



NNK Group Limited

年年卡集團有限公司

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

Stock Code 股份代號：3773

INTERIM | 中期報告
REPORT | 2017

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Corporate Information

公司資料

BOARD OF DIRECTOR

Executive Directors

Mr. HUANG Junmou (*Chairman*)

Mr. YANG Hua (*Chief Executive Officer*)

Non-executive Directors

Mr. LI Xiangcheng

Mr. XU Xinhua

Mr. YU Zida

Independent Non-executive Directors

Mr. LIN Zhangxi

Mr. QIAN Haomin

Ms. ZHAO Jinlin

JOINT COMPANY SECRETARIES

Mr. WONG Wai Tung (appointed on 13 September 2017)

Ms. OUYANG Jiejiao (resigned on 13 September 2017)

Ms. WONG Wai Ling

AUTHORISED REPRESENTATIVES

Mr. HUANG Junmou

Ms. WONG Wai Ling

AUDIT COMMITTEE

Ms. ZHAO Jinlin (*Chairlady*)

Mr. QIAN Haomin

Mr. LIN Zhangxi

REMUNERATION COMMITTEE

Mr. LIN Zhangxi (*Chairman*)

Mr. HUANG Junmou

Ms. ZHAO Jinlin

NOMINATION COMMITTEE

Mr. HUANG Junmou (*Chairman*)

Ms. ZHAO Jinlin

Mr. QIAN Haomin

董事會

執行董事

黃俊謀先生(*主席*)

楊華先生(*首席執行官*)

非執行董事

李享成先生

許新華先生

喻子達先生

獨立非執行董事

林漳希先生

錢昊旻先生

趙晉琳女士

聯席公司秘書

王惟東先生(於二零一七年九月十三日獲委任)

歐陽戒驕女士(於二零一七年九月十三日辭任)

黃慧玲女士

授權代表

黃俊謀先生

黃慧玲女士

審核委員會

趙晉琳女士(*主席*)

錢昊旻先生

林漳希先生

薪酬委員會

林漳希先生(*主席*)

黃俊謀先生

趙晉琳女士

提名委員會

黃俊謀先生(*主席*)

趙晉琳女士

錢昊旻先生

REGISTERED OFFICE IN THE CAYMAN ISLANDS

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

6/F, 3 Building A Area
Internet Industry Base
Xixiang, Baoyuan Road
Baoan District, Shenzhen, PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

18/F Tesbury Centre
28 Queen's Road East
Wanchai, Hong Kong

PRINCIPAL SHARE REGISTRAR

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

HONG KONG SHARE REGISTRAR

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

開曼群島註冊辦事處

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

總部及中國主要營業地點

中國深圳市寶安區
西鄉寶源路
互聯網產業基地
A區3棟6層

香港主要營業地點

香港灣仔
皇后大道東28號
金鐘匯中心18樓

主要股份過戶登記處

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

香港證券登記處

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

Corporate Information

公司資料

LEGAL ADVISORS

As to Hong Kong law:

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

As to Cayman Islands law:

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

COMPLIANCE ADVISOR

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

AUDITOR

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

法律顧問

香港法律：

盛德國際律師事務所
香港
中環
金融街8號
國際金融中心二期39樓

開曼群島法律：

邁普達律師事務所
香港
皇后大道中99號
中環中心53樓

合規顧問

力高企業融資有限公司
香港
皇后大道中29號
華人行16樓1601室

核數師

德勤•關黃陳方會計師行
執業會計師
香港
金鐘道88號
太古廣場一座35樓

PRINCIPAL BANKERS

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

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

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

STOCK CODE

3773

COMPANY'S WEBSITE

www.nnk.com.hk

主要往來銀行

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

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

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

股份代號

3773

公司網站

www.nnk.com.hk

Management Discussion and Analysis

管理層討論及分析

The board (the “Board”) of directors (the “Directors”) of NNK Group Limited (the “Company”) hereby announce the unaudited consolidated interim results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 June 2017, together with the comparative figures for the corresponding period in 2016.

BUSINESS REVIEW

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

The mobile top-up service industry remained competitive in the first half of 2017. The Group experienced both declines in mobile top-up requests through its channel partners and average discount rate received from the PRC telecommunication operators and their distributors. Total revenue of the Group decreased by approximately 41.0% to approximately RMB50.8 million for the six months ended 30 June 2017 from approximately RMB86.1 million for the six months ended 30 June 2016, mainly due to declines in the number of mobile top-up requests processed by 007ka top-up platform and the average discount rate received from the PRC telecommunication operators and their distributors. The number of mobile top-up requests processed by 007ka top-up platform was approximately 71.4 million for the six months ended 30 June 2017, representing a decrease of approximately 15.9% as compared with approximately 85.0 million for the six months ended 30 June 2016. The gross transaction value with mobile users decreased by approximately 29.5% to approximately RMB5,888.5 million for the six months ended 30 June 2017 from approximately RMB8,346.1 million for the six months ended 30 June 2016.

年卡集團有限公司(「本公司」)董事(「董事」)會(「董事會」)謹此呈報本公司及其附屬公司(統稱為「本集團」)截至二零一七年六月三十日止六個月的未經審核綜合中期業績連同二零一六年同期的比較數字。

業務回顧

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

於二零一七年上半年，手機話費充值服務行業保持競爭力。本集團通過渠道合作夥伴收到的手機話費充值請求以及從中國電信運營商及其分銷商獲得的平均折扣率同時下降。本集團總收益由截至二零一六年六月三十日止六個月約人民幣86.1百萬元減少約41.0%至截至二零一七年六月三十日止六個月約人民幣50.8百萬元，主要是由於007ka話費充值平台所處理的手機話費充值要求數目及從中國電信運營商及其分銷商獲得的平均折扣率減少所致。截至二零一七年六月三十日止六個月，007ka話費充值平台所處理的手機話費充值要求數目為約71.4百萬宗，較截至二零一六年六月三十日止六個月約85.0百萬宗減少約15.9%。與手機用戶的交易總值由截至二零一六年六月三十日止六個月約人民幣8,346.1百萬元減少約29.5%至截至二零一七年六月三十日止六個月約人民幣5,888.5百萬元。

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Despite the intensified competition, the Group endeavours to expand its user base by expanding its bank network and offline channel partners. As at 30 June 2017, the Group had cooperative relationships with 63 PRC banks, including five largest state-owned commercial banks and 10 of 12 nation-wide joint stock commercial banks, as compared with 50 PRC banks as at 30 June 2016. The Group collaborated with approximately 49,900 offline channel partners as at 30 June 2017, as compared with approximately 49,000 offline channel partners as at 30 June 2016. In addition, the Group will continue to expand its data usage top-up service offering on the back of growing demand of data usage top-up service in the PRC. In the first half of 2017, the gross transaction value of data usage top-up services through the Group's channel partners increased by approximately 41.2% to approximately RMB9.5 million for the six months ended 30 June 2017 from approximately RMB6.7 million for the corresponding period in 2016.

The management made great effort to optimise the Group's operation structure through various cost-cutting measures. Costs incurred on administrative expenses and finance costs decreased by approximately 12.2% and 31.7%, respectively, for the six months ended 30 June 2017 when compared with the corresponding period in 2016, however, due to the decline of Group's total revenue, profit and total comprehensive income of the Group decreased by approximately 84.6% to approximately RMB3.0 million for the six months ended 30 June 2017 from approximately RMB19.3 million for the six months ended 30 June 2016.

儘管競爭加劇，本集團通過擴充銀行網絡及線下渠道合作夥伴以努力擴大用戶基礎。於二零一七年六月三十日，本集團與63家國內銀行（包括五大國有商業銀行及12家全國性股份制商業銀行的其中10家）有合作關係，較二零一六年六月三十日的50家國內銀行有所增加。於二零一七年六月三十日，本集團與約49,900名線下渠道合作夥伴進行合作，而於二零一六年六月三十日則約為49,000名線下渠道合作夥伴。此外，隨著中國國內對數據流量充值服務的需求日增，本集團將繼續擴展數據流量充值服務範圍。於二零一七年上半年，透過本集團渠道合作夥伴提供數據流量充值服務所得交易總值由截至二零一六年六月三十日止六個月約人民幣6.7百萬元增加約41.2%至二零一七年同期約人民幣9.5百萬元。

管理層盡極大努力通過多種成本削減措施優化本集團經營結構。截至二零一七年六月三十日止六個月行政開支所產生費用及融資成本所產生費用較二零一六年同期分別減少約12.2%及31.7%，然而，由於本集團總收益減少，本集團溢利及總全面收益由截至二零一六年六月三十日止六個月約人民幣19.3百萬元減少約84.6%至截至二零一七年六月三十日止六個月約人民幣3.0百萬元。

Management Discussion and Analysis

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OUTLOOK

The emerging of e-commerce platforms providing mobile top-up service is impacting the Group's mobile top-up service on electronic banking systems and offline channels. The management of the Group believes that it brings both challenges and opportunities to the Company's business. Facing with the challenges, the Group will base on its extensive experiences and competitive advantages in the mobile top-up service industry to enhance cooperation with PRC banks and expand the Company's service offerings in existing channels, in order to maintain the leading position in the industry. Moreover, the Group will actively seek for opportunities to cooperate with the leading internet companies and e-commerce companies and strive for the market share in those e-commerce channels. The Group will also continue to strengthen its research and development capabilities, reinforce the core competitiveness and optimise the Group's cost structure to provide greater returns to shareholders of the Company (the "Shareholders").

FINANCIAL REVIEW

Revenue

For the six months ended 30 June 2017, the Group recorded a revenue of approximately RMB50.8 million, representing a decrease of approximately 41.0% as compared with approximately RMB86.1 million for the corresponding period in 2016. The decrease was primarily due to the decrease in mobile top-up requests through Group's channel partners, and the decline of average discount rate received from the PRC telecommunication operators and their distributors.

展望

提供手機話費充值服務的電子商務平台的出現正影響本集團在電子銀行系統及線下渠道的手機話費充值服務。本集團管理層相信其同時為本公司業務帶來挑戰及機遇。面對挑戰，本集團將基於其在手機話費充值服務行業的豐富經驗及競爭優勢加強與國內銀行合作及擴大本公司在現有渠道的服務範圍，以維持在行業內的領先地位。此外，本集團將積極尋求機會與領先的互聯網公司及電子商務公司進行合作並致力於佔有在該等電子商務渠道的市場份額。本集團亦將繼續鞏固其研發能力，強化核心競爭力及優化本集團成本結構，為本公司股東（「股東」）帶來更大回報。

財務回顧

收益

截至二零一七年六月三十日止六個月，本集團錄得收益約人民幣50.8百萬元，較二零一六年同期約人民幣86.1百萬元減少約41.0%。減少主要由於通過本集團渠道合作夥伴提出的手機話費充值請求減少，亦由於從中國電信運營商及其分銷商獲得的平均折扣率下降。

Gross Transaction Value with Mobile Users

The gross transaction value with mobile users decreased by approximately 29.5% to approximately RMB5,888.5 million for the six months ended 30 June 2017 from approximately RMB8,346.1 million for the six months ended 30 June 2016. The decrease was mainly due to the decline in mobile top-up requests through the Group's channel partners. As at 30 June 2017, the gross transaction value via electronic banking systems decreased by approximately 34.7% to approximately RMB3,282.1 million for the six months ended 30 June 2017 from approximately RMB5,029.3 million for the six months ended 30 June 2016. The gross transaction value through offline channels down by approximately 64.5% to approximately RMB354.5 million for the six months ended 30 June 2017 from approximately RMB999.6 million for the six months ended 30 June 2016. The gross transaction value through other channels including third-party online platforms, the Company's own websites and Wechat public account decreased by approximately 2.8% to approximately RMB2,251.9 million for the six months ended 30 June 2017 from approximately RMB2,317.2 million for the six months ended 30 June 2016.

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

The average discount rate that the Company received from the PRC telecommunication operators, their distributors and other channels decreased from approximately 1.1% for the six months ended 30 June 2016 to approximately 0.8% for the six months ended 30 June 2017. The gross transaction value with the PRC telecommunication operators, their distributors and other channels decreased by approximately 29.3% for the six months ended 30 June 2017 as compared to the six months ended 30 June 2016, which was in line with the decrease in the gross transaction value with mobile users.

與手機用戶的交易總值

與手機用戶的交易總值由截至二零一六年六月三十日止六個月的約人民幣8,346.1百萬元減少約29.5%至截至二零一七年六月三十日止六個月的約人民幣5,888.5百萬元。減少乃主要由於通過本集團渠道合作夥伴提出的手機話費充值請求減少。於二零一七年六月三十日，通過電子銀行系統的交易總值由截至二零一六年六月三十日止六個月的約人民幣5,029.3百萬元減少約34.7%至截至二零一七年六月三十日止六個月的約人民幣3,282.1百萬元。通過線下渠道的交易總值由截至二零一六年六月三十日止六個月的約人民幣999.6百萬元減少約64.5%至截至二零一七年六月三十日止六個月的約人民幣354.5百萬元。通過其他渠道(包括第三方網上平台、本集團自有網站及微信公眾號)的交易總值由截至二零一六年六月三十日止六個月的約人民幣2,317.2百萬元減少約2.8%至截至二零一七年六月三十日止六個月的約人民幣2,251.9百萬元。

與中國電信運營商、其分銷商及其他渠道的交易總值

本集團獲中國電信運營商、其分銷商及其他渠道提供的平均折扣率由截至二零一六年六月三十日止六個月的約1.1%，降至截至二零一七年六月三十日止六個月的約0.8%。截至二零一七年六月三十日止六個月，與中國電信運營商、其分銷商及其他渠道的交易總值較截至二零一六年六月三十日止六個月減少約29.3%，這同與手機用戶的交易總值的減幅一致。

Management Discussion and Analysis

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Cost of Revenue

Cost of revenue decreased by approximately 37.5% to approximately RMB24.4 million for the six months ended 30 June 2017 from approximately RMB39.0 million for the six months ended 30 June 2016, primarily due to the decrease of gross transaction value with mobile users and the decline of commission fees charged by the Group's channel partners.

Gross Profit and Gross Profit Margin

As a result of foregoing, gross profit decreased by approximately 44.5% to approximately RMB25.4 million for the six months ended 30 June 2017 from approximately RMB45.7 million for the six months ended 30 June 2016.

The Group's overall gross profit margin decreased to approximately 50.0% for the six months ended 30 June 2017 from approximately 53.1% for the six months ended 30 June 2016, primarily attributable to the decline in average discount rate received from the PRC telecommunication operators and their distributors.

Other Income and Expenses

Other income and expenses decreased by approximately 38.6% to approximately RMB1.8 million for the six months ended 30 June 2017 from approximately RMB2.9 million for the six months ended 30 June 2016. The decrease in other income and expenses was primarily due to approximately RMB1.4 million unrealised net exchange losses from bank balances denominated in Hong Kong dollars as a result of the appreciation of Renminbi against Hong Kong dollars for the six months ended 30 June 2017.

收益成本

收益成本由截至二零一六年六月三十日止六個月的約人民幣39.0百萬元減少約37.5%至截至二零一七年六月三十日止六個月的約人民幣24.4百萬元，主要由於與手機用戶的交易總值下降及本集團渠道合作夥伴所收取的佣金費用減少所致。

毛利及毛利率

基於上述原因，毛利由截至二零一六年六月三十日止六個月的約人民幣45.7百萬元減少約44.5%至截至二零一七年六月三十日止六個月的約人民幣25.4百萬元。

本集團的整體毛利率由截至二零一六年六月三十日止六個月的約53.1%降至截至二零一七年六月三十日止六個月的約50.0%，主要歸因於從中國電信運營商及其分銷商處獲得的平均折扣率降低。

其他收入及開支

其他收入及開支由截至二零一六年六月三十日止六個月的約人民幣2.9百萬元減少約38.6%至截至二零一七年六月三十日止六個月的約人民幣1.8百萬元。其他收入及開支減少主要由於截至二零一七年六月三十日止六個月人民幣相對於港元升值導致以港元計值的銀行結餘產生的未變現匯兌虧損淨額約人民幣1.4百萬元。

Management Discussion and Analysis

管理層討論及分析

Distribution and Selling Expenses

Distribution and selling expenses decreased by approximately 19.2% to approximately RMB2.8 million for the six months ended 30 June 2017 from approximately RMB3.5 million for the six months ended 30 June 2016, primarily attributable to effective control of salaries and allowances of customer services employees.

Administration Expenses

Administration expenses decreased by approximately 12.2% to approximately RMB11.3 million for the six months ended 30 June 2017 from approximately RMB12.9 million for the six months ended 30 June 2016, primarily attributable to the cost cutting measures to reduce the general administrative expenses.

Research and Development Expenses

Research and development expenses decreased by approximately 12.9% to approximately RMB5.8 million for the six months ended 30 June 2017 from approximately RMB6.7 million for the six months ended 30 June 2016, primarily due to the decrease in depreciation of servers.

Finance Costs

Finance costs decreased by approximately 31.7% to approximately RMB4.1 million for the six months ended 30 June 2017 from approximately RMB5.9 million for the six months ended 30 June 2016, primarily due to the decrease in average bank borrowings as compared with the corresponding period in 2016.

Income Tax Expense

Income tax expense decreased by approximately 41.9% to approximately RMB0.3 million for the six months ended 30 June 2017 from approximately RMB0.4 million for the six months ended 30 June 2016, primarily due to the decrease in taxable income.

分銷及銷售開支

分銷及銷售開支由截至二零一六年六月三十日止六個月的約人民幣3.5百萬元減少約19.2%至截至二零一七年六月三十日止六個月的約人民幣2.8百萬元，主要因對客服僱員的薪金及津貼得到有效控制所致。

行政開支

行政開支由截至二零一六年六月三十日止六個月的約人民幣12.9百萬元減少約12.2%至截至二零一七年六月三十日止六個月的約人民幣11.3百萬元，主要歸因於採取成本削減措施以減少一般行政開支。

研發開支

研發開支由截至二零一六年六月三十日止六個月的約人民幣6.7百萬元減少約12.9%至截至二零一七年六月三十日止六個月的約人民幣5.8百萬元，主要由於服務器折舊減少。

財務成本

財務成本由截至二零一六年六月三十日止六個月的約人民幣5.9百萬元減少約31.7%至截至二零一七年六月三十日止六個月的約人民幣4.1百萬元，主要由於平均銀行借款較二零一六年同期減少。

所得稅開支

所得稅開支由截至二零一六年六月三十日止六個月的約人民幣0.4百萬元減少約41.9%至截至二零一七年六月三十日止六個月的約人民幣0.3百萬元，主要由於應課稅收入減少。

Management Discussion and Analysis

管理層討論及分析

Profit for the Period attributable to Owners of the Company

As a result of the cumulative effects of foregoing, profit for the period attributable to owners of the Company decreased by approximately 84.6% to approximately RMB3.0 million for the six months ended 30 June 2017 from approximately RMB19.3 million for the six months ended 30 June 2016.

Liquidity, Financial Resources and Capital Structure

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

As at 30 June 2017, cash and cash equivalents of the Group was approximately RMB175.0 million, as compared with approximately RMB124.7 million as at 31 December 2016. The Group reported net current assets of approximately RMB224.8 million as at 30 June 2017, as compared with approximately RMB230.1 million as at 31 December 2016. The Group's current ratio was approximately 2.12 as at 30 June 2017, as compared with approximately 2.35 as at 31 December 2016.

The bank borrowings of the Group increased by 55% to RMB124.0 million as at 30 June 2017 from RMB80.0 million as at 31 December 2016. As at 30 June 2017, the total bank borrowings, being interest-bearing bank borrowings which are dominated in Renminbi, carried interest rates ranging from 4.35% to 5.66% (31 December 2016: 4.35% to 4.79%) per annum and are repayable in one year.

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

本公司擁有人應佔期內溢利

基於上述各種原因的累積效應，本公司擁有人應佔期內溢利由截至二零一六年六月三十日止六個月的約人民幣19.3百萬元減少約84.6%至截至二零一七年六月三十日止六個月的約人民幣3.0百萬元。

流動資金、財務資源及資本結構

本集團的營運資金由經營活動所得現金、銀行貸款及全球發售所得款項撥付。

於二零一七年六月三十日，本集團的現金及現金等價物約為人民幣175.0百萬元，而於二零一六年十二月三十一日約為人民幣124.7百萬元。於二零一七年六月三十日，本集團呈報的流動資產淨值約為人民幣224.8百萬元，而於二零一六年十二月三十一日約為人民幣230.1百萬元。於二零一七年六月三十日，本集團的流動比率約為2.12，而於二零一六年十二月三十一日約為2.35。

本集團的銀行借款由二零一六年十二月三十一日的人民幣80.0百萬元增加55%至二零一七年六月三十日的人民幣124.0百萬元。於二零一七年六月三十日，總銀行借款(以人民幣計值的附息銀行借款)按介乎每年4.35%至5.66%的利率計息(二零一六年十二月三十一日：4.35%至4.79%)並須於一年內償還。

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

Management Discussion and Analysis

管理層討論及分析

Gearing Ratio

As at 30 June 2017, the gearing ratio (calculated by dividing bank borrowings by total equity as at the end of the period) of the Group increased to approximately 0.55 from approximately 0.34 as at 31 December 2016, primarily attributable to the increase in bank borrowings and decrease in total equity of the Group due to the declaration of final dividend for the year ended 31 December 2016 during the six months ended 30 June 2017.

Capital Expenditure

For the six months ended 30 June 2017, the Group had capital expenditure of approximately RMB0.1 million, as compared with approximately RMB0.6 million for the six months ended 30 June 2016. The expenditure was mainly related to the acquisition of property, plant and equipment for replacement in daily operations.

Significant Investment

As at 30 June 2017, the Group did not have any significant investment.

Capital Commitments and Operating Lease Commitments

As at 30 June 2017, the Group did not have any material capital commitments. As at 30 June 2017, the Group's operating lease commitments amounted to approximately RMB0.3 million, as compared with approximately RMB0.6 million as at 31 December 2016.

負債比率

本集團的負債比率(按銀行借款除以期末總權益計算)由二零一六年十二月三十一日的約0.34增加至二零一七年六月三十日的約0.55，主要歸因於本集團的銀行借款增加及因於截至二零一七年六月三十日止六個月內宣派截至二零一六年十二月三十一日止年度末期股息導致總權益減少。

資本開支

與截至二零一六年六月三十日止六個月的約人民幣0.6百萬元比較，截至二零一七年六月三十日止六個月，本集團的資本開支約為人民幣0.1百萬元。有關開支主要關於在日常營運中購置物業、廠房及設備以作更換。

重大投資

於二零一七年六月三十日，本集團並無任何重大投資。

資本承擔及經營租賃承擔

於二零一七年六月三十日，本集團並無任何重大資本承擔。與二零一六年十二月三十一日的約人民幣0.6百萬元比較，於二零一七年六月三十日，本集團的經營租賃承擔約為人民幣0.3百萬元。

Management Discussion and Analysis

管理層討論及分析

Foreign Exchange Risk

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

Charges on Assets

As at 30 June 2017, the Group did not have any asset charges.

Contingent Liabilities and Guarantees

As at 30 June 2017, the Group did not have any significant contingent liabilities and guarantees.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

There was no specific plan for material investments or capital assets as at 30 June 2017.

MATERIAL ACQUISITIONS OR DISPOSALS

During the six months ended 30 June 2017, there was no material acquisition or disposal of subsidiaries and associated companies by the Group.

INTERIM DIVIDENDS

The Board did not recommend the payment of interim dividend for the six months ended 30 June 2017 (for the six months ended 30 June 2016: nil).

外匯風險

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

抵押資產

於二零一七年六月三十日，本集團並無任何抵押資產。

或然負債及擔保

於二零一七年六月三十日，本集團並無任何重大或然負債及擔保。

有關重大投資或資本資產的未來計劃

於二零一七年六月三十日，並無有關重大投資或資本資產的任何具體計劃。

重大收購或出售

於截至二零一七年六月三十日止六個月，本集團並無進行附屬公司及聯營公司的重大收購或出售。

中期股息

董事會不建議就截至二零一七年六月三十日止六個月派付中期股息(截至二零一六年六月三十日止六個月：無)。

Management Discussion and Analysis

管理層討論及分析

EMPLOYMENT AND REMUNERATION POLICY

As at 30 June 2017, the Group had 146 full-time employees. Total staff cost (including Director's remuneration) was approximately RMB10.9 million for the six months ended 30 June 2017, as compared with approximately RMB12.5 million for the six months ended 30 June 2016. All employees have joined the state-managed retirement benefits schemes which are classified as defined contribution plans. The Group believes that employees are one of its most important assets and the Group strives to offer a competitive remuneration to its employees. The Group has recruited and promoted individuals based on merit and their development potentials. Remuneration package offered to all employees including Directors is determined with reference to their performance, qualifications, experience and the prevailing salary levels in the market. The Group has provided training opportunities for its employees in order to enhance their qualifications and equip them with necessary skills.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed herein, there was no other significant events that might affect the Group since the end of the six months ended 30 June 2017.

僱傭及薪酬政策

於二零一七年六月三十日，本集團共有146名全職僱員。截至二零一七年六月三十日止六個月，員工成本總額(包括董事酬金)約為人民幣10.9百萬元，而截至二零一六年六月三十日止六個月約為人民幣12.5百萬元。所有僱員已參與國家管理退休福利計劃(分類為界定供款計劃)。本集團相信僱員乃其最重要資產之一，故本集團致力為其僱員提供具競爭力的薪酬。本集團已按個人的在職表現及發展潛力招聘及晉升僱員。全體僱員(包括董事)的薪酬待遇經參考彼等的表現、資歷、經驗及市場當時的薪金水平釐定。本集團已向其僱員提供培訓機會，以提升其資歷及協助彼等掌握所需技能。

報告期後事項

除本公告所披露者外，截至二零一七年六月三十日止六個月完結後並無可能影響本集團的任何其他重大事項。

Other Information 其他資料

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

During the six months ended 30 June 2017, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") as its code of conduct regarding Director's securities transactions. Specific enquiries have been made to all Directors and the Directors have confirmed that they have complied with the required standard of dealing as set out in the Model Code during the six months ended 30 June 2017.

CORPORATE GOVERNANCE CODE

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

The Company has complied with all the applicable code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 to the Listing Rules during the six months ended 30 June 2017. The Company will continue to review the current corporate governance structure from time to time and shall make necessary changes when appropriate and report to Shareholders accordingly.

購買、出售或贖回本公司上市證券

於截至二零一七年六月三十日止六個月，本公司及其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

董事進行證券交易的標準守則

本公司已採納香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事進行證券交易的操守準則。已向全體董事進行特別查詢而董事均已確認彼等已於截至二零一七年六月三十日止六個月遵守標準守則所載的買賣規定標準。

企業管治守則

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

於截至二零一七年六月三十日止六個月，本公司已遵守上市規則附錄十四所載企業管治守則(「企業管治守則」)的所有適用守則條文。本公司將繼續不時檢討現有企業管治架構並適時作出必要調整並向股東匯報。

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

As at 30 June 2017, the interests or short positions of the Directors or chief executives of the Company in the shares of the Company (the "Shares"), underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept under section 352 of SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long Position in the ordinary shares of the Company

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

Notes:

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

董事及最高行政人員於股份、相關股份及債權證中的權益及淡倉

於二零一七年六月三十日，董事或本公司最高行政人員於本公司股份（「股份」）、本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的相關股份及債權證中擁有根據證券及期貨條例第352條記錄於該條所規定存置的登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉如下：

於本公司普通股的好倉

附註：

- (1) 黃俊謀先生實益擁有 Fun Charge Technology Limited（「Fun Charge Technology」）的全部股本。根據證券及期貨條例，黃俊謀先生被視為於 Fun Charge Technology 持有的 94,500,000 股股份中擁有權益。
- (2) 楊華先生實益擁有 Happy Charge Technology Limited（「Happy Charge Technology」）的全部股本。根據證券及期貨條例，楊華先生被視為於 Happy Charge Technology 持有的 63,000,000 股股份中擁有權益。

Other Information 其他資料

- (3) Mr. Li Xiangcheng beneficially owns 100% of the share capital of Cool Charge Technology Limited ("Cool Charge Technology"). By virtue of the SFO, Mr. Li Xiangcheng is deemed to be interested in 56,100,000 Shares held by Cool Charge Technology.
- (4) Mr. Xu Xinhua beneficially owns 100% of the share capital of Enjoy Charge Technology Limited ("Enjoy Charge Technology"). By virtue of the SFO, Mr. Xu Xinhua is deemed to be interested in 26,400,000 Shares held by Enjoy Charge Technology.
- (5) The percentage of shareholding was calculated based on the Company's total issued share capital of 415,000,000 Shares as at 30 June 2017.
- (3) 李享成先生實益擁有 Cool Charge Technology Limited (「Cool Charge Technology」) 的全部股本。根據證券及期貨條例，李享成先生被視為於 Cool Charge Technology 持有的 56,100,000 股股份中擁有權益。
- (4) 許新華先生實益擁有 Enjoy Charge Technology Limited (「Enjoy Charge Technology」) 的全部股本。根據證券及期貨條例，許新華先生被視為於 Enjoy Charge Technology 持有的 26,400,000 股股份中擁有權益。
- (5) 股權百分比乃按於二零一七年六月三十日本公司全部已發行股本 415,000,000 股股份計算。

Save as disclosed above, as at 30 June 2017, none of the Directors and chief executives of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一七年六月三十日，董事及本公司最高行政人員概無於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有或視為擁有根據證券及期貨條例第352條記錄於該條所規定存置的登記冊的任何權益或淡倉，或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

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

As at 30 June 2017, to the best knowledge of the Directors, the interests or short positions of the persons, other than the Directors or chief executives of the Company, in the Shares or underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long positions in the ordinary shares of the Company

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

Notes:

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

主要股東於股份及相關股份的權益及淡倉

於二零一七年六月三十日，據董事所知，董事或本公司最高行政人員以外人士於股份或相關股份中擁有根據證券及期貨條例第336條記錄於須由本公司存置的登記冊的權益或淡倉如下：

於本公司普通股的好倉

Number of Shares or Securities held 持有股份 或證券數目	Approximate Percentage of Issued Share Capital ⁽⁶⁾ 佔已發行股本 概約百分比 ⁽⁶⁾
94,500,000	22.77%
63,000,000	15.18%
56,100,000	13.52%
60,000,000	14.46%
60,000,000	14.46%
26,400,000	6.36%

附註：

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

Other Information 其他資料

- (3) Mr. Li Xiangcheng is the director and beneficially owns 100% of the share capital of Cool Charge Technology. By virtue of the SFO, Mr. Li Xiangcheng is deemed to be interested in 56,100,000 Shares held by Cool Charge Technology.
- (4) Mr. Huang Shaowu is the director and beneficially owns 100% of the share capital of China Charge Technology Limited (“**China Charge Technology**”). By virtue of the SFO, Mr. Huang Shaowu is deemed to be interested in 60,000,000 Shares held by China Charge Technology.
- (5) Mr. Xu Xinhua is the director and beneficially owns 100% of the share capital of Enjoy Charge Technology. By virtue of the SFO, Mr. Xu Xinhua is deemed to be interested in 26,400,000 Shares held by Enjoy Charge Technology.
- (6) The percentage of shareholding was calculated based on the Company’s total issued share capital of 415,000,000 Shares as at 30 June 2017.
- (3) 李享成先生為董事並實益擁有 Cool Charge Technology 的全部股本。根據證券及期貨條例，李享成先生被視為於 Cool Charge Technology 持有的 56,100,000 股股份中擁有權益。
- (4) 黃紹武先生為董事並實益擁有 China Charge Technology Limited (「**China Charge Technology**」) 的全部股本。根據證券及期貨條例，黃紹武先生被視為於 China Charge Technology 持有的 60,000,000 股股份中擁有權益。
- (5) 許新華先生為董事並實益擁有 Enjoy Charge Technology 的全部股本。根據證券及期貨條例，許新華先生被視為於 Enjoy Charge Technology 持有的 26,400,000 股股份中擁有權益。
- (6) 股權百分比乃按於二零一七年六月三十日本公司全部已發行股本 415,000,000 股股份計算。

Save as disclosed herein, as at 30 June 2017, the Directors were not aware of any person (other than the Directors and chief executive of the Company) who had an interest and short position in Shares or underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO.

除本中期報告所披露者外，於二零一七年六月三十日，董事並不知悉任何人士（董事及本公司最高行政人員除外）於股份或相關股份中擁有根據證券及期貨條例第 336 條記錄於須由本公司存置的登記冊的權益及淡倉。

DIRECTOR'S INTEREST IN A COMPETING BUSINESS

During the six months ended 30 June 2017 and up to the date of this interim report, none of the Directors or their respective associates (as defined in the Listing Rules) had any interest in any business which were in competition or were likely to compete, either directly or indirectly with the Group's business which needs to be disclosed pursuant to Rule 8.10 of the Listing Rules.

SHARE OPTION SCHEME

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

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

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

Subject to the terms and conditions of the Scheme, the maximum number of Shares in respect of which Options may be granted under the Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of Shares issued on 7 January 2016, being 40,000,000 Shares, representing approximately 9.64% of the Company's issued share capital as at the date of this interim report, excluding for this purpose Shares which would have been issuable pursuant to Options which have lapsed in accordance with the terms of the Scheme (or any other share option schemes of the Company).

董事於競爭業務中的權益

截至二零一七年六月三十日止六個月及直至本中期報告日期，董事或彼等各自的聯繫人(定義見上市規則)概無直接或間接於與本集團業務競爭或可能競爭的任何業務中擁有任何權益而須根據上市規則第8.10條予以披露。

購股權計劃

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

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

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

在計劃的條款及條件規限下，根據計劃及本公司任何其他購股權計劃可能授出的購股權所涉及的股份數目上限，合共不得超過於二零一六年一月七日已發行股份總數的10%，即40,000,000股股份(佔本中期報告日期本公司已發行股本約9.64%)，就此而言不包括根據計劃(或本公司任何其他購股權計劃)的條款已失效的購股權本應可發行的股份。

Other Information 其他資料

Subject to earlier termination by the Company in general meeting or by the Board, the Scheme shall be valid and effective for a period of 10 years from the date of its adoption. Since the adoption of the Scheme and up to the date of this interim report, no option had been granted, exercised, lapsed nor cancelled under the Scheme.

For details of the Scheme, please refer to the section headed “Statutory and General Information – F. Share Option Scheme” in Appendix IV to the Company’s prospectus dated 24 December 2015 (the “Prospectus”).

As at 30 June 2017, no Option has been granted under the Scheme.

AUDIT COMMITTEE

The Company established the audit committee (the “Audit Committee”) with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C.3 of the CG Code. The primary duties of the Audit Committee are, among other things, to review and supervise the financial reporting process, risk management and internal control system of the Group, oversee the audit process and select external auditors and assess their independence and qualifications. The Audit Committee comprises three independent non-executive Directors, namely Ms. Zhao Jinlin, Mr. Qian Haomin and Mr. Lin Zhangxi. Ms. Zhao Jinlin is the chairlady of the Audit Committee and she is the independent non-executive Director with the appropriate professional qualifications.

The Audit Committee, together with the external auditors of the Company, Deloitte Touche Tohmatsu, have reviewed the unaudited consolidated interim results and the interim report of the Company for the six months ended 30 June 2017 and agreed to the accounting principles and practices adopted by the Company.

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

有關計劃的詳情，請參閱本公司日期為二零一五年十二月二十四日的招股章程（「招股章程」）附錄四「法定及一般資料—F. 購股權計劃」一節。

於二零一七年六月三十日，並無購股權已根據計劃獲授出。

審核委員會

本公司已成立審核委員會（「審核委員會」），其書面職權範圍符合上市規則第3.21條及企業管治守則第C.3段。審核委員會的主要職責為（其中包括）審閱及監察本集團的財務報告程序、風險管理及內部控制系統、監督審核過程及甄選外部核數師及評估彼等的獨立性及資格。審核委員會由三名獨立非執行董事（即趙晉琳女士、錢昊旻先生及林漳希先生）組成。趙晉琳女士為審核委員會主席，並為本公司擁有適當專業資格的獨立非執行董事。

審核委員會及本公司外聘核數師德勤•關黃陳方會計師行已審閱本公司截至二零一七年六月三十日止六個月的未經審核綜合中期業績及中期報告，並已同意本公司採納的會計原則及慣例。

USE OF PROCEEDS FROM GLOBAL OFFERING

The Company's shares were listed on the Main Board of the Stock Exchange on 7 January 2016 and the Company raised net proceeds (after the exercise of the over-allotment option and after deducting the underwriting fees, commissions and other expenses payable by the Company in connection with the global offering) of approximately HK\$52.0 million. As at 30 June 2017, the Group had utilised approximately HK\$5.8 million of the net proceeds from the global offering, out of which approximately HK\$0.6 million was utilised for software and research and development activities and approximately HK\$5.2 million was utilised for general working capital. Such utilisation of the net proceeds was in accordance with the proposed allocations as set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus. The unutilised portion of the net proceeds is deposited in reputable banks in Hong Kong.

全球發售所得款項用途

本公司股份於二零一六年一月七日在聯交所主板上市，且本公司籌集的所得款項淨額（於超額配股權獲行使後且已扣減本公司就全球發售應付的承銷費、佣金及其他開支）約為52.0百萬港元。於二零一七年六月三十日，本集團已動用全球發售所得款項淨額中約5.8百萬港元，其中約0.6百萬港元用於軟件及研發活動，而約5.2百萬港元用作一般營運資金。所得款項淨額乃根據招股章程「未來計劃及所得款項用途」一節所載擬定分配方式動用。所得款項淨額的未動用部分存於香港信譽良好的銀行。

Report on Review of Condensed Consolidated Financial Statements

簡明綜合財務報表的審閱報告

Deloitte.

德勤

TO THE BOARD OF DIRECTORS OF NNK GROUP LIMITED
(incorporated in the Cayman Islands with limited liability)

致年年卡集團有限公司董事會
(於開曼群島註冊成立的有限公司)

INTRODUCTION

We have reviewed the condensed consolidated financial statements of NNK Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 26 to 48, which comprise the condensed consolidated statement of financial position as of 30 June 2017, and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

緒言

吾等已審閱第26至48頁所載年年卡集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的簡明綜合財務報表，包括截至二零一七年六月三十日的簡明綜合財務狀況表以及截至該日止六個月期間的相關簡明綜合損益及其他全面收益表、權益變動表及現金流量表以及若干詮釋附註。香港聯合交易所有限公司證券上市規則規定，編製有關中期財務資料的報告必須符合上市規則的有關條文以及香港會計師公會(「香港會計師公會」)頒佈的香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。貴公司董事負責根據香港會計準則第34號編製及呈報該等簡明綜合財務報表。吾等的責任是按照協定的委聘條款，根據吾等的審閱對該等簡明綜合財務報表作出結論，並僅向閣下(作為一個整體)報告，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。

SCOPE OF REVIEW

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

審閱範圍

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

Report on Review of Condensed Consolidated Financial Statements

簡明綜合財務報表的審閱報告

CONCLUSION

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

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

24 August 2017

結論

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

德勤 • 關黃陳方會計師行
執業會計師
香港

二零一七年八月二十四日

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2017
截至二零一七年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月		
		2017 二零一七年 (Unaudited) (未經審核)	2016 二零一六年 (Unaudited) (未經審核)	
		RMB'000 人民幣千元	RMB'000 人民幣千元	
		NOTES 附註		
Revenue	收益	4	50,781	86,106
Less: Tax surcharge	減：附加稅		(985)	(1,323)
Cost of revenue	收益成本		(24,401)	(39,044)
Gross profit	毛利		25,395	45,739
Other income and expenses	其他收入及開支		1,806	2,941
Distribution and selling expenses	分銷及銷售開支		(2,794)	(3,456)
Administrative expenses	行政開支		(11,293)	(12,860)
Research and development expenses	研發開支		(5,824)	(6,689)
Finance costs	財務成本	5	(4,050)	(5,927)
Profit before tax	除稅前溢利	6	3,240	19,748
Income tax expense	所得稅開支	7	(258)	(444)
Profit and total comprehensive income for the period	期內溢利及全面收益總額		2,982	19,304
Total comprehensive income attributable to owners of the Company	本公司擁有人應佔全面收益總額		2,982	19,304
Earnings per share	每股盈利	9		
– Basic (RMB)	– 基本(人民幣元)		0.01	0.05
– Diluted (RMB)	– 攤薄(人民幣元)		0.01	0.05

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2017
於二零一七年六月三十日

			30 June 六月三十日	31 December 十二月三十一日
	NOTES 附註		2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Audited) (經審核) RMB'000 人民幣千元
Non-current assets		非流動資產		
Property, plant and equipment	10	物業、廠房及設備	5,102	7,309
Rental deposits		租賃按金	471	498
Deferred tax assets	11	遞延稅項資產	5,568	5,568
			11,141	13,375
Current assets		流動資產		
Inventories		存貨	129,335	157,172
Trade receivables	12	貿易應收款項	63,717	69,875
Prepayments, deposits and other receivables		預付款項、按金及其他應收款項	55,167	47,498
Tax recoverable		可收回稅項	2,190	819
Cash and cash equivalents		現金及現金等價物	175,021	124,719
			425,430	400,083
Current liabilities		流動負債		
Trade payables	13	貿易應付款項	41,159	36,911
Other payables		其他應付款項	35,428	53,123
Bank borrowings	14	銀行借款	124,000	80,000
			200,587	170,034

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2017

於二零一七年六月三十日

			30 June 六月三十日	31 December 十二月三十一日
		NOTES 附註	2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Audited) (經審核) RMB'000 人民幣千元
Net current assets	流動資產淨值		224,843	230,049
Total assets less current liabilities	總資產減流動負債		235,984	243,424
Non-current liabilities	非流動負債			
Government grants	政府補助		433	895
Deferred tax liabilities	遞延稅項負債	11	9,280	9,280
			9,713	10,175
Net assets	資產淨值		226,271	233,249
Capital and reserves	資本及儲備			
Share capital	股本	15	27,221	27,221
Reserves	儲備		199,050	206,028
Total equity	總權益		226,271	233,249

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2017
截至二零一七年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔					
		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Capital reserve 資本儲備 RMB'000 人民幣千元	Statutory reserves 法定儲備 RMB'000 人民幣千元	Retained earnings 保留盈利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2016	於二零一六年一月一日	308	—	46,510	10,340	67,636	124,794
Profit and total comprehensive income for the period (unaudited)	期內溢利及全面收益總額 (未經審核)	—	—	—	—	19,304	19,304
Issue of new shares by the Company upon Capitalisation Issue (note 15)	本公司因資本化發行 新股份(附註15)	19,365	(19,365)	—	—	—	—
Issue of new shares by the Company upon global offering	本公司因全球發售發行 新股份	6,565	77,462	—	—	—	84,027
Issue of new shares by the Company upon exercise of over-allotment option	本公司因超額配股權獲 行使發行新股份	983	12,451	—	—	—	13,434
Share issue expenses	股份發行開支	—	(22,551)	—	—	—	(22,551)
At 30 June 2016 (unaudited)	於二零一六年六月三十日 (未經審核)	27,221	47,997	46,510	10,340	86,940	219,008
At 1 January 2017	於二零一七年一月一日	27,221	47,997	46,510	10,340	101,181	233,249
Profit and total comprehensive income for the period (unaudited)	期內溢利及全面收益總額 (未經審核)	—	—	—	—	2,982	2,982
Dividend declared (note 8) (unaudited)	已宣派股息(附註8) (未經審核)	—	(9,960)	—	—	—	(9,960)
At 30 June 2017 (unaudited)	於二零一七年六月三十日 (未經審核)	27,221	38,037	46,510	10,340	104,163	226,271

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2017

截至二零一七年六月三十日止六個月

Six months ended 30 June
截至六月三十日止六個月

2017	2016
二零一七年	二零一六年
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
RMB'000	RMB'000
人民幣千元	人民幣千元

OPERATING ACTIVITIES	經營活動		
Profit before tax	除稅前溢利	3,240	19,748
Adjustments for:	調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,197	3,732
Finance costs	財務成本	4,050	5,927
Government grants related to assets	資產相關政府補助	(462)	(774)
Interest income	利息收入	(2,812)	(1,477)
Unrealised net exchange losses (gains)	未變現外匯虧損(收益)淨額	1,378	(543)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	53	—
Operating cash flows before movements in working capital	營運資金變動前經營現金流量	7,644	26,613
Decrease in rental deposits	租賃按金減少	27	31
Decrease in inventories	存貨減少	27,837	97,306
Decrease (increase) in trade receivables	貿易應收款項減少(增加)	6,158	(18,686)
(Increase) decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項(增加)減少	(7,669)	78,979
Increase (decrease) in trade payables	貿易應付款項增加(減少)	4,248	(11,377)
Decrease in other payables	其他應付款項減少	(27,655)	(30,967)
Cash generated from operations	經營所得現金	10,590	141,899
Income tax paid	已付所得稅	(1,629)	(1,894)
NET CASH FROM OPERATING ACTIVITIES	經營活動所得現金淨額	8,961	140,005

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2017
截至二零一七年六月三十日止六個月

Six months ended 30 June
截至六月三十日止六個月

2017	2016
二零一七年	二零一六年
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
RMB'000	RMB'000
人民幣千元	人民幣千元

INVESTING ACTIVITIES	投資活動		
Purchase of property, plant and equipment	購買物業、廠房及設備	(82)	(576)
Interest received	所收利息	2,812	1,477
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	39	501
Repayments from related companies	關聯公司還款	—	33,448
Placement of structured products	配售結構性產品	(2,618,340)	(1,335,300)
Withdrawal of structured products	撤銷結構性產品	2,618,340	1,335,300
Withdrawal of restricted bank deposit	提取受限制銀行存款	—	27,000
NET CASH FROM INVESTING ACTIVITIES	投資活動所得現金淨額	2,769	61,850
FINANCING ACTIVITIES	融資活動		
Interest paid	已付利息	(4,050)	(5,927)
Repayments of bank borrowings	償還銀行借款	(315,310)	(578,261)
Proceeds from bank borrowings	銀行借款所得款項	359,310	382,196
Proceeds from shares issued by the Company	本公司發行股份所得款項	—	97,461
Share issue expenses	股份發行開支	—	(22,551)
NET CASH FROM (USED IN) FINANCING ACTIVITIES	融資活動(所用)所得現金淨額	39,950	(127,082)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	51,680	74,773
Cash and cash equivalents at the beginning of the period	期初現金及現金等價物	124,719	49,968
Effect of foreign exchange rate changes	外匯匯率變動的影響	(1,378)	543
Cash and cash equivalents at the end of the period	期末現金及現金等價物	175,021	125,284

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2017

截至二零一七年六月三十日止六個月

I. GENERAL

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

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

2. BASIS OF PREPARATION OF CONDENSED PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") as well as with the applicable disclosure requirements of Appendix I6 to the Rules Governing the Listing of Securities on the Stock Exchange.

I. 一般資料

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

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

2. 呈列簡明綜合財務報表的編製基準

簡明綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號「中期財務報告」以及聯交所證券上市規則附錄十六的適用披露規定編製。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2017
截至二零一七年六月三十日止六個月

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

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

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

2. 呈列簡明綜合財務報表的編製基準 (續)

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

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

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2017

截至二零一七年六月三十日止六個月

3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis, except for certain financial instruments, which are measured at fair values.

Except as described below, the accounting policies and the methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2017 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2016.

In the current interim period, the Group has applied, for the first time, the following amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA that are relevant for the preparation of the Group's condensed consolidated financial statements:

Amendments to HKAS 7

香港會計準則第7號的修訂本

Amendments to HKAS 12

香港會計準則第12號的修訂本

Amendments to HKFRS 12

香港財務報告準則第12號的修訂本

The application of the above amendments to HKFRS in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

3. 主要會計政策

除若干金融工具以公平值計量外，簡明綜合財務報表已按歷史成本法編製。

除下述者外，截至二零一七年六月三十日止六個月的簡明綜合財務報表所用會計政策及計算方法與以下截至二零一六年十二月三十一日止年度的本集團年度財務報表者相同。

在本中期期間，本集團首次應用香港會計師公會頒佈與編製本集團簡明綜合財務報表有關的以下香港財務報告準則（「香港財務報告準則」）修訂：

Disclosure Initiative

披露方法

Recognition of Deferred Tax Assets for Unrealised Losses

就未變現虧損確認遞延稅項資產

Included in Annual Improvements 2014 - 2016 Cycle

Disclosure of Interests in Other Entities

包含於二零一四年至二零一六年週期的年度改進

披露於其他實體的權益

於本中期期間應用上述香港財務報告準則修訂對該等簡明綜合財務報表所載所報告金額及／或該等簡明綜合財務報表所載披露並無造成重大影響。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2017
截至二零一七年六月三十日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 9

香港財務報告準則第9號

HKFRS 15

香港財務報告準則第15號

HKFRS 16

香港財務報告準則第16號

Amendments to HKFRS 2

香港財務報告準則第2號的修訂本

Amendments to HKFRS 4

香港財務報告準則第4號的修訂本

Amendments to HKFRS 10

and HKAS 28

香港財務報告準則第10號及香港會計準則第28號的修訂本

Amendments to HKFRSs

香港財務報告準則的修訂本

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

3. 主要會計政策(續)

已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用下列已頒佈但尚未生效的新訂及經修訂香港財務報告準則：

Financial Instruments¹

金融工具¹

Revenue from Contracts with Customers and the related Amendments¹

客戶合約收益及相關修訂本¹

Leases²

租賃²

Classification and Measurement of Share-based Payment Transactions¹

股份付款交易的分類及計量¹

Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts¹

採用香港財務報告準則第4號保險合約時一併應用香港財務報告準則第9號金融工具¹

Sale or Contribution of Assets between an Investor and its Associate or Joint Venture³

投資者與其聯營公司或合營企業之間的資產出售或注資³

Annual Improvements to HKFRSs 2014-2016 Cycle¹

香港財務報告準則的修訂本香港財務報告準則二零一四年至二零一六年週期的年度改進¹

¹ 於二零一八年一月一日或之後開始的年度期間生效

² 於二零一九年一月一日或之後開始的年度期間生效

³ 於待定期日或之後開始的年度期間生效

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2017

截至二零一七年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION

HKFRS 8 “Operating Segments” requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the executive directors, the chief operating decision maker (the “CODM”), in order to allocate resources to the segments and to assess their performance.

The CODMs review the Group’s profit as a whole, which is generated from the provision of mobile top-up service by the Group to customers and determined in accordance with the Group’s accounting policies, for performance assessment. Therefore, no separate segment information is prepared by the Group.

Geographical information

All of the Group’s revenue and assets are principally derived from customers in the PRC and located in the PRC, no geographical segment information is presented.

Information about major customers

There was no revenue from individual customers of the Group’s operations contributing over 10% of the total revenue of the Group during both periods.

5. FINANCE COSTS

4. 收益及分部資料

香港財務報告準則第8號「經營分部」規定須根據執行董事(即主要經營決策者(「主要經營決策者」))定期審閱的有關本集團各組成部分的內部報告識別經營分部，以向分部分配資源及評估其表現。

主要經營決策者審閱本集團整體溢利，本集團整體溢利產生自本集團向客戶提供手機話費充值業務，並按本集團會計政策釐定以作表現評估。因此，本集團並無獨立編製分部資料。

地理資料

本集團所有收益主要源自中國客戶而資產則主要位於中國，故並無呈列地理分部資料。

有關主要客戶的資料

於兩個期間，本集團業務中並無來自單一客戶的收益對本集團收益總額貢獻超過10%。

5. 財務成本

	Six months ended 30 June	
	截至六月三十日止六個月	
	2017	2016
	二零一七年	二零一六年
	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)
	RMB'000	RMB'000
	人民幣千元	人民幣千元
Interest on bank borrowings	4,050	5,927
銀行借款利息		

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2017
截至二零一七年六月三十日止六個月

6. PROFIT BEFORE TAX

6. 除稅前溢利

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
Profit before tax has been arrived at after charging (crediting):	除稅前溢利乃經扣減(計入)以下各項後得出:		
Directors' emoluments	董事酬金	1,434	1,462
Salaries and other benefits, excluding those of directors	工資及其他福利(不包括董事)	8,189	9,623
Retirement benefits schemes contributions, excluding those of directors	退休福利計劃供款(不包括董事)	1,310	1,393
Total staff costs	員工成本總額	10,933	12,478
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,197	3,732
Operating lease rentals	經營租賃租金	918	862
Interest income	利息收入	(2,812)	(1,477)

7. INCOME TAX EXPENSE

7. 所得稅開支

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
Current tax:	即期稅項:		
– PRC Enterprise Income Tax ("EIT")	– 中國企業所得稅(「企業所得稅」)	349	383
– (Over) under-provision in prior years	– 過往年度(超額撥備)撥備不足	(91)	61
Taxation	稅項	258	444

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2017

截至二零一七年六月三十日止六個月

7. INCOME TAX EXPENSE (continued)

The Company was incorporated in the Cayman Islands and is exempted from income tax.

Hong Kong

The applicable tax rate of the subsidiaries of the Company in Hong Kong is 16.5%. No provision for Hong Kong Profits Tax was made in the condensed consolidated financial statements, as no assessable profit was generated in Hong Kong.

PRC

Pursuant to the Enterprise Income Tax Law and Implementation Regulations of the Law of the PRC (the "PRC EIT Law") which became effective on 1 January 2008, the statutory tax rate of PRC subsidiaries is 25% during the two periods.

In September 2014, Shenzhen NNK, a PRC subsidiary of the Company, was qualified as a High and New Technology Enterprise by Shenzhen Technological Innovation Committee, Shenzhen Finance Bureau, Administrator of Local Taxation of Shenzhen Municipality and Shenzhen Municipal office of the State Administration of Taxation, and therefore was entitled to 15% preferential tax rate for three years starting from the year ended 31 December 2015, in accordance with the PRC EIT Law. Accordingly, the tax rate of Shenzhen NNK is 15% for both periods.

In January 2016, Daily Charge Technology (Shenzhen) Limited ("Daily Charge SZ"), a wholly foreign-owned enterprise of the Company, was accredited as a software enterprise by the Shenzhen Software Industry Association, and therefore could enjoy an income tax exemption for two years starting from its first profit-making year and a 50% tax reduction to an income tax rate of 12.5% for the subsequent three years.

Accordingly, Daily Charge SZ is tax exempted in 2016. The statutory tax rate of Daily Charge SZ was 25% in 2015.

8. DIVIDENDS

A dividend of RMB0.024 per share was declared and approved in respect of the year ended 31 December 2016 (2016: no final dividend was declared or paid for the year ended 31 December 2015) to shareholders during the current period.

7. 所得稅開支(續)

本公司乃於開曼群島註冊成立而獲豁免繳納所得稅。

香港

本公司香港附屬公司的適用稅率為16.5%。由於並無於香港產生應課稅溢利，故簡明綜合財務報表中並無就香港利得稅計提撥備。

中國

根據於二零零八年一月一日起生效的中國企業所得稅法(「中國企業所得稅法」)及其實施條例，中國附屬公司於兩個期間的法定稅率為25%。

於二零一四年九月，本公司的中國附屬公司深圳市年年卡獲深圳市科技創新委員會、深圳市財政局、深圳市地方稅務局及深圳市國家稅務局頒發高新技術企業資格，因此根據中國企業所得稅法，自截至二零一五年十二月三十一日止年度起三年有權享有15%的優惠稅率。因此，於兩個期間，深圳年年卡的稅率為15%。

於二零一六年一月，天天充科技(深圳)有限公司(「天天充深圳」)，本公司的外商獨資企業獲深圳市軟件行業協會認可為「軟件企業」，因此於首個獲利年度起兩年享有所得稅豁免及於其後三年按減半的所得稅稅率12.5%納稅。

因此，天天充深圳於二零一六年免交稅款。二零一五年，天天充深圳的法定稅率為25%。

8. 股息

本期內就截至二零一六年十二月三十一日止年度向股東宣派及批准的股息為每股股份人民幣0.024元(二零一六年：並無就截至二零一五年十二月三十一日止年度宣派或派付末期股息)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2017
截至二零一七年六月三十日止六個月

9. EARNINGS PER SHARE

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

9. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃基於以下數據計算：

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
Earnings for the purpose of basic and diluted earnings per share:	就每股基本及攤薄盈利而言的盈利：		
– profit for the period attributable to the owners of the Company	– 本公司擁有人應佔期內溢利	2,982	19,304
		Number of shares 股份數目	
		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 (Unaudited) (未經審核) '000 千股	2016 二零一六年 (Unaudited) (未經審核) '000 千股
Weighted average number of ordinary shares for the purpose of basic earnings per share	就每股基本盈利而言的普通股加權平均數	415,000	409,643
Effect of dilutive potential ordinary shares	潛在攤薄普通股的影响		
Over-allotment option from global offering	全球發售中的超額配股權	—	520
Weighted average number of ordinary shares for the purpose of diluted earnings per share	就每股攤薄盈利而言的普通股加權平均數	415,000	410,163

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10. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the six-month period ended 30 June 2017, the Group disposed of certain plant and machinery with an aggregate carrying amount of RMB92,000 (unaudited) (six-month period ended 30 June 2016: RMB501,000 (unaudited)) for proceeds of RMB39,000 (unaudited) (six-month period ended 30 June 2016: RMB501,000 (unaudited)), resulting in loss on disposal of RMB53,000 (unaudited) (six-month period ended 30 June 2016: Nil (unaudited)). In addition, the Group paid RMB82,000 (unaudited) (six-month period ended 30 June 2016: RMB576,000 (unaudited)) for the acquisition of property, plant and equipment to expand its operations.

11. DEFERRED TAXATION

The following is the analysis of deferred tax balances for financial reporting purposes:

		30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	(5,568)	(5,568)
Deferred tax liabilities	遞延稅項負債	9,280	9,280
		3,712	3,712

10. 物業、廠房及設備變動

截至二零一七年六月三十日止六個月期間，本集團出售賬面總值人民幣92,000元(未經審核)(截至二零一六年六月三十日止六個月期間：人民幣501,000元(未經審核))的若干廠房及機械，所得款項為人民幣39,000元(未經審核)(截至二零一六年六月三十日止六個月期間：人民幣501,000元(未經審核))，以致產生出售虧損人民幣53,000元(未經審核)(截至二零一六年六月三十日止六個月期間：零(未經審核))。此外，本集團已就收購物業、廠房及設備以擴充其運營而支付人民幣82,000元(未經審核)(截至二零一六年六月三十日止六個月期間：人民幣576,000元(未經審核))。

11. 遞延稅項

以下為用作財務報告目的的遞延稅項結餘分析：

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II. DEFERRED TAXATION (continued)

The followings are the major deferred tax liabilities (assets) recognised and movements thereon during the current and preceding periods:

II. 遞延稅項(續)

以下為於當前及過往期間所確認的主要遞延稅項負債(資產)及其變動：

	Deductible management fee expenses of Shenzhen NNK 深圳年年卡 的可扣減 管理費開支 RMB'000 人民幣千元	Taxable management fee income of Daily Charge SZ 天天充科技 深圳的應課稅 管理費收入 RMB'000 人民幣千元	Total RMB'000 人民幣千元	
At 31 December 2016 and 30 June 2017 (unaudited)	於二零一六年十二月三十一日及 二零一七年六月三十日 (未經審核)	(5,568)	9,280	3,712

Under the PRC EIT Law, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. As at the end of the current interim period, the aggregate amount of taxable temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised amounted to RMB171,504,000 (unaudited) (31 December 2016: RMB166,315,000). No deferred tax liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary difference and it is probable that such differences will not be reversed in the foreseeable future.

根據中國企業所得稅法，自二零零八年一月一日起，就中國附屬公司所賺取溢利宣派的股息將徵收預扣稅。於本中期期間末，與附屬公司未分派盈利相關的應課稅暫時差額總額(並無就其確認遞延稅項負債)為人民幣171,504,000元(未經審核)(二零一六年十二月三十一日：人民幣166,315,000元)。由於本集團能控制撥回暫時性差額的時間，且該等差額可能不會於可遇見未來撥回，故並無就該等差額確認遞延稅項負債。

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12. TRADE RECEIVABLES

The following is an ageing analysis of trade receivables net of allowance for doubtful debts presented based on the date of service provided and revenue recognised, at the end of each reporting period:

		30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
0 - 30 days	0至30天	59,014	69,213
31 - 60 days	31至60天	4,680	430
Over 60 days	60天以上	23	232
		63,717	69,875

Trade receivables mainly represent receivable from financial institution in relation to the mobile top-up service which the settlement period is normally within 1 day from transaction date. For the corporate customers, the credit period was about 30-60 days granted by the Group. The Group did not hold any collateral over these balances.

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of RMB23,000 (31 December 2016: RMB232,000) which are past due as at the reporting date for which the Group has not provided for impairment loss. The directors consider all trade receivables at the end of the reporting date are likely to be collectable under internal assessment by the Group.

As at 30 June 2017, the age of trade receivables which are past due but not impaired is over 60 days.

12. 貿易應收款項

下列為於各報告期末根據所提供服務日期及經確認收益呈列的貿易應收款項(扣除呆賬)的賬齡分析：

	30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
	59,014	69,213
	4,680	430
	23	232
	63,717	69,875

貿易應收款項主要指應就手機話費充值服務向金融機構收取的款項，結算期通常為交易日後1天內。對於企業客戶，本集團授予約30至60天的信用期。本集團並無就該等結餘持有任何抵押物。

本集團的貿易應收款項結餘中，包含於報告日期已逾期而本集團並無作出減值撥備的應收賬款，面值總額為人民幣23,000元(二零一六年十二月三十一日：人民幣232,000元)。董事認為，根據本集團內部評核，於報告日期完結時的所有貿易應收款項很可能可予收回。

於二零一七年六月三十日，逾期但未減值的貿易應收款項的賬齡為60天以上。

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13. TRADE PAYABLES

The following is an ageing analysis of trade payables presented based on the invoice date:

		30 June 2017 二零一七年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2016 二零一六年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
0 to 90 days	0至90天	7,201	10,513
91 to 180 days	91至180天	4,880	3,748
181 to 360 days	181至360天	29,078	22,650
		41,159	36,911

14. BANK BORROWINGS

During the current interim period, the Group obtained new bank borrowings amounting to RMB359,310,000 (unaudited) (31 December 2016: RMB816,646,000) and repaid bank borrowings amounting to RMB315,310,000 (unaudited) (31 December 2016: RMB1,081,461,000). The bank borrowings carry interest at variable market rates of 4.35% to 5.66% (31 December 2016: 4.35% to 4.79%) per annum and are repayable in one year.

14. 銀行借款

於本中期期間，本集團獲得新增銀行借款人民幣359,310,000元(未經審核)(二零一六年十二月三十一日：人民幣816,646,000元)及償還銀行借款人民幣315,310,000元(未經審核)(二零一六年十二月三十一日：人民幣1,081,461,000元)。銀行借款附帶4.35%至5.66%(二零一六年十二月三十一日：4.35%至4.79%)的浮動市場年利率及應於一年內償還。

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15. SHARE CAPITAL

The share capital at 30 June 2017 and 31 December 2016 represented the share capital of the Company.

Pursuant to written resolutions of the Company's shareholders passed on 14 December 2015, conditional upon the crediting of the share premium account of the Company as a result of the issue of shares pursuant to the global offering set out in the section headed "Share Capital" in the Prospectus, the directors of the Company had authorised to allot and issue a total of 295,000,000 shares, by way of capitalisation of the sum of approximately US\$2,950,000 (equivalent to approximately RMB19,365,000) standing to the credit of the share premium account of the Company, credited as fully paid at par to the shareholders as appearing on the register of members of the Company ("Capitalisation Issue"). The Capitalisation Issue was completed on 7 January 2016.

On 7 January 2016, 100,000,000 ordinary shares of US\$0.01 each of the Company were issued at a price of HK\$1 by global offering. On the same date, the Company's shares were listed on the Main Board of the Stock Exchange. The proceeds of RMB6,565,000 (equivalent to approximately US\$1,000,000) representing the par value of the shares of the Company, were credited to the Company's share capital. The remaining proceeds of RMB77,462,000 (equivalent to approximately US\$11,800,000), before issuing expenses, were credited to share premium account.

15. 股本

於二零一七年六月三十日及二零一六年十二月三十一日的股本指本公司股本。

根據本公司股東於二零一五年十二月十四日通過的書面決議案，待本公司股份溢價賬根據招股章程「股本」一節所載全球發售發行股份取得進賬後，本公司董事獲授權將本公司股份溢價賬進賬金額約2,950,000美元(相等於約人民幣19,365,000元)以撥充資本的方式向名列本公司股東名冊的股東配發及發行合共295,000,000股入賬列為按面值繳足的股份(「資本化發行」)。資本化發行已於二零一六年一月七日完成。

於二零一六年一月七日，本公司100,000,000股每股面值0.01美元的普通股根據全球發售按價格1港元發行。同日，本公司股份於聯交所主板上市。所得款項人民幣6,565,000元(相等於約1,000,000美元，即本公司股份的面值)於本公司股本入賬。餘下所得款項人民幣77,462,000元(相等於約11,800,000美元，未計發行開支)於股份溢價賬入賬。

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15. SHARE CAPITAL (continued)

On 26 January 2016, 15,000,000 ordinary shares of US\$0.01 each of the Company were issued at a price of HK\$1 by pursuant to the exercise of over-allotment option. The proceeds of RMB983,000 (equivalent to approximately US\$150,000) representing the par value of the shares of the Company, were credited to the Company's share capital. The remaining proceeds of approximately RMB12,451,000 (equivalent to approximately US\$1,900,000), before issuing expenses, were credited to share premium account.

Details of movements of authorised and issued capital of the Company are as follow:

		Number of authorised shares 法定 股份數目	Number of issued shares 已發行 股份數目	Issued and fully paid share capital 已發行及繳足股本	
				US\$ 美元	RMB'000 人民幣千元
As at 1 January 2016	於二零一六年一月一日	2,000,000,000	5,000,000	50,000	308
Issue of new shares by Capitalisation Issue	以資本化發行方式發行新股	—	295,000,000	2,950,000	19,365
Issue of new shares by ways of global offering	以全球發售方式發行新股	—	100,000,000	1,000,000	6,565
Issue of new shares by exercise of over-allotment option	以行使超額配股權 方式發行新股	—	15,000,000	150,000	983
As at 30 June 2016, 31 December 2016 and 30 June 2017 (unaudited)	於二零一六年六月三十日、 二零一六年十二月三十一日 及二零一七年六月三十日 (未經審核)	2,000,000,000	415,000,000	4,150,000	27,221

15. 股本(續)

於二零一六年一月二十六日，本公司15,000,000股每股面值0.01美元的普通股因超額配股權獲行使按價格1港元發行。所得款項人民幣983,000元(相等於約150,000美元，即本公司股份的面值)於本公司股本入賬。餘下所得款項約人民幣12,451,000元(相等於約1,900,000美元，未計發行開支)於股份溢價賬入賬。

有關本公司法定及已發行股本的變動詳情載列如下：

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16. OPERATING LEASE COMMITMENTS

The Group as lessee

At the end of each reporting period, the Group had commitments for future minimum lease payments under non-cancelable operating leases which fall due as follows:

		At 30 June 2017 於 二零一七年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Within one year	一年內	306	380
In the second to fifth years inclusive	第二年至第五年（首尾兩年包括在內）	16	190
		322	570

Operating lease payments represent rental fee payable by the Group for office premises. Lease of rental premises are negotiated with fixed lease terms from 1 to 2 years.

16. 經營租賃承擔

本集團作為承租人

於各報告期末，本集團根據不可撤銷經營租賃承諾作出於下列期間到期支付的未來最低租金：

	At 30 June 2017 於 二零一七年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	At 31 December 2016 於 二零一六年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
經營租賃款項指本集團就辦公物業應付的租金。租賃物業的租約按1至2年的固定租期磋商。	306	380
	16	190
	322	570

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17. RELATED PARTY TRANSACTIONS

(a) Significant related party transaction

The related company was under the common control of certain directors of the Company and the Shareholders.

The Group entered into the following significant transaction with the related party during the period:

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
Service fee paid to Shenzhen Shenzhou Tongfu Technology Co., Ltd.	支付深圳市神州通付科技有限公 司的服務費	—	100

(b) Compensation of key management personnel

The remuneration of key management personnel which represents the directors of the Company and key executives of the Group during the period were as follows:

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
Salaries and other short term benefits	薪金及其他短期福利	2,105	1,914
Retirement benefit schemes contributions	退休福利計劃供款	112	119
		2,217	2,033

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

17. 關聯方交易

(a) 重大關聯方交易

關聯公司由本公司若干董事及最終控股股東共同控制。

本集團於期內與關聯方訂立以下重大交易：

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
		—	100

(b) 主要管理人員的酬金

期內，主要管理人員(指本公司董事及本集團最高行政人員)的酬金如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 (Unaudited) (未經審核) RMB'000 人民幣千元	2016 二零一六年 (Unaudited) (未經審核) RMB'000 人民幣千元
		2,105	1,914
		112	119
		2,217	2,033

董事及主要行政人員的酬金乃參考個人表現及市場趨勢釐定。

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17. RELATED PARTY TRANSACTIONS (continued)

(c) Guarantee

As at 30 June 2017 and 31 December 2016, the Group's bank borrowings facilities were guaranteed by Shenzhen Sinomaster Investment Group Co., Ltd., Shenzhen Quanqiuxing Investment Management Company Limited, Daily Charge Technology (Shenzhen) Limited, Huang Junmou, Yang Hua, and Li Xiangcheng who were Shareholders of the Company, to the extent of RMB380,000,000 (31 December 2016: RMB380,000,000), of which RMB124,000,000 (31 December 2016: RMB80,000,000) was utilised.

18. SHARE OPTION SCHEME

On 14 December 2015, the Company conditionally adopted a share option scheme pursuant to a resolution passed by its then shareholders on 14 December 2015, for the primary purpose of providing incentives or rewards to eligible employees, non-executive directors of the Company and other selected participants.

The principal terms of which are summarised in the section headed "Statutory and General Information – F. Share Option Scheme" in Appendix IV to the Prospectus and amendments to the share option scheme approved by shareholders in the extraordinary general meeting held on 4 November 2016. As at 30 June 2017 and 31 December 2016, no share option was granted.

17. 關聯方交易(續)

(c) 擔保

於二零一七年六月三十日及二零一六年十二月三十一日，本集團的銀行借款融資由深圳市神州通投資集團有限公司、Shenzhen Quanqiuxing Investment Management Company Limited、天天充科技(深圳)有限公司、黃俊謀、楊華及李享成(均為本公司最終控股股東)擔保，惟以人民幣380,000,000元(二零一六年十二月三十一日：人民幣380,000,000元)為限，其中人民幣124,000,000元(二零一六年十二月三十一日：人民幣80,000,000元)已動用。

18. 購股權計劃

於二零一五年十二月十四日，根據本公司當時股東於二零一五年十二月十四日通過的決議案，本公司有條件採納一項購股權計劃，主要目的為向本公司合資格僱員、非執行董事及其他選定參與者提供激勵或獎勵。

購股權計劃的主要條款概述於招股章程附錄四「法定及一般資料—F. 購股權計劃」一節，及股東於二零一六年十一月四日舉行的股東特別大會上批准購股權計劃的修訂部分。於二零一七年六月三十日及二零一六年十二月三十一日並無已授出的購股權。

