AdTiger

虎視傳媒有限公司
ADTIGER CORPORATIONS LIMITED

(incorporated in the Cayman Islands with limited liability)

Stock Code: 1163

2022
ANNUAL REPORT

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Ms. CHANG Sufang
(Chairman and Chief Executive Officer)
Ms. LI Hui

Non-executive Director

Mr. HSIA Timothy Chunhon

Independent Non-executive Directors

Mr. YAO Yaping
Mr. CHAN Foon
Mr. ZHANG Yaoliang

AUDIT COMMITTEE

Mr. CHAN Foon *(Chairman)*
Mr. ZHANG Yaoliang
Mr. HSIA Timothy Chunhon

NOMINATION COMMITTEE

Mr. YAO Yaping *(Chairman)*
Ms. CHANG Sufang
Mr. CHAN Foon

REMUNERATION COMMITTEE

Mr. ZHANG Yaoliang *(Chairman)*
Ms. CHANG Sufang
Mr. YAO Yaping

JOINT COMPANY SECRETARIES

Ms. ZHAO Xiaojuan
Mr. CHU Wing Tim Benedict
(appointed on 23 December 2022)
Ms. LAM Shi Ping
(resigned on 23 December 2022)

AUTHORIZED REPRESENTATIVES

Ms. CHANG Sufang
Mr. CHU Wing Tim Benedict
(appointed on 23 December 2022)
Ms. LAM Shi Ping
(resigned on 23 December 2022)

REGISTERED OFFICE

4th Floor, Harbour Place
103 South Church Street, George Town
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN CHINA

Room 1004–1005, Tower 5
Laiguangying Chengying Centre
(來廣營誠盈中心)
Chaoyang District, Beijing, the PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

31/F., 148 Electric Road
North Point
Hong Kong

LEGAL ADVISER

Ashurst Hong Kong
11/F Jardine House
1 Connaught Place
Central
Hong Kong

AUDITOR

Ernst & Young
Certified Public Accountants
Registered Public Interest Entity Auditor
27/F, One Taikoo Place
979 King's Road
Quarry Bay
Hong Kong

COMPLIANCE ADVISER

Optima Capital Limited (創越融資有限公司)
Suite 1501, Jardine House
1 Connaught Place
Central, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street, George Town
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

Boardroom Share Registrars (HK) Limited
(寶德隆證券登記有限公司)
2103B, 21/F
148 Electric Road
North Point, Hong Kong

PRINCIPAL BANKS

The Hongkong and Shanghai Banking Corporation Limited
Citibank, N.A., Hong Kong branch
China Merchants Bank, Wangjing branch

STOCK CODE

1163

BOARD LOTS

2,500 Shares

PLACE OF LISTING

The Main Board of the Stock Exchange

COMPANY'S WEBSITE

www.adtiger.hk

CHAIRMAN'S STATEMENT

Dear Shareholders,

2022 was a year full of unexpected challenges and uncertainties. During the Year, we have developed a diverse group of advertisers from various industries, including utility and content app developers, as well as companies in e-commerce, media, tourism, finance, games, education, medical and film industries, and maintained amicable relationships with the existing advertisers and media publishers. Meanwhile, we have expanded our scale and enhanced our reputation by tapping into other potential markets of digital marketing, which is conducive to adapting to the rapid changes in the demands of advertising industry.

With a view to providing China-based advertisers with overseas online advertising services, it has consistently been our strategy to cover top media publishers, including overseas media such as Facebook, Google, Snapchat, Tiktok, Outbrain, Taboola, Kwai, BIGO Ads, Twitter, Bing, Pinterest and Yahoo and top-tier Chinese media platforms such as ByteDance, Kuaishou and iFeng.com so that our advertiser customers can optimise their ad placement and acquire users globally by advertising thereon. We are a partner in the Google AdWords Reseller Programme (since 2016), a China Agency Partner of Facebook (since 2017), a Snapchat sales representative authorised by Baidu (since 2018), a dealer for TikTok (since 2018), a China advertising partner of BIGO Ads (since 2020), a certified agent of Taboola (since 2021), and an overseas advertising partner of Kwai (since 2021).

We continue to expand our media coverage and maintain close relationships with such media to provide better placement return for our advertisers. In 2021, we became the first certified agency of Taboola Pro in Greater China, as well as Kwai's overseas advertising partner. We have been recognized as Meta Business Partner in China for six consecutive years since 2017, shortlisted as Overseas Partnership Agent 2022 by TikTok for Business, and Overseas Advertising Partner 2022 by Kuaishou. In 2022, we won the 13th Golden Mouse Digital Marketing Awards (金鼠標數字營銷大賽) — Digital Marketing Influencer Agency of the Year, and the 8th Phoenix Adx Festival (第8屆金梧獎) — Integrated Marketing — Classic Case Award. The case we built with Ctrip was awarded the 2022 Integrated Marketing Gold Case (2022年度整合營銷金案) in the 29th China International Advertising Festival (中國國際廣告節媒企盛典). We were also recognised as the Alibaba Group Digital Commerce — 2022 Think Tank Merchandiser (阿里巴巴集團海外數字商業2022年智囊團商家) by Alibaba Group and Kwai for Business 2022 Most Contributive Partner (Kwai for Business 2022年度最佳貢獻合作夥伴) by the Kwai for Business media platform. We plan to expand our media publisher base to include a combination of top-, medium- and long-tail media publishers in the future, especially those medium- and long-tail media publishers that have global presence and have large operations in certain countries or regions.

Our services are empowered by our proprietary ad optimisation and management platform — AdTensor. AdTensor utilises AI technology to conduct ad optimisation and management automatically, intelligently and in real time. Our big data and AI capabilities enable us to achieve advertising targets for our advertisers by delivering appropriate ad content to the ad inventories where they are most likely to be converted, and at the same time maximising the monetisation potential of our media publishers.

AdTensor forms an integral part of our mobile advertising services, offering optimisers a comprehensive analysis in respect of our key operating indicators.

We attach great importance to the Metaverse trend and the new opportunities it brings to the Internet industry and have identified the Metaverse as one of our strategic development directions. We will also continue to actively deploy in the field of interactive entertainment products. In order to better serve our advertiser customers, we will provide our advertiser customers with comprehensive global marketing services, including but not limited to performance advertising, influencer marketing and brand public relations services. In addition to the organic growth of our business, we also plan to pursue strategic investment and merger and acquisition opportunities that will help strengthen our offerings and enhance our business reputation. In addition to continuing to develop our precision marketing capabilities and providing our advertisers with one-stop precision mobile advertising services, we also plan to increase our R&D efforts in the development of advertising and marketing related Software-as-a-Service ("**SaaS**") products based on our AI and big data platform and provide our advertisers with SaaS services and online marketing solutions to comprehensively improve advertisers' ability to acquire customers, and thereby improving the Group's smart advertising service ecosystem.

Taking into account the uncertainty surrounding the complex and volatile world economic situation and other factors beyond our control which could potentially affect our business operations, we will continue to pay close attention to the industry trends and the trends in relation to the allocation in our customers' advertising spending in order to make a corresponding shift in our sales activities. We have maintained and will seek to further expand a diversified advertiser base and stable working relationships with our existing advertisers and media publishers with a view to preparing ourselves for any potential, rapid shift in the advertising needs among advertisers.

Last but not least, we would like to express our gratitude to the Shareholders and all parties concerned who have given assistance and support along with the Company's development.

Ms. CHANG Sufang
Chairman, Executive Director and Chief Executive Officer

Hong Kong, 22 March 2023

FINANCIAL HIGHLIGHTS

	Year ended 31 December		
	2022	2021	Year-to-Year Change
	RMB'000	*RMB'000*	*%*
Revenue	**354,646**	351,831	0.8
Gross profit	**61,729**	65,858	(6.3)
Profit for the year	**9,128**	11,893	(23.2)

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the Year and last four financial years, as extracted from the published audited financial statements, is set out below.

RESULTS

	Year ended 31 December				
	2022	2021	2020	2019	2018
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Revenue	**354,646**	351,831	210,322	191,126	173,850
Profit before tax	**11,641**	15,629	2,289	27,790	30,671
Income tax (expense)/credit	**(2,513)**	(3,736)	599	(5,742)	(5,934)
Profit for the year	**9,128**	11,893	2,888	22,048	24,737
Attributable to:					
Owners of the parent	**8,988**	11,833	2,888	20,017	21,243
Non-controlling interests	**140**	60	—	2,031	3,494

ASSETS AND LIABILITIES

	At 31 December				
	2022	2021	2020	2019	2018
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
Total assets	**620,812**	410,976	396,670	321,509	237,370
Total liabilities	**427,051**	233,862	231,181	263,869	204,352
Total equity	**193,761**	177,114	165,489	57,640	33,018
Equity attributable to:					
Owners of the parent	**192,581**	176,074	165,489	57,640	32,104
Non-controlling interest	**1,180**	1,040	—	—	914

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

We are an online advertising platform that connects our advertisers with our media publishers, either directly or indirectly through resellers designated by our media publishers. With a view to providing China-based advertisers with overseas online advertising services, it has consistently been our strategy to cover top-tier media publishers, including overseas media such as Meta, Google, Snapchat, TikTok, Taboola, Outbrain, Kwai, BIGO Ads, Twitter, Bing, Pinterest and Yahoo and top-tier Chinese media platforms such as ByteDance, Kuaishou and iFeng.com so that our advertiser customers can optimise their ad placement and acquire users globally by advertising thereon. We are a partner in the Google AdWords Reseller Programme (since 2016), a China Agency Partner of Facebook (since 2017), a Snapchat sales representative authorised by Baidu (since 2018), a dealer for TikTok (since 2018), a China advertising partner of BIGO Ads (since 2020), a certified agent of Taboola (since 2021) and an overseas advertising partner of Kwai (since 2021).

We continue to expand our media coverage and maintain close relationships with our media partners to provide better placement return for our advertisers. In 2020, we were awarded the title of Snapchat's Official Certified Partner and Lens Creative Partner in China, the Best Value-Added Operation Partner for TikTok Ads, as well as BIGO Ads' 2020 high-quality partner in China. We were also named as the fastest growing digital marketing company in 2020 in the 20th IAI International Advertising Awards. In 2021, we became the first certified agency of Taboola Pro in Greater China, as well as Kwai's overseas advertising partner. We have been recognised as Meta Business Partner in China for six consecutive years since 2017, shortlisted as Overseas Partnership Agent 2022 by TikTok for Business, and Overseas Advertising Partner 2022 by Kuaishou. In 2022, we won the 13th Golden Mouse Digital Marketing Awards (金鼠標數字營銷大賽) — Digital Marketing Influencer Agency of the Year, and the 8th Phoenix Adx Festival (第8屆金梧獎) — Integrated Marketing — Classic Case Award. The case we built with Ctrip was awarded the 2022 Integrated Marketing Gold Case (2022年度整合營銷金案) in the 29th China International Advertising Festival (中國國際廣告節媒企盛典). We were also recognised as the Alibaba Group Digital Commerce — 2022 Think Tank Merchandiser (阿里巴巴集團海外數字商業2022年智囊團商家) by Alibaba Group and Kwai for Business 2022 Most Contributive Partner (Kwai for Business 2022年度最佳貢獻合作夥伴) by the Kwai for Business media platform.

Our services are empowered by our proprietary ad optimisation and management platform — AdTensor. AdTensor utilises AI technology to conduct ad optimisation and management automatically, intelligently and in real time. Our big data and AI capabilities enable us to achieve advertising targets for our advertisers by delivering appropriate ad content to the ad inventories where they are most likely to be converted, and at the same time maximising the monetisation potential of our media publishers.

AdTensor forms an integral part of our mobile advertising services, offering optimisers a comprehensive analysis in respect of our key operating indicators.

We have accumulated a diverse base of advertisers from various industries, including utility and content app developers, as well as companies in e-commerce, media, tourism, finance, games, education, medical and film industries. The number of our advertisers reached 675 as at 31 December 2022 (as at 31 December 2021: 596).

We have strategically focused on covering top-tier media publishers, including Facebook, Google, Snapchat, TikTok, Taboola, Kwai, BIGO Ads, Twitter, Bing, Pinterest and Yahoo etc. We help match our media publishers' available ad inventories to appropriate ad campaigns that maximise their monetisation potential. Our number of media publishers from whom we purchase ad inventories reached 33 as at 31 December 2022 (as at 31 December 2021: 32). We plan to expand our media publisher base to include a combination of top, medium and long tail media publishers in the future, especially those medium and long tail media publishers that have global presence and have large operations in certain countries or regions.

Driven by the demands of advertisers and media publishers and the growing competition in the online advertising industry, our R&D team focuses on improving our ad formats and creatives, as well as supporting the development and maintenance of AdTensor. In order to strengthen our competitive advantage in video AI algorithm capabilities, and considering that AI technology being one of the core technologies supporting the next generation of the internet — Metaverse, we plan to break through in the cutting-edge areas of AI on video, etc.

During the Year, we have increased our R&D investment in AdTensor; and use AI to develop strategies, manage advertisements, generate advertising materials and report results.

In terms of advertising materials, the production technologies have advanced significantly. We have adopted AI audio, 3D virtual character and human-like AI character technologies to produce video advertising materials. For AI dubbing, it currently supports more than 70 languages around the world, and has more than 200 voice characters, such as elderly and young voice characters, which are highly indistinguishable from human voices, and sound even more expressive in presenting the benefits and functions of the products. For 3D virtual characters, it can be featured in advertisements placed in different countries with different target audiences. We can also customise 3D virtual characters upon request, and generate an animated video in just five minutes, which significantly reduces the difficulty in producing audio advertising materials, and enhances the liveliness and authenticity of the advertisement. For human-like AI characters, we have sculpted more than 100 characters via training based on the models built from real-life people. They can be used to promote various types of products, and be featured as customised AI advertising characters in the photos or videos provided by the customers to promote the benefits of their products. The advertising materials featuring human-like AI characters are as lively and agreeable as those featuring human actors, while with a lower production cost.

In order to meet the customers' requests for the localized video featuring humans, we have set up a global network of actors and filming resources. The global actor pool has over ten thousand actors from Europe, the US, Australia, the Middle East, Japan, South Korea and Southeast Asia, etc. There are studios in both China and overseas to accommodate different cultural settings. We also have a professional TVC shooting team, with cinematic shooting and production equipment, who are able to shoot in both China and overseas. Also, we have built a global network of key opinion leaders for precise engagement with local target audiences.

The combination of technical advertising materials and shooting that features real-person casts could significantly improve production efficiency, reduce production costs, and improve the return on investment of customers, which in turn lead to a more efficient production process, both in terms of the advertising materials and advertisement projects as whole.

For the Year, our advertisers' advertising spending amounted to approximately RMB1.9 billion (Previous Year: approximately RMB1.4 billion), representing an approximately 35.7% increase.

In light of the global economic downturn and the declining demand for advertisement, we (i) prioritised the new demands of our advertisers and allocated more human resources in helping our advertisers to minimise the impact of economic downturn so as to retain our advertisers; (ii) provided our advertisers with more attractive offers to encourage advertisement orders and boost market share (while there was an increase in revenue, it also led to a drop in profit margin, however, we are of the view that boosting our market share is beneficial in the long run, especially during the economic downturn); and (iii) upgraded our online advertising platform in order to achieve a higher return on investment for our advertisers given the increased price of ad inventories of our major media publishers.

FINANCIAL REVIEW

Year Ended 31 December 2022 Compared to Year Ended 31 December 2021

Revenue

During the Year, we generated all our revenue from the provision of online advertising services.

The following table sets forth the breakdown of revenue by CPA and CPC/CPM pricing models for the years indicated:

	For the year ended 31 December			
	2022		2021	
	RMB'000	**%**	*RMB'000*	%
Revenue				
CPA pricing model				
— specified action revenue	**294,567**	**83.1**	309,524	88.0
CPC/CPM pricing model				
— specified action revenue	**3,030**	**0.8**	324	0.1
— agreed rebates	**57,049**	**16.1**	41,983	11.9
— Sub-total	**60,079**	**16.9**	42,307	12.0
Total	**354,646**	**100.0**	351,831	100.0

The following table sets forth a breakdown of our revenue by advertisement types and their respective percentages of our total revenue for the years indicated:

	For the year ended 31 December			
	2022		2021	
	RMB'000	%	*RMB'000*	%
Finance	**110,463**	**31.1**	4,697	1.3
E-commerce	**98,931**	**27.9**	157,559	44.8
Utility and content app develops	**89,295**	**25.2**	168,320	47.8
Education	**48,933**	**13.8**	2,069	0.6
Tourism	**3,458**	**1.0**	11,094	3.2
Others [Note]	**3,566**	**1.0**	8,092	2.3
Total	**354,646**	**100.0**	351,831	100.0

Note: Others primarily include advertisements in the games, media, medical and film industries.

Our total revenue increased by approximately RMB2.8 million, or 0.8%, from approximately RMB351.8 million for the Previous Year to approximately RMB354.6 million for the Year, which primarily reflected an increase in revenue from CPC/CPM pricing model, which was mainly attributable to the expansion of our business scale in finance and education advertisements, partially offset by a decrease in revenue from CPA pricing model, which was primarily due to a decrease in revenue contribution from utility app developers.

Cost of Sales

Our cost of sales primarily consists of (i) traffic acquisition costs we paid to media publishers who provide us with ad inventories either directly or through their resellers; (ii) expenses for external optimisers and designers for designing ad content and optimising our ad placements; (iii) salaries and benefits for internal optimisers and designers.

The following table sets forth a breakdown of our cost of sales, including the breakdown of the traffic acquisition costs recognised in the cost of sales which only relate to the CPA pricing model, as well as the breakdown of the traffic acquisition costs by major media publishers, for the years indicated:

	For the year ended 31 December			
	2022		2021	
	RMB'000	%	RMB'000	%
Cost of Sales				
Traffic acquisition costs [Note]				
Google	117,486	40.1	77,237	27.0
Facebook	73,468	25.1	135,882	47.5
Toutiao	24,237	8.3	11,985	4.2
TikTok	18,500	6.3	22,154	7.7
Others	42,230	14.4	18,727	6.6
Sub total	275,921	94.2	265,985	93.0
Expenses for external optimisers and designers	11,050	3.8	14,273	5.0
Salaries and benefits for internal optimisers and designers	5,946	2.0	5,715	2.0
Total	292,917	100.0	285,973	100.0

Note: Traffic acquisition costs were only incurred by and related to the CPA pricing model.

Our total cost of sales increased by approximately RMB6.9 million, or 2.4%, from approximately RMB286.0 million for the Previous Year to approximately RMB292.9 million for the Year, which primarily reflected (i) an increase of approximately RMB9.9 million, or 3.7%, in traffic acquisition costs resulting from the increased purchase of ad inventory; and (ii) an increase of approximately RMB0.2 million, or 4.1%, in salaries and benefits for internal optimisers and designers as a result of the increase in the number of our optimisers and designers for the purpose of developing global market and enhancing our services capabilities, partially offset by a decrease of approximately RMB3.2 million, or 22.6%, in expenses for external optimisers and designers, which was primarily due to our decreased demand for external optimisers as we carried out a larger portion of our ad optimisation and design work in-house.

Gross Profit and Gross Profit Margin

Our gross profit represents our revenue less our cost of sales. Our gross profit margin represents our gross profit as a percentage of our revenue.

Our gross profit margin for charging advertisers using the CPC/CPM pricing model is higher compared to our gross profit margin for charging advertisers using the CPA pricing model, because we recognise revenue generated from utilising the CPC/CPM pricing model on a net basis. The following table sets forth a breakdown of our gross profit and gross profit margin of CPA pricing model and CPC/CPM pricing model for the years indicated:

	For the year ended 31 December	
	2022	2021
	RMB'000/%	*RMB'000/%*
CPA Pricing model		
Revenue	**294,567**	309,524
Cost of sales	**(286,633)**	(283,650)
Gross profit	**7,934**	25,874
Gross profit margin	**2.7%**	8.4%
CPC/CPM pricing model		
Revenue	**60,079**	42,307
Cost of sales	**(6,285)**	(2,323)
Gross profit	**53,794**	39,984
Gross profit margin	**89.5%**	94.5%
Total revenue	**354,646**	351,831
Total cost of sales	**(292,917)**	(285,973)
Total gross profit	**61,729**	65,858
Total gross profit margin	**17.4%**	18.7%

Other Income and Gains

Our other income and gains primarily consist of (i) other advertising income comprising sponsorship fees received from media publishers for our marketing services at joint promotion events; (ii) bank interest income; and (iii) foreign exchange gains.

Our other income and gains increased by approximately RMB2.7 million, or 245.5%, from approximately RMB1.1 million for the Previous Year to approximately RMB3.8 million for the Year, primarily due to an increase in income from purchasing financial assets at fair value through profit or loss to improve the efficiency of cash.

Selling and Distribution Expenses

Our selling and distribution expenses primarily consist of: (i) salaries and benefits for our sales and marketing team; (ii) bonus payments, which primarily consist of bonus payments to our sales and marketing staff based on job performance; and (iii) other selling and distribution expenses, which primarily consist of award application fees and other expenses that are directly related to our marketing and promotion activities.

Our selling and distribution expenses increased by approximately RMB1.0 million, or 10.8%, from approximately RMB9.3 million for the Previous Year to approximately RMB10.3 million for the Year, primarily as a result of an increase in salaries and benefits and bonus paid to our sales and marketing personnel, which was in line with our increase in the number of our advertisers and advertising spending in 2022.

Administrative Expenses

Our administrative expenses primarily consist of: (i) employee salaries and benefits, which primarily consist of salaries and benefits for our management, finance and administration team; (ii) depreciation of right-of-use assets in relation to our leased property; (iii) consultancy fees, which primarily consist of service fees we paid to third party professionals for general operational matters such as recruitment agent fees, trademark registration fees and translations fees; (iv) impairment of trade receivables, which primarily consists of the provisions we made for certain past due trade receivables; (v) depreciation and amortisation expenses in relation to our property, plant and equipments comprising mainly computers and equipment; and (vi) other administrative expenses, which primarily consist of travel expenses, office expenses and other miscellaneous expenses.

Our administrative expenses increased by approximately RMB2.0 million, or 4.8%, from approximately RMB41.4 million for the Previous Year to approximately RMB43.4 million for the Year, primarily as a result of the expansion of the Group's business and the increase in number of employees.

Income Tax Expenses

Our income tax expenses consist of current income tax and deferred tax. We are subject to various rates of income tax under different jurisdictions.

Our income tax expenses decreased by approximately RMB1.2 million, or 32.4%, from tax credits of approximately RMB3.7 million for the Previous Year to approximately RMB2.5 million for the Year.

Our income tax expense in the PRC changed from approximately RMB5.1 million for the Previous Year to approximately RMB0.5 million for the Year, primarily due to the decrease in taxable profit. Our income tax expense in Hong Kong decreased from approximately RMB933,000 for the Previous Year to approximately RMB748,000 for the Year, primarily due to the decrease in taxable profit.

Profit for the Year

Our profit for the year decreased by approximately RMB2.8 million, or 23.2%, from approximately RMB11.9 million for the Previous Year to approximately RMB9.1 million for the Year.

Employees and Remuneration Policies

The following table sets forth a breakdown of our employees by functions as at the dates indicated:

	As at 31 December 2022		As at 31 December 2021	
	Number of Employees	***% of Total***	*Number of Employees*	*% of Total*
Optimisers and Designers	**55**	**34.3**	46	39.0
Sales and Marketing	**35**	**21.9**	29	24.6
Operations	**15**	**9.4**	11	9.3
Finance and Administration	**18**	**11.3**	17	14.4
IT and R&D	**37**	**23.1**	15	12.7
Total	**160**	**100.0**	118	100.0

The remuneration of our employees is determined based on their performance, experience, competence and market comparable. We provide our employees with competitive salaries and bonuses determined by performance, housing subsidies, regular team building activities, off-site and internal trainings and opportunities for advancement. The Group's total staff costs (including Directors' emolument, salaries, bonus, social insurance and provident funds) amounted to approximately RMB43.1 million for the Year (Previous Year: approximately RMB34.1 million). As required by the PRC laws and regulations, we have made contributions to various mandatory social security funds, including funds for basic pension insurance, unemployment insurance, basic medical insurance, maternity leave insurance and occupational injury. In addition, competitive salaries and bonuses determined by performance, housing subsidies, regular team building activities, off sites, internal trainings and opportunities of advancement are provided to our employees. Furthermore, we also provide our employees with housing fund as well as offer them a body check every year.

The remuneration of Directors and members of senior management is determined on the basis of each individual's responsibilities, qualification, position, experience, performance and time commitment. They receive compensation in the form of salaries, bonuses, pension right and benefits-in-kind, including the Company's contribution to their retirement benefit schemes on their behalf.

The Company has adopted the Post-IPO Share Option Scheme. The purpose of the Post-IPO Share Option Scheme is to incentivise and reward 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. The Post-IPO Share Option Scheme shall be valid and effective for a period of ten years commencing on the Listing Date, after which 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. During the Year, no option had been granted or agreed to be granted by the Company under the Post-IPO Share Option Scheme.

The Company has also adopted the Share Award Scheme as incentives or rewards to Eligible Persons for their contributions to the Group. The purpose of the Share Award Scheme are (i) to recognise the contributions by selected participants; (ii) to offer suitable incentives to attract and retain talented selected participants who may be beneficial to the growth and development of the Group; and (iii) to align the interests of the selected participants directly to the Shareholders through ownership of the Shares, dividends and other distributions paid on the Shares and/or the increase in the value of the Shares. The Share Award Scheme shall be valid for the Award Period, provided no further awards will be granted after the expiry of the Award Period. During the Year, no share awards had been granted or agreed to be granted by the Company under the Share Award Scheme.

The Remuneration Committee has at its meeting held on 22 March 2023 reviewed the Post-IPO Share Option Scheme and the Share Award Scheme.

Contingent Liabilities

The Group did not have any material contingent liabilities as at 31 December 2022 (as at 31 December 2021: nil).

Liquidity, Financial and Capital Resources

During the Year, the Group continued to maintain a healthy and solid liquidity position by adopting a prudent financial management approach on its financing and treasury policies and we have funded our cash requirements principally from cash generated from our operating activities. As at 31 December 2022, cash and cash equivalents increased by approximately RMB2.0 million from approximately RMB269.6 million as at 31 December 2021 to approximately RMB271.6 million. The increase was primarily resulted from our strengthened control over management of credit terms and enhanced collection of trade receivables.

As at 31 December 2022, the Group's cash and cash equivalents were mainly held in USD and RMB and the Group did not have any interest-bearing bank borrowings. We currently do not use any financial instruments for hedging purposes.

Significant Investment, Material Acquisition and Disposal of Subsidiaries, Associate, and Joint Venture

Saved as disclosed in the section headed "Use of Proceeds" below, there was no significant investment held by the Company nor any material acquisition or disposal of any subsidiary, associate or joint venture during the Year.

Capital Commitments

As at 31 December 2022, the Group had contracted but not provided for capital contributions payable to financial assets at FVTPL at an amount of approximately RMB8 million (as at 31 December 2021: approximately RMB16 million).

Charge on the Group's Assets

As at 31 December 2022, none of the Group's assets were charged with any parties or financial institutions (as at 31 December 2021: nil).

Future Plan for Material Investment and Capital Assets

Save as disclosed in the Prospectus and in the sections headed "Significant Investment, Material Acquisition and Disposal of Subsidiaries, Associate, and Joint Venture" and "Use of Proceeds" in this annual report, there was no other plans for material investments and capital assets as at the date of this annual report.

Top Customers

Our top five customers accounted for 43.1% and 43.7% of our revenue for the Year and Previous Year, respectively, on the basis that the net rebates (rebates we receive from the media publishers minus rebates return to advertisers (if any)) under the CPC/CPM pricing model were to be treated as revenue attributable to the corresponding advertisers. On the same basis, our largest customer accounted for 15.4% and 18.3% of our revenue for the Year and Previous Year, respectively.

To the best of our Directors' knowledge, none of our Directors or their respective close associates or any person who owns more than 5% of our issued share capital or of our subsidiary, had any interest in any of our top five customers during the Year.

Top Suppliers

Our top five suppliers accounted for 52.3% and 79.4% of our total costs of sales for the years ended 31 December 2022 and 2021, respectively. Our largest supplier accounted for 18.2% and 29.8% of our total costs of sales for the Year and Previous Year, respectively.

To the best of our Directors' knowledge, none of our Directors or their respective close associates or any person who owns more than 5% of our issued share capital or of our subsidiary, had any interest in any of our top five suppliers during the Year.

Cash Flow

The following table is a condensed summary of our consolidated statements of cash flows and analysis of balances of cash and cash equivalents for the periods indicated:

	For the year ended 31 December	
	2022	2021
	RMB'000	*RMB'000*
Net cash flows from operating activities	**102,577**	10,688
Net cash flows used in investing activities	**(106,758)**	(20,818)
Net cash flows used in financing activities	**(4,031)**	(778)
Net decrease in cash and cash equivalents	**(8,212)**	(10,908)
Cash and cash equivalent at the beginning of the year	**269,576**	281,029
Cash and cash equivalent at the end of the year	**271,560**	269,576

During the Year, net cash flows from operating activities increased by approximately 859.7%, which was mainly due to increase in trade payables primarily resulting from increased purchases of ad inventories and better credit terms granted by our media publishers. Net cash flows used in investing activities increased by approximately 412.8%, primarily attributable to purchase of FVTPL. Net cash flows used in financial activities changed from a net outflow of approximately RMB0.8 million to a net outflow of approximately RMB4.0 million, mainly attributable to payment to the Trustee to purchase Shares under the Share Award Scheme.

Significant change in accounting policy

We have adopted the following revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 3	*Reference to the Conceptual Framework*
Amendments to HKFRS 16	*Property, Plant and Equipment: Proceeds before Intended Use*
Amendments to HKFRS 37	*Onerous Contracts — Cost of Fulfilling a Contract*
Annual Improvements to HKFRSs 2018–2020	*Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41*

For further details, please refer to note 2.2 in the section headed "NOTES TO FINANCIAL STATEMENTS" in this annual report.

Indebtedness

As at 31 December 2022, we did not apply or obtain any banking facilities and the amount of unutilised banking facilities amounted to nil and we did not have any outstanding debt securities, mortgage, charges, debentures or other loan capital (issued or agreed to be issued), bank overdrafts, loans, liabilities under acceptance or acceptance credits, or other similar indebtedness, leasing and financial leasing commitments, hire purchase commitments, guarantees or other material contingent liabilities.

As at 31 December 2022, our total lease liabilities were approximately RMB1.4 million (as at 31 December 2021: approximately RMB0.3 million).

Financial Ratios

The following table sets forth certain financial ratios as at the balance sheet dates indicated:

	As at 31 December 2022	As at 31 December 2021
Return on equity[(1)]	**4.7%**	6.7%
Return on total assets[(2)]	**1.5%**	2.9%
Current ratio[(3)]	**1.4**	1.7
Gearing ratio[(4)]	**—**	—
Gross profit margin[(5)]	**17.4%**	18.7%
Net profit margin[(6)]	**2.6%**	3.4%

Notes:

(1) Return on equity ratio is profit for the year as a percentage of total equity as at year-end.

(2) Return on total assets ratio is profit for the year as a percentage of total assets as at year-end.

(3) Current ratio is total current assets as at year-end divided by total current liabilities as at year-end.

(4) Gearing ratio is total interest-bearing bank borrowings as at year-end as a percentage of total assets as at year-end. As at 31 December 2022 and 31 December 2021, we did not have any interest-bearing bank borrowings.

(5) Gross profit margin is gross profit for the year as a percentage of revenue.

(6) Net profit margin is profit for the year as a percentage of revenue.

Financial Risks

We are exposed to various types of financial and market risks, including foreign currency risk, credit risk and liquidity risk. The Board reviewed and agreed on financial management policies and practices for managing each of these risks.

Foreign currency risk

We mainly operate in Mainland China with most of our monetary assets, liabilities and transactions principally denominated in RMB and USD. We are exposed to foreign currency risk arising from fluctuations in exchange rates between RMB, USD and other currencies in which we conduct our business. We are subject to foreign currency risk attributable to our trade payables and bank balances denominated in currencies other than RMB and USD. We did not use any derivative financial instruments to hedge our foreign currency risk during the Year.

Credit risk

Credit risk arises mainly from the risk that counterparties may default on the terms of their agreements. The carrying amounts of our other financial assets, which comprises cash and cash balances, deposits, amounts due from related parties and other receivables represent our maximum exposure to credit risk in relation to these instruments.

We have established policies to evaluate credit risk when accepting new business and to limit our credit exposure to individual customers. We only trade with recognised and creditworthy third parties and retail customers. It is our policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, we monitor receivable balances on an on-going basis and our exposure to bad debts is insignificant. Our Directors consider that we did not have a significant concentration of credit risk as at 31 December 2022. As we only trade with recognised and creditworthy third parties and retail customers, we do not require collateral from our customers.

Liquidity risk

We aim to maintain sufficient cash and credit lines to meet our liquidity requirements. We monitor risks of funding shortage using a recurring liquidity planning tool, which takes into consideration the maturity of our financial investments and financial assets (e.g. trade receivables and other financial assets) and projected cash flows from operations.

FUTURE AND OUTLOOK

Driven by the demands from advertisers and media publishers and the growing competition in the online advertising industry, our R&D team focuses on improving our ad formats and ad creatives as well as supporting the development and maintenance of AdTensor. In order to strengthen our competitive advantage in video AI algorithm capabilities, and considering that AI technology is one of the core technologies supporting Metaverse, we plan to break through in the cutting-edge areas of AI on video, etc.

Since the second half of 2022, we have stepped up our efforts in the R&D of AdTensor's AI algorithm system, such as video graphics optimisation, video multi-lingual processing, audio and speech synchronisation between video images and multi-lingual sound, and separation of pictures and sounds. The AI algorithm will help optimising our production efficiency and spending, which will improve customers' return on investment, as well as increase the competitive effects of our advertising.

We attach great importance to the Metaverse trend and the new opportunities it brings to the Internet industry and have identified the Metaverse as one of our strategic development directions. We will also continue to actively deploy in the field of interactive entertainment products. In order to better serve our advertiser customers, we will provide our advertiser customers with comprehensive global marketing services, including but not limited to performance advertising, influencer marketing and brand public relations services. In addition to the organic growth of our business, we also plan to pursue strategic investment and merger and acquisition opportunities that will help strengthen our offerings and enhance our business reputation. In addition to continuing to develop our precision marketing capabilities and providing our advertisers with one-stop precision mobile advertising services, we also plan to increase our R&D efforts in the development of advertising and marketing related Software-as-a-Service ("**SaaS**") products based on our AI and big data platform and provide our advertisers with SaaS services and online marketing solutions to comprehensively improve advertisers' ability to acquire customers, and thereby improving the Group's smart advertising service ecosystem.

Taking into account the uncertainty surrounding the complex and volatile world economic situation and other factors beyond our control which could potentially affect our business operations, we will continue to pay close attention to the industry trends and the trends in relation to the allocation in our customers' advertising spending in order to make a corresponding shift in our sales activities. We have maintained and will seek to further expand a diversified advertiser base and stable working relationships with our existing advertisers and media publishers with a view to preparing ourselves for any potential, rapid shift in the advertising needs among advertisers.

Use of Proceeds

The Shares were listed on the Main Board of the Stock Exchange on 10 July 2020 by way of Global Offering, raising total net proceeds of HK$83.5 million after deducting professional fees, underwriting commissions and other related listing expenses. The Over-allotment Option was fully exercised on 2 August 2020 and raised total gross proceeds of approximately HK$17.4 million. The total net proceeds received by the Company were HK$100.9 million (the "**IPO proceeds**"). On 24 December 2021, the Board, having considered the business environment and development of the Group under the impact of the COVID-19 pandemic, resolved to reallocate the remaining unutilised IPO proceeds of approximately HK$55.7 million (the "**Unutilised IPO proceeds**") among the intended uses (the "**Revised Allocation**"). For further details, please refer to the announcement of the Company dated 24 December 2021.

The original proposed allocation of the IPO Proceeds (the "**Planned Use of Proceeds**"), the reallocation of the Unutilised IPO Proceeds and the actual usage of the Unutilised IPO Proceeds up to 31 December 2022 are set out below:

	Approximate% of total IPO Proceeds %	Planned Use of Proceeds	Actual IPO Proceeds utilised up to Revised Allocation	Unutilised IPO Proceeds up to the Revised Allocation	Revised Allocation of the Unutilised IPO Proceeds and unutilised amount of the IPO Proceeds as at 1 January 2022	Actual usage of the amount of IPO Proceeds for the year ended 31 December 2022	Unutilised amount of the IPO Proceeds as at 31 December 2022	Expected timeline for utilising the remaining unutilised IPO Proceeds
	%	*HK$' million*	*HK$' million*	*HK$' million*	*HK$' million*	*HK$' million*	*HK$' million*	*HK$' million*
AI technologies and technology capabilities; offering of our AdTensor platform	35	35.3	22.7	12.6	12.6	5.3	7.3	2023: 7.3
Local service capabilities and global footprint	20	20.2	10.4	9.8	9.8	9.8	–	–
IT infrastructure, management system, ERP system, ORACLE system and performance monitoring system	20	20.2	3.1	17.1	4.0	4.0	–	–
Sales and marketing and local presence in selected regions in China	15	15.1	7.8	7.3	12.2	12.2	–	–
Strategic investments and mergers and acquisitions	10	10.1	1.2	8.9	8.9	4.6	4.3	2023: 4.3
General working capital		–	–	–	8.2	8.2	–	–
Total		100.9	45.2	55.7	55.7	44.1	11.6	

EXECUTIVE DIRECTORS

Ms. CHANG Sufang (常素芳), aged 36, joined the Group since June 2015 and is one of our founders and Controlling Shareholders. She was appointed as our Director on 1 February 2019 and was re-designated as executive Director on 12 September 2019. Ms. Chang is the chairperson of the Board and chief executive officer of the Company and is primarily responsible for the overall strategic planning, management and operations, and R&D aspect of the Group. She serves as a member of the Remuneration and Nomination Committees. Ms. Chang has approximately 13 years of working experience in advertising, marketing and technology.

Ms. Chang currently holds directorships in Beijing AdTiger and HongKong AdTiger. She has been serving as a director of HongKong AdTiger and Beijing AdTiger since June 2015 and May 2016, respectively.

Prior to starting up the Group in July 2015, from September 2009 to February 2012, she served as a sales worked in GuoDu Securities Co., Ltd. (國都證券股份有限公司), a company quoted on NEEQ (stock code: 870488). From March 2012 to October 2012, Ms. Chang worked in Lehuohang (Beijing) Technology Limited (樂活行(北京)科技有限公司) and provided marketing and sales services. From November 2012 to September 2015, Ms. Chang worked in Beijing Kingsoft Internet Security Software Co., Ltd. (北京金山安全軟件有限公司) (a wholly-owned subsidiary of Cheetah Mobile Inc., a company listed on the New York Stock Exchange (stock code: CMCM)), where she served as a business development manager in its overseas advertising department, primarily responsible for the business development with various media publishers.

Ms. Chang was a director or supervisor of the following companies which were dissolved by deregistration and she confirmed that the dissolved companies were solvent immediately prior to their dissolution and had no outstanding claims or liabilities. The relevant details are as follows:

Company name	Place of incorporation	Position	Status	Date of dissolution	Reason for deregistration
Slanissue Hong Kong Limited (芝蘭玉樹香港有限公司)	Hong Kong	Director	Dissolved by deregistration	21 June 2019	No business operations
Khorgas AdTiger Information Technology Company Limited (霍爾果斯虎視信息科技有限公司)	the PRC	Supervisor	Dissolved by deregistration	18 April 2019	No business operations
Beijing Hu Shi Hao Yu Culture Media Co., Ltd. (北京虎世浩宇文化傳媒有限公司)	the PRC	Director	Dissolved by deregistration	30 April 2020	No business operations

Ms. Chang obtained her bachelor's degree in international business from Guangdong University of Foreign Studies (廣東外語外貿大學) in the PRC in June 2009.

Ms. Chang and Ms. Li Hui, our executive Directors entered into the Acting-in-Concert Agreements to acknowledge and reflect the mutual understanding and intention, and to confirm their cooperation as parties acting in concert regarding the management of, and to exercise control over, the Group. Please refer to the section headed "History, Development and Reorganisation — Common Control by Acting in Concert" in the Prospectus for further details.

Ms. LI Hui (李慧), aged 36, joined the Group since July 2015 as our consultant. She was appointed as our senior vice president in July 2016 and our Director on 1 February 2019 and was re-designated as executive Director on 12 September 2019. Ms. Li is the senior vice president of the Company and is primarily responsible for overseeing the marketing, new client development and formulation of operation plans of the Group. Ms. Li has over 13 years working experience in the online marketing service sector.

Ms. Li currently holds directorships in Beijing AdTiger and HongKong AdTiger. She has been serving as a director of Beijing AdTiger and HongKong AdTiger since February 2019 and July 2019, respectively.

Prior to joining the Group, from March 2009 to June 2014, she served as a customer service director in Beijing Jishi Interactive Online Marketing Technology Co., Ltd. (北京吉獅互動網絡營銷技術有限公司). From July 2014 to July 2016, she served as a manager in the overseas business division in Beijing Kingsoft Internet Security Software Co., Ltd. (北京金山安全軟件有限公司) (a wholly-owned subsidiary of Cheetah Mobile Inc., a company listed on the New York Stock Exchange (stock code: CMCM)), and was responsible for customer services and optimisation of advertisements.

Ms. Li was previously a supervisor of the following companies which were dissolved by deregistration; and she confirmed that they were solvent immediately prior to their dissolution and had no outstanding claims or liabilities. Details are shown in the table below.

Company Name	Place of establishment	Status	Date of dissolution	Reason for deregistration
Khorgas AdTiger Information Technology Company Limited (霍爾果斯虎視信息科技有限公司)	the PRC	Dissolved by deregistration	18 April 2019	No business operations
Beijing Hu Shi Hao Yu Culture Media Co., Ltd. (北京虎世浩宇文化傳媒有限公司)	the PRC	Dissolved by deregistration	30 April 2020	No business operations

Ms. Li obtained her bachelor's degree in accounting from the Hebei University of Engineering (河北工程大學) in the PRC in June 2013, which is a distance education degree.

NON-EXECUTIVE DIRECTOR

Mr. HSIA Timothy Chunhon, aged 38, joined the Group since July 2019, was appointed as our non-executive Director on 12 September 2019. Mr. Hsia is responsible for providing strategic guidance for the overall development of the Group. He serves as a member of the Audit Committee. As our non-executive Director, Mr. Hsia participates in our Board meetings to make decisions on key matters of the Group. He is not involved in the day-to-day management of the Group. Mr. Hsia has over 16 years working experience in the online marketing service and system development sector.

From 2007 to 2008, Mr. Hsia served as a database administrator in Cellco Partnership (trading as Verizon Wireless). Since June 2008, he has been the chief marketing officer and founder of Tetra Communications LLC and has been responsible for the management of its business. From September 2011 to April 2012, Mr. Hsia served as the director of global marketing in Appitalism Inc.

Mr. Hsia was a director of Chakrify Limited which was dissolved by deregistration by the Registrar of Companies in Hong Kong pursuant to section 751 of the Companies Ordinance. Mr. Hsia confirmed that the dissolved company below was solvent immediately prior to dissolution and had no outstanding claims or liabilities. The relevant details are as follows:-

Company name	Place of incorporation	Status	Date of dissolution	Reason for deregistration
Chakrify Limited	Hong Kong	Dissolved by deregistration	15 July 2016	No business operations

Mr. Hsia obtained his bachelor of science degree in computer science from the Rutgers University in the US in May 2006.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. YAO Yaping (姚亞平), aged 41, joined the Group and was appointed as our INED on 22 June 2020, and is responsible for supervising and providing independent advice to our Board. He serves as the chairperson of the Nomination Committee and a member of the Remuneration Committee. From February 2006 to April 2009, Mr. Yao served as a senior investment manager in The Hina Group (漢能投資集團). From March 2010 to July 2011, he worked in Baidu Inc., a company listed on NASDAQ (stock code: BIDU) and served as a senior business development manager. From August 2011 to April 2014, he served as a vice president in Keytone Ventures (凱旋創投). From April 2014 to April 2016, Mr. Yao served as an executive director and partner in Highland Capital Partners. Since May 2016, he was part of the senior management team and supervisor in Feidian Asset Management (Tianjin) Limited (沸點資產管理(天津)有限公司).

Mr. Yao obtained his bachelor of engineering degree from the Xi'an Jiaotong University (西安交通大學) in the PRC in July 2004, and his master's degree in business administration from the Tsinghua University (清華大學) in the PRC in July 2010. He was named as one of the Top 100 Best Start-up Investors in 2018 and 2019 (2018 and 2019中國最佳創業投資人TOP 100) by Forbes China.

Mr. CHAN Foon (陳歡), aged 50, joined the Group and was appointed as our INED on 22 June 2020, and is responsible for supervising and providing independent advice to our Board. He serves as the chairperson of the Audit Committee and a member of the Nomination Committee. From January 1998 to May 2000, Mr. Chan served as an accountant in the audit department of Deloitte Touche Tohmatsu. From October 2000 to July 2003, he served as a senior associate in the assurance and business advisory services department of PricewaterhouseCoopers. From August 2003 to April 2004, Mr. Chan served as an assistant internal auditor in Shui On Construction and Materials Limited (now known as SOCAM Development Limited), a company listed on the Stock Exchange (stock code: 983). From December 2004 to April 2007, he served as the group financial controller and company secretary in Reyoung Pharmaceutical Holdings Limited whose shares were delisted from the Singapore Exchange Securities Trading Limited ("**SGX-ST**") in April 2011. Since May 2007, Mr. Chan has been serving as the financial controller and joint company secretary of Li Heng Chemical Fibre Technologies Limited whose shares were delisted from the SGX-ST in February 2017. He served as an independent non-executive director of China Crystal New Material Holdings Co., Ltd., a company listed on KOSDAQ of the Korea Exchange (stock code: 900250) from July 2012 to April 2022. He was an independent non-executive director of China Supply Chain Holdings Limited (formerly known as Yat Sing Holdings Limited), a company listed on the Stock Exchange (stock code: 3708) from 14 January 2017 to 18 February 2021 and a director in the supervisory board of Highsun Chemical Holdings B.V. and Fibrant B.V. from October 2018 to February 2022. Mr. Chan has also been a non-executive chairman of Wan An International Group Holdings Limited, a company incorporated in United Arab Emirates, since February 2022.

Mr. Chan obtained his bachelor of science degree in accounting from the University of Southern California in the US in May 1997 and has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants since July 2003.

Mr. ZHANG Yaoliang (張耀亮), aged 38, joined the Group and was appointed as our INED on 22 June 2020, and is responsible for supervising and providing independent advice to our Board. He serves as the chairperson of the Remuneration Committee and a member of the Audit Committee. From July 2010 to December 2011, Mr. Zhang served as a consultant in International Business Machines Corporation, a company listed on New York Stock Exchange (stock code: IBM). From December 2011 to June 2012, he served as a senior R&D engineer in Baidu Inc., a company listed on NASDAQ (stock code: BIDU). From June 2012 to February 2014, he served as a senior manager in Renren Inc., a company listed on New York Stock Exchange (stock code: RENN) and was in charge of the mergers and acquisitions. From March 2014, he was the chief executive officer of Beijing Coohua Online Internet Technology Co., Ltd. (北京酷劃在線網絡技術有限公司).

Mr. Zhang obtained his bachelor of engineering degree in mechanical engineering from Tsinghua University (清華大學) in the PRC in July 2007, and his masters of engineering degree in information technology from the Institute of Acoustics, Chinese Academy of Sciences (中國科學院聲學研究所) in the PRC in July 2010.

SENIOR MANAGEMENT

Our executive Directors and senior management are responsible for the day-to-day management and operation of our business.

For information concerning our senior management who also serve as executive Directors, please refer to “Directors and Senior Management — Executive Directors” in the section headed “-Executive Directors” above. The senior management team of the Group, in addition to the executive Directors listed above, is as follows:

Ms. ZHAO Xiaojuan (趙曉娟), aged 32, is our chief financial officer and one of the joint company secretaries of the Company. She joined the Group in January 2016 as a consultant and was appointed as Beijing AdTiger’s finance controller and our chief financial officer in December 2018 and June 2019, respectively. She is primarily responsible for overseeing the accounting and financial management of the Group. Ms. Zhao has over ten years working experience in accounting and finance.

Prior to joining the Group, from July 2011 to September 2012, she served as a financial analyst in Shandong Bohi Industry Co., Ltd. (山東渤海實業股份有限公司). From October 2012 to November 2015, Ms. Zhao was an assistant manager in Ruihua Certified Public Accountants (Special General Partnership) (瑞華會計師事務所(特殊普通合夥)), and was responsible for the planning and supervision of audit projects.

From November 2015 to November 2018, Ms. Zhao served as a financial manager in Huanle Chengzhang (Beijing) Asset Management Company Limited (歡樂成長(北京)資產管理有限公司), and was responsible for the preparation of financial reports and the performance of financial forecasting and analysis. Ms. Zhao obtained her bachelor’s degree in accounting from the Shandong University (山東大學) in the PRC in July 2011. Ms. Zhao has been a certified accountant in the PRC since November 2017 and has obtained the practitioner qualification from the Asset Management Association of China in December 2016.

Ms. LI Wenjing (李文靜), aged 33, is our head of advertising. She joined the Group since January 2016 as a consultant; and was appointed as our advertisement optimiser in August 2016 and became our head of advertising since December 2016. She is responsible for the provision of consultancy and optimisation services and the maintenance of relationship with the Group’s advertisers.

Prior to joining the Group, from June 2014 to October 2015, Ms. Li served as an English teacher at Global Languages Education Center (環球金語教育機構),and was responsible for teaching and handling enquiries and concerns. Ms. Li obtained her bachelor’s degree in English from the Hebei Normal University (河北師範大學) in the PRC in June 2014. From November 2015 to June 2016, she served as the head of customer services at Beijing Zhenshi Automotive Technology Co., Ltd. (北京臻勢汽車科技有限公司), and was responsible for handling complaints from major clients and organising staff training.

JOINT COMPANY SECRETARIES

Ms. ZHAO Xiaojuan (趙曉娟) is our joint company secretary, please refer to the section headed "— Senior Management" above.

Ms. LAM Shi Ping (林仕萍) was appointed as one of the joint company secretaries on 20 September 2019.

She has over ten years of experience in company secretarial matters, which is gained from her working experience with various listed companies in Hong Kong. She is an associate member of The Hong Kong Chartered Governance Institute and an associate member of The Chartered Governance Institute.

Ms. Lam obtained a diploma of commerce from Australian Institute for University Studies in Australia in December 2001. She obtained a bachelor's degree in business administration from Curtin University of Technology in Australia in July 2003. She subsequently obtained a master's degree in corporate governance from The Hong Kong Polytechnic University in Hong Kong in October 2014.

On 23 December 2022, Ms. Lam resigned as a joint company secretary. For further details, please refer to the announcement of the Company dated 23 December 2022.

Mr. CHU Wing Tim Benedict (朱永添) was appointed as one of the joint secretaries on 23 December 2022. He has over 10 years' experience in the fields of compliance, securities and corporate secretarial.

Mr. Chu holds a Master's Degree in Business Administration from the University of Strathclyde, U.K. He is an associate member of both The Chartered Governance Institute and The Hong Kong Chartered Governance Institute, and was awarded with the dual designations of Chartered Secretary and Chartered Governance Professional. Mr. Chu is also an associate member of the Hong Kong Securities and Investment Institute.

CHANGES TO DIRECTORS' INFORMATION

Subsequent to the date of the interim report for the six months ended 30 June 2022 of the Company and up to the date of this annual report, the changes in the Directors' information as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules are set out below:

Mr. Hsia is entitled to a remuneration of RMB50,000 per annum and he has waived his entitlement to receive director's fee as a non-executive Director for the year ended 31 December 2022 and has agreed to continue to waive such fee upon his re-election at the forthcoming AGM.

Save as disclosed herein, the Directors confirm that no information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

CORPORATE GOVERNANCE PRACTICES

The Group is committed to implementing high standards of corporate governance to safeguard the interests of the Shareholders and enhance the corporate value as well as the responsibility commitments. The Directors recognise the importance of incorporating elements of good corporate governance in the management structures, internal control and risk management procedures of the Group so as to achieve effective accountability.

The Company has adopted the CG Code as its own code of corporate governance since the Listing Date. Save for the deviation from code provision C.2.1 of the CG Code as disclosed in the section headed "The Board — Chairman and Chief Executive" in this report, the Company has complied with all the mandatory requirements and the applicable code provisions of the CG Code during the Year. The Group will continue to review and enhance its corporate governance practices to ensure its continued compliance with the CG Code.

MODEL CODE

The Company has adopted the Model Code as its own code of conduct governing the securities transactions by the Directors. Specific enquiries have been made to all the Directors and the Directors have confirmed that they have complied with the Model Code during the Year.

No incident of non-compliance of the Model Code by the employees was noted by the Company during the Year.

THE BOARD

Responsibilities, Accountabilities, Contributions and Independence of the Board and Management

The Board is responsible for the leadership and control of the Group and oversees the Group's businesses, strategic decisions and performance. The Board has delegated the day-to-day responsibility to the executive Directors and senior management who perform their duties.

All Directors, including the INEDs, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The executive Directors oversee the daily operations of the Group, while the INEDs bring independent judgment to the decision-making process of the Board, taking into account the advice of the senior management of the Group.

The Group's senior management is responsible for the day-to-day management of the Group's business, carrying out the business decisions of the Group, overseeing the general operation, business development, finance, marketing, and operations as well as other essential management functions of the Group.

The Directors have full access to information of the Group and the management has an obligation to supply the Directors with adequate information in a timely manner to enable the Directors to perform their responsibilities.

All Directors have carried out duties in good faith and in compliance with applicable laws and regulations, and have acted in the interests of the Company and the Shareholders at all times.

The Company recognized that Board independence is key to good corporate governance and Board effectiveness. During the Year, the Company has established a mechanism to ensure independent views and input are available to the Board and the Board is responsible to review the effectiveness of this mechanism on an annual basis. The Board tries to ensure independent views by (1) monitoring the composition of the Board and Board Committees; (2) conducting independence assessment; and (3) providing necessary support and adequate information to the INEDs (as to other directors) to allow independence inputs.

Composition

As at the date of this report, the Board is comprised of two (2) executive Directors, one (1) non-executive Director and three (3) INEDs as set out below:

Executive Directors

Ms. Chang Sufang *(Chairman and Chief Executive Officer)*
Ms. Li Hui

Non-Executive Director

Mr. Hsia Timothy Chunhon

INEDs

Mr. Yao Yaping
Mr. Chan Foon
Mr. Zhang Yaoliang

The biographical information of the Directors and relationship between the Directors are set out in the section headed "Profiles of Directors and Senior Management" on pages 23 to 28 of this report. There is no other financial, business, family or other material/relevant relationships among the members of the Board or any chief executive.

Chairman and Chief Executive

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Ms. Chang currently holds both positions. Since the inception of the Group, Ms. Chang has been the Group's key leadership figure who has been primarily involved in the overall strategic planning, management and operations of the Group. Taking into account the continuous implementation of the business plans, the Board believes that vesting the roles of both chairman and the chief executive officer in the same person provides the Company with strong and consistent leadership, and allows for effective and efficient planning and implementation of business decisions and strategies. The Board will continue to review and consider splitting the roles of the Chairman and the CEO at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

INEDs

During the Year, the Board has met the requirements of the Listing Rules that the number of INEDs must represent at least one-third of the Board members, and that at least one of the INEDs has appropriate professional qualifications or accounting or related financial management expertise.

The Company has received a confirmation of independence in writing from each of the INEDs pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent during the Year.

Board Meetings

Pursuant to CG Code, at least four regular Board meetings should be held in each year. During the Year, four Board meetings were held and one annual general meeting was held and the attendance record of each Director is set out in the table below:

Name of the Directors	Attendance/eligible to attend Board meetings	Attendance/eligible to attend annual general meeting
Ms. Chang Sufang	4/4	1/1
Ms. Li Hui	4/4	1/1
Mr. Hsia Timothy Chunhon	4/4	1/1
Mr. Yao Yaping	4/4	1/1
Mr. Chan Foon	4/4	1/1
Mr. Zhang Yaoliang	4/4	1/1

Directors' Induction and Continuous Professional Development

Every newly appointed Director has received a comprehensive, formal and tailored induction to ensure that he or she has a proper understanding of the operation and business of the Company and full awareness of Directors' responsibilities and obligation under the Listing Rules and relevant statutory requirements.

The Company will from time to time fund and arrange suitable training to all Directors to develop and refresh their knowledge and skills in relation to their duties and responsibilities, such that their contribution to the Board remains informed and relevant. All Directors are also encouraged to attend relevant training courses at the Company's expense and they have been requested to provide the Company with their training records. According to the training records maintained by the Company, the continuous professional development programmes received by each of the Directors during the Year is summarised as follows:

Name of the Directors	Type of Trainings
Ms. Chang Sufang	A & B
Ms. Li Hui	A & B
Mr. Hsia Timothy Chunhon	A & B
Mr. Yao Yaping	A & B
Mr. Chan Foon	A & B
Mr. Zhang Yaoliang	A & B

A: attending training sessions, including but not limited to, seminars, briefings, conferences, forums and workshops.

B: reading newspapers, journals and updates relating to the economy, general business, corporate governance and directors' duties and responsibilities.

Appointment and Re-Election of Directors

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years and each of the INEDs and non-executive Director has entered into a letter of appointment with the Company for an initial term of three years.

None of the Directors has a service contract or letter of appointment with the Company or any of its subsidiaries other than the contracts/letters of appointment expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation).

The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director, provided that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting.

All the Directors, including the INEDs, are subject to retirement by rotation and eligible for re-election in accordance with the Articles of Association. At each AGM, one-third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to but not less than one-third) will retire from office by rotation provided that every Director will be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election.

Remuneration of Directors and Senior Management

The particulars of the Directors' remuneration are set out in note 8 to the consolidated financial statements.

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

Remuneration band	Number of individuals
Nil to HK$1,000,000	2

Corporate Governance Function

The Board recognises that corporate governance should be the collective responsibility of the Directors which includes:

a) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

b) to review and monitor the training and continuous professional development of the Directors and senior management;

c) to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors;

d) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board and report to the Board on such matters;

e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report; and

f) to review and monitor the Company's compliance with the Company's whistleblowing policy.

BOARD COMMITTEES

To oversee particular aspects of the Company's affairs, the Board has established three Board committees including the Audit Committee, the Remuneration Committee and the Nomination Committee. The Board has delegated to the Board committees responsibilities as set out in their respective terms of reference which are available on the websites of the Stock Exchange and the Company. The Board committees are provided with sufficient resources to discharge their duties.

Audit Committee

The Company has established the Audit Committee with terms of reference in compliance with the Listing Rules and the CG Code. The Audit Committee consists of three INEDs, namely Mr. Chan Foon, Mr. Zhang Yaoliang and Mr. Hsia Timothy Chunhon. The chairman of the Audit Committee is Mr. Chan Foon.

The principal duties of the Audit Committee include but are not limited to:

- ensuring the co-ordination between the external and the internal auditors, and ensuring that the internal audit function is adequately resourced and has appropriate standing with the Company;

- making recommendations to the Board on the appointment, reappointment and removal of the external auditors, and to approve the remuneration and terms of engagement of the external auditors, and any questions of their resignation or dismissal;

- reviewing and monitoring the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;

- developing and implementing policy on engaging external auditors to supply non-audit services;

- monitoring the integrity of the Company's financial statements and the annual report and accounts, half-year report and quarterly reports (if prepared for publication), and reviewing significant financial reporting judgments contained in them;

- discussing the risk management and internal control system with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function; and

- reviewing the Company's financial and accounting policies and practices.

The Audit Committee members shall meet at least twice a year pursuant to the terms of reference for the Audit Committee.

During the Year, the Audit Committee held two meetings to, among others, review (i) the Group's financial and accounting policies and practices; (ii) the Group's financial controls as well as risk management and internal control systems; (iii) the independence and the re-appointment of external auditors; and (iv) the audited consolidated annual financial statements for the year ended 31 December 2021 and the unaudited condensed consolidated financial statements for the six months ended 30 June 2022 and recommended the same to the Board for its consideration and approval. The Audit Committee was of the opinion that the relevant results were prepared in compliance with the applicable accounting standards and requirements and that adequate disclosures had been made. All members of the Audit Committee attended the meetings.

The attendance record of each committee member at the meeting is set out below:

Name of the Directors	Attendance/ Number of the Meetings
Mr. Chan Foon *(Chairman)*	2/2
Mr. Zhang Yaoliang	2/2
Mr. Hsia Timothy Chunhon	2/2

Remuneration Committee

The Company has established the Remuneration Committee with terms of reference in compliance with the Listing Rules and the CG Code. The Remuneration Committee comprises an executive Director, Ms. Chang Sufang and two INEDs, namely Mr. Zhang Yaoliang and Mr. Yao Yaping. The chairman of the Remuneration Committee is Mr. Zhang Yaoliang.

The Remuneration Committee members shall meet at least once a year pursuant to the terms of reference for the Remuneration Committee.

The principal duties of the Remuneration Committee include but are not limited to:

- making recommendations to the Board on the Company's policy and structure for remuneration of all Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;

- reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives;

- making recommendations to the Board on the remuneration packages of individual executive Directors and senior management, which should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- making recommendations to the Board on the remuneration of non-executive Directors;

- considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

- reviewing and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and reasonable and not excessive;

- reviewing and approving compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;

- ensuring that no Director or any of his/her associates is involved in deciding his/her own remuneration; and

- reviewing and/or approving matters relating to share schemes under Amended Chapter 17.

During the Year, the Remuneration Committee held one meeting to, among others, (i) evaluated and reviewed the performance of the executive Directors and senior management; (ii) made recommendations to the Board on the remuneration packages of the Directors (including non-executive Directors) and senior management; and (iii) reviewed the Pre-IPO Share Option Scheme and Share Award Scheme. All members of the Remuneration Committee attended the meeting.

The attendance record of each committee member at the meeting is set out below:

Name of the Directors	Attendance/ Number of the Meeting
Mr. Zhang Yaoliang *(Chairman)*	1/1
Ms. Chang Sufang	1/1
Mr. Yao Yaping	1/1

Directors' Remuneration Policy

The Company has established the following principles for determining the remuneration packages of individual Directors:

- no Director or any of his/her associates should determine his/her own remuneration;

- remuneration of Directors should reflect their performance, experience, duties and responsibilities;

- the Remuneration Committee shall make recommendations to the Board on the remuneration packages of individual Directors;

- remuneration of executive Directors shall include salary, discretionary bonus, benefits in kind, share options or grants or other incentive schemes (if any) and is determined in accordance with individual performance, the Group's results and prevailing market conditions; and

- remuneration of non-executive Directors (including independent non-executive Directors) shall be in the form of cash fees and is determined in accordance with individual performance and contribution and the extent of responsibilities and the number of Board meetings or relevant meetings of the Board committee(s) that he/she has to attend. No equity-based remuneration (e.g. share options or grants) with performance-related based elements should be granted to independent non-executive Directors to avoid any potential bias in their decision-making which may compromise their objectivity and independence.

Nomination Committee

The Company has established the Nomination Committee with terms of reference in compliance the Listing Rules and the CG Code. The Nomination Committee comprises an executive Director, Ms. Chang Sufang and two INEDs, namely Mr. Yao Yaping and Mr. Chan Foon. The chairman of the Nomination Committee is Mr. Yao Yaping.

The principal duties of the Nomination Committee include but are not limited to:

- reviewing the structure, size, composition and diversity (including gender, age, cultural and education background, ethnicity, skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the corporate strategy of the Company;

- developing the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to assessing the balance of skills, knowledge and experience as well as diversification of Board members, and based on the assessment results, to prepare a description of the roles and capabilities required for individual appointments;

- identifying individuals suitably qualified to become members of the Board and to select or make recommendations to the Board on the selection of individuals nominated for directorships;

- assessing the independence of INEDs;

- making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairperson and the chief executive;

- reviewing the Board's diversity policy, as appropriate; and reviewing the measurable objectives that the Board has set for implementing the Board's diversity policy, and the progress of achieving the objectives; and making disclosure of its review results in the Corporate Governance Report annually; and

- doing any such things to enable the Committee to perform its powers and functions conferred on it by the Board.

During the Year, the Nomination Committee held one meeting to, among others, (i) review the structure, size and diversity of the Board; (ii) assess the independence of the INEDs; (iii) review the policy of the Board on diversity and measurable objectives for implementing such policy and the progress on achieving the objectives; and (iv) make recommendation to the Board for the re-election of retiring Directors at the forthcoming AGM. All members of the Nomination Committee attended the meeting.

The attendance record of each committee member at the meeting is set out below:

Name of the Directors	Attendance/ Number of the Meeting
Ms. Yao Yaping *(Chairman)*	1/1
Mr. Chan Foon	1/1
Mr. Chang Sufang	1/1

Nomination Policy

The nomination policy aims to ensure that the Board has a balance of skills, experience and diversity of perspective appropriate to the Company's business needs and development. It provides formal, clear and transparent procedures, process and criteria for the Nomination Committee to identify and nominate suitable candidate(s) to the Board either to fill a causal vacancy or as an addition to the Board; or make recommendations to the Shareholders for re-election at general meetings.

Selection Criteria

The Nomination Committee shall consider the following factors in assessing the suitability of a proposed candidate:

(a) reputation for integrity;

(b) commitment in respect of sufficient time, interest and attention to the businesses of the Group;

(c) accomplishment, experience and reputation in the business and industry;

(d) board diversity, including but not limited to gender, age, cultural and educational background, ethnicity, skills, knowledge and experience;

(e) the structure, size, composition and needs of the Board and its respective Board committees at the time, taking into account succession planning, where appropriate;

(f) potential/actual conflicts of interest that may arise if the candidate is selected;

(g) the independence of a candidate proposed to be appointed as an INED, as prescribed under Rule 3.13 of the Listing Rules;

(h) in case of a proposed re-appointment of an INED, the number of years he/she has already served the Company in accordance with the Listing Rules; and

(i) any other relevant factors as may be determined by the Nomination Committee or the Board from time to time as appropriate.

Nomination Procedures

Appointment of Directors

1. The Nomination Committee identifies candidate(s) suitably qualified to become Board members, having due regard to the nomination policy and the board diversity policy of the Company, and assesses the independence of the proposed INED(s) as appropriate.

2. The Nomination Committee makes recommendation(s) to the Board.

3. The Board considers the candidate(s) recommended by the Nomination Committee, having due regard to the nomination policy and the board diversity policy of the Company.

4. The Board confirms the appointment of the candidate(s) as Director(s) or recommends the candidate(s) to stand for re-election at a general meeting of the Company. Candidate(s) appointed by the Board will be subject to re-election by the Shareholders at the next following AGM in the case of an addition to the existing Board or the first general meeting of the Company after his/her appointment in the case of filling a casual vacancy in accordance with the Articles of Association.

5. Shareholders approve the election of candidate(s), who stand(s) for re-election at general meeting of the Company, as Director(s).

Re-appointment of retiring Directors

1. The Nomination Committee considers each retiring Director, having due regard to the nomination policy and the board diversity policy of the Company, and assesses the independence of each retiring INED as appropriate.

2. The Nomination Committee makes recommendation(s) to the Board.

3. The Board considers each retiring Director recommended by the Nomination Committee, having due regard to the nomination policy and the board diversity policy of the Company.

4. The Board recommends the retiring Directors to stand for re-election at the AGM in accordance with the Articles and Association.

5. Shareholders approve the re-election of the retiring Directors at the AGM.

Board Diversity Policy

The Board values diversity as a factor in selecting candidates to serve on the Board, and believes diversity at the Board level can strengthen the business development of the Company.

The Board adopted a board diversity policy which relates to the selection of candidates for the Board. Pursuant to the board diversity policy, selection of Board candidates will be based on a range of diversity perspectives, including but not limited to the Company's needs, gender, age, cultural and educational background, ethnicity, integrity, management experience, skills, industry or professional knowledge and experience, length of services, level of time and effort devoted to discharge responsibilities and independence of serving as an INED in accordance with the independence guidelines set out in the Listing Rules. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

As at the date of this report, the Board consists of two female Directors, representing approximately 33.3% of the Board. The Board targets to maintain at least the current level of female representation. The current arrangement and structure of the Board is appropriate for the development need of the existing business operation of the Group and is conducive to provide the Company with extensive valuable advice and supervision on decision-making. The Company will continually assess the diversity of the Board and objectively consider the composition and effectiveness of the Board for the 2023 financial year.

The Nomination Committee has been delegated with the responsibilities for the review of the board diversity policy regularly, as appropriately, to ensure its continued effectiveness.

The Group has also taken, and continues to take, steps to promote diversity at all levels of its workforce. Opportunities for employment, training and career development are equally opened to all eligible employees without discrimination. While the current senior management of the Company comprises all female members, viewing from the Company's perspective as a whole, as at the year ended 31 December 2022, female employees represent 55.6% of the Group's total employees. The Company is mindful of the objectives as set out in the diversity policy when assessing the candidacy of the employees, and will ensure that the Company shall continue to follow the policy.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING

The Directors acknowledge their responsibility for preparing the financial statements of the Group for the Year.

The statement of the independent auditor about its reporting responsibilities and opinion on the consolidated financial statements is set out in the Independent Auditor's Report on pages 83 to 87 of this annual report.

INDEPENDENT AUDITORS' REMUNERATION

During the Year, the remuneration paid/payable to the independent auditor of the Company, Ernst & Young for the provision of audit services and non-audit services are as below:

Services	Fee paid/ payable *RMB'000*
Audit services	2,080
Non-audit services	—
Total	2,080

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for evaluating and determining the nature and extent of the risks that the Company is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems. The Board oversees management in the design, implementation and monitoring of the risk management and internal control systems. The Board acknowledges that such risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but 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. The Board was satisfied with the internal audit function for the year ended 31 December 2022.

The Company's Risk Management and Internal Control Framework

The Company has commissioned an independent professional risk advisor to carry out the internal functions by helping build risk management framework, develop the "Risk Assessment Manual", and conduct risk assessments to determine the nature and extent of the Company's risks. In the risk assessment process, the management have identified the major risks faced by the Company and ranked these risks according to the likelihood and the severity of the impact on the business of the Company, as well as further developed risk management measures to maintain the risks at an acceptable level.

The management would report to the Audit Committee and the Board on all findings and the effectiveness of the risk management and internal control systems. The Audit Committee assists the Board in leading the management to oversee the design, implementation and monitoring of the risk management and internal control systems, and makes recommendations. The Audit Committee also ensures that an overall review of the effectiveness of such systems is conducted at least annually and put forward to the Board for consideration. The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives; and acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness.

Review of Risk Management and Internal Control System

The Board and its Audit Committee reviewed the effectiveness of the Company's risk management and internal control systems which include financial, operational and compliance controls, as well as those relating to the Group's Environmental, Social and Governance risk, performance and reporting, during the Year, as well as taking into account the adequacy of resources, staff qualifications and experience and trainings for the staff of the Company's accounting and financial reporting functions. Procedures have been set up for, inter alia, safeguarding assets against unauthorized use or disposition, controlling capital expenditure, maintaining proper accounting records and ensuring the reliability of financial information used for business and publications. Management throughout the Company maintains and monitors the risk management and internal control systems on an ongoing basis. The Board reviewed the financial, operational and compliance monitoring systems during the Year and assessed the effectiveness of such systems after considering the work performed by the Audit Committee, the management of the Company, external auditors. Based on the reports submitted by the management, the Board considered that the Company's risk management and internal control system are effective and adequate.

DISCLOSURE OF INSIDE INFORMATION

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

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

JOINT COMPANY SECRETARIES

Mr. Chu Wing Tim Benedict was appointed as a joint company secretary of the Company on 23 December 2022 in place of Ms. Lam Shi Ping who has resigned on the same date. Mr. Chu is nominated by Boardroom Corporate Services (HK) Limited ("**Boardroom**") pursuant to an engagement letter made between the Company and Boardroom, pursuant to which Boardroom has agreed to provide certain corporate secretarial services to the Company.

Ms. Zhao Xiaojuan was appointed as a joint company secretary of the Company on 12 September 2019.

During the Year, Ms. Lam Shi Ping, Mr. Chu Wing Tim Benedict and Ms. Zhao Xiaojuan had undertaken no less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules. The primary person at the Company with whom Ms. Lam and Mr. Chu had been contacting in respect of company secretarial matters is Ms. Zhao.

DIVIDEND POLICY

The Company has adopted a dividend policy, pursuant to which the Company may declare and distribute dividends to the Shareholders.

According to the dividend policy, payment and the amount of any dividends will be at the discretion of the Directors and will depend upon the Group's future operations and earnings, development pipeline, capital requirements and surplus, general financial conditions, contractual restrictions and other factors that the Directors consider relevant.

The declaration and payment as well as the amounts of dividends shall be subject to all applicable laws and regulations, including but not limited to the Companies Law, Cap 22 of the Cayman Islands and the memorandum and Articles of Association of the Company. No dividend shall be declared or payable except out of the Company's profits and reserves lawfully available for distribution. Dividends declared in the past may not be indicative of the Company's future dividend policy. The Directors have the absolute discretion to recommend any dividend.

As the Company is a holding company, declaration and payment of dividends will depend on the availability of dividends received from the subsidiaries, particularly the subsidiaries incorporated in the PRC. The PRC laws require that dividends be paid only out of the net profit calculated according to the PRC accounting principles, which differ from generally accepted accounting principles in other jurisdictions, including Hong Kong Financial Reporting Standards. The PRC laws also require foreign-invested enterprises, such as all the subsidiaries in the PRC, to set aside part of their net profit as statutory reserves. These statutory reserves are not available for distribution as cash dividends. Distributions from these subsidiaries may also be restricted if they incur debt or losses or in accordance with any restrictive covenants in bank credit facilities or other agreements that the Group may enter into in the future.

The Company does not have any pre-determined dividend distribution proportion or distribution ratio. The Board will review the dividend policy on a regular basis.

SHAREHOLDERS' RIGHTS AND COMMUNICATIONS

The Company has adopted a number of policies and procedures with the objective of ensuring that all the Shareholders will have equal and timely access to information about the Company in order to enable them to exercise their rights in an informed manner and allow them to engage actively with the Company.

Convening an Extraordinary General Meeting by Shareholders

Pursuant to Article 64 of the Articles of Association, any one or more Shareholders holding, as at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the company secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting Forward Proposals at General Meetings

There are no provisions in the Articles of Association or the Cayman Islands Companies Act (as revised) for the Shareholders to move new resolutions at general meetings. Shareholders who wish to move a resolution may request the Company to convene a general meeting in accordance with the procedures set out in the preceding paragraph.

Putting Forward Enquiries to the Board

Shareholders may send enquiries to the Board by post to the Company's principal place of business in Hong Kong at 31/F, 148 Electric Road, North Point, Hong Kong for the attention of the company secretary of the Company.

Shareholder Communication

- the Board shall maintain an on-going dialogue with Shareholders and the investment community, and will regularly review the shareholders communication policy to ensure its effectiveness;

- information shall be communicated to Shareholders and the investment community mainly through the Company's financial reports (quarterly (if any), interim and annual reports), annual general meetings and other general meetings that may be convened, as well as by making available all the disclosures submitted to the Stock Exchange and its corporate communications and other corporate publications on the Company's website;

- effective and timely dissemination of information to Shareholders and the investment community shall be ensured at all times. Any question regarding the shareholders communication policy shall be directed to the chief executive officer or the chief financial officer (if any) of the Company;

- Shareholders and the investment community shall be provided with designated contacts, email addresses and enquiry lines of the Company in order to enable them to make any query in respect of the Company;

- corporate communication will be provided to Shareholders in plain language and in both English and Chinese versions to facilitate Shareholders' understanding;

- appropriate arrangements for the annual general meetings shall be in place to encourage Shareholders' participation;

- Board members, in particular, the chairmen of Board committees, appropriate management executives and external auditor will attend annual general meetings to answer Shareholders' questions; and

- investor/analysts briefings and one-on-one meetings, roadshows (both domestic and international), media interviews, marketing activities for investors and specialist industry forums etc will be available (where necessary) in order to facilitate communication between the Company, Shareholders and the investment community.

The Board has reviewed the implementation and effectiveness of the shareholder communication policy during the Year, the handling of queries received (if any) and the multiple channels of communication and engagement in place, and considered that the aforesaid policies and procedures have been properly implemented during the Year and is effective.

Constitutional Documents

There was no change in the constitutional documents of the Company during the Year. The Memorandum of Association and Articles of Association is available on the respective websites of the Company and the Stock Exchange.

The Company proposes to amend the Memorandum of Association and Articles of Association in order to comply with the Listing Rules and CG Code that came into effect on 1 January 2022. For details, please refer to the announcement of the Company dated 22 March 2023.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ABOUT THIS REPORT

Introduction of the Report

The Group is pleased to publish its Environmental, Social and Governance Report for the year of 2022. This report summarizes the Group's strategies, practices and visions regarding the environmental, social and governance issues for the year of 2022.

Reporting Scope And Reporting Period

The environment-related disclosures in this report include the location of the Group's principal operating entity in the PRC, namely the office in Beijing. This report covers the period from 1 January 2022 to 31 December 2022, which is consistent with the financial year covered by this annual report.

Basis for Preparation

The report is prepared in accordance with the disclosure obligations set out in the Environmental, Social and Governance Reporting Guide in Appendix 27 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). This report has complied with all mandatory disclosure requirements and the "Comply or Explain" provisions, as well as the principles of materiality, being quantitative, balance and consistency. When preparing this report, the Group adopted emission factors and international standards listed in the Environmental, Social and Governance Guidance issued by the Stock Exchange using the same preparation method as the previous year. For details on applying materiality reporting principle, please refer to the section headed "Materiality Assessment" in this report.

Contact of the Group

The Group values the opinions of the readers of this report. If you have any questions or suggestions about this report, you are welcome to give your feedback to the Group through the following means:

Address: Room 1004–1005, Tower 5 Laiguangying Chengying Centre (來廣營誠盈中心), Chaoyang District, Beijing

Email: lihui@adtiger.hk/febechang@adtiger.hk

Data Sources and Reliability Statement

The information disclosed in this report comes from the Group's internal documents, statistical reports and relevant public materials. The Group confirms that the report does not contain any false statement, misleading representation or material omission and takes responsibility for its contents as to the authenticity, accuracy and completeness.

Confirmation and Approval

The management team of the Group has confirmed to the Board that the environmental, social and governance risk management and internal monitoring systems for the year ended 31 December 2022 are effective.

This report is approved at the meeting of the Board held on 22 March 2023 at Beijing. This report is released in both English and Chinese versions. Should there be any discrepancies between the two versions, the Chinese version shall prevail. The electronic version of this report is available on the website of the Stock Exchange (www.hkexnews.hk) and website of the Company (www.adtiger.hk).

MANAGEMENT OF ENVIRONMENT, SOCIAL AND GOVERNANCE

Statement of the Board

Apart from bringing economic return for stakeholders, the Group adheres to the concept of sustainable development, actively fulfils its corporate social responsibilities, incorporates environmental protection and environmental management into its commercial decisions and integrates environmental, social and governance considerations into its corporate development decision and daily operation. All potential risks that may have impact on the Group's businesses will be covered and evaluated in the annual enterprise risk assessment. In addition, the Group has been focusing on maintaining closer connections with different stakeholders.

The Group adopts a top-down management method for its environmental, social and governance matters. The Board assumes full responsibility for the environmental, social and governance issues of the Group and fully monitors related risks and opportunities. The Board is responsible for monitoring and formulating management approach, strategies and goals in relation to the Group's environmental, social and governance, reviewing the goals set by the Group and performance of the goals on a regular basis and adjusting the strategies pursuant to the actual condition.

To integrate the concept of sustainability and manage environmental, social and governance issues effectively, the Group has established the Environmental, Social and Governance Working Group to help the Board to monitor and promote the implementation of various environmental, social and governance strategies, while regularly reports to the Board on the progress and effectiveness of such strategies. The Environmental, Social and Governance Working Group is also responsible for assisting the Board to evaluate and identify environmental, social and governance risk management of the Group and prepare the annual environmental, social and governance report.

The Group also formulated a series of environmental targets that aim to reduce its operational impact on the environment. The Group took into consideration the industry's best practices and analysed its previous quantitative environmental data disclosed in past ESG reports in developing a set of appropriate environmental targets. For the details of the environmental targets, please refer to the respective sections under "ENVIRONMENT".

In the future, the Board will continue to monitor and improve the Group's measures and performance on sustainability and commit to create long-term values for all stakeholders and the communities where the business is located.

Management structure

Board	• The Board is responsible for monitoring environmental, social and governance issues, including formulating related approach and strategies.
Environmental, Social and Governance Working Group	• The Working Group is responsible for assisting the Board to execute various daily management works for environmental, social and governance issues.
Functional departments	• Each functional department is responsible for enforcing various measures for environmental, social and governance issues formulated by the Group.

Identification and communication with stakeholders

The Group values its stakeholders and their opinions on the business and environmental, social and governance issues of the Group. The Group understands the expectations and needs of its stakeholders through comprehensive and transparent communication, and continues to improve the Group's sustainable development strategies and plans based on the opinions of its stakeholders, so as to consolidate mutual trust and cooperative relations and jointly achieve its sustainable development plan, create a future with the coexistence of sustainable economic growth, environmental friendliness and social development.

While formulating the operational and environmental, social and governance strategies, the Group considers the expectations of its stakeholders through multiple ways of participation and communication channels as follows:

Major Stakeholders and Communication Channels

STAKEHOLDERS	FOCUS	COMMUNICATION CHANNELS
Stock Exchange	• Compliance with the Listing Rules and timely and accurate publication of announcements	• Meeting, training, seminar, programme, website update and announcements
Shareholders and Investors	• Business strategies • Investment return • Corporate image • Compliance operation	• Annual general meetings or extraordinary general meetings • Regular corporate publications (including annual reports) • Company announcements • Company website
Government and Supervisory Institutions	• Compliance operation • Tax payment according to law • Information disclosure and reporting materials	• Company website • Company announcements
Suppliers and Supervisory Institutions	• Compliance operation • Service quality	• Meeting • Regular appraisal • Exchanges and visits • Direct communication
Employees	• Compensation and benefits • Working environment and safety • Diversification and equal opportunities • Training and room for career development	• Daily communication and meetings • Staff training • Regular performance appraisal • Staff satisfaction survey
Advertisers	• Product quality • Personal privacy protection	• Telephone and face-to-face meetings • Advertisers' campaigns • Questionnaires
Community	• Community development • Public welfare • Employment opportunities • Ecological environment	• Company website • Community activities • Media enquiry • Press release and announcements

Materiality Assessment

In order to ensure that this report has fully covered and responded to the major concerns of stakeholders, in addition to regular communication with stakeholders, the Group has also referred to various resources of company internal policies, industry trends and materiality map by Sustainability Accounting Standards Board to identify issues with potential and actual impact to the Group's sustainable development.

The Group has performed materiality assessment on various factors, such as its strategies, development and goals, for environmental, social and governance issues, and graded the environmental, social and governance issues and their respective impact related to the stakeholders.

Significant environmental, social and governance issues were considered to have or may have a significant impact on the following:

- current and future environment and/or society;
- the financial and/or operation performance of the Group; and
- evaluation, decision-making and actions of stakeholders.

ENVIRONMENT

Emissions

As an online advertising platform that connects our advertisers with our media publishers, either directly or indirectly through resellers designated by our media publishers, our businesses do not have a material impact on environment. However, our Group integrates the principle of sustainable development in its daily management in an attempt to improve the environmental awareness of all employees. The Group strictly abides by environmental laws and regulations, including but not limited to the Environmental Protection Law of the PRC (《中華人民共和國環境保護法》), Law on the Prevention and Control of Atmospheric Pollution of the PRC (《中華人民共和國大氣污染防治法》), Law on the Prevention and Control of Solid Waste Pollution to the Environment of the PRC (《中華人民共和國固體廢物污染環境防治法》) and Law on Energy Conservation of the PRC (《中華人民共和國節約能源法》).

Exhaust

Since there is no stationary or mobile source that combust fuels owned or controlled by the Group, no air emission is generated during the course of daily operations. The Group's major emissions of greenhouse gases are principally from the indirect emissions of purchased electricity and discarded waste paper.

Greenhouse Gas

During the year ended 31 December 2022, the types and volumes of indirect emissions by the Group were shown as follows:

Major Types of Emissions	Unit	Amount of Emission in 2022	Amount of Emission in 2021
Scope II			
Electricity	Tons of CO_2 equivalent	27.69[1]	18.58
Scope III			
Waste paper	Tons of CO_2 equivalent	0.66	0.78
Total emissions			
Total emissions	Tons of CO_2 equivalent	28.35	19.36
Total emissions intensity	Tons of CO_2 equivalent/m^2 [2]	0.02	0.02

The year-on-year increase of total emissions in the reporting year was due to the increase of office space. Nevertheless, the total emissions intensity was at the same level as that of 2022, reflecting the effectiveness of the Group's emission reduction measures.

The Group is committed to reduce greenhouse gas emissions. Through energy saving policies and green measures, it aims to realise the goal of maintaining or reducing the total emissions intensity of greenhouse gas within the next reporting year based on the 2022 benchmark.

Hazardous Waste

Owing to the Group's business nature, the Group did not produce material hazardous wastes in its ordinary course of business.

Non-hazardous waste

The solid emissions of the Group mainly came from the paper consumption at the offices of the Group. The paper waste was discarded in recycling bins for recycling.

Details of the emissions data of the Group during the year ended 31 December 2022 were as follows:

Type of Energy	Unit	Amount of Emission in 2022	Amount of Emission in 2021
Non-hazardous waste	Ton	0.14	0.16
Non-hazardous waste intensity	Ton/employee[3]	0.001	0.001

1 The greenhouse gas emission factors from externally-purchased electricity were calculated with reference to the grid emission factor of the "Accounting and Reporting of Greenhouse Gas Emission for Enterprise — Power Generation Facilities"《企業溫室氣體排放核算方法與報告指南 — 發電設施》published by the Ministry of Ecology and Environment of the People's Republic of China. The average emission factor of the national grid is 0.5810 tCO_2/MWh (2021: 0.6101).

2 The total office area of the Group was 1,335.05 m^2 (2021: 840.00 m^2).

3 As at 31 December 2022, the total number of the Group's employees was 160 (2021: 118).

Measures to Reduce Waste Generation

The Group actively advocates the idea of Green Office, and adheres to the four "Re" principles of environmental protection (Reduce, Reuse, Recycle and Replace) in daily operation, aiming to minimize the generation of wastes and make full use of resources.

In terms of paper consumption, the Group promotes a paperless office by implementing measures which include, but are not limited to, the followings:

— Double-sided printing is set for printers by default; employees are required to use double sided photocopying and reuse single-sided paper without confidential information for draft photocopying;

— Employees are encouraged to use online communication; and

— Applying office automation system (OA system) in approval process to reduce the use of paper forms.

Thanks to the above measures, the total volume and non-hazardous waste intensity was lower in the reporting year compared to the last reporting year. The Group will uphold the principle of environmental protection, with target to maintain or reduce non-hazardous waste intensity in the next reporting year.

Use of Resources

The Group's energy consumption mainly came from purchased electricity. The water consumption of the Group's Beijing offices is charged as part of their rentals. Accordingly, the Group will not disclose data for the water bills of their Beijing office. Details of the total energy consumption of the Group during the year ended 31 December 2022 were as follows:

Total Energy Consumption

Type of Energy	Unit	Consumption in 2022	Consumption in 2021
Electricity			
Total electricity consumption	kWh	47,652	30,448
Total electricity consumption intensity	kWh/m^2	35.69	36.25

The year-on-year increase of total electricity consumption in the reporting year was due to the increase of office space. Nevertheless, the total electricity consumption intensity was lower than that of the previous reporting year, reflecting the effectiveness of the Group's emission reduction measures.

Measures to Reduce Power Consumption

The Group promotes energy saving during daily office operation and builds a corporate culture of low-carbon operation by implementing measures which include, but are not limited to, the followings:

— Post notices near power switches to encourage employees to switch off devices and power when they leave their office or when the offices are not in use, in order to reduce unnecessary energy consumption;

— Adopt low energy recyclable light bulbs in offices to reduce the power consumption of its lighting; and

— The air conditioning units in the offices are controlled by the central air conditioning system of the property management company to avoid unnecessary waste of resources.

The Group has been adopting the above emission reduction and energy saving measures to maintain relatively low power consumption. The Group targets to maintain or reduce its total power consumption intensity in the next reporting year.

Appropriate Water Source

The Group faces no issues in sourcing water that is fit for purpose, and all of its offices have stable water supply to meet daily operational needs. Nonetheless, the Group has implemented measures to raise its employees' awareness about water-saving, including broadcasting water-saving reminders through internal communication channels.

Packaging material

In light of the Group's business nature, the Group does not involve any material usage of packaging materials in its ordinary course of business.

Environment and Natural Resources

All of the offices of the Group do not have a particularly material impact on the environment and natural resources in their daily operation. The Group constantly follows the principle of protecting the environment and natural resources in the operation and ensures that it will not cause any significant impact on the environment or overuse natural resources.

Climate Change

To echo with international concerns on climate change, we have included the climate-related risks in environmental, social and governance issues and made relevant disclosures according to the Recommendations of the Task Force on Climate-related Financial Disclosures.

Types of risks	Potential financial impact Low Medium High	Short-term (Current reporting period)	Mid-term (one to three years)	Long-term (Four to ten years)	Response
Transitional risks	**Policies and regulations** More stringent climate policies and regulations (e.g., stricter electricity curtailment order) may increase compliance and operating costs				Strictly implement measures to reduce emissions (e.g., green measures to reduce electricity consumption, the four "Re" principles of environmental protection), in order to maintain a low level of emissions
	Market Consumers turned to companies that are more environmentally conscious, resulting in lower revenue				Adhere to the Group's sustainable development philosophy, strictly control the process of overseas online advertising services and strive to provide high quality services to meet consumer and market expectations. For the Group to remain competitive, our employees follow up on customer needs in real time through the closed-loop process to ensure customer feedback is handled promptly. For new employees, the Group regularly organizes training sessions to improve their skills.

Types of risks	Potential financial impact Low Medium High	Short-term (Current reporting period)	Mid-term (one to three years)	Long-term (Four to ten years)	Response
Physical risks	**Acute** Extreme weather conditions such as increased flooding resulting in asset loss or supply chain disruptions				Develop safety protocols and contingency plans to deal with extreme weather conditions. The Company has set up Disaster Emergency Plan and established an emergency rescue system to handle extreme weather conditions like flooding, earthquake, typhoon, etc., in a quick, orderly, and efficient manner so as to minimize casualties and property losses of the Company, and restore the stability of the Company.
	Chronic Persistent high temperatures lead to increased electricity consumption, which in turn affects operating costs				Adopt energy-saving policies to reduce electricity consumption and avoid unnecessary energy use. We encourage our people to turn off lights before leaving the office and arrange patrolling to ensure that all lights are off after office hours. During the daytime, natural light is preferred and utilized. We have divided the office into different lighting zones and set up independent control switches. When purchasing new electrical appliances, we try to select energy-efficient and environmentally friendly products while considering the price. We also encourage employees to turn off unused appliances or switch to a power-saving mode when taking a lunch break after office hours.

Although the climate change risks identified by the Group are not expected to have immediate and imminent impact on its business, the Group will continue to review the potential impact of climate change on its business annually and adopt corresponding measures to reduce any potential risks.

SOCIAL

Employment

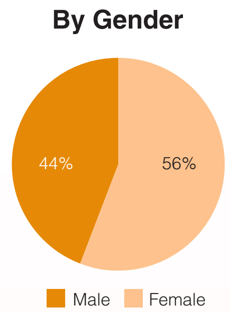
The Group firmly believes that its employees are the most valuable assets of an enterprise and one of the most important factors for the sustainable development and success of the Group. The Group has established internal policies in accordance with Labour Law of the People's Republic of China (《中華人民共和國勞動法》), the Labour Contract Law (《勞動合同法》), and other labour laws and regulations related to compensation and dismissal, recruitment and promotion, working hours, holidays, equal opportunity, diversity, anti-discrimination and other benefits and welfare, employment development and training, child and forced labour.

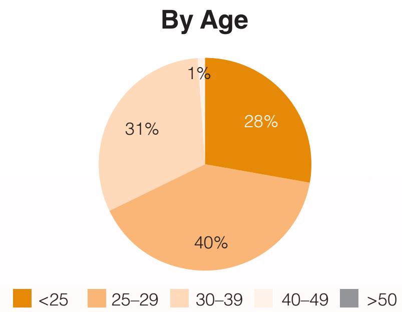
To ensure that the Group's key policies are clearly and consistently communicated to the employees, the Group has established an "Employees' Handbook", which details the rights of the employees, such as working hours, leave entitlements and other benefits and welfare. Each employee is provided with a copy of the "Employees' Handbook" when he/she joins the Group.

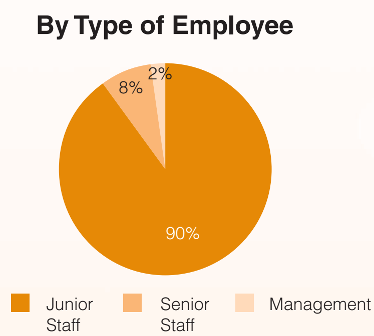
Total Number and Classification of Employees

As of 31 December 2022, the Group had a total of 160 employees that are all located in Beijing, China. The details are as follows:

Total Number of Employees	
Total Number of Employees	160
Distribution of male and female employees	
Female	89
Male	71
Age distribution	
<25	45
25–29	64
30–39	49
40–49	2
>50	0
Number of employees by different types	
Junior staff	144
Senior staff	13
Management	3







Employee Turnover

The Group attaches great importance to its relationship with its employees, with its dismissal issues managed in strict compliance with applicable laws and regulations. The human resource department will arrange exit interviews with departing employees to understand the reasons for their departure and welcome any suggestions for improvement.

As of 31 December 2022, the detailed information of employee turnover rate is as follows:

Total Employee Turnover		
	Number of Employees	% of total number of employees
Total number of turnover	33	21%
By gender		
	Number of Employees	% of employee turnover by gender
Female	22	25%
Male	11	15%
By age		
	Number of Employees	% of employee turnover by age
<25	10	22%
25–29	14	22%
30–39	8	16%
40–49	1	50%
>50	0	0%

Note: Employee turnover rate by geographical region is not applicable as all employees are located in Beijing, the PRC.

HEALTH AND SAFETY

The Group has strictly complied with the applicable laws and regulations of the PRC, such as the PRC Labour Law (《中華人民共和國勞動法》), the PRC Labour Contract Law (《中華人民共和國勞動合同法》), Law on the Prevention and Treatment of Occupational Diseases of the PRC (《中華人民共和國職業病防治法》), Provisions on the Supervision and Administration of Occupational Health at Work Sites (《工作場所職業衛生監督管理規定》) and others. For laws and regulations in the PRC in relation to the occupational health standards and safe production, the Group has not recorded any material non-compliance during the year ended 31 December 2022. The Group did not have any work-related fatalities and serious work-related injuries in the past three years, with the current reporting period included. Given the nature of the Group's business, the employees mainly work in offices and the risk of encountering work-related injuries or lost days due to work injury is low. Nevertheless, the Group has established various health and safety measures in its workplaces, including health check for employees and safety guidelines for staff induction training, to enhance their safety awareness.

In addition, to create and maintain a good, comfortable and healthy working environment, the Group has implemented a series of policies:

- Provide adequate illumination and moderate temperature in the Group's workplace;
- Maintain accessibility of emergency exits in the Group's workplace with regular inspections;
- Regularly conduct safety inspections and fire drills to raise safety awareness among employees; and
- Prohibit smoking in workplace to reduce the risk of fire.

In addition to maintaining a safe and comfortable working environment, the Group understands the importance of work-life balance. Therefore, the Group provides monthly tour fee for employees to organize various recreational activities of their choice.

During the continuing outbreak of COVID-19 pandemic, the pandemic prevention and control team of the Group has regularly reviewed the relevant measures to safeguard the health and safety of employees and their families. Such measures are as follows:

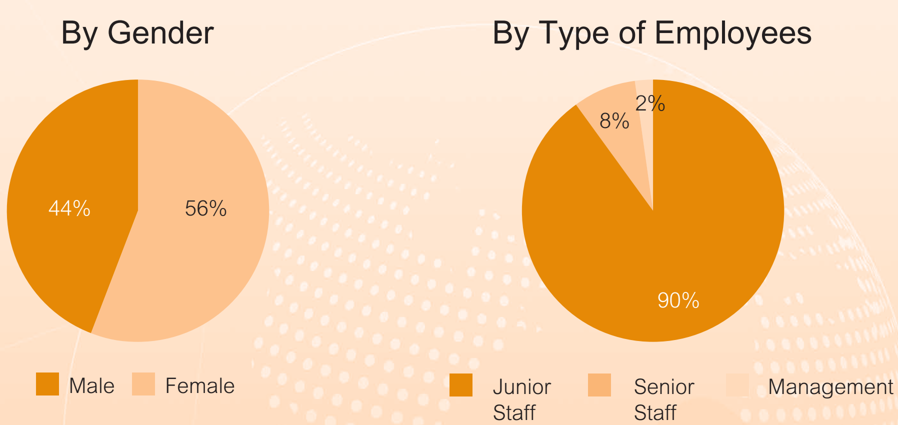
- Clean and disinfect the workplace regularly to maintain environmental hygiene;
- Maintain health record for employees, take and record the temperature of all employees when entering the workplace and require employees to report their travel history;
- Prohibit employees from going to medium-and high-risk regions for business or travel; and
- Regularly issue pandemic management notices to keep employees informed of the latest local pandemic and the Group's measures.

Going forward, the Group will review these policies to ensure renewed awareness on employee health and safety remain in the foreseeable future.

Development and Training

The Group values talent training and believes that employees will continue to grow along with the Group's business expansion. It provides targeted, systematic and forward-looking training for employees to ensure that they can quickly meet the needs of their relevant positions and to explore their potential to support the sustainable development of the Group. At the same time, the Group believes that skills and experience of employees are important factors for the long-term development of the Group. The Group encourages and supports employees to participate in personal and professional training to meet the development needs of the Group. The Group also encourages a culture of sharing knowledge and experience. On the other hand, the Group provides on-the-job training for new employees in the Group.

Staff training		
	Number of employees	% of total number of employees
Total Number Trained	160	100%
Gender		
	Number of employees	% of total number of employees
Female	89	56%
Male	71	44%
Type of employees		
	Number of employees	% of total number of employees
Junior staff	144	90%
Senior staff	13	8%
Management	3	2%
Total hours (hours)	1,280	
Average training hours completed (by gender)		
Female (hours)	8	
Male (hours)	8	
Average training hours completed (by type of employees)		
Junior staff (hours)	8	
Senior staff and management (hours)	8	



Labour Standards

The Group resolutely resists and opposes any form of child labour and forced labour, and strictly complies with the Labour Law of the PRC (《中華人民共和國勞動法》), the Law on the Protection of Minors of the PRC (《中華人民共和國未成年人保護法》), the Order of the State Council of the People's Republic of China (No. 364) — Provisions on the Prohibition of Using Child Labour of the PRC (《中華人民共和國國務院令(第364號)禁止使用童工規定》) and other applicable laws and regulations when recruiting employees so as to protect their legitimate rights and interests.

The human resources department of the Group strictly monitors the recruitment process, conducts background checks on its job applicants and verifies their credentials, and will not employ any candidates if they are found to be unsuitable. Any use of false document will be deemed as fraudulent and any related signed labour contract will be deemed invalid.

During the year ended 31 December 2022, the Group did not use any child labour or forced labour, or receive any related complaints.

Supply Chain Management

The Group's suppliers are primarily resellers who provide us with ad inventories on top media platforms. The Group's suppliers also include IT service providers who provide us with cloud computing services and external optimisers, designers and translators who provide ad optimisation, design and translation services for our online advertising business. The Group acknowledges that supply chain management is inseparable from its sustainable development, and is therefore committed to establishing long-term and harmonious cooperative relations with its suppliers through annual supplier evaluation, site visits, online communication, etc.. The Group expects that its suppliers will adhere to the principles of integrity and pragmatism, and strictly abide by applicable laws and regulations, such as the Hong Kong Competition Ordinance (Cap. 619), the Bidding Law of the People's Republic of China (《中華人民共和國招標投標法》), and the Regulation on the Implementation of the Bidding Law of the People's Republic of China (《中華人民共和國招標實施條例》), when providing products and services. The commitment and compliance of suppliers to social and environmental regulations are one of the criterions when the Group conducts initial assessment on potential suppliers.

In order to strengthen the supervision and management on suppliers, the Group established the Supplier Information Management system, which stipulates that suppliers should be selected and approved through preliminary review of standardised supplier information, screening, information database management, and investigation of suppliers, so as to properly manage the environmental and social risks of the Group's supply chain.

For the year ended 31 December 2022, the Group had a total of 43 major qualified suppliers, of which 34 were from Hong Kong, 4 were from Mainland China and 5 were from other Asian countries.

Product Responsibility

The Group had no non-compliance with the laws and regulations governing product responsibilities in the PRC during the reporting year, including but not limited to the The PRC Law on Protection of the Rights and Interests of Consumers (《中華人民共和國消費者權益保護法》), The Tort Law of the PRC (《中華人民共和國侵權法》), The Advertising Law of the PRC (《中華人民共和國廣告法》). The Group firmly believes that maintaining good service is essential to the sustainable development of the Group and is also the key to the success of the Group. Therefore, the Group continues to strengthen its data and technology capabilities in the online advertising industry. The Group will invest more in both IT infrastructure and the technologies capabilities of its AdTensor to better serve advertisers and media publishers. The Group aims to further strengthen its R&D capabilities in big data and artificial intelligence technology, and to expand the application of artificial intelligence algorithms and machine learning in its services. The Group will also continue to strengthen its computing capabilities, optimise its system architecture and enhance its IT infrastructure. In addition, the Group plans to develop connections with additional media publishers through software development kit integration, which enables the Group to obtain more comprehensive data when media publishers install software development kits.

In addition, the team of optimisers and designers of the Group maintain close communications with the advertisers to understand their demands in order to adapt to the changing market trends and consumers' behaviours. The Group believes the delivery of creative ad content with customized ad formats, coupled with the execution of ad placement strategies through the Group's AdTensor platform, is able to help advertisers achieve better marketing results in an efficient and cost-effective way.

For the year ended 31 December 2022, the Group did not receive any major complaints and claims for compensation from audiences and advertisers due to fraud, unfair or inappropriate content, poor service quality, or recalling due to safety reasons.

Service complaints and response

Advice and feedback from advertisers will help drive the Group's continued development, which is critical to the pursuit of excellence. The Group has established various channels of communication with advertisers (e.g. the website and public email) to better address advertisers' concerns.

The Group makes every effort to promptly investigate and resolve all disputes and complaints raised by advertisers. In addition, the Group has developed a Business Complaint Handling Process system to ensure that all complaints from advertisers are properly handled. All complaints received are handled by the sales department. Upon receipt of a complaint, the sales manager will investigate the incident and take appropriate action in a timely manner.

Intellectual property

The Group believes that its proprietary trademarks, domain names, copyrights, trade secrets and other intellectual properties are essential to its business operations. The Group protects its intellectual properties through laws relating to patent, copyright, trademark and trade secret, as well as disclosure restrictions such as confidentiality and licensing agreements with the Group's employees, suppliers, partners and other parties. In general, the employees of the Group shall enter into standard employment contracts, which contain a clause in which they acknowledge that all inventions, trade secrets, developments and other processes originating from them on behalf of the Group are the properties of the Group, and assign to the Group any proprietorship of such works for which they may claim. Moreover, the Group will not license any of the Group's intellectual properties to third parties that cooperate with the Group.

Data protection and privacy

The Group attaches great importance to the protection of consumer data privacy. The Group has taken measures to comply with the provisions of the General Data Protection Ordinance relating to data protection and privacy, even though it does not collect or store raw data or any personal information of users, such as IP addresses or legal names of visitors. The Group has implemented internal data privacy protection technical measures and data privacy management programs to prevent improper use or disclosure of data by employees. After collecting the data, the Group will analyse the data into meaningful user traffic information and store such information in the firewall protected cloud server operated by a reputable third-party cloud computing service provider. The Group also maintains its databases and servers, conducts regular systematic checks, implements password policies and carries out data backups, so as to protect data on the Group's proprietary advertising platform from theft and manipulation.

In addition, the Group has implemented measures regarding to internal data privacy protection technology and data confidentiality management plans to ensure that the data collected by the Group will not be misappropriated or misused, and prevent employees from improper use or disclosure of information. In addition, the Group signs confidentiality agreements with employees to prevent employees from improper use or disclosure of information. If the advertiser and the Group suffered losses due to the leakage of confidential information of the Group, the Group will impose punishment by strictly following internal procedures or pursue legal liabilities to protect the interests of the Group and the advertiser. For the year ended 31 December 2022, the Group did not have any breaches relating to data privacy.

Anti-Corruption

The Group strictly complies with relevant laws and regulations, such as the Anti-Money Laundering Law of the PRC (《中華人民共和國反洗錢法》), the Anti-Unfair Competition Law of the PRC (《中華人民共和國反不正當競爭法》) and the Criminal Law of the PRC (《中華人民共和國刑法》), and adheres to the basic behaviour code of integrity and self-discipline. The Staff Handbook of the Group clearly stipulates the commercial activities and professional ethics for employees to observe, and prohibits any acts like bribery, falsification, deception and fraud. Since the Group's business is not highly exposed to the risk of corruption, no training of such area was held during the reporting year. The Group will provide anti-corruption training for its employees and directors when needed.

Our whistleblower management system guides and encourages employees and business partners to report and disclose illegal behaviour like corruption and bribery. If any incompliance is identified, it can be reported to the head of HR department of the Group through the reporting mailbox or hotline set by the Group. The HR department would be responsible for investigating and collecting evidence and submitting its findings to the Audit Committee. The Group will determine the corresponding penalties for violations based on the nature, severity and evidence obtained.

For the year ended 31 December 2022, the Group was not aware of any violations related to corruption, bribery, extortion, fraud or money laundering.

Social Responsibility

The Group acknowledges the importance of giving back to the society and spares no effort in providing support. Although the Group was not engaged in any charitable events for the year ended 31 December 2022, the Group encourages employees to participate in community services to build a more sustainable and harmonious society. In the upcoming year, the Group plans to engage financial and human resources in community engagement programs in the environmental and employee wellbeing aspects.

General disclosures and key performance indicators in the Environmental, Social and Governance Reporting Guide of The Stock Exchange:

Item		Description	Chapter
A. Environment			
A.1: Emissions			
General disclosure		Information on: (A) the policies; and (B) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and nonhazardous waste.	Emissions
Key performance indicator	A1.1	The types of emissions and respective emissions data.	Exhaust
	A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions and intensity.	Greenhouse Gas
	A1.3	Total hazardous waste produced and intensity.	Hazardous Waste
	A1.4	Total non-hazardous waste produced and intensity.	Non-Hazardous Waste
	A1.5	Description of emissions target(s) set and steps taken to achieve them.	Measures to Reduce Waste Generation
	A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Measures to Reduce Waste Generation
A2: Use of Resources			
General disclosure		Policies on the efficient use of resources, including energy, water and other raw materials.	Use of Resources
Key performance indicator	A2.1	Direct and/or indirect energy consumption by type in total and intensity.	Total Energy Consumption
	A2.2	Water consumption in total and intensity.	N/A
	A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	Measures to Reduce Power Consumption
	A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	Appropriate Water Source
	A2.5	Total packaging material used for finished products and with reference to per unit produced.	Packaging Material

Item		Description	Chapter
A3: Environment and Natural Resources			
General disclosure		Policies on minimising the issuer's significant impacts on the environment and natural resources.	Environment and Natural Resources
Key performance indicator	A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	Environment and Natural Resources
A4: Climate Change			
General disclosure		Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	Climate Change
Key performance indicator	A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and responding actions.	Climate Change
B. Social			
B1: Employment			
General disclosure		Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Employment
Key performance indicator	B1.1	Total workforce by gender, employment type (full time or part time), age group and geographical region.	Total Number and Classification of Employees
	B1.2	Employee turnover rate by gender, age group and geographical region.	Employee Turnover

Item		Description	Chapter
B2: Health and Safety			
General disclosure		Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe work environment and protecting employees from occupational hazards.	Health and Safety
Key performance indicator	B2.1	Number and rate of work-related fatalities in the past three years including the reporting year.	Health and Safety
	B2.2	Lost days due to work injury.	Health and Safety
	B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	Health and Safety
B3: Development and Training			
General disclosure		Policies on improving employees' intelligence and skills for discharging duties at work. Description of training activities.	Development and Training
Key performance indicator	B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Development and Training
	B3.2	The average training hours completed per employee by gender and employee category.	Development and Training
B4: Labour Standards			
General disclosure		Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Labour Standards
Key performance indicator	B4.1	Description of measures to review employment practices to avoid child and forced labour.	Labour Standards
	B4.2	Description of steps taken to eliminate such practices when discovered.	Labour Standards

Item		Description	Chapter
B5: Supply Chain Management			
General disclosure		Policies on managing environmental and social risks of the supply chain.	Supply Chain Management
Key performance indicator	B5.1	Number of suppliers by geographical region.	Supply Chain Management
	B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.	Supply Chain Management
	B5.3	Description of practices used to identify environmental and social risks along each stage of the supply chain, and how they are implemented and monitored.	Supply Chain Management
	B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply Chain Management
B6: Product Responsibility			
General disclosure		Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product Responsibility
Key performance indicator	B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	N/A
	B6.2	Number of products and service related complaints received and how they are dealt with.	Service Complaints and Response
	B6.3	Description of practices relating to observing and protecting intellectual property rights.	Intellectual Property
	B6.4	Description of quality assurance process and recall procedures.	Product Responsibility
	B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored.	Data Protection and Privacy

Item		Description	Chapter
B7: Anti-corruption			
General disclosure		Information on: (a) the policies; and (b) compliance with relevant laws that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Anti-corruption
Key performance indicator	B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Anti-corruption
	B7.2	Description of preventive measures and whistleblowing procedures, how they are implemented and monitored.	Anti-corruption
	B7.3	Description of anti-corruption training provided to directors and staff.	Anti-corruption
B8: Social Responsibility			
General disclosure		Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Social Responsibility
Key performance indicator	B8.1	Focus areas of contribution (e.g. education, environmental concerns, labor needs, health, culture, sport).	Social Responsibility
	B8.2	Resources contributed (e.g. money or time) to the focus area.	Social Responsibility

DIRECTORS' REPORT

The Board is pleased to present this report of Directors together with the consolidated financial statements of the Group for the Year.

PRINCIPAL ACTIVITIES

The Company was incorporated in the Cayman Islands under the Companies Law of the Cayman Islands as an exempted company with limited liability on 1 February 2019. The Group is an online advertising platform that connects its advertisers with its media publishers, either directly or indirectly through resellers designated by its media publishers. The Group primarily provides overseas online advertising services to China-based advertisers.

The activities and particulars of the Company's subsidiaries are shown under note 1 to the consolidated financial statements. An analysis of the Group's revenue and operating profit for the year by principal activities is set out in the section headed "Management Discussion and Analysis" in this annual report and note 6 to the consolidated financial statements.

BUSINESS REVIEW

A fair review of the Group's business as required under Schedule 5 to the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), including the Group's performance analysis during the Year, particulars of important events affecting the Group that have occurred since the end of the Year, as well as the possible future business development of the Group, are set out in the sections headed "Chairman's Statement on pages 4 to 5, "Management Discussion and Analysis" on pages 8 to 22 and "Directors' Report — Subsequent Events" on page 82 in this annual report.

Possible risks and uncertainties that the Group may be facing are set out in the section headed "Principal Risks and Uncertainties" below in this report. Discussions on the environmental policies and performance, compliance by the Group with the relevant laws and regulations that have a significant impact on the Group and the account of the key relationships of the Group with its stakeholders are set out in the "Environmental, Social and Governance Report" on pages 47 to 67 of this annual report.

PRINCIPAL RISKS AND UNCERTAINTIES

The following list is a summary of certain principal risks and uncertainties faced by the Group, some of which are beyond its control:

- we rely heavily on our top customers; if we fail to maintain our relationships with our top customers, our financial condition, results of operations and prospects may be materially and adversely affected;

- we rely significantly on a limited number of top media, including Facebook, Google, Snapchat, Twitter, Yahoo and top-tier Chinese media platforms such as ByteDance, Kuaishou and ifeng.com for our online advertising services; if we fail to maintain our relationships with these top media publishers, it could materially harm our business;

- if we fail to introduce new or enhanced services to keep up with the technological developments or new business models of the online advertising industry, or the changing requirements of advertiser and media publishers, our business, financial condition and results of operations may be materially and adversely affected;

- if the online advertising industry fails to continue to develop and grow, or if the online advertising market develops or grows more slowly than expected, our profitability and prospects may be materially and adversely affected;

- our business is subject to complex and evolving laws and regulations, in particular with respect to data privacy. Many of these laws and regulations are subject to change and uncertain interpretation, and could result in claims, changes to our business practices, monetary penalties, increased cost of operations, or declines in user growth or engagement, or otherwise harm our business;

- a severe or prolonged downturn in the domestic or global economy could materially and adversely affect our business and financial condition;

- we face risks related to natural disasters, health epidemics, and other public safety concerns;

- we expect to continue to experience intense competition. If we fail to compete effectively against other online advertising companies, we could lose advertisers or media publishers, and our revenue and profits may decline; and

- if we fail to effectively manage and control our traffic acquisition costs, our gross profit, and financial results will be materially and adversely affected.

However, the above is not an exhaustive list. Investors are advised to make their own judgment or consult their own investment advisors before making any investment in the Shares.

RESULTS AND DIVIDEND

The consolidation results of the Group for the Year are set out on pages 88 to 143 of this annual report.

The Board has resolved not to recommend payment of any final dividend for the Year.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 1 June 2023 to Tuesday, 6 June 2023, both days inclusive, in order to determine the eligibility of the Shareholders to attend and vote at the AGM to be held on Tuesday, 6 June 2023. In order to be eligible to attend and vote at the AGM, all transfer accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong before 4:30 p.m. on Wednesday, 31 May 2023.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property and equipment of the Group during the Year are set out in note 13 to the consolidated financial statements on pages 121 to 122 of this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is highly aware of the importance of environmental protection and has not noted any material in compliance with all relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. The Group has implemented environmental protection measures and has also encouraged staff to be environmentally friendly at work by consuming electricity and paper according to actual needs, so as to reduce energy consumption and minimize unnecessary waste. For further details of the Group's environmental policies and performance, please refer to the ESG Report as set out on pages 47 to 67 of this annual report.

SHARE CAPITAL

Details of the movements in share capital of the Company during the Year are set out in note 23 to the consolidated financial statements on pages 130 to 131 of this annual report.

RESERVES

Details of the movement in the reserves of the Group and of the Company during the Year are set out in the Consolidated Statement of Changes in Equity of page 91 and note 24 to the consolidated financial statements on page 131 of this annual report, respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2022, the Company's distributable reserves were approximately RMB151,072,000.

BORROWINGS

As at 31 December 2022, the Company did not have any bank borrowings (as at 31 December 2021: nil).

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

PRE-EMPTIVE RIGHTS

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

USE OF PROCEEDS

Details of the use of proceeds received from the Global Offering are set out in the section headed "Use of Proceeds" on pages 21 to 22 of this annual report.

BOARD OF DIRECTORS

The Board currently comprises two executive Directors, one non-executive Director and three INEDs as follows:

Executive Directors

Ms. Chang Sufang *(Chairman and Chief Executive Officer)*
Ms. Li Hui

Non-executive Director

Mr. Hsia Timothy Chunhon

INEDs

Mr. Yao Yaping
Mr. Chan Foon
Mr. Zhang Yaoliang

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND THE SENIOR MANAGEMENT

Biographical details of the Directors and the senior management of the Group as at the date of this report are set out on pages 23 to 28 in the section headed "Profiles of Directors and Senior Management" to this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company, under which they agreed to act as executive Directors for a term of three years, which may be terminated by not less than one month's notice in writing served by either of the Director or the Company.

Each of the non-executive Director and the INEDs has signed an appointment letter with the Company for a term of three years, which may be terminated by not less than three months' notice in writing served by either of the Director or the Company. Under the respective appointment letters, each of the non-executive Director and INEDs is entitled to a fixed Director's fee.

The appointments of the Directors are subject to the provisions of retirement and rotation of Directors under the Articles of Association.

None of the Directors has entered a service contract with members of the Group that cannot be terminated by the Group within one year without payment of compensation, other than statutory compensation.

CONTRACT WITH CONTROLLING SHAREHOLDERS

Other than disclosed in the section headed "Related Party Transactions and Balances" in note 28 to the consolidated financial statements on pages 133 to 134 of this annual report, no contract of significance was entered into between the Company or any of its subsidiaries and the Controlling Shareholders or any of its subsidiaries during the Year or subsisted as at 31 December 2022 and no contract of significance for the provision of services to the Company or any of its subsidiaries by the Controlling Shareholders or any of its subsidiaries was entered into during the Year or subsisted as at 31 December 2022.

DIRECTOR'S INTEREST IN TRANSACTIONS, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

Other than disclosed in the section headed "Related Party Transactions and Balances" in note 28 to the consolidated financial statements on pages 133 to 134 of this annual report, no transaction, arrangement and contract of significance to the business of the Group which the Company or any of its subsidiaries was a party, and in which a Director or any entity connected with such a Director had a material interest, whether directly or indirectly, subsisted as at 31 December 2022 or at any time during the Year.

EMOLUMENTS OF DIRECTORS AND SENIOR MANAGEMENT

The emoluments of the Directors and senior management of the Group are determined by the Board by reference to their respective responsibilities and duties within the Company and may be adjusted upon the recommendation of the Remuneration Committee.

Details of the Directors' emoluments and emoluments of the five highest paid individuals in the Group are set out in note 8 and note 9 to the consolidated financial statements on pages 117 to 119 of this annual report.

For the Year, 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. Mr. Hsia is entitled to a remuneration fee of RMB50,000 per annum and he has waived his entitlement to receive director's fee as a non-executive Director for the year ended 31 December 2022 and has agreed to continue to waive such fee upon his re-election at the forthcoming AGM. None of the other Directors has waived any emoluments for the year ended 31 December 2022.

Except as disclosed above, no other payments have been made or are payable, for the Year, by our Group to or on behalf of any of the Directors.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Year, none of the Directors or their respective close associates (as defined in the Listing Rules) had any interest in a business that competed or was likely to compete, either directly or indirectly, with the business of the Group, other than being a director of the Company and/or its subsidiaries.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

Save as disclosed in this annual report, the Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

MANAGEMENT CONTRACTS

Other than the Directors' service contracts and appointment letters, no contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or in existence as at the end of the year or at any time during the Year.

EQUITY-LINKED AGREEMENTS

During the Year, other than the Post-IPO Share Option Scheme and the Share Award Scheme as set out in the sections headed "Post-IPO Share Option Scheme" and "Share Award Scheme" below, the Company has not entered into any equity-linked agreement.

MATERIAL LEGAL PROCEEDINGS

The Group was not involved in any material legal proceedings during the Year.

LOAN AND GUARANTEE

During the Year, the Group had not made any loan or provided any guarantee for loan, directly or indirectly, to the Directors, senior management of the Company, the Controlling Shareholders or their respective connected persons.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As of 31 December 2022, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required to be (a) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO); or (b) recorded in the register required to be kept by the Company, pursuant to section 352 of the SFO; or (c) notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Name of Director	Nature of Interest	Number of Shares held(1)	Total	Approximate percentage of the issued Shares
Ms. Chang Sufang(2)(3)	Interest in a controlled corporation	229,500,000 (L)	360,000,000	57.83%
	Interest of party acting in concert	130,500,000 (L)		
Ms. Li Hui(2)(3)	Interest in a controlled corporation	130,500,000 (L)	360,000,000	57.83%
	Interest of party acting in concert	229,500,000 (L)		
Mr. Hsia Timothy Chunhon(4)	Beneficiary of a trust	90,000,000 (L)	90,000,000	14.46%

Notes:

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

(2) 229,500,000 Shares in the Company is owned by Rowtel, a company beneficially and wholly owned by Fetech, which is in turn beneficially and wholly owned by Ms. Chang, and 130,500,000 Shares in the Company is owned by Westel, a company beneficially and wholly owned by Hera, which is in turn beneficially and wholly owned by Ms. Li. As such, Ms. Chang is deemed to be interested in the Shares held by Rowtel and Ms. Li is deemed to be interested in the Shares held by Westel.

(3) Ms. Chang and Ms. Li executed the Acting-in-Concert Agreements on 11 May 2016, 31 May 2016 and 6 September 2019 to acknowledge and reflect the mutual understanding and intention, and to confirm that such acting in concert arrangement has been put in place and shall continue during the period as long as Ms. Chang and Ms. Li retain equity interest in the Group directly or indirectly. Each of Ms. Chang and Ms. Li is deemed interested in aggregate interests of 360,000,000 Shares in the Company.

(4) 90,000,000 Shares in the Company is owned by Taschh, a company beneficially and 99.99% owned by Tiequan LLC. Tiequan LLC is in turn beneficially and wholly owned by Tiequan Trust, while Southpac Trust International, Inc. acts as the trustee of Tiequan Trust. Mr. Hsia is the sole beneficiary of Tiequan Trust. As such, Mr. Hsia is deemed to be interested in the Shares held by Taschh.

Save as disclosed above, as at 31 December 2022, none of the Directors and the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be: (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive of the Company were taken or deemed to have under such provisions of the SFO); (ii) recorded in the register required to be kept by the Company pursuant to section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

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

As of 31 December 2022, the following corporation (other than a Director or the chief executive of the Company) had, or were taken or deemed to have interests or short positions in the shares or underlying shares which were required to be disclosed to the Company and the Stock Exchange under the provision of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO were as follows:

Name of Shareholder	Nature of Interest	Number of Shares held[(1)]	Approximate percentage of the issued Shares
Rowtel[(2)]	Beneficial owner	229,500,000 (L)	36.87%
Fetech[(2)]	Interest in a controlled corporation	229,500,000 (L)	36.87%
Westel[(3)]	Beneficial owner	130,500,000 (L)	20.96%
Hera[(3)]	Interest in a controlled corporation	130,500,000 (L)	20.96%
Taschh[(4)]	Beneficial owner	90,000,000 (L)	14.46%
Tiequan LLC[(4)]	Interest in a controlled corporation	90,000,000 (L)	14.46%
Southpac Trust International, Inc.[(4)]	Trustee of a trust	90,000,000 (L)	14.46%

Notes:

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

(2) Rowtel is beneficially and wholly owned by Fetech, which is in turn beneficially and wholly owned by Ms. Chang. As such, each of Fetech and Ms. Chang is deemed to be interested in the Shares held by Rowtel.

(3) Westel is beneficially and wholly owned by Hera, which is in turn beneficially and wholly owned by Ms. Li. As such, each of Hera and Ms. Li is deemed to be interested in the Shares held by Westel.

(4) Taschh is beneficially and 99.99% owned by Tiequan LLC. Tiequan LLC is in turn beneficially and wholly owned by Tiequan Trust, while Southpac Trust International, Inc. acts as the trustee of Tiequan Trust. Mr. Hsia is the sole beneficiary of Tiequan Trust. As such, each of Tiequan LLC, Tiequan Trust, Southpac Trust International, Inc. and Mr. Hsia is deemed to be interested in the Shares held by Taschh.

Save as disclosed above, as at 31 December 2022, no other corporation which/person (other than a Director or the chief executive of the Company) who had any interests or short positions in the shares or underlying shares which were required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

POST-IPO SHARE OPTION SCHEME

The Post-IPO Share Option Scheme was conditionally approved and adopted by the then Shareholders on 22 June 2020, and became effective on the Listing Date. The purpose of the Post-IPO Share Option Scheme is to incentivise and reward the Eligible Persons (as defined below) 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.

During the Year, no share option was granted under the Post-IPO Share Option Scheme. Accordingly, there was no outstanding share option as at 1 January 2022, 31 December 2022 and the date of this report and no share option was exercised or cancelled or lapsed during the Year.

(a) Share Option Eligible persons

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 employee (whether full time or part-time) or a director of a member of our Group or associated companies of our Company.

(b) Maximum number of Shares in respect of which options may be granted

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme must not in aggregate exceed 10% of the total number of Shares in issue as at the Listing Date, being 60,000,000 Shares.

As at the date of this report, the total number of Shares available for issue under the Post-IPO Share Option Scheme is 60,000,000 Shares, representing approximately 9.64% of the issued shares of the Company.

(c) Maximum entitlement of each individual

No options shall be granted to any Share Option Eligible Persons under the Post-IPO Share Option Scheme of our Company which, if exercised, would result in such Share Option Eligible Persons becoming entitled to subscribe for such number of Shares as, when aggregated with the total number of Shares already issued or to be issued to him under all options granted to him (including exercised, cancelled and outstanding Options) in the 12-month period up to and including the date of offer of such options, exceeds 1% of the Shares in issue at such date or such higher limit as the Stock Exchange may allow pursuant to a waiver granted at the Stock Exchange's discretion.

(d) Option Period

Any option which remains 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 or such longer period as the Stock Exchange may allow pursuant to a waiver granted at the Stock Exchange's discretion.

(e) Minimum Period for which an Option must be held before it can be exercised

Unless the exercise of option would, in the opinion of the Board, be in breach of a statutory or regulatory requirement or unless the Board determines otherwise in its absolute discretion, 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.

(f) Acceptance of an offer of options

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 Share Option Eligible Persons 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 HK$1.00 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.

(g) Basis of determining the exercise price

Subject to any adjustment made as a result of alteration of share capital of the Company, 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 higher 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.

(h) Remaining life of the Share Option Scheme

The Post-IPO Share Option Scheme shall be valid and effective for a period of ten years commencing on the Listing Date, after the period of which 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 being exercised 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.

SHARE AWARD SCHEME

The Share Award Scheme was adopted on 29 September 2021. The purpose of the Share Award Scheme are (i) to recognise the contributions by Selected Participants; (ii) to offer suitable incentives to attract and retain talented Selected Participants who may be beneficial to the growth and development of the Group; and (iii) to align the interests of the Selected Participants directly to the Shareholders through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in the value of the Shares. Please refer to the Company's announcements dated 29 September 2021 and 19 October 2021 for further details. Unless otherwise defined, capitalised terms used herein shall have the same meaning as those defined in the announcements.

During the Year and up to the date of this report, no award share has been granted to any Selected Participants pursuant to the Share Award Scheme.

(a) Share Award Eligible persons

Any individual who is an employee, officer, director or consultant of the Company or any of its Subsidiaries shall be entitled to participate in the Share Award Scheme, except for any individual who is resident in a place where the grant, acceptance or vesting of an award pursuant to the Share Award Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual. In determining the selection criteria of the Selected Participant, the Board shall take into consideration matters including, but without limitation to, (i) the present and expected contribution of the Selected Participant to the Group; (ii) the financial condition of the Group; and (iii) the business performance and development plan of the Group.

(b) Operation of the Share Award Scheme

Subject to terms and conditions of the Share Award Scheme and the requirements of the Listing Rules, the Board may, from time to time at its absolute discretion, select any Share Award Eligible Person to participate in the Share Award Scheme as a selected participant, make an offer to the Selected Participants and grant award shares to such Selected Participants which are to be satisfied by (i) the new Shares to be subscribed by the Trustee under the Company's available general mandate on the relevant Grant Date or under a specific mandate approved or to be approved by the Shareholders; or (ii) the existing Shares received by the Trustee from any Shareholder; or (iii) purchased by the Trustee in the open market (either on-market or off-market) as directed by the Board.

Any new Shares to be subscribed by the Trustee under the Share Award Scheme will be issued under the available general mandate in effect on the grant date. Only when the number of the new Shares to be subscribed exceeds the available general mandate will the Board seek a specific mandate to be approved by the Shareholders to cover any award to be satisfied by new Shares that fall outside of the available general mandate. As such, the new Shares to satisfy any Awards will be issued under the available general mandate approved by the Shareholders and in effect at the time of the relevant Award, or a specific mandate approved or to be approved by the Shareholders for the relevant Award.

The Share Award Scheme does not specify a minimum vesting period, or a period within which an award may be exercised by the grantee. The Board may from time to time while the Share Award Scheme is in force and subject to all applicable laws, determine such vesting criteria and conditions or periods for an award to be vested. No consideration is payable on acceptance of an offer for the grant of awards.

(c) Scheme Limit

The Company shall not make any further grant of award which will result in the number of Shares granted under the Share Award Scheme exceeding 10% of the total number of issued Shares as at the adoption date, i.e. 62,250,000 Shares, representing 10% of the total issued Shares as at the date of this report. Such maximum number is not a limit set for yearly basis but the maximum number of the Shares that may be awarded throughout the award period. The maximum number of Shares which may be awarded to a Selected Participant shall not exceed 1% of the total number of issued Shares as at the adoption date.

As at 31 December 2022, the Trustee held a total of 5,035,000 Shares purchased by it on the Stock Exchange which are available for grant under the Share Award Scheme. Such Shares represent approximately 0.81% of the total number of Shares in issue as at the date of this report.

(d) Termination

The Share Award Scheme shall terminate on the earlier of: (i) the tenth anniversary date of the Adoption Date; and (ii) such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of any Selected Participant thereunder.

No share option or Share has been granted under the Post-IPO Share Option Scheme and Share Award Scheme since their respective adoptions and up to the date of this annual report.

The remuneration committee of the Company has at its meeting held on 22 March 2023 reviewed the Post-IPO Share Option Scheme and the Share Award Scheme.

Should the Company decide to grant any share option or award in the future, such grant(s) will be made in compliance with the Amended Chapter 17.

The Company will amend the terms of the Post-IPO Share Option Scheme and Share Award Scheme to comply with the Amended Chapter 17 in accordance with guidance materials published by the Stock Exchange if and when the need arises.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the Year was the Company, its holding company, or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debt securities including debentures of, the Company or any other body corporate.

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the Group's largest customer accounted for 15.4% of the Group's total revenue (for the year ended 31 December 2021: 18.3%). The Group's top five customers accounted for 43.1% of the Group's total revenue (for the year ended 31 December 2021: 43.7%).

During the Year, the Group's largest supplier accounted for 18.2% of the Group's total cost of sales (for the year ended 31 December 2021: 29.8%). The Group's top five suppliers accounted for 52.3% of the Group's total cost of sales (for the year ended 31 December 2021: 79.4%).

To the best of our Directors' knowledge, none of the Directors or their respective close associates or any person who owns more than 5% of the Company's issued share capital or of its subsidiaries, had any beneficial interest in any of the Group's five largest customers or the Group's five largest suppliers during the Year.

TAX RELIEF AND EXEMPTION OF HOLDERS OF LISTED SECURITIES

The Company is not aware of any tax relief or exemption available to the Shareholders by reason of their holding of the Shares.

HUMAN RESOURCES

As at 31 December 2022, the Group had 160 employees, 55 of which were optimisers and designers, 35 were for sales and marketing, 15 were for operations, 18 for finance and administration and 37 were for IT and R&D. The Group enters into employment contracts with its employees to cover matters such as position, term of employment, wage, employee benefits and liabilities for breaches and grounds for termination.

Remuneration of the Group's employees includes salaries, bonuses, share options, share award, pension right and benefits-in-kind, including the Company's contribution to their retirement benefit schemes on their behalf, and is determined with reference to their responsibilities, qualification, position, experience, performance and time commitment. The emolument policy for the employees of the Group is set up by the Board on the basis of their merit, qualification and competence. The Group organises induction training for newly joined employees to help them better integrate with the culture and team and understand the Company's values and working environment of the Group. The Group also offers recruitment interview training to team leaders so that they can hire appropriate employees for the Group's business. Further, the Group provides regular advertisement placing training for employees to enhance their work performance and on the job efficiency.

RETIREMENT BENEFITS SCHEME

The employees of the PRC subsidiaries are members of the state-managed retirement benefits scheme operated by the PRC government. The employees of the PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to this retirement benefits scheme is to make the required contributions under the scheme.

CONNECTED TRANSACTIONS

During the Year, save as the continuing connected transactions disclosed in the section headed "Connected Transactions" in the Prospectus, which are exempted from the announcement, disclosure, annual review and reporting, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules, the Group has not entered into any connected transaction or continuing connected transaction which should be disclosed pursuant to the requirements of Rule 14A.71 of the Listing Rules.

Save as disclosed under the section headed "Related Party Transactions and Balances" stated in note 28 to the consolidated financial statements, no contract of significance in relation to the Group's business to which the Group was a party and in which a Director had a material interest, whether directly or indirectly, subsisted during the Year.

RELATED PARTY TRANSACTIONS

Details of the related party transactions of the Group for the Year are set out in note 28 to the consolidated financial statements contained herein.

The related party transaction for the Year as disclosed in note 28(b) to the consolidated financial statements constituted exempt continuing connected transactions under Chapter 14A of the Listing Rules and accordingly are exempted from the disclosure requirements in Chapter 14A of the Listing Rules.

The related party transactions as disclosed in note 28(c) and 28(d) to the consolidated financial statements are not regarded as connected transactions nor continuing connected transactions under Chapter 14A of the Listing Rules.

The Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the Board, as at the date of this report, the Company has maintained the public float as required under the Listing Rules.

PERMITTED INDEMNITY PROVISION AND DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

Pursuant to the Articles of Association, every Director shall be entitled to be indemnified out of the assets of the Company against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty. The relevant provisions in the Articles of Association were in force during the Year.

The Company has arranged appropriate directors' and officers' liability insurance coverage for its Directors and officers.

CORPORATE GOVERNANCE

The Company recognises the importance of good corporate governance for enhancing the management of the Company as well as preserving the interests of the Shareholders as a whole. The Company has adopted the code provisions set out in the CG Code as its own code to govern its corporate governance practices.

Save for the deviation from code provision C.2.1 of the CG Code as disclosed in the section headed "The Board — Chairman and Chief Executive" in this report, the Company has complied with all the mandatory disclosure requirements and the relevant code provisions contained in the CG Code during the Year.

The Board will continue to review and monitor the practices of the Company with an aim to maintaining a high standard of corporate governance.

Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 29 to 46 of this annual report.

AUDITOR

There has been no change in auditor in any of the preceding three years as of 31 December 2022. The consolidated financial statements for the Year have been audited by Ernst & Young, who are proposed for reappointment at the forthcoming AGM.

COMPLIANCE WITH LAWS AND REGULATIONS

For the Year, the Company is in compliance with the relevant laws and regulations that have a significant impact on the Company.

DONATION

During the Year, the Group has made charitable donations of nil (as at 31 December 2021: nil).

SUBSEQUENT EVENT

The strained Sino-US relations have brought additional uncertainties to the Group's operating environment and might impact the Group's operations and financial position. The Group will closely monitor the strained Sino-US relations, assess and actively respond to their impact on the financial condition, operating results and other aspects of the Group. In the event that there is any significant financial impacts, the Company will release further announcement as and when appropriate.

Save as disclosed above, as of the date of this report, there was no other significant event subsequent to 31 December 2022.

By order of the Board
Ms. CHANG Sufang
Chairman, Executive Director and Chief Executive Officer

Hong Kong, 22 March 2023

EY 安永

To the shareholders of Adtiger Corporations Limited
(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Adtiger Corporations Limited (the "**Company**") and its subsidiaries (the "**Group**") set out on pages 88 to 143, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("**HKSAs**") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "**Code**"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
Revenue recognition	
For the year ended 31 December 2022, the Group recorded revenue of RMB355 millions which mainly comprises income from the provision of online advertising services. There are different types of pricing model, under which, revenue recognition is based upon specific terms of the underlying contracts. Under the specified action pricing model, revenue is recognised on a specified action basis once agreed actions are performed; while under the agreed rebates pricing model, the Group earns incentives based on contractually stipulated amounts once certain spending thresholds are achieved. Given the significant amount and volume and the complexity of revenue transactions; and the significant judgements involved to determine whether the Group is acting as a principal or an agent, we considered revenue recognition a key audit matter. Related disclosures are included in notes 3, 4 and 6 to the consolidated financial statements.	The audit procedures performed on revenue included the followings: • understanding the basis of revenue recognition and the overall transaction process and procedures adopted by the management; • inspecting Group's contracts with customers, on a sample basis, to understand the terms of service delivery and acceptance; • comparing cash receipts from customers during and subsequent to the financial year end with invoices issued to customers during the year, on a sample basis; • checking advertisement campaign performance reports from media publishers' platforms, and advertisement campaign performance reconciliation/confirmation emails between the Group and advertisers; • performing direct confirmations with customers for annual sales transactions, on a sample basis; and • performing direct confirmation with vendors for rebates, on a sample basis.

Key audit matter	How our audit addressed the key audit matter
Impairment of trade receivables	
As at 31 December 2022, the carrying value of the Group's trade receivables amounted to approximately RMB204 millions, after netting off a loss allowance for impairment of approximately RMB2 million, representing 33% of the Group's total assets. The impairment of trade receivables is assessed based on the expected credit loss ("**ECL**") model which requires significant judgements and estimates from management. In assessing the expected credit loss on trade receivables, management considered various factors such as the age of the balance, existence of disputes, recent historical payment patterns, any other available information concerning the creditworthiness of counterparties and forward-looking information. Given significant management judgements and estimates are involved in determining the expected credit losses, we considered it a key audit matter. Related disclosures are included in notes 3, 4 and 18 to the consolidated financial statements.	Our audit procedures to assess the impairment of trade receivables included the followings: • assessing the design and implementation of related internal controls which govern credit control, debt collection and estimation of loss allowance; • assessing the trade receivables ageing report by comparing individual items in the report with the relevant sales invoices, on a sample basis; • assessing the assumptions and inputs in the ECL model by considering the ageing of the balances, credit terms, recent settlement patterns, identified default or disputes, the debtors' financial condition, recent communications with the debtors and related publicly available information; and • inspecting cash receipts from customers after the financial year end relating to trade receivable balances as at 31 December 2022, on a sample basis.

Other information included in the Annual Report

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

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

Responsibilities of the directors for the consolidated financial statements

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

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee 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. Our report is made solely to you, as a body, 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 HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement 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.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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 partner on the audit resulting in this independent auditor's report is Lawrence K.W. Lau.

Ernst & Young
Certified Public Accountants
Hong Kong

22 March 2023

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
REVENUE	6	**354,646**	351,831
Cost of sales		**(292,917)**	(285,973)
Gross profit		**61,729**	65,858
Other income and gains	6	**3,755**	1,140
Selling and distribution expenses		**(10,296)**	(9,325)
Administrative expenses		**(43,441)**	(41,401)
Other expenses		**(72)**	(613)
Finance costs		**(34)**	(30)
PROFIT BEFORE TAX	7	**11,641**	15,629
Income tax expense	10	**(2,513)**	(3,736)
PROFIT FOR THE YEAR		**9,128**	11,893
ATTRIBUTABLE TO:			
Owners of the parent		**8,988**	11,833
Non-controlling interests		**140**	60
		9,128	11,893
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	12		
Basic and diluted (RMB)		**0.01**	0.02

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2022

	2022 *RMB'000*	2021 *RMB'000*
PROFIT FOR THE YEAR	**9,128**	11,893
OTHER COMPREHENSIVE INCOME		
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	**41**	(505)
Net other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods	**41**	(505)
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of financial statements	**10,003**	—
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods	**10,003**	—
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR, NET OF TAX	**10,044**	(505)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	**19,172**	11,388
ATTRIBUTABLE TO:		
Owners of the parent	**19,032**	11,328
Non-controlling interests	**140**	60
	19,172	11,388

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
NON-CURRENT ASSETS			
Property, plant and equipment	13	367	330
Right-of-use assets	14	1,476	332
Investment in an associate	15	4,500	—
Deferred tax assets	16	1,364	2,630
Financial assets at fair value through profit or loss	17	12,871	4,000
Total non-current assets		20,578	7,292
CURRENT ASSETS			
Trade receivables	18	204,453	107,114
Prepayments, other receivables and other assets	19	11,911	10,419
Cash and cash equivalents	20	271,560	269,576
Financial assets at fair value through profit or loss	17	112,310	16,575
Total current assets		600,234	403,684
CURRENT LIABILITIES			
Trade payables	21	371,415	195,720
Other payables and accruals	22	45,026	26,220
Tax payable		9,244	11,579
Lease liabilities	14	1,148	343
Total current liabilities		426,833	233,862
NET CURRENT ASSETS		173,401	169,822
TOTAL ASSETS LESS CURRENT LIABILITIES		193,979	177,114
NON-CURRENT LIABILITIES			
Lease liabilities	14	218	—
Total non-current liabilities		218	—
Net assets		193,761	177,114
EQUITY			
Equity attributable to owners of the parent			
Share capital	23	2,157	2,157
Treasury shares		(3,268)	(743)
Reserves	24	193,692	174,660
		192,581	176,074
Non-controlling interests		1,180	1,040
Total equity		193,761	177,114

Chang Sufang
Director

Li Hui
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2022

	Attributable to owners of the parent										
	Share capital RMB'000 (note 23)	Treasury shares RMB'000 (note 23)	Share premium RMB'000 (note 24)	Merger reserve RMB'000 (note 24)	Capital reserve RMB'000 (note 24)	Exchange fluctuation reserve RMB'000	Statutory surplus reserve RMB'000 (note 24)	Retained profits RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
At 1 January 2021	2,157	—	151,072	2,500	466	(8,025)	3,732	13,587	165,489	—	165,489
Profit for the year	—	—	—	—	—	—	—	11,833	11,833	60	11,893
Other comprehensive loss for the year:											
Exchange differences related to foreign operations	—	—	—	—	—	(505)	—	—	(505)	—	(505)
Total comprehensive income for the year	—	—	—	—	—	(505)	—	11,833	11,328	60	11,388
Appropriations to statutory surplus reserve	—	—	—	—	—	—	1,471	(1,471)	—	—	—
Shares withheld for share award schemes	—	(743)	—	—	—	—	—	—	(743)	—	(743)
Capital contribution by non-controlling shareholders	—	—	—	—	—	—	—	—	—	980	980
At 31 December 2021	2,157	(743)	151,072	2,500	466	(8,530)	5,203	23,949	176,074	1,040	177,114

	Attributable to owners of the parent										
	Share capital RMB'000 (note 23)	Treasury shares RMB'000 (note 23)	Share premium RMB'000 (note 24)	Merger reserve RMB'000 (note 24)	Capital reserve RMB'000 (note 24)	Exchange fluctuation reserve RMB'000	Statutory surplus reserve RMB'000 (note 24)	Retained profits RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
At 1 January 2022	2,157	(743)	151,072	2,500	466	(8,530)	5,203	23,949	176,074	1,040	177,114
Profit for the year	—	—	—	—	—	—	—	8,988	8,988	140	9,128
Other comprehensive income for the year:											
Exchange differences related to foreign operations	—	—	—	—	—	10,044	—	—	10,044	—	10,044
Total comprehensive income for the year	—	—	—	—	—	10,044	—	8,988	19,032	140	19,172
Appropriations to statutory surplus reserve	—	—	—	—	—	—	157	(157)	—	—	—
Shares withheld for share award schemes	—	(2,525)	—	—	—	—	—	—	(2,525)	—	(2,525)
At 31 December 2022	2,157	(3,268)	151,072*	2,500*	466*	1,514*	5,360*	32,780*	192,581	1,180	193,761

* These reserve accounts comprise the consolidated reserves of RMB193,692,000 (2021: RMB174,660,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2022

	Notes	2022 RMB'000	2021 RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		**11,641**	15,629
Adjustments for:			
Finance costs		**34**	30
Interest income		**(272)**	(271)
Other interest income from financial assets at fair value through profit or loss		**(1,393)**	—
Fair value gains from financial assets at fair value through profit or loss	7	**(1,146)**	(75)
Impairment/(Reversal of impairment) of trade receivables	7	**424**	(366)
Gain on disposal of items of property, plant and equipment		**(15)**	—
Depreciation of items of property, plant and equipment	7, 13	**169**	143
Depreciation of right-of-use assets	7, 14	**1,350**	968
		10,792	16,058
(Increase)/decrease in trade receivables		**(97,921)**	1,667
Increase in prepayments, other receivables and other assets		**(1,492)**	(4,455)
Increase/(decrease) in trade payables		**177,950**	(151)
Increase/(decrease) in other payables and accruals		**18,809**	(1,966)
Decrease in amounts due from related parties		**2**	326
Cash generated from operations		**108,140**	11,479
Interest received		**272**	271
Income tax paid		**(5,835)**	(1,062)
Net cash flows from operating activities		**102,577**	10,688
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of items of property, plant and equipment	13	**(206)**	(318)
Purchase of financial assets at fair value through profit or loss		**(102,067)**	(20,500)
Proceeds from disposal of items of property, plant and equipment		**15**	—
Investment in an associate		**(4,500)**	—
Net cash flows used in investing activities		**(106,758)**	(20,818)

Year ended 31 December 2022

	Note	2022 RMB'000	2021 RMB'000
CASH FLOWS FROM FINANCING ACTIVITIES			
Lease payments	14	**(1,506)**	(1,015)
Capital contribution from non-controlling shareholders of a subsidiary		**—**	980
Payment on purchase of shares		**(2,525)**	(743)
Net cash flows used in financing activities		**(4,031)**	(778)
NET DECREASE IN CASH AND CASH EQUIVALENTS		**(8,212)**	(10,908)
Cash and cash equivalents at beginning of year		**269,576**	281,029
Effect of foreign exchange rate changes, net		**10,196**	(545)
CASH AND CASH EQUIVALENTS AT END OF YEAR		**271,560**	269,576
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and cash equivalents as stated in the consolidated statement of financial position and the consolidated statement of cash flows		**271,560**	269,576

NOTES TO FINANCIAL STATEMENTS

31 December 2022

1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands on 1 February 2019. The registered office address of the Company is 4th Floor, Harbour Place, 103 South Church Street, George Town, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands.

The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 10 July 2020 (the "**Listing Date**").

The Company is an investment holding company. During the year, the Company's subsidiaries were engaged in the business of providing online advertising services in the People's Republic of China (the "**PRC**" or "**China**") and internationally.

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name	Place and date of incorporation/ registration and place of business	Nominal value of issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company Direct	Indirect	Principal activities
Adtiger Company Limited	British Virgin Islands 5 March 2019	US$50,000	100%	—	Investment holding
Adtiger Media Limited	British Virgin Islands 21 February 2019	US$50,000	100%	—	Investment holding
HongKong AdTiger Media Co., Limited	Hong Kong ("**HK**") 22 November 2010	HK$10,000	—	100%	Advertising services
Adtiger International Limited	HK 27 March 2019	HK$10,000	—	100%	Investment holding
Apotheosis Limited	HK 5 November 2018	HK$10,000	—	100%	Investment holding
Beijing AdTiger Media Co., Limited* 北京虎示傳媒有限公司 (i)	PRC/Mainland China 11 May 2016	RMB12,500,000	—	100%	Advertising services
CFormula Technology Company Limited	HK 9 October 2017	US$1	—	100%	Dormant and no business operations
AdTiger Technology Company Limited* 虎視科技有限公司 (i)	PRC/Mainland China 29 March 2021	US$30,000,000	—	100%	Advertising services

1. CORPORATE INFORMATION (Continued)

Name	Place and date of incorporation/ registration and place of business	Nominal value of issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company Direct	Indirect	Principal activities
Hainan AdTiger Information Technology Co., Ltd.* 海南虎視信息技術有限公司	PRC/Mainland China 21 May 2021	RMB1,000,000	—	100%	Advertising services
Beijing Fasttouch Culture Technology Co., Ltd.* 北京傳速文化科技有限公司	PRC/Mainland China 21 May 2021	RMB2,000,000	—	51%	Advertising services

Notes:

(i) The entities are wholly-foreign owned enterprises established under PRC Law.

* The English names of these companies represent the best effort made by the management of the Company to directly translate the Chinese names as they do not register any official English names.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Due to the implementation of the share award scheme of the Group mentioned in Note 23(a), the Company has set up a structured entity ("**Share Scheme Trust**"). The Share Scheme Trust was set up for administering and holding the Company's shares acquired for share award scheme which is set up for the benefits of eligible persons of the scheme. As the Company has the power to govern the financial and operating policies of the Share Scheme Trust and can derive benefits from the contributions of the eligible persons who are awarded with the shares under the scheme, the directors of the Company consider that it is appropriate to consolidate the Share Scheme Trust.

During the year ended 31 December 2022, the Company contributed approximately RMB3,268,000 (2021: RMB743,000) to the Share Scheme Trust for financing its acquisition of the Company's shares.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("**HKFRSs**") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("**HKASs**") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for wealth management products and equity investments which have been measured at fair value. These financial statements are presented in Renminbi ("**RMB**") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Group for the year ended 31 December 2022. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 3	*Reference to the Conceptual Framework*
Amendments to HKFRS 16	*Property, Plant and Equipment: Proceeds before Intended Use*
Amendments to HKFRS 37	*Onerous Contracts — Cost of Fulfilling a Contract*
Annual Improvements to HKFRSs 2018–2020	*Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41*

The nature and the impact of the revised HKFRSs that are applicable to the Group are described below:

(a) Amendments to HKFRS 3 replace a reference to the previous *Framework for the Preparation and Presentation of Financial Statements* with a reference to the Conceptual Framework for Financial Reporting (the "**Conceptual Framework**") issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK (IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK (IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The amendments did not have any impact on the financial position and performance of the Group.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(b) Amendments to HKAS 16 prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items as determined by HKAS 2 Inventories, in profit or loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1 January 2021. Since there was no sale of items produced prior to the property, plant and equipment being available for use, the amendments did not have any impact on the financial position or performance of the Group.

(c) Amendments to HKAS 37 clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1 January 2022 and no onerous contracts were identified. Therefore, the amendments did not have any impact on the financial position or performance of the Group.

(d) *Annual Improvements to HKFRSs 2018–2020* sets out amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41. Details of the amendment that is applicable to the Group are as follows:

- HKFRS 9 Financial Instruments: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Group has applied the amendment prospectively from 1 January 2022. As there was no modification or exchange of the Group's financial liabilities during the year, the amendment did not have any impact on the financial position or performance of the Group.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 10 and HKAS 28 (2011)	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[3]
Amendments to HKFRS 16	*Lease Liability in a Sale and Leaseback*[2]
HKFRS 17	*Insurance Contracts*[1]
Amendments to HKFRS 17	*Insurance Contracts*[1, 5]
Amendment to HKFRS 17	*Initial Application of HKFRS 17 and HKFRS 9 — Comparative Information*[6]
Amendments to HKAS 1	*Classification of Liabilities as Current or Non-current (the "**2020 Amendments**")*[2, 4]
Amendments to HKAS 1	*Non-current Liabilities with Covenants (the "**2022 Amendments**")*[2]
Amendments to HKAS 1 and HKFRS Practice Statement 2	*Disclosure of Accounting Policies*[1]
Amendments to HKAS 8	*Definition of Accounting Estimates*[1]
Amendments to HKAS 12	*Deferred Tax related to Assets and Liabilities arising from a Single Transaction*[1]

1 Effective for annual periods beginning on or after 1 January 2023
2 Effective for annual periods beginning on or after 1 January 2024
3 No mandatory effective date yet determined but available for adoption
4 As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause was revised to align the corresponding wording with no change in conclusion
5 As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023
6 An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of HKFRS 17

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, the Group considers that these new and revised HKFRSs may result in changes in accounting policies but the amendments are not expected to have any significant impact on the Group's financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in associates

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments in associates (Continued)

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

Fair value measurement

The Group measures its financial instruments and equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or the groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties

A party is considered to be related to the Group if

(a) the party is a person or a close member of that person's family and that person

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

(iii) the entity and the Group are joint ventures of the same third party;

(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;

(v) the entity is a post-employment benefit plan for the benefit of employees of either Group or an entity related to the Group;

(vi) the entity is controlled or jointly controlled by a person identified in (a);

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Furniture and fixtures	20.00%
Electronic devices	33.33%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease terms.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss ("**FVTPL**").

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("**SPPI**") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Subsequent measurement (Continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or

- the Group has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the assets. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Derecognition of financial assets (Continued)

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("**ECLs**") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs.

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables and lease liabilities.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortization process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortization is included in finance costs in the statement of profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired.

For the purpose of the statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the year, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition

Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control over the service to a customer.

The following is a description of the principal activities from which the Group generates its revenue.

Provision of online advertising services

The Group's principal services are the provision of online advertising services. The Group utilises a combination of pricing models and revenue is recognised when the related services are delivered based on the specific terms of the contract, which are commonly based on:

i) Specified actions (i.e., cost per action and related campaign budgets, depending on the advertisers' preferences and their campaigns launched) where the Group acts as the principal, or

ii) Agreed rebates to be earned where the Group acts as the agent.

Specified actions

Revenue is recognised on a specified action basis once agreed actions are performed. While none of the factors individually are considered presumptive or determinative, because the Group is the primary obligor and is responsible for (1) identifying and contracting with third-party advertisers which the Group views as customers; (2) identifying online publishers to provide online spaces where the Group views the online publishers as suppliers; (3) establishing the selling prices of the specified action pricing model; (4) performing all billing and collection activities, including retaining credit risk; and (5) bearing the sole responsibility for fulfilment of the advertising, the Group acts as the principal of these arrangements and therefore has recognised revenue earned and costs incurred related to these transactions on a gross basis. Rebates from the relevant media publishers are deducted from the corresponding traffic acquisition costs in recording the cost of sales.

Agreed rebates to be earned

The Group earns incentives based on contractually stipulated amounts once certain spending thresholds are achieved. The Group records such incentives as net revenues without accounting for advertisers' actual advertising spending on media publishers' platforms through the Group where the Group acts as the agent. Incentives are calculated on a quarterly basis in accordance with the terms as agreed in the arrangements.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other employee benefits

Pension scheme

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in RMB. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of certain overseas subsidiaries are currencies other than the RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Principal versus agent considerations — revenue from the provision of online advertising services

Determining whether the Group is acting as a principal or as an agent in the provision of online advertising service requires judgements and considerations of all relevant facts and circumstances. The Group is a principal in a transaction if the Group obtains control of services provided before they are transferred to customers. If control is unclear, when the Group is primarily obligated in a transaction, and has latitude in establishing prices and selecting publishers, or has several but not all of these indicators, the Group records revenues on a gross basis. Otherwise, the Group records the net amount earned as commissions from services provided.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the year, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

Current income taxes

The Group is subject to income taxes in different jurisdictions. Significant judgement is required in determining the provision for income taxes. The Group periodically evaluates positions taken in tax returns with respect to situations in which the application of tax regulations is uncertain and subject to interpretation. The Group also establishes provisions where appropriate on the basis of amounts expected to be paid to the taxing authorities.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (Continued)

Estimation uncertainty (Continued)

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the customer industry, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customers' actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 18 to the financial statements.

5. SEGMENT INFORMATION

Operating segment information

No operating segment information is presented as the Group's revenue and reported results during the year, and the Group's total assets as at the end of the year were derived from one single operating segment, i.e., provision of online advertising services.

Geographical information

The following table sets out information about the geographical location of the Group's revenue from external customers based on the country/jurisdiction where the external customer is registered.

	2022	2021
	RMB'000	*RMB'000*
Mainland China	**131,647**	120,701
Indonesia	**92,320**	8,732
Singapore	**59,012**	133,426
Hong Kong	**46,970**	69,913
Others	**24,697**	19,059
	354,646	351,831

The Group's non-current assets are substantially located in Mainland China, and accordingly, no further analysis by geographical segment of non-current assets is presented.

5. SEGMENT INFORMATION (Continued)

Information about major customers

The revenue generated from sales to customers which individually contributed more than 10% of the Group's total revenue during the year is set out below:

	2022 RMB'000	2021 RMB'000
Customer A	54,594	N/A*
Customer B	37,692	N/A*
Customer C	N/A*	64,461

* Less than 10% of the Group's total revenue.

6. REVENUE, OTHER INCOME AND GAINS

An analysis of revenue, other income and gains is as follows:

	2022 RMB'000	2021 RMB'000
Revenue from contracts with customers		
Specified action revenue (where the Group acts as the principal)	297,597	309,848
— comprehensive user acquisition services under CPA pricing model	294,567	309,524
— service for opening and/or topping up advertisers accounts under CPC/CPM pricing model	3,030	324
Agreed rebates under CPC/CPM pricing model (where the Group acts as the agent)	57,049	41,983
	354,646	351,831
Other income and gains		
Others	3,755	1,140

(a) Timing of revenue recognition

The Group derives revenue at a point in time for the following category of revenue:

	2022 RMB'000	2021 RMB'000
At a point in time		
Online advertising services	354,646	351,831

6. REVENUE, OTHER INCOME AND GAINS (Continued)

(b) Performance obligations

The Group has no revenue contract that has an original expected duration more than one year, thus management applied practical expedient under HKFRS 15 and are not disclosing the aggregate amount of the transaction price allocated to the performance obligation that are unsatisfied or partially unsatisfied at the end of each reporting period.

7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	Notes	**2022** **RMB'000**	2021 RMB'000
Cost of services rendered (excluding those included in employee benefit expense)		**286,970**	280,257
Bank interest income		**(272)**	(271)
Depreciation of items of property, plant and equipment	13	**169**	143
Depreciation of right-of-use assets	14	**1,350**	968
Impairment/(Reversal of impairment) of trade receivables		**424**	(366)
Lease payments not included in the measurement of lease liabilities	14(c)	**1,772**	638
Auditor's remuneration		**2,080**	2,080
Employee benefit expense (including directors' remuneration *(note 8)*)			
Wages and salaries		**38,024**	29,769
Pension scheme contributions		**5,061**	4,336
Foreign exchange differences, net		**(414)**	558
Fair value gains, net		**(1,146)**	(75)

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	2022	2021
	RMB'000	*RMB'000*
Fees	**267**	249
Other emoluments		
Salaries, allowances and benefits in kind	**7,596**	7,634
Pension scheme contributions	**98**	134
	7,694	7,768
	7,961	8,017

(a) Non-executive director

Mr. Hsia Timothy Chunhon was appointed as a non-executive director of the Company on 12 September 2019. Mr. Hsia Timothy Chunhon agreed to waive RMB50,000 for the year.

(b) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2022	2021
	RMB'000	*RMB'000*
Mr. Yao Yaping	**89**	83
Mr. Chan Foon	**89**	83
Mr. Zhang Yaoliang	**89**	83
	267	249

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(c) Executive directors

	Year ended 31 December 2022			
	Fees	**Salaries, allowances and benefits in kind**	**Pension scheme contributions**	**Total**
	RMB'000	***RMB'000***	***RMB'000***	***RMB'000***
Executive directors:				
Ms. Chang Sufang	**—**	**4,548**	**49**	**4,597**
Ms. Li Hui	**—**	**3,048**	**49**	**3,097**
	—	**7,596**	**98**	**7,694**

	Year ended 31 December 2021			
	Fees	Salaries, allowances and benefits in kind	Pension scheme contributions	Total
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*
Executive directors:				
Ms. Chang Sufang	—	4,564	64	4,628
Ms. Li Hui	—	3,070	70	3,140
	—	7,634	134	7,768

There were no other arrangements under which a director waived or agreed to waive any remuneration during the year.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two directors (2021: two directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining three (2021: three) highest paid employees for the year who are not a director of the Company are as follows:

	2022	2021
	RMB'000	*RMB'000*
Salaries, allowances and benefits in kind	**2,848**	2,794
Pension scheme contributions	**119**	147
	2,967	2,941

9. FIVE HIGHEST PAID EMPLOYEES (Continued)

The number of the non-director highest paid employees whose remuneration fell within the following band is as follows:

	Number of employees	
	2022	2021
Nil to HK$1,000,000	**1**	—
HK$1,000,001 to HK$1,500,000	**2**	3

10. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the countries/jurisdictions in which members of the Group are domiciled and operate.

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and accordingly is not subject to income tax.

Hong Kong profits tax has been provided for at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the year, unless such profits are taxable at the half-rate of 8.25% that may apply for the first HK$2 million of assessable profits for years of assessment beginning on or after 1 April 2018.

Pursuant to the PRC Corporate Income Tax Law ("**CIT Law**"), the CIT rate for domestic enterprises and foreign invested enterprises is 25%.

	2022	2021
	RMB'000	*RMB'000*
Current income tax — Hong Kong		
Charge for the year	**748**	1,117
Overprovision in prior years	**—**	(184)
Current income tax — Mainland China		
Charge for the year	**474**	5,088
Deferred income tax *(note 16)*	**1,291**	(2,285)
Total tax charge for the year	**2,513**	3,736

10. INCOME TAX (Continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rate applicable in Mainland China to the tax expense at the effective tax rate is as follows:

	2022 RMB'000	2021 RMB'000
Profit before tax	11,641	15,629
Tax calculated at a tax rate of 25%	2,910	3,907
Lower tax rates for specific provinces or enacted by local authority	(462)	(75)
Adjustments in respect of current tax of previous periods	—	(184)
Expenses not deductible for tax	65	88
	2,513	3,736

11. DIVIDENDS

No dividend has been paid or declared by the Company since its date of incorporation.

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic and diluted earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 618,546,027 (2021: 622,472,651) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2022 and 2021.

The calculations of the basic and diluted earnings per share are based on:

	2022 RMB'000	2021 RMB'000
Earnings		
Profit attributable to ordinary equity holders of the parent, used in the basic and diluted earnings per share calculation	8,988	11,833

	Number of shares	
	2022	2021
Shares		
Weighted average number of ordinary shares in issue during the year used in the basic and diluted earnings per share calculations	618,546,027	622,472,651

13. PROPERTY, PLANT AND EQUIPMENT

31 December 2022

	Furniture and fixtures RMB'000	Electronic devices RMB'000	Total RMB'000
At 1 January 2022:			
Cost	24	693	717
Accumulated depreciation	(14)	(373)	(387)
Net carrying amount	10	320	330
At 1 January 2022, net of accumulated depreciation	10	320	330
Additions	—	206	206
Depreciation provided during the year	(5)	(164)	(169)
At 31 December 2022	5	362	367
At 31 December 2022:			
Cost	24	812	836
Accumulated depreciation	(19)	(450)	(469)
Net carrying amount	5	362	367

13. PROPERTY, PLANT AND EQUIPMENT (Continued)

31 December 2021

	Furniture and fixtures RMB'000	Electronic devices RMB'000	Total RMB'000
At 1 January 2021:			
Cost	19	380	399
Accumulated depreciation	(10)	(234)	(244)
Net carrying amount	9	146	155
At 1 January 2021, net of accumulated depreciation	9	146	155
Additions	5	313	318
Depreciation provided during the year	(4)	(139)	(143)
At 31 December 2021	10	320	330
At 31 December 2021:			
Cost	24	693	717
Accumulated depreciation	(14)	(373)	(387)
Net carrying amount	10	320	330

14. LEASES

The Group as a Lessee

The Group has lease contracts for office used in its operations, which has lease terms between 1 and 2 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amount of the Group's right-of-use assets and the movements during the year are as follows:

	2022 RMB'000	2021 RMB'000
As at 1 January	**332**	611
Additions	**2,592**	689
Depreciation charge	**(1,350)**	(968)
Revision of a lease term arising from a change in the non-cancellable period of a lease	**(98)**	—
As at 31 December	**1,476**	332

14. LEASES (Continued)

The Group as a Lessee (Continued)

(b) *Lease liabilities*

The carrying amount of lease liabilities and the movements during the year are as follows:

	2022 RMB'000	2021 RMB'000
Carrying amount at 1 January	343	639
New leases	2,592	689
Accretion of interest recognised during the year	35	30
Payments	(1,506)	(1,015)
Revision of a lease term arising from a change in the non-cancellable period of a lease	(98)	—
Carrying amount at 31 December	1,366	343
Analysed into:		
Current	1,148	343
Non-current	218	—

The maturity analysis of lease liabilities is disclosed in note 31 to the financial statements.

(c) *The amounts recognised in profit or loss in relation to leases are as follows:*

	2022 RMB'000	2021 RMB'000
Interest on lease liabilities	35	30
Depreciation charge of right-of-use assets	1,350	968
Expense relating to short-term leases (included in administrative expenses)	1,772	638
Total amount recognised in profit or loss	3,157	1,636

(d) *The total cash outflow for leases is disclosed in note 25(c) to the financial statements.*

15. INVESTMENT IN AN ASSOCIATE

	2022 *RMB'000*	2021 *RMB'000*
Share of net assets	**4,500**	—

Particulars of the material associate are as follows:

Name	Particulars of issued shares held	Place of incorporation/ registration and business	Percentage of ownership interest attributable to the Group	Principal activity
Nanjing Ruizhi Hengyue Technology Co., Ltd.	Ordinary shares	PRC/Mainland China	20%	Advertising services

16. DEFERRED TAX

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

	Losses available for offsetting against future taxable profits RMB'000	Impairment losses on financial assets RMB'000	Total RMB'000
At 1 January 2021	—	352	352
Deferred tax credited/(charged) to the statement of profit or loss during the year *(note 10)*	2,367	(63)	2,304
Exchange realignment	—	(7)	(7)
At 31 December 2021 and 1 January 2022	**2,367**	**282**	**2,649**
Deferred tax (charged)/credited to the statement of profit or loss during the year *(note 10)*	**(1,085)**	**61**	**(1,024)**
Exchange realignment	**—**	**25**	**25**
At 31 December 2022	**1,282**	**368**	**1,650**

Deferred tax liabilities

	Fair value adjustments of financial assets at FVTPL RMB'000
At 31 December 2020 and 1 January 2021	—
Deferred tax charged to the statement of profit or loss during the year *(note 10)*	19
At 31 December 2021 and 1 January 2022	**19**
Deferred tax charged to the statement of profit or loss during the year *(note 10)*	**267**
At 31 December 2022	**286**

16. DEFERRED TAX (Continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances for financial reporting purposes:

	2022	2021
	RMB'000	*RMB'000*
Net deferred tax assets recognised in the consolidated statement of financial position	**1,364**	2,630

Deferred tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefits through future taxable profits is probable. These tax losses will expire up to and including year 2026 and 2027.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividend declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

At 31 December 2022, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately RMB7,157,000 as at 31 December 2022 (2021: RMB6,374,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2022 RMB'000	2021 RMB'000
Non-current		
Unlisted equity investments, at fair value	12,871	4,000
Current		
Other unlisted investments, at fair value	112,310	16,575
	125,181	20,575

The above unlisted equity investments were classified as financial assets at fair value through profit or loss as the Group has not elected to recognise the fair value gain or loss through other comprehensive income.

The above unlisted investments were wealth management products issued by banks in Mainland China. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

18. TRADE RECEIVABLES

	2022 RMB'000	2021 RMB'000
Trade receivables	206,617	108,698
Impairment	(2,164)	(1,584)
	204,453	107,114

The Group's trading terms with its customers are mainly on credit. The credit period is generally one month, extending up to three months for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

Included in the Group's trade receivables are amounts due from the Group's related parties of RMB36,000 (2021: RMB38,000), which are repayable on credit terms from one to twelve months.

18. TRADE RECEIVABLES (Continued)

An ageing analysis of the trade receivables as at the end of the year, based on the invoice date and net of loss allowance, is as follows:

	2022 *RMB'000*	2021 *RMB'000*
Within 1 month	154,415	91,581
1 to 3 months	49,787	15,064
3 to 12 months	251	469
	204,453	107,114

The movements in the loss allowance for impairment of trade receivables are as follows:

	2022 *RMB'000*	2021 *RMB'000*
At beginning of year	1,584	1,991
Impairment losses/(gains), net	424	(366)
Exchange realignment	156	(41)
At end of year	2,164	1,584

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The identification of impairment requires management's judgements and estimates by considering the age of the balance, existence of disputes, recent historical payment patterns, any other available information concerning the creditworthiness of counterparties and influence from the macro economy.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2022

	Trade receivables ageing				
	Within 1 month	1 to 3 months	3 to 12 months	Over 12 months	Total
Expected credit loss rate	0.10%	0.10%	41.36%	100.00%	1.05%
Gross carrying amount *(RMB'000)*	154,572	49,838	428	1,779	206,617
Expected credit losses *(RMB'000)*	157	51	177	1,779	2,164

18. TRADE RECEIVABLES (Continued)

As at 31 December 2021

	Trade receivables ageing				
	Within 1 month	1 to 3 months	3 to 12 months	Over 12 months	Total
Expected credit loss rate	0.13%	0.15%	12.17%	100.00%	1.46%
Gross carrying amount *(RMB'000)*	91,699	15,087	534	1,378	108,698
Expected credit losses *(RMB'000)*	118	23	65	1,378	1,584

19. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	2022	2021
	RMB'000	*RMB'000*
Prepayments	**915**	6,442
Deposits and other receivables*	**10,996**	3,977
	11,911	10,419

* Other receivables are unsecured, non-interest-bearing and have no fixed terms of repayment. The other receivables are neither past due nor impaired and their ECL consideration is set out in note 31 to financial statements.

20. CASH AND CASH EQUIVALENTS

	2022	2021
	RMB'000	*RMB'000*
Cash and bank balances	**271,560**	269,576

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to RMB17,983,000 (2021: RMB78,012,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

31 December 2022

21. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2022 RMB'000	2021 RMB'000
Within 1 year	**371,415**	195,720

The trade payables are non-interest-bearing and are normally settled on 60-day terms.

22. OTHER PAYABLES AND ACCRUALS

	2022 RMB'000	2021 RMB'000
Other payables*	**41,107**	23,707
Payroll and welfare payables	**3,578**	2,329
Other tax payable	**341**	184
	45,026	26,220

* Other payables are non-interest-bearing and repayable on demand.

23. SHARE CAPITAL

Shares

	2022 RMB'000	2021 RMB'000
Issued and fully paid:		
622,500,000 (2021: 622,500,000) ordinary shares of US$0.0005 each	**2,157**	2,157

A summary of movements in the Company's share capital is as follows:

	Number of shares in issue	Share capital USD'000	Share capital RMB'000 equivalent
At 1 January 2021	622,500,000	311	2,157
At 31 December 2021 and 1 January 2022	622,500,000	311	2,157
At 31 December 2022	**622,500,000**	**311**	**2,157**

23. SHARE CAPITAL (Continued)

Note (a): On 29 September 2021, the board of directors of the Company has also adopted a share award scheme (the "**Share Award Scheme**"). The purpose of the Share Award Scheme is (i) to recognise the contributions by selected participants; (ii) to offer suitable incentives to attract and retain talented selected participants who may be beneficial to the growth and development of the Group; and (iii) to align the interests of the selected participants directly to the Shareholders through ownership of the awarded shares, dividends and other distributions paid on the awarded shares and/or the increase in the value of the awarded shares. The Share Award Scheme shall be valid and effective for a term of ten years commencing on 29 September 2021 (the "**Award Period**"), provided no further awards will be granted after the expiry of the Award Period.

The award shares under the Share Award Scheme will be purchased from the secondary market. At no time shall the Company be holding more than 10% of the total number of shares of the Company in issue under the Share Award Scheme. As at 31 December 2022, the Company withheld 5,035,000 (2021: 1,065,000) ordinary shares of the Company for an amount of approximately RMB3,268,000 (2021: RMB743,000), which had been deducted from the equity. Since the adoption of the Share Award Scheme, no award shares had been granted or agreed to be granted by the Company.

24. RESERVES

The amounts of the Group's reserves and the movements therein for the year are presented in the consolidated statement of changes in equity of the financial statements.

Share premium

The share premium represents the difference between the par value of the shares issued and the consideration received.

Merger reserve

For the purpose of the preparation of the consolidated statement of financial position, the balance of the merger reserve represents the capital contributions from the then equity shareholders of the Group's subsidiaries.

Capital reserve

The capital reserve represents any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid for acquisition of non-controlling interests in subsidiaries.

Statutory surplus reserve

In accordance with the PRC Company Law, the Company's subsidiary established in Mainland China is required to appropriate 10% of its net profits after tax, as determined under the Chinese Accounting Standards, to the statutory surplus reserve until the reserve balance reaches 50% of its registered capital. Subject to certain restrictions set out in the relevant PRC regulations, the statutory surplus reserve may be used either to offset losses, or to be converted to increase share capital, provided that the balance after such conversion is not less than 25% of the registered capital of the entity. The reserve cannot be used for purposes other than those for which it is created and is not distributable as cash dividends.

25. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of RMB2,592,000 (2021: RMB689,000) and RMB2,592,000 (2021: RMB689,000), respectively, in respect of lease arrangements for offices.

(b) Changes in liabilities arising from financing activities

	Lease liabilities *RMB'000*
At 1 January 2022	**343**
Changes from financing cash flows	**(1,506)**
New leases	**2,592**
Interest expense	**35**
Reassessment and revision of lease terms	**(98)**
At 31 December 2022	**1,366**

	Lease liabilities *RMB'000*
At 1 January 2021	639
Changes from financing cash flows	(1,015)
New leases	689
Interest expense	30
At 31 December 2021	343

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

	2022 *RMB'000*	2021 *RMB'000*
Within operating activities	**1,772**	638
Within financing activities	**1,506**	1,015
	3,278	1,653

26. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

	2022	2021
	RMB'000	*RMB'000*
Contracted, but not provided for		
Capital contributions payable to investments	**8,000**	16,000

27. CONTINGENT LIABILITIES

At the end of the reporting period, the Group did not have any significant contingent liabilities.

28. RELATED PARTY TRANSACTIONS

The directors of the Company are of the view that the following parties/companies are related parties that had transactions or balances with the Group during the year.

(a) Name and relationship

Name of related parties	**Relationship with the Group and the Company**
Taschh Limited	A shareholder which has significant influence over the Company

(b) Related party transactions

In addition to the transactions and balances disclosed elsewhere in the financial statements, the Group had the following transactions with related parties during the year:

	2022	2021
	RMB'000	*RMB'000*
Services provided to the related party:		
Taschh Limited	**303**	75

(c) Outstanding balances with related parties

The Group had the following balances with the related party:

	2022	2021
	RMB'000	*RMB'000*
Amounts due from the related party:		
Taschh Limited[(1)]	**36**	38

(1) The amount due from the related party is included in trade receivables in note 18 to the financial statements, and are trade in nature.

28. RELATED PARTY TRANSACTIONS (Continued)

(d) Compensation of key management personnel of the Group

	2022 RMB'000	2021 RMB'000
Short term employee benefits	8,717	9,024
Contributions to the pension scheme	166	193
	8,883	9,217

Further details of directors' and the chief executive's emoluments are included in note 8 to the financial statements.

29. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2022

Financial assets

	Financial assets at amortised cost RMB'000	Financial assets at FVTPL RMB'000	Total RMB'000
Trade receivables	204,453	—	204,453
Financial assets included in prepayments, other receivables and other assets	2,768	—	2,768
Financial assets at fair value through profit or loss	—	125,181	125,181
Cash and cash equivalents	271,560	—	271,560
	478,781	125,181	603,962

Financial liabilities

	Financial liabilities at amortised cost RMB'000
Trade payables	371,415
Lease liabilities	1,366
	372,781

29. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

2021

Financial assets

	Financial assets at amortised cost *RMB'000*	Financial assets at FVTPL *RMB'000*	Total *RMB'000*
Trade receivables	107,114	—	107,114
Financial assets included in prepayments, other receivables and other assets	1,638	—	1,638
Financial assets at fair value through profit or loss	—	20,575	20,575
Cash and cash equivalents	269,576	—	269,576
	378,328	20,575	398,903

Financial liabilities

	Financial liabilities at amortised cost *RMB'000*
Trade payables	195,720
Lease liabilities	343
	196,063

30. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	2022 ***RMB'000***	2021 *RMB'000*	**2022** ***RMB'000***	2021 *RMB'000*
Financial assets at fair value through profit or loss	**125,181**	20,575	**125,181**	20,575

30. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Management has assessed that the fair values of cash and cash equivalents, trade receivables, trade payables, financial assets included in prepayments, other receivables and other assets, and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short-term maturities of these instruments.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The Group invests in unlisted investments, which represent wealth management products issued by financial institutions in Mainland China. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

The fair values of unlisted equity investments have been estimated using a market-based valuation technique based on assumptions that are not supported by observable market prices or rates. Valuation techniques applied include reference to the net asset value based on the fair value of the underlying investments. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in profit or loss, are reasonable, and that they were the most appropriate values at the end of the reporting period.

30. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2022

	Fair value measurement using			
	Quoted prices in active markets (Level 1) ***RMB'000***	**Significant Observable inputs (Level 2)** ***RMB'000***	**Significant Unobservable inputs (Level 3)** ***RMB'000***	**Total** ***RMB'000***
Financial assets at fair value through profit or loss	**—**	**16,693**	**108,488**	**125,181**

As at 31 December 2021

	Fair value measurement using			
	Quoted prices in active markets (Level 1) *RMB'000*	Significant Observable inputs (Level 2) *RMB'000*	Significant Unobservable inputs (Level 3) *RMB'000*	Total *RMB'000*
Financial assets at fair value through profit or loss	—	16,575	4,000	20,575

The movements in fair value measurements within Level 3 during the period are as follows:

	2022 ***RMB'000***	2021 *RMB'000*
At 1 January	**4,000**	—
Total gains recognised in the statement of profit or loss included in other income	**1,028**	—
Purchases	**103,460**	4,000
As 31 December	**108,488**	4,000

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for financial assets (2021: Nil).

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, financial assets included in prepayments, other receivables and other assets, trade payables and financial liabilities included in other payables and accruals which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks which are summarised below.

Foreign currency risk

The Group mainly operates in Mainland China and Hong Kong with most of the Group's monetary assets, liabilities and transactions principally denominated in RMB, United States dollars and Euro. The Group has not used any derivative to hedge its exposure to foreign currency risk.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the foreign exchange rates, with all other variables held constant, of the Group's profit before tax (arising from USD, EUR and HKD denominated financial instruments) and the Group's equity.

	Increase/ (decrease) in rate of foreign currency %	Increase/ (decrease) in profit before tax RMB'000	Increase/ (decrease) in equity* RMB'000
Year ended 31 December 2022			
If RMB weakens against USD	**5**	**—**	**123**
If RMB strengthens against USD	**(5)**	**—**	**(123)**
If RMB weakens against EUR	**5**	**2,397**	**—**
If RMB strengthens against EUR	**(5)**	**(2,397)**	**—**
If RMB weakens against HKD	**5**	**—**	**—**
If RMB strengthens against HKD	**(5)**	**—**	**—**
Year ended 31 December 2021			
If RMB weakens against USD	5	—	113
If RMB strengthens against USD	(5)	—	(113)
If RMB weakens against EUR	5	1,398	—
If RMB strengthens against EUR	(5)	(1,398)	—
If RMB weakens against HKD	5	—	—
If RMB strengthens against HKD	(5)	—	—

* Excluding retained profits

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Head of Credit Control.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, amounts due from related parties, trade receivables and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

(i) Credit risk of trade receivables

To manage risk arising from trade receivables, the Group has policies in place to ensure that credit terms are made to counterparties with an appropriate credit history and management performs ongoing credit evaluations of its counterparties. The credit period granted to the customers is usually no more than 90 days and the credit quality of these customers is assessed, which takes into account their financial position, past experience and other factors. The expected loss allowance provision for these balances was not material during the year. In view of the sound collection history of receivables, management believes that the credit risk inherent in the Group's outstanding trade receivable balances is not significant.

In calculating the expected credit loss rate, the Group considers the historical loss rates for its customers and adjusts for forward-looking macroeconomic data. Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 18.

(ii) Credit risk of other receivables and amounts due from related parties

For the amounts due from related parties and other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of the amounts due from related parties and other receivables based on historical settlement records and past experiences. As at 31 December 2022, the credit ratings of other receivables and the amounts due from related parties were performing. The Group assessed that the expected credit losses for these receivables and the amounts due from related parties were not material under the 12-month expected loss method. In view of the history of cooperation with debtors and the sound collection history of receivables, management believes that the credit risk inherent in the Group's outstanding other receivable balances and the amounts due from related parties is not significant. The expected credit loss rate is close to zero.

(iii) Credit risk of cash and cash equivalents

To manage this risk arising from cash and cash equivalents, they are mainly placed with banks with high credit ratings. There has been no recent history of default in relation to these financial institutions. Based on historical data and management's analysis, loss on collection is not material and hence no provision is considered.

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assists and liabilities. The Group monitors its risk to a shortage of funds by considering the maturities of both its financial liabilities and financial assets.

The Group's objective is to maintain a balance between continuity of funding and flexibility. The Group aims to maintain sufficient cash and cash equivalents to meet its liquidity requirements.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	On demand/ Less than 2 months *RMB'000*	2 to 12 months *RMB'000*	1 to 2 years *RMB'000*	Total *RMB'000*
31 December 2022				
Trade payables	371,415	—	—	371,415
Lease liabilities	439	801	146	1,386
	371,854	801	146	372,801
31 December 2021				
Trade payables	195,720	—	—	195,720
Lease liabilities	102	252	—	354
	195,822	252	—	196,074

31. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2022 and 31 December 2021.

The Group monitors capital using a debt-to-asset ratio, which is total liabilities divided by total assets. The debt-to-asset ratio as at the end of the reporting periods were as follows:

	2022	2021
	RMB'000	*RMB'000*
Total liabilities	**427,051**	233,862
Total assets	**620,812**	410,976
Debt-to-asset ratios	**69%**	57%

32. EVENTS AFTER THE REPORTING PERIOD

The strained Sino-US relations have brought additional uncertainties to the Group's operating environment and might impact the Group's operations and financial position. The Group will closely monitor the development of the strained Sino-US relations, assess and actively respond to their impact on the financial condition, operating results and other aspects of the Group.

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2022 *RMB'000*	2021 *RMB'000*
NON-CURRENT ASSETS		
Investments in subsidiaries	39,544	39,544
Total non-current assets	39,544	39,544
CURRENT ASSETS		
Prepayments, other receivables and other assets	84	123
Due from subsidiaries	110,676	70,180
Cash and cash equivalents	6,958	40,429
Total current assets	117,718	110,732
CURRENT LIABILITIES		
Other payables and accruals	45	—
Due to subsidiaries	9,291	9,625
Total current liabilities	9,336	9,625
Net current assets	108,382	101,107
TOTAL ASSETS LESS CURRENT LIABILITIES	147,926	140,651
Net assets	147,926	140,651
EQUITY		
Share capital	2,157	2,157
Reserves	145,769	138,494
Total equity	147,926	140,651

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

A summary of the Company's reserves is as follows:

	Treasury shares RMB'000	Share premium RMB'000	Exchange fluctuation reserve RMB'000	Accumulated losses RMB'000	Total RMB'000
As at 1 January 2021	—	151,072	(10,944)	(139)	139,989
Loss for the year	—	—	—	(752)	(752)
Total comprehensive loss for the year	—	—	—	(752)	(752)
Shares withheld for share award schemes	(743)	—	—	—	(743)
As at 31 December 2021	(743)	151,072	(10,944)	(891)	138,494

	Treasury shares ***RMB'000***	**Share premium** ***RMB'000***	**Exchange fluctuation reserve** ***RMB'000***	**Accumulated losses** ***RMB'000***	**Total** ***RMB'000***
As at 1 January 2022	**(743)**	**151,072**	**(10,944)**	**(891)**	**138,494**
Loss for the year	**—**	**—**	**—**	**(203)**	**(203)**
Other comprehensive income for the year	**—**	**—**	**10,003**	**—**	**10,003**
Total comprehensive income for the year	**—**	**—**	**10,003**	**(203)**	**9,800**
Shares withheld for share award schemes	**(2,525)**	**—**	**—**	**—**	**(2,525)**
As at 31 December 2022	**(3,268)**	**151,072**	**(941)**	**(1,094)**	**145,769**

34. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 22 March 2023.

DEFINITIONS

Unless the context otherwise require, the following expressions shall have the following meaning:

"Acting-in-Concert Agreements"	the acting-in-concert agreements entered into among the Founders on 11 May 2016, 31 May 2016 and 6 September 2019 concerning their cooperation as parties acting in concert regarding the management of, and to exercise control over, the Group
"AdTensor"	our proprietary ad optimisation and management platform
"AGM"	annual general meeting of the Company
"AI"	artificial intelligence
"Amended Chapter 17"	the amended Chapter 17 of the Listing Rules with effect from 1 January 2023
"Articles of Association"	the articles of association of the Company (as amended from time to time), adopted on 22 June 2020
"Audit Committee"	the audit committee of the Company
"Award Period"	a term of ten years commenced on 29 September 2021
"Beijing AdTiger"	Beijing AdTiger Media Co., Limited (北京虎示傳媒有限公司), a company incorporated in the PRC with limited liability on 11 May 2016, an operating and indirect wholly-owned subsidiary of the Company
"Board"	the board of Directors
"CG Code"	the section headed "Part 2 — Principles of good corporate governance, code provisions and recommended best practices" of the Corporate Governance Code set out in Appendix 14 to the Listing Rules
"Chairman"	chairman of the Board
"China" or "PRC"	the People's Republic of China, excluding, for the purpose of this annual report, Hong Kong, Macau and Taiwan
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Company"	ADTIGER CORPORATIONS LIMITED, a company incorporated in the Cayman Islands as an exempted company with limited liability, the Share of which are listed and traded on the Main Board of the Stock Exchange
"Controlling Shareholder"	Ms. Chang, Fetech, Rowtel, Ms. Li, Hera and Westel

"COVID-19"	2019 novel coronavirus disease
"CPA"	cost per action, a performance-based pricing model where advertising is paid on the basis of each action of the mobile device user such as download, installation or registration. CPI is typically referred to as CPA
"CPC"	cost per click, a non-performance-based pricing model where advertisers are charged on the basis of each click of the ad
"CPM"	cost per mille, a non-performance-based pricing model where advertisers are charged on the basis of thousand impressions
"Director(s)"	the director(s) of the Company
"ERP"	enterprise resource planning, business process management software that allows an organisation to use a system of integrated applications to manage the business and automate many back office functions related to technology, services and human resources
"ESG Report"	Environmental, social and governance report
"Fetech"	Fetech Media Limited, a company incorporated in the British Virgin Islands with limited liability on 29 October 2018, one of our Controlling Shareholders
"FVTPL"	fair value through profit or loss
"Global Offering"	has the meaning ascribed to it under the Prospectus
"Group", "we", "us" or "our"	the Company and its subsidiaries
"Hera"	Hera Bridge Media Limited, a company incorporated in the British Virgin Islands with limited liability on 29 October 2018, one of our Controlling Shareholders
"HK$" or "HKD"	Hong Kong dollars, the lawful currency of Hong Kong
"HKFRSs"	Hong Kong Financial Reporting Standards
"HongKong AdTiger"	HongKong AdTiger Media Co., Limited (香港虎視傳媒有限公司) (formerly known as Asia-Pacific Institute of Child Development Limited亞太兒童成長學會有限公司), a company incorporated in Hong Kong with limited liability on 22 November 2010, an operating and indirect wholly-owned subsidiary of the Company
"INED(s)"	the independent non-executive Director(s)

"IT"	the information and technology
"Listing"	the listing of the Shares on the Main Board of the Stock Exchange
"Listing Date"	10 July 2020, the date on which the Shares were listed on the Main Board of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"Main Board"	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with GEM of the Stock Exchange
"Mainland China"	China, excluding Hong Kong, Macau and Taiwan
"Metaverse"	a network of three-dimensional (3D) virtual worlds focused on social and economic connection
"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules
"Mr. Hsia"	Mr. HSIA Timothy Chunhon, our non-executive Director and our substantial Shareholder
"Ms. Chang"	Ms. CHANG Sufang (常素芳), our executive Director, one of our Controlling Shareholders
"Ms. Li"	Ms. LI Hui (李慧), our executive Director, one of our Controlling Shareholders
"Nomination Committee"	the nomination committee of the Company
"Over-allotment Option"	has the meaning ascribed to it under the Prospectus
"Post-IPO Share Option Scheme"	the share option scheme conditionally adopted by the Company, further details of which are described in the subsection headed "Statutory and General Information — D. Post-IPO Share Option Scheme" in Appendix IV to the Prospectus
"Previous Year"	the year ended 31 December 2021
"Prospectus"	the prospectus of the Company dated 29 June 2020
"Remuneration Committee"	the remuneration committee of the Company

"Reorganisation"	the reorganisation of the Group in preparation of the Listing, details of which are set out in the section headed "History, Reorganisation and Corporate Structure" in the Prospectus
"Reporting Period" or "Year"	the year ended 31 December 2022
"R&D"	the research and development
"RMB"	Renminbi, the lawful currency of the PRC
"Rowtel"	Rowtel Technology Limited, a company incorporated in the British Virgin Islands with limited liability on 27 December 2018, one of our Controlling Shareholders
"Selected Participants"	Share Award Eligible Persons selected by the Board (subject to terms and conditions of the Share Award Scheme and the requirements of the Listing Rules), from time to time at its absolute discretion, to participate in the Share Award Scheme
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended and supplemented from time to time
"Share(s)"	ordinary share(s) in the share capital of the Company, currently of nominal value US$0.0005 each
"Share Award Eligible Persons"	An employee, officer, director or consultant of the Company or any of its Subsidiaries selected by the Board, except for any individual who is resident in a place where the grant, acceptance or vesting of an award pursuant to the Share Award Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual
"Share Award Scheme"	the share award scheme adopted by the Company, further details of which are described in the announcement of the Company on 29 September 2021
"Share Option Eligible Persons"	An employee (whether full time or part-time) or a director of a member of the Group or associated companies of the Company as determined by 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) at its absolute discretion to be offered to grant an option to subscribe for such number of Shares
"Shareholder(s)"	holder(s) of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Takeovers Code"	the Codes on Takeovers and Mergers of Hong Kong approved by the Securities and Futures Commission in Hong Kong as amended, supplemented or otherwise modified from time to time
"Taschh"	Taschh Limited, a company incorporated in Hong Kong with limited liability on 22 May 2015, our substantial shareholder
"Tiequan LLC"	Tiequan LLC, a company incorporated in the Cook Islands with limited liability on 25 May 2015, our substantial shareholder
"Tiequan Trust"	a trust established in the Cook Islands with Mr. Hsia as the sole beneficiary and the trustee of which is Southpac Trust International, Inc. is appointed on 25 May 2015, our substantial shareholder
"Trustee"	the trustee appointed by the Company for the administration of the Share Award Scheme
"TVC"	television commercial
"US" or "United States"	the United States of America
"US$" or "USD"	United States dollars, the lawful currency of the United States
"Westel"	Westel Technology Limited, a company incorporated in the British Virgin Islands with limited liability on 27 December 2018, one of our Controlling Shareholders