unaudited) (未經審計)	Translation reserve 換算儲備 RMB'000 人民幣千元 (Unaudited) (未經審計)	Share option reserve 購股權儲備 RMB'000 人民幣千元 (Unaudited) (未經審計)	Other reserve 其他儲備 RMB'000 人民幣千元 (Unaudited) (未經審計)	Accumulated profits 累計利潤 RMB'000 人民幣千元 (Unaudited) (未經審計)	Sub-total 小計 RMB'000 人民幣千元 (Unaudited) (未經審計)	Non-controlling interests 非控股權益 RMB'000 人民幣千元 (Unaudited) (未經審計)	Total equity 權益總額 RMB'000 人民幣千元 (Unaudited) (未經審計)
Balance at 1 January 2015	於二零一五年一月一日之結餘	238	620,618	18,883	(3,379)	25,233	101,027	127,206	889,826	90	889,916
Total comprehensive income for the period	期間全面收益總額										
Profit for the period	期間利潤	—	—	—	—	—	—	62,545	62,545	—	62,545
Other comprehensive income for the period	期間其他全面收益										
Currency translation differences	貨幣換算差額	—	—	—	4	—	—	—	4	—	4
		—	—	—	4	—	—	62,545	62,549	—	62,549
Transactions with owners	與擁有人交易										
Change in functional currency	功能貨幣變動	1	(3,414)	—	3,379	(110)	—	144	—	—	—
Share-based compensation (Note 17)	以股份為基礎的酬金(附註17)	—	—	—	—	19,693	2,141	—	21,834	—	21,834
Exercise of share option (Note 16(iii))	行使購股權(附註16(iii))	1	8,027	—	—	(5,534)	—	—	2,494	—	2,494
Appropriation to statutory reserve	分配至法定儲備	—	—	7,534	—	—	—	(7,534)	—	—	—
Dividends paid (Note 7)	已付股息(附註7)	—	—	—	—	—	—	(50,273)	(50,273)	—	(50,273)
Total transactions with owners	與擁有人交易總額	2	4,613	7,534	3,379	14,049	2,141	(57,663)	(25,945)	—	(25,945)
Balance at 30 June 2015	於二零一五年六月三十日之結餘	240	625,231	26,417	4	39,282	103,168	132,088	926,430	90	926,520

Condensed Consolidated Statement of Changes in Equity (Continued)

簡明綜合權益變動表(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

		Equity attributable to equity holders of the Company 本公司權益持有人應佔權益									
		Share capital 股本 RMB'000 人民幣千元 (Unaudited) (未經審計)	Share premium 股份溢價 RMB'000 人民幣千元 (Unaudited) (未經審計)	Statutory reserve 法定儲備 RMB'000 人民幣千元 (Unaudited) (未經審計)	Translation reserve 換算儲備 RMB'000 人民幣千元 (Unaudited) (未經審計)	Share option reserve 購股權儲備 RMB'000 人民幣千元 (Unaudited) (未經審計)	Other reserve 其他儲備 RMB'000 人民幣千元 (Unaudited) (未經審計)	Accumulated profits 累計利潤 RMB'000 人民幣千元 (Unaudited) (未經審計)	Sub-total 小計 RMB'000 人民幣千元 (Unaudited) (未經審計)	Non-controlling interests 非控股權益 RMB'000 人民幣千元 (Unaudited) (未經審計)	Total equity 權益總額 RMB'000 人民幣千元 (Unaudited) (未經審計)
Balance at 1 January 2016	於二零一六年一月一日之結餘	240	574,723	32,508	14,194	65,541	103,812	228,980	1,019,998	7,269	1,027,267
Total comprehensive income/(loss) for the period	期間全面收益／(虧損)總額										
Profit/(loss) for the period	期間利潤／(虧損)	—	—	—	—	—	—	75,998	75,998	(832)	75,166
Other comprehensive income for the period	期間其他全面收益										
Currency translation differences	貨幣換算差額	—	—	—	5,319	—	—	—	5,319	—	5,319
		—	—	—	5,319	—	—	75,998	81,317	(832)	80,485
Transactions with owners	與擁有人交易										
Share-based compensation (Note 17)	以股份為基礎的酬金(附註17)	—	—	—	—	19,996	985	—	20,981	—	20,981
Exercise of share option (Note 16(iii))	行使購股權(附註16(iii))	—	1,037	—	—	(218)	—	—	819	—	819
Transfer upon forfeiture of share options	於沒收購股權後轉讓	—	—	—	—	(187)	(67)	254	—	—	—
Appropriation to statutory reserve	分配至法定儲備	—	—	6,504	—	—	—	(6,504)	—	—	—
Disposal of partial interest in a subsidiary without losing control (Note 18(b))	在未有失去控制權情況下出售一家附屬公司部分權益(附註18(b))	—	—	—	—	—	7,617	—	7,617	5,283	12,900
Total transactions with owners	與擁有人交易總額	—	1,037	6,504	—	19,591	8,535	(6,250)	29,417	5,283	34,700
Balance at 30 June 2016	於二零一六年六月三十日之結餘	240	575,760	39,012	19,513	85,132	112,347	298,728	1,130,732	11,720	1,142,452

The notes on pages 38 to 77 form part of this interim financial report.

第38至77頁之附註為此中期財務報告之一部份。

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年	2015 二零一五年
		RMB'000 人民幣千元	RMB'000 人民幣千元
		(Unaudited) (未經審計)	(Unaudited) (未經審計)
		Notes 附註	
Cash flows from operating activities	經營活動所得之現金流量		
Profit before income tax	除所得稅前利潤	73,358	70,399
Adjustments for non-cash items	就非現金項目作出調整	55,097	20,275
Operating profit before working capital changes	營運資金變動前之經營利潤	128,455	90,674
Net changes in working capital	營運資金變動淨額	(85,919)	(76,067)
Cash generated from operations	經營所得之現金	42,536	14,607
Interest received	已收利息	8,976	7,017
Interest paid	已付利息	—	36
Income tax paid	已付所得稅	(13,286)	(10,558)
Net cash from operating activities	經營活動所得之現金淨額	38,226	11,102
Cash flows from investing activities	投資活動所得之現金流量		
(Increase)/Decrease in time deposits with original maturities over three months	原始到期日超過三個月之定期存款(增加)/減少	(17,978)	249,668
Increase in pledged bank deposits	增加已抵押銀行存款	—	(221,636)
Purchase of property, plant and equipment	購買物業、廠房及設備	(14,065)	(12,400)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	28	320
Purchase of intangible assets	購買無形資產	(43,323)	(6,961)
Addition in development costs through internal development	透過內部開發之開發成本增加	(26,302)	(9,149)
Acquisition of subsidiary, net of cash acquired	收購附屬公司，扣除已取得現金	—	(216,531)
Investments in associates	於聯營公司的投資	(21,645)	(7,955)
Purchase of available-for-sale financial assets	購入可供出售金融資產	(54,000)	(25,000)
Proceeds from disposal of available-for-sale financial assets	出售可供出售金融資產所得款項	20,010	—
Cash outflow from disposal of a subsidiary	出售一家附屬公司之現金流出	(465)	—
Repayment from loan to a related party	關聯方償還貸款	8,217	—
Loans granted to a third party	借予第三方之貸款	—	(40,000)
Net cash used in investing activities	投資活動所用之現金淨額	(149,523)	(289,644)

Condensed Consolidated Statement of Cash Flows (Continued)

簡明綜合現金流量表(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年	2015 二零一五年
		RMB'000 人民幣千元	RMB'000 人民幣千元
		(Unaudited) (未經審計)	(Unaudited) (未經審計)
		Notes 附註	
Cash flows from financing activities	融資活動所得之現金流量		
Dividends paid	已付股息	—	(50,273)
Interest paid	已付利息	—	(36)
Proceeds from short-term bank borrowings	短期銀行借款所得款項	—	120,910
Proceeds from issuance of shares upon exercise of share options	行使購股權發行股份所得款項	819	2,494
Proceeds from disposal of partial interest in a subsidiary	出售於一家附屬公司之部分權益所得款項	18(a) 12,900	—
Net cash from financing activities	融資活動所得之現金淨額	13,719	73,095
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(97,578)	(205,447)
Cash and cash equivalents at beginning of period	期初現金及現金等價物	155,612	367,343
Effect of foreign exchange rate changes on cash and cash equivalents held	外幣匯率變動對所持有的現金及現金等價物之影響	105	—
Cash and cash equivalents at end of period	期末現金及現金等價物	58,139	161,896
Analysis of balances of cash and cash equivalents:	現金及現金等價物結餘分析：		
Bank balances and cash	銀行結餘及現金	269,174	263,864
Less: time deposits with original maturities exceeding three months	減：原始到期日超過三個月之定期存款	(211,035)	(101,968)
		58,139	161,896

The notes on pages 38 to 77 form part of this interim financial report.

第38至77頁之附註為此中期財務報告之一部份。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

1. GENERAL INFORMATION AND BASIS OF PREPARATION

Ourgame International Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 4 December 2013 as an exempted company with limited liability under the Companies Law (2013 Revision) of the Cayman Islands. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited since 30 June 2014 (the “**Listing**”).

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

These unaudited condensed consolidated interim financial report (the “**Interim Financial Report**”) is presented in Renminbi (“**RMB**”), unless otherwise stated.

The Interim Financial Report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with International Accounting Standard (“**IAS**”) 34 “Interim Financial Reporting” issued by the International Accounting Standards Board (the “**IASB**”).

The accounting policies and methods of computation used in the preparation of the Interim Financial Report are consistent with those used in the annual financial statements for the year ended 31 December 2015 except for the adoption of the amendments to International Financial Reporting Standards (“**IFRSs**”) as disclosed below.

The Interim Financial Report does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements for the year ended 31 December 2015.

1. 一般資料及編製基準

聯眾國際控股有限公司(「**本公司**」)於二零一三年十二月四日根據開曼群島公司法(二零一三年修訂版)在開曼群島註冊成立為獲豁免有限公司。本公司股份自二零一四年六月三十日於香港聯合交易所有限公司主板上市(「**上市**」)。

本公司(一間投資控股公司)及其附屬公司(統稱「**本集團**」)主要在中華人民共和國(「**中國**」)從事開發及經營在線棋牌遊戲、組織及播放線上線下智力運動、比賽及電視節目(統稱「**本集團遊戲業務**」)。於二零一五年完成Peerless Media Limited(「**Peerless**」)收購後，本集團遊戲業務擴展至中國境外，主要為美國(「**美國**」)及直布羅陀。

除另有說明外，此未經審計簡明綜合中期財務報告(「**中期財務報告**」)乃以人民幣(「**人民幣**」)呈列。

中期財務報告乃按照香港聯合交易所有限公司證券上市規則適用之披露條文，包括國際會計準則理事會(「**國際會計準則理事會**」)頒佈的國際會計準則(「**國際會計準則**」)第34號「中期財務報告」編製。

除採納對國際財務報告準則(「**國際財務報告準則**」)之修訂(如下文所披露)外，編製中期財務報告所採用之會計政策及計算方法與編製截至二零一五年十二月三十一日止年度之年度財務報表所用者一致。

中期財務報告並未包括年度財務報表所規定之全部資料及披露，且應與本集團截至二零一五年十二月三十一日止年度之年度財務報表一併閱讀。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

1. GENERAL INFORMATION AND BASIS OF PREPARATION (Continued)

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

Amendments to IFRSs	Annual improvements to IFRSs 2012–2014 cycle
Amendments to IAS 1	Disclosure Initiative
Amendments to IAS 16 and IAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation

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

2. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Interim Financial Report requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

1. 一般資料及編製基準(續)

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

國際財務 報告準則 (修訂本)	國際財務報告準則 二零一二年至 二零一四年週期之 年度改進
國際會計 準則第1號 (修訂本)	披露倡議
國際會計準則 第16號及 國際會計 準則第38號 (修訂本)	折舊及攤銷的可接受 方法之澄清

該採納對當前及過往期間業績及財務狀況的編製及呈列並無重大影響。

2. 關鍵會計估計及判斷

編製中期財務報告需要管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響會計政策的應用及資產及負債、收入及開支的所呈報金額。實際結果或會有別於該等估計。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

2. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

In preparing the Interim Financial Report, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2015, with the exception of the below changes:

Recognition of share-based compensation expense

As detailed in Note 17(c), the Company has granted share options to the Group's management and employees on 8 January 2016 and 17 May 2016 respectively. The directors, with the assistance of an independent professional valuer, have used the Binomial Option-Pricing Model to determine the total fair value of the options granted, which is to be expensed over the vesting period as appropriate. Significant estimate on assumptions, such as share price volatility and dividend yield, is required to be made by the directors in applying the Binomial Option-Pricing Model.

Significant influence over Beijing Weichu Information Technology Co., Ltd. ("Beijing Weichu")

During the six months ended 30 June 2016, the Group has acquired 11.76% interest in Beijing Weichu. The investment in Beijing Weichu is classified as interest in an associate although the Group owns less than 20% equity interest in the company. The Group has significant influence over the company by virtue of its contractual right to appoint director on its board.

Control over Tianjin Allied Esports Internet Technology Co., Ltd. ("Allied Esports")

As detailed in Note 18(b), the Group held 48.5% equity interests in Allied Esports after the partial disposal. Although the Group held less than 50% equity interest in Allied Esports, it has the power to appoint and remove the sole director of that company and has ability to direct the relevant activities of Allied Esports through the sole director. As a result, the directors consider that the Group has de facto control over Allied Esports and continue to classify Allied Esports as the subsidiary of the Company.

2. 關鍵會計估計及判斷(續)

於編製中期財務報告時，管理層於應用本集團會計政策及有關不明朗估計的主要來源時作出的主要判斷，與編製截至二零一五年十二月三十一日止年度的綜合財務報表時所應用者一致，惟以下變動的例外情況除外：

確認以股份為基礎的酬金開支

誠如附註17(c)所詳述，本公司已分別於二零一六年一月八日及二零一六年五月十七日向本集團之管理層及僱員授予購股權。在獨立專業估值師的協助下，董事採用二項式期權定價模式釐定已授出購股權之公允值總額（將於歸屬期間（如適用）支銷）。董事應於採用二項式期權定價模式時就股份價格波動及股息率等假設作出重大估計。

對北京微觸信息技術有限公司（「北京微觸」）的重大影響

於截至二零一六年六月三十日止六個月期間，本集團已收購北京微觸的11.76%權益。雖然本集團擁有北京微觸少於20%股權，於該公司的投資仍被分類作於一家聯營公司之權益。本集團對該公司具有的重大影響在於本集團可根據合約權益委任董事加入該公司的董事會。

對天津聯盟電競互聯網科技有限公司（「聯盟電競」）的控制權

誠如附註18(b)所詳述，於部分出售事項後，本集團持有聯盟電競的48.5%股權。雖然本集團持有聯盟電競少於50%股權，本集團仍然有權委任及罷免該公司之唯一董事，並可透過唯一董事就聯盟電競相關業務發出指示。因此，董事認為本集團對聯盟電競擁有實際控制權，並繼續將聯盟電競分類為本公司附屬公司。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION

An analysis of the Group's revenue from external customers is as follows:

3. 收入及分部資料

本集團自外部客戶獲得之收益分析如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審計)
PC games	PC遊戲	205,406	148,822
Mobile games	移動遊戲	166,502	175,012
Others (note)	其他(附註)	43,975	1,234
		415,883	325,068

Note: Others mainly represent miscellaneous revenue derived from tournaments and events organised by the Group, which includes sponsorship and advertising income received.

附註：其他主要指來自於本集團舉辦的錦標賽及活動的雜項收入，包括收到的贊助及廣告收入。

The chief operating decision-makers (the "CODM") has been identified as the executive directors of the Group. The CODM reviews the Group's internal reporting in order to assess performance and allocate resources. The CODM has determined the operating segments based on these reports. The Group's operating activities are previously attributable to a single reportable and operating segment focusing primarily on online card and board games development and operation, organising and broadcasting online to offline mind-sports events, tournaments, TV shows and contents in the PRC. Further to the acquisition of Peerless and its subsidiaries (the "Peerless Group") in 2015, the Group has expanded its operation outside PRC (primarily in the US and Gibraltar). Accordingly, segment information is provided on the basis of geographic areas of operations, being the basis on which the Group manages its worldwide interests. Revenue is attributable to the country based on the location of the Group entity reporting the revenue. Segment profit represents profit earned by each segment without allocating share-based compensation expense, finance costs and income tax credit/(expense).

主要經營決策人(「主要經營決策人」)已確認為本集團執行董事。主要經營決策人審閱本集團內部報告，以評估業績及分配資源。主要經營決策人根據該等報告計量經營分部。本集團的經營業務先前由一個單一呈報及經營分部開展，主要集中於在中國開發及經營在線棋牌遊戲、組織及播放線上線下智力運動、比賽及電視節目。於二零一五年收購Peerless及其附屬公司(「Peerless Group」)後，本集團擴張其業務至中國境外(主要為美國及直布羅陀)。因此，根據經營地理區域提供分部資料，而有關資料為本集團管理其國際利益的基準。國家應佔收入乃根據本集團實體報告收入的區域確定。分部利潤為各分部在未分配以股份為基礎的酬金費用、財務成本及所得稅抵免/(開支)下賺得的利潤。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION

(Continued)

Segment revenue, segment results and other segment information

3. 收入及分部資料(續)

分部收入、分部業績及其他分部資料

		Six months ended 30 June 2016 截至二零一六年六月三十日止六個月				
		PRC 中國 RMB'000 人民幣千元 (Unaudited) (未經審計)	Outside PRC 中國境外 RMB'000 人民幣千元 (Unaudited) (未經審計)	Unallocated 未分配 RMB'000 人民幣千元 (Unaudited) (未經審計)	Eliminations 抵銷 RMB'000 人民幣千元 (Unaudited) (未經審計)	Total 總計 RMB'000 人民幣千元 (Unaudited) (未經審計)
Revenue	收入					
— From external customers	— 來自外部客戶	355,727	60,156	—	—	415,883
— From other segments	— 來自其他分部	—	3,268	—	(3,268)	—
Reportable segment revenue	可呈報分部收入	355,727	63,424	—	(3,268)	415,883
Reportable segment results	可呈報分部業績	99,419	(5,080)	—	—	94,339
Share-based compensation expense	以股份為基礎的酬金開支	—	—	(20,981)	—	(20,981)
Profit before income tax	除所得稅前利潤					73,358
Income tax credit	所得稅抵免					1,808
Profit for the period	期內利潤					75,166
Other information	其他資料					
Interest income	利息收入	6,821	—	—	—	6,821
Depreciation of property, plant and equipment	物業、廠房及設備折舊	9,579	3,049	—	—	12,628
Amortisation of intangible assets	無形資產攤銷	9,753	32,312	—	—	42,065

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION (Continued)

Segment revenue, segment results and other segment information (Continued)

3. 收入及分部資料(續)

分部收入、分部業績及其他分部資料(續)

		Six months ended 30 June 2015 截至二零一五年六月三十日止六個月				
		PRC 中國	Outside PRC 中國境外	Unallocated 未分配	Eliminations 抵銷	Total 總計
		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
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審計)	(未經審計)	(未經審計)	(未經審計)	(未經審計)
Revenue from external customers and reportable segment revenue	來自外部客戶的收入及可呈報分部收入	325,068	—	—	—	325,068
Reportable segment results	可呈報分部業績	92,269	—	—	—	92,269
Finance costs	財務成本	—	—	[36]	—	[36]
Share-based compensation expense	以股份為基礎的酬金開支	—	—	[21,834]	—	[21,834]
Profit before income tax	除所得稅前利潤					70,399
Income tax expense	所得稅開支					[7,854]
Profit for the period	期內利潤					62,545
Other information	其他資料					
Interest income	利息收入	12,949	—	—	—	12,949
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3,664	—	—	—	3,664
Amortisation of intangible assets	無形資產攤銷	7,632	—	—	—	7,632

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION

(Continued)

Segment assets and liabilities

3. 收入及分部資料(續)

分部資產及負債

As at 30 June 2016

於二零一六年六月三十日

		PRC 中國 RMB'000 人民幣千元 (Unaudited) (未經審計)	Outside PRC 中國境外 RMB'000 人民幣千元 (Unaudited) (未經審計)	Unallocated 未分配 RMB'000 人民幣千元 (Unaudited) (未經審計)	Eliminations 抵銷 RMB'000 人民幣千元 (Unaudited) (未經審計)	Total 總計 RMB'000 人民幣千元 (Unaudited) (未經審計)
ASSETS	資產					
Segment assets	分部資產	945,244	333,779	—	(5,352)	1,273,671
LIABILITIES	負債					
Segment liabilities	分部負債	59,872	76,699	—	(5,352)	131,219
Other information	其他資料					
Non-current assets (other than financial instruments and deferred tax assets), including:	非流動資產(不包括金融工具及遞延稅項資產), 包括:					
— Interest in associates	— 於聯營公司的權益	187,223	276,785	—	—	464,008
		47,424	—	—	—	47,424
Additions to non-current segment assets (other than financial instruments and deferred tax assets) during the period	本期間非流動分部資產添置(不包括金融工具及遞延稅項資產)	69,760	35,575	—	—	105,335

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION (Continued)

3. 收入及分部資料(續)

Segment assets and liabilities (Continued)

分部資產及負債(續)

		As at 31 December 2015 於二零一五年十二月三十一日				
		PRC 中國	Outside PRC 中國境外	Unallocated 未分配	Eliminations 抵銷	Total 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	RMB'000 人民幣千元
		(Audited) (經審核)	(Audited) (經審核)	(Audited) (經審核)	(Audited) (經審核)	(Audited) (經審核)
ASSETS	資產					
Segment assets	分部資產	858,434	336,669	—	(3,158)	1,191,945
LIABILITIES	負債					
Segment liabilities	分部負債	87,050	81,012	—	(3,384)	164,678
Other information	其他資料					
Non-current assets (other than financial instruments and deferred tax assets), including:	非流動資產(不包括金融工具及遞延稅項資產), 包括:					
— Interest in associates	— 於聯營公司的權益	131,461	270,869	—	—	402,330
Additions to non-current segment assets (other than financial instruments and deferred tax assets) during the year	本年度非流動分部資產添置(不包括金融工具及遞延稅項資產)	13,768	—	—	—	13,768
		92,580	279,516	—	—	372,096

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

4. OTHER INCOME

4. 其他收入

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審計)
Other revenue	其他收入		
Bank interest income	銀行利息收入	4,436	12,374
Gain on deemed disposal of partial interest in an associate (Note 11)	視作出售於一家聯營公司部分權益的收益(附註11)	10,349	—
Gain on disposal of a subsidiary (Note 18(a))	出售一家附屬公司的收益(附註18(a))	3,399	—
Interest income from loans to a third party	借予第三方貸款之利息收入	2,385	575
		20,569	12,949
Other net income	其他收入淨額		
Subsidy income from government (note)	政府補貼收入(附註)	763	1,352
Sundry income	雜項收入	64	15
		827	1,367
		21,396	14,316

Note: Subsidy income mainly relates to cash subsidies in respect of operating and development activities from governments which are either unconditional grants or grants with conditions having been satisfied.

附註：補貼收入主要指來自政府就經營開發活動之現金補貼，相關補貼為無條件補貼或已達成有關條件之補貼。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

5. PROFIT FOR THE PERIOD

Profit for the period has been arrived at after charging:

5. 期間利潤

期間利潤乃經扣除以下各項：

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審計)
Employee benefit expenses	員工福利開支		
Salaries, bonus and allowances	薪金、花紅及津貼	65,324	43,348
Retirement benefit scheme contributions	退休福利計劃供款	5,425	6,630
Severance payments	遣散費	435	100
Share-based compensation expense	以股份為基礎的酬金開支	20,981	21,834
		92,165	71,912
Other items	其他項目		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	12,628	3,664
Amortisation of intangible assets	無形資產攤銷	42,065	7,632
Loss on disposal of available-for-sale financial assets	出售可供出售金融資產之虧損	604	—

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

6. INCOME TAX (CREDIT)/EXPENSE

6. 所得稅(抵免)/開支

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審計)
Current tax	即期稅項		
Current period	本期間	11,357	8,124
Over provision in respect of prior years	過往年度超額撥備	(8,581)	—
		2,776	8,124
Deferred tax	遞延稅項	(4,584)	(270)
Income tax (credit)/expense	所得稅(抵免)/開支	(1,808)	7,854

Notes:

附註：

(a) Cayman Islands income tax

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and accordingly, is exempted from Cayman Islands income tax.

(a) 開曼群島所得稅

本公司根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司，因此獲豁免繳納開曼群島所得稅。

(b) Hong Kong profits tax

Hong Kong profits tax rate is 16.5% for the six months ended 30 June 2016 and 2015. Hong Kong profits tax has not been provided as the Group had no estimated assessable profits in Hong Kong for the six months ended 30 June 2016 and 2015.

(b) 香港利得稅

截至二零一六年及二零一五年六月三十日止六個月，香港利得稅稅率為16.5%。由於本集團於截至二零一六年及二零一五年六月三十日止六個月在香港並無估計應課稅利潤，因此並無就香港利得稅計提撥備。

(c) PRC enterprise income tax

The income tax provision of the Group in respect of its operations in the PRC has been calculated at the applicable tax rate on the estimated assessable profits for the year based on the existing legislation, interpretations and practices in respect thereof. The applicable income tax rate is 25%.

(c) 中國企業所得稅

本集團就其在中國的業務所作出的所得稅撥備乃根據現行相關法律、詮釋及慣例就於年度估計應課稅利潤按適用稅率計算。適用的所得稅稅率為25%。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

6. INCOME TAX (CREDIT)/EXPENSE (Continued)

Notes: (Continued)

(c) PRC enterprise income tax (Continued)

Pursuant to the relevant laws and regulations in the PRC, Beijing Lianzhong Co., Ltd ("Beijing Lianzhong") has renewed and obtained its qualification as a High and New Technology Enterprise ("HNTe") in 2014 for the three-year period commencing from October 2014 and accordingly Beijing Lianzhong enjoyed a preferential income tax rate of 15% in 2015. In May 2016, Beijing Lianzhong was accredited as a "Key Software Enterprise within National Planning Layout" (國家規劃佈局內重點軟件企業) and accordingly, Beijing Lianzhong was retrospectively entitled to a preferential income tax rate of 10% from 2015 and will continue to enjoy this preferential income tax rate until it no longer meets the requirements of the qualification.

According to relevant laws and regulations in the PRC, enterprises engaging in research and development activities are entitled to claim 150% of the research and development expenses so incurred as tax deductible expenses when determining their assessable profits for that year ("Super Deduction"). Beijing Lianzhong has made its best estimate for the Super Deduction to be claimed in ascertaining their assessable profits for the six months ended 30 June 2016 and 2015.

(d) US profits tax

Subsidiaries operating in the US are subject to US federal and state tax on its assessable profits. The applicable tax rate for federal tax is 34% whilst the tax rate for state tax of California, the principal place of business of the Company's major US subsidiaries is 8.84%.

(e) Gibraltar profits tax

Gibraltar profits tax has been provided at the rate of 10% on the estimated assessable profits for the six months ended 30 June 2016.

(f) PRC withholding tax

According to the relevant laws and regulations in the PRC, the Group is also liable to a 10% withholding tax on dividends to be distributed from the Group's foreign-invested enterprises in the PRC in respect of its profits generated from 1 January 2008. If a foreign investor incorporated in Hong Kong meets the conditions and requirements under the double taxation treaty arrangement entered into between the PRC and Hong Kong, the relevant withholding tax rate will be reduced from 10% to 5%.

6. 所得稅(抵免)/開支(續)

附註：(續)

(c) 中國企業所得稅(續)

根據中國相關法律及法規，北京聯眾互動網絡股份有限公司(「北京聯眾」)已於二零一四年重續及取得高新技術企業(「高新技術企業」)資格，期限自二零一四年十月起為期三年，因此北京聯眾於二零一五年享有優惠所得稅稅率15%。於二零一六年五月，北京聯眾獲認證為「國家規劃佈局內重點軟件企業」，因此北京聯眾享有之優惠所得稅稅率10%可追溯至自二零一五年起，並將繼續享有此優惠所得稅稅率直至其不再符合資格所須條件為止。

根據中國相關法律及法規，從事研發活動的企業於釐定其該年度應課稅利潤時，有權將所產生的研發費用的150%作可扣稅開支申報(「加計扣除」)。截至二零一六年及二零一五年六月三十日止六個月，北京聯眾已於確定其應課稅利潤中將予作出的加計扣除申報作出最佳估計。

(d) 美國利得稅

於美國經營之附屬公司須就其應課稅溢利繳納美國聯邦及州稅。適用聯邦稅稅率為34%，而本公司主要美國附屬公司之主要營業地點加州之州稅稅率為8.84%。

(e) 直布羅陀利得稅

截至二零一六年六月三十日止六個月，本集團已就估計應課稅利潤按10%之稅率就直布羅陀利得稅作出撥備。

(f) 中國預扣稅

根據中國相關法律及法規，本集團亦須就向本集團中國外商投資企業有關於二零零八年一月一日起產生的利潤將予分派的股息繳納10%的預扣稅。倘於香港註冊成立的外商投資者符合中國與香港訂立的雙邊稅務條約安排的條件及規定，相關預扣稅稅率將從10%降至5%。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

7. DIVIDENDS

During the six months ended 30 June 2015, a final dividend for the year ended 31 December 2014 of RMB0.064 per share has been declared and approved by the shareholders at the annual general meeting of the Company. The 2014 final dividend was paid in Hong Kong dollars at HK\$0.0812 per share, amounting to approximately RMB50,273,000 during the six months ended 30 June 2015.

The Directors do not declare the payment of an interim dividend in respect of the six months ended 30 June 2016 (six months ended 30 June 2015: nil).

8. EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share for the period is calculated by dividing the profit attributable to equity holders of the Company of RMB75,998,000 (six months ended 30 June 2015: RMB62,545,000) by the weighted average number of ordinary shares of 787,188,426 shares (2015: 784,151,753 shares) in issue during the period.

(b) Diluted earnings per share

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. For the six months ended 30 June 2016 and 2015, the Company has one category of dilutive ordinary shares, being the share option schemes of the Company (Management Pre-IPO Share Option Scheme and the 2014 Share Option Scheme).

7. 股息

於截至二零一五年六月三十日止六個月期間，已就截至二零一四年十二月三十一日止年度宣派末期股息每股人民幣0.064元，而有關末期股息乃經股東於本公司股東週年大會上批准。二零一四年末期股息已於截至二零一五年六月三十日止六個月期間按每股0.0812港元以港幣支付，即約人民幣50,273,000元。

董事並不宣派截至二零一六年六月三十日止六個月的中期股息(截至二零一五年六月三十日止六個月：無)。

8. 每股盈利

(a) 每股基本盈利

期內每股基本盈利乃按本公司權益持有人應佔利潤人民幣75,998,000元(截至二零一五年六月三十日止六個月：人民幣62,545,000元)除以期內已發行的普通股加權平均股數787,188,426股(二零一五年：784,151,753股)計算得出。

(b) 每股攤薄盈利

每股攤薄盈利乃根據假設所有具潛在攤薄影響的普通股已獲轉換且調整已發行普通股加權平均股數計算。截至二零一六年及二零一五年六月三十日止六個月，本公司擁有一類具攤薄影響的普通股，即本公司購股權計劃(即管理層首次公開發售前購股權計劃及二零一四年購股權計劃)。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

8. EARNINGS PER SHARE (Continued)

(b) Diluted earnings per share (Continued)

Diluted earnings per share for the period is calculated by dividing the profit attributable to equity holders of the Company of RMB75,998,000 (six months ended 30 June 2015: RMB62,545,000) by the weighted average number of ordinary shares of 829,428,786 shares (2015: 835,155,043 shares) in issue during the period, calculated as follows:

8. 每股盈利(續)

(b) 每股攤薄盈利 (續)

期內，每股攤薄盈利乃按本公司權益持有人應佔利潤人民幣75,998,000元(截至二零一五年六月三十日止六個月：人民幣62,545,000元)除以期內已發行的普通股加權平均股數829,428,786股(二零一五年：835,155,043股)計算如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 (Unaudited) (未經審計)	2015 二零一五年 (Unaudited) (未經審計)
Weighted average number of ordinary shares for the purpose of basic earnings per share	就計算每股基本盈利之普通股加權平均股數	787,188,426	784,151,753
Adjustment for share option schemes	就購股權計劃作出調整	42,240,360	51,003,290
Weighted average number of ordinary shares for the purpose of diluted earnings per share	就計算每股攤薄盈利之普通股加權平均股數	829,428,786	835,155,043

9. PROPERTY, PLANT AND EQUIPMENT

During the period, the Group acquired property, plant and equipment at a cost of RMB14,065,000 (six months ended 30 June 2015: RMB12,400,000), excluding the amounts through acquisition of subsidiaries of nil (six months ended 30 June 2015: RMB8,644,000).

9. 物業、廠房及設備

期內，本集團收購物業、廠房及設備花費人民幣14,065,000元(截至二零一五年六月三十日止六個月：人民幣12,400,000元)，不包括透過收購附屬公司所得的金額為零(截至二零一五年六月三十日止六個月：人民幣8,644,000元)。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

10. INTANGIBLE ASSETS

During the six months ended 30 June 2016, additions to intangible assets by acquisition and capitalisation in respect of development costs amounted to RMB43,323,000 (six months ended 30 June 2015: RMB6,961,000) and RMB26,302,000 (six months ended 30 June 2015: RMB9,149,000) respectively, excluding the amounts through acquisition of subsidiaries of nil (six months ended 30 June 2015: RMB146,592,000).

11. INTEREST IN ASSOCIATES

During the six months ended 30 June 2016, the Group made additional investments in associates of RMB21,645,000 (six months ended 30 June 2015: RMB7,955,000).

Save as the above, upon the Group disposed 52.0% interest in Tianjin Zhongqi in April 2016, the Group's equity interest in Tianjin Zhongqi was reduced to 48.0%, resulting in loss of control over Tianjin Zhongqi. Accordingly, the retained interest in Tianjin Zhongqi of fair value amounting to RMB1,662,000 was reclassified as interest in an associate (Note 18(a)).

Subsequent to the partial disposal of the interest in Tianjin Zhongqi, the Group's interest in Tianjin Zhongqi was diluted from 48.0% to 45.6% upon the additional contributions by the new investors and a gain on deemed disposal of partial interest in an associate of RMB10,349,000 was recognised in profit or loss during the six months ended 30 June 2016.

The share of loss of associates by the Group for the six months ended 30 June 2015 and 2016 are considered to be immaterial.

10. 無形資產

於截至二零一六年六月三十日止六個月，透過收購及就開發成本撥充資本的無形資產分別增加人民幣43,323,000元(截至二零一五年六月三十日止六個月：人民幣6,961,000元)及人民幣26,302,000元(截至二零一五年六月三十日止六個月：人民幣9,149,000元)，不包括透過收購附屬公司所得金額為零(截至二零一五年六月三十日止六個月：人民幣146,592,000元)。

11. 於聯營公司的權益

於截至二零一六年六月三十日止六個月，本集團於聯營公司的投資增加人民幣21,645,000元(截至二零一五年六月三十日止六個月：人民幣7,955,000元)。

除上述者外，本集團於二零一六年四月出售天津中棋的52.0%權益後，本集團於天津中棋的權益減少至48.0%，因此失去對天津中棋的控制權。故此，於天津中棋的保留權益之公允值人民幣1,662,000元獲重新分類為於聯營公司的權益(附註18(a))。

於出售部分天津中棋權益後，由於新投資者額外注資，本集團於天津中棋的權益由48.0%攤薄至45.6%。視作出售於聯營公司的部分權益所得收益人民幣10,349,000元於截至二零一六年六月三十日止六個月期間在損益中確認。

截至二零一五年及二零一六年六月三十日止六個月，本集團應佔聯營公司的虧損被認為並不重大。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

12. TRADE AND OTHER RECEIVABLES

12. 貿易及其他應收款項

			As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審計)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審計)
Trade receivables	貿易應收款項			
From third parties	應收第三方	(a)	212,464	165,235
Less: provision for impairment of trade receivables	減：貿易應收款項減值撥備		(2,889)	(2,889)
			209,575	162,346
Other receivables	其他應收款項			
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項		96,045	91,366
Advances to employees	墊款予僱員		15,395	12,376
Amount due from an associate	應收聯營公司款項		18,951	1,500
Loan to a related party	借貸予關聯方		—	8,217
Interest receivables	應收利息		128	4,051
			130,519	117,510
Less: provision for impairment of other receivables	減：其他應收款項減值撥備		(1,000)	(1,000)
			129,519	116,510
			339,094	278,856

The directors of the Group considered that the fair values of trade and other receivables are not materially different from their carrying amounts because these amounts have short maturity periods on their inception.

本集團董事認為貿易及其他應收款項的公允值與其賬面值並無重大差異，此乃由於該等金額於產生後短期內到期。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

12. TRADE AND OTHER RECEIVABLES (Continued)

(a) Trade receivables

Trade receivables were arising from the operation of online card and board games. The credit terms of trade receivables granted to distribution channels and payment vendors are usually 30 to 90 days. Ageing analysis based on recognition date of the gross trade receivables at the respective reporting dates is as follows:

12. 貿易及其他應收款項(續)

(a) 貿易應收款項

貿易應收款項來自在線棋牌遊戲業務。授予分銷渠道及支付供應商的貿易應收款項的信貸期通常為30日至90日。於相關報告日期根據貿易應收款項總額的確認日期之賬齡分析如下：

		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審計)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審計)
0-30 days	0至30日	50,055	40,426
31-60 days	31至60日	40,697	20,240
61-90 days	61至90日	9,907	15,474
91-180 days	91至180日	18,100	32,029
181-365 days	181至365日	45,238	44,833
Over 1 year	超過1年	48,467	12,233
		212,464	165,235

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

13. AVAILABLE-FOR-SALE FINANCIAL ASSETS

13. 可供出售金融資產

		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審計)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審計)
Included in non-current assets	計入非流動資產		
Unlisted equity investments, at cost less impairment losses	非上市股本投資，按成本減減值虧損	81,839	63,453
Included in current assets	計入流動資產		
Unlisted trust funds, at fair value	非上市信託基金，按公允值	35,000	20,000
		116,839	83,453

The Directors determined that the fair value of the unlisted trust funds as issued by financial institutions are not materially different from the carrying amount as stated above.

經董事釐定，金融機構發行之非上市信託基金之公允值與如上所述賬面值並無重大差異。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

14. TRADE AND OTHER PAYABLES

14. 貿易及其他應付款項

		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審計)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審計)
Trade payables	貿易應付款項		
To third parties	應付第三方	16,003	22,021
To an associate	應付一家聯營公司	630	258
	(a)	16,633	22,279
Other payables	其他應付款項		
Receipts in advance	預收款項	61	1,291
Other payables and accrued charges	其他應付款項及應計費用	13,670	25,901
Other taxes liabilities	其他稅務負債	3,701	3,100
Staff costs and welfare accruals	應計員工成本及福利	21,390	18,202
Deferred income related to government grants	有關政府補助金的遞延收入	—	763
		38,822	49,257
		55,455	71,536

All amounts are short-term and hence the carrying values of the Group's trade and other payables as at 31 December 2015 and 30 June 2016 were considered to be a reasonable approximation of its fair value.

所有款項均為短期，因此，本集團於二零一五年十二月三十一日及二零一六年六月三十日之貿易及其他應付款項的賬面值被視為公允值之合理約數。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

14. TRADE AND OTHER PAYABLES (Continued)

(a) Trade payables

Trade payables primarily related to the purchase of services for server custody, outsourcing game development and the revenue sharing of licensed and third-party operated PC games and which is payable to cooperated game developers according to respective cooperation agreements.

The ageing analysis of trade payables based on recognition date is as follows:

14. 貿易及其他應付款項(續)

(a) 貿易應付款項

貿易應付款項主要與就服務器託管、外包遊戲開發及根據各自合作協議就特許遊戲及第三方經營PC遊戲應付合作遊戲開發商的收入分成有關。

貿易應付款項按確認日期的賬齡分析如下：

		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審計)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審計)
0-30 days	0至30日	9,132	12,092
31-60 days	31至60日	1,432	4,452
61-90 days	61至90日	2,149	2,783
91-180 days	91至180日	800	822
181-365 days	181至365日	1,346	448
Over 1 year	超過1年	1,774	1,682
		16,633	22,279

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

15. OTHER NON-CURRENT RECEIVABLE/ PAYABLE

15. 其他非流動應收款項／應付款項

		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審計)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審計)
Non-current receivable	非流動應收款項		
Current portion	即期部分	23,014	3,241
Non-current portion	非即期部分	12,523	29,895
		35,537	33,136
Non-current payable	非流動應付款項		
Current portion	即期部分	23,014	3,241
Non-current portion	非即期部分	12,523	29,895
		35,537	33,136

In 2015, the Group has acquired the non-current receivable and payable through the acquisition of Peerless Group. Other non-current payable represents a contingent consideration payable to a third party by Peerless and a subsidiary of bwin.party digital entertainment plc ("bwin.party") for the then acquisition of the WPT brand in 2009 and subsequent buy-out in 2012 of the contingent revenue share element. Subject to certain conditions, including subsequent changes in legislation in the US, the maximum aggregate contingent consideration payable by Peerless and bwin.party's subsidiary amounted to US\$6,500,000 (equivalent to approximately RMB42,208,000).

於二零一五年，本集團通過收購Peerless Group獲得非即期應收款項及應付款項。其他非流動應付款項指Peerless及bwin.party digital entertainment plc ("bwin.party")一間附屬公司應付第三方於二零零九年收購WPT品牌之或然代價，及隨後於二零一二年收購或然收益分成部分。根據若干條件(包括美國法律的隨後變動)，Peerless及bwin.party的附屬公司應付合共或然代價最高為6,500,000美元(相當於約人民幣42,208,000元)。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

15. OTHER NON-CURRENT RECEIVABLE/ PAYABLE (Continued)

As at 30 June 2016, other non-current payable represents the directors' current best estimate of the amount payable which they consider is likely to be paid within and after twelve months from the reporting date, after the effects of discounting at the effective interest rate of 10.3% (31 December 2015: 10.3%). The directors of the Group consider that the fair values are not materially different from their carrying amounts. As at 30 June 2016, there has been no change in the amount recognised since its acquisition (except for unwinding of the discount and exchange differences of approximately RMB1,727,000 and RMB674,000 respectively) and the non-discounted book value for the contingent consideration amounted to approximately US\$6,119,000 (equivalent to approximately RMB40,576,000).

Pursuant to the relevant share purchase agreement, the selling shareholder of Peerless Group (the "**Seller**") and bwin.party (the "**Seller's Guarantor**", a company listed on the London Stock Exchange) had contractually agreed to indemnify the Group against any loss and undertake the repayment of all liabilities in connection with the contingent consideration payable as detailed above. In this respect, the Group has recognised an indemnification asset as other non-current receivable at an amount equivalent to the fair value of the indemnified liability.

15. 其他非流動應收款項／應付款項(續)

於二零一六年六月三十日，其他非流動應付款項指董事對其認為自報告日期起十二個月內及之後可獲支付且考慮按10.3% (二零一五年十二月三十一日：10.3%) 實際利率貼現之貼現影響後對應付款項的當前最佳估計。本集團董事認為有關公允值與其賬面值之間並無重大差異。於二零一六年六月三十日，收購後已確認之金額(不包括貼現及匯兌差額分別約人民幣1,727,000元及人民幣674,000元)及或然代價未貼現賬面值約6,119,000美元(相當於約人民幣40,576,000元)並無變動。

根據相關股份購買協議，Peerless Group之銷售股東(「賣方」)與bwin.party(「賣方擔保人」，於倫敦交易所上市的公司)訂約同意補償本集團承擔的任何損失及承諾償還上文詳述或然應付代價相關之所有負債。就此而言，本集團已按相等於補償負債公允值之金額確認補償資產為其他非流動應收款項。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

16. SHARE CAPITAL

16. 股本

		Number of shares 股份數目	Nominal value of shares 股份面值 US\$'000 千美元	Equivalent nominal value of shares 股份的 等值面額 RMB'000 人民幣千元
Authorised:	法定：			
<i>Ordinary shares of the Company:</i>	<i>本公司普通股：</i>			
At 1 January 2015, 30 June 2015 (Unaudited), 31 December 2015 and 30 June 2016 (Unaudited)	於二零一五年一月一日、二零一五年六月三十日(未經審計)、二零一五年十二月三十一日及二零一六年六月三十日(未經審計)	10,000,000,000	500	
Issued and fully paid:	已發行及繳足：			
<i>Ordinary shares:</i>	<i>普通股：</i>			
At 1 January 2015	於二零一五年一月一日	784,000,000	39	238
Change in functional currency	功能貨幣變動	—	—	1
Repurchased shares cancelled	註銷購回股份	(i) (910,000)	—	—
Exercise of share option	行使購股權	(ii) 3,822,624	—	1
At 31 December 2015	於二零一五年十二月三十一日	786,912,624	39	240
Exercise of share option	行使購股權	(ii) 332,750	—	—
At 30 June 2016 (Unaudited)	於二零一六年六月三十日(未經審計)	787,245,374	39	240
At 1 January 2015	於二零一五年一月一日	784,000,000	39	238
Change in functional currency	功能貨幣變動	—	—	1
Repurchased shares cancelled	註銷購回股份	(i) (910,000)	—	—
Exercise of share option	行使購股權	(ii) 2,432,624	—	1
At 30 June 2015 (Unaudited)	於二零一五年六月三十日(未經審計)	785,522,624	39	240

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

16. SHARE CAPITAL (Continued)

Notes:

(i) Repurchase of shares

The 910,000 shares repurchased by the Company in 2014 were cancelled on 19 January 2015.

(ii) Exercise of share option

During the year ended 31 December 2015, options were exercised to subscribe for 3,822,624 ordinary shares of the Company at a consideration of RMB3,985,000, of which approximately RMB1,000 was credited to share capital and the balance of approximately RMB3,984,000 was credited to the share premium account. As a result of the exercise of options, RMB3,808,000 has been transferred from the share option reserve to the share premium account.

During the six months ended 30 June 2016, options were exercised to subscribe for 332,750 (six months ended 30 June 2015: 2,432,624) ordinary shares of the Company at a consideration of RMB819,000 (six months ended 30 June 2015: RMB2,494,000), of which approximately RMB100 (six months ended 30 June 2015: RMB1,000) was credited to share capital and the balance of approximately RMB1,037,000 (six months ended 30 June 2015: RMB2,493,000) was credited to the share premium account. As a result of the exercise of options, RMB218,000 (six months ended 30 June 2015: RMB5,534,000) has been transferred from the share option reserve to the share premium account.

16. 股本(續)

附註：

(i) 購回股份

本公司於二零一四年已購回910,000股股份，並於二零一五年一月十九日註銷。

(ii) 行使購股權

於截至二零一五年十二月三十一日止年度，購股權已獲行使以按代價人民幣3,985,000元認購本公司3,822,624股普通股，代價中約人民幣1,000元入賬列為股本，而餘額約人民幣3,984,000元則於股份溢價賬中入賬。由於購股權獲行使，人民幣3,808,000元已由購股權儲備轉入股份溢價賬。

於截至二零一六年六月三十日止六個月期間，購股權已獲行使以按代價人民幣819,000元(截至二零一五年六月三十日止六個月：人民幣2,494,000元)認購本公司332,750股(截至二零一五年六月三十日止六個月：2,432,624股)普通股，代價中約人民幣100元(截至二零一五年六月三十日止六個月：人民幣1,000元)入賬列為股本，而餘額約人民幣1,037,000元(截至二零一五年六月三十日止六個月：人民幣2,493,000元)則於股份溢價賬中入賬。由於購股權獲行使，人民幣218,000元(截至二零一五年六月三十日止六個月：人民幣5,534,000元)已由購股權儲備轉入股份溢價賬。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

17. SHARE-BASED COMPENSATION TRANSACTIONS

(a) The 2014 Replacement Share Options issued by Blink Milestones Limited ("Blink Milestones")

In 2014, 12,152,381 share options were granted by Blink Milestones (the "2014 Blink Milestones Share Options") as the replacement of the share awards granted by Beijing Tongshengcheng Investment Management Center (LLP) ("Tongshengcheng") to certain employees of the Group (the "Participants") in 2012. The share options are valid for a period of 10 years from 20 February 2014 to 19 February 2024 with an exercise price of RMB0.2625 per share (subject to adjustment) and are subject to a vesting scale in equal proportions of 25% on every anniversary date of the date of listing of the Company's shares on any internationally recognised stock exchange, starting from the first anniversary date until the fourth, and for the Participants remaining an employee of the Group until and on the relevant vesting dates. Blink Milestones is an investment holding company and owned 12.43% equity interest in the Company at the date of grant. Upon the completion of the capitalisation issue on 30 June 2014, the number of share options and exercise price per share has been adjusted to 25,009,600 options in total, at an exercise price of RMB0.1276 per share, respectively.

The Group has no legal or constructive obligation to repurchase or settle the 2014 Blink Milestones Share Options in cash. The 2014 Blink Milestones Share Options entitle participants to obtain existing issued shares in the Company held by Blink Milestones and will not involve the Company issuing any new shares, the 2014 Blink Milestones Share Options were accounted for as a share-based compensation transaction by way of capital contribution from the shareholders.

17. 以股份為基礎的酬金交易

(a) Blink Milestones Limited (「Blink Milestones」) 於二零一四年發行的購股權置換

於二零一四年，Blink Milestones授出12,152,381份購股權(「二零一四年Blink Milestones購股權」)，以置換北京同盛成投資管理中心(有限合夥)(「同盛成」)於二零一二年向本集團若干僱員(「參與者」)授出的獎勵股份。購股權自二零一四年二月二十日起至二零二四年二月十九日止十年期間內有效，行使價為每股人民幣0.2625元(可予調整)並於本公司股份在任何國際認可的證券交易所上市日期後之各週年日，自第一個週年日至第四個週年日每年按相等於25%的比例等額歸屬，且參與者須在直至各相關歸屬日期(包括該日)仍為本集團僱員。Blink Milestones為一家投資控股公司，並於授予日期擁有本公司的12.43%股權。資本化發行於二零一四年六月三十日完成後，購股權數目及每股行使價分別調整為合共25,009,600份購股權及行使價為每股人民幣0.1276元。

本集團並無法定或推定責任以現金方式回購或清償二零一四年Blink Milestones購股權。二零一四年Blink Milestones購股權賦予參與者權利獲得由Blink Milestones持有的本公司現有已發行股份，且將不涉及發行本公司任何新股。二零一四年Blink Milestones購股權通過股東注資的方式列賬為以股份為基礎的酬金交易。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

17. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

(a) The 2014 Replacement Share Options issued by Blink Milestones Limited ("Blink Milestones") (Continued)

Movements in the number of 2014 Blink Milestones Share Options outstanding are as follows:

		Number of share options 購股權數目
At 1 January 2016	於二零一六年一月一日	20,540,798
Exercised during the period	期內行使	(5,135,199)
Forfeited during the period	期內沒收	(176,401)
As at 30 June 2016 (Unaudited)	於二零一六年六月三十日(未經審計)	15,229,198
At 1 January 2015	於二零一五年一月一日	25,009,600
Forfeited during the period	期內沒收	(392,000)
As at 30 June 2015 (Unaudited)	於二零一五年六月三十日(未經審計)	24,617,600

17. 以股份為基礎的酬金交易 (續)

(a) 於二零一四年Blink Milestones Limited (「Blink Milestones」) 發行的購股權置換(續)

已發行在外二零一四年Blink Milestones購股權數目的變動如下：

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

17. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

(b) Management Pre-IPO Share Option Scheme of the Company in 2014

Pursuant to an unanimous written resolution of the Board on 7 March 2014, a share option scheme (“**Management Pre-IPO Share Option Scheme**”) and respective share options granted by the Company on 20 February 2014 was adopted and ratified by the Board. The Management Pre-IPO Share Option Scheme was adopted for the purpose of providing participants an opportunity to acquire proprietary interests in the Company and help motivate such participants to optimize their performance and efficiency, and also to help retain the participants for the continual growth and development of the Group. The maximum number of shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the Management Pre-IPO Share Option Scheme must not in aggregate exceed 6% of the issued share capital of the Company after an IPO, as defined. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

Share options (in aggregate to purchase 6% of the issued share capital of the Company after an IPO) were granted by the Company on 20 February 2014 to senior management of the Group with estimated total fair value of approximately RMB52,870,000. The exercise price of the share options granted is US\$0.34398035 per share (subject to adjustment). The share options are valid for a period of 10 years from 20 February 2014 to 19 February 2024. Twenty five percent (25%) of options granted shall vest on the first anniversary of the grant date, and the remaining options granted shall vest on 36 equal monthly instalments with the first instalment vesting upon the 13th monthly anniversary of the grant date and each of the remaining instalments vesting on each monthly anniversary of the 13th monthly anniversary of the grant date, and for the participant continuing to be an employee of the Group or director of the Company until and on the relevant vesting dates. In addition, the share options are only exercisable after the completion of an IPO.

17. 以股份為基礎的酬金交易 (續)

(b) 二零一四年的本公司管理層首次公開發售前購股權計劃

根據董事會於二零一四年三月七日一致通過的書面決議案，董事會已採納且追認由本公司於二零一四年二月二十日授出的一項購股權計劃（「**管理層首次公開發售前購股權計劃**」）及相應購股權。採納管理層首次公開發售前購股權計劃乃為參與者提供一個收購本公司專有權益之機會，且有助於激勵該等參與者提升彼等的表現及效率，亦有助於挽留該等參與者於本集團持續增長及發展。按規定，根據管理層首次公開發售前購股權計劃，已授出但尚未行使的已發行在外購股權獲悉數行使而將予發行的最高股份數目，合共不得超過本公司於首次公開發售後已發行股本的6%。本集團並無法定或推定責任以現金購回或清償該等購股權。

由本公司於二零一四年二月二十日向本集團高級管理層授出的購股權（合計可購買本公司於首次公開發售後已發行股本的6%）估計總公允值約為人民幣52,870,000元。獲授出的購股權行使價為每股0.34398035美元（可予調整）。購股權自二零一四年二月二十日至二零二四年二月十九日止十年期間內有效。獲授出購股權的百分之二十五（25%）將於授出日期的第一個週年日歸屬，餘下獲授出的購股權須於36個月內按月等額分期歸屬，第一個分期歸屬為授出日期的第13個月週年日，而剩餘的購股權在授出日期第13個月週年日後每月分期歸屬，且參與者於直至有關歸屬日期（包括該日）仍為本集團的僱員或本公司的董事。此外，購股權僅可於首次公開發售完成後行使。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

17. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

(b) Management Pre-IPO Share Option Scheme of the Company in 2014 (Continued)

Upon the completion of the capitalisation issue and the Listing on the Main Board of The Stock Exchange of Hong Kong Limited on 30 June 2014, the total number of share options granted equate to 50,042,553 share options at an adjusted exercise price of US\$0.16714303 per share. Movements in the number of share options during the period are as follows:

For the six months ended 30 June 2016 (Unaudited)

17. 以股份為基礎的酬金交易 (續)

(b) 二零一四年的本公司管理層首次公開發售前購股權計劃(續)

於二零一四年六月三十日完成資本化發行及於香港聯合交易所有限公司主板上市後，已按經調整行使價每股0.16714303美元授出的購股權總數為50,042,553份購股權。期內購股權數目之變動如下：

截至二零一六年六月三十日止六個月(未經審計)

	Exercisable period	Exercise price per share	Outstanding as at 1 January 2016	Granted during the period	Exercised during the period	Outstanding as at 30 June 2016
	行使期	每股行使價 US\$ 美元	於二零一六年一月一日尚未行使	期內授出	期內行使	於二零一六年六月三十日尚未行使
Directors	1 July 2017 to 30 June 2026*	0.16714303	41,702,128	—	—	41,702,128
董事	二零一七年七月一日至二零二六年六月三十日*					
Employee	20 February 2015 to 19 February 2024	0.16714303	4,517,801	—	—	4,517,801
僱員	二零一五年二月二十日至二零二四年二月十九日					
			46,219,929	—	—	46,219,929

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

17. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

(b) Management Pre-IPO Share Option Scheme of the Company in 2014 (Continued)

For the six months ended 30 June 2015 (Unaudited)

	Exercisable period	Exercise price per share	Outstanding as at 1 January 2015 於二零一五年一月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Outstanding as at 30 June 2015 於二零一五年六月三十日 尚未行使
	行使期	每股行使價 US\$ 美元				
Directors 董事	20 February 2015 to 19 February 2024 二零一五年二月二十日至二零二四年二月十九日	0.16714303	41,702,128	—	—	41,702,128
Employee 僱員	20 February 2015 to 19 February 2024 二零一五年二月二十日至二零二四年二月十九日	0.16714303	8,340,425	—	(2,432,624)	5,907,801
			50,042,553	—	(2,432,624)	47,609,929

* Pursuant to the shareholders resolution dated 13 May 2016, the exercisable period of the directors under the Management Pre-IPO Share Option Scheme of the Company in 2014 were modified to a period of 9 years starting from 1 July 2017. The modification of exercisable period has no financial effect to the profit or loss, as it was not beneficial to the directors.

None of the share options granted were lapsed during the six months ended 30 June 2015 and 2016.

17. 以股份為基礎的酬金交易 (續)

(b) 二零一四年的本公司管理層首次公開發售前購股權計劃(續)

截至二零一五年六月三十日止六個月(未經審計)

* 根據日期為二零一六年五月十三日之股東決議案，董事在二零一四年的本公司管理層首次公開發售前購股權計劃項下的行使期修訂為自二零一七年七月一日起計為期9年。由於修訂行使期並無使董事得益，故對損益並無財務影響。

於截至二零一五年及二零一六年六月三十日止六個月期間概無已授出之購股權失效。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

17. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

(c) Share Option Scheme adopted by the Company in November 2014

Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 19 November 2014, a share option scheme was adopted by the Company and is valid and effective for a period of ten years from 19 November 2014 (the **"2014 Share Option Scheme"**). Details of the terms of the 2014 Share Option Scheme have been set out in the Group's annual financial statements for the year ended 31 December 2015.

During the six months ended 30 June 2015, 47,040,000 options were granted on 5 January 2015 with estimated total fair values of approximately RMB40,378,000. The exercise price of the share options granted is HK\$2.67 per share for option lots of 47,040,000 options. The share options are valid for a period of 10 years and subject to a vesting scale in equal proportions of 25% on every anniversary date of the date of grant, starting from the first anniversary date until the fourth.

During the six months ended 30 June 2016, 7,840,000 and 3,000,000 options were granted on 8 January 2016 and 17 May 2016 with estimated total fair value of approximately RMB16,759,000 and RMB3,897,000 respectively. The exercise price of the share options granted is HK\$5.506 and HK\$3.684 per share respectively. The share options are valid for a period of 10 years and subject to a vesting scale in equal proportions of 25% on every anniversary date of the date of grant, starting from the first anniversary date until the fourth.

17. 以股份為基礎的酬金交易 (續)

(c) 本公司於二零一四年十一月採納的購股權計劃

根據本公司於二零一四年十一月十九日舉行之股東特別大會上通過的一項普通決議案，本公司採納一項購股權計劃，於二零一四年十一月十九日起計十年期間內有效及生效(「**二零一四年購股權計劃**」)。二零一四年購股權計劃條款的細節載於本集團截至二零一五年十二月三十一止年度之年度財務報表。

於截至二零一五年六月三十日止六個月期間，本公司於二零一五年一月五日授出47,040,000份購股權，估計公允值總額為約人民幣40,378,000元。47,040,000份已授出購股權之行使價為每股2.67港元。購股權有十年有效期，且於各授出日期週年日(第一個週年日至第四個週年日)按25%等額比例歸屬。

於截至二零一六年六月三十日止六個月期間，本公司於二零一六年一月八日及二零一六年五月十七日授出7,840,000份及3,000,000份購股權，估計公允值總額分別為約人民幣16,759,000元及人民幣3,897,000元。所授出購股權的行使價分別為每股5.506港元及3.684港元。購股權有十年有效期，且於各授出日期週年日(第一個週年日至第四個週年日)按25%等額比例歸屬。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

17. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

(c) Share Option Scheme adopted by the Company in November 2014 (Continued)

Movements in the number of share options during the period are as follows:

Six months ended 30 June 2016 (Unaudited)

17. 以股份為基礎的酬金交易 (續)

(c) 二零一四年十一月本公司採納的購股權計劃(續)

期內購股權數目變動如下：

截至二零一六年六月三十日止六個月（未經審計）

	Exercisable period	Exercise price per share 每股行使價 US\$ 美元	Outstanding as at 1 January 2016 於二零一六年一月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Forfeited during the period 期內沒收	Outstanding as at 30 June 2016 於二零一六年六月三十日 尚未行使
Directors 董事	1 July 2017 to 30 June 2026 [#] 二零一七年七月一日至二零二六年六月三十日 [#]	2.67	23,520,000	—	—	—	23,520,000
	1 July 2017 to 30 June 2026 [#] 二零一七年七月一日至二零二六年六月三十日 [#]	5.506	—	7,840,000	—	—	7,840,000
Employees 僱員	5 January 2016 to 4 January 2025 二零一六年一月五日至二零二五年一月四日	2.67	23,460,000	—	(332,750)	(170,000)	22,957,250
	9 July 2016 to 8 July 2025 二零一六年七月九日至二零二五年七月八日	4.402	23,520,000	—	—	(445,000)	23,075,000
	17 May 2017 to 16 May 2026 二零一七年五月十七日至二零二六年五月十六日	3.684	—	3,000,000	—	—	3,000,000
			70,500,000	10,840,000	(332,750)	(615,000)	80,392,250

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

17. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

(c) Share Option Scheme adopted by the Company in November 2014 (Continued)

Six months ended 30 June 2015 (Unaudited)

17. 以股份為基礎的酬金交易 (續)

(c) 二零一四年十一月本公司採納的購股權計劃(續)

截至二零一五年六月三十日止六個月(未經審計)

	Exercisable period	Exercise price per share	Outstanding as at 1 January 2015 於二零一五年一月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Forfeited during the period 期內沒收	Outstanding as at 30 June 2015 於二零一五年六月三十日 尚未行使
Directors 董事	5 January 2016 to 4 January 2025 二零一六年一月五日至二零二五年一月四日	2.67	—	23,520,000	—	—	23,520,000
Employees 僱員	5 January 2016 to 4 January 2025 二零一六年一月五日至二零二五年一月四日	2.67	—	23,520,000	—	—	23,520,000
			—	47,040,000	—	—	47,040,000

Pursuant to the shareholders resolution dated 13 May 2016, the exercisable period of the directors under the Share Option Scheme adopted by the Company in November 2014 were modified to a period of 9 years starting from 1 July 2017. The modification of exercisable period has no financial effect to the profit or loss, as it was not beneficial to the directors.

根據日期為二零一六年五月十三日之股東決議案，董事在本公司於二零一四年十一月採納的購股權計劃項下的行使期修訂為自二零一七年七月一日起計為期9年。由於修訂行使期並無使董事得益，故對損益並無財務影響。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

17. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

(c) Share Option Scheme adopted by the Company in November 2014 (Continued)

The fair values of the share options granted during the period were calculated using the Binomial Option Pricing Model. The inputs into the model were as follows:

		5 January 2015 二零一五年 一月五日	8 January 2016 二零一六年 一月八日	17 May 2016 二零一六年 五月十七日
Exercise price	行使價	HK\$2.67 2.67港元	HK\$5.506 5.506港元	HK\$3.684 3.684港元
Expected volatility	預期波動	45%	50%	55%
Expected life	預期有效期	10 years 10年	10 years 10年	10 years 10年
Risk-free rate	無風險利率	1.83%	1.589%	1.297%
Expected dividend yield	預期股息率	—	—	—

- (d) The Group recognised a total expense of RMB20,981,000 for the six months ended 30 June 2016 (six months ended 30 June 2015: RMB21,834,000) in relation to the above share options granted by the shareholders or the Company, and the share-based compensation expense were shown as a separate item on the face of the condensed consolidated statement of comprehensive income.

17. 以股份為基礎的酬金交易 (續)

(c) 二零一四年十一月本公司採納的購股權計劃(續)

期內授出的購股權的公允值按二項式期權定價模型計算得出。輸入該模型之數據如下：

- (d) 本集團確認截至二零一六年六月三十日止六個月的總開支為人民幣20,981,000元(截至二零一五年六月三十日止六個月：人民幣21,834,000元)，此乃與本公司股東授出的上述購股權有關，而以股份為基礎的酬金開支於簡明綜合全面收益表列為單獨項目。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

18. DISPOSAL OF SUBSIDIARIES

(a) Disposal of a subsidiary with loss of control

In April 2016, the Group disposed 52.0% interest in its wholly-owned subsidiary, Tianjin Zhongqi Weiye Sports Development Co., Ltd. ("Tianjin Zhongqi"), to certain third parties, resulting in a loss of control over Tianjin Zhongqi. Accordingly, the investment in Tianjin Zhongqi was reclassified as interest in an associate.

The assets and liabilities of Tianjin Zhongqi were deconsolidated from the Group's condensed consolidated statement of financial position and the interest in Tianjin Zhongqi has been accounted for as an associate using equity method. The fair value of the 48.0% retained interest in Tianjin Zhongqi amounting to RMB1,662,000 at the date on which the control was lost is regarded as the cost on initial recognition of the investment in Tianjin Zhongqi as an associate (Note 11).

18. 出售附屬公司

(a) 出售一家附屬公司並導致失去控制權

於二零一六年四月，本集團向若干第三方出售其全資附屬公司天津中棋惟業體育發展有限公司(「天津中棋」)的52.0%權益，因此失去對天津中棋的控制權。故此，於天津中棋的投資獲重新分類為聯營公司的權益。

天津中棋的資產及負債不再於本集團的簡明綜合財務狀況表中綜合入賬，而於天津中棋的權益已按權益法入賬列作聯營公司。於失去控制權當日，天津中棋的48.0%保留權益之公允值人民幣1,662,000元被視為初始確認於天津中棋(作為聯營公司)的投資成本(附註11)。

RMB'000
人民幣千元

Fair value of interest retained	保留權益的公允值	1,662
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Analysis of assets and liabilities over which control was lost

失去控制權的資產及負債分析

RMB'000
人民幣千元

Non-current assets	非流動資產	
Property, plant and equipment	物業、廠房及設備	2,459
Intangible assets	無形資產	2,022
Current assets	流動資產	
Inventories	存貨	208
Trade and other receivables	貿易及其他應收款項	20,718
Bank balances	銀行結餘	465
Current liabilities	流動負債	
Trade and other payables	貿易及其他應付款項	(22,409)
Net assets disposed of	已出售的淨資產	3,463

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

18. DISPOSAL OF SUBSIDIARIES (Continued)

(a) Disposal of a subsidiary with loss of control (Continued)

Analysis of assets and liabilities over which control was lost (Continued)

		RMB'000 人民幣千元
Consideration receivable	應收代價	5,200
Fair value of retained interests	保留權益的公允值	1,662
Net assets disposed of	已出售的淨資產	(3,463)
Gain on disposal of a subsidiary	出售一家附屬公司所得收益	3,399

Net cash outflow arising on disposal of a subsidiary

出售一家附屬公司產生淨現金淨流出

		RMB'000 人民幣千元
Consideration received (note)	已收取代價(附註)	—
Bank balances disposed of	已出售的銀行結餘	(465)
		(465)

Note: The consideration receivable RMB5,200,000 was included under other receivables.

附註：應收代價人民幣5,200,000元計入其他應收款項。

(b) Disposal of a subsidiary without loss of control

During the six months ended 30 June 2016, the Group disposed 21.5% shareholding in Allied Esports to certain third parties without losing control over the subsidiary. As a result of the disposal, the Group's interest in Allied Esports was reduced to 48.5%. The difference of RMB7,617,000 between the consideration received of RMB12,900,000 and the amount of non-controlling interest adjusted of RMB5,283,000 was directly recognised in other reserve.

(b) 出售一家附屬公司而未有失去控制權

於截至二零一六年六月三十日止六個月期間，本集團向若干第三方出售於聯盟電競的21.5%股權，而未有失去對該附屬公司的控制權。由於該出售，本集團於聯盟電競的權益減少至48.5%。已收代價人民幣12,900,000元及經調整非控股權益金額人民幣5,283,000元之差額人民幣7,617,000元直接於其他儲備中確認。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

19. COMMITMENTS

(a) Capital commitments

At the reporting date, the Group had the following capital commitments:

19. 承擔

(a) 資本承擔

於報告日期，本集團有以下資本承擔：

		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審計)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審計)
Contracted but not provided for:	已訂約但未撥備：		
Expenditure in respect of acquisition of intangible assets	有關收購無形資產之支出	45,604	128,804
Expenditure in respect of investments in associates	有關投資聯營公司之支出	4,368	10,800
Expenditure in respect of available-for-sale investments	有關可供出售投資之支出	40,000	—
		89,972	139,604

In June 2016, the Group has entered into an agreement with the substantial shareholders of the Company and certain third parties to set up an investment fund in the PRC. Details of which are stated in the Company's announcement dated 21 June 2016. Subsequent to the reporting date, the Group needs to inject RMB40 million to the investment fund and has classified the investment under available-for-sale investments.

於二零一六年六月，本集團與本公司主要股東及若干第三方訂立協議以在中國成立投資基金，其詳情載於本公司日期為二零一六年六月二十一日的公告。於報告日期後，本集團需向投資基金注資人民幣40百萬元，並將該投資分類為可供出售投資。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

19. COMMITMENTS (Continued)

(b) Operating lease commitments

The Group leases its servers, lines, office and various residential properties under non-cancellable operating lease agreements. The leases have varying lease terms and renewal rights. At the reporting date, the total future minimum lease payments payable by the Group under non-cancellable operating leases are as follows:

19. 承擔(續)

(b) 經營租賃承擔

本集團根據不可撤銷經營租賃協議租賃其伺服器、線路、辦公室及各種住宅物業。租賃具有不同期限且可續期。於報告日期，本集團根據不可撤銷經營租賃的未來最低租賃費付款總額如下：

		As at 30 June 2016 於二零一六年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審計)	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審計)
Within one year	一年內	14,124	15,856
In the second to fifth year inclusive	第二到第五年 (包含首尾兩年)	19,897	22,036
		34,021	37,892

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

20. SIGNIFICANT RELATED PARTY TRANSACTIONS

In addition to the transactions/information disclosed elsewhere in the Interim Financial Report, during the period, the Group had the following material transactions with related parties:

Key management personnel remuneration

Key management of the Group are members of the board of directors and senior management. Included in employee benefit expenses are key management personnel remuneration which includes the following expenses:

20. 重大關聯方交易

除於中期財務報告其他地方所披露之交易／資料外，期內本集團與關聯方進行的重大交易如下：

主要管理層人員酬金

本集團主要管理層為董事會成員及高級管理層。納入僱員福利開支之主要管理層人員酬金包括下列費用：

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 RMB'000 人民幣千元 (Unaudited) (未經審計)	2015 二零一五年 RMB'000 人民幣千元 (Unaudited) (未經審計)
Basic salaries and allowances	基本薪金及津貼	1,194	780
Discretionary bonus	酌情花紅	853	—
Retirement benefit scheme contributions	退休福利計劃供款	98	67
Share-based compensation expense	以股份為基礎的酬金開支	11,875	16,246
		14,020	17,093

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

21. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

The following table presents financial assets and liabilities measured at fair value in the condensed consolidated statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

21. 金融工具之公允值計量

下表根據公允值層級列示簡明綜合財務狀況表中按公允值計量的金融資產及負債。該層級根據用於計量該等金融資產及負債之公允值之重大輸入數據的相對可靠性將金融資產及負債分為三個級別。公允值層級如下：

- 第一層級：同類資產及負債於活躍市場的報價(未經調整)；
- 第二層級：除第一級計入的報價外，自資產或負債可直接(即價格)或間接(自價格衍生)觀察的輸入數據；及
- 第三層級：並非基於可觀察市場數據(即非可觀察輸入數據)的資產或負債的輸入數據。

根據對公允值計量有重大影響的輸入數據的最低層級按公允值層級將金融資產或負債全面加以分類。

Notes to the Condensed Consolidated Financial Statements (Continued)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2016 截至二零一六年六月三十日止六個月

21. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

The financial assets and liabilities measured at fair value in the condensed consolidated statement of financial position are grouped into the fair value hierarchy as follows:

21. 金融工具之公允值計量(續)

簡明綜合財務狀況表中按公允值計量的金融資產及負債被分為公允值層級如下：

		As at 30 June 2016 於二零一六年 六月三十日 Level 2 第二層級 RMB'000 人民幣千元 (Unaudited) (未經審計)	As at 31 December 2015 於二零一五年 十二月三十一日 Level 2 第二層級 RMB'000 人民幣千元 (Audited) (經審計)
Assets	資產		
Available-for-sale financial assets	可供出售金融資產		
Unlisted trust funds	非上市信託基金	35,000	20,000

During the six months ended 30 June 2016, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (six months ended 30 June 2015: nil).

The fair value of unlisted trust funds is determined by reference to the net asset value of the underlying investment in the equity fund.

截至二零一六年六月三十日止六個月，第一層級及第二層級之間並無轉換，亦無轉入或轉出第三層級(截至二零一五年六月三十日止六個月：無)。

非上市信託基金的公允值乃經參考於股權基金相關投資的資產淨值而釐定。

Definitions

釋義

“2014 Share Option Scheme”

「二零一四年購股權計劃」

指

the share option scheme of the Company approved and adopted on 19 November 2014, a refreshment of scheme mandate limit of which was further approved at the 2016 annual general meeting of the Company held on 13 May 2016
於二零一四年十一月十九日獲批准及採納之本公司購股權計劃，且於二零一六年五月十三日舉行的本公司二零一六年股東週年大會進一步批准更新計劃授權限額

“Board”

「董事會」

指

the Board of Directors of our Company
本公司的董事會

“Beijing Lianzhong”

「北京聯眾」

指

Beijing Lianzhong Co., Ltd. (北京聯眾互動網絡股份有限公司), a company incorporated under the laws of the PRC on 23 March 1998
北京聯眾互動網絡股份有限公司，一家根據中國法律於一九九八年三月二十三日註冊成立的公司

“China” or “PRC”

「中國」

指

the People’s Republic of China, except where the context requires otherwise, excluding Hong Kong, Macau and Taiwan
中華人民共和國，除非文義另有所指，否則不包括香港、澳門及台灣

“Code”

「守則」

指

the Corporate Governance Code and Corporate Governance Report set out in Appendix 14 of the Listing Rules
上市規則附錄14載列的企業管治守則及企業管治報告

“Company”, or “our Company”, or “the Company”, or “Ourgame”

「本公司」或「聯眾」

指

Ourgame International Holdings Limited, a company incorporated in the Cayman Islands on 4 December 2013
聯眾國際控股有限公司，一家於二零一三年十二月四日在開曼群島註冊成立的公司

“Director(s)”

「董事」

指

the director(s) of our Company
本公司董事

“Employee Pre-IPO Share Option Scheme”

「僱員首次公開發售前購股權計劃」

指

the pre-IPO share option scheme granted to certain employees of the Group
授予本集團若干僱員的首次公開發售前購股權計劃

“Group”, “our Group”, “the Group”, “we”, “us” or “our”

「本集團」或「我們」

指

the Company, its subsidiaries and its PRC Operating Entities from time to time
本公司、其附屬公司及其不時的中國營運實體

“HK” or “Hong Kong”

「香港」

指

the Hong Kong Special Administrative Region of the PRC
中國香港特別行政區

“Hong Kong dollar” or “HK\$”

「港元」

指

Hong Kong dollar, the lawful currency of Hong Kong
港元，香港法定貨幣

“IFRS”

「國際財務報告準則」

指

International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board
國際會計準則理事會不時頒佈的國際財務報告準則

Definitions (Continued)

釋義(續)

“Listing Rules” 「上市規則」	指	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended, supplemented or otherwise modified from time to time) 香港聯合交易所有限公司證券上市規則（經不時修訂、補充或以其他方式修改）
“Management Pre-IPO Share Option Scheme” 「管理層首次公開發售前購股權計劃」	指	the pre-IPO share option scheme granted to certain management members of the Group 授予本集團若干管理人員的首次公開發售前購股權計劃
“Model Code” 「標準守則」	指	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules 上市規則附錄10所載的上市發行人董事進行證券交易的標準守則
“Mr. Liu” 「劉先生」	指	Liu Jiang, a non-executive Director and one of the Controlling Shareholders 劉江，非執行董事及控股股東之一
“Mr. Shen” 「申先生」	指	Shen Dongri, one of the Controlling Shareholders 申東日，控股股東之一
“Ms. Long” 「龍女士」	指	Long Qi, one of the Controlling Shareholders 龍奇，控股股東之一
“RMB” or “Renminbi” 「人民幣」	指	Renminbi, the lawful currency of China 人民幣，中國的法定貨幣
“SFO” 「證券及期貨條例」	指	the Securities and Futures Ordinance [Chapter 571 of the Laws of Hong Kong] 香港法例第571章證券及期貨條例
“Shareholder(s)” 「股東」	指	holder(s) of the Share(s) 股份持有人
“Shares” 「股份」	指	ordinary share(s) in the share capital of our Company with a par value of US\$0.00005 each 本公司股本中每股面值為0.00005美元的普通股
“Stock Exchange” 「聯交所」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“US\$” or “USD” 「美元」	指	United States dollar, the lawful currency of the United States 美元，美國法定貨幣
“United States” or “US” 「美國」	指	the United States of America, its territories, its possessions and all areas subject to its jurisdiction 美利堅合眾國、其領土、屬地及受其司法管轄權管轄的地區

Glossary

詞彙

“ARPPU”

「付費用戶月均收入」

指

monthly average revenue per paying user, calculated by dividing the average monthly revenue during a certain period by the MPUs during the same period
付費用戶月均收入，按特定期間的平均每月收益除以同期每月付費用戶計算

“MAUs”

「每月活躍用戶」

指

monthly active users, which is the number of players, as identified by unique account IDs, who entered and played a particular game at least once in the relevant calendar month; repeat entries by the same player account in the same month are countered once only; a player who entered and played two different games in the same month is counted as one MAU for each game

每月活躍用戶，即擁有獨立賬號的玩家數目，其於相關曆月至少一次登陸並參與一款特定遊戲；同一玩家賬號於同一月份重複登陸乃僅計為一次；一名玩家於同月登陸並參與兩款不同遊戲則計為各款遊戲的一名每月活躍用戶

“MPUs”

「每月付費用戶」

指

monthly paying users, which is the number of paying players in the relevant calendar month

每月付費用戶，於有關曆月的付費玩家數目

“PC”

「PC」

指

personal computer

個人電腦



聯眾國際控股有限公司
OURGAME INTERNATIONAL HOLDINGS LIMITED