boyaa

Boyaa Interactive International Limited
博雅互動國際有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 0434

2016年報

Annual Report

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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Zhang Wei *(Chairman and Chief Executive Officer)*
Mr. Dai Zhikang

Independent Non-executive Directors

Mr. Cheung Ngai Lam
Mr. Choi Hon Keung Simon
Mr. Gao Shaofei *(resigned on 14 July 2016)*
Mr. You Caizhen *(appointed on 14 July 2016)*

AUDIT COMMITTEE

Mr. Cheung Ngai Lam *(Chairman)*
Mr. Choi Hon Keung Simon
Mr. Gao Shaofei *(resigned on 14 July 2016)*
Mr. You Caizhen *(appointed on 14 July 2016)*

NOMINATION COMMITTEE

Mr. Zhang Wei *(Chairman)*
Mr. Choi Hon Keung Simon
Mr. Gao Shaofei *(resigned on 14 July 2016)*
Mr. You Caizhen *(appointed on 14 July 2016)*

REMUNERATION COMMITTEE

Mr. Cheung Ngai Lam *(Chairman)*
Mr. Choi Hon Keung Simon
Mr. Gao Shaofei *(resigned on 14 July 2016)*
Mr. You Caizhen *(appointed on 14 July 2016)*

COMPANY SECRETARY

Ms. Dai Meng *(appointment ceased on 1 June 2016)*
Ms. Lai Siu Kuen

AUTHORISED REPRESENTATIVES

Mr. Zhang Wei
Ms. Lai Siu Kuen

AUDITOR

Pan-China (H.K.) CPA Limited
Certified Public Accountants
11/F, Hong Kong Trade Centre
161-167 Des Voeux Road Central
Central
Hong Kong

COMPANY'S WEBSITE

www.boyaa.com.hk

STOCK CODE

0434

HEADQUARTER IN THE PRC

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International E Town
TCL Industry Park
1001 Zhong Shan Yuan Road
Nanshan District, Shenzhen, PRC
Postal code: 518000

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

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

Corporate Information

HONG KONG SHARE REGISTRAR

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

REGISTERED OFFICE IN THE CAYMAN ISLANDS

The offices of Maples Corporate Services Limited
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

PRINCIPAL BANKS

China Merchants Bank, Shenzhen Branch
The Hongkong and Shanghai Banking Corporation Limited, Hong Kong Branch

Chairman's Statement

Zhang Wei
Chairman

Dear Shareholders,

On behalf of the board of directors (the "**Board**") of Boyaa Interactive International Limited (the "**Company**"), I am pleased to present the annual report of the Company and its subsidiaries (the "**Group**") for the year ended 31 December 2016 (the "**Reporting Period**").

In 2016, our results generally remained stable. We continued to focus on the development and innovation of online card and board games products, and further explored the domestic and overseas card and board games market. Affected by the downslope trend in web-based games industry, our annual revenue recorded certain level of year-on-year decrease compared to last year. However, as we successfully launched the cost control policy, and in view of the optimisation of payment channels and promotion strategy in 2016, our unaudited non-IFRS adjusted net profit recorded significant year-on-year growth in 2016 after deducting the one-off non-operational items such as the gain of approximately RMB212.9 million from the disposal of equity interests in RaySns Technology Co., Ltd. (雷尚(北京)科技有限公司, "**RaySns**") in the fourth quarter of 2015 and impairment of approximately RMB68.5 million of equity interests in Dalian Zeus Entertainment Group Co., Ltd. (大連天神娛樂股份有限公司, "**Zeus Entertainment**") in the fourth quarter of 2016.

In 2016, we have successfully organised the Second Boyaa Poker Tour ("**BPT**") in Macau and the Boyaa Board Games Tour in Sanya China, which enhanced online and offline activities and engagement in competitions, and increased our brand's awareness and players' loyalty. It is an important step for us in our endeavor to become an internationally recognised poker game competition brand.

Chairman's Statement

In 2016, with our outstanding performance in online card and board games industry, we were awarded two prizes from the financial sector, namely "2016 Most Promising Listed Company" by China Financial Market magazine and "2016 Most Growth Potential Enterprise" jointly by Zhitong Finance and 10JOKA. This is due recognition of our growth potential in the capital market, and a high recognition from the different sectors of our brand. In particular, Boyaa's "Fight the Landlord" was awarded the "Golden Diamond" award for the "2016 Most Popular Game" for its high-grade game experience and brand influence.

In 2016, we consistently enhanced our operations by refining and diversifying our products, and constantly enhanced the quality of our games and user experience effectively. The number of our online games product portfolio increased from 43 to 65, and the number of the language versions of games provided reached 17 as at 31 December 2016. The introduction of our newly-added products, namely online card and board games covering domestic and overseas regions, enriched the variety of games available to our players.

In 2016, we have seen significant result from the implementation and advancement of our payment system. The result of 2016 has remained stable as a result of the influence on the control, regulation and adjustment of SMS payment channels placed by domestic telecommunications operators has been reducing gradually, and our operation has been improving under such influence, in particular businesses of mobile games has resumed growth. In 2017, we will continue to focus on card and board games, concentrate on users' experience, and strive to achieve the goal of becoming the leading brand in the online card and board game industry.

The highlights of our strategies in 2017 are as follows:

- continue to expand our card and board games portfolio while further explore the domestic and overseas operational model;
- focus on the development and innovation of mobile-based products, to enrich the contents and rules of the games;
- constantly improve our basic infrastructure and game features, and focus on enhancing the experience and service quality we provide to our users;
- organise more professional and high quality competition games to enhance the loyalty of our players and develop Boyaa into a well-known brand.

Sharing a clear and common goal, the Board, the management and all staff of the Group, are fully confident in the future development of the Group. With our steadfast belief and strong team-spirit, we will continue to move forward with our unremitting efforts, striving for the best interests for every stakeholder!

I would like to take this opportunity to express my sincere gratitude to the Board, the management and all staff of the Group for their dedication in the past year to furthering the development of the Group, and to the shareholders of the Company (the "**Shareholders**") and business partners for their recognition of, and confidence in, the Group!

Zhang Wei
Chairman and Executive Director

Hong Kong, 28 March 2017

Financial Summary

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	For the year ended 31 December				
	2016	2015	2014	2013	2012
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue	**745,194**	813,480	945,319	681,262	517,745
Gross profit	**471,708**	427,944	567,852	416,209	313,829
Profit before income tax	**238,761**	420,110	335,000	164,730	187,481
Profit for the year	**211,271**	356,637	279,587	135,507	142,791
Total comprehensive income for the year	**192,653**	351,769	336,290	126,637	142,802
Profit attributable to owners of the Company	**211,271**	357,799	280,065	135,507	142,791
Total comprehensive income attributable to owners of the Company	**192,653**	352,931	336,768	126,637	142,802

CONSOLIDATED BALANCE SHEETS

	As at 31 December				
	2016	2015	2014	2013	2012
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Assets					
Non-current assets	**596,046**	617,447	187,037	33,481	29,973
Current assets	**1,688,908**	1,462,353	1,526,644	1,374,632	444,829
Total assets	**2,284,954**	2,079,800	1,713,681	1,408,113	474,802
Equity and liabilities					
Total equity	**2,021,565**	1,806,304	1,481,626	1,214,619	302,424
Non-current liabilities	**15,195**	41,628	14,234	591	43,883
Current liabilities	**248,194**	231,868	217,821	192,903	128,495
Total liabilities	**263,389**	273,496	232,055	193,494	172,378
Total equity and liabilities	**2,284,954**	2,079,800	1,713,681	1,408,113	474,802
Net current assets	**1,440,714**	1,230,485	1,308,823	1,181,729	316,334
Total assets less current liabilities	**2,036,760**	1,847,932	1,495,860	1,215,210	346,307

Management Discussion and Analysis

BUSINESS OVERVIEW AND OUTLOOK

Review of 2016

In 2016, we continued to focus on the development and innovation of online card and board games products, and further explored the domestic and overseas card and board games market. Affected by the downslope trend in web-based games industry, our annual revenue recorded certain level of year-on-year decrease compared to last year. However, as we successfully launched the cost control policy, and in view of the optimisation of payment channels and promotion strategy in 2016, our unaudited non-IFRS adjusted net profit recorded significant year-on-year growth in 2016 after deducting the one-off non-operational items such as the gain of approximately RMB212.9 million from the disposal of equity interests in RaySns in the fourth quarter of 2015 and impairment of approximately RMB68.5 million of equity interests in Zeus Entertainment in the fourth quarter of 2016.

In terms of financial performance, we recorded a revenue of approximately RMB745.2 million, representing a year-on-year decrease of approximately 8.4% compared to 2015; we recorded unaudited non-IFRS adjusted net profit of approximately RMB232.8 million, representing a year-on-year decrease of approximately 38.7% compared to 2015. Without taking into account the one-off gain of approximately RMB212.9 million from the disposal of equity interests in RaySns in the fourth quarter of 2015, we recorded a year-on-year growth of unaudited non-IFRS adjusted net profit of approximately 17.2% in 2016. After the issue of profit alert announcement (the "**Profit Alert Announcement**") by the Company based on the unaudited consolidated management accounts of the Company and information available to the Board on 10 February 2017, the unaudited non-IFRS adjusted net profit was less than the assessed value as stated in the Profit Alert Announcement, as the result of the adjustments to the financial accounts of the Company attributable to (1) the final decision of impairment in equity investment of Zeus Entertainment by the Company in consideration of its share price; and (2) the ultimate fair value determined for certain financial assets at fair value through profit or loss was higher than the assessed value when the Profit Alert Announcement was issued. Without taking into account the one-off non-operational items such as the disposal of equity interests in RaySns in the fourth quarter of 2015 and impairment of equity interests in Zeus Entertainment in the fourth quarter of 2016, the unaudited non-IFRS adjusted net profit of the Company recorded a year-on-year increase of approximately 46.5%.

In terms of performance with respect to operational data, the number of paying players and active users recorded a certain level of growth as at 31 December 2016. The number of paying players increased by approximately 14.2% from approximately 1.7 million players in the fourth quarter of 2015 to approximately 2.0 million players in the fourth quarter of 2016. The number of daily active players ("**DAUs**") increased by approximately 3.4% from approximately 5.6 million players in the fourth quarter of 2015 to approximately 5.8 million players in the fourth quarter of 2016. The number of MAUs decreased by approximately 8.6% from approximately 26.5 million players in the fourth quarter of 2015 to approximately 24.2 million players in the fourth quarter of 2016. In the fourth quarter of 2016, the ARPPUs of the mobile-based Fight the Landlord recorded a year-on-year decrease of approximately 2.5%, while the ARPPUs of the mobile-based Texas Hold'em recorded a year-on-year increase of approximately 73.1%.

Management Discussion and Analysis

In terms of games products, the number of our online games product portfolio increased from 43 to 65, and the number of the language versions of games provided reached 17 as at 31 December 2016. The introduction of our newly-added products, namely online card and board games covering domestic and overseas regions, enriched the variety of games available to our players. Meanwhile, we will consistently enhance our operations by refining and diversifying our products, and constantly enhance the quality of our games and user experience effectively.

In 2016, we have successfully organised the Second BPT in Macau and the Boyaa Board Games Tour in Sanya China, which enhanced online and offline activities and engagement in competitions, and increased our brand's awareness and players' loyalty. It is an important step for us in our endeavor to become an internationally recognised poker game competition brand.

In addition, with our outstanding performance in online card and board games industry, we were awarded two prizes from the financial sector, namely "2016 Most Promising Listed Company" by China Financial Market magazine and "2016 Most Growth Potential Enterprise" jointly by Zhitong Finance and 10JOKA. This is due recognition of our growth potential in the capital market, and a high recognition from different sectors of our brand. In particular, Boyaa's Fight the Landlord was awarded the "Golden Diamond" award for "2016 Most Popular Game" for its high-grade game experience and brand influence.

Outlook for 2017

It is our clear goal to become a global leading brand in online card and board games in 2017. We intend to place emphasis on developing the followings:

- continue to expand our card and board games portfolio while further explore the domestic and overseas operational model;
- focus on the development and innovation of mobile-based products, to enrich the contents and rules of the games;
- constantly improve our basic infrastructure and game features, and focus on enhancing the experience and service quality we provide to our users;
- organise more professional and high quality competition games to enhance the loyalty of our players and develop Boyaa into a well-known brand.

We believe that, through our dedication to and constant innovation in online card and board games, our determination and persistence in upholding the player-oriented philosophy, we will certainly be able to achieve our goal of becoming the global leading brand in online card and board games in the near future.

Management Discussion and Analysis

Year Ended 31 December 2016 Compared to Year Ended 31 December 2015

Revenue

Our revenue for the year ended 31 December 2016 amounted to approximately RMB745.2 million, representing a decrease of approximately 8.4% from approximately RMB813.5 million recorded in 2015. The decrease in revenue was primarily due to the general downside of the web-based games industry.

In terms of revenue by forms of games, our continued shift in our strategic focus from web-based games to mobile games has resulted in an increased contribution of revenue generated from our mobile games to our total revenue. For the year ended 31 December 2016, revenue generated from our mobile games amounted to approximately RMB485.2 million as compared to approximately RMB479.5 million in 2015, representing an increase of approximately 1.2% and which accounted for approximately 65.1% of our total revenue in 2016 (2015: approximately 58.9% of our total revenue).

In terms of revenue by language versions of games, revenue generated from language versions of simplified Chinese has decreased compared with 2015 due to the control, regulation and adjustment of SMS payment channels placed by domestic telecommunications operators. For the year ended 31 December 2016, revenue generated from language version of simplified Chinese declined approximately 3.7% from approximately RMB349.7 million in 2015 to approximately RMB336.8 million in 2016, which accounted for approximately 45.2% and 43.0% of our total revenue in 2016 and 2015 respectively.

Cost of revenue

Our cost of revenue decreased by approximately 29.1% from approximately RMB385.5 million in 2015 to approximately RMB273.5 million in 2016 primarily due to a decrease in the average rate of commission, and a decrease in employee benefit expenses recorded in cost of revenue resulting from the increase of research and development (the "**R&D**") personnel due to personnel turnover.

Gross profit and gross profit margin

As a result of the foregoing, our gross profit increased by approximately 10.2% from approximately RMB427.9 million for the year ended 31 December 2015 to approximately RMB471.7 million for the year ended 31 December 2016.

For the year ended 31 December 2016 and the same period in 2015, our gross profit margin were approximately 63.3% and 52.6%, respectively.

Selling and marketing expenses

Our selling and marketing expenses decreased by approximately 69.4% from approximately RMB146.7 million in 2015 to approximately RMB44.9 million in 2016, accounting for approximately 6.0% of our revenue in 2016, decreased from approximately 18.0% in 2015. The decrease in selling and marketing expenses was mainly attributable to decreased advertising and promotional activities and a decrease in employee benefit expenses recorded in selling and marketing expenses resulting from the increase of R&D personnel due to personnel turnover.

Management Discussion and Analysis

Administrative expenses

Our administrative expenses increased by approximately 98.6% from approximately RMB139.9 million in 2015 to approximately RMB277.8 million in 2016, accounting for approximately 37.3% of our revenue in 2016, increased from approximately 17.2% in 2015. The increase in administrative expenses was mainly due to an increase in employee benefit expenses recorded in administrative expenses resulting from the increase of R&D personnel due to personnel turnover, and an increase in available-for-sale financial assets impairment.

Other gains – net

For the year ended 31 December 2016, we recorded other gains (net) of approximately RMB62.1 million, compared to approximately RMB236.4 million recorded for the same period in 2015. The other gains (net) primarily consisted of fair value gains on financial assets at fair value through profit or loss relating to the non-quoted investments in equity investment partnerships and certain wealth management products we purchased.

Finance income – net

Our net finance income was approximately RMB29.7 million in 2016 and we recorded net finance income of approximately RMB34.9 million in 2015. The change was primarily due to a decrease in interest income compared to that in 2015.

Share of result of associates

We held investments in six associates, namely Shenzhen Fanhou Technology Co., Ltd. (深圳市飯後科技有限公司), Shenzhen HuifuWorld Network Technology Co., Ltd. (深圳市滙富天下網絡科技有限公司, "**HuifuWorld**"), Shenzhen Easething Technology Co., Ltd. (深圳市易新科技有限公司), Shenzhen Jisiwei Intelligent Technology Co., Ltd. (深圳市極思維智能科技有限公司), Chengdu Boyu Interactive Technology Co., Ltd. (成都博娛互動科技有限公司), and Allin Interactive International Limited (傲英互動國際有限公司) and its subsidiaries as at 31 December 2016 (31 December 2015: six), all of which were online game or Internet technology companies. We recorded a share of loss of associates of approximately RMB2.0 million for the year ended 31 December 2016, compared to a share of profit of associates of approximately RMB7.5 million recorded for the same period in 2015.

Income tax expense

Our income tax expense decreased by approximately 56.7% from approximately RMB63.5 million for the year ended 31 December 2015 to approximately RMB27.5 million for the year ended 31 December 2016, primarily due to the decrease in profit before income tax from approximately RMB420.1 million in 2015 to approximately RMB238.8 million in 2016. The effective income tax rate decreased from approximately 15.1% in 2015 to approximately 11.5% in 2016, primarily due to an increase in R&D expenses that constituted additional deduction for income tax purposes.

Profit attributable to owners of the Company

As a result of the foregoing, our profit attributable to owners of the Company decreased by approximately 41.0% from approximately RMB357.8 million in 2015 to approximately RMB211.3 million in 2016.

Non-IFRS Measure – Adjusted net profit

To supplement our consolidated financial statements which are presented in accordance with IFRS, we also use unaudited non-IFRS adjusted net profit as an additional financial measure to evaluate our financial performance by eliminating the impact of items that we do not consider indicative of the performance of our business. The term "adjusted net profit" is not defined under IFRS. Other companies in the industry which the Group operates in may calculate such non-IFRS item differently from the Group. The use of adjusted net profit has material limitations as an analytical tool, as adjusted net profit does not include all items that impact our net profit for the year and should not be considered in isolation or as a substitute for analysis of the Group's results as reported under IFRS.

Our unaudited non-IFRS adjusted net profit for the year ended 31 December 2016 was derived from our net profit for the same period excluding share-based compensation expenses of approximately RMB5.1 million, RMB5.4 million and RMB11.0 million included in cost of revenue, selling and marketing expenses and administrative expenses, respectively. Our unaudited non-IFRS adjusted net profit for the year ended 31 December 2015 was derived from our net profit for the same period excluding share-based compensation expenses of approximately RMB6.4 million, RMB5.1 million and RMB11.6 million included in cost of revenue, selling and marketing expenses and administrative expenses, respectively.

Liquidity and capital resources

In 2016, we financed our operations primarily through cash generated from our operating activities as well as the net proceeds we received from the global offering completed in November 2013. We intend to finance our expansion and business operations by internal resources and through organic and sustainable growth.

Gearing ratio

As at 31 December 2016, the Group's gearing ratio (total liabilities divided by total assets) was 11.5% (31 December 2015: 13.2%).

Term deposits

As at 31 December 2016, we had term deposits of approximately RMB27.7 million (31 December 2015: approximately RMB65.5 million), which were mainly denominated in Renminbi. The original maturities of the term deposits are over 3 months and less than 1 year. The effective interest rate for the term deposits of the Group for the year ended 31 December 2016 was 0.75%.

Cash and cash equivalents

As at 31 December 2016, we had cash and cash equivalents of approximately RMB1,563.3 million (31 December 2015: approximately RMB1,065.8 million), which primarily consisted of cash at bank and in hand and short-term bank deposits, which were mainly denominated in Renminbi (as to 78.9%), US dollars (as to 15.6%) and other currencies (as to 5.5%). We currently do not hedge transactions undertaken in foreign currencies. Due to our persistent efforts in managing our exposure to foreign currencies through constant monitoring to limit as much as possible the amount of foreign currencies held by us, fluctuations in currency exchange rates do not have any material adverse impact on our financial results.

Net proceeds from our initial public offering, after deducting the underwriting commission and other estimated expenses in connection with the offering which the Company received, amounted to approximately HKD837.9 million. Up to 31 December 2016, a total amount of approximately RMB501.2 million from the net proceeds from our initial public offering had been utilised for the following purposes:

(a) approximately RMB177.4 million for our marketing activities and business expansion;

(b) approximately RMB101.2 million for investments in technologies and complementary online games or businesses; and

(c) approximately RMB222.6 million for R&D activities, working capital and other general corporate purposes, including but not limited to the investment in our technology infrastructure and enhancement of our game portfolio.

As at 31 December 2016, approximately RMB173.4 million raised from our initial public offering remains unused.

The unutilised net proceeds has been deposited into short-term demand deposits in the bank account maintained by the Group.

Available-for-sale financial assets

We accounted for available-for-sale financial assets at their respective fair values. As at 31 December 2016, the fair value of our unlisted and listed investments classified as available-for-sale financial assets amounted to approximately RMB179.6 million (31 December 2015: approximately RMB280.5 million). These available-for-sale financial assets consisted of both listed and unlisted equity securities, which are mainly represented by our equity investment in Zeus Entertainment, a company established in the PRC, the issued shares of which are listed on the Shenzhen Stock Exchange (Stock Code: 002354). Zeus Entertainment is mainly engaged in R&D and publication of web-based and mobile games.

As at 31 December 2016, we held 2,385,093 shares in Zeus Entertainment. The fair value of the investment in Zeus Entertainment as at 31 December 2016 was approximately RMB165.0 million (31 December 2015: approximately RMB228.9 million).

Management Discussion and Analysis

As disclosed in the annual results announcement of Zeus Entertainment for the year ended 31 December 2016, Zeus Entertainment generated a total revenue of approximately RMB1,742 million and recorded a net profit attributable to shareholders of the parent company of approximately RMB582 million, representing a year-on-year increase of approximately 85.15% and 60.73%, respectively. Although we expect that the stock market in the PRC will continue to be volatile and such investment environment may affect the value of our investment in Zeus Entertainment, based on the high revenue and profit growth of Zeus Entertainment, we are optimistic about the ongoing performance of Zeus Entertainment. Nevertheless, we will closely monitor the performance of Zeus Entertainment on an ongoing basis and consider making adjustment to this investment as and when appropriate.

We consider that, save for our investment in the listed equity securities of Zeus Entertainment, none of the other unlisted and listed investments classified as available-for-sale financial assets in our investment portfolio is a significant investment as none of such investments has a carrying amount that accounts for more than 5% of our total assets as at 31 December 2016.

Financial assets at fair value through profit or loss

As at 31 December 2016, we also recorded financial assets at fair value through profit or loss amounted to approximately RMB325.3 million (31 December 2015: approximately RMB482.4 million), which consisted of non-quoted investments in asset management plans and equity investment partnerships included in non-current assets. As at 31 December 2016, the fair values of the investments in asset management plans were determined mainly with reference to subsequent realisation of underlying investments and the estimated return; the fair values of the investments in equity investment partnerships were determined mainly with reference to the Group's share of their respective net asset values. The above financial assets were designated as financial assets at fair value through profit or loss upon their initial recognition as the performance of these financial assets is evaluated on a fair value basis pursuant to the Group's investment strategy.

The investments in wealth management products under short-term investments and financial assets at fair value through profit or loss were made in line with our treasury and investment policies after taking into account, among others, the level of risk, return on investment, liquidity and the term to maturity. Generally, the Company had in the past selected wealth management products that are principal guaranteed and relatively low risk products. Prior to making an investment, the Company had also ensured that there remains sufficient working capital for the Company's business needs even after the investments in wealth management products. Each of such investments does not constitute a notifiable transaction or a connected transaction of the Company under the Rules Governing The Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). As agreed with the financial institutions, the underlying investment portfolio of the short-term investments and wealth management products of the Company were primarily represented by inter-bank loan market instruments and exchange traded fixed-income financial instruments such as inter-bank loans, government bonds, central bank bills and similar products, which were highly liquid with a relatively short term of maturity, and which were considered to akin to placing deposits with banks whilst enabling the Group to earn an attractive rate of return.

No single investment that was designated as financial assets at fair value through profit or loss in our investment portfolio is a significant investment as none of such investments has a carrying amount that accounts for more than 5% of our total assets as at 31 December 2016.

Borrowings

During the year ended 31 December 2016, we did not have any short-term or long-term bank borrowings and we had no outstanding, utilised or unutilised banking facilities.

Capital expenditures

For the year ended 31 December 2016, our total capital expenditures amounted to approximately RMB37.3 million (2015: approximately RMB22.0 million), mainly including payment for equity investments of approximately RMB13.2 million (2015: approximately RMB5.6 million), which was funded by using the net proceeds from our initial public offering; and purchasing of buildings, additional furniture and equipment, motor vehicles, leasehold improvements and computer software of approximately RMB24.1 million (2015: approximately RMB16.4 million), which was funded by using our cash flow generated from our operations.

Contractual obligations

As at 31 December 2016, the Group had a total capital commitment amounted to RMB300 million in respect of the investment in a limited partnership between Shenzhen Dong Fang Bo Ya Technology Co., Ltd. ("**Boyaa Shenzhen**") (as limited partner) and Shanghai Tailai Tianji Asset Management Co., Ltd. (as general partner) (2015: approximately RMB11.3 million in respect of purchase of building for office use) which had been contracted for but not provided for. For details, please refer to the announcement of the Company dated 28 December 2016 and Note 32 to the consolidated financial statements of this annual report.

As at 31 December 2016, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of servers and office buildings which amounted to approximately RMB14.0 million (31 December 2015: approximately RMB20.4 million).

Save as disclosed above, the Group did not have other significant outstanding commitments as at 31 December 2016.

Contingent liabilities and guarantees

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

Significant investments and future plans for major investments

For the year ended 31 December 2016, the Group invested in uSens Inc., at a consideration of USD1.5 million (equivalent to approximately RMB9.8 million) and invested in Hangzhou Linggan Technology Co., Ltd. (杭州凌感科技有限公司), at a consideration of USD0.5 million (equivalent to approximately RMB3.3 million). uSens Inc. creates three-dimensional human-computer interaction solutions for augmented and virtual reality and its products include all-in-one head-mounted displays with three-dimensional gesture control (帶三維手勢交互的虛擬現實一體機), Impression Pi (印象洴) and "Fingo" (凌指), a three-dimensional hand tracking technology (三維手勢識別技術), etc.

Management Discussion and Analysis

In the coming future, the Group will continue to identify new opportunities for business development. The Group has not executed any agreement in respect of material acquisitions, investments or capital asset and did not have any other future plans relating to material acquisitions, investments or capital asset as at the date of this annual report. Nonetheless, if any potential investment opportunity arises in the coming future, the Group will perform feasibility studies and prepare implementation plans to consider whether it is beneficial to the Group and the Shareholders as a whole.

Pledge/charge of the Group's assets

As at 31 December 2016, none of the Group's assets was pledged or charged.

Employees and staff costs

As at 31 December 2016, we had a total of 910 full-time employees, who are mainly based in China. In particular, 694 employees are responsible for our game development and operation functions, 151 for game support, and 65 for administration and senior management functions.

We organise and launch various training programs on a regular basis for our employees to enhance their knowledge of online game development and operation, improve time management and internal communications, and strengthen team bonds. We also provide various incentives, including share-based awards, such as share options and restricted share units ("**RSUs**") granted pursuant to the share incentive schemes of the Company, and performance-based bonuses to better motivate our employees. As required by PRC laws and regulations, we have also made contributions to various mandatory social security funds, including funds for basic pension insurance, unemployment insurance, basic medical insurance, occupational injury insurance and maternity insurance, and to mandatory housing accumulation funds, for or on behalf of our employees.

For the year ended 31 December 2016, the total staff costs of the Group (including salaries, bonuses, social insurances, provident funds and share incentive schemes) amounted to approximately RMB194.5 million, representing approximately 32.6% of the total expenses of the Group. Pursuant to the pre-IPO share option scheme adopted by the Company in January 2011 and amended in September 2013 (the "**Pre-IPO Share Option Scheme**"), the post-IPO share option scheme adopted by the Company in October 2013 (the "**Post-IPO Share Option Scheme**") as well as the RSU scheme adopted by the Company in September 2013 (the "**RSU Scheme**"), there were a total of 19,421,221 share options and 37,170,304 shares underlying the RSUs outstanding and/or granted to a total of 301 directors, senior management members and employees of the Group as at 31 December 2016. There were also 48,290,734 shares underlying the RSUs allowed to be granted under the RSU Scheme which were held by The Core Admin Boyaa RSU Limited as nominee for the benefit of eligible participants pursuant to the RSU Scheme. Further details of the Pre-IPO Share Option Scheme, the Post-IPO Share Option Scheme and the RSU Scheme are set out in the section headed "Share Option Schemes and Restricted Share Unit Scheme" in the Directors' Report in this annual report.

Biographies of the Directors and Senior Management

DIRECTORS

Executive Directors

Mr. Zhang Wei (張偉), aged 40, is the Chairman and Chief Executive Officer of the Company and was appointed as an executive director on 14 June 2010. Mr. Zhang is the founder of the Group. Mr. Zhang received an associate's degree in computer application from Zhengzhou University of Technology, now known as Henan University of Technology in July 1996. Prior to founding the Group, Mr. Zhang served as an engineer in two companies, including Kingsoft Corporation Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (Stock Code: 3888). In 2001, Mr. Zhang began to venture into the Internet industry by commencing research and feasibility study on the online game business, exploring the various options and opportunities available within the Internet industry and investment planning. In 2004, Mr. Zhang established our PRC operating entity, Boyaa Shenzhen. Mr. Zhang is responsible for the overall strategic planning and general management of the Group and is instrumental to our growth and business expansion since the establishment of Boyaa Shenzhen.

Mr. Dai Zhikang (戴志康), aged 35, joined the Board as an executive director on 19 August 2013. Mr. Dai has served as a director of Boyaa Shenzhen since January 2008. Mr. Dai served as the general manager of Beijing Comsenz Innovation Technology Co., LLC* (北京康盛新創科技有限責任公司) from October 2010 to March 2014 and was responsible for its overall strategic planning and general management. Mr. Dai founded Beijing Comsenz Century Technology Co., Ltd*. (北京康盛世紀科技有限公司) in 2004 and served as its chairman since inception to 2006. Mr. Dai also served as one of the persons-in-charge of Comsenz (Beijing) Networking Corporation Limited* (康盛創想（北京）科技有限公司) from 2006 to 2010. Mr. Dai received his bachelor's degree in communications engineering from Harbin Engineering University in June 2004.

Biographies of the Directors and Senior Management

Independent Non-executive Directors

Mr. Cheung Ngai Lam (張毅林), aged 48, joined the Board as an independent non-executive director on 25 October 2013. Mr. Cheung is currently the Chief Financial Officer of China Zenix Auto International Ltd. (NYSE: ZX) and has served as an independent non-executive director of Co-Prosperity Holdings Limited (Stock Code: 707) since 25 January 2016. From June 2008 to May 2014, Mr. Cheung acted as an independent director of Ninetowns Internet Technology Group Co., Ltd., a company previously listed on the NASDAQ Stock Market (until it was delisted on 29 May 2014). Mr. Cheung is a member of the American Institute of Certified Public Accountants and is a Certified Practicing Accountant of Australia. Mr. Cheung obtained a bachelor's degree in social sciences from the University of Hong Kong in November 1991 and a master of science (investment management) degree in finance from the Hong Kong University of Science and Technology in November 2002.

Mr. Choi Hon Keung Simon (蔡漢強), aged 56, joined the Board as an independent non-executive director on 25 October 2013. Mr. Choi currently serves as an independent non-executive director of Kenford Group Holdings Limited, a company listed on the Stock Exchange (Stock Code: 464) and a member of each of its audit committee, remuneration committee and nomination committee. From June 2010 to December 2013, Mr. Choi served as an independent director of China BCT Pharmacy Group, Inc., a company previously listed on the OTC Electronic Bulletin Board (until it was delisted on 28 May 2013). Mr. Choi is also an active PRC legal advisor to the Hong Kong Electrical Appliances Industries Associations. Mr. Choi joined TCL Multimedia Technology Holdings Limited, a global TV manufacturer and a company listed on the Stock Exchange (Stock Code: 1070) in 2005 and served as the deputy general counsel from 2011 to 2014. Mr. Choi obtained a bachelor degree in laws from Peking University in July 1991, a master degree in laws from London University in November 1992 and a Common Profession Examination Certificate in laws from the University of Hong Kong in June 1994. Mr. Choi was admitted as a Solicitor of the Supreme Court of England and Wales in 1998, a Solicitor of the High Court of Hong Kong in 1997 and a member of the Institute of Linguists in 1996.

Mr. You Caizhen (由彩震), aged 64, joined the Board as an independent non-executive director on 14 July 2016. Mr. You currently serves as the chairman of the board of directors and the general manager of Dalian Caiyang Fishery Products Co., Ltd* (大連彩洋水產有限公司), which is a company established by Mr. You in January 1993. Prior to establishing Dalian Caiyang Fishery Products Co., Ltd, Mr. You served as the deputy general manager of Dalianwan Aquaculture Company* (大連灣水產養殖公司) from January 1975 to December 1992. Mr. You has many years of experience in business management related work, and has extensive corporate governance experience relating to business sustainable development. Mr. You did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or any other major appointments and professional qualifications.

* The English translations of Chinese names in this annual report, where indicated, are included for information purpose only, and should not be regarded as the official English translation of such Chinese names.

SENIOR MANAGEMENT

Mr. Suo Hongbin (索紅彬), aged 35, was a Vice President of the Group from 7 June 2012 to 7 March 2016 and was appointed as the Honorary Life Vice President of the Group with effect from 8 March 2016. Mr. Suo joined the Group in March 2004. Mr. Suo has also served as a director of Boyaa Interactive (Thailand) Limited ("**Boyaa Thailand**") since its incorporation in June 2012. Mr. Suo obtained an associate's degree in computer science and technology from Pingyuan University, now known as Xinxiang University, in July 2003.

Mr. Yu Tong (于彤), aged 34, is a Vice President of the Group. Mr. Yu joined the Group in March 2011 and was appointed as a Vice President of the Group in October 2014, and is responsible for local card and board games matters. Prior to joining the Group, Mr. Yu served as an engineer at ZTE Corporation, a company listed on both the Shenzhen Stock Exchange and the Stock Exchange (Shenzhen: 000063, Stock Exchange: 763) from September 2005 to May 2007, and a senior engineer at Tencent Holdings Limited, a company listed on the Stock Exchange (Stock Code: 700) from May 2007 to March 2010. Mr. Yu obtained a bachelor's degree in management from Jilin University in July 2005.

Ms. Zhang Shuang (張爽), aged 36, is a Vice President of the Group. Ms. Zhang joined the Group in March 2012 and was appointed as a Vice President of the Group in October 2014, and is responsible for administration and public relations matters. Prior to joining the Group, Ms. Zhang served as an administrative officer of Kingdee International Software Group Company Limited, a company listed on the Stock Exchange (Stock Code: 268) from February 2003 to September 2005, and a supervisor of market department of Xunlei Ltd, a company listed on the NASDAQ Stock Market (NASDAQ: XNET) from September 2006 to March 2012. Ms. Zhang obtained a bachelor's degree in public relations from South China Normal University in June 2005 and a master's degree in project management from University of Greenwich in United Kingdom in June 2012.

Directors' Report

The Board is pleased to present its report together with the audited consolidated financial statements of the Group, for the Reporting Period.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Group are the development and operation of online card and board games.

BUSINESS REVIEW

A fair review of the Group's business and the Group's likely future developments are set out in the section headed "Management Discussion and Analysis – Business Overview and Outlook" of this annual report. There is no important event affecting the Company that has occurred since 31 December 2016.

A detailed analysis of the financial performance of the Group for 2016 is set out in the section headed "Management Discussion and Analysis" and the key performance indicators (the "**KPIs**") of the Group are set out in the table below:

	For the three months ended		Year-
	31 December 2016 (unaudited)	31 December 2015 (unaudited)	on-Year Change* %
Paying Players (in thousands)	**1,997**	1,749	14.2
• Web-based games	**41**	76	(46.1)
• Mobile games	**1,956**	1,673	16.9
DAUs (in thousands)**	**5,830**	5,639	3.4
• Web-based games	**570**	838	(32.0)
• Mobile games	**5,260**	4,801	9.6
Monthly Active Players ("**MAUs**") (in thousands)**	**24,211**	26,491	(8.6)
• Web-based games	**2,407**	5,753	(58.2)
• Mobile games	**21,804**	20,738	5.1
Average Revenue Per Paying Player ("**ARPPU**") of Texas Hold'em (in RMB)			
• Web-based games	**555.8**	351.6	58.1
• Mobile games	**155.3**	89.7	73.1
ARPPU of Fight the Landlord (in RMB)			
• Web-based games	**92.3**	55.8	65.4
• Mobile games	**15.4**	15.8	(2.5)
ARPPU of Other Games (in RMB)			
• Web-based games	**30.0**	81.4	(63.1)
• Mobile games	**10.0**	9.3	7.5

* *Year-on-Year Change % represents a comparison between the current reporting period and the corresponding period last year.*

** *The numbers of DAUs and MAUs shown above are calculated based on the number of active players in the last calendar month of the relevant reporting period.*

The size of the Group's player base reflects the popularity of the Group's games and the basis for a sustainable growth. The Group measures its player base primarily by DAUs and MAUs. The number of paying players and ARPPU in a specific period are the two most direct factors that affect revenue generated from our online games in such period. Discussion on the trend of the above KPIs is set out in the section headed "Management Discussion and Analysis – Business Overview and Outlook" of this annual report.

The review and discussions included in the section headed "Management Discussion and Analysis" form part of this Directors' Report.

Principal Risks and Uncertainties

The Group faces the following principal risks and uncertainties in its operations:

(a) the major products of the Group, Texas Hold'em Series and Fight the Landlord, accounted for over 80% of the revenue in the past, and any failure to maintain or enhance the performance of these games or other adverse development affecting these two games could adversely affect the business and results of operations of the Group;

(b) the Group may not be able to continuously enhance its existing games and player experience and launch high-quality new games and services, which will materially and adversely affect its ability to continue to retain existing players and attract new players;

(c) the Group utilises major social networking websites, online application stores and third-party payment vendors to generate a substantial portion of revenues and if the Group is unable to maintain a good relationship with these distribution and payment channels or if the use of these distribution or payment channels is adversely affected by any factor such as new measures imposed or intervention by any regulators or third parties, the business and results of operations of the Group will be adversely affected;

(d) the Group relies on the Contractual Arrangements to control and obtain the economic benefits from Boyaa Shenzhen which may not be as effective in providing operational control as direct ownership;

(e) if the PRC government finds the Contractual Arrangements established for operating the online game businesses in China do not comply with applicable PRC laws and regulations, or if these regulations or their interpretations change in the future, the Group could be subject to severe consequences, including the nullification of the Contractual Arrangements and the relinquishment of our interest in the variable interest entity, being Boyaa Shenzhen;

(f) there are uncertainties in the interpretation of PRC laws and regulations relating to the Contractual Arrangements, in particular, based on the consultation draft of the new PRC Foreign Investment Law published by the Ministry of Commerce in 19 January 2015 and assuming that the draft of the new PRC Foreign Investment Law is enacted as proposed, substantial uncertainties exist in connection with the legality and validity of the Contractual Arrangements to hold interests in PRC businesses that are subject to foreign ownership restrictions. If an entity established in a Foreign Jurisdiction is identified as controlled by Chinese investors, the foreign entity could still be recognised as a Chinese investor by the Ministry of Commerce and is therefore not subject to foreign ownership restrictions; and the Company may have to incur significant compliance costs in the future;

(g) challenges presented by the extensive law and regulation of various aspects of online game business in the PRC and overseas markets and there is no assurance that such laws and regulations would not apply to the Group or be interpreted in ways that could affect the Group's business.

The Group mainly adopted the following measures to manage its aforementioned major risk areas:

- manage the Group's growing size and expanding business, including controlling costs, establishing sufficient internal controls, attracting and retaining talent as well as maintaining corporate culture;
- continue to offer new and high-quality games, enhance existing games to attract and retain players as well as increase player activity level and monetisation;
- maintain and expand the Group's game distribution platforms to deepen penetration in existing markets and expand into new markets within and outside of the PRC;

- maintain close contact with the relevant PRC regulatory authorities, and ensure sound and effective operation of the Group in compliance with the Contractual Arrangements and applicable laws and regulations; and
- adopt internal procedures to ensure regulatory compliance of the Group's business operations in both China and overseas markets. The Group's in-house legal department is responsible for keeping abreast of the regulatory environment and developments in local laws and regulations to support the Group's business expansion in its existing and future target markets.

In addition, the Group's internal controls and risk management systems are explained in the section headed "Corporate Governance Report – Internal Controls and Risk Management" of this annual report.

For further details of the risks associated with our business and our industry and the uncertainties which we face, please refer to the section headed "Risk Factors" in the prospectus of the Company dated 31 October 2013 (the "**Prospectus**"). In particular, for further details of the risks associated with our Contractual Arrangements, please refer to the section headed "Risks associated with the Contractual Arrangements and the actions taken by the Company to mitigate the risks" below.

Environmental Protection Initiatives

The Group is principally engaged in the development and operation of online card and board games. Due to the nature of the Group's business, the Group does not have any significant environmental issues (such as issues surrounding emission of pollutants, discharges into water and land, and generation of hazardous and non-hazardous waste, which are more often seen in certain particular industries, such as construction, restaurants and manufacturing etc.) in its operations. In addition, as advised by the Group's PRC legal advisers, there are no relevant environmental laws and regulations that are applicable to the Group's businesses and operations which would have a significant impact on the Group. The management of the Company considers that the Group's businesses and operations would not cause a significant negative impact on the environment and natural resources. Accordingly, the Group has not formulated any environmental policy in writing since its incorporation.

Nevertheless, the Group always implements environmentally-friendly practices to operate and administer its businesses. For instance, the Group has implemented water-saving, electricity-saving, stationery-saving, paper-saving and energy-saving initiatives, etc. within the Group by enforcing good practices in the use of water, electricity, stationery and paper and in the maintenance of lighting and electric equipment to ensure that they are kept in good and proper condition to maximise efficiency. Furthermore, the Company also actively addresses and encourages employees to participate in social environmental protection activities. For further details regarding environmental protection activities of the Group, please refer to the section headed "Environmental, Social and Governance Report – Environmental Activity" of this annual report.

Legal Compliance

During the year ended 31 December 2016, the Group had complied with relevant PRC laws and regulations in all material respects and have obtained all material licenses, approvals and permits from relevant regulatory authorities for the operations of the Group in China. In particular, during the year ended 31 December 2016, the Group has complied with and completed all relevant filing requirements within the required time limit for the online games that the Group offered within the PRC with the Ministry of Culture pursuant to the Interim Measures on Administration of Online Games promulgated by the Ministry of Culture of the PRC on 3 June 2010.

In addition, as advised by the Group's PRC legal advisers about the important updates in laws and regulations, the Group has fully complied with the Notice of the Ministry of Culture on the Strengthening of the Regulation on Promotional Activities of Online Games issued by the Ministry of Culture on 19 March 2015, and its online games do not constitute gambling activities prohibited under, the Notice on Regulating Operation Order of Online Games and Inspection of Gambling via Online Games jointly issued by the Ministry of Public Security, the Ministry of Culture, the Ministry of Industry and Information Technology and the General Administration of Press and Publication of the PRC on 25 January 2007 and the Notice on Strengthening the Administration of Online Game Virtual Currency jointly issued by the Ministry of Culture and the Ministry of Commerce of the PRC on 4 June 2009, and the Group has not conducted any of the prohibited acts thereunder in its operation of online games and has not offered or promoted its online games as a tool for gambling.

Relationship with Employees, Customers and Suppliers

Employees

As at 31 December 2016, the Group had a total of 910 full time employees, who are mainly based in China. In particular, 694 employees are responsible for game development and operation functions, 151 for game support, and 65 for administration and senior management functions. The Group provides its employees with ample career development choices and opportunities of advancement. The Group also organises and launches various training programs on a regular basis for its employees to enhance their knowledge of online game development and operation, improve time management and internal communications and strengthen team building. The Group also provides various incentives, including without limitation, providing performance-based bonuses and share-based awards, to better motivate its employees. For further details regarding employees and staff costs and the emolument policy of the Group, please refer to the sections headed "Management Discussion and Analysis – Employees and staff costs" and "Directors' Report – Emolument Policy" of this annual report.

Customers

The Group utilises game distribution platforms, such as Facebook, Apple Inc.'s App Store, Sina Weibo, Tencent QQ, 51.com, renren.com and Google play, etc., to reach the Group's ultimate customers, being individual online game players, by providing games on the websites or online application stores operated by the game distribution platforms. Game players may access the web-based games by entering the relevant websites or the mobile games by downloading the relevant games onto their mobile devices. The Group maintained a close relationship with most of these distribution platforms.

The Group collects payments from the sales of its in-game virtual items directly from the payment collection channels of the Group. The Group established business relationship with a number of payment collection channels as its business expands. As at 31 December 2016, the Group used 334 payment collection channels.

For further details regarding our major customers, please refer to the section headed "Directors' Report – Major Customers and Suppliers" of this annual report.

Suppliers

The major suppliers of the Group mainly comprise data centres that provide server hosting and leasing services. The Group has established server and other equipment procurement policies to manage and monitor its procurement procedures and costs. To ensure the quality and safety of the Group's network infrastructure, the Group usually purchases servers and procures services from qualified and reliable suppliers. The Group selects server rental service providers based on the historical business relationships with the Group, the compatibility of their products with the Group's requirements, prices, customer service and reputation. The Group would also evaluate its suppliers on a quarterly basis based on the performance of their products and services and will replace unqualified suppliers in a timely manner. The Group generally maintained a long-term relationship with these data centres. During the year ended 31 December 2016, there has been no termination of business relationship with the Group's major suppliers which may cause a significant adverse effect on the overall business operation of the Group. For further details regarding our major suppliers, please refer to the section headed "Directors' Report – Major Customers and Suppliers" of this annual report.

FINANCIAL STATEMENTS

The results of the Group for the year ended 31 December 2016 and the state of the Company's and the Group's financial affairs as at that date are set out in the financial statements on pages 87 to 162.

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2016.

RESERVES

Changes to the reserves of the Group during the year ended 31 December 2016 are set out in the consolidated statement of changes in equity. Changes to the reserves of the Company during the year ended 31 December 2016 are set out in Note 19 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Changes to the property, plant and equipment of the Group during the year ended 31 December 2016 are set out in Note 6 to the consolidated financial statements.

SHARE CAPITAL AND SHARE INCENTIVE SCHEMES

Details of the Company's share capital and share incentive schemes are set out in Note 18 and Note 20 to the consolidated financial statements and the paragraph headed "Share Option Schemes and Restricted Share Unit Scheme" of this annual report, respectively.

SUBSIDIARIES

Particulars of the Company's subsidiaries as at 31 December 2016 are set out in Note 9 to the consolidated financial statements.

DONATIONS

Donations made by the Group during the year ended 31 December 2016 amounted to approximately RMB76,000 (2015: approximately RMB12,000).

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 6 of this annual report.

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

During the year ended 31 December 2016, the Company and its subsidiaries did not purchase, sell or redeem any of the listed securities of the Company.

SHARE OPTION SCHEMES AND RESTRICTED SHARE UNIT SCHEME

Post-IPO Share Option Scheme

On 23 October 2013, the Post-IPO Share Option Scheme of the Company was approved and adopted by the Shareholders.

The Post-IPO Share Option Scheme shall be valid and effective for a period of ten years commencing on 12 November 2013, being the date on which the trading of the shares of the Company (the "**Shares**") on the Stock Exchange commenced (the "**Listing Date**"). Accordingly, as at 31 December 2016, the remaining life of the Post-IPO Share Option Scheme is approximately six years and ten months. After such period no further options will be granted but the provisions of the Post-IPO Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto which are at that time or become thereafter capable of exercise under the Post-IPO Share Option Scheme, or otherwise to the extent as may be required in accordance with the provisions of the Post-IPO Share Option Scheme.

The purpose of the Post-IPO Share Option Scheme is to incentivise and reward the employees (whether full time or part-time) or directors of members of the Group or associated companies of the Company (the "**Eligible Persons**") for their contribution to the Group and to align their interests with that of the Company so as to encourage them to work towards enhancing the value of the Company. Pursuant to the Post-IPO Share Option Scheme, the Board (including any committee or delegate of the Board appointed by the Board to perform any of its functions pursuant to the rules of the Post-IPO Share Option Scheme) may, at its absolute discretion, offer to grant an option to subscribe for such number of Shares as the Board may determine to an Eligible Person.

The maximum number of Shares which may be issued upon the exercise of all options to be granted under the Post-IPO Share Option Scheme and any other share option schemes (including but not limited to the Pre-IPO Share Option Scheme, as defined below, the "**Other Schemes**") of the Company must not in aggregate exceed 10% of the total number of Shares in issue as at the Listing Date (the "**Scheme Mandate Limit**") (being 73,755,912 Shares). Therefore, as at 31 December 2016, the total number of Shares which may be issued on the exercise of options granted and to be granted under the Post-IPO Share Option Scheme and any Other Schemes is 45,721,079, representing approximately 5.97% of the issued share capital of the Company as at the date of this annual report. Options lapsed in accordance with the terms of the Post-IPO Share Option Scheme and any Other Schemes of the Company will not be counted for the purpose of calculating the Scheme Mandate Limit.

At any time, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and not yet exercised under the Post-IPO Share Option Scheme and any Other Schemes of the Company to Eligible Persons must not exceed 30% of the total number of Shares in issue from time to time. Unless approved by the Shareholders in a general meeting, the total number of Shares issued and to be issued upon the exercise of the options granted to each Eligible Person (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the Shares in issue.

An offer of options shall be open for acceptance for such period (not exceeding 30 days inclusive of, and from, the date of offer) as the Board may determine and notify to the Eligible Person concerned provided that no such offer shall be open for acceptance after the expiry of the duration of the Post-IPO Share Option Scheme. An offer of options not accepted within this period shall lapse. An amount of HKD1.00 is payable upon acceptance of the grant of an option and such payment shall not be refundable and shall not be deemed to be a part payment of the exercise price.

Any option shall be vested on an option-holder immediately upon his acceptance of the offer of options provided that if any terms and conditions are specified in the offer of the option, such option shall only be vested on an option-holder according to such terms and conditions. Such terms and conditions may include any vesting schedule and/or conditions, any minimum period for which any option must be held before it can be exercised and/or any performance target which need to be achieved by an option-holder before the option can be exercised. Any vested option which has not lapsed and which conditions have been satisfied or waived by the Board in its sole discretion may, unless the Board determines otherwise in its absolute discretion, be exercised at any time from the next business day after the offer of options has been accepted. Any option which remain unexercised shall lapse upon the expiry of the option period, which period shall be determined by the Board and shall not exceed ten years from the offer date of the option.

The exercise price shall be such price as determined by the Board and notified to an option-holder and which shall not be less than the highest of:

(i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of offer of the option;

(ii) the average of the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of offer of the option; and

(iii) the nominal value of the Shares.

Details of the options granted under the Post-IPO Share Option Scheme and details of the vesting period, exercise period, the exercise price and the movements in options during the year ended 31 December 2016 are set out in the section headed "Details of the options granted and outstanding under the Post-IPO Share Option Scheme and the Pre-IPO Share Option Scheme and the RSUs granted and outstanding under the RSU Scheme as at 31 December 2016" below. Details of movements in the options and the value of the options granted under the Post-IPO Share Option Scheme are set out in Note 20 to the consolidated financial statements.

During the year ended 31 December 2016, no options has been granted or agreed to be granted under the Post-IPO Share Option Scheme, nor has any options been cancelled.

Pre-IPO Share Option Scheme

On 7 January 2011, the Pre-IPO Share Option Scheme of the Company was approved and adopted by the Board, which was subsequently amended on 17 September 2013.

The purpose of the Pre-IPO Share Option Scheme is to enable the Company to grant pre-IPO options to employees, officers and directors of or consultant to any member of the Group (the "**Eligible Participants**") as recognition and acknowledgement of the contributions that such Eligible Participants have made or may make to the Group or any affiliates. An Eligible Participant whom an option is granted in accordance with the terms of the Pre-IPO Share Option Scheme (the "**Grantee**") is not required to pay for the grant of any option under the Pre-IPO Share Option Scheme.

No Grantee shall be entitled to any rights, interest or benefits attached to the underlying Shares of the options granted under the Pre-IPO Share Option Scheme unless and until the option in respect of such Shares has been vested on him and exercised in accordance with the terms of the Pre-IPO Share Option Scheme. There is no maximum entitlement for each Eligible Participant under the rules of the Pre-IPO Share Option Scheme although no Eligible Participant under the Pre-IPO Share Option Scheme has been granted options exceeding 1.0% of the issued share capital of the Company.

An option shall not be exercisable on any date unless such terms and conditions (including, without limitation, any performance target(s) or condition(s) upon which the exercise of the option shall be conditional), if any, are satisfied and to the extent that the option has vested.

The exercise price in respect of any option granted under the Pre-IPO Share Option Scheme shall be fixed with reference to the fair market value of the underlying Share on the date upon which the option is granted, and subject to any adjustments, shall be:

(i) the latest valuation price per Share certified by an independent valuer engaged by the Company for such purpose prior to the date of grant of the relevant option; or

(ii) the latest price per Share at which the Company has issued any Shares prior to the date of grant of the relevant option, unless the Company otherwise determines and so notifies the Grantee in writing.

Notwithstanding any other provision of the rules of the Pre-IPO Share Option Scheme or any notice of grant or the terms on which any option is granted or vested, any Shares allotted upon the exercise of the option in accordance with the Pre-IPO Share Option Scheme will, in all cases, be held by a nominee as designated by the Company (the "**Nominee**") for the Grantees. The Company has appointed The Core Trust Company Limited as the trustee (the "**Trustee**") to assist with the administration and vesting of the options granted pursuant to the Pre-IPO Share Option Scheme and The Core Admin Boyaa Option Limited, a company wholly-owned by the Trustee, as the Nominee to hold the Shares to be allotted to the Grantees upon the exercise of the option in accordance with the Pre-IPO Share Option Scheme.

An option, whether vested or unvested, shall automatically lapse and expire with no rights and benefits on the day falling on the eighth anniversary of the date of vesting of the relevant option or such earlier date as the Board may have determined prior to the grant of the relevant option.

All of the options granted under the Pre-IPO Share Option Scheme were granted in four batches in 2011 and 2012. As at 31 December 2016, options to subscribe for an aggregate of 206,221 Shares (representing approximately 0.03% of the total issued share capital of the Company as at the date of this annual report) have been granted by the Company and remained outstanding under the Pre-IPO Share Option Scheme. There were altogether 19 option holders, including 1 member of senior management of the Group and 18 other employees of the Group. Details of movements in the options under the Pre-IPO Share Option Scheme are set out in Note 20 to the consolidated financial statements.

Details of the options granted under the Pre-IPO Share Option Scheme and details of the vesting period, exercise period, the exercise price and the movements in options during the year ended 31 December 2016 are set out in the section headed "Details of the options granted and outstanding under the Post-IPO Share Option Scheme and the Pre-IPO Share Option Scheme and the RSUs granted and outstanding under the RSU Scheme as at 31 December 2016" below.

No further options have been granted under the Pre-IPO Share Option Scheme after the Listing Date. However, all options granted under the Pre-IPO Share Option Scheme are exercisable over an eight-year period from the date of vesting. Therefore, given that the last batch of options under the Pre-IPO Share Option Scheme were granted on 1 November 2012 and the options so granted shall vest over a period of four years after the date of grant, as at 31 December 2016, the remaining life of the Pre-IPO Share Option Scheme in respect of outstanding options is approximately seven years and ten months.

No options have been cancelled during the year ended 31 December 2016.

Restricted Share Unit Scheme

On 17 September 2013, the RSU Scheme of the Company was approved and adopted by the Board.

The purpose of the RSU Scheme is to incentivise directors, senior management and employees for their contribution to the Group, to attract, motivate and retain skilled and experienced personnel to strive for the future development and expansion of the Group by providing them with the opportunity to own equity interests in the Company.

Persons eligible to receive RSUs under the RSU Scheme are existing employees, directors (whether executive or non-executive, but excluding independent non-executive directors) or officers of the Company or any of its subsidiaries ("**RSU Eligible Persons**"). The Board selects the RSU Eligible Persons to receive RSUs under the RSU Scheme at its discretion. There is no maximum entitlement for each RSU Eligible Person under the rules of the RSU Scheme although no RSU Eligible Person has been granted RSUs exceeding 1.5% of the issued share capital of the Company.

The RSU Scheme will be valid and effective for a period of eight years, commencing from the date of the first grant of the RSUs, being 4 March 2013 (unless it is terminated earlier in accordance with its terms) (the "**RSU Scheme Period**"). As at 31 December 2016, the remaining life of the RSU Scheme is approximately four years and two months.

The maximum number of RSUs that may be granted under the RSU Scheme in aggregate (excluding RSUs that have lapsed or been cancelled in accordance with the rules of the RSU Scheme) shall be such number of Shares held or to be held by the RSU Trustee (as defined below) for the purpose of the RSU Scheme from time to time.

The Board may not grant any RSUs to any RSU Eligible Person in any of the following circumstances:

(i) the securities laws or regulations require that a prospectus or other offering documents be issued in respect of the grant of the RSUs or in respect of the RSU Scheme, unless the Board determines otherwise;

(ii) where granting the RSUs would result in a breach by the Company, its subsidiaries or any of their directors of any applicable securities laws, rules or regulations; or

(iii) where such grant of RSUs would result in breach of the limit set out in the rules of the RSU Scheme. Under such rules, the maximum number of RSUs that may be granted under the RSU Scheme in aggregate (excluding RSUs that have lapsed or been cancelled in accordance with the rules) shall be such number of shares held by the trustee for the purpose of the RSU Scheme from time to time.

The Board can determine the vesting criteria, conditions and the time schedule when the RSUs will vest and such criteria, conditions and time schedule shall be stated in the letter granting such RSUs. Within a reasonable time after the vesting criteria, conditions and time schedule have been reached, fulfilled, satisfied or waived, the Board will send a vesting notice ("**Vesting Notice**") to each of the relevant participant in the RSU Scheme (the "**RSU Participants**"). The Vesting Notice will confirm the extent to which the vesting criteria, conditions and time schedule have been reached, fulfilled, satisfied or waived, and the number of Shares (and, if applicable, the cash or non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions in respect of those Shares) involved. The RSUs that have been granted are subject to vesting as described in the section headed "Details of the options granted and outstanding under the Post-IPO Share Option Scheme and the Pre-IPO Share Option Scheme and the RSUs granted and outstanding under the RSU Scheme as at 31 December 2016 – (c) Consideration paid for the grant of RSUs and the vesting period of the RSUs granted under the RSU Scheme" below and once the RSUs vest and the corresponding shares transferred to the RSU Participants, the RSU Participants are not restricted from dealing in the shares under the rules of the RSU Scheme.

The Company has appointed The Core Trust Company Limited as the trustee (the "**RSU Trustee**") to assist with the administration and vesting of RSUs granted pursuant to the RSU Scheme. The Company may (i) allot and issue Shares to the RSU Trustee to be held by the RSU Trustee and which will be used to satisfy the RSUs upon exercise and/or (ii) direct and procure the RSU Trustee to receive existing Shares from any Shareholder or purchase existing Shares (either on-market or off-market) to satisfy the RSUs upon exercise. The shares underlying the RSU Scheme are held by a nominee company, The Core Admin Boyaa RSU Limited (the "**RSU Nominee**"). Dividends that are attributable to the underlying shares of the RSU Scheme will be paid to the RSU Nominee as the registered shareholder of such shares. The dividends attributable to the underlying shares of RSUs already granted will be held by the RSU Nominee for the benefit of the RSU Participants which

will be distributed to them in accordance with the corresponding number of underlying shares that each RSU Participant is entitled based on RSUs already granted to such RSU Participant at the time of distribution of the dividends. The remaining dividends represent dividends attributable to shares in the reserve pool of underlying shares where RSUs have not yet been granted (the "**RSU Pool**"). The dividends in respect of shares in the RSU Pool will first be used to settle any outstanding fees and expenses of the RSU Scheme payable by the Company to the trustee of the RSU Scheme and the remaining portion of such dividends will be transferred to the shareholders immediately prior to the adoption of the RSU Scheme, namely Boyaa Global Limited, Emily Technology Limited, Comsenz Holdings Limited and Sequoia Capital and its affiliates, in the proportion of their then respective shareholding interests in the Company. Similarly, any bonus shares distributed will be treated in the same manner as dividends save that the bonus shares will not be used to pay any outstanding fees and expenses of the RSU Scheme.

The Company has put in place the following mechanism for the exercise of the voting rights attached to the shares held by the RSU Nominee at the Company's general meetings:

(i) In respect of each general meeting of the Company, the Company will send a voting instruction form to each of the RSU Participants to solicit votes from such RSU Participants. The voting instruction form will be very similar to the proxy form for the relevant general meeting and will set out a general description of the resolutions proposed at the general meeting and will allow the RSU Participants to select whether to vote for or against each of the resolutions. A copy of the relevant corporate communication concerning matters to be proposed at such general meeting (such as shareholders' circular and annual report) will also be made available to each of the RSU Participants so that the RSU Participants will have all relevant information for considering the relevant resolutions as if they were shareholders of the Company. Each RSU Participant shall be entitled to one vote for each of the shares underlying the RSUs granted to him or her, whether vested or unvested. The RSU Participants will be required to return the signed and completed voting instruction form with the administrator of the RSU Scheme (the "**Administrator**") (currently being Mr. Zhang Wei) by the deadline stated in the voting instruction form, which deadline shall be no less than 7 days before the time for holding the relevant general meeting and the RSU Participants will be given at least 7 days to consider how they would like to cast their votes. In so far as the duly signed and completed voting instructions from the RSU Participants have been received by the Administrator prior to the proposed deadline, the Administrator will calculate the total of votes for and against each proposed resolution and will instruct the RSU Nominee accordingly, and the RSU Nominee shall vote only in accordance with the instructions of the Administrator which reflect the instructions of the RSU Participants.

(ii) For those RSU Participants who fail to return a duly signed and completed voting instructions form to the Administrator prior to the proposed deadline as set out in the voting instruction form, the Administrator will not give any instruction to the RSU Nominee so that no votes will be cast for such shares underlying the RSUs granted and the RSU Nominee shall abstain from voting with respect to such shares underlying the RSUs granted.

(iii) For the shares in the RSU Pool in respect of which no RSUs have been granted, the Administrator will not give any instruction to the RSU Nominee so that no votes will be cast for those shares and the RSU Nominee shall also abstain from voting with respect to such shares.

RSUs held by a RSU Participant that are vested as evidenced by the Vesting Notice may be exercised (in whole or in part) by the RSU Participant serving an exercise notice in writing on the RSU Trustee and copied to the Company. Upon receipt of an exercise notice, the Board may decide at its absolute discretion to:

(a) direct and procure the RSU Trustee to, within a reasonable time, transfer the Shares underlying the RSUs exercised (and, if applicable, the cash or non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions in respect of those Shares) to the RSU Participant which the Company has allotted and issued to the RSU Trustee as fully paid up Shares or which the RSU Trustee has either acquired by purchasing existing Shares or by receiving existing Shares from any Shareholder, subject to the RSU Participant paying the exercise price (where applicable) and all tax, stamp duty, levies and charges applicable to such transfer to the RSU Trustee or as the RSU Trustee directs; or

(b) pay, or direct and procure the RSU Trustee to, within a reasonable time, pay, to the RSU Participant in cash an amount which represents the value of the Shares underlying the RSUs exercised on or about the date of exercise (and, if applicable, the cash or non-cash income, dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions in respect of those Shares) less any exercise price (where applicable) and after deduction of any tax, levies, stamp duty and other charges applicable to the sale of any Shares to fund such payment and in relation thereto.

As at 31 December 2016, an aggregate of 85,461,038 Shares were held by the RSU Trustee, representing approximately 11.16% of the Shares in issue as at the date of this annual report. As at 31 December 2016, RSUs in respect of an aggregate of 37,170,304 Shares, representing approximately 4.86% of the Shares in issue as at the date of this annual report, had been granted to 292 RSU Participants pursuant to the RSU Scheme, of which 1 of the RSU Participants is a director of our subsidiary and 2 are members of the senior management. Details of the movements in the RSUs under the RSU Scheme are set out in Note 20 to the consolidated financial statements.

Details of the RSUs granted under the RSU Scheme and details of the vesting period and the movements in RSUs during the year ended on 31 December 2016 are set out in the section headed "Details of the options granted and outstanding under the Post-IPO Share Option Scheme and the Pre-IPO Share Option Scheme and the RSUs granted and outstanding under the RSU Scheme as at 31 December 2016" below.

During the year ended 31 December 2016, no RSU has been granted or agreed to be granted under the RSU Scheme, nor has any RSU been cancelled.

Details of the options granted and outstanding under the Post-IPO Share Option Scheme and the Pre-IPO Share Option Scheme and the RSUs granted and outstanding under the RSU Scheme as at 31 December 2016

Name of option holder/ grantees of RSU	Position held with the Group	Nature	Number of shares represented by options or RSUs at 1 January 2016	Date of grant	Granted during the year	Exercise price	Exercised during the year	Weighted average closing price of shares immediately before the dates on which the options were exercised	Lapsed during the year	Number of shares represented by options or RSUs at 31 December 2016
Director of our subsidiary										
Suo Hongbin	Honorary Life Vice President of the Group and Director of Boyaa Thailand	RSUs	5,700,000	1 February 2011	–	–	–	–	–	**5,700,000**
		Sub-total	5,700,000		–	–	–	–	–	**5,700,000**
301 employees and previous employees of the Group		Options	120,232	1 February 2011	–	USD0.05	32,000	HKD3.71	–	**88,232**
			65,249	2 March 2012	–	USD0.10	18,709	HKD3.46	791	**45,749**
			78,240	1 July 2012	–	USD0.15	6,000	HKD2.88	–	**72,240**
			25,300,000	7 September 2015	–	HKD3.108	380,000	HKD4.49	5,705,000	**19,215,000**
		RSUs	11,339,202	1 February 2011	–	–	834,451	–	156,330	**10,348,421**
			158,587	2 March 2012	–	–	21,101	–	6,646	**130,840**
			124,972	1 July 2012	–	–	17,000	–	5,632	**102,340**
			25,790,670	4 March 2013	–	–	3,481,658	–	3,774,552	**18,534,460**
			4,270,000	12 March 2015	–	–	483,255	–	1,432,502	**2,354,243**
		Sub-total	67,247,152		–		5,274,174	–	11,081,453	**50,891,525**
Total		Options	120,232	1 February 2011	–	USD0.05	32,000	HKD3.71	–	**88,232**
			65,249	2 March 2012	–	USD0.10	18,709	HKD3.46	791	**45,749**
			78,240	1 July 2012	–	USD0.15	6,000	HKD2.88	–	**72,240**
			25,300,000	7 September 2015	–	HKD3.108	380,000	HKD4.49	5,705,000	**19,215,000**
		RSUs	17,039,202	1 February 2011	–	–	834,451	–	156,330	**16,048,421**
			158,587	2 March 2012	–	–	21,101	–	6,646	**130,840**
			124,972	1 July 2012	–	–	17,000	–	5,632	**102,340**
			25,790,670	4 March 2013	–	–	3,481,658	–	3,774,552	**18,534,460**
			4,270,000	12 March 2015	–	–	483,255	–	1,432,502	**2,354,243**
		Total	72,947,152		–		5,274,174		11,081,453	**56,591,525**

(a) Consideration paid for the grant of options, the vesting period and the exercise period of the options granted under the Post-IPO Share Option Scheme

Each holder of the options granted under the Post-IPO Share Option Scheme as referred to in the table above are required to pay an amount of HKD1.00 for the grant of each of the option under the Post-IPO Share Option Scheme.

Subject to the satisfactory performance of the option holders, the options granted to each of the option holders shall be vested in accordance with the vesting schedule as follows:

(i) as to 25% of the options granted on the date ending 12 months after the date of grant;

(ii) as to 25% of the options granted on the date ending 24 months after the date of grant; and

(iii) as to the remaining 50% of the options granted, on a monthly basis starting from the 25th month after the date of grant in 24 monthly equal lots.

Each option granted under the Post-IPO Share Option Scheme has a ten-year exercise period commencing from the date of grant.

(b) Consideration paid for the grant of options, the vesting period and the exercise period of the options granted under the Pre-IPO Share Option Scheme

The holders of the options granted under the Pre-IPO Share Option Scheme as referred to in the table above are not required to pay for the grant of any option under the Pre-IPO Share Option Scheme.

Subject to the satisfactory performance of the option holders, the options granted to each of the option holders shall be vested in accordance with vesting schedule as follows:

(i) as to 25% of the aggregate number of Shares underlying the option on the date ending 12 months after the date of grant of such option;

(ii) as to 12.5% of the aggregate number of Shares underlying the option on the date ending 18 months after the date of grant of such option;

(iii) as to 12.5% of the aggregate number of Shares underlying the option on the date ending 24 months after the date of grant of such option; and

(iv) as to the remaining 50% of the aggregate number of Shares underlying the option, on a monthly basis starting from the 25th month after the date of grant of such option in 24 monthly equal lots.

Each option granted under the Pre-IPO Share Option Scheme has an eight-year exercise period.

(c) Consideration paid for the grant of RSUs and the vesting period of the RSUs granted under the RSU Scheme

The grantees of the RSUs granted under the RSU Scheme as referred to in the table above are not required to pay for the grant of any RSU under the RSU Scheme.

RSUs that were granted before 4 March 2013 were granted to replace certain options granted under the Pre-IPO Share Option Scheme and have the same vesting period as the options granted under the Pre-IPO Share Option Scheme. See the preceding sub-paragraph "(b) Consideration paid for the grant of options, the vesting period and the exercise period of the options granted under the Pre-IPO Share Option Scheme" above.

For the RSUs granted on 4 March 2013, they shall (unless the Company shall otherwise determine and so notify such grantees in writing) vest as follows:

(i) 25% of the RSUs on the date ending 12 months after 30 September 2013;

(ii) 12.5% of the RSUs on the date ending 18 months after 30 September 2013;

(iii) 12.5% of the RSUs ending 24 months after 30 September 2013; and

(iv) as to the remaining 50% of the RSUs, on a monthly basis starting from the 25th month after 30 September 2013 in 24 monthly equal lots.

For the RSUs granted on 12 March 2015, they shall vest as follows:

(i) as to 25% of the RSUs on the date ending 12 months after the date of grant of the RSUs;

(ii) as to 25% of the RSUs on the date ending 24 months after the date of grant of the RSUs;

(iii) as to 12.5% of the RSUs on the date ending 30 months after the date of grant of the RSUs;

(iv) as to 12.5% of the RSUs on the date ending 36 months after the date of grant of the RSUs; and

(v) as to the remaining 25% of the RSUs, on a monthly basis starting from the 37th month after the date of grant in 12 monthly equal lots,

and shall be subject to the Company and the relevant grantee meeting or satisfying the annual and half-yearly performance target or review immediately preceding such vesting.

DIRECTORS

The directors of the Company during the Reporting Period were:

Directors

Name	Position
Mr. Zhang Wei	Chairman of the Board, Chief Executive Officer and Executive Director
Mr. Dai Zhikang	Executive Director
Mr. Cheung Ngai Lam	Independent Non-executive Director
Mr. Choi Hon Keung Simon	Independent Non-executive Director
Mr. Gao Shaofei (resigned on 14 July 2016)	Independent Non-executive Director
Mr. You Caizhen (appointed on 14 July 2016)	Independent Non-executive Director

During the year ended 31 December 2016, one of our previous independent non-executive directors, Mr. Gao Shaofei has resigned as an independent non-executive director of the Company with effect from 14 July 2016 due to his personal business engagement. Upon his resignation as an independent non-executive director, Mr. Gao ceased to be a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company. Mr. Gao confirmed that there is no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Stock Exchange and the Shareholders.

Mr. You Caizhen was appointed as an independent non-executive director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company for a fixed term of three years commencing from 14 July 2016, subject to (1) retirement by rotation and re-election at an annual general meeting as provided for under the articles of association of the Company and at least once every three years, and (2) termination pursuant to the terms of the letter of appointment. Mr. You did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or any other major appointments and professional qualifications. As at the date of this annual report, Mr. You does not hold any other positions in the Company and its subsidiaries. Mr. You does not have any relationships with any directors, senior management, substantial Shareholders or controlling Shareholders.

In accordance with articles 16.2 and 16.18 of the articles of association of the Company, a director appointed to fill a casual vacancy shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting but shall not be taken into account in determining the number of directors who are to retire by rotation at such meeting. Mr. You Caizhen, who has been appointed as a director on 14 July 2016, will retire and offer himself for re-election at the annual general meeting (the "**AGM**").

In accordance with article 16.18 of the articles of association of the Company, at every annual general meeting of the Company, one-third of the directors for the time being (or, if the number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation. Accordingly, Mr. Dai Zhikang and Mr. Cheung Ngai Lam shall retire by rotation at the AGM and being eligible, offer themselves for re-election at the AGM.

None of Mr. You Caizhen, Mr. Dai Zhikang and Mr. Cheung Ngai Lam has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than under normal statutory obligations.

The biographical details of the directors and senior management of the Company are set out in the section headed "Biographies of the Directors and Senior Management" of this annual report.

DIRECTORS' AND CONTROLLING SHAREHOLDER'S INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in this annual report, no transaction, arrangement or contract of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a director of the Company and/or any entity connected with a director had a material interest, whether directly or indirectly, and no contract of significance, whether for the provision of services or otherwise, between the Company or any of its subsidiaries and the Company's controlling Shareholder or any of its subsidiaries, subsisted at the end of the year or at any time during the Reporting Period.

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

As at 31 December 2016, the interests and short positions of the directors or the chief executive of the Company in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**") as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("**Model Code**") were as follows:

(a) Interests of Directors and Chief Executive of the Company

Name of Director/ Chief Executive	Name of company	Capacity/ Nature of interest	Number of underlying Shares(1)	Approximate percentage of shareholding(5)
Mr. Zhang Wei(2)	The Company	Founder of a discretionary trust	246,237,474 (L)	32.17%
Mr. Dai Zhikang(3)	The Company	Founder of a discretionary trust	36,500,000 (L)	4.77%
Mr. You Caizhen(4)	The Company	Beneficial Owner	100,000 (L)	0.01%

Notes:

(1) The letter "L" denotes the person's long position in such Shares.

*(2) Chunlei Investment Limited ("**Chunlei Investment**"), a company wholly-owned by a trust named the Chunlei Trust (the "**Zhang Family Trust**"), directly holds the entire issued share capital of each of Boyaa Global Limited and Emily Technology Limited. The Zhang Family Trust is a discretionary trust established by Mr. Zhang Wei (as the settlor) and the discretionary beneficiaries of which include Mr. Zhang Wei and his children. Accordingly, Mr. Zhang Wei is deemed to be interested in the 176,572,474 Shares and 69,665,000 Shares held by each of Boyaa Global Limited and Emily Technology Limited, respectively.*

*(3) Visioncode Holdings Limited, a company wholly-owned by a trust named the Visioncode Trust (the "**Dai Family Trust**"), directly holds the entire issued share capital of Comsenz Holdings Limited. The Dai Family Trust is a discretionary trust established by Mr. Dai Zhikang (as the settlor) and the discretionary beneficiaries of which include Mr. Dai Zhikang and his children. Accordingly, Mr. Dai Zhikang is deemed to be interested in the 36,500,000 Shares held by Comsenz Holdings Limited.*

(4) Mr. You Caizhen is interested in 100,000 Shares.

(5) As at 31 December 2016, the Company had 765,503,957 issued Shares.

(b) Interests in other members of the Group

So far as the directors of the Company are aware, as at 31 December 2016, the following person (excluding the Company) is directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

Name of subsidiary	Name of Shareholder	Registered capital	Approximate percentage of interest
Boyaa Shenzhen	Mr. Zhang Wei	RMB9,800,000	98%

Save as disclosed above, as at 31 December 2016, none of the directors nor the chief executive of the Company had any interests or short positions in any of the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code.

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

As at 31 December 2016, the following persons (other than the directors or the chief executive of the Company) have 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:

Name of Shareholder	Name of company	Nature of interest	Number of Shares or securities held[1]	Approximate percentage of interest[4]
Cantrust (Far East) Limited[2]	The Company	Trustee of a trust	282,737,474 (L)	36.93%
Rustem Limited[2]	The Company	Nominee for another person	282,737,474 (L)	36.93%
Chunlei Investment[2]	The Company	Interest in a controlled corporation	246,237,474 (L)	32.17%
Boyaa Global Limited[2]	The Company	Beneficial owner	176,572,474 (L)	23.07%
Emily Technology Limited[2][5]	The Company	Beneficial owner	69,665,000 (L)	9.10%
The Core Trust Company Limited[3]	The Company	Trustee of a trust	99,446,639 (L)	12.99%
The Core Admin Boyaa RSU Limited[3][5]	The Company	Nominee for another person	85,461,038 (L)	11.16%

Notes:

(1) *The letter "L" denotes the person's long position in such Shares.*

(2) Cantrust (Far East) Limited, the trustee of the Zhang Family Trust, holds the entire issued share capital of Chunlei Investment through Rustem Limited (as nominee for Cantrust (Far East) Limited). Chunlei Investment in turn holds the entire issued share capital of each of Boyaa Global Limited and Emily Technology Limited. The Zhang Family Trust is a discretionary trust established by Mr. Zhang Wei (as the settlor) and the discretionary beneficiaries of which include Mr. Zhang Wei and his children. Accordingly, each of Mr. Zhang Wei, Cantrust (Far East) Limited and Chunlei Investment are deemed to be interested in the Shares held by each of Boyaa Global Limited and Emily Technology Limited, respectively.

(3) The Core Trust Company Limited, being the RSU Trustee, directly holds the entire issued share capital of The Core Admin Boyaa RSU Limited as the RSU nominee, which holds 90,907,666 Shares underlying the RSUs granted and to be granted under the RSU Scheme for the benefit of eligible participants pursuant to the RSU Scheme.

(4) As at 31 December 2016, the Company had 765,503,957 issued Shares.

(5) Pursuant to Section 336 of the SFO, the Shareholders are required to file a disclosure of interests form when certain criteria are fulfilled. When a shareholding in the Company changes, it is not necessary for the Shareholder to notify the Company and the Stock Exchange unless several criteria have been fulfilled, therefore a Shareholder's latest shareholding in the Company may be different from the shareholding filed with the Stock Exchange.

Save as disclosed above, as at 31 December 2016, no persons (other than the directors or the chief executive of the Company) have any interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2016.

MAJOR CUSTOMERS AND SUPPLIERS

The game players make payments through various payment collection channels. Therefore, the ultimate customers of the Group are individual game players. The Group collects payments from the sales of its in-game virtual items directly from the payment collection channels of the Group and not directly from individual game players. For the year ended 31 December 2016, the five largest payment collection channels contributed a total of approximately 40.2% of the Group's total revenue. Alipay, the current largest payment collection channel, contributed approximately 16.3% of the Group's total revenue, for the same period. The average length of business relationship with the five largest payment collection channels is approximately 6 years. In particular, the length of business relationship with Alipay, the largest payment collection channel, is approximately 6 years.

The credit terms of trade receivables granted to our major customers, i.e. the platforms and third party payment vendors, are generally 30 to 120 days, which is generally in line with those granted to other customers. Ageing analysis based on recognition date of the gross trade receivables at the balance sheet date is as follows:

	2016	2015
	RMB'000	RMB'000
0 - 60 days	**50,932**	51,724
61 - 90 days	**10,138**	12,687
91 - 180 days	**5,140**	6,139
Over 180 days	**7,065**	7,308
	73,275	77,858

As at 31 December 2016, trade receivables past due but not impaired were approximately RMB27,409,000 (2015: approximately RMB32,172,000). These related to a number of independent platforms and third party payment vendors which the Group has not encountered any credit defaults in the past and they are assessed to be financially trustworthy. As a result, the directors of the Company consider that these overdue amounts can be recovered. For details of the Group's trade receivables, please refer to Note 13 to the consolidated financial statements of this annual report.

None of our directors, any of their close associates or any Shareholders that, to the knowledge of our directors, own more than 5% of the issued share capital of the Company had any interest in any of the five largest payment collection channels during the year ended 31 December 2016.

Data centres that provide server hosting and leasing services are the major suppliers of the Group. During the Reporting Period, the purchases from the Group's five largest suppliers accounted for less than 30% of the Group's total purchases from all of the suppliers for the same period.

AUDIT COMMITTEE

The audit committee of the Company (the "**Audit Committee**") has reviewed the accounting principles and policies adopted by the Group and discussed the Group's risk management, internal controls and financial reporting matters with the management. The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2016. There is no disagreement between the Board and the Audit Committee regarding accounting treatment adopted by the Company.

PRE-EMPTIVE RIGHTS

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

EMOLUMENT POLICY

The directors of the Company believe that maintaining a stable and motivated employee force is critical to the success of the Group's business. As a fast growing company, the Company is able to provide its employees with ample career development choices and opportunities of advancement. The Company organises various training programs on a regular basis for its employees to enhance their knowledge of online game development and operation, improve time management and internal communications and strengthen team building. The Company also provides various incentives to better motivate its employees. In addition to providing performance-based bonuses and share-based awards, the Company offers unsecured, interest-free housing loans to employees with good performance.

EMPLOYEE RETIREMENT BENEFITS

Particulars of the employee retirement benefits of the Group are set out in Note 24 to the consolidated financial statements.

PERMITTED INDEMNITIES

Pursuant to the articles of association of the Company, the directors and other officers of the Company are entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a director or other officer of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted.

TAX RELIEF AND EXEMPTION

The Company is not aware that holders of securities of the Company are entitled to any tax relief or exemption by reason of their holding of such securities.

PUBLIC FLOAT

As at the date of this annual report and based on the information that is publicly available to the Company and to the knowledge of the directors of the Company, the Company has maintained the minimum public float of 25% as required under the Listing Rules.

EVENTS AFTER THE REPORTING PERIOD

There was no significant event occurred after the Reporting Period.

CHANGE OF AUDITOR

The consolidated financial statements for the year ended 31 December 2015 were audited by PricewaterhouseCoopers who resigned as auditor of the Company on 2 August 2016. The Board has appointed Pan-China (H.K.) CPA Limited as the new auditor of the Company with effect from 2 August 2016 to fill the casual vacancy following the resignation of PricewaterhouseCoopers and to hold office until the conclusion of the next AGM of the Company. Same as disclosed above, there were no other changes in auditor of the Company during the past three years.

The consolidated financial statements for the year ended 31 December 2016 have been audited by Pan-China (H.K.) CPA Limited, who will retire at the AGM and being eligible, offer themselves for re-appointment.

DISTRIBUTABLE RESERVES

As at 31 December 2016, the Company's distributable reserves calculated under the Companies Law of the Cayman Islands comprise the share premium, other reserves and retained earnings totaling approximately RMB564,321,000 (2015: approximately RMB547,519,000).

BANK AND OTHER LOANS

The Group did not have any short-term or long-term bank borrowings or other loans as at 31 December 2016.

RIGHTS TO ACQUIRE THE COMPANY'S SECURITIES AND EQUITY-LINKED AGREEMENTS

Save as disclosed under the section "Share Option Schemes and Restricted Share Unit Scheme" of this annual report, at no time during the year ended 31 December 2016 was the Company, or any of its holding companies or subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the directors or chief executive of the Company or their respective associates (as defined under the Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of Shares in, or debentures of, the Company or any other body corporate, nor did the Company enter into any equity-linked agreement.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Mr. Zhang Wei is (i) one of the five directors of Shenzhen Gangyun Technology Co., Ltd.（深圳港雲科技有限公司）(a company in which Boyaa Shenzhen holds approximately 12% interest) from 1 January 2016 to 29 February 2016, which is mainly engaged in the development and operation of camera and video beautification systems with domestic and international mobile phones manufacturers as their major customers; and (ii) one of the three directors of HuifuWorld (a company in which Boyaa Shenzhen holds approximately 14.7% interest), which is mainly engaged in the development and operation of Internet Protocol television and Android Set-Top-Box related channels and platforms and lottery. Mr. Dai Zhikang holds approximately 4.32% equity interest in and is also one of the four directors of Blingstorm Entertainment Ltd.（晶合思動（北京）科技有限公司）(a company in which Boyaa Shenzhen holds approximately 9.36% equity interest), which is mainly engaged in provision of mobile games (other than online card and board games) in the PRC.

Save as disclosed above, as at the date of this annual report, none of the directors of the Company and directors of the Company's subsidiaries, or their respective close associates had interests in businesses, which compete or are likely to compete either directly or indirectly, with the businesses of the Company and its subsidiaries as required to be disclosed pursuant to the Listing Rules.

Further, Mr. Zhang Wei, Boyaa Global Limited and Emily Technology Limited, each a controlling Shareholder, being the covenantors (the "**Covenantors**"), has entered into a deed of non-competition (the "**Deed of Non-Competition**") in favour of the Company on 25 October 2013, pursuant to which each of the Covenantors has jointly and severally, unconditionally and irrevocably undertaken with the Company that he/it will not (except through the Group and any investment or interests held through the Group), and will procure his/its close associates (other than any member of the Group) not to, directly or indirectly (including through nominees), carry on, participate, acquire or hold any right or interest or otherwise be interested, involved or engaged in or connected with, any business which is in competition with or similar to or is likely to be in competition with the business of the Group. For details of the Deed of Non-Competition, please refer to the Prospectus.

The independent non-executive directors of the Company have reviewed the compliance with the non-competition undertaking by the Covenantors under the Deed of Non-Competition and are of the view that such non-competition undertaking has been complied with during the year ended 31 December 2016. Each of the Covenantors has provided to the Company a written confirmation in respect of his/its compliance with the Deed of Non-Competition.

USE OF PROCEEDS FROM THE GLOBAL OFFERING

On 12 November 2013, the Company's Shares were listed on the Main Board of the Stock Exchange. A total of 177,014,000 ordinary Shares with nominal value of USD0.00005 each of the Company were issued at HKD5.35 per share for a total of approximately HKD947.0 million. The net proceeds raised by the Company from the abovementioned global offering are approximately HKD837.9 million.

Up to 31 December 2016, a total amount of approximately RMB501.2 million from the net proceeds from the abovementioned global offering had been utilised for the following purposes:

(a) approximately RMB177.4 million for marketing activities and business expansion;

(b) approximately RMB101.2 million for investments in technologies and complementary online games or businesses; and

(c) approximately RMB222.6 million for R&D activities, working capital and other general corporate purposes, including but not limited to the investment in our technology infrastructure and enhancement of our game portfolio.

As at 31 December 2016, approximately RMB173.4 million raised from the abovementioned global offering remains unused.

The unutilised net proceeds has been deposited into short-term demand deposits in the bank account maintained by the Group.

The Company will continue to utilise the net proceeds from the global offering for the purpose consistent with those set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

Directors' Report

CONNECTED TRANSACTIONS

Continuing Connected Transactions

Reference is made to the section headed "History, Reorganisation and Corporate Structure – Contractual Arrangements" in the Prospectus. The Company, as a foreign investor, is prohibited from holding equity interest in Boyaa Shenzhen, the PRC operating entity of the Company, which conducts the online games business and is considered to be engaged in the provision of value-added telecommunications services as a result of the operations of our websites. As a result, the Group, through a wholly-owned subsidiary of the Company, Boyaa On-line Game Development (Shenzhen) Co., Ltd. ("**Boyaa PRC**"), has entered into a series of contractual arrangements (the "**Contractual Arrangements**") with Boyaa Shenzhen such that the Group can conduct its business operations indirectly in the PRC through Boyaa Shenzhen while complying with applicable PRC law and regulations. The Contractual Arrangements are designed to provide the Group with effective control over the financial and operational policies of Boyaa Shenzhen and, to the extent permitted by PRC law and regulations, the right to acquire the equity interests in and/or the assets of Boyaa Shenzhen through Boyaa PRC. As the Group operates its online games business through Boyaa Shenzhen, which is controlled by Mr. Zhang Wei and the Group does not hold any direct equity interest in Boyaa Shenzhen, the Contractual Arrangements were entered into on 15 May 2013 pursuant to which all material business activities of Boyaa Shenzhen are instructed and supervised by the Group, through Boyaa PRC, and all economic benefits and risks arising from the business of Boyaa Shenzhen are transferred to the Group. Further details of the reasons for using the Contractual Arrangements are set out in the section headed " Directors' Report – Contractual Arrangements – Reasons for Contractual Arrangements" below.

The Contractual Arrangements currently in effect comprise of six agreements, namely (a) the Exclusive Business Consulting and Service Agreement, (b) the Business Operating Agreement, (c) the Exclusive Option Agreement, (d) the Equity Pledge Agreement, (e) the Intellectual Properties License Agreement and (f) the Loan Agreement, which were entered into between or amongst Boyaa Shenzhen, Boyaa PRC, Mr. Zhang Wei and/or Mr. Dai Zhikang (as the case may be).

Mr. Zhang Wei is a substantial Shareholder and an executive director of the Company. He is therefore a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Boyaa Shenzhen is owned as to 98% by Mr. Zhang Wei and hence an associate of Mr. Zhang Wei. Boyaa Shenzhen is therefore a connected person of the Company under Rule 14A.07(4) of the Listing Rules. In addition, Mr. Dai Zhikang is an executive director and therefore a connected person of the Company under Rule 14A.07(1) of the Listing Rules. Accordingly, the transactions contemplated under the Contractual Arrangements constitute continuing connected transactions of the Company under the Listing Rules.

Contractual Arrangements

Reasons for Contractual Arrangements

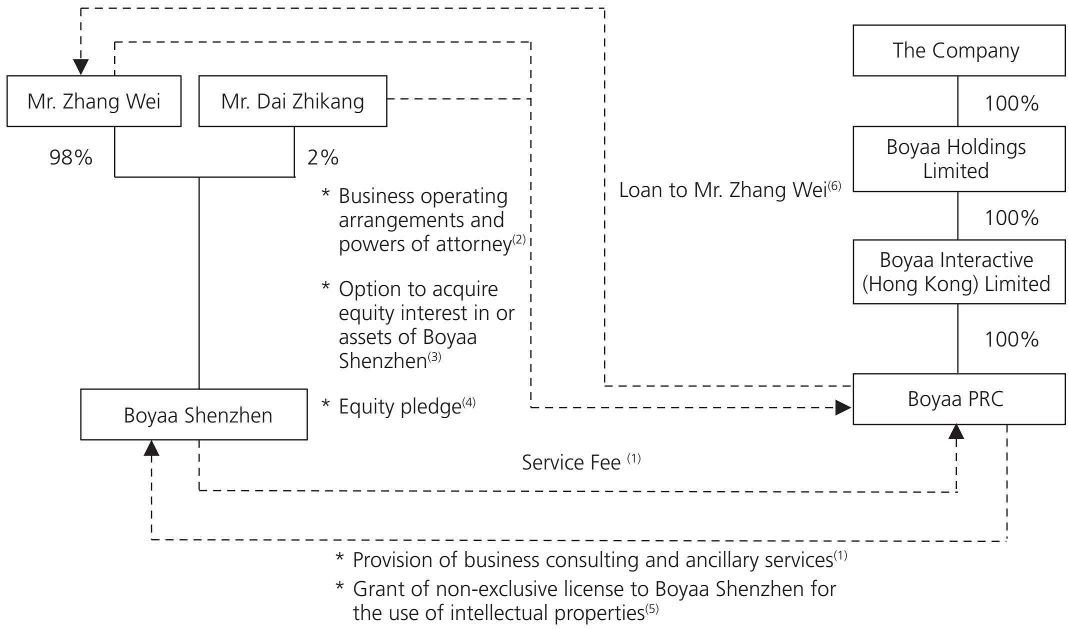
The Group is primarily engaged in the development and operation of online card and board games business and is considered to be engaged in the provision of value-added telecommunications services as a result of the operations of the websites of the Group. The Group conducts online games business through a PRC operating entity, Boyaa Shenzhen. According to the Administrative Rules for Foreign Investments in Telecommunications Enterprises (外商投資電信企業管理規定) issued by the State Council on 11 December 2001 and amended on 10 September 2008, foreign investors are prohibited to hold more than 50% of the equity interest in an entity conducting online games business and are restricted to conduct value-added telecommunications services, including internet content provision services. Internet content provisions services are classified as value-added telecommunications businesses, and a commercial operator of such services must obtain an ICP license from the appropriate telecommunications authorities in order to carry on any commercial internet content provision operations in China. Boyaa Shenzhen has obtained the requisite ICP license for the operations of the Group. Therefore, in order for the Group to be able to carry on its online games business in China in compliance with the applicable PRC laws and regulations, the Group entered into the Contractual Arrangements with Boyaa Shenzhen through an indirect wholly-owned subsidiary, Boyaa PRC, pursuant to which the Group will be able to assert management control over the operations of, and enjoy all economic benefits of, Boyaa Shenzhen. In addition, the Group will be able to consolidate Boyaa Shenzhen's financial results in the results of the Company under IFRS as if it was a wholly-owned subsidiary of the Company.

In addition, foreign investor wishing to acquire any equity interest in a value-added telecommunications business in the PRC must demonstrate (i) a good track record and (ii) experience in providing value-added telecommunications services overseas (the "**Qualification Requirement**"). As advised by the Company's PRC legal advisers, as of 31 December 2016, there were no applicable PRC laws, regulations or rules that provide clear guidance or interpretation on the Qualification Requirement, and there was no update to the Qualification Requirement. Therefore, in order for the Company to be able to carry on its business in China, the Group has taken steps to build up its track record of overseas telecommunications business operations in an attempt to comply with the Qualification Requirement, so as to be qualified to acquire the entire equity interest of Boyaa Shenzhen when the restrictions on the percentage of foreign ownership in telecommunications services and on foreign ownership in online culture products and business are lifted. In particular, the Company has offered casual games, such as Ant Wars (蟲蟲特攻隊) and Happy Babies (開心寶貝), on the Company's overseas website, boyaa.com.hk, with a view to build up its track record of overseas telecommunications business operations. Moreover, the Group has completed equity investments in Coalaa, through a series of agreements and at a total consideration of RMB5 million. Coalaa is an online card and board game developer and operator, with Texas Poker (Professional Version), which is offered as both a web-based game and a mobile game and in 12 language versions, including Arabian, Indonesian and Thai, and 9k Poker, which is offered as a mobile game and in Thai language only, as its two most important games. The Group envisages that through such acquisition, the Group can further complement its game portfolio and it will be able to further expand its market share in overseas market, and in particular, the Thai market.

Boyaa Shenzhen is significant to the Group as it holds certain licenses and permits that are essential to the operation of the business of the Group, including ICP License and Internet Culture Business License. In addition, Boyaa Shenzhen also holds certain intellectual property rights, including software copyrights, trademarks, patents and domain names. The revenue and the total asset value of Boyaa Shenzhen subject to the Contractual Arrangements amounted to approximately RMB339.3 million for the year ended 31 December 2016 and approximately RMB1,703.3 million as at 31 December 2016, respectively.

Illustrative diagram of, and agreements underlying, the Contractual Arrangements

The following simplified diagram illustrates the flow of economic benefits from Boyaa Shenzhen to the Group stipulated under the Contractual Arrangements:



Notes:

(1) *Please refer to the paragraph headed "Exclusive Business Consulting and Service Agreement" below for details.*

(2) *Please refer to the paragraph headed "Business Operating Agreement" below for details.*

(3) *Please refer to the paragraph headed "Exclusive Option Agreement" below for details.*

(4) *Please refer to the paragraph headed "Equity Pledge Agreement" below for details.*

(5) *Please refer to the paragraph headed "Intellectual Properties License Agreement" below for details.*

(6) *Please refer to the paragraph headed "Loan Agreement" below for details.*

(a) ***Exclusive Business Consulting and Service Agreement***

Boyaa PRC and Boyaa Shenzhen entered into the Exclusive Business Consulting and Service Agreement (as restated and amended) on 15 May 2013, pursuant to which Boyaa Shenzhen agreed to engage Boyaa PRC as its exclusive consultant and service provider. Accordingly, Boyaa PRC shall provide advice and recommendations to Boyaa Shenzhen in respect of (i) consulting services in respect of the management and operations of Boyaa Shenzhen, (ii) consulting services in respect of the standardisation of the operating system of Boyaa Shenzhen, (iii) consulting services in respect of market research and sales and marketing strategies, (iv) technical consulting services in respect of hardware, database and server operations, (v) the maintenance and upgrade of the online games operated by Boyaa Shenzhen, (vi) research and development of online game software and maintenance of the system, (vii) renting of certain office equipment (such as computers) and other operating equipment (save for relevant servers for the operations of the online games), (viii) branding, marketing and other promotion, (ix) training in respect of online game technology and operations related matters, (x) the grant of the use of all intellectual properties owned by Boyaa PRC pursuant to the terms of the Intellectual Properties License Agreement, (xi) human resources support, including but not limited, staff secondment arrangement and (xii) other service areas as agreed between the parties.

In addition, pursuant to the Exclusive Business Consulting and Service Agreement, without the prior written approval from Boyaa PRC, Boyaa Shenzhen shall not enter into any transactions (save as those transactions entered into in the ordinary course of business) that may affect its assets, obligations, rights or operation, including but not limited to (i) the disposal, transfer or acquisition of any assets, (ii) the provision of any guarantee or create any encumbrances relating to its assets, (iii) the entering into of any material contracts and (iv) any merger, acquisition or restructuring of Boyaa PRC.

Pursuant to the Exclusive Business Consulting and Service Agreement, Boyaa Shenzhen shall pay to Boyaa PRC a service fee that equals to the profit before taxation of Boyaa Shenzhen, after off-setting the prior-year loss (if any), working capital requirements, expenses and tax of Boyaa Shenzhen in any given year, and Boyaa PRC shall have the right to adjust the level of the service fee based on the actual service scope and with reference to the operating conditions and expansion needs of Boyaa Shenzhen. Boyaa Shenzhen has agreed to pay the service fee within one month after each quarter end for the services provided in the preceding quarter.

The Exclusive Business Consulting and Service Agreement is for a term of ten years commencing from 15 May 2013, the date of the agreement, with the payment of the service fees for the first quarter of 2013 by Boyaa Shenzhen to Boyaa PRC taking retrospective effect from January 2013, and may be automatically extended for another ten years at the discretion of Boyaa PRC. The Exclusive Business Consulting and Service Agreement may be terminated by Boyaa PRC by giving Boyaa Shenzhen a 30 days' prior written notice of termination and shall be terminated upon the transfer of the entire equity interests in and/or the transfer of all assets of Boyaa Shenzhen to Boyaa PRC or its designated person pursuant to the Exclusive Option Agreement. Boyaa Shenzhen is not contractually entitled to terminate the Exclusive Business Consulting and Service Agreement with Boyaa PRC.

(b) ***Business Operating Agreement***

Boyaa PRC, Mr. Zhang Wei, Mr. Dai Zhikang and Boyaa Shenzhen entered into the Business Operating Agreement (as restated and amended) on 15 May 2013, and as further amended and supplemented by the supplemental agreement dated 22 October 2013, pursuant to which Mr. Zhang Wei and Mr. Dai Zhikang agreed to enter into powers of attorney to unconditionally and irrevocably authorise any individual(s) appointed by Boyaa PRC to exercise all of their rights and powers as shareholders of Boyaa Shenzhen. Each of the individuals appointed by Boyaa PRC must be one of the directors of Boyaa Interactive (Hong Kong) Limited ("**Boyaa HK**"), Boyaa Holdings Limited ("**Boyaa BVI**") or the Company who is a PRC citizen, and cannot be Mr. Zhang Wei, Mr. Dai Zhikang or any of their associates. Such individuals act on Mr. Zhang Wei's and Mr. Dai Zhikang's behalf on all matters pertaining to Boyaa Shenzhen and, to the extent permissible under applicable PRC laws, exercise all of their respective rights as a shareholder thereof, including (i) rights to attend shareholders' meeting, (ii) rights to exercise voting rights in a shareholders' meeting, (iii) rights to sign minutes of the meetings, (iv) rights to file documents with relevant governmental authorities or regulatory bodies, (v) rights to appoint directors, supervisors and senior management, (vi) right to decide on any acquisition or disposal of the equity interest of Mr. Zhang Wei and Mr. Dai Zhikang in Boyaa Shenzhen or the winding-up or dissolution of Boyaa Shenzhen, (vii) right to instruct directors and senior management of Boyaa Shenzhen to act in accordance with all instructions of Boyaa PRC or its designated person and (viii) such other shareholders' rights as stipulated under applicable PRC laws, rules and regulations and the articles of association of Boyaa Shenzhen. In addition, it is also agreed that Boyaa PRC or its designee shall have the right to obtain and review the operating statistics, business data, financial information, employee information and other information relevant to the operations and business of Boyaa Shenzhen. Pursuant to the Business Operating Agreement, in the event that Boyaa PRC or its designee decided to voluntarily wind-up or dissolve Boyaa Shenzhen, each of Mr. Zhang Wei and Mr. Dai Zhikang undertakes that he will ensure and procure the execution of all related documents and completion of all relevant procedures required for completing the liquidation and winding-up process and that Boyaa PRC shall be transferred, at nil consideration, all remaining assets of Boyaa Shenzhen upon liquidation.

The Business Operating Agreement is for an indefinite term commencing from 15 May 2013, the date of the agreement, until it is terminated (i) by Boyaa PRC by giving Boyaa Shenzhen a 30 days' prior written notice of termination, or (ii) upon the transfer of the entire equity interests held by either Mr. Zhang Wei and/or Mr. Dai Zhikang in, and/or the transfer of all assets of, Boyaa Shenzhen to Boyaa PRC or its designated person pursuant to the Exclusive Option Agreement. Boyaa Shenzhen is not contractually entitled to terminate the Business Operating Agreement with Boyaa PRC. Under the Business Operating Agreement, each of Mr. Zhang Wei and Mr. Dai Zhikang warranted to Boyaa PRC that appropriate arrangements have been made to protect Boyaa PRC's interests in the event of his death, bankruptcy or divorce to avoid any practical difficulties in enforcing the Business Operating Agreement.

Power of attorney

On 15 May 2013, each of Mr. Zhang Wei and Mr. Dai Zhikang has executed a power of attorney, as amended and supplemented by the clarification to the power of attorney on 22 October 2013, pursuant to the terms of the Business Operating Agreement. Under each of the power of attorney, each of Mr. Zhang Wei and Mr. Dai Zhikang irrevocably confirmed that the power of attorney shall remain in full force and effect within the term of the Business Operating Agreement unless Boyaa PRC requests to replace the appointed designee of Boyaa PRC under the power of attorney. Pursuant to the power of attorney, each of the shareholders of Boyaa Shenzhen agrees to authorise any individual(s) appointed by Boyaa PRC to exercise all of their rights and powers as shareholders of Boyaa Shenzhen. Each of the individuals appointed by Boyaa PRC must be one of the directors of Boyaa HK, Boyaa BVI or the Company who is a PRC citizen and cannot be Mr. Zhang Wei, Mr. Dai Zhikang or any of their associates. These include the rights to (i) attend shareholders' meetings, (ii) exercise voting rights in shareholders' meetings to appoint directors, supervisors and senior management, (iii) decide on any acquisition or disposal of the equity interest of Mr. Zhang Wei and Mr. Dai Zhikang in Boyaa Shenzhen or the winding-up or dissolution of Boyaa Shenzhen, (iv) file documents with relevant governmental authorities or regulatory bodies, to (v) instruct directors and senior management of Boyaa Shenzhen to act in accordance with all instructions of Boyaa PRC or its designated person, and (vi) exercise such other shareholders' rights as stipulated under applicable PRC laws, rules and regulations and the articles of association of Boyaa Shenzhen.

(c) Exclusive Option Agreement

Boyaa PRC, Mr. Zhang Wei, Mr. Dai Zhikang and Boyaa Shenzhen entered into the Exclusive Option Agreement on 15 May 2013, and as further amended and supplemented by the supplemental agreement dated 22 October 2013, pursuant to which Mr. Zhang Wei and Mr. Dai Zhikang jointly and severally granted to Boyaa PRC or a subsidiary of the Company or an authorised director (being a PRC citizen) of any company within our Group irrevocable options to purchase, to the extent permitted by PRC laws and regulations, their equity interests in Boyaa Shenzhen, entirely or partially, at the minimum purchase price permitted under PRC laws and regulations. In addition, pursuant to the Exclusive Option Agreement, Boyaa Shenzhen granted to Boyaa PRC, a subsidiary of the Company or an authorised director (being a PRC citizen) of any company within the Group an irrevocable option to acquire, to the extent permitted by PRC laws and regulations, all or part of the assets of Boyaa Shenzhen at the net book value of such assets or such minimum purchase price permitted under PRC laws and regulations. Boyaa PRC, such subsidiary or authorised director may exercise such options at any time until it has acquired all equity interests and/or assets of Boyaa Shenzhen, subject to applicable PRC laws and regulations. It is also agreed that when the relevant PRC law permits the equity interests of Boyaa Shenzhen to be directly held by Boyaa PRC while it continues to operate its online games business, the parties will carry out all necessary actions to implement the transfer of all the shares of Boyaa Shenzhen to Boyaa PRC pursuant to the exercise of the option granted under the Exclusive Option Agreement.

Pursuant to the Exclusive Option Agreement, Boyaa Shenzhen has undertaken to perform certain acts or refrain from performing certain other acts unless it has obtained prior approval from Boyaa PRC, including but not limited to the following matters:

(i) Boyaa Shenzhen shall not alter its constitutional documents or its registered capital;

(ii) Boyaa Shenzhen shall prudently and effectively operate its business and transactions in accordance with good financial and business standards;

(iii) Boyaa Shenzhen shall not sell, transfer, create encumbrances or otherwise dispose of any assets, business, legal or beneficial interest of its income or allow any guarantee or security to be created on its assets;

(iv) Boyaa Shenzhen shall not incur, take up, guarantee or allow any indebtedness other than those in the ordinary course of business and having been disclosed to and consented by Boyaa PRC in writing;

(v) Boyaa Shenzhen shall not enter into any material contracts with an amount of over RMB1 million other than in the ordinary course of business;

(vi) Boyaa Shenzhen shall operate its business in order to maintain its asset value or not allow any acts or omission which adversely affects its business or assets value;

(vii) Boyaa Shenzhen shall not engage in any mergers or acquisitions or make investment in any entities;

(viii) Boyaa Shenzhen shall immediately inform Boyaa PRC if its assets or business are involved in any disputes, litigations, arbitrations or administrative proceedings; and

(ix) Boyaa Shenzhen shall not distribute any dividend to Mr. Zhang Wei or Mr. Dai Zhikang. Each of Mr. Zhang Wei and Mr. Dai Zhikang shall transfer all distributable dividends, capital dividend and other assets receivable by him at nil consideration to Boyaa PRC as soon as practicable but in any event no later than three days upon receipt of the same by any of them.

The Exclusive Option Agreement is for an indefinite term commencing on 15 May 2013, being the date of the agreement, until it is terminated (i) by Boyaa PRC by giving Boyaa Shenzhen a 30 days' prior written notice of termination, or (ii) upon the transfer of the entire equity interests held by either Mr. Zhang Wei and/or Mr. Dai Zhikang in Boyaa Shenzhen and/or the transfer of all the assets of Boyaa Shenzhen to Boyaa PRC or its designated person. Boyaa Shenzhen is not contractually entitled to terminate the Exclusive Option Agreement with Boyaa PRC.

(d) Equity Pledge Agreement

Boyaa PRC, Mr. Zhang Wei and Mr. Dai Zhikang entered into the Equity Pledge Agreement (as restated and amended) on 15 May 2013, pursuant to which each of Mr. Zhang Wei and Mr. Dai Zhikang agreed to pledge all of their respective equity interests in Boyaa Shenzhen to Boyaa PRC to secure performance of all their obligations and the obligations of Boyaa Shenzhen under the Exclusive Business Consulting and Service Agreement, the Business Operating Agreement, the Exclusive Option Agreement, the Intellectual Properties License Agreement and the Loan Agreement underlying the Contractual Arrangements.

Under the Equity Pledge Agreement, Mr. Zhang Wei and Mr. Dai Zhikang represent and warrant to Boyaa PRC that appropriate arrangements have been made to protect Boyaa PRC's interests in the event of death, bankruptcy or divorce of the Shareholders to avoid any practical difficulties in enforcing the Equity Pledge Agreement. If Boyaa Shenzhen declares any dividend during the term of the pledge, Boyaa PRC is entitled to receive all such dividends, bonus issue or other income arising from the pledged equity interests, if any. If any of Mr. Zhang Wei and Mr. Dai Zhikang breaches or fails to fulfill the obligations under any of the aforementioned agreements, Boyaa PRC, as the pledgee, will be entitled to dispose of the pledged equity interests, entirely or partially. In addition, pursuant to the Equity Pledge Agreement, each of Mr. Zhang Wei and Mr. Dai Zhikang has undertaken to Boyaa PRC, among other things, not to transfer the interest in his equity interests in Boyaa Shenzhen and not to create or allow any pledge thereon that may affect the rights and interest of Boyaa PRC without its prior written consent.

The Equity Pledge Agreement is for an indefinite term commencing on 15 May 2013, being the date of the agreement, until (i) all the agreements (other than this Equity Pledge Agreement) underlying the Contractual Arrangements have been terminated, or (ii) all the obligations under the Equity Pledge Agreement have been fulfilled.

(e) Intellectual Properties License Agreement

Boyaa PRC and Boyaa Shenzhen entered into the Intellectual Properties License Agreement on 15 May 2013, pursuant to which Boyaa PRC agrees to grant a non-exclusive license to Boyaa Shenzhen for the use of all its existing and future intellectual properties, including but not limited to trademarks, patents and copyright and whether registered or non-registered. Pursuant to the Intellectual Properties License Agreement, Boyaa Shenzhen is licensed to use such intellectual properties strictly in the operation of its telecommunication value-added services and Internet cultural services and Boyaa Shenzhen cannot sub-license such intellectual properties to any third parties or use such intellectual properties for any other purpose. Such license is only effective onshore in the PRC and does not apply to any direct or indirect use of such intellectual properties in any other territories or jurisdictions. Pursuant to the terms of the Intellectual Properties License Agreement, the license fee and royalty to be charged by Boyaa PRC for the use of such intellectual properties by Boyaa Shenzhen are included as part of the service fee under the Exclusive Business Consulting and Service Agreement.

The Intellectual Properties License Agreement is for a term of ten years commencing from 15 May 2013, being the date of the agreement, and may be automatically extended for another ten years at the discretion of Boyaa PRC, until it is terminated by Boyaa PRC by giving Boyaa Shenzhen a 30 days' prior written notice of termination.

(f) Loan Agreement

In order to satisfy the funding needs of Boyaa Shenzhen, Mr. Zhang Wei borrowed a sum of RMB8,000,000 from a third party in 2012. On 15 May 2013, Boyaa PRC and Mr. Zhang Wei entered into the Loan Agreement, and as amended and supplemented by the supplemental agreement dated 22 October 2013, pursuant to which Boyaa PRC agreed to lend RMB8,000,000 to Mr. Zhang Wei to allow him to repay the RMB8,000,000 loan which he had borrowed for the purpose of his additional capital contributions in Boyaa Shenzhen in May 2012. Pursuant to the Loan Agreement, the parties agreed to enter into the Exclusive Option Agreement where Boyaa PRC has the right to exercise a call option granted by Mr. Zhang Wei to acquire all or part of the equity interest in Boyaa Shenzhen held by Mr. Zhang Wei at the minimum consideration that is permissible under law. In addition, to secure the performance of all obligations of Mr. Zhang Wei under the Loan Agreement and all other agreements (other than the Equity Pledge Agreement) underlying the Contractual Arrangements, the parties shall enter into the restated and amended Equity Pledge Agreement where, among others, Mr. Zhang Wei pledges all of his equity interests in Boyaa Shenzhen to Boyaa PRC.

The Loan Agreement is for a term of ten years commencing from 15 May 2013, being the date of the agreement, and may be automatically extended for another ten years. The loan will become due and payable upon Boyaa PRC's demand under any of the following circumstances: (i) Mr. Zhang Wei resigns or is being removed from the various positions held by him in the Group, (ii) the death or incapacity of Mr. Zhang Wei, (iii) Mr. Zhang Wei being engaged or involved in criminal activities, (iv) Mr. Zhang Wei becoming insolvent or incurring any other significant personal debt which may affect Mr. Zhang Wei's ability to repay the personal loan under the Loan Agreement, or (v) Boyaa PRC exercising its option to purchase all equity interests in Boyaa Shenzhen held by Mr. Zhang Wei to the extent permitted by PRC laws and regulations as soon as the PRC foreign ownership restrictions applicable to the Group's online games business have been lifted. The Loan Agreement provides that the loan can only be repaid by Mr. Zhang Wei using proceeds he will receive upon Boyaa PRC's exercise of its irrevocable option to purchase Boyaa Shenzhen's equity interests or assets pursuant to the Exclusive Option Agreement.

Apart from the above, there are no new Contractual Arrangements entered into, renewed or reproduced between the Group and Boyaa Shenzhen during the year ended 31 December 2016. There was no material change in the Contractual Arrangements and/or the circumstances under which they were adopted during the year ended 31 December 2016.

During the year ended 31 December 2016, none of the agreements underlying the Contractual Arrangements mentioned above has been unwound as none of the restrictions that led to the adoption of the Contractual Arrangements has been removed.

The Group entered into certain transactions with "related parties" as defined under the applicable accounting standards, which include a transaction that constitutes a connected transaction for which the relevant disclosure requirements under Chapter 14A of the Listing Rules have been complied with. A summary of the related party transactions entered into by the Group during the year ended 31 December 2016 is set out in Note 31 to the consolidated financial statements.

Risks associated with the Contractual Arrangements and the actions taken by the Company to mitigate the risks

Risks associated with the Contractual Arrangements	Mitigation actions taken by the Company
i. If the PRC government finds that the agreements that establish the structure for operating the Group's online game businesses in China do not comply with applicable PRC laws and regulations, or if these regulations or their interpretations change in the future, the Group could be subject to severe consequences, including the nullification of the Contractual Arrangements and the relinquishment of the Group's interest in its variable interest entity ("**VIE**"), i.e. Boyaa Shenzhen.	Pursuant to each of the agreements underlying the Contractual Arrangements, at any time after the date of such agreements, in the event of any promulgation or change of any law, regulation or rule of China or any interpretation or applicable change on such laws, regulations or rules leading to any provision in any of the agreements underlying the Contractual Arrangements is held to be or becomes illegal, invalid or unenforceable in any respect under the law of the applicable jurisdiction: (a) so far as it is illegal, invalid and unenforceable, it shall be given no effect and shall be deemed not to be included in the relevant agreement and shall not affect or impair the legality, validity or enforceability in that jurisdiction of the other provisions of the agreement, or of that or any provisions of the relevant agreement in any other jurisdictions; and (b) the parties shall use all reasonable endeavors to replace it with a valid and enforceable substitute provision or provisions but differing from the replaced provision as little as possible and the effect of which is as close to the intended effect of the illegal, invalid or unenforceable provision. In addition, pursuant to the agreements underlying the Contractual Arrangements, the parties agreed and will ensure that they will unwind the Contractual Arrangements as soon as the law allows the business to be operated without them.

Risks associated with the Contractual Arrangements	Mitigation actions taken by the Company
ii. The Group relies on the Contractual Arrangements to control and obtain the economic benefits from Boyaa Shenzhen which may not be as effective in providing operational control as direct ownership.	Each of Mr. Zhang Wei (the Chairman of the Board, Chief Executive Officer and executive director) and Mr. Dai Zhikang (the executive director), being the registered shareholders of Boyaa Shenzhen, has executed a power of attorney pursuant to the terms of the Business Operating Agreement. Pursuant to the power of attorney, each of the shareholders of Boyaa Shenzhen agrees to authorise any individual(s) appointed by Boyaa PRC to exercise all of their rights and powers as shareholders of Boyaa Shenzhen. These include the rights to (i) attend shareholders' meetings, (ii) exercise voting rights in shareholders' meetings to appoint directors, supervisors and senior management, (iii) decide on any acquisition or disposal of the equity interest of Mr. Zhang Wei and Mr. Dai Zhikang in Boyaa Shenzhen or the winding-up or dissolution of Boyaa Shenzhen, (iv) file documents with relevant governmental authorities or regulatory bodies, (v) to instruct directors and senior management of Boyaa Shenzhen to act in accordance with all instructions of Boyaa PRC or its designated person, and (vi) exercise such other shareholders' rights as stipulated under applicable PRC laws, rules and regulations and the articles of Boyaa Shenzhen.
iii. The shareholders of Boyaa Shenzhen may have conflicts of interest with the Group, which may materially and adversely affect the Group's business.	Pursuant to the Exclusive Option Agreement, the Company has the option to (i) purchase or to designate a third party to purchase the equity interests of the existing shareholders of Boyaa Shenzhen when and to the extent permitted by law and (ii) acquire, to the extent permitted by PRC laws and regulations, all or part of the assets of Boyaa Shenzhen at the net book value of such assets or such minimum purchase price permitted under PRC laws and regulations. Each of Boyaa Shenzhen's shareholders has executed a power of attorney to authorise any individual(s) appointed by Boyaa PRC to exercise all of their rights and powers as shareholders of Boyaa Shenzhen.

Risks associated with the Contractual Arrangements	Mitigation actions taken by the Company
	In addition, to ensure that Mr. Zhang Wei, Mr. Dai Zhikang and Boyaa Shenzhen will comply with the Contractual Arrangements, the Company has further introduced the following measures: i. the three independent non-executive directors will review the effective implementation of the procedures and controls and compliance of the Contractual Arrangements; ii. each of Mr. Zhang Wei and Mr. Dai Zhikang shall abstain from voting on any resolutions of Boyaa Shenzhen in which he may have conflicts of interest, and all resolutions shall be passed unanimously or by the affirmative vote of a simple majority of the board of Boyaa Shenzhen (as the case may be), and if any resolution could not be passed by the board of Boyaa Shenzhen unanimously or by a simple majority of votes (as the case may be), such resolution would be considered as disapproved; and iii. the Group has implemented corporate governance measures to manage any conflicts of interest between the Group and the directors.

Risks associated with the Contractual Arrangements	Mitigation actions taken by the Company
iv. The Group may lose the ability to use and enjoy assets held by the VIE that are important to the operation of its business if the VIE declares bankruptcy or becomes subject to a dissolution or liquidation proceeding.	Pursuant to the Business Operating Agreement, in the event that Boyaa PRC or its designee decided to voluntary wind-up or dissolve Boyaa Shenzhen, each of Mr. Zhang Wei and Mr. Dai Zhikang undertakes that he will ensure and procure the execution of all related documents and completion of all relevant procedures required for completing the liquidation and winding-up process and that Boyaa PRC shall be transferred, at nil consideration, all remaining assets of Boyaa Shenzhen upon liquidation. In addition, under the Business Operating Agreement and the Equity Pledge Agreement, Mr. Zhang Wei and Mr. Dai Zhikang warrant to Boyaa PRC that appropriate arrangements have been made to protect Boyaa PRC's interests in the event of his death, bankruptcy or divorce to avoid any practical difficulties in enforcing the agreements underlying the Contractual Arrangements.
v. The Contractual Arrangements between Boyaa PRC and Boyaa Shenzhen may subject the Group to increase income tax due to the different income tax rates applicable to Boyaa PRC and Boyaa Shenzhen, which may adversely affect the Group's results of operations.	Boyaa Shenzhen qualified as a "High and New Technology Enterprise" ("**HNTE**") under the PRC Corporate Income Tax Law in 2015 and as a result, Boyaa Shenzhen enjoys a preferential tax rate of 15% from 1 January 2015 to 31 December 2017. Therefore, the actual income tax rate for Boyaa Shenzhen was 15% for the year ended 31 December 2016. See Note 27 to the consolidated financial statements of this annual report. Boyaa PRC qualified as a HNTE under the PRC Corporate Income Tax Law in 2016 and as a result, Boyaa PRC enjoys a preferential tax rate of 15% from 1 January 2016 to 31 December 2018. Therefore, the actual income tax rate for Boyaa PRC was 15% for the year ended 31 December 2016 (2015: 15%). Also see Note 27 to the consolidated financial statements of this annual report. As a result, as both Boyaa Shenzhen and Boyaa PRC enjoy the reduced income tax rate of 15%, the transfer of the before-tax profits by Boyaa Shenzhen to Boyaa PRC during the Reporting Period or any future period will not result in increased income tax expenses for the Group on a consolidated basis and hence will not materially and adversely affect the Group's results of operations, particularly, its net profit and net profit margin.

Risks associated with the Contractual Arrangements	Mitigation actions taken by the Company
vi. The Contractual Arrangements between Boyaa PRC and Boyaa Shenzhen may be subject to scrutiny by the PRC tax authorities and any finding that the Group or Boyaa Shenzhen owe additional taxes could substantially reduce the Group's consolidated net income and the value of the investment of investors.	The Group will work closely with its tax advisers to ensure that all tax filings are made promptly and any questions raised by PRC tax authorities are addressed in a timely and satisfactory manner.
vii. Based on the consultation draft of the new PRC Foreign Investment Law published by the Ministry of Commerce in January 2015 and assuming that the draft of the new PRC Foreign Investment Law is enacted as proposed, substantial uncertainties exist in connection with the legality and validity of the Contractual Arrangements to hold interests in PRC businesses that are subject to foreign ownership restrictions and the Company may have to incur compliance costs in the future.	As of the date of this annual report, the consultation draft of the new PRC Foreign Investment Law has not yet been passed by the State Council and therefore does not constitute any law or regulation. Accordingly, the Company, as advised by its PRC legal advisers, is of the view that such consultation draft currently will not have any impact on the Company and the Contractual Arrangements. In any event, the Company will closely monitor the progress of the consultation and the promulgation of the new PRC Foreign Investment Law and will consult its PRC legal advisers promptly should there be any new legal development leading to any change to the Contractual Arrangements.

For details of the risks associated with the Contractual Arrangements, please refer to the section headed "Risk Factors – Risks relating to our corporate structure" in the Prospectus.

A waiver has been granted by the Stock Exchange regarding strict compliance with (i) the announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the transactions contemplated under the Contractual Arrangements, (ii) the requirement of setting an annual cap for the fees payable to Boyaa PRC under the Contractual Arrangements, and (iii) the requirement of limiting the term of the Contractual Arrangements to three years or less, for so long as Shares are listed on the Stock Exchange, subject to certain conditions. In addition, the Stock Exchange has also granted a waiver from strict compliance with (i) the announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the transactions contemplated under any new transactions, contracts, and agreements, or renewal of existing agreements to be entered into between Boyaa Shenzhen and any member of the Group (the "**New Intergroup Agreements**"), (ii) the requirement of setting an annual cap for the fees payable by/to any member of the Group to/from Boyaa Shenzhen under any New Intergroup Agreements, and (iii) the requirement of limiting the term of any New Intergroup Agreement to three years or less, for so long as Shares are listed on the Stock Exchange, subject to certain conditions.

The directors (including the independent non-executive directors) of the Company are of the view that the Contractual Arrangements and the transactions contemplated thereunder are fundamental to the Group's legal structure and business operations, that such transactions are on normal commercial terms and are fair and reasonable, or advantageous, so far as the Group is concerned and in the interests of the Company and the Shareholders as a whole.

The independent non-executive directors of the Company reviewed the Contractual Arrangements and confirmed that (i) the transactions carried out during the year ended 31 December 2016 have been entered into in accordance with the relevant provisions of the Contractual Arrangements, have been operated so that the profit generated by Boyaa Shenzhen has been substantially retained by Boyaa PRC, (ii) no dividends or other distributions have been made by Boyaa Shenzhen to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group, and (iii) no New Intergroup Agreements have been entered into between the Group and Boyaa Shenzhen during the year ended 31 December 2016.

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

A copy of the auditor's letter on the continuing connected transactions of the Group for the year ended 31 December 2016 has been provided by the Company to the Stock Exchange.

By order of the Board

Zhang Wei
Chairman and Executive Director

Hong Kong, 28 March 2017

Corporate Governance Report

The Company is committed to achieving high standards of corporate governance by focusing on principles of integrity, accountability, transparency, independence, responsibility and fairness. The Company has developed and implemented sound governance policies and measures, and the Board is responsible for performing such corporate governance duties. The Board will continue to review and monitor the corporate governance of the Company, as well as various internal policies and procedures, including but not limited to those applicable to employees and directors with reference to the Corporate Governance Code and Corporate Governance Report (the "**Code**") set out in Appendix 14 to the Listing Rules and other applicable legal and regulatory requirements so as to maintain a high standard of corporate governance of the Company.

During the year ended 31 December 2016, the Company has complied with the applicable code provisions of the Code as set out in Appendix 14 to the Listing Rules, except for a deviation from the 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.

Mr. Zhang Wei is the Chairman and Chief Executive Officer of the Company. With extensive experience in the Internet industry, Mr. Zhang Wei is responsible for the overall strategic planning and general management of the Group and is instrumental to the Company's growth and business expansion since its establishment in 2004. The Board considers that vesting the roles of chairman and chief executive officer in the same person is beneficial to the management of the Group. The balance of power and authority is ensured by the operation of the senior management and the Board, which comprises experienced and high-calibre individuals. The Board currently comprises two executive directors (including Mr. Zhang Wei) and three independent non-executive directors, and therefore has a strong independence element in its composition.

BOARD OF DIRECTORS

The Board is charged with promoting the success of the Company by directing and supervising its affairs. The Board has general powers for the management and conduct of the Company's business. The day-to-day operations and management are delegated by the Board to the management of the Company, who will implement the strategy and direction as determined by the Board.

The Board is also responsible for determining the policy for the corporate governance of the Company and has performed the duties as set out in provision D.3.1 of the Code.

The Board currently consists of five directors, namely Mr. Zhang Wei (Chairman and Chief Executive Officer) and Mr. Dai Zhikang as executive directors, and Mr. Cheung Ngai Lam, Mr. Choi Hon Keung Simon and Mr. You Caizhen as independent non-executive directors. There is no relationship (including financial, family or other material or relevant relationships) between the directors. The Board has a balance of skills and experience appropriate for the requirements of the business of the Company.

The biographies of the directors of the Company are set out on pages 16 to 17 of this annual report.

Each of the executive directors of the Company has entered into a service contract with the Company and the Company issued letters of appointment to each of the independent non-executive directors. Except for Mr. You Caizhen, whose term of appointment is three years commencing from 14 July 2016, other executive directors and independent non-executive directors will hold office until the conclusion of the next AGM of the Company. The service contracts and letters of appointment are subject to termination in accordance with their respective terms. The term of the service contracts and the letters of appointment may be renewed in accordance with the articles of association of the Company, the Listing Rules and any other applicable laws.

Corporate Governance Report

The aggregate remuneration (including fees, salaries, contributions to pension schemes, share-based compensation expenses, discretionary bonuses, housing and other allowances and other benefits in kind) payable to the directors (including directors who have resigned during the year) of the Company for the year ended 31 December 2016 was approximately RMB2.2 million.

The remuneration of the directors of the Company is determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the directors and performance of the Group. Details of the remuneration of the directors and senior management for the year ended 31 December 2016 are set out in Note 24 and Note 35 to the consolidated financial statements.

Appropriate insurance cover has been arranged by the Company in respect of legal action against the directors of the Company.

During the year ended 31 December 2016, the Company has three independent non-executive directors, which meets the requirement of the Listing Rules that the number of independent non-executive directors must represent at least one-third of the Board.

The Company has received a written confirmation of independence from each of the independent non-executive directors pursuant to Rule 3.13 of the Listing Rules, and considers them to be independent.

Directors have access to the company secretary to ensure that the Board procedures are followed. The current company secretary of the Company is Ms. Lai Siu Kuen. In compliance with Rule 3.29 of the Listing Rules, Ms. Lai Siu Kuen has undertaken no less than 15 hours of relevant professional training during the year ended 31 December 2016. During the year ended 31 December 2016, one of our previous joint company secretaries, Ms. Dai Meng ceased to be a joint company secretary of the Company with effect from 1 June 2016. Following the above-mentioned cessation, Ms. Lai Siu Kuen remains as the company secretary of the Company and acts as the sole company secretary of the Company. Ms. Lai Siu Kuen is a senior manager of the Listing Services Department of KCS Hong Kong Limited and possesses the requisite qualification and experience as required under Rule 3.28 and Rule 8.17 of the Listing Rules and her primary corporate contact person at the Company was Mr. Zhang Wei.

During the Reporting Period, all directors of the Company attended various trainings, including the trainings for the amendment of the Listing Rules, directors' responsibilities and continuous obligations, and "Environmental, Social and Governance Reporting Guide". The Company will arrange suitable training for all directors in order to enhance and refresh their knowledge and skills as part of their continuous professional development. Details of the training attended by the directors of the Company during the Reporting Period are set out below:

Directors	Title	Participation of training type	Type of training	
Mr. Zhang Wei	Chairman and Executive Director	A,B,C	A:	Review of the amended materials of the Corporate Governance Code of the Listing Rules
Mr. Dai Zhikang	Executive Director	A,B,C		
Mr. Cheung Ngai Lam	Independent non-executive Director	A,B,C	B:	Review of the materials of compliance and of the Environmental, Social and Governance Reporting Guide
Mr. Choi Hon Keung Simon	Independent non-executive Director	A,B,C	C:	Review of the materials of directors' responsibilities and continuous obligations
Mr. Gao Shaofei (resigned on 14 July 2016)	Independent non-executive Director	A,B,C		
Mr. You Caizhen (appointed on 14 July 2016)	Independent non-executive Director	C		

During the Reporting Period, the Board held 12 meetings. A total of 46 proposals were considered at these Board meetings, including proposals for the consideration of the Company's 2015 annual report, 2015 annual results announcement, 2016 first quarterly results announcement, 2016 interim report, 2016 interim results announcement, 2016 third quarterly results announcement, and the appointment of a new independent non-executive director, etc.

In relation to corporate governance matters, the Company had further reviewed and improved its work on corporate governance and internal control during the Reporting Period. For instance, the Company had consolidated and rationalised the internal procedures, and improved and updated certain part of the system within the Group, including system update with respect to Guidelines on Disclosure of Inside Information and Preparation and Reporting Procedures of Financial Report.

The Company is committed to continuously reviewing and improving its internal systems, including those in relation to internal supervision and control, and risk management.

The table below sets out the details of Board meetings attendance of each director of the Company during the Reporting Period.

Director	Number of Board meetings requiring attendance	Number of Board meetings attended
Mr. Zhang Wei	12	10
Mr. Dai Zhikang	12	10
Mr. Cheung Ngai Lam	12	12
Mr. Choi Hon Keung Simon	12	12
Mr. Gao Shaofei (resigned on 14 July 2016)	8	8
Mr. You Caizhen (appointed on 14 July 2016)	4	4

In 2016, the Company convened and held one general meeting, being the 2015 annual general meeting held on 26 May 2016. Directors of the Company, namely Mr. Dai Zhikang, Mr. Cheung Ngai Lam and Mr. Choi Hon Keung Simon attended the general meeting.

BOARD COMMITTEES

The Company has three principal Board committees, namely the Audit Committee, the Nomination Committee and the Remuneration Committee. Each of the Board committees operates under its terms of reference. The terms of reference of the Board committees are available on the website of the Company and that of the Stock Exchange.

Audit Committee

The Company established an Audit Committee with written terms of reference in compliance with the Code as set out in Appendix 14 to the Listing Rules. The Company has also updated the terms of reference of the Audit Committee reflecting the changes to the Code in respect of the Company's risk management and internal control systems, which became effective on 1 January 2016. The Audit Committee consists of three members, namely Mr. Cheung Ngai Lam, Mr. Choi Hon Keung Simon and Mr. You Caizhen, our independent non-executive directors. Mr. Cheung Ngai Lam is the chairman of the Audit Committee. The primary duties of the Audit Committee are to review and supervise, and provide an independent view of the effectiveness of, the financial reporting process, risk management and internal control systems of the Group, oversee the audit process and perform other duties and responsibilities as assigned by our Board.

During the year ended 31 December 2016, the Audit Committee held 7 meetings, at which a total of 30 proposals were considered, including proposals for the consideration of the Company's 2015 annual report, 2015 annual results announcement, 2016 first quarterly results announcement, 2016 interim report, 2016 interim results announcement, 2016 third quarterly results announcement, and the report on audit plan for the year of 2016 by PricewaterhouseCoopers, the previous external auditor of the Company. The Audit Committee also assessed the risk management and internal control measures, the effectiveness of the internal audit function and its other duties under the Code of the Company.

The table below sets out the details of meetings attendance of each member of the Audit Committee during the year ended 31 December 2016.

Director	Number of meetings requiring attendance	Number of meetings attended
Mr. Cheung Ngai Lam	7	7
Mr. Choi Hon Keung Simon	7	7
Mr. Gao Shaofei (resigned on 14 July 2016)	4	4
Mr. You Caizhen (appointed on 14 July 2016)	3	3

Nomination Committee

The Company established a Nomination Committee with written terms of reference in compliance with the Code as set out in Appendix 14 to the Listing Rules. The Nomination Committee consists of two independent non-executive directors, being Mr. Choi Hon Keung Simon and Mr. You Caizhen and one executive director, being Mr. Zhang Wei. Mr. Zhang Wei is the chairman of the Nomination Committee.

In 2016, the Nomination Committee held 2 meetings, at which a total of 5 proposals were considered, including proposals for the review of the Board's composition, the independence of the independent non-executive directors and the recommendation of re-election of the retiring directors.

The table below sets out the details of meetings attendance of each member of the Nomination Committee during the year ended 31 December 2016.

Director	Number of meeting requiring attendance	Number of meeting attended
Mr. Zhang Wei	2	2
Mr. Choi Hon Keung Simon	2	2
Mr. Gao Shaofei (resigned on 14 July 2016)	2	2
Mr. You Caizhen (appointed on 14 July 2016)	0	0

The Nomination Committee is responsible for reviewing and assessing the composition of the Board and the independence of the independent non-executive directors and making recommendations to the Board on appointment and removal of directors. In recommending candidates for appointment to the Board, the Nomination Committee will consider candidates on merit against objective criteria and with due regards to the benefits of diversity on the Board in accordance with the board diversity policy adopted by the Company. Diversity of the Board will be considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a director. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

Remuneration Committee

The Company established a Remuneration Committee with written terms of reference in compliance with the Code as set out in Appendix 14 to the Listing Rules. The Remuneration Committee has three members, comprising three independent non-executive directors, namely Mr. Cheung Ngai Lam, Mr. Choi Hon Keung Simon and Mr. You Caizhen. Mr. Cheung Ngai Lam is the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee are to establish and review the policy and structure of the remuneration for the directors and senior management and make recommendations on employee benefit arrangement.

The Remuneration Committee has adopted the model described in code provision B.1.2(c)(i) of the Code in its terms of reference.

In 2016, the Remuneration Committee held 1 meeting, at which a total of 2 proposals were considered, namely proposals for the remuneration of the directors and senior management and the policy and structure of the remuneration for the directors and senior management.

The table below sets out the details of meetings attendance of each member of the Remuneration Committee during the year ended 31 December 2016.

Director	Number of meeting requiring attendance	Number of meeting attended
Mr. Cheung Ngai Lam	1	1
Mr. Choi Hon Keung Simon	1	1
Mr. Gao Shaofei (resigned on 14 July 2016)	1	1
Mr. You Caizhen (appointed on 14 July 2016)	0	0

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its code of conduct regarding directors' securities transactions. All directors of the Company have confirmed, following specific enquiry by the Company, that they have complied with the Model Code during the year ended 31 December 2016.

FRAMEWORK FOR DISCLOSURE OF INSIDE INFORMATION

The Company has in place a policy on handling and dissemination of inside information ("**Policy**") which sets out the procedures and internal controls for handling and dissemination of inside information in a timely manner in such a way so as not to place any person in a privileged dealing position and to allow time for the market to determine the price of the listed securities of the Company with the latest available information. This Policy also provides guidelines to staff of the Company to ensure proper safeguards exist to prevent the Company from breaching the statutory disclosure requirements. It also includes appropriate internal control and reporting systems to identify and assess potential inside information. Dissemination of inside information of the Company shall be conducted by publishing the relevant information on the websites of the Stock Exchange and the Company, according to the requirements of the Listing Rules.

EXTERNAL AUDITOR

Pan-China (H.K.) CPA Limited was appointed as the external auditor of the Company with effect from 2 August 2016.

For the year ended 31 December 2016, the fees paid/payable to Pan-China (H.K.) CPA Limited for the audit and review of the financial statements of the Group are RMB1.8 million. Pan-China (H.K.) CPA Limited did not provide non-audit services to the Group for the year ended 31 December 2016.

ACCOUNTABILITY AND AUDIT

The directors of the Company are responsible for overseeing the preparation of the financial statements which give a true and fair view of the state of affairs of the Group and of the results and cash flow during the Reporting Period. A statement from the auditor about its reporting responsibilities on the financial statements is set out on pages 81 to 86 of this annual report. In preparing the financial statements for the year ended 31 December 2016, the directors of the Company have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis.

The directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

The basis on which the Company generates or preserves value over the longer term and the strategy for delivering its objectives are explained in the "Management Discussion and Analysis" set out on pages 7 to 15 of this annual report.

INTERNAL CONTROLS AND RISK MANAGEMENT

The Board is responsible for maintaining sound and effective internal control and risk management systems in order to safeguard the Group's assets and Shareholders' interests and reviewing the effectiveness of the Company's internal control and risk management systems on an annual basis so as to ensure that internal control and risk management systems in place are adequate. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Company also has an internal audit function which primarily carries out the analysis and independent appraisal of the adequacy and effectiveness of the Company's risk management and internal control systems, and reports their findings to the Board on, at least, an annual basis. The Company implements and strictly enforces procedures on inside information according to the relevant procedures stated under the Guidelines on Disclosure of Inside Information.

The Group's internal control system includes a well-established organisational structure with clearly defined lines of responsibility and authority. The day-to-day departmental operations are entrusted to individual department which is accountable for its own conduct and performance and is required to operate its own department's business within the scope of the delegated authority and to implement and strictly adhere to the strategies and policies set by the Company from time to time. Each department is also required to keep the Board informed of material developments of the department's business and implementation of the policies and strategies set by the Board on a regular basis so as to identify, evaluate and manage significant risks in a timely manner.

During the year ended 31 December 2016, the Board has reviewed the effectiveness of the internal control and risk management systems of the Group to ensure that a sound system is maintained and operated by the management in compliance with the agreed procedures and standards. The review covered all material controls, including financial, operational and compliance controls and risk management functions. In particular, the Board considered the resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions are adequate. The review was conducted through discussions with the management of the Company, its external and internal auditors and the assessment performed by the Audit Committee. The Board believes that the existing risk management and internal control systems are adequate and effective, in particular, for financial reporting and Listing Rules compliance as well as for resolving internal control defects (if any).

SHAREHOLDERS

The Company is incorporated in the Cayman Islands. Pursuant to the articles of association of the Company, general meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

To safeguard shareholder interests and rights, separate resolutions are and will be proposed at general meetings on each substantial issue, including the election of individual directors. The procedures for shareholder to propose a person for election as director is available on the Company's website (www.boyaa.com.hk). Shareholders may lodge written proposal to the company secretary of the Company at 36/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong, provided that the minimum length of the period, during which such written notice is given, shall be at least seven days and that the lodgement of such notice shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

Enquiries about the Company may be put to the Board by contacting the Company or directly by raising the questions at an annual general meeting or extraordinary general meeting. The contact details of the Company are set out in the Company's website (www.boyaa.com.hk). Shareholders can also direct their enquiries about their shareholdings to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, whose address is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

CHANGE IN CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2016 and up to the date of this annual report, there has not been any change in the Company's memorandum and articles of association. The Company's memorandum and articles of association are available on the website of the Company (www.boyaa.com.hk) and that of the Stock Exchange.

Environmental, Social and Governance Report

INTRODUCTION

Purpose of the Report

The Company is fully aware that the Company's performance, corporate growth and the commitment to social sustainable development are complementary and inseparable with each other. While striving to achieve the best returns for the Shareholders, we also take into account feedback from staff, to achieve the development of employees as well as the Company. The Company focuses on integrating its developments into society and contributing to the community, aiming at achieving harmonious development of both enterprise and society. The Board is responsible for maintaining appropriate and effective risk management and internal control systems of the Group to ensure compliance with the applicable rules and regulations.

2016 Environmental, Social and Governance ("**ESG**") Report is prepared in compliance with the mandatory requirements of the ESG Reporting Guide set out in Appendix 27 to the Listing Rules, aiming to disclose our responsibility for sustainable development in 2016 to investors and other stakeholders.

Reporting Scope

The ESG Report encompasses operations of the Company's Shenzhen Office and Thailand Branch (i.e. Boyaa Thailand), covering ESG performance in the Reporting Period, unless stated otherwise. The Report has yet to collect and disclose the relevant data of all regional offices. Relevant information on regional offices has not yet been collected and therefore is not disclosed in the ESG Report.

SOCIETY

1. Employment and Labor Practices

In order to protect the legitimate rights and interests of employees, establish and maintain the Company's management mechanism, and to promote the legal and orderly development and expansion of the Company, the Company complies with and implements the "Labor Law of the People's Republic of China", "Labor Contract Law of the People's Republic of China", "Shenzhen Special Economic Zone Regulations on Labor Relations Promotion", "Enterprise Workers Committees System", "Implementation of Enterprise Workers Paid Annual Leave" and other relevant enterprise employment laws and regulations.

In 2016, the number of staff of the Company increased by approximately 9.5%. The total number of new hires was 401, a year-on-year decrease of approximately 5.7%. The total turnover was 315 in 2016, a year-on-year decrease of approximately 35%. The data indicates that the Company's management, welfare, staff training and other aspects have had a positive impact on staff development and retention. In 2016, the staff turnover rate was approximately 29.6% and the rejection rate was approximately 5.97%.

We are a fair opportunity employer. Our employment practices is diversified and do not discriminate on grounds of gender, disability, pregnancy, family status, race, colour, religion, age, sexual orientation, nationality, trade union membership or other factors.

The Company complies with the rules in relation to working and resting hours according to the Labor Law of the People's Republic of China. As an online card and board game service provider, we provide excellent service to our clients throughout the year. Our staff at customer services department works at unusual working hours and on public holidays to get ready for unexpected incidents at any time. We provided them with overtime payment and additional allowance.

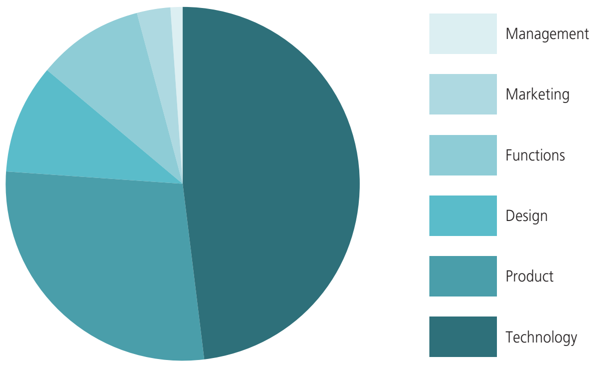
For situations in which an employee has violated the Group's regulations, or whose performance is consistently below an acceptable level, a range of procedures to terminate their employment contract have been established. In all cases, managers will consult the human resources department to ensure that applicable legal requirements are observed.

Environmental, Social and Governance Report

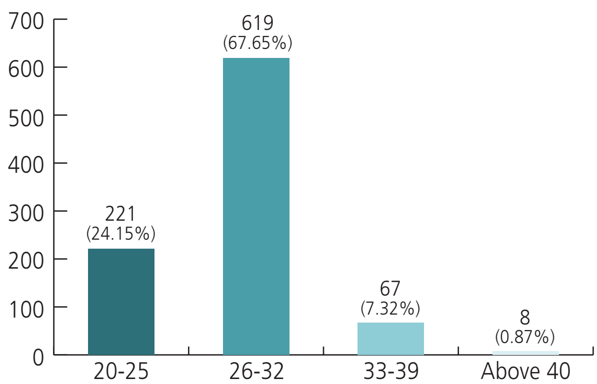
2015: 828 Staff

2016: 915 Staff, a year-on-year increase of approximately 9.5%

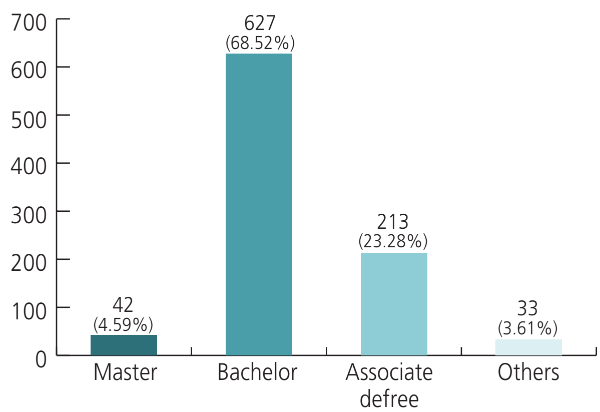
Staff Distribution by Nature of Departments in 2016



Staff Distribution by Age in 2016

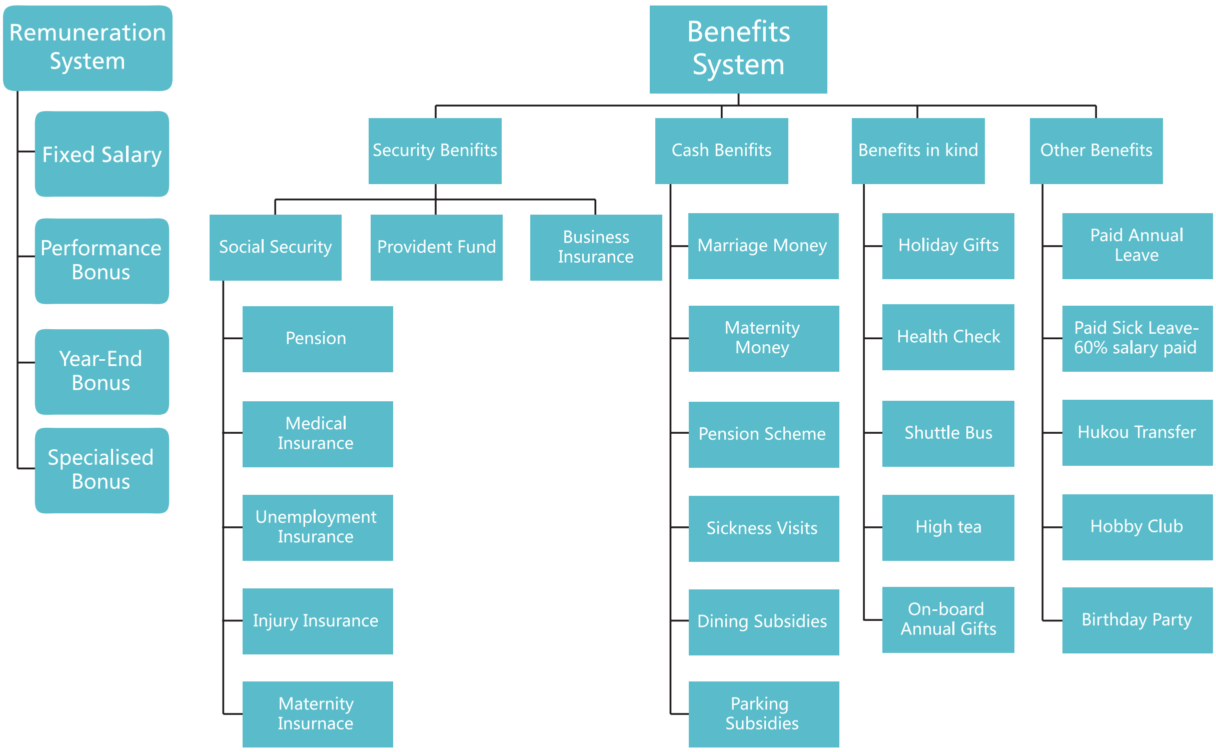


Staff Distribution by Education in 2016



2. *Remuneration and Benefits*

The Company has implemented a comprehensive "people-oriented" payment and welfare benefits system for employees.



Residence Schemes

To help our employees to meet their housing needs and relieve their personal burdens, as well as to ease their transportation, the Company has put in place a regulation which initiates an interest-free loan scheme available to our employees for purchasing their houses and cars. We also provide a free shuttle service for all employees to commute from home to workplace.

Bo Le Award

To meet the Company's development goals and staffing requirements, we have set up a talent referral scheme to increase the motivation and enthusiasm of our employees for recommending talented individuals to join the Company. Various "Bo Le" awards are granted to staff members in the form of cash or physical prizes when a referral is successfully recruited, including the "Talent Hunt Award" ("慧眼識珠獎"), "Talent Referral Award" ("推薦達人獎"), "Golden Bole Award" ("金冠伯樂獎") and "Bo Le Hero Award" ("伯樂英雄獎"), among others.

Warm Holiday Care

We celebrate traditional festivals such as Women's Day, Youth Day, Dragon Boat Festival, Children's Day and Mid-Autumn Festival with well-prepared holiday gifts for staff. We also put on a variety of festive activities, such as the "Goddess Day" series, social events for singles, the Mid-Autumn Festival icy mooncake DIY event, and Children's Day family activities. These activities and fun events are widely popular among the staff, and increase their fellowship, morale, and sense of belonging.

The Company not only cares for the staff, but extends such care to employees' families, such as "Happy Parenting" activities in the Children's Day, and "Love Letters to Family" activities in the Mid-Autumn Festival. Each year, the Company innovates and upgrades these activities, to pleasantly surprise staff and their families while helping creating happy and lasting memories.

Achieving work-life balance

The Company has set up more than ten hobby groups, such as basketball and soccer teams, badminton group, table tennis group, photography group, gaming club, Fighting the Landlords club, Texas Hold'em club and so on. Hobby groups hold their activities on a regular basis, such as weekly basketball, soccer, and badminton matches, the annual Boyaa Sports Games, and annual Boyaa Cyber Games ("**BCG**") gaming competitions, so that employees enjoy a sunny, healthy and positive mentality outside work.

The Company regularly organises chess competitions and card games. For example, the Company holds a weekly Fighting the Landlords competition and annual Texas Hold'em game series to enrich the employees' spare time. As well as contributing to the Company's young and positive atmosphere, these events have also developed the Company's unique and talented chess culture.

3. Health and Safety

The Company has signed labor contracts with employees and participated in housing fund and various employee social security plans, including housing, pension, medical, work-related injury and unemployment benefit plans, providing practical protection for the staff. The Company also complies with the "Women's Rights and Benefits Protection Law", "Work Injury Insurance Regulations" and all other relevant laws and regulations, being concerned about employees' health, property and personal privacy, and continuing to optimise the working environment and labor management system.

The Company values the physical and mental health of employees. Every year, physical examinations are organised for all employees and medical experts are invited to provide health advice. The Company also purchases physical injury/accident insurance, major critical illness, outpatient/emergency medical insurance and other comprehensive commercial insurance for their long-term health, and to offset their financial burdens of healthcare, accidents, or sickness.

The Company has implemented a green office environment policy to create a healthy and clean office environment. The office area is covered with green plants to reduce the radiation hazards of electronic equipment. Professional institutions specialising in disinfection and sterilisation are employed on a monthly basis to perform thorough disinfection and sterilisation of the office so as to improve the quality of the office environment. Regarding water quality control, the activated carbon water filter is replaced every six months, and regular sampling of the water source is conducted to ensure quality. In catering services, the Company selects qualified suppliers who have appropriate licenses, fresh ingredients and operating environments which are in compliance with standards. The process is monitored in real-time to ensure food safety and employees' health.

To strengthen the Company's security management in office areas, enhance the safety awareness of employees, and smoothly implement the effective security measures, the Company has developed the "Corporate Office Environmental Management Practices" policy based on the principle of "Prevention-oriented, Elimination of Hidden Dangers". The policy is intended to strictly prevent, control, and manage potential security risks and concerns.

- To regularly send out safety information to all employees through emails, radio, displays and tips to enhance security awareness;
- To set up a safety management committee to organise regular checks or spot checks, including daily inspections, targeted inspections or sample checks, troubleshooting, and hazard investigations;
- To train safety management committee members about fire control, internally launch fire control publicity and education program, perform regular checks on the Company's fire control facilities, and ensure that all fire control and safety systems are in accordance with the fire control regulations and requirements of the fire control department;
- To strengthen the Company's electricity safety management, strictly prohibit private cables and the use of high-power electrical equipment, and implement thorough investigations of electrical usage beyond working hours;
- To ensure the Company office area is in full coverage of monitoring equipment, focusing on the layout of fire passages and main entrance hall, while installing an access control system, where visitors need to verify their identity before accessing the office area.

4. Development and Training

To set up a corporate learning and development organisation, to support the Company's strategies and business plan, and to efficiently develop outstanding management personnel and professionals for the Company, the Company has established a multi-dimensional training system, i.e. the Boyaa College Curriculum System. Training programs are designed to convey corporate culture and values, to convey management ideas and skills and to deliver professional knowledge and skills.

Boyaa College Curriculum System

The Boyaa College Curriculum System includes training programs designed for social-recruited trainees, school-recruited trainees and management members; guiding employees in understanding and recognising the corporate culture and values, helping understand the Company's businesses and their roles, and helping new joiners quickly adapt to their duties in the work.

- New generation training – Orientation training specifically for social-recruited trainees which helps them quickly assimilate into the Boyaa culture through a series of courses and occasional interactive sessions. In 2016, the Company organised 8 series of new generation training programs, with a total of 290 social-recruited trainees participating in the training.
- Nestling training camp – Orientation training specifically for school-recruited trainees which includes the introduction to business systems, professional ethics, industrial game design challenges, experiences in corporate culture, and other projects which promote the rapid development of new trainees. In 2016, a total of 45 school-recruited trainees participated in the training camp.

- Eagle training camp – To systematically enhance the Company's overall ideological quality and management capacity, in 2016, the camp was set up to include management case studies, experiential training, management proposal scenarios, and management salons, and was developed by senior management to engage grassroots cadres and potential future managers of the Company. The camp is designed to produce outstanding grassroots cadres for the Company. In 2016, a total of 95 participants have participated in two training sessions. Based on the feedback, the training camp has led to a great improvement in the daily administrative work of trainees.

  At the same time, the Company has set up a corresponding professional channel for each position, for which the corresponding professional knowledge and skills courses are designed to develop exceptional talent and refine expertise. The Company has developed professional knowledge and skills courses to various rank levels to satisfy the channel learning and growth needs, and ultimately grow in line with business development with regular courses available. The Company also has a guided curriculum for special groups which designed to help them fast-track the acquisition of relevant skills, develop and improve communication skills, respond to the needs of the job, and grow in their personal development. It mainly includes mentor training, interviewer training and occasional special training.

  The Company also has various group training programs in different forms and with varying content to meet the need for professionalism, knowledge and skills training, such as book reading group, topics salons, experiential training, Boyaa lectures, external training and others.

- Boyaa College

  Boyaa College has a virtual structure, being led by the learning and development team of human resources department and made up of coach/teaching assistants, certified lecturers, curriculum developers, tutor groups, study committees, etc., to promote the realisation of corporate learning and staff development objectives.

  In 2016, Boyaa College offered a total of 316 courses, which included general knowledge and skills, professional knowledge and skills and various special training programs, with a total of 6,522 people attending the trainings and an average of 0.77 course hours per capita.

5. Labor Standards

The Company complies with the "Regulation on Forbidding Employment of Child Labor" issued by the State Council and all other relevant laws and regulations. The human resources department performs strict identity verification of recruitment candidates. The Company is committed to implementing the relevant provisions to prohibit the employment of child and forced labor, and as of 31 December 2016, the Company did not have any incidents of child or forced labor.

6. Supply Chain Management

To regulate the Company's administrative procurement protocols, strengthen the management and supervision of the procurement management process, and with the principle of "Assure Quality, Save Costs, Block Loopholes, Avoid Losses, Improve Efficiency", the Company has developed and strictly enforced "Administrative Procurement Management System". The Company has adopted a centralised purchasing structure, and the administrative procurement department is responsible for the daily procurement needs of all departments in the Company. The procurement process includes strict price inquiry and tender management system. The administrative procurement department selects and assesses supplier suitability based on various indicators, such as the supplier's qualifications or licenses, quality of goods, delivery competence, price level, technical ability, after-sales service, human resources, existing relationship, and so on. Before a purchase can be completed, approval must be obtained from the directors of relevant departments, i.e. the department of compliance and the department of finance.

As an online card and board game service provider, we mainly purchase office supplies and souvenirs at small scale. During the Reporting Period, we were not aware of (i) any material breach of the relevant environmental laws and regulations by any of the suppliers we engaged, nor (ii) any significant environmental and social risks in the provision of their services under the respective procurement contracts. Our purchase agreement also requires our suppliers to provide their qualification information.

7. *Product Liability*

The Company complies with all relevant laws and regulation relating to health and safety standards, advertising and labeling. The Company respects and protects intellectual property rights, always with an open and positive attitude to comply with intellectual property regulations. Regarding infringement, the Company also safeguards its legitimate rights and interests by adopting lawful measures. In 2016, the Company registered a total of 175 software copyrights, authorised 1 patent, and owned 54 registered trademarks.

As an excellent domestic gaming company, the Company treats users' information with strict confidentiality, and comply with the Ministry of Culture. We have developed and implemented the "Temporary Provisions of Online Game Management" and "Necessary Provisions on Online Game Service Format Agreement", established a series of policies to protect users privacy and personal information which were promoted and implemented within the games of the Company.

Customer's consent must be obtained before we can use their personal data to deliver subscriber-related information, and customers can change their subscription and personal data use preferences at any time by sending a request to our privacy compliance officer. The Group has no concluded cases of non-compliance issues according to advertising regulations.

Awards and Qualifications

The Company has obtained all necessary qualifications for the operation of online games according to relevant laws and regulations, including the "Internet Publishing License", "Network Cultural Operation Permit" and "Value-added Telecommunication Business License". At the same time, when a game is launched online, the Company obtains a publication number from the State Administration of Press, Publication, Radio, Film and Television and the record is filed with the Ministry of Culture's division dealing with online game operations. The game which is preset in the third party mobile terminal needs to obtain intelligent terminal preset software for the record.

In 2016, the Company received the following awards and accreditations: the "Chess Game Strategy Partner of General Administration of Sport of China", "Nanshan District Privately-owned Leading Enterprise", "The Most Growth Listed Company" from Golden Hong Kong Stocks, and "The Most Promising Listed Company" for the 2016 China financial market award. "Boyaa Landlords" won a Diamond Award for "The Most Popular Game of 2016" as well as other qualifications and awards from the provincial game industry association.

Create a Leading Mobile Internet Service

"Serve with a smile, serve at heart" is our service tenet. In this regard, we provide users entertainment with high service quality. This is the primary service principle we have put in place in the field of customers protection.

In 2016, we continued to offer quality services to users. Offering prompt and convenient customer services as our new standard, we have built our service with a theme of "New Customers Service At Heart". Based on the original service model, our new customer service model contains an advanced service system in line with new market conditions. It ensures that all users can enjoy a faster and more convenient service at a higher satisfaction level.

- **Build an industry-leading mobile internet customer service with advanced internet technology**

  As of 31 December 2016, our customer service team provides various 7*24 services including telephone hotline, online customer service, WeChat and self-service support. We also have a clear flowchart procedure for handling user complaints to enhance users' experience.

- **Optimise our customer service regularly and improve the diverse services offered to global users through continued efforts**

  Our customer service team continuously contributes to innovative development. We have created different service strategies and communication skills as well as trained our employees proactively according to service habits in different countries and regions. To satisfy the service demand of global users, our team provides customer services to 15 countries with 16 languages, building diverse service methods and channels for our global users.

- **New Customers Service At Heart – advanced IT technology builds core productivity**

  The whole basis of our customer service relies on our advanced customer service system, which improves our operation efficiency. To create a service system satisfying the demands of the mobile internet, our customer service technology team conducted an all-round upgrade and organised a specialised development team with 10 specialists to support the development of the new system. Our new system contains four modules, achieving a suite of optimised experiences from service, monitor to management, which creates a concrete foundation for further improvements of customer service quality and efficiency.

User Information Security Management

The Company's business development is built upon our users, who play our games and use our services. The Company has implemented the tenet of "Share the Happiness Anywhere Anytime". With the principle of a happy and relaxing gaming experience, we are committed to offer safe, convenient and professional gaming services to users. The Company complies with all relevant laws and regulations and have implemented a comprehensive range of information-privacy and data-security procedures to protect individual privacy. Since 2012, we have complied with the "Confidential Management System Regulation" to protect user information. We also set up "Boyaa High-voltage Line Management Regulation" to put the leakage of confidential and sensitive information as our high voltage lines. In 2013, we established an information security management department and launched the "Information Security Code", systematically managing different information security issues including user information, in order to optimise the management system.

In 2016, we hosted two training sessions regarding information security awareness. These sessions effectively enhanced our staff awareness and raised players' loyalty to Boyaa games. In 2015 and 2016, we organised various online and offline game competitions without any complaint related to damage or loss of personal information during these competitions.

8. Anti-corruption

The Company complies with all laws and requirements regarding anti-corruption and is committed to business ethics. We support lawful business operation and fair competition. We respect and protect intellectual property rights while standing against any form of corruption, bribery, money laundering, extortion and fraud. Also, we have set up a series of systems including the "Boyaa High-voltage Line Management Regulation" and the "Internal Audit System" which include anti-corruption policies and are monitored and managed by external and internal auditing teams.

- Set up an independent audit department with professional auditors who are rich in auditing skills and experiences, including fields in IT and security.
- Developed a standardised "Internal Audit System" to define boundaries of the duties, authority and professional ethics of the audit department, ensuring that it runs objectively and independently.
- Reported regularly to the Audit Committee to comply with its auditing requirements; optimised the auditing mechanism through regular testing and auditing on the Company's finances, procurement, fees, IT and security. When identified, issues are immediately reported to the relevant department for timely rectification.

We require our directors, senior management and employees to perform their duties with high ethical standards. We set up numerous complaint channels according to relevant guideline, and carry out regular promotion and training on integrity education in order to build an honest and corruption-free environment in the Company, and establish a long-lasting anti-money laundering, anti-bribery, anti-extortion and anti-fraud system.

9. Community Investment and Volunteer Activities

In 2016, Boyaa invested a total of approximately RMB76,000, including a donation of stationery and daily necessities equal to approximately RMB41,000 to three disadvantaged schools in Thailand, as well as a cash donation of HKD40,000 (RMB35,000) to Lar De Nossa Senhora Da Penha in Macau to help children and youths in need. We also proactively promoted environmental protection activities. In 2016, we initiated a 6-hour walk event with a theme of environmental protection on May 4th Youth Day. 100 participants contributed to raising environmental awareness through picking up cigarette butts, cigarette packs, plastic water bottles and other rubbish.

ENVIRONMENTAL ACTIVITY

We always encourage our employees to take environmental protection seriously. Not only do we promote environmental protection throughout the management work but also encourage our staff to save energy and engage in environmental activities as part of their daily routines.

1. Environmental Activities on May 4th Chinese Youth Day, 2016

On May 4th Chinese Youth Day 2016, employees took part in an environmental hike with over 100 participants divided into 6 teams. Each team had a card with an environmental protection slogan to promote public environmental awareness. They also engaged in activities such as picking up cigarette butts, cigarette packs and plastic water bottles to help clean up the community.

During "May 4" Chinese Youth Day, the Company organised employees to participate "Boyaa People – May 4 Environmental Walk"

2. Internal Environmental Protection and Energy Saving Promotion

The Company has emphasised in-house promotion regarding environmental awareness and energy saving. Under this philosophy, we encourage every staff member to contribute to environmental protection. We have placed a friendly tip reminding staff to "Make good use of each piece of paper" on each printer; we have also placed several tips with different slogans such as save paper, save energy, green outing, sustainable dining and others on many public areas in the Company, cultivating environmental awareness and encouraging them to put these slogans into practice.

CHARITABLE ACTIVITIES

As a listed company in Hong Kong, the Company continuously strives to give back to society while achieving our corporate goals, and we are committed to corporate social responsibility.

1. Boyaa Fundraising Events (Boyaa Thailand)

In June 2016, Boyaa Thailand organised a fundraising event called "Education donation – A voyage towards love rally racing competition". To help society through providing fundraising for schools in Thailand, we invited players and staff to participate in this event and donated stationery and daily necessities for children in underprivileged schools.

Boyaa Thailand donated RMB41,000 worth of stationery and daily necessities to underprivileged schools in Thailand

2. *Donation to Charity in Macau*

The Company held two Boyaa Poker Tournaments (BPT) in 2015 and 2016 consecutively. At the BPT opening ceremonies, we made donations to Lar De Nossa Senhora Da Penha in Macau of HKD38,888 and HKD40,000 respectively to provide assistance to children and youth in need.

Boyaa 2015 BPT Charity Donation Ceremony (Right)
2016 BPT Charity Donation Ceremony (Left)

ENVIRONMENT

We have implemented scientific energy saving and emission reduction measures, which directly contribute to socio-economic and sustainable development as well as corporate development and employee interest. Our main operation is office-based. Our major business operation is the development and operation of online card and board game, which does not involve significant and direct emission of air pollutants. We complied strictly with relevant environmental and emission laws and regulations in our operation. Our key pollutants are carbon dioxide and general waste, generated from electricity and water usage and etc. In 2016, our electricity consumption was 993,434 kWh; total greenhouse gas emissions were about 890 tons; our business operation does not generate hazardous waste, and in 2016, the total amount of non-hazardous general waste was about 4.5 tons; and water consumption was about 14,976 tons. The Company does not involve the use of packaging material in the Reporting Period.

We have instilled the principle of "Awareness Cultivation, Strict Management" and targeted to grow sustainably through saving on expenditure, reducing energy consumption, and preventing pollution. To strike a balance between corporate development and environmental protection, we have adopted strategies to save energy, recycle resources, preserve the environment and promote harmonious long-term human and natural development.

Environmental protection and resource conservation are our main priorities in fulfilling our social responsibility. In the fourth quarter of each year, we conduct stock-taking and centralised disposal of unused computers. In 2016, we responsibly disposed of 104 computers.

1. *Promoting and Cultivating Energy Conservation and Environmental Protection Awareness*

- Promoted and lead energy conservation and environmental protection initiatives via email, radio, exhibition and tips. Facilitated practical environmental protection processes in our daily routine to raise employees' environmental awareness and strengthen their consciousness regarding resource and energy saving.

2. *Strengthening Supervision and Inspection, Eliminate Wasteful Behavior*

- Set up an inspection team to protect the environment and save energy and strengthen emission reduction management systems. Regular inspections are carried out as well as random checks to monitor and meet energy saving and emission reduction targets.
- Strengthened daily inspection and maintenance of pipes and electricity equipment, including monitoring data, analysing monthly abnormal data and identifying issues requiring attention.

3. *Implementing Energy Saving and Sustainable Measures, Increasing Energy Efficiency*

The Company placed rubbish bins in its working area and sends the non-reusable wastes to municipal government for central collection and treatment; sends the reusable wastes to waste collection station for recycle use.

- Phased out obsolete facilities and equipment, promote new energy-efficient technologies, adopted a replacement program of LED energy saving lamps to reduce energy consumption;
- Improved the procurement system for office supplies, using energy efficient equipment and recycling old machines;
- Implemented a paperless office automation system where emails and documents are read and shared online to reduce paper consumption;
- Encouraged employees to bring their own water bottles and provide disposable water cups for visitors instead of disposable water bottles.
- Provided employees with a shuttle bus service to alleviate commuting issues, improved the efficiency of roads and transportation, relieved the traffic jams in the city, achieved shared-economy and contributed to reducing traffic congestion and emissions.

Independent Auditor's Report

TO THE MEMBERS OF BOYAA INTERACTIVE INTERNATIONAL LIMITED
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Boyaa Interactive International Limited ("**the Company**") and its subsidiaries (together, "**the Group**") set out on pages 87 to 162, which comprise the consolidated balance sheet as at 31 December 2016, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the Group as at and for the year ended 31 December 2016. These matters were addressed in the context of our audit of the consolidated financial statements of the Group as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the Key Audit Matter
Revenue recognition	
The recognition criteria from sales of in-game virtual tokens and other virtual items in connection with the operation of games developed by the Group is disclosed in note 2(r). Upon the sales of game tokens or other virtual items, the Group typically has an implied obligation to provide the services which enable the game tokens or other virtual items to be displayed or used in the games. As a result, the proceeds received from sales of game tokens or other virtual items are initially recorded as deferred revenue. The attributable portion of the deferred revenue relating to values of the game tokens consumed and other virtual items purchased are immediately or ratably recognised as revenue only when the services are rendered to the respective paying players. We have identified revenue recognition as a key audit matter because revenue is one of the key performance indicators of the Group and because it involves complicated information technology systems and an estimation of fair value, all of which give rise to an inherent risk that revenue could be recorded in the incorrect period or could be subject to manipulation.	The Group has been engaged in development and operation of online card and board games. As set out in note 5 of the Group's consolidated financial statements for the year ended 31 December 2016, revenue of the Group for the year ended 31 December 2016 of RMB745,194,000 was attributable to the online game business. As explained in note 2(r) to the Group's consolidated financial statements, the Group recognised revenue when consumable virtual items represent items that are extinguished after consumption in the form of fixed charges levied on each round of games played. The paying players will not continue to benefit from the virtual items thereafter. Revenue is recognised (as a release from deferred revenue) when the items are consumed and the related services are rendered. Determining when revenue arising from such online game business is complex and requires significant judgment involved. We have discussed with the management of the Group as well as both the Group's in-house and external information technology experts to understand the revenue recognition cycle, tested controls over the Group's information technology revenue systems on selected games; scrutinised monthly statements issued by providers of platforms and online record of providers of platforms regarding receipt from paying players on a sample basis; reconciled to the Group's records and conducting substantive analytical procedures on revenue.

Key Audit Matter	How our audit addressed the Key Audit Matter
Fair value assessment of Financial Assets at Fair Value through Profit or Loss ("FVTPL")	
As disclosed in note 15, at 31 December 2016, the fair value of the Group's investment measured at FVTPL was RMB325,285,000 (2015: RMB482,418,000), of which were classified under the fair value hierarchy as level 3 financial instruments. We have identified the fair value of FVTPL as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the significant degree of judgment by the management associated with determining the fair value under the fair value hierarchy as level 3.	Our procedures in relation to management's valuation of investments in financial assets included: – in relation to asset management plans, enquired the asset managers about the latest status of each underlying investments and how asset managers assessed fair value of each underlying assets; we assessed the subsequent realisation of the underlying investments (majority being in cash) and the fair value of collateral of the underlying investments to ensure the recoverability of the fair value of asset management plans; reviewed contracts entered between asset managers and investees to ascertain existence and terms of each investments; and obtained confirmations from selected investees to ascertain existence and terms and underlying investments. – in relation to equity investment partnerships, reviewed audited financial statements of selected partnerships, and enquired with the management of partnerships how they assessed the fair value of investments and whether the fair value assessment of their investments was consistent with prior years; and obtained the latest share subscription of underlying investments (majority being unlisted equity investments) to assess the revaluation of those underlying investments.

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the 2016 annual report, but does not include the consolidated financial statements and our auditor's report thereon (the "**Other Information**").

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

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

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, 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.

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

The engagement director on the audit resulting in this independent auditor's report is Tsang Chiu Keung.

Independent Auditor's Report

OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 December 2015 were audited by another auditor who expressed an unmodified opinion on those statements on 23 March 2016.

PAN-CHINA (H.K.) CPA LIMITED
Certified Public Accountants

Hong Kong, 28 March 2017.

Tsang Chiu Keung
Practising Certificate Number P04968

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2016

	Note	2016 RMB'000	2015 RMB'000
Revenue	5	**745,194**	813,480
Cost of Revenue	23	**(273,486)**	(385,536)
Gross profit		**471,708**	427,944
Selling and marketing expenses	23	**(44,924)**	(146,741)
Administrative expenses	23	**(277,826)**	(139,869)
Other gains – net	25	**62,065**	236,402
Operating profit		**211,023**	377,736
Finance income		**34,559**	41,543
Finance costs		**(4,813)**	(6,647)
Finance income – net	26	**29,746**	34,896
Share of (loss)/profit of associates		**(2,008)**	7,478
Profit before income tax		**238,761**	420,110
Income tax expenses	27	**(27,490)**	(63,473)
Profit for the year		**211,271**	356,637
Other comprehensive income			
Items that may be reclassified to profit or loss:			
– Changes in fair value of available-for-sale financial assets, net of tax		**(96,575)**	(13,671)
– Add: reclassification of changes in fair value of available-for-sale financial assets to profit or loss due to impairment of available-for-sale financial assets, net of tax		**68,548**	–
– Add/(Less): reclassification of changes in fair value of available-for-sale financial assets to profit or loss upon disposal of available-for-sale financial assets, net of tax		**106**	(258)
– Currency translation differences		**9,303**	9,061
Other comprehensive loss for the year, net of tax		**(18,618)**	(4,868)
Total comprehensive income for the year		**192,653**	351,769

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2016

	Note	2016 RMB'000	2015 RMB'000
Profit attributable to:			
– Owners of the Company		**211,271**	357,799
– Non-controlling interests		**–**	(1,162)
		211,271	356,637
Total comprehensive income attributable to:			
– Owners of the Company		**192,653**	352,931
– Non-controlling interests		**–**	(1,162)
		192,653	351,769
Earnings per share (expressed in RMB cents per share)			
– Basic	28	**31.21**	50.81
– Diluted	28	**29.60**	49.25

The accompanying Notes form an integral part of these consolidated financial statements.

Consolidated Balance Sheet

As at 31 December 2016

	Note	2016 RMB'000	2015 RMB'000
ASSETS			
Non-current assets			
Property, plant and equipment	6	**42,553**	28,164
Intangible assets	7	**4,413**	5,473
Interests in associates	10	**14,466**	18,829
Available-for-sale financial assets	11	**179,639**	280,484
Deferred income tax assets	12	**7,760**	7,029
Prepayments and other receivables	14	**21,930**	17,611
Financial assets at fair value through profit or loss	15	**325,285**	259,857
		596,046	617,447
Current assets			
Trade receivables	13	**73,275**	77,858
Prepayments and other receivables	14	**24,604**	30,664
Financial assets at fair value through profit or loss	15	**–**	222,561
Term deposits	16	**27,748**	65,468
Cash and cash equivalents	17	**1,563,281**	1,065,802
		1,688,908	1,462,353
Total assets		**2,284,954**	2,079,800

Consolidated Balance Sheet

As at 31 December 2016

	Note	2016 RMB'000	2015 RMB'000
EQUITY AND LIABILITIES			
Equity			
Share capital	18	**248**	248
Share premium	18	**609,826**	590,113
Share held for RSU Scheme	18	**(17)**	(18)
Reserves	19	**139,542**	155,266
Retained earnings		**1,271,966**	1,060,695
		2,021,565	1,806,304
Non-controlling interests		**–**	–
Total equity		**2,021,565**	1,806,304
Liabilities			
Non-current liabilities			
Deferred income tax liabilities	12	**15,195**	41,628
Current liabilities			
Trade and other payables	21	**84,072**	95,760
Deferred revenue	22	**20,685**	22,774
Current income tax liabilities		**143,437**	113,334
		248,194	231,868
Total liabilities		**263,389**	273,496
Total equity and liabilities		**2,284,954**	2,079,800

The consolidated financial statements on pages 87 to 162 were approved and authorised for issue by the board of directors on 28 March 2017 and were signed on its behalf by:

Zhang Wei
Director

Dai Zhikang
Director

The accompanying Notes form an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2016

	Note	Share capital RMB'000	Share premium RMB'000	Share held for RSU Scheme RMB'000	Reserves RMB'000	Retained earnings RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
Balance at 1 January 2016		**248**	**590,113**	**(18)**	**155,266**	**1,060,695**	**1,806,304**	**–**	**1,806,304**
Comprehensive income									
Profit for the year		–	–	–	–	211,271	211,271	–	211,271
Other comprehensive income									
Change in fair value of available-for-sale financial assets, net of tax		–	–	–	(96,575)	–	(96,575)	–	(96,575)
Reclassification of changes in fair value of available-for-sale financial assets to profit or loss due to impairment, net of tax		–	–	–	68,548	–	68,548	–	68,548
Reclassification of changes in fair value of available-for-sale financial assets to profit or loss upon disposal, net of tax		–	–	–	106	–	106	–	106
Currency translation differences		–	–	–	9,303	–	9,303	–	9,303
Total comprehensive income for the year		–	–	–	(18,618)	211,271	192,653	–	192,653
Employee share option and RSU scheme									
– value of employee services	19	–	–	–	21,546	–	21,546	–	21,546
– proceeds from shares issued	18	–	1,062	–	–	–	1,062	–	1,062
– vesting of shares under RSU scheme	20	–	(1)	1	–	–	–	–	–
– exercised and lapsed of share option and RSU	19	–	18,652	–	(18,652)	–	–	–	–
Total transactions with owners, recognised directly in equity		–	19,713	1	2,894	–	22,608	–	22,608
Balance at 31 December 2016		248	609,826	(17)	139,542	1,271,966	2,021,565	–	2,021,565

The accompanying Notes form an integral part of these consolidated financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2016

	Note	Share capital RMB'000	Share premium RMB'000	Share held for RSU Scheme RMB'000	Reserves RMB'000	Retained earnings RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
Balance at 1 January 2015		245	632,329	(19)	137,045	702,896	1,472,496	9,130	1,481,626
Comprehensive income									
Profit for the year		–	–	–	–	357,799	357,799	(1,162)	356,637
Other comprehensive income									
Change in fair value of available-for-sale financial assets, net of tax		–	–	–	(13,671)	–	(13,671)	–	(13,671)
Reclassification of changes in fair value of available-for-sale financial assets to profit or loss upon disposal, net of tax		–	–	–	(258)	–	(258)	–	(258)
Currency translation differences		–	–	–	9,061	–	9,061	–	9,061
Total comprehensive income for the year		–	–	–	(4,868)	357,799	352,931	(1,162)	351,769
Employee share option and RSU scheme									
– value of employee services	19	–	–	–	23,089	–	23,089	–	23,089
– proceeds from shares issued	18	3	2,907	–	–	–	2,910	–	2,910
– vesting of shares under RSU scheme	20	–	(1)	1	–	–	–	–	–
Dividends	29	–	(45,122)	–	–	–	(45,122)	–	(45,122)
Total contributions by and distributions to owners of the Company, recognised directly in equity		3	(42,216)	1	23,089	–	(19,123)	–	(19,123)
Disposal of subsidiaries		–	–	–	–	–	–	(7,968)	(7,968)
Total transactions with owners, recognised directly in equity		3	(42,216)	1	23,089	–	(19,123)	(7,968)	(27,091)
Balance at 31 December 2015		248	590,113	(18)	155,266	1,060,695	1,806,304	–	1,806,304

The accompanying Notes form an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 31 December 2016

	Note	2016 RMB'000	2015 RMB'000
Cash flows from operating activities			
Cash generated from operations	30	**267,043**	163,232
Income tax paid		**(7,501)**	(91)
Net cash generated from operating activities		**259,542**	163,141
Cash flows from investing activities			
Acquisition of subsidiaries, net of cash acquired		**–**	19
Purchase of property, plant and equipment		**(23,531)**	(16,104)
Purchase of intangible assets		**(590)**	(270)
Purchases of financial assets at fair value through profit or loss		**(1,504,504)**	(4,283,661)
Purchases of available-for-sale financial assets	11	**(13,099)**	(1,000)
Placement of term deposits with original maturities over three months		**(27,748)**	(65,468)
Refund of prepayment for purchase of certain properties		**–**	20,000
Investments in associates	10	**(150)**	(4,600)
Net proceeds from disposal of subsidiaries		**–**	4,666
Proceeds from disposals of financial assets at fair value through profit or loss		**1,702,650**	3,842,340
Proceeds from disposals of short-term investments		**–**	370,000
Proceeds from disposals of available-for-sale financial assets		**967**	1,927
Proceeds from disposals of property, plant and equipment	30	**52**	34
Proceeds from maturity of term deposits with original maturities over three months		**65,468**	–
Proceeds from partial disposal of investment in an associate	10	**3,200**	28
Return on short-term investments received		**964**	1,894
Interest received		**28,900**	39,454
Net cash generated from/(used in) investing activities		**232,579**	(90,741)
Cash flows from financing activities			
Dividends	29	**–**	(45,122)
Proceeds from issuance of ordinary shares		**1,062**	3,016
Net cash generated from/(used in) financing activities		**1,062**	(42,106)
Net increase in cash and cash equivalents		**493,183**	30,294
Cash and cash equivalents at the beginning of the year		**1,065,802**	1,029,331
Exchange gains on cash and cash equivalents		**4,296**	6,177
Cash and cash equivalents at the end of the year		**1,563,281**	1,065,802

The accompanying Notes form an integral part of these consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

1. GENERAL

Boyaa Interactive International Limited (the "**Company**") was incorporated in the Cayman Islands. The address of its registered office is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The Company's shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") since 12 November 2013 (the "**Listing**").

The Company is an investment holding company. The Company and its subsidiaries (together, the "**Group**") are principally engaged in the development and operations of online card and board game business in the People's Republic of China (the "**PRC**"), Hong Kong and other countries and regions.

The consolidated financial statements are presented in Renminbi ("**RMB**"), unless otherwise stated. The consolidated financial statements have been approved for issue by the Board of Directors on 28 March 2017.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

(a) Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with all applicable International Financial Reporting Standards ("**IFRS**"). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets and financial assets at fair value through profit or loss, which were carried at fair value.

The preparation of the consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise their judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

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

(a) Basis of preparation *(Continued)*

Changes in accounting policy and disclosures

i. In the current year, the Group has applied a number of amendments to IFRSs issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2016. These amendments have been applied by the Group for the first time in the current year unless otherwise specified. The impact of these amendments are described below.

Amendments to IFRS 10, IFRS 12 and IAS 28 Investment Entities: Applying the Consolidation Exception

The amendments mainly clarify that the exemption from preparing consolidated financial statements is available to a parent entity that is a subsidiary of an investment entity, even if the investment entity measures all its subsidiaries at fair value in accordance with IFRS 10. The Company is not an investment entity. Also, given that the Company is a listed entity, the consolidation exception set out in the amendments will not be applicable to the Company and hence the application of these amendments has had no impact on the Group's consolidated financial statements.

Amendments to IFRS 11 Accounting for Acquisitions of Interests in Joint Operations

The amendments provide guidance on how to account for the acquisition of a joint operation that constitutes a business as defined in IFRS 3 *Business Combinations*. Specifically, the amendments state that the relevant principles on accounting for business combinations in IFRS 3 and other standards should be applied. The amendments also require that a joint operator to disclose the relevant information required by IFRS 3 and other standards for business combinations. The amendments require prospective application; prospectively in annual periods beginning on or after 1 January 2016. The Group did not have any such transactions in the current year and hence the application of these amendments has had no impact on the Group's consolidated financial statements.

Amendments to IAS 1 Disclosure Initiative

The amendments clarify that an entity need not provide a specific disclosure required by an IFRS if the information resulting from that disclosure is not material (even if the IFRS contains a list of specific requirements or describes them as minimum requirements). The amendments also give guidance on the bases of aggregating and disaggregating information for disclosure purposes. The amendments emphasise that an entity should consider whether to provide additional disclosures when compliance with the specific requirements in IFRSs is insufficient to enable users of financial statements to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance. Furthermore, the amendments require that an entity's share of the other comprehensive income of associates and joint ventures accounted for using the equity method should be presented separately from those arising from the Group, and should be separated into the share of items that, in accordance with other IFRSs: (i) will not be reclassified subsequently to profit or loss; and (ii) will be reclassified subsequently to profit or loss when specific conditions are met. The application of these amendments has not resulted in any impact on the financial performance or financial position of the Group.

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

(a) Basis of preparation *(Continued)*

Changes in accounting policy and disclosures (Continued)

i. In the current year, the Group has applied a number of amendments to IFRSs issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2016. These amendments have been applied by the Group for the first time in the current year unless otherwise specified. The impact of these amendments are described below. (Continued)

Amendments to IAS 16 and IAS 38 Clarification of Acceptable Methods of Depreciation and Amortisation

The amendments to IAS 16 prohibit entities from using a revenue-based depreciation method for items of property, plant and equipment. The amendments to IAS 38 introduce a rebuttable presumption that revenue-based amortisation is not an appropriate basis for amortisation of an intangible asset. The amendments state that such a presumption can only be rebutted in the following two limited circumstances:

- when the intangible asset is expressed as a measure of revenue; or
- when it can be demonstrated that revenue and consumption of the economic benefits of the intangible asset are highly correlated.

With regard to the Group's property, plant and equipment and intangible assets, the Group did not use revenue-based depreciation method and hence the amendments did not have any impact on the Group's financial position and financial performance. Rather, the Group has been using the straight-line method for depreciation and amortisation for its property, plant and equipment, and intangible assets respectively.

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

(a) Basis of preparation *(Continued)*

Changes in accounting policy and disclosures (Continued)

i. In the current year, the Group has applied a number of amendments to IFRSs issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2016. These amendments have been applied by the Group for the first time in the current year unless otherwise specified. The impact of these amendments are described below. (Continued)

Amendments to IAS 16 and IAS 41 Agriculture: Bearer Plants

The amendments define a bearer plant that is a living plant that:

(a) is used in the production or supply of agricultural produce;

(b) is expected to bear produce for more than one period; and

(c) has a remote likelihood of being sold as agricultural produce except for incidental scrap sales.

The amendments require that biological assets that meet the definition of a bearer plant should be accounted for as property, plant and equipment in accordance with IAS 16, instead of IAS 41. The produce growing on bearer plants continues to be accounted for in accordance with IAS 41.

The application of these amendments has had no impact on the Group's consolidated financial statements as the Group is not engaged in agricultural activities.

Annual Improvements to IFRSs 2012-2014 Cycle

The Annual Improvements to IFRSs 2012-2014 Cycle include a number of amendments to various IFRSs, which are summarised below.

Firstly, the amendments to IFRS 5 introduce specific guidance for when an entity reclassifies an asset (or disposal group) from held for sale to held for distribution to owners (or vice versa). The amendments clarify that such a change should be considered as a continuation of the original plan of disposal and hence requirements set out in IFRS 5 regarding the change of sale plan do not apply.

Secondly, the amendments to IFRS 7 provide additional guidance to clarify whether a servicing contract is continuing involvement in a transferred asset for the purpose of the disclosures required in relation to transferred assets.

Thirdly, the amendments to IAS 19 clarify that the rate used to discount post-employment benefit obligations should be determined by reference to market yields at the end of the reporting period on high quality corporate bonds. The assessment of the depth of a market for high quality corporate bonds should be at the currency level (i.e. the same currency as the benefits are to be paid). For currencies for which there is no deep market in such high quality corporate bonds, the market yields at the end of the reporting period on government bonds denominated in that currency should be used instead. The Group did not have any defined benefit scheme.

The application of these amendments has had no effect on the Group's consolidated financial statements.

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

(a) *Basis of preparation* *(Continued)*

Changes in accounting policy and disclosures (Continued)

ii. The Group has not applied any of the following new and revised standards and amendments to existing standards that have been issued and are relevant to the Group, but are not effective for the financial year beginning on 1 January 2016 and have not been early adopted.

IFRS 9	Financial Instruments[1]
IFRS 15 and IFRS 15 (Amendments)	Revenue from Contracts with Customers[1]
IFRS 16	Leases[2]
Amendments to IFRS 2	Classification and Measurement of Share-based Payment Transactions[1]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]
Amendments to IAS 7	Disclosure Initiative[4]
Amendments to IAS 12	Recognition of Deferred Tax Assets for Unrealised Losses[4]

1 Effective for annual periods beginning on or after 1 January 2018
2 Effective for annual periods beginning on or after 1 January 2019
3 Effective for annual periods beginning on or after a date to be determined
4 Effective for annual periods beginning on or after 1 January 2017

IFRS 9 Financial Instruments

IFRS 9 has introduced new requirements for (a) classification and measurement of financial assets, (b) impairment of financial assets and (c) general hedge accounting.

Specifically, with regard to the classification and measurement of financial assets, IFRS 9 requires all recognised financial assets that are within the scope of IAS 39 to be subsequently measured at amortised cost or fair value. Debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of each of the subsequent accounting periods. Debt investments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that are solely payments of principal and interest on the principal amount outstanding, are generally measured at fair value through other comprehensive income (FVTOCI). All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. Further, under IFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 applies) in other comprehensive income, with only dividend income generally recognised in profit or loss and that cumulative fair value changes will not be reclassified to profit or loss upon derecognition of the investment.

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

(a) Basis of preparation ***(Continued)***

Changes in accounting policy and disclosures (Continued)

ii. The Group has not applied any of the following new and revised standards and amendments to existing standards that have been issued and are relevant to the Group, but are not effective for the financial year beginning on 1 January 2016 and have not been early adopted. (Continued)

IFRS 9 Financial Instruments *(Continued)*

With regard to the measurement of financial liabilities designated as at fair value through profit or loss, IFRS 9 requires that the amount of change in the fair value of a financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of such changes in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Under IAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss is presented in profit or loss.

With regard to impairment of financial assets, IFRS 9 has adopted an expected credit loss model, as opposed to an incurred credit loss model required under IAS 39. In general, the expected credit loss model requires an entity to assess the change in credit risk of the financial asset since initial recognition at each reporting date and to recognise the expected credit loss depending on the degree of the change in credit risk.

With regard to the general hedge accounting requirements, IFRS 9 retains the three types of hedge accounting mechanisms currently available in IAS 39. Under IFRS 9, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an 'economic relationship'. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity's risk management activities have also been introduced.

The Group is still in the process of assessing the impact of IFRS 9. The directors of the Company believe that it is impractical to disclose the impact in these consolidated financial statements until the Group has completed the assessment.

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

(a) Basis of preparation *(Continued)*

Changes in accounting policy and disclosures (Continued)

ii. The Group has not applied any of the following new and revised standards and amendments to existing standards that have been issued and are relevant to the Group, but are not effective for the financial year beginning on 1 January 2016 and have not been early adopted. (Continued)

IFRS 15 Revenue from Contracts with Customers and the clarifications to IFRS 15

IFRS 15 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. IFRS 15 will supersede the current revenue recognition guidance including IAS 18 Revenue, IAS 11 Construction Contracts and the related Interpretations when it becomes effective.

The core principle of IFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, IFRS 15 introduces a 5-step approach to revenue recognition:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under IFRS 15, an entity recognises revenue when a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer.

Far more prescriptive guidance has been added in IFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by IFRS 15.

The Group is still in the process of assessing the impact of IFRS 15. The directors of the Company believe that it is impractical to disclose the impact in these consolidated financial statements until the Group has completed the assessment.

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

(a) Basis of preparation ***(Continued)***

Changes in accounting policy and disclosures (Continued)

ii. The Group has not applied any of the following new and revised standards and amendments to existing standards that have been issued and are relevant to the Group, but are not effective for the financial year beginning on 1 January 2016 and have not been early adopted. (Continued)

IFRS 16 Leases

IFRS 16 will supersede the current lease guidance including IAS 17 Leases and the related interpretations when it becomes effective.

With regard to lessee accounting, the distinction of operating leases and finance leases, as required by IAS 17, has been replaced by a model which requires a right-of-use asset and a corresponding liability to be recognised for all leases by lessees except for short-term leases and leases of low value assets. Specifically, the right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any re-measurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments. Furthermore, the classification of cash flows will also be affected as operating lease payments under IAS 17 are presented as operating cash flows; whereas, under the IFRS 16 model, the lease payments will be split into a principal and an interest portion which will be presented as financing and operating cash flows respectively.

With regard to lessor accounting, IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, IFRS 16 requires extensive disclosures in the financial statements.

The Group is in the process of assessing the impact of IFRS 16. The directors of the Company believe that it is impractical to disclose the impact in these consolidated financial statements until the Group has completed the assessment.

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

(a) Basis of preparation (Continued)

Changes in accounting policy and disclosures (Continued)

ii. The Group has not applied any of the following new and revised standards and amendments to existing standards that have been issued and are relevant to the Group, but are not effective for the financial year beginning on 1 January 2016 and have not been early adopted. (Continued)

Amendments to IFRS 2 Classification and Measurement of Share-based Payment Transactions

The amendments clarify the following:

- In estimating the fair value of a cash-settled share-based payment, the accounting for the effects of vesting and non-vesting conditions should follow the same approach as for equity-settled share-based payments.
- Where tax law or regulation requires an entity to withhold a specified number of equity instruments equal to the monetary value of the employee's tax obligation to meet the employee's tax liability which is then remitted to the tax authority, i.e. the share-based payment arrangement has a 'net settlement feature', such an arrangement should be classified as equity-settled in its entirety, provided that the share-based payment would have been classified as equity-settled had it not included the net settlement feature.
- A modification of a share-based payment that changes the transaction from cash-settled to equity-settled should be accounted for as follows: the original liability is derecognised. The equity-settled share-based payment is recognised at the modification date fair value of the equity instrument granted to the extent that services have been rendered up to the modification date. Any difference between the carrying amount of the liability at the modification date and the amount recognised in equity should be recognised in profit or loss immediately.

The Group does not have any withholding tax arrangements with tax authorities in relation to share-based payments and hence the directors of the Company do not anticipate that the application of the amendments in the future will have a significant impact on the Group's consolidated financial statements.

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

(a) Basis of preparation (Continued)

Changes in accounting policy and disclosures (Continued)

ii. The Group has not applied any of the following new and revised standards and amendments to existing standards that have been issued and are relevant to the Group, but are not effective for the financial year beginning on 1 January 2016 and have not been early adopted. (Continued)

Amendments to IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments to IFRS 10 and IAS 28 deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognised in the parent's profit or loss only to the extent of the unrelated investors' interests in that associate or joint venture. Similarly, gains and losses resulting from the re-measurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognised in the former parent's profit or loss only to the extent of the unrelated investors' interests in the new associate or joint venture.

The Group did not enter into these transactions in the current year. The directors of the Company anticipate that the application of these amendments may have an impact on the Group's consolidated financial statements in future periods should such transactions arise.

Amendments to IAS 7 Disclosure Initiative

The amendments require an entity to make disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities. The directors of the Company do not anticipate that the application of these amendments will have a material impact on the Group's consolidated financial statements.

Amendments to IAS 12 Recognition of Deferred Tax Assets for Unrealised Losses

The amendments provide a number of guidance to help entities assess and estimate whether sufficient taxable profits will be available against which it can utilise a deductible temporary difference. The directors of the Company do not anticipate that the application of these amendments will have a material impact on the Group's consolidated financial statements.

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

(b) Subsidiaries

Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

i. Accounting subsidiary as a result of contractual arrangements

The operations of the Group were initially conducted through Shenzhen Dong Fang Bo Ya Technology Co., Ltd. ("**Boyaa Shenzhen**"), a limited liability company established in the PRC by certain shareholders of the Company on 13 February 2004. Boyaa Shenzhen is controlled by Mr. Zhang Wei (the "**Founder**").

Pursuant to applicable PRC laws and regulations, foreign investors are prohibited from holding equity interest in an entity conducting online games business and are restricted to conduct value-added telecommunications services. In order to make investments into the business of the Group, the Company established a subsidiary, Boyaa On-line Game Development (Shenzhen) Co., Ltd. ("**Boyaa PRC**"), which is a wholly foreign owned enterprise incorporated in the PRC on 29 November 2010.

Boyaa PRC, Boyaa Shenzhen and its then owners entered into a series of contractual arrangements (the "**Contractual Arrangements**"), which enable Boyaa PRC and the Group to:

– exercise effective financial and operational control over Boyaa Shenzhen;

– exercise owners' voting rights of Boyaa Shenzhen;

– receive substantially all of the economic interest returns generated by Boyaa Shenzhen in consideration for the business support, technical and consulting services provided by Boyaa PRC;

– obtain an irrevocable and exclusive right to purchase all or part of equity interests in Boyaa Shenzhen from the respective owners at a minimum purchase price permitted under PRC laws and regulations, and all or part of the assets of Boyaa Shenzhen at the net book value of such assets or such minimum purchase price permitted under PRC laws and regulations. Boyaa PRC may exercise such options at any time until it has acquired all equity interests and/or all assets of Boyaa Shenzhen; and

– obtain a pledge over the entire equity interest of Boyaa Shenzhen from their respective owners as collateral security for all of Boyaa Shenzhen's payments due to Boyaa PRC and to secure performance of Boyaa Shenzhen's obligations under the Contractual Arrangements.

The Group does not have any equity interest in Boyaa Shenzhen. However, as a result of the Contractual Arrangements, the Group has rights to variable returns from its involvement with Boyaa Shenzhen and has the ability to affect those returns through its power over Boyaa Shenzhen and is considered to control Boyaa Shenzhen. Consequently, the Company regards Boyaa Shenzhen as an indirect subsidiary for accounting purpose.

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

(b) Subsidiaries (Continued)

Consolidation (Continued)

ii. Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by IFRS.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interests in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interests recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

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

(b) Subsidiaries (Continued)

Consolidation (Continued)

iii. Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in a loss of control are accounted for as equity transactions – that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

iv. Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

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

(c) Associates

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition. Upon the acquisition of the ownership interest in an associate, any difference between the cost of the associate and the group's share of the net fair value of the associate's identifiable assets and liabilities is accounted for as goodwill.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each balance sheet date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit of investments accounted for using equity method' in profit or loss.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Gain or loss on dilution of equity interest in associates are recognised in profit or loss.

(d) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that makes strategic decisions.

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

(e) Foreign currency translation

i. Functional and presentation currency

Items included in the consolidated financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). The functional currency of the Company is United States dollars ("**USD**"). The Company's primary subsidiaries were incorporated in the PRC and these subsidiaries considered Renminbi ("**RMB**") as their functional currency. As the game development and operation of the Group have been within the PRC, the Group determined to present the consolidated financial statements in RMB, unless otherwise stated.

ii. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign exchange gains and losses that relate to cash and cash equivalents are presented in the consolidated statement of comprehensive income within "finance income – net". All other foreign exchange gains and losses are presented in the consolidated statement of comprehensive income within "other gains – net".

iii. Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each reporting presented are translated at the closing rate at the date of that statement of balance sheet;
- income and expenses for each statements of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

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

(f) Property, plant and equipment

Buildings comprise mainly offices. Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Leasehold improvements	3 years or remaining lease terms, whichever is shorter
Buildings	20 years
Motor vehicles	4 years
Furniture and equipment	3-4 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2(h)).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within "other gains-net", in the consolidated statement of comprehensive income.

(g) Intangible assets

i. Computer software

Computer software is initially recognised and measured at cost less amortisation. Acquired computer software licenses are capitalised on the basis of the costs incurred to acquire and bring to use the specific software, and are amortised over their estimated useful lives of 5 years.

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

(g) Intangible assets *(Continued)*

ii. Research and development expenditures

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are capitalised as intangible assets when recognition criteria are fulfilled. These criteria includes: (1) it is technically feasible to complete the game product so that it will be available for use; (2) management intends to complete the game product and use or sell it; (3) there is an ability to use or sell the game product; (4) it can be demonstrated how the game product will generate probable future economic benefits; (5) adequate technical, financial and other resources to complete the development and to use or sell the game product are available; and (6) the expenditure attributable to the game product during its development can be reliably measured. Other development expenditures that do not meet those criteria are recognised as expenses as incurred. During the year ended 31 December 2016, there were no development costs meeting these criteria and capitalised as intangible assets (2015: nil).

Development costs previously recognised as expenses are not recognised as assets in subsequent periods. Capitalised development costs are amortised from the point at which the assets are ready for use on a straight-line basis over their useful lives.

iii. Trademarks and technical know-how

Trademarks and technical know-how acquired in a business combination are initially recognised at fair value at the acquisition date. They have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of trademarks and technical know-how over their estimated useful lives of 10 years.

iv. Contractual customer relationships

Contractual customer relationships acquired in a business combination are recognised at fair value at the acquisition date. The contractual customer relationships have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the expected life of the customer relationship of 5 years.

(h) Impairment of non-financial assets

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each balance sheet date.

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

(i) Financial assets

Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables and available-for sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

i. Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading and those designated at fair value through profit or loss at inception. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by the directors of the Company. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.

ii. Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise "trade receivables", "other receivables", "term deposits" and "cash and cash equivalents" in the consolidated balance sheet.

iii. Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date - the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

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

(i) Financial assets *(Continued)*

Recognition and measurement (Continued)

Gains or losses arising from changes in the fair value of the "financial assets at fair value through profit or loss" category are presented in profit or loss within "other gains-net" in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in profit or loss as part of other income when the Group's right to receive payments is established.

Changes in the fair value of securities classified as available for sale are recognised in other comprehensive income.

When securities classified as available-for-sale financial assets are sold or impaired, the accumulated fair value adjustments recognised in equity are included in profit or loss as "other gains-net".

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period.

(j) Impairment of financial assets

i. Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "**loss event**") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in profit or loss. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in profit or loss.

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

(j) Impairment of financial assets ***(Continued)***

ii. Assets classified as available for sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired.

For debt securities, if any such evidence exists the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through profit or loss.

For equity investments, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. Impairment losses recognised in profit or loss on equity instruments are not reversed through profit or loss.

(k) Trade and other receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment.

(l) Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, and other short-term highly liquid investments with original maturities of three months or less.

(m) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the considerations paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's owners until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's owners.

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

(n) Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(o) Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

i. Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

ii. Deferred income tax

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements.

However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

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

(o) Current and deferred income tax *(Continued)*

ii. Deferred income tax (Continued)

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates. Only when there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the associate's undistributed profits is not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

iii. Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income tax levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

(p) Employee benefits

i. Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the balance sheet date.

Employee entitlements to sick and maternity leave are not recognised until the time of leave.

ii. Pension obligations

The Group companies incorporated in the PRC contribute based on certain percentage of the salaries of the employees to a defined contribution retirement benefit plan organised by relevant government authorities in the PRC on a monthly basis. The government authorities undertake to assume the retirement benefit obligations payable to all existing and future retired employees under these plans and the Group has no further obligation for post-retirement benefits beyond the contributions made. Contributions to these plans are expensed as incurred. Assets of the plans are held and managed by government authorities and are separate from those of the Group.

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

(q) Share-based payments

i. Equity-settled share-based payment transactions

The Group operates a number of equity-settled share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments of the Group. The fair value of the employee services received in exchange for the grant of the options and restricted shares units ("**RSUs**") is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options and RSUs granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining as an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to serve).

Non-market performance and service conditions are included in assumptions about the number of options and RSUs that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement date and grant date.

Where there is modification of terms and conditions which increases the fair value of the equity instruments granted (for example, by reducing the exercise price of share options), the Group includes the incremental fair value granted in the measurement of the amount recognised for the services received over the remainder of the vesting period. The incremental fair value is the difference between the fair value of the modified equity instrument and that of the original equity instrument, both estimated as at the date of the modification. An expense based on the incremental fair value is recognised over the period from the modification date to the date when the modified equity instruments vest in addition to any amount in respect of the original instrument, which should continue to be recognised over the remainder of the original vesting period.

At the end of each reporting period, the Group revises its estimates of the number of options and RSUs that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

When the options and RSUs are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

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

(q) Share-based payments *(Continued)*

ii. Share-based payment transactions among group entities

The grant by the Company of options and RSUs over its equity instruments to the employees of subsidiaries in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investments in subsidiaries, with a corresponding credit to equity in the parent entity accounts.

(r) Revenue recognition

The Group's revenue is primarily derived from the sales of in-game virtual tokens ("**Game Tokens**") and other virtual items in its game development operations ("**Game Development**") through cooperation with various third-party game distribution platforms and payment vendors. These game distribution platforms include major social networking websites (such as Facebook), online application stores (such as Apple Inc.'s App Store and Google Play installed in mobile telecommunications devices), web-based and mobile game portals, telecommunication operators and pre-paid game card distributors in certain countries and regions (collectively referred to as "**Platforms**"). Revenue reported in the consolidated financial statements is measured at the fair value of the consideration received or receivable.

In cooperation with Platforms, the Group is responsible for hosting the games, providing on-going updates of new contents, technical support for the operations of the games, as well as preventing, detecting and resolving in-game cheating and hacking activities. Platforms are responsible for distribution, marketing, platform maintenance, payer authentication and payment collections related to the games.

The Group's games are free to play and players can purchase Game Tokens or other virtual items for better in-game experience. Players purchase the Group's Game Tokens or other virtual items ("**Paying Players**") through Platforms' own charging systems or their accounts maintained with third party payment vendors, or charging from the prepaid game cards they purchased. Platforms and third party payment vendors collect the payment from the Paying Players and remit the cash net of commission charges which are pre-determined according to the relevant terms of the agreements entered into between the Group and Platforms or third party payment vendors.

Upon the sales of Game Tokens or other virtual items, the Group typically has an implied obligation to provide the services which enable the Game Tokens or other virtual items to be displayed or used in the games. As a result, the proceeds received from sales of Game Tokens or other virtual items are initially recorded as deferred revenue, while the proceeds received from sales of prepaid game cards are initially recorded as advance received from sales of prepaid game cards in trade and other payables. This advance is then transferred to deferred revenue when the game cards are activated by the players, i.e. the first time the players use the prepaid game cards to credit their game accounts. The attributable portion of the deferred revenue relating to values of the Game Tokens consumed and other virtual items purchased are immediately or ratably recognised as revenue only when the services are rendered to the respective Paying Players.

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

(r) Revenue recognition ***(Continued)***

For the purposes of determining when services have been provided to the respective Paying Players, the Group has determined the following:

– Consumable virtual items represent items that are extinguished after consumption in the form of fixed charges levied on each round of games played. The Paying Players will not continue to benefit from the virtual items thereafter. Revenue is recognised (as a release from deferred revenue) when the items are consumed and the related services are rendered.

– Durable virtual items represent items that are accessible and beneficial to Paying Players over an extended period of time. Revenue is recognised ratably over the average life of durable virtual items for the applicable game, which the Group makes best estimates to be average playing period of Paying Players ("**Player Relationship Period**").

The Group estimates the Player Relationship Period on a game-by-game and platform-by-platform basis and re-assesses such periods semi-annually. If there is insufficient data to determine the Player Relationship Period, such as in the case of a newly launched game, it estimates the Player Relationship Period based on other similar types of games developed by the Group until the new game establishes its own patterns and history. The Group considers the games profile, target audience, and its appeal to players of different demographics groups in estimating the Player Relationship Period.

The Group has evaluated the roles and responsibilities of the Group and Platforms or third party payment vendors in the delivery of game experience to the Paying Players and concluded the Group takes the primary responsibilities in rendering services. The Group is determined to be the primary obligor and accordingly, the Group records revenue on a gross basis, and commission charges by Platforms or third party payment vendors are recorded as cost of revenue.

(s) Interest income

Interest income mainly represents interest income from bank deposits and is recognised using effective interest method.

(t) Dividend income

Dividend income is recognised when the right to receive payment is established.

(u) Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

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

(v) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

(w) Dividend distribution

Dividend distribution to the Company's ordinary shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

3. FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise the potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group and approved by the board of directors of the Company (the "**Board**").

Market risk

i. Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to RMB and USD. The Group currently does not hedge transactions undertaken in foreign currencies but manages its exposure through constant monitoring to limit as much as possible the amount of its foreign currencies exposures. Foreign exchange risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the entity's functional currency. The Finance Department is responsible for monitoring and managing the net position in each foreign currency.

For the PRC subsidiaries whose functional currencies are RMB, if USD had strengthened/weakened by 5% against RMB with all other variables held constant, the post-tax profit for the year ended 31 December 2016 would have been approximately RMB1,573,000 higher/lower (2015: RMB1,561,000 higher/lower), mainly as a result of net foreign exchange gains/losses on translation of net monetary assets denominated in USD. For group companies outside of the PRC whose functional currencies are USD or Hong Kong dollars ("**HKD**"), if RMB had strengthened/weakened by 5% against USD and HKD with all other variables held constant, the post-tax profit for the year ended 31 December 2016 would have been approximately RMB1,482,000 higher/lower (2015: RMB2,358,000 higher/lower) mainly as a result of net foreign exchange gains/losses on translation of net monetary assets denominated in RMB.

3. FINANCIAL RISK MANAGEMENT *(Continued)*

(a) Financial risk factors (Continued)

Market risk (Continued)

ii. Interest rate risk

Other than interest-bearing bank deposits and loans to employees, the Group has no other significant interest-bearing assets. Loans to employees were issued at fixed rates and expose the Group to fair value interest rate risk. The directors of the Company do not anticipate there is any significant impact to interest-bearing bank deposits resulted from the changes in interest rates, because the interest rates of bank balances are not expected to change significantly.

iii. Price risk

The Group is exposed to price risk because of investments held by the Group, which are classified as fair value through profit or loss and available-for-sale. The Group is not exposed to commodity price risk.

The sensitivity analysis is determined based on the exposure to price risk of financial assets at fair value through profit or loss and available-for-sale at the end of balance sheet date. If the fair values of the respective instruments held by the Group classified as fair value through profit or loss had been 5% higher/lower, the post-tax profit for the year ended 31 December 2016 would have been approximately RMB6,678,000 higher/lower (2015: RMB20,752,000 higher/lower). If the fair values of the respective instruments held by the Group classified as available-for-sale had been 5% higher/lower, the other components for equity for the year ended 31 December 2016 would have been approximately RMB4,868,000 higher/lower (2015: RMB11,927,000 higher/lower).

Credit risk

The Group is exposed to credit risk in relation to its cash and deposits and trade and other receivables.

The carrying amounts of each class of the above financial assets represent the Group's maximum exposure to credit risk in relation to financial assets. To manage this risk arising from cash and deposits, the Group only transacts with reputable financial institutions and commercial banks which are all high-credit-quality financial institutions in the PRC and Hong Kong. There has been no recent history of default in relation to these financial institutions.

Trade receivables at the end of each reporting period were due from the Platforms and third-party payment vendors in cooperation with the Group. If the strategic relationship with the Platforms and third-party payment vendors is terminated or scaled-back; or if the Platforms and third-party payment vendors alter the co-operative arrangements; or if they experience financial difficulties in paying the Group, the Group's Game Development receivables might be adversely affected in terms of recoverability. To manage this risk, the Group maintains frequent communications with the Platforms and third-party payment vendors to ensure effective credit control. In view of the history of cooperation with the Platforms and third-party payment vendors and the sound collection history of receivables due from them, the directors of the Company believe that the credit risk inherent in the Group's outstanding trade receivable balances due from the Platforms and third-party payment vendors is low.

3. FINANCIAL RISK MANAGEMENT *(Continued)*

(a) *Financial risk factors* *(Continued)*

Credit risk (Continued)

For other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience. The directors of the Company believe that there is no material credit risk inherent in the Group's carrying amount of other receivables.

Liquidity risk

The Group aims to maintain sufficient cash and cash equivalents. Due to the dynamic nature of the underlying businesses, the Group's finance department maintains flexibility in funding by maintaining adequate cash and cash equivalents.

The table below analyses the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Between 2 and 5 years RMB'000	More than 5 years RMB'000	Total RMB'000
At 31 December 2016					
Trade and other payables (excluding advances, salary and staff welfare payables and other taxes payable)	**24,340**	**–**	**–**	**–**	**24,340**
At 31 December 2015					
Trade and other payables (excluding advances, salary and staff welfare payables and other taxes payable)	34,748	–	–	–	34,748

There were no bank borrowings and overdrafts as at 31 December 2016 and 2015.

3. FINANCIAL RISK MANAGEMENT *(Continued)*

(b) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to enhance shareholders' value in the long term.

The Group monitors capital (including share capital and share premium) by regularly reviewing the capital structure. As a part of this review, the directors of the Company consider the cost of capital and the risks associated with the issued share capital. The Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or repurchase the Company's shares. In the opinion of the directors of the Company, the Group's capital risk is low.

(c) Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

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

The following table presents the Group's financial assets and liabilities that are measured at fair value at 31 December 2016 and 2015:

	Level 1	**Level 2**	**Level 3**	**Total**
	RMB'000	RMB'000	RMB'000	RMB'000
At 31 December 2016				
Assets				
Financial assets at fair value through profit or loss	**–**	**–**	**325,285**	**325,285**
Available-for-sale financial assets	**164,953**	**–**	**14,686**	**179,639**
Total assets	**164,953**	**–**	**339,971**	**504,924**
At 31 December 2015				
Assets				
Financial assets at fair value through profit or loss	–	–	482,418	482,418
Available-for-sale financial assets	229,791	–	50,693	280,484
Total assets	229,791	–	533,111	762,902

3. FINANCIAL RISK MANAGEMENT *(Continued)*

(c) Fair value estimation (Continued)

i. Financial instruments in level 1

The fair value of financial instruments traded in active markets is determined based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

ii. Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

iii. Financial instruments in level 3

The following table presents the changes in level 3 instruments for the year ended 31 December 2016.

	Financial assets at fair value through profit or loss RMB'000	Available-for-sale financial assets RMB'000	Total RMB'000
Opening balance	482,418	50,693	533,111
Additions	1,504,504	13,099	1,517,603
Disposals	(1,702,650)	–	(1,702,650)
Unrealised fair value gains recognised in profit or loss	38,332	–	38,332
Exchange differences	2,681	587	3,268
Fair value changes	–	(49,693)	(49,693)
Closing balance	325,285	14,686	339,971
Total unrealised fair value gains for the year recognised in profit or loss under "other gains – net"	38,332	–	38,332

3. FINANCIAL RISK MANAGEMENT *(Continued)*

(c) Fair value estimation ***(Continued)***

iii. Financial instruments in level 3 (Continued)

The following table presents the changes in level 3 instruments for the year ended 31 December 2015.

	Financial assets at fair value through profit or loss RMB'000	Available-for-sale financial assets RMB'000	Total RMB'000
Opening balance	22,085	61,325	83,410
Additions	4,283,661	1,000	4,284,661
Disposals	(3,842,340)	–	(3,842,340)
Unrealised fair value gains recognised in profit or loss	17,310	–	17,310
Exchange differences	1,702	–	1,702
Fair value changes	–	(11,632)	(11,632)
Closing balance	482,418	50,693	533,111
Total unrealised fair value gains for the year recognised in profit or loss under "other gains – net"	17,310	–	17,310

Details of the fair value measurement of available-for-sale financial assets and financial assets at fair value through profit or loss are set out in Note 11 and Note 15, respectively.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) *Critical accounting estimates and assumptions*

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

i. Estimates of the Player Relationship Period in the Group's Game Development

As described in Note 2(r), the Group recognises revenue from durable virtual items ratably over the Player Relationship Period. The determination of Player Relationship Period in each game is based on the Group's best estimate that takes into account all known and relevant information at the time of assessment. Such estimates are subject to re-evaluation on a semi-annual basis. Any adjustments arising from changes in the Player Relationship Period as a result of new information will be accounted for prospectively as a change in accounting estimate.

ii. Recognition of share-based compensation expenses

The fair values of share options granted are measured on the respective grant dates based on the fair value of the underlying shares. In addition, the Group is required to estimate the expected percentage of grantees that will remain in employment with the Group or, where applicable, if the performance conditions for vesting will be met at the end of the vesting period. The Group only recognises an expense for those share options and RSUs expected to vest over the vesting period during which the grantees become unconditionally entitled to these share-based awards. Changes in these estimates and assumptions could have a material effect on the determination of the fair value of the share options and RSUs and the amount of such share-based awards expected to become vested, which may in turn significantly impact the determination of the share-based compensation expenses.

The fair value of share options and RSUs at the time of grant is to be expensed over the vesting period of these share-based awards based on an accelerated graded attribution approach. Under the accelerated graded attribution approach, each vesting installment of a graded vesting award is treated as a separate share-based award, which means that each vesting installment will be separately measured and attributed to expense, resulting in accelerated recognition of share-based compensation expense. Based on the fair value of the share-based awards, the expected turnover rate of grantees and the probability that the performance conditions for vesting are met, the corresponding share-based compensation expense recognised by the Group in respect of their services rendered for the year ended 31 December 2016 was approximately RMB21,546,000 (2015: RMB23,089,000). Details of the fair value measurement of the share options and RSUs granted in 2015 are set out in Note 20.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(b) Critical judgments in applying the Group's accounting policies

i. Current and deferred income taxes

The Group is subject to income taxes in several jurisdictions. There are many transactions and events for which the ultimate tax determination is uncertain during the ordinary course of business. Significant judgment is required from the Group in determining the provision for income taxes in each of these jurisdictions. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

ii. Accounting for company governed under Contractual Arrangements as subsidiary

As detailed in note 2(b)(i), the Company and its subsidiaries do not hold any equity interests in Boyaa Shenzhen. Nevertheless, under the Contractual Agreements entered into between Boyaa PRC, Boyaa Shenzhen and its owners, the management determines that the Group has the power to govern the financial and operating policies of Boyaa Shenzhen so as to obtain benefits from its activities. As such, Boyaa Shenzhen is accounted for as subsidiary of the Group for accounting purposes.

5. REVENUE AND SEGMENT INFORMATION

	2016	2015
	RMB'000	RMB'000
Game development operations		
– Web-based games	**260,004**	333,941
– Mobile games	**485,190**	479,539
	745,194	813,480

The directors of the Company consider that the Group's operation is operated and managed as a single segment; accordingly no segment information is presented.

The Group offers its games in various language versions in order to enable game players to play the games in different locations. A breakdown of revenue derived from different language versions of the Group's games is as follows:

	2016	2015
	RMB'000	RMB'000
Simplified Chinese	**336,825**	349,746
Other languages	**408,369**	463,734
	745,194	813,480

The Group has a large number of game players, none of whom contributed 10% or more of the Group's revenue for the years ended 31 December 2016 and 2015.

The Group's non-current assets other than deferred income tax assets, financial assets at fair value through profit or loss and available-for-sale financial assets were located as follows:

	2016	2015
	RMB'000	RMB'000
Mainland China	**63,660**	61,626
Other locations	**19,702**	8,451
	83,362	70,077

6. PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Furniture and equipment RMB'000	Motor vehicles RMB'000	Leasehold improvements RMB'000	Total RMB'000
At 1 January 2015					
Cost	–	13,978	3,639	9,541	27,158
Accumulatd depreciation	–	(5,699)	(1,355)	(4,928)	(11,982)
Net book amount	–	8,279	2,284	4,613	15,176
Year ended 31 December 2015					
Opening net book amount	–	8,279	2,284	4,613	15,176
Acquisition of subsidiaries	–	181	–	–	181
Other additions	11,324	6,656	22	2,295	20,297
Disposals of subsidiaries	–	(55)	–	–	(55)
Other disposals	–	(73)	–	–	(73)
Depreciation	(134)	(4,288)	(592)	(2,348)	(7,362)
Closing net book amount	11,190	10,700	1,714	4,560	28,164
At 31 December 2015					
Cost	11,324	20,415	3,661	11,836	47,236
Accumulated depreciation	(134)	(9,715)	(1,947)	(7,276)	(19,072)
Net book amount	11,190	10,700	1,714	4,560	28,164
Year ended 31 December 2016					
Opening net book amount	**11,190**	**10,700**	**1,714**	**4,560**	**28,164**
Additions	**16,435**	**4,801**	**1,095**	**1,200**	**23,531**
Disposals	**–**	**(51)**	**–**	**–**	**(51)**
Depreciation	**(1,225)**	**(4,714)**	**(624)**	**(2,528)**	**(9,091)**
Closing net book amount	**26,400**	**10,736**	**2,185**	**3,232**	**42,553**
At 31 December 2016					
Cost	**27,759**	**25,162**	**4,756**	**13,036**	**70,713**
Accumulated depreciation	**(1,359)**	**(14,426)**	**(2,571)**	**(9,804)**	**(28,160)**
Net book amount	**26,400**	**10,736**	**2,185**	**3,232**	**42,553**

Depreciation charges were expensed in the following categories in the consolidated statement of comprehensive income:

	2016 RMB'000	2015 RMB'000
Cost of revenue	**4,207**	2,054
Administrative expenses	**4,722**	5,169
Selling and marketing expenses	**162**	139
	9,091	7,362

7. INTANGIBLE ASSETS

	Computer software RMB'000	Trademarks RMB'000	Technical know-how RMB'000	Contractual Customer relationships RMB'000	Total RMB'000
At 1 January 2015					
Cost	2,601	1,860	16,223	–	20,684
Accumulated amortisation	(756)	(32)	(270)	–	(1,058)
Net book amount	1,845	1,828	15,953	–	19,626
Year ended 31 December 2015					
Opening net book amount	1,845	1,828	15,953	–	19,626
Acquisition of subsidiaries	–	–	–	4,823	4,823
Other additions	270	–	–	–	270
Disposals of subsidiaries	–	(1,752)	(15,276)	–	(17,028)
Amortisation	(581)	(76)	(677)	(884)	(2,218)
Closing net book amount	1,534	–	–	3,939	5,473
At 31 December 2015					
Cost	2,871	–	–	4,823	7,694
Accumulated amortisation	(1,337)	–	–	(884)	(2,221)
Net book amount	1,534	–	–	3,939	5,473
Year ended 31 December 2016					
Opening net book amount	**1,534**	**–**	**–**	**3,939**	**5,473**
Additions	**590**	**–**	**–**	**–**	**590**
Amortisation	**(685)**	**–**	**–**	**(965)**	**(1,650)**
Closing net book amount	**1,439**	**–**	**–**	**2,974**	**4,413**
At 31 December 2016					
Cost	**3,461**	**–**	**–**	**4,823**	**8,284**
Accumulated amortisation	**(2,022)**	**–**	**–**	**(1,849)**	**(3,871)**
Net book amount	**1,439**	**–**	**–**	**2,974**	**4,413**

Amortisation of RMB1,564,000 (2015: RMB2,180,000) is included in "cost of revenue"; RMB15,000 (2015: RMB15,000) in "selling and marketing expenses"; and RMB71,000 (2015: RMB23,000) in "administrative expenses" in the consolidated statement of comprehensive income.

8. FINANCIAL INSTRUMENTS BY CATEGORY

	Loans and receivables RMB'000	Assets at fair value through profit or loss RMB'000	Available-for-sale RMB'000	Total RMB'000
At 31 December 2016				
Trade and other receivables (excluding prepayments and undeducted input value-added tax ("**VAT**"))	**110,148**	**–**	**–**	**110,148**
Financial assets at fair value through profit or loss	**–**	**325,285**	**–**	**325,285**
Available-for-sale financial assets	**–**	**–**	**179,639**	**179,639**
Term deposits	**27,748**	**–**	**–**	**27,748**
Cash and cash equivalents	**1,563,281**	**–**	**–**	**1,563,281**
	1,701,177	**325,285**	**179,639**	**2,206,101**
At 31 December 2015				
Trade and other receivables (excluding prepayments and undeducted input value-added tax ("**VAT**"))	111,005	–	–	111,005
Financial assets at fair value through profit or loss	–	482,418	–	482,418
Available-for-sale financial assets	–	–	280,484	280,484
Term deposits	65,468	–	–	65,468
Cash and cash equivalents	1,065,802	–	–	1,065,802
	1,242,275	482,418	280,484	2,005,177

	Liabilities at amortised cost RMB'000
At 31 December 2016	
Trade and other payables (excluding advances, salary and staff welfare payables and other taxes payables)	**24,340**
At 31 December 2015	
Trade and other payables (excluding advances, salary and staff welfare payables and other taxes payables)	34,748

9. SUBSIDIARIES

The following is a list of the principal subsidiaries of the Group at 31 December 2016:

Name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of issued share capital/ paid-in capital	Controlling interests directly held by parent (%)	Controlling interests held by the Group (%)	Proportion of ordinary shares held by non-controlling interests (%)
Boyaa Holdings Limited	BVI, Limited liability	Investment holding, BVI	USD1	100%	100%	–
Boyaa Interactive (Hong Kong) Limited	Hong Kong, Limited liability company	Operation of online games, Hong Kong	HKD10,000	–	100%	–
Boyaa PRC	PRC, Limited liability company	Provision of advisory services, PRC	USD10,000,000	–	100%	–
Boyaa Shenzhen	PRC, Limited liability company	Development of online games, PRC	RMB10,000,000	–	100%	–
Boyaa Interactive (Thailand) Limited ("**Boyaa Thailand**")*	Thailand, Limited liability company	Provision of advisory services relating to online game applications, Thailand	Thailand Baht ("**THB**") 8,000,000	–	99%	1%
Shanghai Chunlei Ineractive Network Technology Co., Ltd. (上海春雷互動網絡科技有限公司)	PRC, Limited liability company	Provision of advisory services, PRC	RMB30,000,000	–	100%	–
Hainan Chunlei Interactive Technology Co., Ltd. (海南春雷互動科技有限公司)	PRC, Limited liability company	Provision of advisory services, PRC	RMB10,000,000	–	100%	–
Function Technology Co., Ltd.	Republic of Seychelles, Limited liability company	Operation of online games, PRC	Nil	–	100%	–
Shenzhen Guanhai Technology Co., Ltd. (深圳市觀海科技有限公司)	Republic of Seychelles, Limited liability company	Dormant, PRC	Nil	–	100%	–
Shenzhen Fengxunsheng Technology Co., Ltd. (深圳市豐訊盛科技有限公司)	PRC, Limited liability company	Operation of online games, PRC	RMB6,248,000	–	100%	–
Shenzhen Coalaa Network Technology Co., Ltd. (深圳市卡拉網絡科技有限公司)	PRC, Limited liability company	Provision of advisory services, PRC	RMB8,100,000	–	100%	–

* The directors of the Company consider that the non-controlling interests of this subsidiary was insignificant to the Group and thus the summarised financial information of this subsidiary is not disclosed.

The English names of certain subsidiaries referred herein represent management's best efforts in translating the Chinese names of these companies as no English names have been registered.

10. INTERESTS IN ASSOCIATES

	2016 RMB'000	2015 RMB'000
At 1 January	**18,829**	21,839
Transfer from investments in subsidiaries as a result of disposal	**–**	3,922
Other additions (Notes (a))	**150**	6,600
Dilution gain	**–**	1,407
Other disposal (Note (b))	**(2,505)**	(1,853)
Disposal of investment in RaySns	**–**	(20,564)
Share of (loss)/profit	**(2,008)**	7,478
At 31 December	**14,466**	18,829

(a) On 18 March 2016, the Group invested in 15% equity interest in Chengdu Boyu Interactive Technology Co., Ltd. (成都博娛互動科技有限公司, "**Chengdu Boyu**"), which is established on 26 February 2016 and mainly engaged in the operation and promotion of online card and board games at a consideration of RMB150,000. Since the Group has the right to appoint a director to the board of directors of Chengdu Boyu, the directors of the Company consider that the Group has significant influence on Chengdu Boyu, and accordingly it is accounted for as an associate of the Group.

(b) On 25 February 2016, the Group disposed of 12% equity interest in Shenzhen Gangyun Technology Co., Ltd. (深圳港雲科技有限公司, "**Gangyun**") to an independent third party at a consideration of approximately RMB3,200,000. As of 25 February 2016, the carrying amount of interest in Gangyun was approximately RMB2,505,000, thus the disposal resulted in a gain of RMB695,000.

10. INTERESTS IN ASSOCIATES *(Continued)*

(c) As at 31 December 2016, the Group had the following associates:

Name	Principal activities/ Country of incorporation	% interest held
Shenzhen Fanhou Technology Co., Ltd. (深圳市飯後科技有限公司)	Game development/PRC	24%
Shenzhen HuifuWorld Network Technology Co., Ltd. (深圳市匯富天下網絡科技有限公司)	Development and operation of Internet Protocol television ("**IPTV**") and Android Set-Top-Box related channels and platforms and lottery/PRC	14.7%
Shenzhen Easething Technology Co., Ltd. (深圳市易新科技有限公司)	Development and operation of intelligent hardware and artificial intelligence system/PRC	10%
Shenzhen Jisiwei Intelligent Technology Co., Ltd. (深圳市極思維智能科技有限公司)	Development and sales of electronic products and development of intelligence applications/PRC	12%
Allin Interactive International Limited and its subsidiaries (together, "Allin Group") (傲英互動國際有限公司及其附屬公司)	Development and operation of IPTV platform and porker games/Hong Kong or PRC	15.75%
Chengdu Boyu	Operation and promotion of online card and board games	15%

The directors of the Company consider that all associates as at 31 December 2016 and 2015 were insignificant to the Group and thus the individual summarised financial information of these associates are not disclosed.

The summarised financial information of individually immaterial associates on an aggregate basis are as follows:

	2016 RMB'000	2015 RMB'000
Carrying amounts in the consolidated financial statements	**14,466**	18,829
Share of (loss)/profit for the year	**(2,008)**	7,478
Share of total comprehensive (loss)/income	**(2,008)**	7,478

There were no contingent liabilities relating to the Group's interests in the associates as at 31 December 2016 (2015: Nil).

11. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	2016 RMB'000	2015 RMB'000
At 1 January	**280,484**	63,975
Subscription for shares in Zeus Entertainment	**–**	233,501
Other additions	**13,099**	1,000
Impairment losses	**(113,662)**	–
Net gains/(losses) from changes in fair value	**37**	(16,101)
Currency translation differences	**613**	44
Disposal	**(932)**	(1,935)
At 31 December	**179,639**	280,484

Available-for-sale financial assets include the following:

	2016 RMB'000	2015 RMB'000
Listed equity securities in PRC (Note (a))	**164,953**	229,791
Unlisted equity investments (Note (b))	**1,000**	50,693
Preference shares of private companies (Note (c))	**13,686**	–
	179,639	280,484

(a) The listed equity securities mainly represented the Group's equity investment in Dalian Zeus Entertainment Co., Ltd. ("**Zeus Entertainment**"), the fair value of the investment in Zeus Entertainment as at 31 December 2016 was RMB164,953,000 (2015: RMB228,921,000).

Due to prolonged decline in the fair value of Zeus Entertainment below its cost, directors considered that it is an evidence that the assets are impaired. Hence, the cumulative decrease in fair value recognised in "Other reserves" amounted to approximately RMB68,548,000 was reclassified as "Impairment loss of available-for-sale financial assets" included in "administrative expenses" in the consolidated statement of comprehensive income for the year ended 31 December 2016 (2015: Nil).

11. AVAILABLE-FOR-SALE FINANCIAL ASSETS *(Continued)*

(b) The unlisted equity investment mainly represented the Group's equity investment in Blingstorm Entertainment Ltd. ("**Blingstorm**", 晶合思動（北京）科技有限公司). Blingstorm is mainly engaged in development and operation of mobile games in the PRC. The Group held 9.36% equity interest in Blingstorm as at 31 December 2016.

As at 31 December 2016, considering the existing financial performance and the future plan of Blingstorm, the management had concluded that no future economic benefits was expected to be generated by Blingstorm, hence the fair value of Blingstorm was assessed to be zero.

The directors of the Company appointed an independent valuer, Avista Valuation Advisory Limited, to estimate the fair value of the investment in Blingstorm as at 31 December 2015. The fair value of the investment was RMB49,693,000, which was determined using the discounted cash flow method. The fair value measurement of the investment in Blingstorm is categorised within level 3 of the fair value hierarchy. The significant assumptions and inputs utilised in the valuation as at 31 December 2015 were as follows:

Discount rate: 23.8%
Terminal growth rate: 3%
Discount for lack of marketability: 15%
Discount for lack of control: 15%

(c) On 22 February 2016, the Group entered into a share purchase agreement ("**uSens Shares Agreement**") to subscribe for 291,094 Series A Preferred Shares issued by uSens, Inc, a company incorporated in United States of America, which is mainly engaged in providing solutions to 3D interactions in virtual reality and augmented reality applications, at a consideration of USD1,500,000 (equivalent to approximately RMB9,818,000). On the same day, pursuant to the uSens Shares Agreement, the Group is required to enter into an equity subscription agreement with Hangzhou Linggan Technology Co., Ltd ("**Hangzhou Linggan**", "**杭州凌感科技有限公司**", "**Linggan Share Subscription**"), at a consideration of USD500,000 (equivalent to approximately RMB3,281,000), representing 1.74% equity interest in Hangzhou Linggan. uSens Shares Agreement and Linggan Share Subscription hereinafter are collectively refered to as "Preference Shares".

The holder of Preference Shares is entitled to receive dividends at the rate equal to 8% of the original issue price of the Preference Shares per annum, payable only when, as and if declared by the board of directors of the uSens Inc, and Hangzhou Linggan Technology Co., Ltd.

Preference Shares are stated at cost less any accumulated impairment losses because the range of reasonable fair value estimates is so significant that the directors are of the opinion that their fair value cannot be measured reliably.

12. DEFERRED INCOME TAX

The analysis of deferred tax assets and deferred tax liabilities is as follows:

	2016 **RMB'000**	2015 RMB'000
Deferred tax assets:		
– to be recovered within 12 months	**7,760**	7,029
Deferred tax liabilities:		
– to be recovered after more than 12 months	**(15,140)**	(41,339)
– to be recovered within 12 months	**(55)**	(289)
	(15,195)	(41,628)
Deferred tax liabilities – net	**(7,435)**	(34,599)

The gross movement on the deferred income tax account is as follows:

	2016 **RMB'000**	2015 RMB'000
At 1 January	**(34,599)**	(12,549)
Acquisition of subsidiaries	**–**	(275)
Credited/(charged) to profit or loss (Note 27)	**20,396**	(28,462)
Disposal of subsidiaries	**–**	4,257
Tax credited relating to components of other comprehensive income ("**OCI**")	**6,768**	2,430
At 31 December	**(7,435)**	(34,599)

12 DEFERRED INCOME TAX *(Continued)*

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction is as follows:

The movement in deferred tax assets is as follows:

	Deferred revenue and prepaid commission charges RMB'000	Provision for impairment of trade receivables RMB'000	Tax losses RMB'000	Accrued advertising expenses RMB'000	Total RMB'000
At 1 January 2015	1,402	134	–	149	1,685
Credited/(charged) to profit or loss	28	(134)	4,358	1,092	5,344
At 31 December 2015/1 January 2016	**1,430**	**–**	**4,358**	**1,241**	**7,029**
Credited/(charged) to profit or loss	**(181)**	**–**	**1,119**	**(207)**	**731**
At 31 December 2016	**1,249**	**–**	**5,477**	**1,034**	**7,760**

At the end of the reporting period, the Group has unused tax losses of RMB68,628,000 (2015: RMB61,164,000) available for offset against future profits. A deferred tax asset has been recognised in respect of RMB5,477,000 (2015: RMB4,358,000) of such losses. No deferred tax asset has been recognised in respect of the remaining RMB63,151,000 (2015: RMB56,806,000) due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of RMB12,544,000 and RMB48,620,000 that will expire in 2019 and 2020 respectively.

The movement in deferred tax liabilities is as follows:

	Intangible assets acquired in business combination at fair value RMB'000	Fair value changes of financial assets at fair value through profit or loss and available-for-sale financial assets RMB'000	Dilution gains on investment in an associate RMB'000	Total RMB'000
At 1 January 2015	4,445	9,198	591	14,234
Acquisition of subsidiaries	275	–	–	275
Disposal of subsidiaries	(4,257)	–	–	(4,257)
Credited to OCI	–	(2,430)	–	(2,430)
(Credited)/charged to profit or loss	(239)	34,045	–	33,806
At 31 December 2015/1 January 2016	**224**	**40,813**	**591**	**41,628**
Credited to OCI	**–**	**(6,768)**	**–**	**(6,768)**
Credited to profit or loss	**(55)**	**(19,610)**	**–**	**(19,665)**
At 31 December 2016	**169**	**14,435**	**591**	**15,195**

12 DEFERRED INCOME TAX *(Continued)*

As at 31 December 2016, the retained earnings of the Group's PRC subsidiaries not yet remitted to holding companies incorporated outside of the PRC, for which no deferred income tax liability had been provided, were approximately RMB715,571,000 (2015: RMB700,401,000). Such earnings are expected to be retained by the PRC subsidiaries for reinvestment purposes and would not be remitted to a foreign investor in the foreseeable future based on management's estimation of overseas funding requirements.

13. TRADE RECEIVABLES

	2016 **RMB'000**	2015 RMB'000
Trade receivables	**73,275**	77,858
Less: impairment provision	**–**	–
	73,275	77,858

(a) Trade receivables were arising from the operation of online game business. The credit terms of trade receivables granted to the platforms and third party payment vendors are usually 30 to 120 days. Ageing analysis based on recognition date of the gross trade receivables at the balance sheet date is as follows:

	2016 **RMB'000**	2015 RMB'000
0 – 60 days	**50,932**	51,724
61 – 90 days	**10,138**	12,687
91 – 180 days	**5,140**	6,139
Over 180 days	**7,065**	7,308
	73,275	77,858

13. TRADE RECEIVABLES *(Continued)*

(b) As at 31 December 2016, trade receivables past due but not impaired were approximately RMB27,409,000 (2015: RMB32,172,000). These related to a number of independent platforms and third party payment vendors which the Group has not encountered any credit defaults in the past and they are assessed to be financially trustworthy. As a result, the directors of the Company considers that these overdue amounts can be recovered. The ageing analysis of these trade receivables was as follows:

	2016 **RMB'000**	2015 RMB'000
Outstanding after due dates:		
0 – 60 days	**20,006**	21,766
61 – 90 days	**5,380**	1,852
Over 90 days	**2,023**	8,554
	27,409	32,172

(c) The carrying amount of the Group's trade receivables are denominated in the following currencies:

	2016 **RMB'000**	2015 RMB'000
RMB	**33,900**	25,964
United States Dollars ('USD')	**11,498**	23,888
Thai Baht ('THB')	**10,028**	9,752
Indonesian Rupiah ('IND')	**9,194**	7,565
Hong Kong Dollars ('HKD')	**3,763**	3,335
New Taiwan dollar ('NTD')	**2,622**	3,212
European dollar ('EUR')	**1,612**	2,853
Other currencies	**658**	1,289
	73,275	77,858

As at 31 December 2016 and 2015, the fair value of trade receivables approximated their carrying amounts.

14. PREPAYMENT AND OTHER RECEIVABLES

	2016 RMB'000	2015 RMB'000
Included in non-current assets		
Prepayment for purchase of property, plant and equipment (Note (a))	**3,765**	6,680
Loans to employees (Note (b))	**18,165**	10,931
	21,930	17,611
Included in current assets		
Loans to employees (Note (b))	**9,289**	10,027
Deposits	**1,008**	5,150
Prepayment for advertising costs	**2,342**	4,196
Prepaid commission charges	**2,428**	2,748
Prepayments for servers rental expenses	**925**	1,175
Interest receivable	**2,279**	1,159
Loans to associates (Note 31)	**4,000**	1,000
Undeducted input VAT	**201**	329
Others	**2,132**	4,880
	24,604	30,664
	46,534	48,275

(a) It represented the prepayments made to certain third parties for the purchases of motor vehicles and leasehold improvements in People's of Republic of China and certain equipment.

(b) Loans to employees mainly represented advances to employees for various expenses to be incurred in the ordinary course of business and housing or auto loans to certain employees. These loans are unsecured, interest-free and repayable on demand except that RMB18,165,000 are required to be repaid in 1 to 10 years as at 31 December 2016 (2015: RMB10,931,000). The initial fair values of the non-current loans to employees were based on cash flows discounted using interest rates based on the prevailing borrowing rates (ranging from 4.35% to 6.15% per annum) promulgated by the People's Bank of China. The differences of RMB565,000 (2015: RMB4,473,000) between the initial fair values and the principals of these loans were recorded in "finance costs" (Note 26).

As at 31 December 2016 and 2015, the carrying amounts of other receivables approximated their fair values.

15. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2016 **RMB'000**	2015 RMB'000
Included in non-current assets		
Non-quoted investment in:		
– asset management plans (Note (a))	**160,000**	163,221
– equity investment partnerships (Note (b))	**165,285**	96,636
	325,285	259,857
Included in current assets		
Non-quoted investments in certain wealth management products (Note (c))	**–**	222,561
	325,285	482,418

(a) They represented the entrusted investments with the principal amount of RMB80 million and RMB80 million to 2 independent asset management companies incorporated in the PRC. The estimated minimum return of such asset management plans is 5.05% per annum. If the annual estimated return cannot be achieved, the Group or asset management companies have option to terminate the asset management plans. The Group will obtain the accumulated return and the entrusted principal in 2022. As at 31 December 2016 and 2015, the fair values of the investments in asset management plans were determined mainly with reference to the subsequent realisation of underlying investments and estimated return.

(b) They represented investments in equity investment partnership as a limited partner, which are mainly engaged in investments in early-stage and high-growth companies in the technology, media and telecommunications industry in China. They have an initial term ranging from 7 to 10 years. As at 31 December 2016 and 2015, the fair values of the investments in equity investment partnerships were determined mainly with reference to the Group's share of their respective net asset values.

(c) Investments in wealth management products were investments in trust schemes and private investment funds. They had an initial term ranging from 1 day to 1 year. The fair values of these investments were based on the quotations provided by the counterparties.

(d) The above financial assets were designated as at fair value through profit or loss by the management of the Company upon initial recognition because the financial assets form part of a group of financial assets which was managed and its performance was evaluated on a fair value basis, in accordance with the Group's investment strategy, and information about the grouping is provided internally on that basis.

16. TERM DEPOSITS

The Group's term deposits are denominated in RMB and USD and their original maturities are over 3 months and less than 1 year. They are analysed as below:

	2016 RMB'000	2015 RMB'000
Included in current assets:		
RMB term deposits	–	33,000
USD term deposits	27,748	32,468
	27,748	65,468

The effective annual interest rate for the term deposits of the Group for the year ended 31 December 2016 was 0.75% (2015: 2.29%) per annum.

17. CASH AND CASH EQUIVALENTS

	2016 RMB'000	2015 RMB'000
Cash at bank and cash in hand	170,248	117,062
Short-term bank deposits	1,393,033	948,740
	1,563,281	1,065,802

The short-term bank deposits have a term ranging from 7 days to 3 months. The effective annual interest rate of these deposits for the year ended 31 December 2016 was 2.15% (2015: 4.90%) per annum.

Cash and cash equivalents are denominated in the following currencies:

	2016 RMB'000	2015 RMB'000
RMB	1,232,972	923,752
HKD	68,663	46,051
USD	243,574	83,371
Others	18,072	12,628
	1,563,281	1,065,802

The conversion of RMB denominated balances into foreign currencies and the remittance of such foreign currencies denominated bank balances and cash out of the PRC are subject to relevant rules and regulations of foreign exchange control promulgated by the PRC government.

18. SHARE CAPITAL, SHARE PREMIUM AND SHARES HELD FOR RSU SCHEME

The total authorised share capital of the Company comprises 2,000,000,000 ordinary shares (2015: 2,000,000,000 ordinary shares) with par value of USD0.00005 per share (2015: USD0.00005 per share).

As at 31 December 2016, the total number of issued ordinary shares of the Company was 765,504,000 shares (2015: 765,067,000 shares) which included 85,461,038 shares (2015: 90,298,503 shares) held under the RSU Scheme (Note 20(d)). They have been fully paid up.

	Note	Number of ordinary shares '000	Nominal value of ordinary shares USD'000	Equivalent nominal value of ordinary shares RMB'000	Share premium RMB'000	Share held for RSU Scheme RMB'000
At 1 January 2015		757,992	38	245	632,329	(19)
Employee share option and RSU schemes						
– proceeds from shares issued	(a)	7,075	–	3	2,907	–
– vesting of shares held for RSU Scheme	20(d)	–	–	–	(1)	1
Dividends	29	–	–	–	(45,122)	–
At 31 December 2015 and 1 January 2016		**765,067**	**38**	**248**	**590,113**	**(18)**
Employee share option and RSU schemes						
– proceeds from shares issued	(a)	**437**	**–**	**–**	**1,062**	**–**
– vesting of shares held for RSU Scheme	20(d)	**–**	**–**	**–**	**(1)**	**1**
– exercised and lapsed of share options and RSUs		**–**	**–**	**–**	**18,652**	**–**
At 31 December 2016		**765,504**	**38**	**248**	**609,826**	**(17)**

(a) Share options exercised during the year ended 31 December 2016 resulted in 436,709 shares being issued (2015: 7,074,937 shares), with a total exercise proceeds of RMB1,062,000 (2015: RMB2,910,000). As at 31 December 2016, RMB111,204 was due from The Core Admin Boyaa Option Limited (31 December 2015: nil), being the nominee of the Group's share option scheme.

19. RESERVES

	Capital reserve RMB'000	Currency translation differences RMB'000	Statutory surplus reserve fund RMB'000 (Note (a))	Share-based compensation reserve RMB'000 (Note 20)	Other reserves RMB'000	Total RMB'000
At 1 January 2016	2,000	5,479	21,000	106,160	20,627	155,266
Employee share option and RSU schemes						
– value of employee services	–	–	–	21,546	–	21,546
– exercised and lapsed of share options and RSUs	–	–	–	(18,652)	–	(18,652)
Change in fair value of available-for-sale financial assets	–	–	–	–	(96,575)	(96,575)
Reclassification of changes in fair value of available-for-sale financial assets to profit or loss due to impairment, net of tax	–	–	–	–	68,548	68,548
Reclassification of changes in fair value of available-for-sale financial assets to profit or loss upon disposal, net of tax	–	–	–	–	106	106
Currency translation differences	–	9,303	–	–	–	9,303
At 31 December 2016	2,000	14,782	21,000	109,054	(7,294)	139,542
At 1 January 2015	2,000	(3,582)	21,000	83,071	34,556	137,045
Employee share option and RSU schemes						
– value of employee services	–	–	–	23,089	–	23,089
Change in fair value of available-for-sale financial assets	–	–	–	–	(13,671)	(13,671)
Reclassification of changes in fair value of available-for-sale financial assets to profit or loss upon disposal, net of tax	–	–	–	–	(258)	(258)
Currency translation differences	–	9,061	–	–	–	9,061
At 31 December 2015	2,000	5,479	21,000	106,160	20,627	155,266

19. RESERVES *(Continued)*

(a) In accordance with the relevant laws and regulations in the PRC and the Articles of Association of Boyaa Shenzhen, it is required to appropriate 10% of the annual statutory net profits after offsetting any prior years' losses as determined under the PRC accounting standards, to the statutory surplus reserve fund before distributing the net profit. When the balance of the statutory surplus reserve fund reaches 50% of the registered capital, any further appropriation is at the discretion of shareholders. The statutory surplus reserve fund can be used to offset prior years' losses, if any, and may be converted into capital, provided that the remaining balance of the statutory surplus reserve fund after such conversion is no less than 25% of the registered capital.

In addition, in accordance with the Law of the PRC on Enterprises with Foreign Investments and the stipulated provisions in the Articles of Association of Boyaa PRC, appropriation from net profits (after offsetting accumulated losses brought forward from prior years) should be made by Boyaa PRC to its reserve funds. The percentage of net profit to be appropriated to the reserve fund is not less than 10% of the net profit. When the balance of the reserve fund reaches 50% of the registered capital, such transfer needs not be made.

20. SHARE-BASED PAYMENTS

(a) Share options

On 7 January 2011, the Board of the Company approved the establishment of a share option scheme (the "**Pre-IPO Share Option Scheme**") with the objective to recognise and reward the contribution of eligible directors and employees to the growth and development of the Group. The contractual life of all options under Pre-IPO Share Option Scheme is eight years from the grant date.

On 23 October 2013, the Board of the Company approved the establishment of a share option scheme (the "**Post-IPO Share Option Scheme**") with the objective to recognise and reward the contribution of eligible directors and employees to the growth and development of the Group. The contractual life of all options under Post-IPO Share Option Scheme is ten years from the grant date.

i. Grant of share options

On 7 September 2015, the Group granted 26,360,000 share options under the Post-IPO Share Option Scheme to its employees. The vesting period of the share options granted is 4 years and the vesting schedule is 25% after 12 months from the grant date, 25% after 24 months from the grant date, and 2.083% from each month of 25 to 48 months from the grant date. Exercise price of the share options granted is HKD3.108 per share. The expiry date of the above newly granted share options is 6 September 2025.

The total fair value of the above newly granted share options on 7 September 2015 is HKD35,932,000, as determined using the Binomial model. The significant inputs used in the model were exercise price of HKD3.108 per share at the grant date, fair value of underlying stock of HKD 2.95 per share at the valuation date, volatility of 49.29%, dividend yield of 2% and an expected option life of 10 years. The volatility measured at the standard deviation of continuously compounded share returns is based on statistical analysis of daily share prices of comparable companies.

The options may be exercised provided that the grantees continue to be employed by the Group.

20. SHARE-BASED PAYMENTS *(Continued)*

(a) Share options ***(Continued)***

ii. Outstanding share options

Movements in the number of share options outstanding:

	Number of share options	
	2016	2015
At 1 January	**25,563,721**	8,827,506
Granted	**–**	26,360,000
Exercised	**(436,709)**	(7,074,937)
Lapsed	**(5,705,791)**	(2,548,848)
At 31 December	**19,421,221**	25,563,721

Out of the 19,421,221 outstanding options, 4,724,971 options were exercisable as at 31 December 2016. Options exercised in 2016 resulted in 436,709 shares being issued at a weighted average price of USD0.36 each. The related weighted-average share price at the time of exercise was HKD4.42 per share.

Details of the exercise prices and the respective numbers of share options which remained outstanding as at 31 December 2016 and 2015 are as follows:

	Exercise price		Number of share options	
Expiry date	**Original currency**	**Equivalent to HKD**	**2016**	2015
31 January 2019	USD0.05	HKD0.388	**88,232**	120,232
1 March 2020	USD0.10	HKD0.775	**45,749**	65,249
30 June 2020	USD0.15	HKD1.163	**72,240**	78,240
6 September 2025	HKD3.108	HKD3.108	**19,215,000**	25,300,000
			19,421,221	25,563,721

(b) RSUs

Pursuant to a resolution passed by the Board of the Company on 17 September 2013, the Company set up a RSU Scheme with the objective to incentivise Directors, senior management and employees for their contribution to the Group, to attract, motivate and retain skilled and experienced personnel to strive for the future development and expansion of the Group by providing them with the opportunity to own equity interests in the Company.

RSUs held by a participant that are vested may be exercised (in whole or in part) by the participant serving an exercise notice in writing on the The Core Trust Company Limited (the "**RSU Trustee**") and copied to the Company.

20. SHARE-BASED PAYMENTS *(Continued)*

(b) RSUs (Continued)

The RSU Scheme will be valid and effective for a period of eight years, commencing from the date of the first grant of the RSUs.

On 12 March 2015, the Group granted 4,955,000 additional RSUs to its employees. The vesting period of the RSUs granted is 4 years and the vesting schedule is 25% after 12 months from the grant date, 25% after 24 months from the grant date, 12.5% after 30 months from the grant date, 12.5% after 36 months from the grant date, and 2.083% from each month of 37 to 48 months from the grant date. The expiry date of the above newly granted RSUs is 11 March 2023. The fair value of each of the above newly granted RSU on 12 March 2015 equals to the closing price of the Company's ordinary shares on the grant date, which was HKD5.61 per share.

Movements in the number of RSUs outstanding:

	Number of RSUs	
	2016	2015
At January	**47,383,431**	74,215,932
Granted	**–**	4,955,000
Lapsed	**(5,375,662)**	(16,662,814)
Vested and transferred	**(4,837,465)**	(15,124,687)
At 31 December	**37,170,304**	47,383,431
Vested but not transferred as at 31 December	**36,903,401**	34,223,281

The related weighted-average share price at the time when the RSUs were vested and transferred was HKD3.55 per share.

(c) Expected retention rate of grantees

The Group has to estimate the expected yearly percentage of grantees that will stay within the Group at the end of vesting periods of the shares options and the RSUs (the "**Expected Retention Rate**") in order to determine the amount of share-based compensation expenses charged to the statement of comprehensive income. As at 31 December 2016, the Expected Retention Rate was assessed to be 80% (2015: 80%).

20. SHARE-BASED PAYMENTS *(Continued)*

(d) Shares held for RSU Scheme

The shares held for RSU Scheme were regarded as treasury shares and had been presented as a deduction against shareholders' equity. During the year, 4,837,465 of RSUs were vested and transferred (Note (b) above), and as a result, 85,461,038 ordinary shares of the Company underlying the RSUs were held by the The Core Admin Boyaa RSU Limited as at 31 December 2016 (2015: 90,298,503 shares).

Meanwhile as a result of the vesting of 7,517,585 of RSUs during the year ended 31 December 2016 (see Note (b) above) (2015: 4,599,115 RSUs), approximately RMB1,000 (2015: RMB1,000) of other reserves was transferred to share premium upon vesting of these RSUs under the RSU Scheme.

21. TRADE AND OTHER PAYABLES

	2016 **RMB'000**	2015 RMB'000
Trade payables	**1,025**	727
Other taxes payable	**46,692**	44,967
Accrued expenses	**20,769**	25,640
Salary and staff welfare payables	**9,851**	12,946
Payables for the remaining considerations for the acquisitions of subsidiaries	**–**	5,000
Advance received from sales of prepaid game cards	**3,189**	3,099
Others	**2,546**	3,381
	84,072	95,760

Trade payables were mainly arising from the leasing of servers. The credit terms of trade payables granted by the vendors are usually 30 to 90 days. The ageing analysis of trade payables based on recognition date is as follows:

	2016 **RMB'000**	2015 RMB'000
0-30 days	**737**	420
31-90 days	**1**	39
Over 90 days	**287**	268
	1,025	727

22. DEFERRED REVENUE

Deferred revenue represented service fees prepaid by the game players for the Group's online games in the forms of prepaid game cards, game tokens and other virtual items, for which the related services had not been rendered as at 31 December 2016 and 2015.

23. EXPENSES BY NATURE

Expenses included in cost of revenue, selling and marketing expenses and administrative expresses are analysed as follows:

	2016 RMB'000	2015 RMB'000
Commission charges by Platforms and third party payment vendors	**234,019**	307,268
Advertising expenses	**27,528**	104,894
Employee benefit expenses (excluding share-based compensation expenses)	**172,967**	151,951
Share-based compensation expenses	**21,546**	23,089
Server rental expenses	**19,230**	23,645
Other professional service fees	**7,574**	10,893
Office rental expenses	**9,635**	10,195
Travelling and entertainment expenses	**8,156**	9,468
Auditor's remuneration	**1,800**	7,000
Depreciation of property, plant and equipment (Note 6)	**9,091**	7,362
Amortisation of intangible assets (Note 7)	**1,650**	2,218
Impairment loss of available-for-sale financial assets	**68,548**	–
Other expenses	**14,492**	14,163
	596,236	672,146

Research and development expenses during the years ended 31 December 2016 and 2015 were analysed as below:

	2016 RMB'000	2015 RMB'000
Employee benefit expenses	**113,486**	52,043
Depreciation of property, plant and equipment	**1,625**	1,753
Rental expenses	**3,523**	3,565
Other expenses	**10,647**	–
	129,281	57,361

No development expenses were capitalised for the years ended 31 December 2016 and 2015.

24. EMPLOYEE BENEFIT EXPENSES

(a) *Employee benefit expenses*

	2016 **RMB'000**	2015 RMB'000
Wages, salaries and bonuses	**150,838**	132,818
Pension costs-defined contributions plans	**18,039**	16,548
Share-based compensation expenses	**21,546**	23,089
Others	**4,090**	2,585
	194,513	175,040

Employees of the Group companies in the PRC are required to participate in a defined contribution retirement scheme administered and operated by the local municipal government. The Group contributes funds which are calculated on fixed percentage of 14% of the employees' salary (subject to a floor and cap) as set by local municipal governments to each scheme locally to fund the retirement benefits of the employees.

(b) *Senior management's emoluments*

Senior management includes directors, chief executive officer ("**CEO**") and other senior executives. The aggregate compensation paid/payable to senior management for employee services excluding the directors and the CEO whose details have been reflected in Note 35 below is as follows:

	2016 **RMB'000**	2015 RMB'000
Salaries, allowances and benefits in kind	**1,114**	1,935
Bonuses	**75**	128
Contributions to pension plans	**50**	55
Share-based compensation expenses	**394**	1,144
	1,633	3,262

The emoluments of the senior management fell within the following bands:

	2016	2015
Emoluments bands		
Nil to HKD1,000,000	**4**	6
HKD1,000,001 to HKD1,500,000	**–**	1
HKD1,500,001 to HKD2,000,000	**–**	–
HKD2,000,001 to HKD2,500,000	**–**	–

In 2016, 1 senior executive resigned from the Group (2015: 3).

24. EMPLOYEE BENEFIT EXPENSES *(Continued)*

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group in 2016 include 1 director (2015: 2) whose emoluments are reflected in the analysis presented in Note 35. The aggregate amounts of emoluments for the remaining 4 individuals in 2016 (2015: 3) are set out below:

	2016 RMB'000	2015 RMB'000
Wages and salaries	**1,745**	1,215
Bonuses	**155**	105
Pension costs-defined contributions plans	**69**	29
Share-based compensation expenses	**336**	1,098
Others employee benefits	**–**	21
	2,305	2,468

The emoluments payable to 4 individuals (2015: 3) for the years ended 31 December 2016 and 2015 fell within the following bands:

	2016	2015
Emoluments bands		
Nil to HKD1,000,000	**4**	2
HKD1,000,001 to HKD1,500,000	**–**	1
HKD1,500,001 to HKD2,000,000	**–**	–
HKD2,000,001 to HKD2,500,000	**–**	–

Salaries, allowances and benefits in kind paid to or for the executive directors are generally entitlements paid or receivable in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

None of the directors nor the five highest paid individuals waived or agreed to waive any emoluments during the year ended 31 December 2016 (2015: Nil). No emoluments were paid by the Group to any director or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended 31 December 2016 (2015: Nil).

25. OTHER GAINS – NET

	2016 **RMB'000**	2015 RMB'000
Gain on disposal of an associate	**695**	212,937
Realised fair value gain on financial assets at fair value through profit or loss	**20,583**	–
Unrealised fair value gain on financial assets at fair value through profit or loss	**38,332**	17,310
Return on short-term investments	**964**	4,197
Foreign exchange losses, net	**(2,380)**	(3,988)
Deregistration of a subsidiary	**227**	–
Government subsidies and tax rebates	**1,708**	2,282
Gain on disposal of subsidiaries	**–**	1,707
Dilution gains arising from deemed disposal of investment in certain associates	**–**	1,407
(Loss)/gain on disposal of available-for-sale financial assets	**(71)**	250
Gain arising from partial disposal of an associate	**–**	175
Gain/(loss) on disposal of property, plant and equipment	**1**	(39)
Others	**2,006**	164
	62,065	236,402

26. FINANCE INCOME – NET

	2016 **RMB'000**	2015 RMB'000
Finance income		
Interest income	**28,900**	40,545
Interest income on non-current loans to employees	**744**	998
Foreign exchange gains, net	**4,915**	–
	34,559	41,543
Finance costs		
Discounting effects of non-current loans to employees (Note 14)	**(565)**	(4,473)
Foreign exchange losses, net	**(4,248)**	(2,174)
	(4,813)	(6,647)
Finance income – net	**29,746**	34,896

27. INCOME TAX EXPENSES

The income tax expenses of the Group for the years ended 31 December 2016 and 2015 is analysed as follows:

	2016	2015
	RMB'000	RMB'000
Current income tax	**47,886**	35,011
Deferred tax (Note 12)	**(20,396)**	28,462
	27,490	63,473

(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 Cayman Islands and accordingly, is exempted from Cayman Islands income tax.

(b) Hong Kong profits tax

Hong Kong profits tax has been provided for as there was business operation that is subject to Hong Kong profits tax. It has been provided for at the rate of 16.5% on the estimated assessable profits for the years ended 31 December 2016 and 2015.

(c) PRC Corporate Income Tax ("CIT")

The income tax provision of the Group in respect of operations in the PRC has been calculated at the tax rate of 25% on the estimated assessable profits for the years ended 31 December 2016 and 2015, based on the existing legislation, interpretations and practices in respect thereof.

Boyaa Shenzhen has successfully renewed its "High and New Technology Enterprise" ("**HNTE**") qualification in 2015 and as a result, Boyaa Shenzhen enjoys a preferential tax rate of 15% from 1 January 2015 to 31 December 2017. Therefore, the actual income tax rate for Boyaa Shenzhen was 15% for the year ended 31 December 2016 (2015: 15%).

Boyaa PRC has successfully renewed its HNTE qualification in 2016 and as a result, Boyaa PRC enjoys a preferential tax rate of 15% from 1 January 2016 to 31 December 2018. Therefore, the actual income tax rate for Boyaa PRC was 15% for the year ended 31 December 2016 (2015: 15%).

According to a policy promulgated by the State Tax Bureau of the PRC and effective from 2008 onwards, enterprises engage in research and development activities are entitled to claim 150% of the research and development expenses so incurred in a year as tax deductible expenses in determining its tax assessable profits for that year ("**Super Deduction**"). Boyaa Shenzhen and Boyaa PRC has claimed such Super Deduction in ascertaining its tax assessable profits for the years ended 31 December 2016 and 2015.

27. INCOME TAX EXPENSES *(Continued)*

(d) PRC withholding tax ("WHT")

According to the applicable PRC tax regulations, dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived after 1 January 2008 are generally subject to a 10% WHT. 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%.

(e) Tax reconciliation

The tax on the Group's profit before tax differ from the theoretical amount that would arise using the weighted average tax rate applicable to profits of consolidated entities in the respective jurisdictions as follows:

	2016 **RMB'000**	2015 RMB'000
Profit before income tax	**238,761**	420,110
Add/(less): Share of loss/(profit) of associates	**2,008**	(7,478)
	240,769	412,632
Tax calculated at a tax rate of 25% (2015: 25%)	**60,192**	103,158
Tax effects of:		
– Tax concession on assessable profits of Boyaa Shenzhen and Boyaa PRC	**(2,453)**	(19,669)
– Different tax rates available to different subsidiaries of the Group	**(20,914)**	(23,908)
– Expenses not deductible for tax purposes	**611**	6,183
– Tax losses for which no deferred income tax asset was recognised	**–**	4,086
– Income not subject to tax	**(514)**	(427)
– Effect of Super Deduction	**(9,432)**	(5,950)
Income tax expenses	**27,490**	63,473

28. EARNINGS PER SHARE

(a) Basic

Basic earnings per ordinary share is calculated by dividing the profit of the Group attributable to the owners of the Company by the weighted average number of ordinary shares in issue during the year, excluding ordinary shares held for the RSU Scheme which are treated as treasury shares.

	2016 **RMB'000**	2015 RMB'000
Profit attributable to owners of the Company	**211,271**	357,799
Weighted average number of ordinary shares in issue (thousand shares)	**676,834**	704,147
Basic earnings per share (expressed in RMB cents per share)	**31.21**	50.81

(b) Diluted

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 years ended 31 December 2015 and 2016, the Company had two categories of dilutive potential ordinary shares, share options and RSUs. A calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Company's shares) based on the monetary value of the subscription rights attached to the outstanding share options and RSUs. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options and RSUs.

	2016 **RMB'000**	2015 RMB'000
Profit used to determine diluted earnings per share	**211,271**	357,799
Weighted average number of ordinary shares in issue (thousand shares)	**676,834**	704,147
Adjustment for RSUs (thousand shares)	**35,675**	20,232
Adjustment for share options (thousand shares)	**1,282**	2,155
Weighted average number of ordinary shares in issue (thousand shares)	**713,791**	726,534
Diluted earnings per share (expressed in RMB cents per share)	**29.60**	49.25

29. DIVIDENDS

The Board did not declare final and interim dividends during 2016 and 2015.

A final dividend in respect of the year ended 31 December 2014 of RMB0.059 per share (equivalent to HKD0.075 per share) was proposed pursuant to a resolution passed by the Board on 11 March 2015 and approved by the shareholders at the annual general meeting held on 14 May 2015. Such dividend, amounted to approximately HKD57,254,000 (equivalent to approximately RMB45,122,000), was paid in June 2015.

30. CASH GENERATED FROM OPERATIONS

	Note	**2016 RMB'000**	2015 RMB'000
Profit before tax		**238,761**	420,110
Adjustments for:			
– Depreciation of property, plant and equipment	(6)	**9,091**	7,362
– Amortisation of intangible assets	(7)	**1,650**	2,218
– (Gain)/loss on disposals of property, plant and equipment	(25)	**(1)**	39
– Impairment loss of fair value of available-for-sale financial assets	(23)	**68,548**	–
– Share-based payments	(24)	**21,546**	23,089
– Gain on disposal of an associate	(25)	**(695)**	(212,937)
– Unrealised fair value gain on financial assets at fair value through profit or loss	(25)	**(38,332)**	(17,310)
– Return on short-term investments	(25)	**(964)**	(4,197)
– Gains arising from partial disposal of an associate	(25)	**–**	(175)
– Dilution gains arising from deemed disposal of investment in certain associate	(25)	**–**	(1,407)
– Gain on disposal of subsidiaries	(25)	**–**	(1,707)
– Loss/(gain) on disposal of available-for-sale financial assets	(25)	**71**	(250)
– Share of loss/(profit) of associates	(10)	**2,008**	(7,478)
– Interest income	(26)	**(28,900)**	(40,545)
– Foreign exchange losses/(gains), net		**1,713**	(6,177)
		274,496	160,635
Changes in working capital: (excluding the effects of acquisition and disposal of subsidiaries):			
– Trade receivables		**4,583**	16,497
– Prepayments and other receivables		**1,741**	1,780
– Trade and other payables		**(11,688)**	(14,216)
– Deferred revenue		**(2,089)**	(1,464)
Cash generated from operations		**267,043**	163,232

30. CASH GENERATED FROM OPERATIONS *(Continued)*

In the consolidated statement of cash flows, proceeds from disposals of property, plant and equipment comprise:

	2016 **RMB'000**	2015 RMB'000
Net book amount (Note 6)	**51**	73
Gain/(loss) on disposals (Note 25)	**1**	(39)
Proceeds from disposals	**52**	34

31. SIGNIFICANT RELATED PARTY TRANSACTION

Save as disclosed in other notes, the following significant transactions were carried out between the Group and its related parties for the years ended 31 December 2016 and 2015. In the opinion of the directors of the Company, the related party transactions were carried out in the normal course of business and at terms negotiated between the Group and the respective related parties.

(a) Transactions with related parties:

	2016 **RMB'000**	2015 RMB'000
Advertising expenses paid/payable to an associate:		
Shenzhen Gangyun Technology Co., Ltd. ("**Gangyun**")	**4**	3,745
Commission expenses paid/payable to an associate:		
Chengdu Boyu Interactive Technology Co., Ltd. ("**Chengdu Boyu**")	**3,099**	–
Loans to associates:		
Easething	**2,000**	1,000
Jisiwei	**2,000**	–

The above loans are unsecured and bear interest at the rates ranging from 3.5% to 4.35% per annum.

31. SIGNIFICANT RELATED PARTY TRANSACTION *(Continued)*

(b) Balances with related parties

Amounts due from associates included in "other receivables":

	2016 **RMB'000**	2015 RMB'000
Easething	**2,000**	1,000
Jisiwei	**2,000**	–

Amount due from related company included in "other receivables":

	2016 **RMB'000**	2015 RMB'000
Shenzhen Chun Lei Dong Fang Technology Co., Ltd ("**Chun Lei**") (Note)	**300**	–

Amounts due to associates included in "other payables":

	2016 **RMB'000**	2015 RMB'000
Gangyun	**–**	2,292
Chengdu Boyu	**1,408**	–

Note: During the year ended 31 December 2016, the Group made an temporary advance of RMB300,000 (2015:Nil) to Chun Lei, a company controlled by Mr. Zhang Wei, an executive director of the Company. The amount due from Chun Lei was unsecured, interest-free and repayable on demand.

32. COMMITMENTS

(a) Capital commitments

Capital commitments as at 31 December 2016 are analysed as follows:

	2016 **RMB'000**	2015 RMB'000
Contracted:		
Purchase of buildings for office use	**–**	11,332
Investment in a limited partnership	**300,000**	–

(b) Operating lease commitments

The Group leases servers and office buildings under non-cancellable operating lease agreements. The lease terms are between 1 to 5 years, and majority of lease agreements are renewable at the end of the lease period at market rate.

The Group's future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	2016 **RMB'000**	2015 RMB'000
Not later than 1 year	**10,381**	8,957
Later than 1 year and not later than 5 years	**3,626**	11,432
	14,007	20,389

33. CONTINGENCIES

The Group had no material contingent liabilities outstanding as at 31 December 2016 and 2015.

34. BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

Balance sheet of the Company

	As at December	
	2016	2015
	RMB'000	RMB'000
ASSETS		
Non-current assets		
Interests in subsidiaries	**706,177**	621,315
Available-for-sale financial assets	**–**	869
	706,177	622,184
Current assets		
Preapyments and other receivables	**940**	4,655
Term deposits	**33,959**	33,000
Cash and cash equivalents	**9,875**	31,610
	44,774	69,265
Total assets	**750,951**	691,449
EQUITY AND LIABILITIES		
Equity		
Share capital	**248**	248
Share premium	**609,826**	590,113
Share held for RSU Scheme	**(17)**	(18)
Reserves (Note (a))	**164,043**	121,789
Accumulated losses (Note (a))	**(27,421)**	(24,635)
Total equity	**746,679**	687,497
Liabilities		
Current liabilities		
Amounts due to subsidiary	**4,178**	3,914
Other payables	**94**	38
	4,272	3,952
Total liabilities	**4,272**	3,952
Total equity and liabilities	**750,951**	691,449

The balance sheet of the Company was approved and authorised for issue by the Board of Directors on 28 March 2017 and was signed on its behalf by:

Zhang Wei	**Dai Zhikang**
Director	*Director*

34. BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY *(Continued)*

(a) Reserves and accumulated losses movement of the Company

	Currency translation differences RMB'000	Share-based compensation reserve RMB'000 (Note 20)	Other reserves RMB'000	Accumulated losses RMB'000
At 1 January 2015	(311)	83,071	(17,811)	(21,465)
Loss for the year	–	–	–	(3,170)
Employee share option and RSU scheme				
– value of employee services	–	23,089	–	–
Change in fair value of available-for-sale financial assets	–	–	110	–
Reclassification of changes in fair value of available-for-sale financial assets to profit or loss upon disposal, net of tax	–	–	(258)	–
Currency translation differences	33,899	–	–	–
At 31 December 2015	33,588	106,160	(17,959)	(24,635)
At 1 January 2016	**33,588**	**106,160**	**(17,959)**	**(24,635)**
Loss for the year	**–**	**–**	**–**	**(2,786)**
Employee share option and RSU scheme				
– value of employee services	**–**	**21,546**	**(44)**	**–**
– exercised and lapsed of share options and RSUs	**–**	**(18,652)**	**–**	**–**
Change in fair value of available-for-sale financial assets	**–**	**–**	**(81)**	**–**
Currency translation differences	**39,485**	**–**	**–**	**–**
At 31 December 2016	**73,073**	**109,054**	**(18,084)**	**(27,421)**

35. BENEFITS AND INTERESTS OF DIRECTORS

Directors' emoluments

The remuneration of each director for the year ended 31 December 2016 is set out below:

Name of director		Fees RMB'000	Salaries, allowance and benefits RMB'000	Discretionary bonuses RMB'000	Employer's contribution to a retirement benefit scheme RMB'000	Share-based compensation expenses RMB'000	Total RMB'000
Mr. Zhang Wei	(i)	–	1,412	118	9	–	1,539
Mr. Dai Zhikang	(ii)	–	–	–	–	–	–
Mr. Gao Shaofei	(v)	93	–	–	–	–	93
Mr. Cheung Ngai Lam	(vi)	268	–	–	–	–	268
Mr. Choi Hong Keung Simon	(vii)	224	–	–	–	–	224
Mr. You Caizhen	(viii)	80	–	–	–	–	80

The remuneration of each director for the year ended 31 December 2015 is set out below:

Name of director		Fees RMB'000	Salaries, allowance and benefits RMB'000	Discretionary bonuses RMB'000	Employer's contribution to a retirement benefit scheme RMB'000	Share-based compensation expenses RMB'000	Total RMB'000
Mr. Zhang Wei	(i)	–	1,410	118	11	–	1,539
Mr. Dai Zhikang	(ii)	–	–	–	–	–	–
Mr. Gao Junfeng	(iii)	–	673	–	6	863	1,542
Mr. Zhou Kui	(iv)	–	–	–	–	–	–
Mr. Gao Shaofei	(v)	162	–	–	–	–	162
Mr. Cheung Ngai Lam	(vi)	242	–	–	–	–	242
Mr. Choi Hong Keung Simon	(vii)	201	–	–	–	–	201

(i) Mr. Zhang Wei was appointed on 14 June 2010. He is also the chief executive officer of the Group.

(ii) Mr. Dai Zhikang was appointed on 19 August 2013.

(iii) Mr. Gao Junfeng was appointed on 23 October 2013 and resigned on 1 July 2015.

(iv) Mr. Zhou Kui was appointed on 7 January 2013 and resigned on 14 May 2015.

(v) Mr. Gao Shafei was appointed on 25 October 2013 and resigned on 14 July 2016.

(vi) Mr. Cheung Ngai Lam was appointed on 25 October 2013.

(vii) Mr. Choi Hon Keung Simon was appointed on 25 October 2013.

(viii) Mr. You Caizhen was appointed on 14 July 2016.

Salaries, allowances and benefits in kind paid to or for the executive directors are generally entitlements paid or receivable in respect of those persons' other services in connection with the management of the affairs of the Company and its subsidiaries.

None of the directors waived or agreed to waive any emoluments during the year ended 31 December 2016 (2015: Nil). No emoluments were paid by the Group to any director as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended 31 December 2016 (2015: Nil).

Save as disclosed in Note 31 to the consolidated financial statements, no loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors subsisted at the end of the year or at any time during the year.