

2022

ANNUAL REPORT

年終報告



第七大道
7ROAD.COM

7Road Holdings Limited
第七大道控股有限公司

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

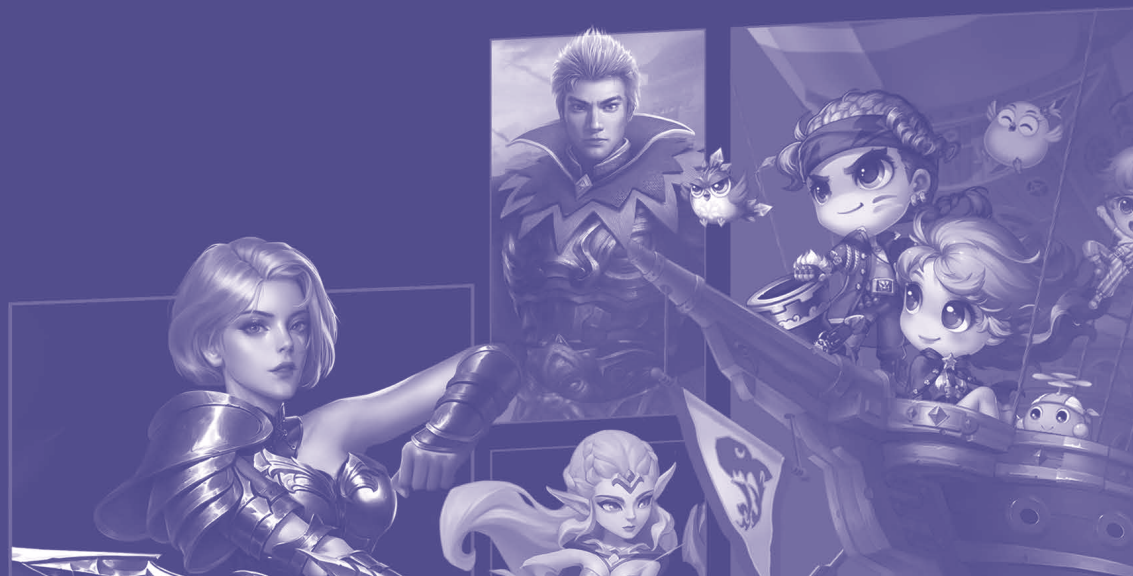
Stock Code 股份代號 : 797



2022 年終報告
ANNUAL REPORT

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Definitions

釋義

“AGM” 「股東週年大會」	the forthcoming annual general meeting of the Company proposed to be held on Tuesday, 23 May 2023 擬於二零二三年五月二十三日(星期二)舉行的本公司之應屆股東週年大會
“ARPPU” 「每名付費用戶平均收益」	the total revenue generated by the paying users for a particular game, a particular type of games or all of our games, as applicable, during a certain period divided by the number of paying users of the game, the type of games or all of our games, as applicable, during such period 一款遊戲、一類遊戲或我們所有遊戲(如適用)的付費用戶於某一段期間內產生的總收益，除以該款遊戲、該類遊戲或我們所有遊戲(如適用)於該期間內的付費用戶數目
“Audit Committee” 「審核委員會」	the audit committee of the Board 董事會審核委員會
“Articles of Association” 「章程細則」	the articles of association of the Company conditionally adopted by the Board on 23 June 2018 and became effective on the Listing Date 董事會於二零一八年六月二十三日有條件採納的本公司組織章程細則，其於上市日期開始生效
“average MPUs” 「平均每月付費用戶」	the average number of paying users in the relevant calendar month; average MPUs for a particular period is the average of the MPUs in each month during that period 於有關曆月的付費用戶的平均人數；於特定期間的平均每月付費用戶是指於該期間內各月的每月付費用戶的平均數
“Board” 「董事會」	the board of Directors 董事會
“CEO” 「行政總裁」	the chief executive officer of the Company 本公司行政總裁
“CG Code” 「企業管治守則」	the Corporate Governance Code as set out in Appendix 14 of the Listing Rules 上市規則附錄十四所載的企業管治守則
“Chairman” 「主席」	the chairman of the Board 董事會主席
“China” or “PRC” 「中國」	for the purpose of this annual report only, the People’s Republic of China, unless otherwise stated, excludes Hong Kong, the Macau Special Administrative Region and Taiwan herein 僅為本年報目的，中華人民共和國，除非特別說明，本文中不包括香港、澳門特別行政區及台灣
“Company” or “our Company” 「本公司」	7Road Holdings Limited (第七大道控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability on 6 September 2017 and the Shares of which are listed on the Main Board of the Stock Exchange on 18 July 2018 (Stock Code: 797) 第七大道控股有限公司，一間於二零一七年九月六日根據開曼群島法例註冊成立的有限公司，其股份於二零一八年七月十八日於聯交所主板上市(股份代號：797)

Definitions (continued) 釋義 (續)

“Companies Law” 「公司法」	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time 開曼群島公司法第22章(一九六一年第3號法例，經綜合及修訂)，經不時修訂、補充或以其他方式修改
“Consolidated Affiliated Entities” 「併表附屬實體」	the entities that the Company controls through the Contractual Arrangements, namely Shenzhen 7Road and its subsidiaries 本公司透過合約安排控制的實體，即深圳第七大道及其附屬公司
“Contractual Arrangements” 「合約安排」	certain contractual arrangements entered into on 13 April 2018 by us 我們於二零一八年四月十三日簽訂的若干合約安排
“COVID-19” 「冠狀病毒」	the Coronavirus disease (2019) 2019新型冠狀病毒病
“Director(s)” 「董事」	the director(s) of the Company 本公司董事
“Group”, “we”, “our” or “us” 「本集團」、「我們」或「我們的」	the Company and all of its subsidiaries and companies whose financial results have been consolidated and accounted as the subsidiaries of our Company by virtue of the Contractual Arrangements, or, where the context so requires, in respect of the period before our Company became the holding company of our current subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be) 本公司及其所有附屬公司及財務業績透過合約安排綜合併入及入賬列作本公司附屬公司的公司，或如文義所指，就本公司成為其現有附屬公司的控股公司前期間而言，該等附屬公司或其前公司(視乎情況而定)所經營的業務
“HK\$” 「港元」	Hong Kong dollars, the lawful currency of Hong Kong 港元，香港法定貨幣
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“Huoerguosi 7Road” 「霍爾果斯第七大道」	Huerguosi 7th Road Network Technology Co., Ltd. (霍爾果斯第七大道網絡科技有限公司), a company established under the laws of the PRC with limited liability on 27 November 2015 and one of our Consolidated Affiliated Entities 霍爾果斯第七大道網絡科技有限公司，一間於二零一五年十一月二十七日根據中國法律成立的有限公司，及為我們的併表附屬實體之一
“IFRS” 「國際財務報告準則」	the International Financial Reporting Standards 國際財務報告準則
“IP” 「IP」	intellectual property 知識產權
“Latest Practicable Date” 「最後實際可行日期」	21 April 2023, being the latest practicable date prior to the printing of this annual report for ascertaining certain information contained herein 二零二三年四月二十一日，即本年度報告付印前確定其中所載若干資料的最後實際可行日期

Definitions (continued)

釋義 (續)

“Listing” [上市]	listing of the Shares on the Main Board of the Stock Exchange 股份於聯交所主板上市
“Listing Date” [上市日期]	the date on which the Shares were listed and initially commenced their dealings on the Stock Exchange, i.e. 18 July 2018 股份於聯交所上市及首次開始買賣的日期，即二零一八年七月十八日
“Listing Rules” [上市規則]	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) 香港聯合交易所有限公司證券上市規則(經不時修訂)
“MAUs” [每月活躍用戶]	monthly active users, refers to the number of people logged in to specific game(s) in the relevant calendar month; average MAUs for a particular period is the average of the MAUs in each month during that period 每月活躍用戶，指在有關曆月內登錄特定遊戲的人數；於特定期間的平均每月活躍用戶是指該期間各月的每月活躍用戶的平均數
“mobile game(s)” [手機遊戲]或[手遊]	game(s) that is/are played on mobile devices 在移動設備上暢玩的遊戲
“Model Code” [標準守則]	the Model Code of Securities Transactions by Directors of the Listed Issuers as set out in Appendix 10 to the Listing Rules 上市規則附錄十所載的上市發行人董事進行證券交易的標準守則
“MPUs” [每月付費用戶]	monthly paying users, refers to the number of paying users in the relevant calendar month 每月付費用戶，指於有關曆月的付費用戶人數
“Nomination Committee” [提名委員會]	the nomination committee of the Board 董事會提名委員會
“online game(s)” [網絡遊戲]	video game(s) that is/are played over some forms of computer or mobile network 透過不同制式的電腦或手機網絡暢玩的視像遊戲
“paying users” [付費用戶]	in any given period, (i) paying users of a particular game refers to all registered users who charged their accounts for the game with virtual items purchased from us at least once in such period regardless of whether such virtual items were consumed by the registered users in such period; and (ii) paying users of a particular type or all of our game refers to the simple sum of the paying users of each game of such type or all of our games, as applicable, in such period and a paying users that purchased virtual items for two or more games in such period is counted as two or more paying users in such period 於任何指定期間，(i) 某一款遊戲的付費用戶是指所有曾於該段期間內以向我們購買的虛擬物品為其遊戲賬戶充值最少一次的註冊用戶，不論註冊用戶於該段期間內是否消耗有關虛擬物品；及(ii) 某一類型遊戲或我們所有遊戲的付費用戶是指於該段期間內該類型遊戲中各款遊戲或我們所有遊戲(如適用)的付費用戶的簡單總和，而一名曾於該段期間為兩款或以上遊戲購買虛擬物品的付費用戶，於該段期間內將作為兩名或以上的付費用戶計算

Definitions (continued) 釋義 (續)

“Prospectus” 「招股章程」	the prospectus issued by the Company dated 29 June 2018 本公司刊發日期為二零一八年六月二十九日的招股章程
“Qianhai Huanjing” 「前海幻境」	Shenzhen Qianhai Huanjing Network Technology Co., Ltd. (深圳市前海幻境網絡科技有限公司), a company established under the laws of the PRC with limited liability on 12 July 2015 深圳市前海幻境網絡科技有限公司，一間於二零一五年七月十二日根據中國法律成立的有限公司
“R&D” 「研發」	research and development 研究及開發
“Registered Shareholders” 「登記股東」	Mr. Meng Shuqi, Mr. Hu Min, Mr. Liu Jing, Ningbo Bao Pu Xing Sheng Investment Management Center (Limited Liability Partnership) (寧波鈞樸鑫盛投資管理中心(有限合夥)) and Shanghai Ting Can Entity Investment Center (Limited Liability Partnership) (上海廷燦股權投資中心(有限合夥)), as the shareholders of Shenzhen 7Road 孟書奇先生、胡敏先生、劉靖先生、寧波鈞樸鑫盛投資管理中心(有限合夥)及上海廷燦股權投資中心(有限合夥)，為深圳第七大道的股東
“Remuneration Committee” 「薪酬委員會」	the remuneration committee of the Board 董事會薪酬委員會
“RMB” 「人民幣」	Renminbi, the lawful currency of the PRC 人民幣，中國法定貨幣
“RSU Scheme” 「受限制股份單位計劃」	the restricted share unit scheme adopted by our Company on 6 March 2018 本公司於二零一八年三月六日採納的受限制股份單位計劃
“RSU(s)” 「受限制股份單位」	restricted share units granted pursuant to the RSU Scheme 根據受限制股份單位計劃授出的受限制股份單位
“senior management” 「高級管理層」	the senior management of the Company 本公司高級管理層
“SFO” 「證券及期貨條例」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time 證券及期貨條例(香港法例第571章)，經不時修訂、補充或以其他方式修改
“Share(s)” 「股份」	ordinary share(s) of US\$0.000005 each in the issued share capital of the Company 本公司已發行股本中每股面值0.000005美元的普通股
“Shareholder(s)” 「股東」	holder(s) of Shares 股份持有人
“Shenzhen 7Road” 「深圳第七大道」	Shenzhen 7th Road Technology Co., Ltd. (深圳第七大道科技有限公司), a company established under the laws of the PRC with limited liability on 22 January 2008 and one of our Consolidated Affiliated Entities 深圳第七大道科技有限公司，一間於二零零八年一月二十二日根據中國法律成立的有限公司及為我們的併表附屬實體之一

Definitions (continued)

釋義 (續)

“Shenzhen Qianqi” [深圳千奇]	Shenzhen Qianqi Network Technology Co., Ltd. (深圳千奇網絡科技有限公司), a company established under the laws of the PRC with limited liability on 28 November 2013 and one of our Consolidated Affiliated Entities 深圳千奇網絡科技有限公司，一間於二零一三年十一月二十八日根據中國法律成立的有限公司及為我們的併表附屬實體之一
“Stock Exchange” [聯交所]	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“US\$” [美元]	United States dollars, the lawful currency of the United States of America 美元，美利堅合眾國的法定貨幣
“web game(s)” [網頁遊戲]	game(s) that is/are played in a web browser on personal computer without downloading any client base or application 毋須下載任何客戶端或應用程式在個人電腦的網頁瀏覽器暢玩的遊戲
“Shanghai Xinla” [上海辛辣]	Shanghai Xinla Network Technology Co., Ltd. (上海辛辣網絡科技有限公司), a company established under the laws of the PRC and a wholly-owned subsidiary of the Company as at the Latest Practicable Date 上海辛辣網絡科技有限公司，一間根據中國法律成立的公司，於最後實際可行日期為本公司全資附屬公司
“Xinla Group” [辛辣集團]	Shanghai Xinla and its subsidiaries 上海辛辣及其附屬公司
“%” [%]	per cent 百分比

Corporate Profile

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Meng Shuqi (*Chairman*)
Mr. Li Zhengquan
Mr. Yang Cheng
Mr. Peng Cheng

Independent Non-executive Directors

Mr. Xue Jun
Ms. Li Yiqing
Mr. Lui Chi Ho

AUDIT COMMITTEE

Mr. Xue Jun (*Chairman*)
Ms. Li Yiqing
Mr. Lui Chi Ho

REMUNERATION COMMITTEE

Ms. Li Yiqing (*Chairwoman*)
Mr. Xue Jun
Mr. Lui Chi Ho
Mr. Meng Shuqi

NOMINATION COMMITTEE

Mr. Meng Shuqi (*Chairman*)
Mr. Xue Jun
Ms. Li Yiqing
Mr. Lui Chi Ho

JOINT COMPANY SECRETARIES

Mr. Li Zhengquan
Mr. Cheung Kai Cheong, Willie (*CPA, FCCA*)

AUTHORIZED REPRESENTATIVES

Mr. Meng Shuqi
Mr. Cheung Kai Cheong, Willie (*CPA, FCCA*)

董事會

執行董事

孟書奇先生(*主席*)
李正全先生
楊成先生
彭程先生

獨立非執行董事

薛隽先生
勵怡青女士
呂志豪先生

審核委員會

薛隽先生(*主席*)
勵怡青女士
呂志豪先生

薪酬委員會

勵怡青女士(*主席*)
薛隽先生
呂志豪先生
孟書奇先生

提名委員會

孟書奇先生(*主席*)
薛隽先生
勵怡青女士
呂志豪先生

聯席公司秘書

李正全先生
張啟昌先生(*CPA, FCCA*)

授權代表

孟書奇先生
張啟昌先生(*CPA, FCCA*)

Corporate Profile (continued) 公司資料 (續)

AUDITOR

Elite Partners CPA Limited
*Certified Public Accountants and
Registered Public Interest Entity Auditor*
10/F., 8 Observatory Road
Tsim Sha Tsui
Kowloon, Hong Kong

HONG KONG LEGAL ADVISER

Han Kun Law Offices LLP
Rooms 3901-05, 39/F
Edinburgh Tower, The Landmark
15 Queen's Road Central
Hong Kong

COMPANY WEBSITE

www.7road.com

STOCK CODE

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REGISTERED OFFICE IN THE CAYMAN ISLANDS

Sertus Chambers, Governors Square
Suite #5-204, 23 Lime Tree Bay Avenue
P.O. Box 2547
Grand Cayman, KY1-1104
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN THE PRC

No. 2-18-1902, Long Shan Road
Xin Wu District, Wuxi
Jiangsu Province, PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East, Wanchai
Hong Kong

核數師

開元信德會計師事務所有限公司
執業會計師及
註冊公眾利益實體核數師
香港九龍
尖沙咀
天文台道8號10樓

香港法律顧問

漢坤律師事務所有限法律責任合夥
香港
皇后大道中15號
置地廣場公爵大廈
39樓3901-05室

公司網頁

www.7road.com

股份代號

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開曼群島註冊辦事處

Sertus Chambers, Governors Square
Suite #5-204, 23 Lime Tree Bay Avenue
P.O. Box 2547
Grand Cayman, KY1-1104
Cayman Islands

中國主要營業地點

中國江蘇省
無錫市新吳區
龍山路2-18-1902號

香港主要營業地點

香港
灣仔皇后大道東248號
大新金融中心40樓

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Sertus Incorporations (Cayman) Limited
Sertus Chambers, Governors Square
Suite #5-204, 23 Lime Tree Bay Avenue
P.O. Box 2547, Grand Cayman
KY1-1104, Cayman Islands

HONG KONG SHARE REGISTRAR

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

PRINCIPAL BANKS

Hua Xia Bank
Wuxi New District branch

Bank of China
Shenzhen Yi Yuan Road branch

主要股份過戶及登記處

Sertus Incorporations (Cayman) Limited
Sertus Chambers, Governors Square
Suite #5-204, 23 Lime Tree Bay Avenue
P.O. Box 2547, Grand Cayman
KY1-1104, Cayman Islands

香港證券登記處

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

主要往來銀行

華夏銀行
無錫新區支行

中國銀行
深圳藝園路支行

Financial Performance Highlights

財務表現摘要

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收益表

For the year ended 31 December
截至十二月三十一日止年度

		2022 二零二二年 (RMB'000) (人民幣千元)	2021 二零二一年 (RMB'000) (人民幣千元)	2020 二零二零年 (RMB'000) (人民幣千元)	2019 二零一九年 (RMB'000) (人民幣千元)	2018 二零一八年 (RMB'000) (人民幣千元)
Revenue	收益	540,630	420,543	424,313	333,379	332,384
Profit for the year	年內溢利	279,606	97,990	80,001	13,905	(98,031)
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利	282,499	94,236	81,309	10,791	(98,031)

1. For the year ended 31 December 2022, the total revenue amounted to approximately RMB540.6 million, representing an increase of approximately 28.6% as compared with the year ended 31 December 2021.

2. For the year ended 31 December 2022, the Company recorded a profit attributable to owners of the Company amounted to approximately RMB282.5 million, representing an increase of approximately 199.8% as compared with the year ended 31 December 2021.

1. 截至二零二二年十二月三十一日止年度，收益總額約為人民幣540.6百萬元，較截至二零二一年十二月三十一日止年度增加約28.6%。

2. 截至二零二二年十二月三十一日止年度，本公司錄得本公司擁有人應佔溢利額約為人民幣282.5百萬元，較截至二零二一年十二月三十一日止年度增加約199.8%。

Financial Performance Highlights (continued)
財務表現摘要(續)

CONDENSED CONSOLIDATED
BALANCE SHEET

簡明綜合資產負債表

		As at 31 December 於十二月三十一日				
		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)	(RMB'000)
		(人民幣千元)	(人民幣千元)	(人民幣千元)	(人民幣千元)	(人民幣千元)
Assets	資產					
Non-current assets	非流動資產	1,955,212	1,535,214	1,243,150	1,097,007	660,580
Current assets	流動資產	690,926	473,591	871,194	844,954	675,010
Total assets	總資產	2,646,138	2,008,805	2,114,344	1,941,961	1,335,590
Equity and liabilities	權益及負債					
Total equity	總權益	1,900,847	1,621,684	1,511,897	1,114,834	1,177,128
Non-current liabilities	非流動負債	290,464	43,114	127,756	365,555	56,247
Current liabilities	流動負債	454,827	344,007	474,691	461,572	102,215
Total liabilities	負債總額	745,291	387,121	602,447	827,127	158,462
Total equity and liabilities	權益及負債總額	2,646,138	2,008,805	2,114,344	1,941,961	1,335,590

Chairman's Statement

主席致辭

Dear Shareholders,

The year of 2022 was one filled with both challenges and opportunities. While the COVID-19 pandemic has changed people's ways of living, working and pursuing entertainment in many areas of the world, it also accelerated changes in the industry landscape and gave rise to new business models. The internet industry experienced an unusual year and the gaming industry faced intense competition. With rising costs in R&D and costs in attracting users and customers in the traditional gaming industry, the Group had to adjust its development strategy accordingly.

As the development strategy for its gaming business, the Company strived to expand its gaming IP, improve gaming quality, integrate R&D and operations and achieve globalisation, thereby bringing joy and additional value to our users through technology and innovation. For product development, we continued to improve the gameplay and profit model of our products by further developing our classic games, upgrading the characters of our classic games and enhancing the games' plots. In terms of our game operations, given the Group's years of development around the world, we leveraged our extensive resources, invested in the global market through refined marketing, and continued to explore high-quality and innovative promotion channels. With China's gaming industry ushering in a new stage of development in the future, every enterprise will face new challenges and opportunities. Looking to the future, the Group will continue to strengthen its core capabilities, build and strengthen business lines for growth by further exploring its advantages in classic IPs. At the same time, the Group is also seeking other business opportunities for sustainable development and is committed to creating greater value for our Shareholders,

Our core capabilities in R&D and operations are paramount to achieving the Company's strategies, including the independent development, upgrade and operation of games with long life cycles (e.g. RPG games involving classic IPs and large-scale multiplayer online games) and the localised and global launch of overseas premium games. On this basis, we have successfully built three main business lines for growth — self-developed games and licensing, development of partnerships with quality vendors or resource owners, and the operation, launch and promotion of selected games — to support our value growth strategy. Continuing to upgrade the gaming system, we have established a user ecosystem with a long life cycle, which revolves around the advantages of our core capabilities. We have also gradually created a multi-dimensional, long-lasting interaction model between our high-quality content and our users, forming a vibrant community and increasing the value of our users' life cycle. At the same time, by collaborating with leading vendors, we have continued to enhance our capabilities in business development and resource consolidation, strengthening our competitiveness and position in the industry.

尊敬的各位股東：

2022年是充滿挑戰和機遇的一年，新冠肺炎疫情使全球很多地區的人們改變了生活、工作和娛樂方式，也加劇了產業格局的變化及激發新商業模式的產生。互聯網行業經歷了不尋常的一年，遊戲領域競爭激烈，研發成本上升，傳統遊戲行業引流獲客成本上升，本集團發展策略隨之因應調整。

本公司對遊戲業務堅持IP化、精品化、研運一體化、全球化發展戰略，通過科技和創意為用戶帶來快樂並創造價值。在產品開發方面，我們通過進一步研發經典遊戲，升級經典遊戲角色、改善遊戲內活動情節等，不斷提升產品的遊戲性和盈利模式。在遊戲運營方面，我們借助本集團在全球市場耕耘多年累積的廣泛資源，通過精細化行銷在全球市場投放，並不斷挖掘優質、創新的推廣管道。中國遊戲行業未來將進入全新的發展階段，將給每一個企業帶來新的挑戰和機會。展望未來，本集團將繼續通過深挖自身在經典IP方面的優勢以鞏固護城河，強化核心能力，建立並強化業務增長線。同時，本集團也在尋找其他蘊含商機並可持續發展的機會，致力於為股東創造更多價值。

我們的核心研發能力和運營能力是公司戰略實現的重要支撐，包括經典IP角色扮演類、大型多人線上類等長生命週期品類的自主研發升級和運營，海外精品遊戲當地語系化及全球化發行。在此基礎上，我們成功構建了自研遊戲與授權，與優質廠商或資源方的合作研發，以及精選遊戲運營發行推廣的三條業務增長主線，以支撐我們的價值增長戰略。我們持續升級遊戲系統，圍繞核心能力優勢，構建長生命週期使用者生態，在優質內容和使用者之間，籠聚、創造多維度、長時間的互動模式，建設充滿活力的社區，提升我們的用戶生命週期價值。同時通過與優勢廠商的合作，不斷增強業務拓展能力，資源整合能力，並提升行業競爭力和行業地位。

RESULTS FOR 2022

On behalf of the Board and the management of 7Road Holdings Limited, I am pleased to present to you the financial results of the Group for the year ended 31 December 2022, review our business development during the year, and discuss the strategies and prospects of the next year.

2022 was an important year for the Group in terms of business expansion enhancement. In 2022, to focus on strengthening our internal R&D capabilities in games, the Company focused our R&D investment into core products and optimised and adjusted non-core strategic products, which had positive impacts on our financial performance. The Group also expanded into more diversified services outside of its traditional core gaming business. As a new business activity, the cloud computing service provided by the Group is expected to provide a long-term stable income stream for the Company and diversify the Company's source of revenue. In 2022, the Company generated a total revenue of approximately RMB540.6 million, representing an increase of approximately 28.6% as compared to the total revenue of approximately RMB420.5 million in 2021. The Company recorded a profit attributable to owners of the Company of approximately RMB282.5 million in 2022, representing an increase of approximately 199.8% as compared to 2021. In 2022, the gross profit margin of the Company was 48.3%, and the gross profit of the Company was RMB261.2 million, with the latter representing an increase of approximately 16.4% as compared to approximately RMB224.5 million in 2021.

In terms of our gaming business in 2022, the Company's online game revenue was approximately RMB426.1 million, as compared to approximately RMB253.6 million in 2021, of which revenue from mobile games and web games accounted for 81.1% and 18.9%, respectively. Other revenue included IP licensing and sales of game copyrights, sales of online game technology and publishing solutions services, etc. In terms of businesses such as cloud computing, from April 2021, the Company gradually entered the cloud computing field. In 2022, the Company's revenue generated from its businesses such as cloud computing and related cloud service amounted to approximately RMB106.4 million, as compared to approximately RMB49.0 million in 2021.

2022年業績

本人謹代表第七大道控股有限公司董事會及管理層，欣然向閣下提呈本集團截至2022年12月31日止年度財務業績、回顧年內業務發展，並探討未來一年的策略及前景。

2022年，集中增強內部遊戲開發能力，本公司在研發方面的投入上聚焦核心產品，優化調整非核心戰略產品，對我們的財務表現有一定積極影響，是本集團業務拓展升級的重要一年。本集團在傳統核心的遊戲業務之外，也拓展至更加多樣的服務，提供的雲計算服務作為本集團的新業務活動，預計將為公司提供長期穩定收入來源，並使公司收入來源多樣化。於2022年，本公司產生收益總額約人民幣540.6百萬元，較2021年收益總額約人民幣420.5百萬元增加約28.6%。於2022年，本公司錄得本公司擁有人應佔溢利約為人民幣282.5百萬元，較2021年度增加約199.8%。於2022年，本公司的毛利率為48.3%，本公司的毛利為人民幣261.2百萬元，毛利較2021年約人民幣224.5百萬元增加約16.4%。

遊戲業務方面，於2022年，本公司網絡遊戲產生收益約人民幣426.1百萬元(2021年約為人民幣253.6百萬元)，其中手機遊戲收入佔比81.1%，網頁遊戲收入佔比18.9%。其他收入包括IP許可及銷售遊戲版權與銷售網絡遊戲技術及發行解決方案服務等。雲計算等業務方面，本公司自2021年4月起逐步切入雲計算及相關雲服務業務領域。於2022年，本公司雲計算等業務方面產生收益約人民幣106.4百萬元(2021年約為人民幣49.0百萬元)。

Chairman's Statement (continued) 主席致辭(續)

BUSINESS REVIEW FOR 2022

In terms of our gaming business in 2022, we continued to focus on game development and operations in response to the increasing competition in the gaming industry, and achieved remarkable results in the independent development of IP games. After streamlining our business and sharpening our strategies, we decided to focus on the independent development of competitive leisure games, large-scale multiplayer online games (“**MMORPG**”) and card games, distribute and publish a wide range of games at the same time, breakthrough with mid-core and hardcore games, and adopt a strategy of cooperating with high-quality publishers. The Group's gaming market focuses on the domestic market and we will further permeate our own IP in overseas markets in the future. Based on our existing user base, we relied on the strong social nature of large-scale games to increase user value. Due to the Group's exceptional capabilities in operations and R&D, many of our games remained popular after their launches in previous years. The Group's online game revenue was mainly derived from several well-known classic games, including the “DDTank” (彈彈堂) series, “Three Kingdoms” (三國) series and “Wartune” (神曲) series.

2022年業務回顧

縱觀2022年，在遊戲業務方面，我們持續專注遊戲研發及運營以應對遊戲行業不斷加劇的競爭，並在IP遊戲的自主研發方面取得良好成績。我們在業務梳理和戰略聚焦後確定了休閒競技類、大型多人線上 (“**MMORPG**”)及卡牌類遊戲為主要自研自發方向，同時代理發行多品類遊戲，以中重度遊戲產品為突破口，採取與優質研發商合作發行的策略。本集團遊戲市場佈局重點為國內市場，未來自主IP將進一步拓展海外市場。以我們現有的用戶基數為基礎，結合大型遊戲的強互動社交屬性，形成使用者價值提升，得益於本集團出色的運營研發能力，多款往年上線的遊戲仍然表現出強勁的生命力。本集團網絡遊戲收益主要來自於包括《彈彈堂》系列、《三國》系列及《神曲》系列等幾款經典知名遊戲。

Chairman's Statement (continued) 主席致辭(續)

In 2022, games published by us under the classic “DDTank” (彈彈堂) series and “Wartune” (神曲) series maintained their outstanding performance, and our total domestic revenue continued to increase. Our well-designed level-up system boosted players' loyalty and their willingness to pay, while our data driven development of refined operation activities maintained the long life cycle of games and player activity. The Group's new mobile game “DDTank Adventure” (彈彈堂大冒險), which was launched in December 2022, performed exceptionally well and jumped to the App Store's bestselling chart's Top 3 on its launch day, making it a rare product on the chart that was not produced by one of the big leading game developers. Its first day's sales were close to RMB30 million, and its first week's sales reached RMB100 million, marking a stellar performance. This product retains the force and angle core battle modes of our classic IPs, providing players with an immersive and memorable gaming experience. The game's tools have been optimised for classic catapult gameplay such as allowing for 3-point line shots, high tosses and angle variation shots, and have been refined based on player suggestions to increase the fun and challenge level for young and old alike. Before and after the launch of the game, the Company carefully planned to attract older and younger users by targeting and promoting the game on various platforms such as TapTap, Bilibili, Xiaohongshu and Douyin. On the relevant platforms. After our game is launched, it uses the method of high-frequency, a large number of livestreams, and popular anchors connections to promote the game. The combination of careful planning with our product's own user traffic, along with our three-dimensional marketing method of combining quality and effectiveness, enabled us to achieve good results in boosting the game's sales volume, allowing it to stand out from the crowd. In addition, the Group launched “DDTank Classics” (彈彈堂復古版) in Vietnam and Taiwan respectively. After launching in Vietnam in April 2022, it performed well in terms of revenue, and after its launching in Taiwan in July 2022, it stayed on the Taiwan iOS top 10 bestselling charts for one week. Continuing the success of “DDTank” (彈彈堂) series products, the next generation of “DDTank” (彈彈堂) product is already under development. The new product is card-based, and will be based on the existing core essence of character artwork, storyline and core gameplay, with a view to bring new experiences and memories to users.

於2022年，我們發行的《彈彈堂》及《神曲》系列經典遊戲依舊表現卓越，國內總收入繼續增長，通過精心設計的升級模式提升了玩家黏度和付費意願，同時通過資料驅動開展精細化的運營活動，維持遊戲的長生命週期和玩家活躍度。集團於2022年12月新上線的《彈彈堂大冒險》手遊表現優秀，上線當天力壓多款大作躋身App Store暢銷榜Top 3，是榜單頭部中鮮見的除頂級遊戲大廠之外的產品。全管道首日流水近3000萬人民幣，並創下首週億級流水的亮眼成績。這款產品保留了我們經典IP的力、角核心戰鬥模式，為玩家們帶來沉浸回味的遊戲體驗。遊戲中的道具優化了變角、高拋、角度三點一線等經典彈射玩法，也根據收集到的玩家建議改進調優，增加了趣味性和挑戰性，老少咸宜。在遊戲上線前後，公司精心籌劃吸引老用戶及年輕用戶，在多家平台諸如TapTap、Bilibili、小紅書以及抖音等做針對性推廣，並做內容沉澱。相關平台上，我們的遊戲上線後運用了高頻、大量直播，人氣主播連線的推廣方式。我們的精心籌劃結合產品本身自帶流量，品效合一的立體行銷法取得良好效果助推遊戲爆量，使其脫穎而出。此外，集團分別在越南和台灣地區上線了《彈彈堂復古版》。自2022年4月越南地區上線後收益表現良好，2022年7月台灣地區上線後持續一週穩居iOS台灣暢銷榜前十名。延續《彈彈堂》的產品熱點，新一代《彈彈堂》產品已在順利開發中。新品偏卡牌玩法，無論人物立繪、劇情還是核心玩法都會在現有核心精髓基礎上進行較大革新，以期為用戶帶來新的回味及體驗。

Chairman's Statement (continued)

主席致辭(續)

In addition, the “Three Kingdoms” (三國) series game is a strategic game we licensed, which covered a wide user group, and maintained strong appeal and competitiveness. The game was well received by players and highly rated by the industry. The sandbox game, in which a wholly-owned subsidiary of the Group had participated in the R&D, also performed well after it had launched on the overseas Roblox platform, in particular, the “Concave-Convex World” (凹凸世界) product continued to remain popular since its launch with increasing users. “Concave-Convex World” (凹凸世界) is a game adapted from an IP with the same name, which is a 3D online animation produced by 7DOC (七創社) and has accumulated over 1 billion views on Bilibili and other platforms. Several other products featuring original Chinese content were also well received by players and continued to generate revenue in 2022.

Competitive leisure games, MMORPGs and card games are the important development focuses of the Group, and the Group will continue to engage in market competition with various flexible approaches and shift its advantageous resources towards them. The Group will combine the resources of global premium gaming companies, source codes accumulated over a decade and R&D capabilities at the user level to consistently identify quality products by means such as investing in R&D companies, customizing products and conducting resource collaboration. Leveraging on the Group's years of experience in the gaming industry, we will continue to innovate to enrich the Group's product lines, attract more players and increase our gaming business revenue. It is expected that the Group's business strategy will gradually bear fruit as the Group builds on its strengths, and will deliver more competitive, popular and sustainable value-creating products in the coming years.

In terms of the cloud computing business, the Group's cloud computing services and other cloud related services had developed steadily. Since April 2021, the Company had gradually stepped into the cloud computing field. In 2021 and 2022, the Group had entered into a series of agreements, allowing the Group to provide cloud related services to its customers through purchasing server hosts, graphic cards, servers and other cloud computing equipment. Such services would be used for rendering, artificial intelligence, big data supercomputing and blockchain technology-related services. Since such business commenced operations in 2021, the Group diligently overcame the adverse effects that arose from the COVID 19 pandemic, actively captured market opportunities, continued its business expansion, and strategically prioritized major customers. The Group had signed strategic cooperation resources agreements with well-known domestic companies to provide algorithms, cloud computing resources and professional software support services to customers, and entered into long-term service cooperation agreements with major customers. The cloud computing business has contributed sustainable revenue to the Group.

此外，我們代理運營的遊戲《三國》系列是三國題材的策略類遊戲，遊戲用戶群體覆蓋廣泛，上線以來保持強勁的吸引力和競爭力，獲得玩家的好評，並得到行業的良好回饋。集團全資子公司參與研發的沙盒遊戲在海外Roblox平台發行也取得了不錯的成績，其中以《凹凸世界》為代表的產品自上線以來熱度不減，用戶量不斷增加，《凹凸世界》是同名IP改編遊戲，是七創社製作的3D網絡動畫，在Bilibili及其他平台累計播放量超過10億。其他幾款以中國原創內容為主題的產品亦深受玩家青睞，於2022年持續產生收入。

休閒競技、MMORPG、卡牌類遊戲是本集團重點關注的方向，未來集團將繼續以多種靈活方式參與市場的競爭，並將優勢資源嘗試向其傾斜。集團將結合全球優質遊戲廠商的資源及十數年來積累的源碼、用戶層面的研運能力，或以投資研發商、定製產品、資源合作等方式持續尋找優質產品，充分運用集團在遊戲行業的多年經驗，開拓創新，以充實集團的產品業務線，吸引更多玩家並提升遊戲業務的收益。本集團厚積薄發，預期業務策略的調整將逐漸取得成果，在未來幾年裡，將提供更多有競爭力，受用戶喜愛並能持續創造價值的產品。

在雲計算業務方面，本集團雲計算服務及其他雲相關服務業務亦穩步發展。本公司自2021年4月起逐步切入雲計算業務領域，於2021年及2022年本集團訂立一系列協定，通過購買主機、顯卡、伺服器和其他雲計算設備，使本集團能夠持續為相關客戶提供雲相關服務，該等服務將應用於渲染、人工智慧、大資料超算及區塊鏈技術相關服務等領域。自2021年上線運營以來，本集團努力克服新冠疫情帶來的不利影響，積極把握市場機遇，持續進行業務開拓，採用優先服務大客戶的策略，先後與國內知名公司簽訂了戰略合作資源協定，為客戶提供演算法、雲計算資源及專業軟體配套服務並同主要客戶建立了長期服務合作協定。目前雲計算業務已持續為本集團貢獻收入。

Chairman's Statement (continued) 主席致辭(續)

In addition, the Group also actively expanded and invested in the upstream and downstream industry chain of our cloud business. As disclosed in the Company's announcement dated 24 May 2022, the Group indirectly invested in Shanghai Advanced Silicon Technology Co., Ltd. ("**Shanghai Silicon**"). Shanghai Silicon is a market-leading domestic PRC manufacturer of large-scale semiconductor silicon chips. Its products are widely used in the production of memory chips, central processing units (CPUs), graphic processing units (GPUs) and various semi-conductor components, and it is expected to have broad market prospects in the future, which has the potential to create values for the Group.

OUTLOOK FOR 2023

In 2023, in terms of our gaming business, the Group will continue to delve into the pain points of users, enhance the quality of games and strive to create high quality popular gaming products. The Group will make full use of its existing IPs and authorized IPs and its years of experience in game development to form a diversified IP product line consisting of original creations, anime adaptations and domestic licensing. Themes and game types will be expanded to enrich the Group's product portfolio. As the gaming industry brings joy to people, we pay attention to the needs of our users with the aim of offering a reasonable and comfortable gaming experience. By establishing a number of R&D and operation evaluation mechanisms, the Group understands the differentiated needs of players based on the evaluation results of gameplays, artworks, operations and plot, etc. To boost our revenue and performance, the Group will analyze which gameplays our users like the most and will generate the most revenue, optimise game functions and rules for better gaming quality, and actively explore the diversification of income streams.

另外，本集團也積極拓展並投資雲業務上下游產業鏈，誠如本公司日期為2022年5月24日的公告所披露，本集團間接參股上海超矽半導體股份有限公司(「上海超矽」)。上海超矽是中國國內市場領先的大規模半導體矽片生產商，其產品廣泛地用於生產存儲晶片、中央處理器、影像處理器及各種半導體零件，預計未來具有廣闊的市場前景，其有潛力為本集團的未來創造價值。

2023年展望

於2023年，在遊戲業務領域，本集團將繼續挖掘用戶痛點，提升遊戲品質，致力打造高品質受歡迎的遊戲產品。本集團將充分發揮現有IP與引入授權IP的價值及多年遊戲開發積累的經驗，形成涵蓋自有原創、動漫改編及國產授權的多元化IP產品線，不斷拓展題材及開發不同品類的新遊戲，以豐富本集團的產品組合。遊戲是快樂的產業，我們關注用戶需求，以提供合理舒適的遊戲體驗為宗旨。本集團通過建立多項研發運營評測機制，從玩法、美術、運營、情節等評測結果，不斷捕捉玩家的差異化需求，分析最受用戶喜愛和產生最優收益的遊戲玩法，優化功能和規則細節以提升遊戲品質，並積極探索多元化的收入來源，以增加本集團的收益及提升業績。

Chairman's Statement (continued)

主席致辭(續)

In terms of our gaming research and development business, in 2023 the Group will continue to promote the development of overseas versions of “DDTank Adventure” (彈彈堂) product and “Wartune H5” (神曲H5). As the “DDTank” (彈彈堂) series is the core R&D IP of the Group, we will continue to update the series, timely launch related competitions and add new gameplay to maintain the popularity of the IP, attract the attention and participation of users and expand our user market. “DDTank Adventure” (彈彈堂大冒險) is expected to be successively launched in other overseas regions in the second half of the year. The Group also plans to launch a mini program version and an overseas mobile game version of “Wartune H5” (神曲H5), another classic IP of the Group, which will be tested and promoted around mid-2023. In the 2D arena, the Group's studio is developing a mobile game product based on a well-known Japanese IP, the first test of which is expected to be conducted in the third quarter of 2023 and the game itself is expected to be unveiled in the second half of 2023. The IP itself has a wide reputation, a huge audience group and was developed with a focus on high restoration of IP images and plots, with an aim to provide fans with an authentic IP gaming experience. The Group will continue to improve its game portfolio, further enhance its game development and performance income and attract more R&D and technical talents to join the Group with attractive talent policies to help the Group reach new development heights.

In terms of our game publishing business, a well-known IP game, “Douluo Continent” (斗羅大陸), had undergone data testing in 2022 with good results, and is expected to be launched in South Korea around 2023. In addition, the Group is currently contracting to publish a famous IP game, which is expected to be launched in 2023.

在遊戲研發業務領域，集團將在2023年持續推進《彈彈堂》產品及《神曲H5》海外版。其中，彈彈堂系列作為集團的核心研發IP專案，後續會持續更新版本，及適時推出相關比賽活動，加入新玩法等，維持IP熱度，持續吸引用戶的關注和參與，拓展用戶市場，並預計在海外其他地區陸續上線。集團的另一經典IP《神曲H5》也將於下半年陸續推出小程序版本和海外手遊版本，並計劃於2023年中期左右進行測試。集團在二次元賽道的佈局，旗下工作室正在研發的一款日本知名IP手遊產品預計也將於2023年下半年亮相，並計劃於2023年第三季度進行首次測試。該IP本身具有廣泛知名度和龐大的受眾群體，產品以高還原IP畫面及劇情為核心，力圖為廣大粉絲提供原汁原味的IP遊戲體驗。本集團將持續完善遊戲組合及進一步增強本集團遊戲開發能力及業績收入，以具吸引力的人才政策吸引更多研發及技術人才加入集團，助推本集團發展進入新的台階。

在遊戲發行業務領域，一款知名IP遊戲《斗羅大陸》已於2022年進行資料測試，資料良好，預計於2023年在韓國地區發行上線。此外，集團當前正在籌備簽約發行一款著名IP遊戲，預計將在2023年推出。

Chairman's Statement (continued) 主席致辭(續)

In relation to business cooperation for our gaming business, a subsidiary of the Group continues to maintain a cooperative relationship with Roblox on Chinese platforms. Roblox is the world's top sandbox game developer, and our subsidiary is mainly responsible for the R&D collaboration and developer space maintenance of Roblox's gaming business on Chinese platforms. Focusing on sandbox games and casual games, it has launched a Roblox adventure product in 2022. Published by a well-known game developer, the game adopts popular medieval pirate themes and has been recognized by more than 200,000 users in the first month since its launch. In addition, an education simulation fighting game, a common type of simulation game on the Roblox platform, had undergone technical testing in December 2022. The game includes a rich growth path with light-strategy fighting experience, and is expected to be commercially available in 2023. In 2023, our subsidiary will continue to participate in the R&D collaboration of Roblox products and several products will be launched in overseas markets. At the same time, our subsidiary will actively experiment in the development and launch of casual games with hybrid billing outside the Roblox platform. The first light tower-defense product published by the Group is expected to be launched in overseas markets in the first half of 2023.

In terms of IP game licensing and investment, we will continue to work on the R&D of high-quality IP through IP licensing or cooperation with other high-quality manufacturers, and the R&D of high-quality IP remains an important part of our long-term business strategy. Moreover, we will actively seek appropriate investment and cooperation opportunities. Following the business development strategy of the Group, we will selectively acquire and invest in potential IPs, including popular literature, comics and social networks, or excellent R&D and distribution companies in the industrial chain from third parties. We will actively look for elite R&D teams and potential blockbuster games, and look forward to delivering high-quality products to the Group through game licensing, investment and merger and acquisitions, or cooperate with them to strengthen business synergy, integrating R&D capabilities, game products, market channels, operational and management advantages, as well as resources such as existing game players, so as to consolidate upstream and downstream industry chains and enhance our position in the industry.

In addition to cultivating the domestic market, the Group will continue to focus on global strategies and seek high-quality distribution companies. The Company will expand its overseas distribution business through strategic investments, acquisitions or other ways of cooperation.

在有關遊戲業務的合作領域，集團子公司繼續與Roblox在中國平台保持合作關係。Roblox是全球知名的沙盒遊戲開發公司，而該子公司主要負責Roblox在中國平台的遊戲業務合作研發及開發者空間維護業務等。遊戲研發合作方向主要是沙盒、休閒品類，其在2022年已經上線了一款Roblox冒險類產品，遊戲採用熱門的中世紀海盜題材，由知名遊戲廠商發行，上線首月就獲得了超過20萬用戶認可。此外，一款養成戰鬥類型的遊戲於2022年12月上線技術測試，是Roblox平台常見的模擬器類型遊戲，遊戲中包括了豐富的成長路線及輕策略的戰鬥體驗，預計2023年實現商業化運營。2023年，該子公司將繼續參與合作研發Roblox產品，幾款產品均將於海外市場發行。同時，該子公司也將積極嘗試研發及發行Roblox平台之外的基於混合計費的休閒遊戲品類，代理發行的首款輕塔防類產品預計於2023年上半年在海外市場上線。

在遊戲IP授權許可及投資領域，我們將透過IP許可或與其他優質廠商合作，繼續致力於優質IP的研發，其依然為我們長期策略的重要組成部分。我們也將積極尋求適當的投資和合作機會，根據本集團的發展戰略，從第三方如流行文學，漫畫和社交網絡等，選擇性地收購、投資於有潛力的IP或產業鏈上優質研發與發行公司，積極尋找精英研發團隊及潛在的爆款遊戲，期待通過遊戲代理及投資併購等模式為本集團輸送優質產品，或尋求與之合作以強化業務協同，整合研發能力、遊戲產品、市場渠道、運營及管理優勢以及現有遊戲玩家等資源，鞏固上下游產業鏈，提升行業地位。

除深耕國內市場外，本集團將繼續著眼全球化佈局，尋找優質的發行公司，通過戰略投資、收購或其他合作方式拓展本公司海外發行業務。

Chairman's Statement (continued)

主席致辭(續)

In terms of our cloud computing business, in 2023, we will proactively continue to operate and expand our cloud business including our existing cloud computing services and other cloud related services. Through establishing good and stable business relationships with our major customers at an early stage, we were able to lay a solid foundation for our further cooperation with other customers and gain a good reputation, which is conducive to increasing the cloud proportion of existing customers' IT infrastructures and achieving further penetration into the key industries of graphics rendering and AI supercomputing. Leveraging high-end AI supercomputer capabilities provided by high-performance supercomputer servers and optimising computing cache with storage servers to improve computing performance, the Group is able to meet our customers' increasing need for computing resources, thus achieving long-term sustainable revenue. In line with the trend of the demand for innovation in the traditional broadband business industry gradually shifting to "cloud broadband", the Company is also exploring cloud network businesses through the deep integration of cloud applications and broadband access networks. Through our deployment in the cloud computing industry, the Company also extends and explores its upstream and downstream industry chains, including high-performance chips of integrated circuits from upstream industry chains and proprietary cloud service platforms for the gaming industry, etc. to further enhance our long-term business sustainability and profitability, and to adapt to an increasingly competitive industrial environment and ever-changing market trend that may affect the Company's business operations, creating value for the Group and its Shareholders. With the publishing of Overall Layout Planning for Digital China (《數字中國建設整體佈局規劃》) by the PRC government in February 2023, it is expected that digital infrastructure and data resource systems will continue to grow rapidly in the foreseeable future. In 2023, the Group will continue to seek development opportunities in the cloud computing and cloud-related service markets as well as the upstream and downstream industry chains related to the cloud business.

在雲計算業務領域，於2023年，我們將繼續積極運營及擴展本集團的雲業務，包括我們現有的雲計算服務及其他雲相關服務。經過前期與大客戶建立的良好及穩定的業務合作關係，為我們後續與其他客戶合作建立了良好的基礎和口碑，有利於提高已有客戶IT架構中的上雲比例，及實現對圖形渲染、AI超算重點行業的進一步滲透。通過高性能超算伺服器提供的高端AI超算需求，及採用存儲伺服器優化算力緩存，提升算力性能，滿足客戶增長的計算資源需求，實現長期持續收入。順應傳統寬頻業務行業創新需求點逐步往“雲寬頻”轉移的趨勢，通過雲端的應用與接入網的寬頻深度融合，公司也在探索雲網業務。通過對雲計算行業的佈局，公司還對其上下游產業鏈進行延展探索，包括上游集成電路的高性能晶片，遊戲行業專有雲服務平台等，以進一步提升我們的業務長期可持續性以及盈利能力，及應對競爭日益加劇的行業環境和不斷變化的市場趨勢可能對本公司經營業務的影響，為本集團及股東創造價值。隨著2023年2月國內頂層發佈的《數字中國建設整體佈局規劃》的出台，我們預計數位基礎設施和資料資源體系在可預見的未來將持續快速增長。於2023年，本集團將繼續於雲計算及雲相關服務市場，以及雲業務相關上下游產業鏈尋求發展機會。

Chairman's Statement (continued) 主席致辭(續)

In 2023, in terms of our business, the Company will focus on R&D and publishing in respect of our gaming business as well as strengthen the value of our IP. The Company will also steadily expand and extend to upstream and downstream industries in respect of our cloud business to seek new business models and new business opportunities. In terms of management, the Company will further organise its R&D and operation structure, optimise its publishing center, technology center and art center, drive R&D and operation with big data and further improve its business department system and studio system. We will improve our internal incentive mechanism, vigorously promote the business core team motivation and improve the corresponding incentive guarantees. All in all, in response to tackling changes, the Group will continue to improve its overall competitiveness, resource control capabilities, follow-up development capabilities and anti-risk capabilities to consolidate, develop and enhance our position in the industry and create more value for our Shareholders.

Hopeful about the future, I would like to take this opportunity to express my sincerest gratitude to our employees and the management for their contribution and hard work over the year. I would also like to thank our Shareholders for their support and confidence in the Group.

Meng Shuqi
Chairman

Wuxi, the PRC, March 30 2023

於2023年，在業務方面，本公司將在遊戲業務領域研發與發行並重，強化IP價值；在雲業務領域穩步拓展探索並向相關產業上下游延伸，尋求新的商業模式和新的商機。在管理方面，進一步梳理公司研發及運營架構，優化發行中台、技術中台、美術中台，大數據驅動研運，進一步完善事業部制度和工作室制度。提升內部激勵機制，大力激發業務核心團隊動力並完善相應激勵保障。總之，本集團將因應變化，持續提升綜合競爭能力、資源控制能力、後續發展能力以及抗風險能力，鞏固、發展及提升我們的業內地位，為股東創造更多價值。

我們對未來充滿期待，本人謹藉此機會向我們的僱員及管理層全年所作出的奉獻及努力致以最誠摯的謝意。本人亦謹此感謝我們的股東對本集團的支持和信心。

主席
孟書奇

中國無錫，二零二三年三月三十日

Profiles of Directors and Senior Management

董事及高級管理人員簡介

Below are the brief profiles of our current Directors and senior management.

以下為目前董事及高級管理層的簡介。

DIRECTORS

董事

The Board currently comprises seven Directors, of which four are executive Directors and three are independent non-executive Directors. The following table sets forth the information regarding the Directors:

董事會目前由七名董事組成，包括四名執行董事及三名獨立非執行董事。下表載列有關董事的資料：

Name 姓名	Age 年齡	Position 職位	Date of Appointment as Director 董事委任日期
Executive Directors 執行董事			
Mr. Meng Shuqi 孟書奇先生	45	Chairman and executive Director 主席及執行董事	6 September 2017 二零一七年九月六日
Mr. Li Zhengquan 李正全先生	47	Executive Director, chief financial officer and joint company secretary 執行董事、首席財務總監及聯席公司秘書	30 April 2019 二零一九年四月三十日
Mr. Yang Cheng 楊成先生	46	Executive Director, vice president 執行董事及副總裁	29 October 2018 二零一八年十月二十九日
Mr. Peng Cheng 彭程先生	41	Executive Director, chief executive officer 執行董事及行政總裁	8 March 2023 二零二三年三月八日
Independent Non-executive Directors 獨立非執行董事			
Mr. Xue Jun 薛隽先生	48	Independent non-executive Director 獨立非執行董事	14 December 2018 二零一八年十二月十四日
Ms. Li Yiqing 勵怡青女士	50	Independent non-executive Director 獨立非執行董事	30 September 2019 二零一九年九月三十日
Mr. Lui Chi Ho 呂志豪先生	50	Independent non-executive Director 獨立非執行董事	1 December 2021 二零二一年十二月一日

Profiles of Directors and Senior Management (continued) 董事及高級管理人員簡介(續)

EXECUTIVE DIRECTORS

Mr. Meng Shuqi, aged 45, is our executive Director and Chairman. He has been appointed as the Chairman since the Listing Date, and is responsible for the overall management, strategic planning and decision-making of our Group. Mr. Meng is also the chairman of the Nomination Committee and a member of the Remuneration Committee.

Mr. Meng has more than 16 years of experience in the internet and gaming industry. Mr. Meng joined Shenzhen 7Road in June 2009. He had served as the chief operation officer and a director of Shenzhen 7Road since May 2011. He ceased to be the director of Shenzhen 7Road in May 2013 and subsequently retired from his role as the chief operation officer in February 2014. In August 2015, Mr. Meng returned to Shenzhen 7Road and has been the director, chairman of the board and general manager of Shenzhen 7Road since then. Mr. Meng was also the chief executive officer of the Company from March 2018 to September 2019.

Mr. Li Zhengquan, aged 47, is our executive Director, joint company secretary and chief financial officer. Mr. Li has over 17 years of experience in financial management. Mr. Li served as the assistant president of Guolian Securities Co., Ltd. (國聯證券股份有限公司) (“**Guolian Securities**”), a company whose shares are listed on the Stock Exchange (Stock Code: 1456), from July 2011 to December 2012. Mr. Li then served as the deputy general manager of Guolian Trust Co., Ltd. (國聯信託股份有限公司) from January 2013 to December 2013. He served as the director of Hua Ying Securities Co., Ltd. (華英證券有限責任公司) from April 2016 to September 2017. Mr. Li also served as the vice president and the secretary of the board of directors of Guolian Securities from January 2014 to November 2018. Mr. Li has been a non-independent director of Cloud Live Technology Group Co., Ltd. (中科雲網科技集團股份有限公司), a company whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 002306), since March 2019. Mr. Li has been a director of Jiangsu Haohua Transmission Control Co., Ltd., a company whose shares are listed on the National Equities Exchange and Quotations (“**NEEQ**”) (Stock Code: 831602), since 22 September 2020. Mr. Li has been an independent director of Lawton Development Co., Ltd., a company whose shares were delisted from the Shanghai Stock Exchange in June 2022, since 2 November 2020. Mr. Li has been an independent director of Wuxi Fangsheng Heat Exchanger Co., Ltd., a company whose shares are listed on the Beijing Stock Exchange (Stock Code: 832662), since December 2021.

執行董事

孟書奇先生，45歲，我們的執行董事兼主席。彼自上市日期獲委任為主席，並負責本集團整體管理、策略規劃及決策制定。孟先生亦為提名委員會主席及薪酬委員會成員。

孟先生於互聯網及遊戲行業擁有逾16年經驗。孟先生於二零零九年六月加入深圳第七大道。彼自二零一一年五月起擔任深圳第七大道的首席營運總監兼董事。彼於二零一三年五月不再擔任深圳第七大道董事，隨後於二零一四年二月退任首席營運總監。於二零一五年八月，孟先生重返深圳第七大道，自此一直擔任深圳第七大道的董事、董事長及總經理。孟先生自二零一八年三月至二零一九年九月亦曾擔任本公司行政總裁。

李正全先生，47歲，我們的執行董事、聯席公司秘書及首席財務總監。李先生在財務管理方面擁有逾17年的經驗。李先生由二零一一年七月至二零一二年十二月出任國聯證券股份有限公司(「國聯證券」)助理總裁，該公司股份在聯交所上市(股份代號：1456)。其後李先生由二零一三年一月至二零一三年十二月擔任國聯信託股份有限公司副總經理。彼由二零一六年四月至二零一七年九月擔任華英證券有限責任公司的董事。李先生由二零一四年一月至二零一八年十一月亦擔任國聯證券的副總裁及董事會秘書。李先生由二零一九年三月起擔任中科雲網科技集團股份有限公司的非獨立董事，該公司股份在深圳證券交易所上市(股份代號：002306)。李先生由二零二零年九月二十二日起擔任江蘇昊華傳動控制股份有限公司的董事，該公司股份在全國中小企業股份轉讓系統上市(股份代號：831602)。李先生由二零二零年十一月二日起擔任羅頓發展股份有限公司的獨立董事，該公司股份於二零二二年六月在上海證券交易所除牌。李先生自二零二一年十二月起一直擔任無錫方盛換熱器股份有限公司擔任獨立董事，該公司股份在北京證券交易所上市(股份代號：832662)。

Profiles of Directors and Senior Management (continued)

董事及高級管理人員簡介(續)

Mr. Li obtained a doctoral degree in economics from Peking University (北京大學) in July 2005, and was a member of the Committee of Investment Industry of the Securities Association of China (中國證券業協會投資業務委員會) from July 2012 to December 2020.

Mr. Yang Cheng, aged 46, is our executive Director and vice president. Mr. Yang has over 20 years of experience in financial management. Mr. Yang managed the overall financial affairs of Besttone Holding Co., Ltd (號百控股股份有限公司), a listed company on the Shanghai Stock Exchange (Stock Code: 600640), for more than 10 years, as the general manager of the planning and finance department and the chief financial officer. Subsequent to that, Mr. Yang worked in a technology company to assist in the overall management. Mr. Yang obtained a bachelor's degree in Economics from East China University of Science and Technology (華東理工大學) in July 2000, and a master's degree in financial management from the same university in March 2003. Mr. Yang obtained the qualification of senior accountant in December 2009.

Mr. Peng Cheng, aged 41, is our executive Director and has been the chief executive officer of the Company since 1 September 2019. He has substantial experience in the online game industry and had successfully led the development of a number of premium online games. From May 2005 to March 2010, Mr. Peng worked as a senior game producer at Shengda Games Limited (盛大遊戲有限公司). From April 2010 to July 2019, Mr. Peng was the vice president of Giant Network Group Co., Ltd. (巨人網絡集團股份有限公司), a company whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 002558).

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Xue Jun, aged 48, is our independent non-executive Director. He is also the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee, respectively. Mr. Xue has over 22 years of experience in auditing and financial management. Mr. Xue served as an audit manager in PricewaterhouseCoopers from July 1998 to October 2005. He has been a partner and the deputy chairman of Shanghai My Whole Way Certified Public Accountants (上海浩威會計師事務所) since October 2005. Mr. Xue obtained his bachelor's degree in Economics from Shanghai Jiaotong University (上海交通大學) in June 1998, and obtained the qualifications of Chinese Certified Public Accountant and Chartered Financial Analyst in December 2001 and November 2010, respectively.

李先生於二零零五年七月獲北京大學經濟學博士學位，並由二零一二年七月起至二零二零年十二月曾擔任中國證券業協會投資業務委員會委員。

楊成先生，46歲，我們的執行董事及副總裁。楊先生於財務管理方面擁有超過20年經驗。楊先生曾擔任號百控股股份有限公司(為一間上海證券交易所上市公司(股份代號：600640))的規劃及財務部總經理及財務總監，負責管理整體財務事宜長達十年以上。其後，楊先生受聘於一間科技公司以協助整體管理工作。楊先生於二零零零年七月取得華東理工大學的經濟學學士學位，並於二零零三年三月取得該大學的財務管理碩士學位。楊先生於二零零九年十二月取得高級會計師資格。

彭程先生，41歲，我們的執行董事，自二零一九年九月一日起為本公司行政總裁。彼於網絡遊戲行業擁有豐富經驗，並已成功領導開發多個優質網絡遊戲。於二零零五年五月至二零一零年三月，彭先生於盛大遊戲有限公司任職高級遊戲製作人。於二零一零年四月至二零一九年七月，彭先生出任巨人網絡集團股份有限公司副總裁，該公司的股份於深圳證券交易所上市(股份代號：002558)。

獨立非執行董事

薛隽先生，48歲，我們的獨立非執行董事。彼亦為審核委員會主席，並分別為薪酬委員會及提名委員會成員。薛先生於審核及財務管理方面擁有逾22年經驗。薛先生由一九九八年七月至二零零五年十月擔任羅兵咸永道會計師事務所的審計經理。自二零零五年十月起，彼一直擔任上海浩威會計師事務所的合夥人及副理事。薛先生於一九九八年六月取得上海交通大學經濟學學士學位。薛先生於二零零一年十二月及二零一零年十一月分別取得中國註冊會計師及特許金融分析師資格。

Profiles of Directors and Senior Management (continued) 董事及高級管理人員簡介(續)

Ms. Li Yiqing, aged 50, is our independent non-executive Director. She is also the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee, respectively. Ms. Li has substantial experience in corporate management and investment. Ms. Li has been the chairwoman of Hangzhou Li Zi Cultural Technology Co., Ltd. (杭州粒子文化科技有限公司) from September 2018; a director of Hangzhou Shunwang Technology Co., Ltd. (杭州順網科技股份有限公司), a company whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 300113) from September 2018 to May 2022, and the director of Chengdu Hua Qi Yun Technology Co., Ltd. (成都華棲雲科技有限公司) since August 2018. From April 2017 to April 2018, Ms. Li was the chairwoman of the investment committee of De Qing Pu Hua Equity Investment Fund Enterprise (Limited Partnership) (德清樸華股權投資基金合夥企業(有限合夥)). From May 2018 to March 2020, Ms. Li was the chairperson of the Investment Committee of Puying Guoshi (Shanghai) Equity Investment Fund Partnership (Limited Partnership) (樸盈國視(上海)股權投資基金合夥企業(有限合夥)). From September 2012 to September 2015, Ms. Li was the chairwoman and chief executive officer of Hua Shu Media Holdings Co., Ltd. (華數傳媒控股股份有限公司), a company whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 000156), and was a director and chief executive officer of such company from September 2015 to March 2017. From December 2009 to November 2015, Ms. Li was the chairwoman and the chief executive officer of Huashu Media Network Co., Ltd. From July 2001 to December 2009, Ms. Li was the senior vice president of Hua Shu Digital Television Media Group Co., Ltd (華數數字電視傳媒集團有限公司).

Ms. Li obtained her bachelor's degree in finance from the Zhejiang University of Finance and Economics (浙江財經大學) (formerly known as Zhejiang Institution of Finance and Economics (浙江財經學院)) in July 1995 and further obtained her master's degree in business administration from Zhejiang University (浙江大學) in March 2001.

Mr. Lui Chi Ho, aged 50, is our independent non-executive Director. He is also a member of each of the Audit Committee, Remuneration Committee and the Nomination Committee, respectively. Mr. Lui has extensive experience in advising banking, corporate finance and cross-border project finance transactions.

勵怡青女士，50歲，我們的獨立非執行董事。彼亦為薪酬委員會主席，並分別為審核委員會及提名委員會成員。勵女士於企業管理及投資方面擁有豐富經驗。自二零一八年九月起，勵女士一直於杭州粒子文化科技有限公司擔任主席；自二零一八年九月至二零二二年五月擔任杭州順網科技股份有限公司(股份於深圳證券交易所上市的公司，股份代號：300113)的董事；自二零一八年八月起擔任成都華棲雲科技有限公司的董事。於二零一七年四月至二零一八年四月，勵女士擔任德清樸華股權投資基金合夥企業(有限合夥)的投資委員會主席。於二零一八年五月至二零二零年三月擔任樸盈國視(上海)股權投資基金合夥企業(有限合夥)的投資委員會主席。於二零一二年九月至二零一五年九月，勵女士擔任華數傳媒控股股份有限公司(股份於深圳證券交易所上市的公司，股份代號：000156)的主席及行政總裁，其後於二零一五年九月至二零一七年三月任該公司董事及行政總裁。於二零零九年十二月至二零一五年十一月，勵女士擔任華數傳媒網絡有限公司主席及行政總裁。於二零零一年七月至二零零九年十二月，勵女士擔任華數數字電視傳媒集團有限公司的高級副總裁。

勵女士於一九九五年七月自浙江財經大學(前稱浙江財經學院)取得金融學學士學位，並於二零零一年三月自浙江大學取得工商管理碩士學位。

呂志豪先生，50歲，我們的獨立非執行董事。彼亦為審核委員會、薪酬委員會及提名委員會各自之成員。呂先生於就銀行、企業融資及跨境項目融資交易提供意見方面擁有豐富經驗。

Profiles of Directors and Senior Management (continued)

董事及高級管理人員簡介(續)

Mr. Lui is a partner of Ince & Co. and has been qualified as a lawyer in Hong Kong and England & Wales since July 1999 and May 2004, respectively. Mr. Lui is also a China Appointed Attesting Officer appointed by the Ministry of Justice of the PRC. In addition, Mr. Lui has also been appointed as chairman of the Appeal Tribunal Panel (Buildings) and a member of each of the Solicitors Disciplinary Tribunal Panel, Licensing Appeals Board, Fishermen Claims Appeal Board and Disciplinary Panel A of the Hong Kong Institute of Certified Public Accountants, respectively.

呂先生為英士律師事務所合夥人，並分別自一九九九年七月及二零零四年五月起為香港及英格蘭與威爾斯執業律師。呂先生亦為中國司法部委任的中國委託公證人。此外，呂先生亦獲委任為上訴審裁團(建築物)主席，並分別為律師紀律審裁團、牌照上訴委員會、漁民特惠津貼上訴委員會及香港會計師公會紀律小組A各自的成員。

SENIOR MANAGEMENT

Mr. Peng Cheng, see “— Executive Directors” in this section for details.

彭程先生，詳情請參閱本節「— 執行董事」。

Mr. Yang Cheng, see “— Executive Directors” in this section for details.

楊成先生，詳情請參閱本節「— 執行董事」。

Mr. Li Zhengquan, see “— Executive Directors” in this section for details.

李正全先生，詳情請參閱本節「— 執行董事」。

Mr. Liu Zhizhen, aged 40, has been appointed as a vice president of the Company with effect from 1 September 2022 and is responsible for the coordination of research and development related work of the Group. Prior to joining the Group, Mr. Liu has over 18 years of experience in game development and extensive experience in Sino-Japanese co-development projects. He worked as game producer and research and development leader in various large-scale well-established gaming companies, and has led the research and development and team management work of console game projects and online game projects.

劉志振先生，40歲，於二零二二年九月一日獲委任為本公司副總裁，負責協調本集團研發相關工作。於加入本集團前，劉先生於遊戲開發方面擁有逾18年經驗並於中日聯合開發項目方面擁有豐富經驗。彼曾於多家大型知名遊戲公司擔任遊戲製作人及研發領導者，並曾領導主機遊戲項目及網絡遊戲項目的研發及團隊管理工作。

Mr. Jiang Mingye, aged 42, is our general management supervisor and has been appointed as the Chief Operating Officer of the Company since 1 January 2022. Prior to joining the Group, Mr. Jiang has more than 19 years of experience in project management and game product operations, working in two large-scale well-established gaming companies. Mr. Jiang received his bachelor's degree from Shanghai Jiao Tong University in June 2003.

江明燁先生，42歲，我們的綜合管理主管，自二零二二年一月一日起獲委任為本公司首席運營官。於加入本集團前，江先生於項目管理及遊戲產品營運方面擁有逾19年經驗，曾任職於兩家大型知名遊戲公司。江先生於二零零三年六月畢業於上海交通大學，獲學士學位。

Profiles of Directors and Senior Management (continued) 董事及高級管理人員簡介(續)

Ms. Zhou Wenwen, aged 37, is our head of human resources department and has been appointed as Chief Human Resources Officer of the Company since 1 January 2022. Ms. Zhou is primarily responsible for formulating corporate human resources strategic planning and the implementation of comprehensive administrative management policies of the Group's operations. Prior to joining the Group, Ms. Zhou has more than 10 years of experience in administration and human resources management in a large-scale well-established gaming company. Ms. Zhou received her bachelor's degree from Shanghai Maritime University in 2010.

周雯雯女士，37歲，我們的人力行政中心總監，自二零二二年一月一日起獲委任首席人力行政官，周女士負責制定集團化經營的公司人力資源戰略規劃及綜合行政管理政策，並監督執行。入職本集團前，周女士有10年以上大型知名遊戲公司行政及人力資源管理經驗。周女士於二零一零年獲得上海海事大學學士學位。

CHANGES IN DIRECTORS AND SENIOR MANAGEMENT

With effect from 1 September 2022, Mr. Liu Zhizhen became the Company's senior management.

With effect from 8 March 2023, Mr. Peng Cheng became the Company's executive Director.

董事及高級管理層變動

由二零二二年九月一日起，劉志振先生成為本公司高級管理層。

由二零二三年三月八日起，彭程先生成為本公司執行董事。

Management Discussion and Analysis

管理層討論與分析

OVERVIEW

The Group is a leading game developer and operator in China with a global reach. Since our incorporation in 2008, we have been engaging in the R&D, operation and licensing of a number of popular games. Our revenue is derived from the global market and our games have been published in more than 100 countries and regions. We are also committed to bringing quality gameplay experience in various game formats to our users. In recent years, we have been strategically expanding our business focuses to develop and operate mobile games, which are widely popular among game players. Further, with the current development of technology in the PRC, the demand for cloud-related services in the Internet market will continue to grow in the foreseeable future. As such, the Group also commenced the provision of cloud computing and cloud-related services in 2021.

Overview of the industries in which the Company operates in

In terms of the gaming business, according to the “2022 Global Games Market Report” (2022全球遊戲市場報告) released by Newzoo in 2022, the global games market size was estimated to be US\$196.8 billion in 2022, and the number of game players around the world was close to 3.2 billion, with a year-on-year increase of 2.1%. Among which, (i) mobile games still represented the most important sector of the gaming industry, and the global mobile games market size was estimated to be US\$103.5 billion in 2022, accounting for 53% of the total revenue of the industry, with a year-on-year increase of 5.1%; (ii) the PC games market size accounted for 21% of the total revenue of the industry, reaching US\$40.4 billion with a year-on-year increase of 1.6%; and (iii) console games declined year-on-year by 2.2% to US\$52.9 billion, accounting for 27% of the total revenue of the games market. The report concluded that, in light of the lifting of social distancing measures, the short and medium-term prospects of the gaming industry remain bright and the games market is expected to continue to grow in the next few years. It is estimated that the number of players around the world would increase from the current 3.2 billion to 3.5 billion by 2025, with the market size reaching US\$225.7 billion.

概覽

本集團是一間位於中國的領先遊戲研發商及營運商，業務範圍遍及全球。自2008年註冊成立起，我們一直從事多款熱門遊戲的研發、營運及授權。收益來自全球市場，我們的遊戲已於超過100個國家及地區發行。我們亦致力於為我們的用戶帶來多種遊戲版本的優質遊戲體驗。近年來，我們一直策略性地將業務重心擴展至開發及營運廣受遊戲玩家歡迎的手機遊戲。此外，隨著中國目前的技術發展，互聯網市場對雲相關服務的需求於可見將來將繼續增長。因此，於2021年，本集團亦已開始提供雲計算及雲相關服務。

公司所處的行業整體情況

遊戲業務方面，根據Newzoo於2022年發佈的《2022全球遊戲市場報告》，2022年全球遊戲市場規模預計1,968億美元，全球遊戲玩家接近32億，同比增幅2.1%。其中(i)手遊依然是遊戲行業最重要的領域，2022年全球手遊市場規模預計1,035億美元，佔行業總收入的53%，同比增幅5.1%；(ii)PC遊戲市場規模佔比21%，將以1.6%同比增幅達到404億美元；及(iii)主機遊戲將同比下滑2.2%至529億美元，佔遊戲市場總收入27%。該報告認為，遊戲行業短中期前景依然光明，尤其是隨著社交隔離措施解除，預計未來幾年遊戲市場將會繼續增長，2025年預計全球玩家將從目前的32億人增至35億人，市場規模也將達到2,257億美元。

Management Discussion and Analysis (continued) 管理層討論與分析(續)

According to the “Report on China’s Game Industry for 2022” (2022年中國遊戲產業報告) jointly published by the Game Publishing Committee (GPC) of the China Audio-visual and Digital Publishing Committee (中國音數協遊戲工委) and China Game Industry Research Institute (中國遊戲產業研究院), the actual sales revenue of China’s games market amounted to RMB265.884 billion in 2022, representing a year-on-year decrease of RMB30.629 billion, or 10.33%. Such decrease was mainly due to the fact that: firstly, the macro economy was in the recovery stage from the effects of complex and critical local and overseas situations. Secondly, game companies faced many challenges as affected by the COVID-19 pandemic in China. In 2022, the actual sales revenue of China’s mobile games accounted for 72.61% of the overall game market, decreasing for the first time in nearly a decade. In addition to the impact of the COVID-19 pandemic and the decline in user numbers, the lack of new game products is also an important reason. Proprietarily developed games are the main revenue stream of the China’s game market. In 2022, the actual sales revenue of China’s proprietarily developed mobile games in overseas markets accounted for 32.31% in the United States market, 17.12% in the Japanese market and 6.97% in the South Korean market. These three countries are still the main overseas target markets for Chinese game enterprises, accounting for 56.40% in total. In addition, the market share of Germany, the United Kingdom and France also accounted for a total of 9.18%. Over the past three years, the share of revenue generated by proprietarily developed games outside the United States, Japan, South Korea and Europe have been increasing. The mobile gaming market grew 11.1% in the Middle East and Africa, 6.9% in Latin America and 5.1% in Southeast Asia. Offshore enterprises may increase their exposure to overseas emerging markets. In 2022, the actual sales revenue of China’s client game market was RMB61.373 billion, representing a year-on-year increase of 4.38%. Revenue from the top 10 client games totaled 48.16%. With more time spent at home playing games due to the COVID-19 pandemic, the client game market was more resilient than the mobile game market. In 2022, the actual sales revenue of China’s two-dimensional mobile game market was RMB24.201 billion, representing a year-on-year decrease of 14.86%. Such decrease was mainly due to the lack of outstanding new games, and most of the top two-dimensional mobile games are currently in the stable operating period rather than in the high revenue breakout period.

根據由中國音數協遊戲工委(GPC)與中國遊戲產業研究院聯合發佈的《2022年中國遊戲產業報告》，2022年中國遊戲市場實際銷售收入為人民幣2,658.84億元，同比減少人民幣306.29億元，下降10.33%。下降的主要原因包括：一是受到國內外複雜嚴峻形勢影響，宏觀經濟仍處於恢復階段。二是受國內冠狀病毒疫情影響，遊戲企業面臨諸多挑戰。2022年，我國移動遊戲實際銷售收入佔遊戲市場總體規模的比例為72.61%，近十年以來首次降低。除了冠狀病毒疫情影響和用戶規模下降外，遊戲新品上線少也是重要原因。自主研發遊戲是中國遊戲市場的營收主體。2022年，中國自主研發移動遊戲海外市場實際銷售收入地區分佈中，美國市場佔比為32.31%，日本市場佔比為17.12%，韓國市場佔比為6.97%，這三個國家依然是中國遊戲企業出海的主要目標市場，合計佔比達56.40%。此外，德國、英國、法國三國的市場佔比合計也有9.18%。近三年來，自主研發遊戲在美日韓歐之外地區的收入佔比不斷增加。中東和非洲地區、拉丁美洲地區和東南亞地區的移動遊戲市場分別增長11.1%、6.9%和5.1%。出海企業或將加大對海外新興市場的拓展力度。2022年，中國客戶端遊戲市場實際銷售收入為613.73億元，同比增長4.38%。收入位居前十的客戶端遊戲的收入總和，佔比48.16%。疫情居家帶來更多在電腦前玩遊戲的時間，因此客戶端遊戲市場比移動遊戲市場抗風險能力更強。2022年，中國二次元移動遊戲市場實際銷售收入為242.01億元，同比下降14.86%。下降主要原因是缺乏現象級新品遊戲，目前頭部二次元移動遊戲大多處於運營穩定期而非收入較高的爆發期。

Management Discussion and Analysis (continued)

管理層討論與分析(續)

In addition, with continuous metaverse related breakthroughs on in game environment, ecology and character modeling, according to the “2023 China Metaverse Industry Market Outlook and Investment Research Report” (2023年中國元宇宙產業市場前景及投資研究報告) by the China Commerce Industry Research Institute (中商產業研究院), it is expected that the market scale of the metaverse in the PRC will maintain a continuous growth trend from 2022 to 2027, and the market scale is expected to reach RMB126.35 billion in 2027, with an average compound annual growth rate of 32.98%. Going forward, exploring technology breakthroughs and business models with games as application scenarios may become the long-term strategy of certain game enterprises, and the gaming industry is expected to welcome new opportunities.

In terms of cloud computing and other businesses, the global cloud computing market has gradually recovered and its growth rate has bottomed out. With economic recovery, the impact felt by the global cloud computing market gradually weakened, and by 2021 the market had basically recovered to pre-pandemic levels of growth. According to Gartner, the global public cloud market represented by IaaS, PaaS and SaaS reached US\$330.7 billion in 2021, with a growth rate of 32.5%. There is spacious room for upward growth in the global cloud computing market and will demonstrate a stable growth trend in the long term. It is expected that the Asia-Pacific region will grow at the highest compound annual growth rate during the forecast period. With the rapid development of information technology and the huge demand for information data in China, the increase in the adoption of remote working and the rise in the demand for cloud-based business continuity tools and services, the rapid growth of digital content and the business expansion of large suppliers across regions, the demand for cloud computing and other cloud-related services will continue to grow rapidly in the foreseeable future. According to the “2022 Cloud Computing White Paper” (雲計算白皮書(2022年)) published by the China Academy of Information and Communications Technology (中國信通院), China’s cloud computing market continued to grow rapidly. In 2021, China’s overall cloud computing was in a stage of rapid development, with the market size reaching RMB322.9 billion, representing an increase of 54.4% as compared with 2020. Specifically, the public cloud market continued to significantly increase by 70.8% to RMB218.1 billion, which is expected to become the main driving force for the growth of China’s cloud computing market in the next few years. Meanwhile, the size of the private cloud market exceeded the RMB100 billion ceiling, representing a year-on-year increase of 28.7% to RMB104.8 billion. Enterprises affected by policies such as digital economy and new infrastructure, as well as the increasing demands for digital transformation of enterprises, continue to increase their demand for cloud computing services, which will accelerate the development of the cloud computing market in China.

此外，隨著元宇宙在遊戲環境、生態、角色建模等方面的不斷突破，根據中商產業研究院《2023年中國元宇宙產業市場前景及投資研究報告》，預計2022年至2027年中國元宇宙市場規模將保持持續增長趨勢，預計2027年市場規模將達人民幣1,263.5億元，年均複合增長率達32.98%。展望未來，探索以遊戲為應用場景的技術突破和商業模式將可能成為一些遊戲企業的長期戰略，遊戲產業有望迎來新的機遇。

在雲計算等業務方面，全球雲計算市場逐步回暖，增速實現觸底反彈。隨著經濟回暖全球雲計算市場所受影響逐步減弱，至2021年已基本恢復到疫情前增長水平。根據Gartner統計，2021年以IaaS、PaaS、SaaS為代表的全球公有雲市場規模達到3,307億美元，增速32.5%。全球雲計算市場上升空間大，將會長期呈現穩定增長趨勢，預計亞太地區將在預測期內以最高的年復合成長率增長。隨著目前中國信息科技的迅猛發展及對信息數據的巨大需求，遠程辦公的採用增加以及對基於雲的業務連續性工具和服務的需求增長，數字內容高速增長，大型供應商跨地區的業務擴展，雲計算及其他相關雲服務的需求將於可見未來持續快速增長。在雲計算等業務方面，根據中國信通院發佈的《雲計算白皮書(2022年)》顯示，我國雲計算市場持續高速增長。2021年中國雲計算總體處於快速發展階段，市場規模達人民幣3,229億元，較2020年增長54.4%。其中，公有雲市場繼續高歌猛進，規模增長70.8%至人民幣2,181億元，有望成為未來幾年中國雲計算市場增長的主要動力。與此同時，私有雲市場突破人民幣千億大關，同比增長28.7%至人民幣1,048億元。受數字經濟及新基建等政策的影響以及企業數字化轉型的需求增加，企業對雲計算的服務需求持續增長，將加速中國雲計算市場的發展。

Management Discussion and Analysis (continued) 管理層討論與分析(續)

Principal risks relating to our business

There are certain risks involved in our operations and our prospects and future financial results could be materially and adversely affected by these risks. The following highlight the principal risks exposed to the Group and are not meant to be exhaustive:

- we are required to comply with new policies or any amendment to current policies in relation to the gaming and cloud industries, which may affect our business operations;
- we face uncertainties in the continued growth of the gaming and cloud industries as well as the market acceptance of our games and cloud services;
- delays of game launches could negatively affect our operations and prospects;
- we rely on our key personnel, and our business and growth prospects may be severely disrupted if we lose their services or are unable to attract new key employees;
- if we are unable to extend the expected lifecycle of our web games and mobile games or if our cloud services do not meet the evolving needs of our cloud-related customers, our business, financial condition, results of operations and prospects could be materially and adversely affected;
- we rely on third-party distribution and publishing platforms to distribute and publish our games. If these third-party distribution and publishing platforms fail to effectively promote our games on their platforms or otherwise fulfill their obligations to us, our business and results of the operations will be materially and adversely affected; and
- our business relies on our data analysis capabilities, any impact on which would materially and adversely affect our ability to formulate appropriate business strategies.

與我們業務有關的主要風險

我們的經營涉及若干風險，而該等風險可能對我們的前景及未來財務業績造成重大不利影響。以下僅列出本集團面臨的主要而非全部風險：

- 我們須遵守有關遊戲及雲行業的新政策或對目前政策的任何修訂，而此可能會影響我們的業務經營；
- 我們在遊戲及雲行業的持續增長以及我們的遊戲及雲服務的市場接受程度方面面臨不確定性；
- 遊戲發佈延誤可能會對我們的經營及前景產生負面影響；
- 我們依靠主要人員，而倘我們失去彼等的服務或無法吸引新的主要僱員，則我們的業務及增長前景可能會嚴重受損；
- 倘我們無法延長我們的網頁遊戲及手機遊戲的預期壽命，或倘我們的雲端服務無法滿足我們雲相關客戶不斷變化的需求，則我們的業務、財務狀況、經營業績及前景可能會受到嚴重不利影響；
- 我們依賴第三方發行及發佈平台發行及發佈我們的遊戲。倘該等第三方發行及發佈平台未能在其平台上有效地推廣我們的遊戲或未能以其他方式履行對我們的責任，則我們的業務及經營業績將會受嚴重不利影響；及
- 我們的業務依賴我們的數據分析能力，對此的任何影響可能會對我們制定適當業務策略的能力造成嚴重不利影響。

Management Discussion and Analysis (continued)

管理層討論與分析(續)

To mitigate the identified risks, we shall monitor the risks, and review our business strategies and financial results. We have implemented the following strategies to ensure the risks are being managed:

- our Directors and management teams actively exchange views and information in relation to the new policies and amendments to current policies of the gaming and cloud industries with relevant regulatory authorities and take appropriate actions to respond to the changes and ensure the Group is in compliance with the latest applicable laws and regulations;
 - our user support department is committed to tracking and responding to the changes in players' preferences in a timely and effective manner;
 - we further strengthen our data analytics capabilities to continue developing popular games, and improving the gaming experience of players and the needs of our cloud-related customers;
 - we constantly enhance or update our existing games with new features to attract players;
 - to keep pace with the market, we bring on board new talents to keep the competitiveness of our businesses; and
 - we strengthen our relationships with major domestic and international publishing and business partners.
- 為了減輕已識別的風險，我們會監察風險，並審查我們的業務戰略及財務業績。我們已實施以下戰略以確保風險得到管理：
- 我們的董事及管理團隊與有關監管機構積極交流有關新政策及遊戲及雲行業現行政策修訂的意見及信息，並採取適當行動以應對該等變化並確保本集團遵守最新適用法律及法規；
 - 我們用戶支援部門致力及時有效地跟蹤及應對玩家喜好的變化；
 - 我們進一步加強數據分析能力，以繼續開發受歡迎的遊戲、以及改善玩家的遊戲體驗及我們雲相關客戶的需要；
 - 我們不斷通過添加新功能增強或更新我們現有的遊戲，以吸引玩家；
 - 為了與市場保持同步，我們引進了新的人才來保持業務的競爭力；及
 - 我們加強與國內外主要出版及發行業務夥伴的關係。

Management Discussion and Analysis (continued) 管理層討論與分析(續)

FINANCIAL REVIEW

Operational Information

During the year ended 31 December 2022, we continued to focus on the R&D of games and the operations of high-quality games to cope with the intensifying competition in the gaming industry. We have established various specialized studios for R&D as well as operation and publishing centers targeted at establishing a global presence for the R&D, operation and publishing of games. For the year ended 31 December 2022, the Group's online game revenue was mainly derived from several well-known games, including "DDTank" (彈彈堂) series, "Three Kingdoms" (三國) series and "Wartune" (神曲) series.

We assess the operating performance with a set of key performance indicators, which include MAUs, MPUs and ARPPU. Fluctuations in our operating data are primarily a result of changes in the number of players who play, download (in the case of mobile games) and pay for virtual items and premium features in our games. Using these operating data as our key performance indicators allows us to monitor our ability to offer highly engaging online games and helps us to increase the continuous popularity of our games, gain the monetization of our player base and deal with the intense competition in the online gaming industry, so that we can implement better business strategies.

For the year ended 31 December 2022, our web games had (i) an average MAUs of approximately 0.6 million; (ii) an average MPUs of approximately 36,000; and (iii) an ARPPU of approximately RMB522.1; and our mobile games had (a) an average MAUs of approximately 3.6 million; (b) an average MPUs of approximately 482,000; and (c) an ARPPU of approximately RMB289.6.

財務回顧

營運資料

截至二零二二年十二月三十一日止年度，我們持續專注遊戲研發及優質遊戲運營以應對遊戲行業不斷加劇的競爭。我們建立了專注研發的各個工作室和放眼全球的運營發行中心，以管理遊戲研發、運營及發行。截至二零二二年十二月三十一日止年度，本集團網絡遊戲收益主要來自於包括《彈彈堂》系列、《三國》系列及《神曲》系列等幾款知名遊戲。

我們利用一套關鍵績效指標(包括每月活躍用戶、每月付費用戶及每名付費用戶平均收益)評核經營表現。經營數據波動主要由於賞玩、下載(就手機遊戲而言)及就虛擬道具及升級功能付款的遊戲玩家數目變動所致。運用該等經營數據作為關鍵績效指標有助監管我們提供受用戶喜愛的網絡遊戲的能力，有助於提高我們的遊戲持續受歡迎程度，從玩家群獲取收益，應對網絡遊戲行業的激烈競爭，從而使我們可實行更佳業務戰略。

截至二零二二年十二月三十一日止年度，我們的網頁遊戲的(i)平均每月活躍用戶約為0.6百萬人；(ii)平均每月付費用戶約為36,000人；及(iii)每名付費用戶平均收益約為人民幣522.1元，而我們的手機遊戲的(a)平均每月活躍用戶約為3.6百萬人；(b)平均每月付費用戶約為482,000人；及(c)每名付費用戶平均收益約為人民幣289.6元。

Management Discussion and Analysis (continued)

管理層討論與分析(續)

The Group commenced the provision of cloud computing services and other cloud-related services as new business activities of the Group in 2021 in order to expand its income streams and create better returns for Shareholders as well as diversify its income streams.

For the year ended 31 December 2022, the Company's cloud business generated a revenue of approximately RMB106.4 million.

The Group had entered into a series of agreements, allowing the Group to provide cloud-related services to its customers and create value for Shareholders through purchasing server hosts, graphic cards, servers and other cloud computing equipment. Such services would be used for rendering, artificial intelligence, big data supercomputing and blockchain technology-related services. Since such equipment commenced operations in 2021, the Group captured market opportunities in a timely manner, continued its business expansion, and strategically prioritized major customers. The Group had successively signed strategic cooperation resources agreements with well-known domestic companies to provide algorithms, cloud computing resources and professional software support services to customers. In light of the Group's stable operation resources, and having established long-term services cooperation agreements with major customers and maintaining good cooperations, the cloud computing business has contributed sustainable revenue to the Group. In addition, the Group has also actively been expanding and investing in the upstream and downstream industry chain. As disclosed in the Company's announcement dated 24 May 2022, the Group indirectly invested in Shanghai Advanced Silicon Technology Co., Ltd. ("**Shanghai Silicon**"). Shanghai Silicon is a market-leading domestic PRC manufacturer of large-scale semiconductor silicon chips. Its products are widely used in the production of memory chips, central processing units (CPUs), graphic processing units (GPUs) and various semi-conductor components, and it is expected to have broad market prospects in the future, and has the potential to create business synergies with the Group.

本集團於二零二一年開始提供雲計算服務及其他雲相關服務，作為本集團的新業務活動，以擴大其收入來源及為股東創造更好的回報以及多元化其收入來源。

截至二零二二年十二月三十一日止整個年度，本公司的雲業務方面產生約人民幣106.4百萬元收益。

本集團已訂立一系列協議，通過購買主機、顯卡、服務器和其他雲計算設備，使本集團能夠為相關客戶提供雲相關服務及為股東創造價值。該等服務將應用於渲染、人工智能、大數據超算及區塊鏈技術相關服務等領域。自二零二一年上線運營以來，本集團及時把握市場機遇，持續進行業務開拓，採用優先服務大客戶的策略，先後與國內知名公司簽訂了戰略合作資源協議，為客戶提供算法、雲計算資源及專業軟件配套服務。基於集團運營資源穩定、合作良好的情況，同主要客戶建立了長期服務合作協議，目前雲計算業務已為本集團貢獻了可持續的收入。此外，本集團也積極拓展並投資雲業務上下游產業鏈，誠如本公司日期為二零二二年五月二十四日的公告所披露，本集團間接參股上海超矽半導體股份有限公司(「**上海超矽**」)。上海超矽是中國國內市場領先的大規模半導體矽片生產商，其產品廣泛地用於生產存儲芯片、中央處理器、圖像處理器及各種半導體零件，預計未來具有廣闊的市場前景，其有潛力與本集團創造業務協同效益。

Management Discussion and Analysis (continued) 管理層討論與分析(續)

YEAR ENDED 31 DECEMBER 2022 COMPARED TO THE YEAR ENDED 31 DECEMBER 2021

截至二零二二年十二月 三十一日止年度與截至二 零二一年十二月三十一日止 年度比較

The following table sets forth the comparative statements of profit or loss for the years ended 31 December 2022 and 2021:

下表載列截至二零二二年及二零二一年十二月三十一日止年度比較的損益表：

		Year ended 31 December 截至十二月三十一日止年度		Year-on-year change
		2022	2021	change
		二零二二年	二零二一年	同比變動
		(RMB'000)	(RMB'000)	%
		(人民幣千元)	(人民幣千元)	%
Revenue	收益	540,630	420,543	28.6
Cost of revenue	收益成本	(279,427)	(196,072)	42.5
Gross profit	毛利	261,203	224,471	16.4
Research and development expenses	研發開支	(129,482)	(79,923)	62.0
Selling and marketing expenses	銷售及市場推廣費用	(115,563)	(13,092)	782.7
Administrative expenses	行政開支	(60,554)	(74,580)	-18.8
Net (provision)/reversal of impairment losses on financial assets under expected credit loss model	預期信貸虧損模式下金融資產減值虧損(撥備)/撥回淨額	(11,446)	4,475	-355.8
Other income	其他收入	10,056	17,549	-42.7
Other losses, net	其他虧損淨額	353,160	(41,176)	-957.7
Operating profit	經營溢利	307,374	37,724	714.8
Finance income	財務收入	642	1,686	-61.9
Finance costs	財務成本	(20,820)	(3,134)	564.3
Finance costs, net	財務成本淨額	(20,178)	(1,448)	1,293.5
Share of results of associates	分佔聯營企業業績	(3,807)	54,854	-106.9
Profit before income tax	除所得稅前溢利	283,389	91,130	211.0
Income tax (expense)/credit	所得稅(費用)/抵免	(3,783)	6,860	-155.1
Profit for the year	年內溢利	279,606	97,990	185.3

Management Discussion and Analysis (continued)

管理層討論與分析(續)

REVENUE

The following table sets forth the breakdown of our revenue for the years ended 31 December 2022 and 2021:

收益

下表載列我們截至二零二二年及二零二一年十二月三十一日止年度的收益明細：

		For the year ended 31 December 截至十二月三十一日止年度			
		2022 二零二二年		2021 二零二一年	
		(RMB'000) (人民幣 千元)	(% of total revenue) (佔收益 總額%)	(RMB'000) (人民幣 千元)	(% of total revenue) (佔收益 總額%)
Types of goods or services	貨品或服務種類				
Online game revenue	網絡遊戲收益	426,054	78.8%	253,628	60.3%
— Self-development games	— 自研遊戲				
published by the Group	本集團發行	165,569	30.6%	39,259	9.4%
published by other publishers	其他發行商發行	151,949	28.1%	187,719	44.6%
— Licensed games	— 代理遊戲				
published by the Group	本集團發行	1,283	0.2%	8,592	2.0%
published by other publishers	其他發行商發行	107,253	19.9%	18,058	4.3%
Sales of game copyrights	銷售遊戲版權	1,458	0.3%	47,171	11.2%
Sales of online game technology and publishing solutions services	銷售網絡遊戲技術及發行解決方案服務	82	0.0%	42,791	10.2%
Intellectual property licensing	知識產權許可	6,669	1.2%	27,999	6.7%
Cloud computing and related cloud services	雲計算及雲相關服務	106,367	19.7%	48,954	11.6%
Total	總計	540,630	100.0%	420,543	100.0%

For the year ended 31 December 2022, total revenue was approximately RMB540.6 million, representing an increase of approximately 28.6% as compared with the year ended 31 December 2021. This was mainly due to the higher revenue from our new game, “DDTank Adventure” (彈彈堂大冒險), which was released at the end of the year.

截至二零二二年十二月三十一日止年度，收益總額約為人民幣540.6百萬元，較截至二零二一年十二月三十一日止年度增加約28.6%。這主要由於我們於年底發行的新遊戲《彈彈堂大冒險》獲得了較高收益。

For the year ended 31 December 2022, revenue of the Group's game business was RMB426.1 million, representing an increase of approximately 68.0% as compared with the year ended 31 December 2021. This was mainly due to the higher revenue from our new game, “DDTank Adventure” (彈彈堂大冒險), which was released at the end of the year. For the year ended 31 December 2022, revenue of the Group's cloud business was approximately RMB106.4 million, representing an increase of approximately 117.3% as compared with the year ended 31 December 2021. This was mainly due to the Group's newly commenced cloud business in 2021 and the gradual expansion of the business this year.

截至二零二二年十二月三十一日止年度，本集團遊戲業務的收入為人民幣426.1百萬元，較截至二零二一年十二月三十一日止年度增加約68.0%。這主要由於我們於年底發行的新遊戲《彈彈堂大冒險》獲得了較高收益。截至二零二二年十二月三十一日止年度，本集團雲業務的收入約為人民幣106.4百萬元，較截至二零二一年十二月三十一日止年度增加約117.3%。這主要由於雲業務於二零二一年新開展，而今年業務逐步擴張。

Management Discussion and Analysis (continued) 管理層討論與分析(續)

COST OF REVENUE

Our cost of revenue mainly comprises employee salary and benefit expenses incurred by our operations departments, cost of game licensing and depreciation cost and lease expenses. The cost of revenue amounted to approximately RMB279.4 million for the year ended 31 December 2022, representing an increase of approximately 42.5% as compared to approximately RMB196.1 million for the year ended 31 December 2021, mainly due to the increase in game sharing cost and depreciation cost.

GROSS PROFIT AND GROSS PROFIT MARGIN

Our gross profit amounted to approximately RMB261.2 million for the year ended 31 December 2022, representing an increase of approximately 16.4% as compared to approximately RMB224.5 million for the year ended 31 December 2021, which is mainly due to an increase in gross profit due to better performance of our new games released in the year.

Our gross profit margin was approximately 48.3% for the year ended 31 December 2022, representing a slight decrease as compared to approximately 53.4% for the year ended 31 December 2021, mainly due to a higher increase in cost of revenue relative to our revenue.

EXPENSES

Research and Development Expenses

Our R&D expenses mainly comprise employee salary and benefit expenses incurred by our R&D department and outsourcing expenses. The R&D expenses amounted to approximately RMB129.5 million for the year ended 31 December 2022, representing an increase of approximately 62.0% as compared to approximately RMB79.9 million for the year ended 31 December 2021. Such increase was mainly because we increased research and development investment for the year which led to an increase in employee salary expenses and outsourcing expenses.

收益成本

我們的收益成本主要包括運營部門產生的員工薪酬福利開支、遊戲代理成本及折舊成本和租賃開支。截至二零二二年十二月三十一日止年度，收益成本金額約為人民幣279.4百萬元，較截至二零二一年十二月三十一日止年度的約人民幣196.1百萬元增加約42.5%，主要由於遊戲分成成本及折舊成本增加。

毛利及毛利率

我們於截至二零二二年十二月三十一日止年度的毛利金額約為人民幣261.2百萬元，較截至二零二一年十二月三十一日止年度約人民幣224.5百萬元增加約16.4%，主要由於我們於年底發行的新遊戲表現較好，帶來毛利增加。

我們於截至二零二二年十二月三十一日止年度的毛利率約為48.3%，而截至二零二一年十二月三十一日止年度，我們的毛利率約為53.4%，略有減少。該減少主要由於收益成本的增長幅度高於收益的增長幅度。

開支

研發開支

我們的研發開支主要包括研發部門產生的員工薪酬福利開支及外包開支。截至二零二二年十二月三十一日止年度的研發開支金額約為人民幣129.5百萬元，較截至二零二一年十二月三十一日止年度約人民幣79.9百萬元增加約62.0%。該增加主要由於我們於本年度加大研發投入導致員工薪酬開支及外包開支增加。

Management Discussion and Analysis (continued)

管理層討論與分析(續)

Administrative Expenses

Our administrative expenses mainly comprise employee salary and benefit expenses and professional consulting fees. The administrative expenses were approximately RMB60.6 million for the year ended 31 December 2022, representing a decrease of 18.8% as compared to approximately RMB74.6 million for the year ended 31 December 2021. Such decrease was mainly because the Group enhanced its management in administrative expenses in 2022.

Selling and Marketing Expenses

Our selling and marketing expenses mainly comprise advertising expenses incurred by our marketing department. The selling and marketing expenses amounted to approximately RMB115.6 million for the year ended 31 December 2022, representing an increase of approximately 782.7% as compared to RMB13.1 million for the year ended 31 December 2021. Such increase was mainly due to the increase in marketing expenses from the launch of new games.

Income Tax

The income tax expenses increased for the year ended 31 December 2022 as compared to the corresponding period in 2021, which was mainly a result of an increase in profits for the year as compared with previous year. The estimated income tax rates applicable to the Group entities (excluding the entities that are currently tax exempted) for the year ended 31 December 2022 varied from 12.5% to 25% (2021: 5%–25%).

PROFIT FOR THE YEAR

For the year ended 31 December 2022, our profit attributable to owners of the Company amounted to approximately RMB282.5 million, representing an increase of approximately 199.8% as compared with the year ended 31 December 2021. This was mainly attributable to the gain generated from the Shouxin Disposal, which had been completed on 14 June 2022.

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operations with internally generated cash flow and equity or debt financing activities for its capital requirements. As at 31 December 2022, cash and bank balances amounted to RMB104.7 million (2021: RMB108.5 million), which were denominated in RMB. During the year ended 31 December 2022, cash and bank balances decreased slightly.

行政開支

我們的行政開支主要包括僱員的薪酬福利開支和專業諮詢費用。於截至二零二二年十二月三十一日止年度，行政開支約為人民幣60.6百萬元，較截至二零二一年十二月三十一日止年度的約人民幣74.6百萬元減少18.8%。該減少主要由於二零二二年度致力加強行政開支管理。

銷售及市場推廣費用

我們的銷售及市場推廣費用主要包括市場推廣部產生的廣告費用。截至二零二二年十二月三十一日止年度，銷售及市場推廣費用的金額約為人民幣115.6百萬元，較截至二零二一年十二月三十一日止年度的人民幣13.1百萬元增加約782.7%。有關增加主要由於新發行遊戲導致市場推廣費用增加。

所得稅

截至二零二二年十二月三十一日止年度的所得稅費用與二零二一年同期相比有所增加，主要由於本年溢利較上年度有所增加。截至二零二二年十二月三十一日止年度適用於本集團實體(不包括目前稅項豁免的實體)的估計所得稅稅率介乎12.5%至25%(二零二一年：5%至25%)。

年內溢利

截至二零二二年十二月三十一日止年度，我們的本公司擁有人應佔溢利約為人民幣282.5百萬元，較截至二零二一年十二月三十一日止年度增加約199.8%。這主要由於已於二零二二年六月十四日完成的手心出售事項產生收益。

流動資金及財務資源

本集團一般以內部產生的現金流量及通過權益或債務融資活動為其營運提供資金，以滿足本集團的資本需求。於二零二二年十二月三十一日，現金及銀行結餘為人民幣104.7百萬元(二零二一年：人民幣108.5百萬元)，按人民幣列值。截至二零二二年十二月三十一日止年度，現金及銀行結餘略有減少。

Management Discussion and Analysis (continued) 管理層討論與分析(續)

INTEREST BEARING LOAN

We adopt a prudent treasury management policy to ensure that our Group maintains a healthy financial position. As at 31 December 2022, our borrowings balance amounted to approximately RMB206.9 million (2021: RMB10.0 million), mainly as we obtained new loans in 2022. As at 31 December 2022, our borrowings were denominated in RMB. Details of the Group's borrowings, including maturities, currencies and interest rates, are set out in note 31 of the consolidated financial statements.

GEARING RATIO

As at 31 December 2022, the Group's gearing ratio was approximately 28.2% (2021: 19.3%). The increase was mainly due to an increase in liabilities resulting from new loans for the year ended 31 December 2022, as well as a higher increase in total liabilities relatively to total assets. The gearing ratio is calculated as total debt divided by total assets of the Group as at 31 December 2022.

CAPITAL EXPENDITURE

		Year ended 31 December		Year-on-year change 同比變動 %
		截至十二月三十一日止年度		
		2022	2021	
		二零二二年	二零二一年	
		(RMB'000)	(RMB'000)	
		(人民幣千元)	(人民幣千元)	
Servers and other equipment	服務器及其他設備	183,176	309,212	-40.8%
Office furniture and leasehold improvement	辦公傢俱及租賃物業裝修	639	1,370	-53.4%
Vehicles	運輸工具	—	341	-100.0%
Total	總計	183,815	310,923	-40.9%

Our capital expenditure includes servers and other equipment, office furniture and leasehold improvement and vehicles. The total capital expenditure for the years ended 31 December 2022 and 2021 was approximately RMB183.8 million and RMB310.9 million, respectively. The decrease was mainly due to the decrease in purchases of servers and other equipment for the year.

計息借貸

我們採取審慎財政管理政策，確保本集團保持穩健之財務狀況。於二零二二年十二月三十一日，我們的借款餘額約為人民幣206.9百萬元(二零二一年：人民幣10.0百萬元)，主要由於我們於二零二二年度新獲得貸款所致。於二零二二年十二月三十一日，我們的借款以人民幣列值。有關本集團借款(包括到期情況、貨幣及利率)的詳情，載於綜合財務報表附註31。

資產負債比率

於二零二二年十二月三十一日，本集團的資產負債比率約為28.2%(二零二一年：19.3%)。有關增加主要由於截至二零二二年十二月三十一日止年度新獲得貸款導致負債增加，負債總額增加幅度高於資產總額增加幅度所致。資產負債比率以本集團於二零二二年十二月三十一日的負債總值除以資產總值計算。

資本開支

我們的資本開支包括服務器及其他設備、辦公傢俱及租賃物業裝修以及運輸工具。截至二零二二年及二零二一年十二月三十一日止年度的資本開支總額分別約為人民幣183.8百萬元及人民幣310.9百萬元，有關減少主要由於本年度採購服務器及其他設備有所減少。

Management Discussion and Analysis (continued)

管理層討論與分析(續)

FOREIGN EXCHANGE RISK

The Group operates in overseas markets through overseas publishers and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar. Foreign exchange risk arises primarily from recognized assets and liabilities when foreign currency is or will be received from overseas counterparties. For the year ended 31 December 2022, the Group did not have policies to hedge any foreign currency fluctuations.

SIGNIFICANT INVESTMENTS HELD

As of 31 December 2022, (i) the fair value of the investment in Shanghai Silicon was approximately RMB384.4 million; (ii) an unrealised fair value gain on the Group's investment in Shanghai Silicon of approximately RMB4.4 million was recognised for the year ended 31 December 2022; and (iii) no dividend/income distribution was received. Accordingly, the fair value of the investment in Shanghai Silicon compared to the Group's total assets as at 31 December 2022 was approximately 14.5% and therefore classified as a significant investment of the Group.

As of 31 December 2022, the Group effectively invested in approximately 2.2% of Shanghai Silicon (correspondingly held approximately 23,150,000 shares in Shanghai Silicon) at a total capital commitment of RMB380 million. Shanghai Silicon is a market-leading domestic manufacturer of large-scale semiconductor silicon chips, and is expected to have broad market prospects in the future. Shanghai Silicon's products are widely used in the production of memory chips, central processing units, graphic processing units and various semiconductor components.

The investment in Shanghai Silicon is expected to be for long-term purposes. The Directors are of the view that Shanghai Silicon is positioned as an upstream company of the Group's cloud business, and given the future prospects of large-scale semiconductor silicon chips and the Group's prospects in further developing its cloud business in high technology industries, it has the potential to create business synergies with the Group and the Group would also be able to generate investment returns from the investment in Shanghai Silicon.

Save as disclosed above, the Group did not have any other significant investments held as of 31 December 2022.

外匯風險

本集團透過海外發行商在海外市場經營業務，須承受因各種貨幣風險引致的外匯風險，主要涉及美元。外匯風險主要來自海外對手方收取或將收取外幣時的已確認資產及負債。截至二零二二年十二月三十一日止年度，本集團並無政策對沖任何外幣波動。

所持有的重大投資

於二零二二年十二月三十一日，(i) 上海超矽的投資的公允價值為人民幣384.4百萬元；(ii) 截至二零二二年十二月三十一日止年度，本集團確認對上海超矽投資的未變現公允價值收益約為人民幣4.4百萬元；及(iii) 並未收取股息／收益分配。因此，上海超矽的投資的公允價值佔本集團於二零二二年十二月三十一日的資產總額比率約為14.5%，因此被歸類為本集團的重大投資。

於二零二二年十二月三十一日，本集團實際於上海超矽投資約2.2%（對應上海超矽的股份數目約為23,150,000股），總資本承擔為人民幣380百萬元。上海超矽乃中國國內市場領先的大型半導體矽芯片製造商，預計未來具有廣闊的市場前景。上海超矽的產品廣泛應用於存儲芯片、中央處理器、圖像處理器及各種半導體元件的生產。

上海超矽的投資屬於長期投資。董事認為，上海超矽定位為本集團雲業務的上游公司，鑑於大規模半導體矽芯片的未來發展前景，以及本集團於高技術行業進一步發展雲業務的前景，其有潛力與本集團產生業務協同效應，且本集團亦能從對上海超矽的投資中產生投資回報。

除上述所披露者外，截至二零二二年十二月三十一日，本集團未持有任何其他重大投資。

Management Discussion and Analysis (continued) 管理層討論與分析(續)

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this annual report, the Company did not have other future plans for material investments or capital assets as of 31 December 2022.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Disposal of Wuxi Shouxin Network Technology Co., Ltd.* (無錫手心網絡科技有限公司) (“**Wuxi Shouxin**”)

On 3 April 2022, Shanghai Xinla and Shaoxing Shangyu Saihe Equity Investment Co., Ltd.* (紹興上虞賽赫股權投資有限公司) (“**Shaoxing Shangyu**”), an independent third party, entered into an equity transfer agreement, pursuant to which Shanghai Xinla had conditionally agreed to sell, and Shaoxing Shangyu had conditionally agreed to acquire, 49% equity interest in Wuxi Shouxin, an associate of the Company at that time, at a consideration of RMB359.66 million (subject to adjustments).

On 14 June 2022, the Company has completed the disposal of Wuxi Shouxin and the Company ceased to hold any interest in Wuxi Shouxin, and Wuxi Shouxin ceased to be accounted for as an associate of the Company.

For details of the disposal of Wuxi Shouxin, please refer to the announcement of the Company dated 3 April 2022, the circular of the Company dated 29 April 2022 and the announcement of the Company dated 14 June 2022.

重大投資或資本資產的未來計劃

除本年報所披露者外，截至二零二二年十二月三十一日，本集團並無其他重大投資或資本資產的其他計劃。

附屬公司、聯營公司及合營企業的重大收購及出售事項

出售無錫手心網絡科技有限公司(「無錫手心」)

於二零二二年四月三日，上海辛辣及紹興上虞賽赫股權投資有限公司(「紹興上虞」，一名獨立第三方)訂立股權轉讓協議，據此上海辛辣有條件同意出售，而紹興上虞有條件同意收購無錫手心(本公司當時的聯營公司)49%股權，代價為人民幣359.66百萬元(可予調整)。

於二零二二年六月十四日，本公司已完成無錫手心的出售，本公司已不再擁有無錫手心的任何權益，而無錫手心已不再作為本公司的聯營公司入賬。

有關無錫手心出售的詳情，請參閱本公司日期為二零二二年四月三日的公告、本公司日期為二零二二年四月二十九日的通函及本公司日期為二零二二年六月十四日的公告。

Management Discussion and Analysis (continued)

管理層討論與分析(續)

Entering into of the partnership agreement and subscription of interest in Shanghai Chengying Management Consulting Partnership (Limited Partnership)* (上海誠英管理諮詢合夥企業(有限合夥)) (“**Shanghai Chengying**”)

On 24 May 2022, an indirect wholly-owned subsidiary of the Company, entered into the partnership agreement with Shanghai Yunxi Investment Management Consulting Co., Ltd* (上海韻禧投資管理諮詢有限公司), Ms. Huang Yu and Shanghai Chengying, each of them being an independent third party, pursuant to which an indirect wholly-owned subsidiary of the Company agreed to act as a limited partner of Shanghai Chengying and subscribed for interests in Shanghai Chengying with a total capital commitment of RMB330 million.

An indirect wholly-owned subsidiary of the Company, as a limited partner, shall take no part in the management nor control of Shanghai Chengying’s business, the Group has no control over Shanghai Chengying, and the financial results of Shanghai Chengying will therefore not be consolidated into the financial statements of the Group.

For details of the entering into of the partnership agreement and subscription of interest in Shanghai Chengying, please refer to the announcement of the Company dated 24 May 2022.

Disposal of Hangzhou Shengfeng Network Technology Co., Ltd.* (杭州盛鋒網絡科技有限公司) (“**Hangzhou Shengfeng**”)

On 23 December 2022, Shanghai Xinla and Anhui Youxin Network Technology Co., Ltd.* (安徽遊昕網絡科技有限公司) (“**Anhui Youxin**”), an independent third party, entered into an equity transfer agreement, pursuant to which Shanghai Xinla had agreed to sell, and Anhui Youxin had agreed to buy, 100% of the registered capital of Hangzhou Shengfeng, a subsidiary of the Company at the time, for a consideration of RMB93 million, subject to the terms and conditions thereunder. Upon completion of the disposal, the Company ceased to hold any interest in Hangzhou Shengfeng, and Hangzhou Shengfeng ceased to be accounted for as a subsidiary of the Company.

For details of the disposal of Hangzhou Shengfeng, please refer to the announcement of the Company dated 23 December 2022.

Save as disclosed in this annual report, the Company did not have any other material acquisitions or disposals of subsidiaries and associates during the year ended 31 December 2022.

訂立合夥協議及認購上海誠英管理諮詢合夥企業(有限合夥)(「**上海誠英**」)的份額

於二零二二年五月二十四日，本公司的間接全資附屬公司，與上海韻禧投資管理諮詢有限公司、黃瑜女士及上海誠英(彼等各自為獨立第三方)訂立合夥協議，據此，本公司全資附屬公司同意擔任上海誠英的有限合夥人並認購上海誠英的份額，總資本承擔為人民幣330百萬元。

本公司全資附屬公司(作為有限合夥人)，不會參與管理或控制上海誠英的業務，本集團不會對上海誠英設有控制權，因此上海誠英的財務業績不會合併入本集團的財務報表。

有關訂立合夥協議及認購上海誠英的份額的詳情，請參閱本公司日期為二零二二年五月二十四日的公告。

出售杭州盛鋒網絡科技有限公司(「**杭州盛鋒**」)

於二零二二年十二月二十三日，上海辛辣與安徽遊昕網絡科技有限公司(「**安徽遊昕**」，一名獨立第三方)訂立股權轉讓協議，據此，上海辛辣同意出售，而安徽遊昕同意購買杭州盛鋒(本公司當時的一家附屬公司)100%的註冊資本，代價為人民幣93百萬元，惟須受限於協議項下的條款及條件。出售完成後，本公司已不再擁有杭州盛鋒的任何權益，而杭州盛鋒已不再入賬列為本公司的附屬公司。

有關杭州盛鋒出售的詳情，請參與本公司日期為二零二二年十二月二十三日的公告。

除本年報所披露者外，截至二零二二年十二月三十一日止年度，本公司並無任何其他附屬公司及聯營公司的重大收購或出售事項。

Management Discussion and Analysis (continued) 管理層討論與分析(續)

CHARGE ON ASSETS

As of 31 December 2022, we pledged our self-owned server hosts, graphics cards and servers as security for loans of RMB220 million. For further details, please refer to note 31 to the consolidated financial statements.

Save as disclosed above, as of 31 December 2022, there was no other material charge on the Group's assets.

CONTINGENT LIABILITIES AND GUARANTEES

As of 31 December 2022, save as disclosed in the section headed "Material Legal Proceedings" in the Directors' Report, we did not have any other unrecorded significant contingent liabilities, guarantees or any material litigation against us.

EMPLOYEES AND REMUNERATION POLICIES

As of 31 December 2022, we had 424 full-time employees, mostly based in Shenzhen, Wuxi and Shanghai, the PRC. The following table sets out the number of our employees by function as at 31 December 2022:

Function	職能	Number of Employees 僱員數目	% of total 佔總數百分比
R&D	研發	297	70.1%
Operation	營運	57	13.4%
Administration	行政	70	16.5%
Total	總計	424	100%

For the year ended 31 December 2022, our employee remuneration amounted to approximately RMB159 million (including salary, bonus interest, share-based compensation, pension scheme contribution, other social security fund and other employee benefits).

資產抵押

截至二零二二年十二月三十一日，我們以自有的主機、顯卡及服務器用於抵押總額約人民幣220百萬元的借貸。有關進一步詳情，請參閱財務報表附註31。

除上文所披露者外，本集團於二零二二年十二月三十一日的資產並無其他重大抵押。

或然負債及擔保

截至二零二二年十二月三十一日，除董事會報告「重大法律訴訟」部分中所披露外，我們並無任何其他未記錄的重大或然負債、擔保及針對我們的任何重大訴訟。

僱員及薪酬政策

截至二零二二年十二月三十一日，我們擁有424名全職僱員，其中大多數位於中國深圳、無錫及上海。下表載列我們於二零二二年十二月三十一日按職能劃分的僱員數目：

截至二零二二年十二月三十一日止年度，我們的僱員薪酬總額約人民幣159百萬元(包含薪金、花紅利益、股份酬金、退休計劃供款、其他社會保障金及其他僱員福利)。

Management Discussion and Analysis (continued)

管理層討論與分析(續)

The remuneration of our employees is determined based on their performance, experience, competence and market comparables. Their remuneration package includes salaries, performance-related bonus interest, RSUs, allowances and state-managed retirement benefit schemes for employees in the PRC. The Group also provides customized training to its staff to enhance their technical and product knowledge.

The remuneration of Directors and members of senior management is determined on the basis of each individual's responsibilities, qualification, position, experience, performance, seniority and time devoted to our business. They receive compensation in the form of salaries, performance-related bonus interest, RSUs, and other allowances and benefits-in-kind, including the Group's contribution to their pension schemes.

我們的僱員薪酬按彼等的表現、經驗及能力，並參考市場內的可比較個案而釐定。彼等的薪酬待遇包括薪金、表現相關花紅利益、受限制股份單位、津貼以及中國僱員享有國家管理的退休福利計劃。本集團亦向其僱員提供針對性培訓，以增進彼等的技術及產品知識。

董事及高級管理層成員的薪酬按各個別人士的職責、資歷、職位、經驗、表現、年資及對我們業務所投入的時間釐定。彼等以薪金、表現相關花紅利益、受限制股份單位以及其他津貼及實物福利的形式收取酬金，包括本集團為彼等作出的退休金計劃供款。

Corporate Governance Report

企業管治報告

The Company is committed to achieving and maintaining high standards of corporate governance by focusing on the principles of integrity, accountability, transparency, independence, responsibility and fairness. The Company has developed and implemented sound corporate governance policies and measures, and the Board is responsible for performing such corporate governance duties. The Board will continue to review and monitor the corporate governance of the Company, as well as various internal policies and procedures, including but not limited to those applicable to employees and Directors, with reference to the CG Code and other applicable legal and regulatory requirements so as to maintain a high standard of corporate governance of the Company.

During the year ended 31 December 2022, the Company has complied with the applicable code provisions of the CG Code.

BOARD OF DIRECTORS

The Board is responsible for leadership and the internal control of the Company and oversees the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Board has general powers for the management and plans the Company's business development. The day-to-day operations and management are delegated by the Board to the management of the Group, who implements the Group's strategy and direction as determined by the Board.

The Board currently consists of seven Directors, namely Mr. Meng Shuqi (Chairman), Mr. Li Zhengquan, Mr. Yang Cheng and Mr. Peng Cheng, as executive Directors, and Mr. Xue Jun, Ms. Li Yiqing and Mr. Lui Chi Ho, as independent non-executive Directors. None of the Directors has a relationship (including financial, family or other substantial or related relationship) with each other. The Board has a balance of skills and experience appropriate for the requirements of the business of the Group.

The biographies of the Directors are set out on pages 22 to 27 of this annual report.

There is no information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

本公司透過專注於持正、問責、透明、獨立、盡責及公平原則，致力達致及維持高水平的企業管治。本公司已制定及實行良好的企業管治政策及措施，並由董事會負責執行該等企業管治職責。董事會將參考企業管治守則及其他適用法律及監管規定，持續檢討及監督本公司的企業管治以及多項內部政策及程序(包括但不限於僱員及董事所適用者)，以維持本公司高水平的企業管治。

於截至二零二二年十二月三十一日止年度內，本公司已遵守企業管治守則的適用守則條文。

董事會

董事會負責本公司的領導及內部監控，並監督本公司業務、決策及表現，亦共同負責透過指導及監督本公司事務，促進本公司的成功。董事會擁有管理的一般權力，並規劃本公司業務發展。董事會將日常經營及管理授權予本集團管理層負責，管理層將執行董事會釐定的本集團策略及方針。

董事會目前由七名董事組成，即執行董事孟書奇先生(主席)、李正全先生、楊成先生及彭程先生；及獨立非執行董事薛雋先生、勵怡青女士及呂志豪先生。董事之間概無關係(包括財務、家族或其他重大或相關的關係)。董事會在具備本集團業務所需的適當技能及經驗方面取得平衡。

董事的履歷載於本年報第22至27頁。

概無資料須根據上市規則第13.51B(1)條予以披露。

Corporate Governance Report (continued) 企業管治報告(續)

Each of the executive Directors has entered into a service contract with the Company and the Company has issued letters of appointment to each of the independent non-executive Directors.

Code provision B.2.2 of Part 2 to the CG Code states that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

In accordance with the Articles of Association, all the Directors are subject to retirement by rotation at least once every three years. Any new Director appointed by the Board (i) to fill a casual vacancy in the Board shall hold office only until the first general meeting of the Company following his appointment and shall be subject to re-election at such meeting; and (ii) as an addition to the Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.

Each of the independent non-executive Directors has signed a letter of appointment with the Company for a term of three years and is subject to retirement by rotation at an annual general meeting of the Company at least once every three years.

The service contracts and letters of appointment are subject to termination in accordance with their respective terms. The term of the service contracts and the letters of appointment may be renewed in accordance with the Articles of Association, the Listing Rules and other applicable laws.

The aggregate remuneration (including fees, salaries, contributions to pension schemes, share-based compensation expenses, discretionary bonuses, housing and other allowances and other benefits in kind) payable to the Directors for the year ended 31 December 2022 was approximately RMB20,387,000.

The remuneration of the Directors is determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group. Details of the remuneration of the Directors and senior management for the year ended 31 December 2022 are set out in notes 10 and 11 to the consolidated financial statements, respectively.

The Company has arranged appropriate insurance cover in respect of legal proceedings against the Directors.

The Company has procedures as agreed by the Board to enable Directors, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expense as required pursuant to code provision C.5.6 of Part 2 to the CG Code.

各執行董事已與本公司訂立服務合約，而本公司已向各獨立非執行董事發出委任函。

企業管治守則第二部分的守則條文第B.2.2條則述明，每名董事(包括有指定任期的董事)應至少每三年輪席退任一次。

根據章程細則，全體董事均須至少每三年輪席退任一次。任何獲董事會委任，以(i)填補董事會臨時空缺的新任董事僅須留任至其委任後的首次本公司股東大會，並於該大會上重選連任；及(ii)作為董事會新增成員的新任董事則須留任至本公司下屆股東週年大會，並於屆時合資格重選連任。

各獨立非執行董事已與本公司簽訂委任函，任期三年，均須至少每三年於本公司股東週年大會上輪席退任一次。

該等服務合約及委任函可根據其各自的條款予以終止。服務合約及委任函的條款可根據章程細則、上市規則及其他適用法律予以重續。

截至二零二二年十二月三十一日止年度，應付董事的薪酬總額(包括袍金、薪金、退休計劃供款、股份酬金開支、酌情花紅、住房及其他津貼以及其他實物福利)約為人民幣20,387,000元。

董事薪酬乃參考可資比較公司所支付的薪金、董事的時間投入及職責以及本集團的表現釐定。截至二零二二年十二月三十一日止年度，董事及高級管理層的薪酬詳情分別載於綜合財務報表附註10及11。

本公司已就針對董事的法律訴訟安排投購合適的保險。

本公司已根據企業管治守則第二部分的守則條文第C.5.6條規定，訂有經董事會協定的程序，讓董事按合理要求，可在適當的情況下尋求獨立專業意見，費用由本公司支付。

Corporate Governance Report (continued) 企業管治報告(續)

During the year ended 31 December 2022 and up to the date of this annual report, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors, representing one-third of the Board, of whom Mr. Xue Jun is the Director possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received a written confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules, and considered them to be independent. In addition, each of the independent non-executive Directors during the year ended 31 December 2022 had demonstrated the attributes of an independent non-executive director by providing independent views and input and there is no evidence that their tenure has had any impact on their independence. Accordingly, the Directors are of the opinion that each of the current independent non-executive Directors have the required character, integrity, independence and experience to perform the role of an independent non-executive director. The Board is not aware of any circumstances that might influence each of the current independent non-executive Directors in exercising their independent judgement and the Board believes that their external experience will continue to generate significant contribution to the Company and the Shareholders as a whole.

Directors have access to the services of the joint company secretaries to ensure that the Board procedures are followed. The joint company secretaries of the Company are Mr. Li Zhengquan and Mr. Cheung Kai Cheong, Willie. In compliance with Rule 3.29 of the Listing Rules, Mr. Li Zhengquan and Mr. Cheung Kai Cheong, Willie have undertaken no less than 15 hours of relevant professional training during the year ended 31 December 2022. Mr. Cheung Kai Cheong, Willie has the necessary qualifications and experience as required under Rules 3.28 and 8.17 of the Listing Rules. As confirmed by the Stock Exchange, Mr. Li Zhengquan is qualified to act as the company secretary of the Company under Rule 3.28 of the Listing Rules.

Mr. Cheung Kai Cheong, Willie is a senior manager of SWCS Corporate Services Group (Hong Kong) Limited and his primary corporate contact person at the Company is Mr. Li Zhengquan, the Company's executive Director, chief financial officer and joint company secretary.

於截至二零二二年十二月三十一日止年度及直至本年報日期，董事會一直符合上市規則有關委任最少三名獨立非執行董事(佔董事會三分之一)之規定，其中薛雋先生為具有合適專業資格或會計或相關財務管理專業知識的董事。

本公司已根據上市規則第3.13條收到各獨立非執行董事的獨立性書面確認，並認為彼等屬獨立人士。此外，於截至二零二二年十二月三十一日止年度，各獨立非執行董事已提供獨立意見及建議，展示獨立非執行董事之特質，並無證據顯示其任期對其獨立性有任何影響。因此，董事會認為各現任獨立非執行董事均具備履行獨立非執行董事角色所需之品格、誠信、獨立性及經驗。董事會並不知悉任何可能影響各現任獨立非執行董事作出獨立判斷之情況及董事會認為，彼等的外部經驗將繼續為本公司及股東整體帶來重大貢獻。

董事可獲得聯席公司秘書的服務，以確保遵循董事會程序。本公司的聯席公司秘書為李正全先生及張啟昌先生。根據上市規則第3.29條，李正全先生及張啟昌先生於截至二零二二年十二月三十一日止年度已參加不少於15小時的相關專業培訓。張啟昌先生具有上市規則第3.28條及第8.17條所規定的必要資格及經驗。經聯交所確認，根據上市規則第3.28條，李正全先生合資格擔任本公司的公司秘書。

張啟昌先生為方圓企業服務集團(香港)有限公司之高級經理，其在本公司的主要企業聯絡人為李正全先生(本公司的執行董事、首席財務總監及聯席公司秘書)。

Corporate Governance Report (continued) 企業管治報告(續)

In compliance with code provision C.1.4 of Part 2 to the CG Code, all Directors attended various continuous professional development (“CPD”) trainings during the year ended 31 December 2022, including CPD activities by way of reading materials and/or trainings regarding the updating of the Listing Rules, the responsibilities and continuous obligations of Directors and the Environmental, Social and Governance Reporting Guide. The Company has arranged suitable trainings for all Directors in order to develop and refresh their knowledge and skills as part of their continuous professional development.

根據企業管治守則第二部分的守則條文第C.1.4條，於截至二零二二年十二月三十一日止年度，全體董事均參與多項持續專業發展(「持續專業發展」)培訓，包括閱讀資料及／或參加關於上市規則更新、董事責任以及持續義務及《環境、社會及管治報告指引》等持續專業發展活動，作為彼等持續專業發展的一部分。本公司已為全體董事安排合適的培訓，旨在發展及讓彼等重溫知識及技術。

Corporate Governance Report (continued) 企業管治報告(續)

The particulars of the trainings of each current Director during the year ended 31 December 2022 are set out as follows:

以下載列截至二零二二年十二月三十一日止年度每位現任董事接受之培訓的詳情：

Name of Director 董事姓名	Participation of CPD trainings 參加持續 專業發展培訓	Types of CPD trainings participated 參加持續專業發展培訓的類型
Executive Directors 執行董事		
Mr. Meng Shuqi 孟書奇先生	✓	Webinar training regarding the Stock Exchange enforcement power and reading materials regarding the updating of the Listing Rules 有關聯交所執行權力的線上培訓及有關更新上市規則的閱讀材料
Mr. Li Zhengquan 李正全先生	✓	Webinar training regarding the Stock Exchange enforcement power and Webinar training regarding the updating of the Listing Rules 有關聯交所執行權力的線上培訓及有關更新上市規則的線上培訓
Mr. Yang Cheng 楊成先生	✓	Webinar training regarding the Stock Exchange enforcement power and reading materials regarding the updating of the Listing Rules 有關聯交所執行權力的線上培訓及有關更新上市規則的閱讀材料
Mr. Peng Cheng (Appointed with effect on 8 March 2023) 彭程先生 (委任生效於二零二三年 三月八日)		
Independent non-executive Directors 獨立非執行董事		
Mr. Xue Jun 薛隽先生	✓	Webinar training regarding the Stock Exchange enforcement power and reading materials regarding the updating of the Listing Rules 有關聯交所執行權力的線上培訓及有關更新上市規則的閱讀材料
Ms. Li Yiqing 勵怡青女士	✓	Webinar training regarding the Stock Exchange enforcement power and reading materials regarding the updating of the Listing Rules 有關聯交所執行權力的線上培訓及有關更新上市規則的閱讀材料
Mr. Lui Chi Ho 呂志豪先生	✓	Webinar training regarding the Stock Exchange enforcement power and reading materials regarding the updating of the Listing Rules 有關聯交所執行權力的線上培訓及有關更新上市規則的閱讀材料

Corporate Governance Report (continued) 企業管治報告(續)

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions set out in code provision A.2.1 of Part 2 to the CG Code.

The principal roles and functions of the Board in relation to corporate governance are to develop and review the Company's policies and practices on corporate governance, to review and monitor the training and continuous professional development of Directors and management, to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements, to develop, review and monitor the code of conduct applicable to employees and Directors, and to review the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

BOARD DIVERSITY POLICY AND NOMINATION POLICY

Pursuant to the CG Code, the Board has adopted a Board diversity policy and a nomination policy. The Board diversity policy sets out the basic principles to ensure that the Board has the requisite knowledge of the Company and experience in different business and cultural conditions of different regions and markets and a variety of perspectives necessary to maintain and enhance the overall effectiveness of the Board and taking account of succession planning. All Board appointments will continue to be made on a merit basis based on the Group's business needs from time to time, while taking into account the benefit of diversity. In accordance with the Company's nomination policy, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives necessary to enhance the effectiveness of the Board and to maintain high standards of corporate governance. Selection of Board candidates will be based on a range of factors with reference to the Group's business needs, including but not limited to age, gender, nationality, educational background, industry and professional experience. The Nomination Committee will select board members in accordance with the Company's nomination policy and will also give consideration to the Company's Board diversity policy. The Nomination Committee will review the Board diversity policy at least annually to ensure its continued effectiveness. During the year ended 31 December 2022, the Nomination Committee was satisfied with the diversity of the existing Board and did not, for the time being, set up any measurable objective regarding the diversity of the Board.

企業管治職能

董事會負責執行企業管治守則第二部分的守則條文第A.2.1條所載職能。

董事會有關企業管治的主要角色及職能為制定及檢討本公司的企業管治政策及常規、檢討及監察董事及管理層的培訓及持續專業發展、檢討及監察本公司在遵守法律及監管規定方面的政策及常規、制定、檢討及監察適用於僱員及董事的操守準則，以及檢討本公司遵守企業管治守則的情況及在本企業管治報告內的披露資料。

董事會多元化政策及提名 政策

根據企業管治守則，董事會已採納一套董事會多元化政策及提名政策。董事會多元化政策列載基本原則，確保董事會具備必要的本公司知識、不同地區及市場各種業務及文化環境的經驗以及各種必要視野，以維持及提升董事會的整體效能，並考慮繼任規劃。董事會所有任命將繼續以用人唯賢的準則，在考慮多元化利益的同時根據本集團不時的業務需要而作出。根據本公司的提名政策，本公司會確保董事會的成員在具備所需技能、經驗及廣闊視野方面達致平衡，從而提升董事會的運作效率並保持高標準的企業管治水平。董事會將基於本集團的業務需求，按包括但不限於年齡、性別、國籍、教育背景、行業及專業經驗等因素甄選董事會候選人。提名委員會將根據本公司的提名政策挑選董事會成員，亦會考慮本公司的董事會多元化政策。提名委員會最少每年檢討董事會多元化政策，以確保其持續有效。截至二零二二年十二月三十一止年度，提名委員會對現行董事會的成員多元化表示滿意，現時並無就董事會成員多元化設立任何可衡量目標。

Corporate Governance Report (continued) 企業管治報告(續)

Currently, the Board comprises six male Directors and one female Directors and has achieved gender diversity in respect of the Board. Details on the gender ratio of the Group together with the relevant data can be found in the Environmental, Social and Governance Report of the Company for the year ended 31 December 2022 at the Appendix to this annual report.

目前，董事會包括六名男性董事及一名女性董事，已達致董事會性別多元化。有關本集團性別比率以及相關數據可於本年報附錄所載本公司截至二零二二年十二月三十一止年度的環境、社會及管治報告查閱。

BOARD MEETINGS

The Company has adopted a practice to convene Board meetings regularly which is at least four meetings per year and roughly on a quarterly basis. A notice of a regular Board meeting shall be delivered to all the Directors at least 14 days in advance with the matters to be discussed specified in agenda of the meeting. For other Board and Board committee meetings, reasonable notice is generally served. Agendas or relevant documents of the Board or Board committee meetings shall be despatched to the Directors or members of the committees at least three days prior to the convening of the meetings to ensure that they have sufficient time to review the relevant documents and be adequately prepared for the meetings. When Directors or Board committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting. The minutes are kept by the joint company secretaries of the Company and the copies are circulated to all Directors for reference and recording purposes.

The minutes of the meetings of the Board and Board committees, composing of all matters under consideration and decisions made including any problems raised by the Directors, are thoroughly recorded. Draft minutes of each Board meeting and Board committee meeting are sent to the Directors for comments within a reasonable time after the date on which the meeting is held. Directors have a right to review the minutes of the Board meetings and the Board committee meetings.

董事會會議

本公司採納定期舉行董事會會議的慣例，即每年至少舉行四次會議及大致按季度舉行會議。董事會例行會議的通知會於會議舉行前至少14日送呈全體董事，當中載有會議議程內列明待討論的事宜。就其他董事會及董事委員會會議而言，本公司一般會發出合理通知。議程或相關董事會或董事委員會會議文件將於會議召開前至少三日發送予董事或委員會成員，以確保彼等有充足時間審閱有關文件及有充份準備出席會議。倘董事或董事委員會成員未能出席會議，則彼等會獲告知將予討論的事宜及於會議召開前有機會知會主席有關彼等的意見。會議紀錄由本公司聯席公司秘書保存，而副本會傳閱予全體董事，以供參考及記錄。

董事會會議及董事委員會會議的會議紀錄會詳盡記錄所有審議事項及所達致的決定，包括董事提出的任何問題。各董事會會議及董事委員會會議的會議記錄草擬本將於會議舉行當日之後的合理時間內發送予各董事，以供彼等評注。董事有權審閱董事會會議及董事委員會會議的會議紀錄。

Corporate Governance Report (continued) 企業管治報告(續)

During the year ended 31 December 2022, the Company held 17 Board meetings. The attendance of each Director at the Board meetings is set out below:

載至二零二二年十二月三十一日止年度，本公司召開了17次董事會會議。各名董事出席董事會會議的情況載列如下：

Directors	董事	Attendance/ Number of meetings held 出席情況/ 召開會議次數
Executive Directors		
Mr. Meng Shuqi	孟書奇先生	17/17
Mr. Li Zhengquan	李正全先生	17/17
Mr. Yang Cheng	楊成先生	17/17
Mr. Peng Cheng	彭程先生	0/0
<i>(Appointed with effect on 8 March 2023)</i>		<i>(委任生效於二零二三年三月八日)</i>
Independent non-executive Directors		
Mr. Xue Jun	薛隽先生	17/17
Ms. Li Yiqing	勵怡青女士	17/17
Mr. Lui Chi Ho	呂志豪先生	17/17

Chairman and Chief Executive Officer

Under code provision C.2.1 of Part 2 to the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The Chairman and CEO of the Company are independent of each other and their positions are held by different individuals. Mr. Meng Shuqi, the Chairman of the Company, is responsible for the management of the Board and the formulation of the overall strategy of the Group. Mr. Peng Cheng, the CEO, is responsible for the implementation of the Group's strategies and business strategies formulated by the Board and the day-to-day operations of the Group, including product development management and channel operations.

主席及行政總裁

企業管治守則第二部分的守則條文第C.2.1條規定，主席及行政總裁的角色應有所區分，並不應由一人同時兼任。

本公司主席及行政總裁的職位彼此獨立，由不同人士出任。本公司主席為孟書奇先生，彼負責董事會管理及本集團整體戰略的制定；行政總裁彭程先生負責執行董事會制定的本集團戰略及業務策略，並負責本集團的日常運營，包括產品開發管理及渠道運營等。

GENERAL MEETING

Annual general meeting proceedings are reviewed from time to time to ensure that the Company follows best corporate governance practices. The notice of annual general meeting is distributed to all shareholders at least 21 days prior to the annual general meeting and the accompanying circular also sets out details of each proposed resolution and other relevant information as required under the Listing Rules. The chairman of the annual general meeting exercises his power under the Articles of Association to put each proposed resolution to the vote by way of a poll. The procedures for demanding and conducting a poll are explained at the beginning of the meeting. The poll results announcement will be posted on the websites of the Company and the Stock Exchange on the day of the annual general meeting.

During the year ended 31 December 2022, two meetings (including one annual general meeting and one extraordinary general meeting) were held. The attendance of each Director at the meetings is set out below:

股東大會

本公司不時檢討股東週年大會程序，以確保本公司遵循最佳企業管治常規。股東週年大會通告將於股東週年大會舉行前至少二十一日寄發予所有股東，而隨附的通函亦載有每項擬議決議案的詳情及上市規則規定的其他相關資料。股東週年大會主席行使其於章程細則項下的權力，以投票方式表決各項擬議決議案。要求及進行投票的程序於會議開始時說明。投票表決結果公告會於股東週年大會當天刊載於本公司及聯交所網站。

截至二零二二年十二月三十一日止年度舉行了兩次股東大會(包括一次股東週年大會及一次股東特別大會)。各名董事出席股東大會的情況載列如下：

Directors	董事	Attendance/ Number of meetings held 出席情況/ 召開會議次數
Executive Directors	執行董事	
Mr. Meng Shuqi	孟書奇先生	2/2
Mr. Li Zhengquan	李正全先生	2/2
Mr. Yang Cheng	楊成先生	2/2
Mr. Peng Cheng	彭程先生	0/0
<i>(Appointed with effect on 8 March 2023)</i>	<i>(委任生效於二零二三年三月八日)</i>	
Independent non-executive Directors	獨立非執行董事	
Mr. Xue Jun	薛隽先生	2/2
Ms. Li Yiqing	勵怡青女士	2/2
Mr. Lui Chi Ho	呂志豪先生	2/2

The forthcoming AGM is expected to be held on Tuesday, 23 May 2023. The notice of the AGM will be sent to the Shareholders at least 21 days before the AGM.

應屆股東週年大會預期將於二零二三年五月二十三日(星期二)舉行。股東週年大會通告將於召開股東週年大會前至少二十一日寄發予股東。

Corporate Governance Report (continued) 企業管治報告(續)

BOARD COMMITTEES

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

During the year ended 31 December 2022, the Company held 4 Board committee meetings. The attendance of each Director at the Board committee meetings is set out below:

董事委員會

本公司設有三個主要董事委員會，即審核委員會、薪酬委員會及提名委員會。各個董事委員會均按其職權範圍運作。董事委員會的職權範圍於本公司及聯交所網站可供查閱。

截至二零二二年十二月三十一日止年度，本公司召開了4次董事委員會會議。各名董事出席董事委員會會議的情況載列如下：

Directors	董事	Attendance/Number of meetings held 出席情況／召開會議次數		
		Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
Executive Directors	執行董事			
Mr. Meng Shuqi	孟書奇先生	N/A 不適用	1/1	1/1
Mr. Li Zhengquan	李正全先生	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Yang Cheng	楊成先生	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Peng Cheng (Appointed with effect on 8 March 2023)	彭程先生 (委任生效 於二零二三年 三月八日)	N/A 不適用	N/A 不適用	N/A 不適用
Independent non-executive Directors	獨立非執行董事			
Mr. Xue Jun	薛隽先生	2/2	1/1	1/1
Ms. Li Yiqing	勵怡青女士	2/2	1/1	1/1
Mr. Lui Chi Ho	呂志豪先生	2/2	1/1	1/1

Audit Committee

The Company has established an Audit Committee with written terms of reference in compliance with the CG Code. The Audit Committee consists of three members, namely Mr. Xue Jun, Ms. Li Yiqing and Mr. Lui Chi Ho, all being our independent non-executive Directors. Mr. Xue Jun is the chairman of the Audit Committee. The primary duties of the Audit Committee are to review and supervise, and provide an independent view of the effectiveness of, the financial reporting process and the risk management and internal control systems of the Group, oversee the audit process and perform other duties and responsibilities as assigned by the Board.

審核委員會

本公司根據企業管治守則成立審核委員會，並訂立書面職權範圍。審核委員會由三名成員(即獨立非執行董事薛隽先生、勵怡青女士及呂志豪先生)組成。薛隽先生為審核委員會主席。審核委員會的主要職責為檢討及監督本集團的財務報告流程、風險管理及內部監控系統並就有關事項的有效性提供獨立意見、監察審計流程，以及履行董事會指派的其他職責及責任。

Corporate Governance Report (continued) 企業管治報告(續)

During the year ended 31 December 2022, major works performed by the Audit Committee included, among others, (i) reviewing the Group's annual results announcement for the year ended 31 December 2021; (ii) reviewing the Group's internal control policy, risk management systems and internal audit functions; (iii) reviewing the Group's interim results for the six months ended 30 June 2022 and audit plan; and (iv) discussing and addressing audit issues raised by the external auditors of the Company.

The external auditors of the Company were invited to attend the Audit Committee meetings without the presence of the executive Directors to discuss with the Audit Committee issues arising from the audit and financial reporting matters. There was no disagreement between the Board and the Audit Committee regarding the re-appointment of the external auditors of the Company.

Remuneration Committee

The Company has established a Remuneration Committee with written terms of reference in compliance with the CG Code. The Remuneration Committee has four members, comprising three independent non-executive Directors, namely Ms. Li Yiqing, Mr. Xue Jun and Mr. Lui Chi Ho, and one executive Director, namely Mr. Meng Shuqi. Ms. Li Yiqing is the chairwoman of the Remuneration Committee. The primary duties of the Remuneration Committee are to establish and make recommendations to the Board on the policy and structure of the remuneration for the Directors and senior management (i.e. the model described in the code provision E.1.2(c)(ii) of Part 2 to the CG Code is adopted) and make recommendations to the Board on employee benefit arrangement.

During the year ended 31 December 2022, the Remuneration Committee reviewed the remuneration policy and structure and made recommendations to the Board on the annual remuneration packages of the executive Directors and the senior management and other related matters.

Pursuant to code provision E.1.5 of Part 2 to the CG Code, details of the annual remuneration of the senior management by band for the year ended 31 December 2022 are set out under "Compensation of Directors and Senior Management" in the Director's Report.

截至二零二二年十二月三十一日止年度，審核委員會進行的主要工作包括(其中包括)：(i)審閱本集團截至二零二一年十二月三十一日止年度的年度業績公告；(ii)審閱本集團的內部控制政策、風險管理系統及內部審核職能；(iii)審閱本集團截至二零二二年六月三十日止六個月的中期業績及審閱計劃；及(iv)討論及處理本公司外部核數師提出的審核問題。

本公司外部核數師已按邀出席執行董事避席之審核委員會會議，以與審核委員會討論審核及財務申報事宜所產生的問題。董事會與審核委員會之間就續聘本公司外部核數師一事並無分歧。

薪酬委員會

本公司根據企業管治守則成立薪酬委員會，並訂立書面職權範圍。薪酬委員會有四名成員，由三名獨立非執行董事(即勵怡青女士、薛隽先生及呂志豪先生)及一名執行董事(即孟書奇先生)組成。勵怡青女士為薪酬委員會的主席。薪酬委員會的主要職責是建立董事及高級管理層薪酬的政策及架構(即採納企業管治守則第二部分的守則條文第E.1.2(c)(ii)條所述的模式)並就此向董事會提出建議，並就僱員福利安排向董事會提出建議。

截至二零二二年十二月三十一日止年度，薪酬委員會已檢討薪酬政策及架構，並就釐定執行董事及高級管理層的年度薪酬待遇及其他相關事宜向董事會提出建議。

根據企業管治守則第二部分的守則條文第E.1.5條，截至二零二二年十二月三十一日止年度，高級管理層按範圍劃分的年度薪酬詳情載列於董事會報告的「董事及高級管理層薪酬」。

Corporate Governance Report (continued) 企業管治報告(續)

Nomination Committee

The Company has established a Nomination Committee with written terms of reference in compliance with the CG Code. The Nomination Committee consists of three independent non-executive Directors, being Mr. Xue Jun, Ms. Li Yiqing and Mr. Lui Chi Ho, and one executive Director, being Mr. Meng Shuqi, who is the chairman of the Nomination Committee.

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

During the year ended 31 December 2022, the Nomination Committee reviewed the structure, size and composition of the Board, assessed the independence of independent non-executive Directors and recommended the Board on the re-election of Directors.

提名委員會

本公司根據企業管治守則成立提名委員會，並訂立書面職權範圍。提名委員會由三名獨立非執行董事(即薛隽先生、勵怡青女士及呂志豪先生)及一名執行董事(即提名委員會主席孟書奇先生)組成。

提名委員會負責檢討及評估董事會的組成及獨立非執行董事的獨立性，以及就委任及罷免董事向董事會提供推薦意見。在提名新董事時，提名委員會就相關人士進行充分的盡職審查，並舉行會議作出推薦建議，以供董事會考慮及批准。提名委員會將根據本公司所採納的董事會多元化政策，基於用人唯才的原則按客觀條件考慮人選，並妥善考慮董事會成員多元化的裨益。董事會成員多元化將從多個方面進行考慮，包括但不限於性別、年齡、文化及教育背景、行業經驗、技術及專業技能及／或資格、知識、服務年期及就董事職務投入的時間。本公司亦將計及與其本身業務模式及不時的具體需求有關的因素。最終決定將以用人唯才為原則，並考慮所挑選的人選將對董事會作出的貢獻。

截至二零二二年十二月三十一日止年度，提名委員會已檢討董事會的架構、規模及組成、評估獨立非執行董事的獨立性，並就重選董事向董事會作出推薦建議。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding securities transactions by the Directors and the Group's employees who, because of their office or employment, are likely to possess inside information in relation to the Group or the Company's securities.

Having made specific enquiry of all Directors, they have all confirmed that they have complied with the Model Code during the year ended 31 December 2022. In addition, the Company is not aware of any non-compliance of the Model Code by the relevant employees of the Group during the year ended 31 December 2022.

FRAMEWORK FOR DISCLOSURE OF INSIDE INFORMATION

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

證券交易的標準守則

本公司已採納標準守則作為董事及本集團僱員(彼等因有關職位或受僱工作而可能擁有有關本集團或本公司證券之內幕消息)進行證券交易的自身行為守則。

經向全體董事作出具體查詢後，彼等均確認彼等於截至二零二二年十二月三十一日止年度內已遵守標準守則。此外，本公司並未獲悉本集團相關僱員於截至二零二二年十二月三十一日止年度內有任何不遵守標準守則之情況。

內幕消息披露框架

本公司設有處理及發佈內幕消息的政策，當中載有處理及發佈內幕消息的程序及內部監控措施，使內幕消息得以適時處理及發佈，而不會導致任何人士在證券交易上處於佔優的地位，亦讓市場有時間就最新可得資料定出本公司上市證券的價格。本政策亦為本公司員工提供指引，確保設有適當保護措施以防止本公司違反法定披露規定。本政策亦載有適當的內部監控及匯報制度，以識別及評估潛在的內幕消息。本公司內幕消息之發佈方法乃根據上市規則規定，於聯交所及本公司網站刊載相關消息。

Corporate Governance Report (continued) 企業管治報告(續)

EXTERNAL AUDITOR

For the year ended 31 December 2022, the fees paid/payable to Elite Partners CPA Limited, the external auditors of the Company, were as follows:

Nature of Services	服務性質	RMB'000 人民幣千元
Audit services (including annual audit)	審核服務(包括年度審核)	3,300
Non-Audit related services (including interim review and report on continuing connected transactions)	非審核相關服務(包括中期審閱、持續關連交易報告)	430
Total	總計	3,730

外聘核數師

截至二零二二年十二月三十一日止年度，已付／應付本公司外部核數師開元信德會計師事務所有限公司的費用如下：

ACCOUNTABILITY AND AUDIT

The Directors are responsible for overseeing the preparation of the consolidated financial statements which give a true and fair view of the state of affairs of the Group and of the results and cash flows during the year ended 31 December 2022. A statement from the auditor about its reporting responsibilities on the consolidated financial statements is set out on pages 92 to 94 of this annual report. In preparing the consolidated financial statements for the year ended 31 December 2022, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the consolidated financial statements on a going concern basis.

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

The basis on which the Company generates or preserves value over the longer term and the strategy for delivering its objectives are explained in the section headed "Management Discussion and Analysis" as set out on pages 28 to 44 of this annual report.

問責及審計

董事負責監督綜合財務報表的編製工作，以真實公平地反映本集團的事務狀況以及截至二零二二年十二月三十一日止年度的業績及現金流量。核數師就其對綜合財務報表的申報責任的聲明乃載於本年報第92至94頁。於編製截至二零二二年十二月三十一日止年度的綜合財務報表時，董事已選擇合適的會計政策並貫徹應用，作出審慎、公平及合理的判斷及估計，並按持續經營準編製綜合財務報表。

董事並不知悉任何可能會導致對本集團持續經營能力提出重大質疑的重大不明朗事件或情況。

本公司長期創造或保持價值的基準及達成目標的策略詳述於本年報第28至44頁所載「管理層討論與分析」一節。

INTERNAL CONTROLS AND RISK MANAGEMENT

The Board is responsible for evaluating and determining the nature and extent of the risk the Company is willing to take to achieve the Group's strategic objectives, and ensuring that the Group establishes and maintains appropriate and effective risk management and internal control systems. The Board has developed its internal management systems and has an internal audit function, which includes but is not limited to the following processes:

- the Board receives regular updates from the senior management and reviews the Group's business plan, financial results, investment strategies and business indicators to ensure that the business risks are identified and managed;
- the senior management supervises the Group's business performance on an on-going basis via regular meetings with respective departments and project teams, to identify potential risks and develop strategies to address the risk;
- the Group monitors a wide range of indicators, such as game statistics, player feedbacks and employee turnover rate, and responds promptly if any risk indicators arise; and
- the Group works with external legal, accounting and other professional advisers in various jurisdictions to ensure that it is in compliance with relevant legislation and regulations.

However, the 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 and not absolute assurance against material misstatement or loss.

內部監控及風險管理

董事會負責評估及釐定本公司為實現本集團戰略目標而願意承受的風險的性質及程度，並確保本集團建立及維持適當且有效的風險管理及內部監控制度。董事會已建立其內部管理制度，並擁有內部審核職能，包括但不限於以下程序：

- 董事會定期收到高級管理層提供的更新資料並檢討本集團的業務計劃、財務業績、投資策略及業務指標，以確保業務風險已獲識別及管理；
- 高級管理層持續監督本集團的業務表現，通過與各部門與項目組的定期會議，識別潛在風險並制定應對風險的策略；
- 本集團監察一系列指標監測，如遊戲統計數據、玩家反饋與僱員流失率等，並於出現任何風險指標時迅速應對；及
- 本集團在多處司法權區委聘外部法律、會計及其他專業顧問，以確保本集團遵守相關法律及法規。

然而，該等風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

Corporate Governance Report (continued) 企業管治報告(續)

The Board is responsible for overseeing the management in the design, implementation and monitoring of such systems, and reviewing and maintaining appropriate and effective risk management and internal control systems. During the year ended 31 December 2022, the Board conducted an annual review of the risk management and internal control systems of the Group and considered the risk management and internal control systems of the Group have been implemented effectively and are adequate. Such review covered financial, compliance and operational control. The Board also discussed the business risk, financial risk, compliance risk, operational risk and other risks. The Company has set up an internal control department to conduct regular review of the internal control system, policies and procedures of the Group and make recommendations for rectification. The Company will continue to improve its internal control system, to meet its obligations under the Listing Rules and to satisfy the development requirements of the Company.

In addition, the Board has reviewed and considered that the resources, staff qualifications and experience, training programs and budget of the Company's accounting, compliance, legal and financial reporting functions are adequate and effective during the year ended 31 December 2022.

The Group attaches utmost importance to the proper handling and dissemination of inside information. Internal policies have been put in place to ensure that inside information is adequately controlled. To ensure the confidentiality and the timely disclosure of inside information, all employees have been provided with learning materials and guidelines regarding the handling and dissemination of inside information. Our data system controls have been implemented to ensure the access to sensitive data is restricted to authorized personnel only.

董事會負責監督設計、實施及監察風險管理及內部監控制度的管理情況，以及檢討及維持適當且有效的風險管理及內部監控制度。截至二零二二年十二月三十一日止年度，董事會對本集團的風險管理及內部監控制度進行年度審閱，並認為本集團的風險管理及內部監控制度一直行之有效及充份。上述檢討涵蓋財務、合規及營運監控。董事會亦已討論業務風險、財務風險、合規風險、營運風險及其他風險。本公司已設立內部監控部門，以對本集團之內部監控制度、政策及程序進行定期檢討。本公司將不斷完善其內部監控系統，以符合其於上市規則項下之義務及滿足本公司發展需求。

此外，董事會已檢討並認為，截至二零二二年十二月三十一日止年度，本公司在會計、合規、法律及財務申報職能方面的資源、員工資歷及經驗、培訓課程以及預算足夠且有效。

本集團非常重視適當處理及發佈內幕消息。本集團已設有內部政策，確保能適當控制內幕消息。所有僱員均獲提供有關處理及發佈內幕消息的教材及指引，以確保保密及適時披露內幕消息。我們已實施數據系統控制措施，確保僅可由獲授權人士存取敏感資料。

COMMUNICATION WITH SHAREHOLDERS

The Company considers that effective communication with shareholders is essential so as to provide Shareholders and other stakeholders with ready, equal, regular and timely access to material information about the Company, in order to maintain an on-going dialogue with Shareholders and to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and other stakeholders to engage actively with the Company through general meetings or other proper means.

The Company communicates information to Shareholders and other stakeholders through various channels, including its periodical financial announcements and reports, annual general meetings and extraordinary general meetings, all the disclosures submitted to the Stock Exchange and its corporate communications and other corporate publications on the Company's website.

The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and extraordinary general meetings, which provides opportunities for Shareholders to ask questions about the Company's performance. The Chairman of the Board, independent non-executive Directors, and the chairmen of all Board committees (or their delegates) will make themselves available at general meetings to meet Shareholders and answer their enquiries.

In addition, to promote effective communication, the Company maintains a website at www.7road.com, where up-to-date information and updates on the Company's business developments and operations, financial information, corporate governance practices and other information are available for public access.

The Board has reviewed the implementation and effectiveness of the Shareholders' communication policy. Having considered the multiple channels of communication and engagement in place, it is satisfied that the Shareholders' communication policy has been implemented during the year ended 31 December 2022 and is effective.

與股東的溝通

本公司認為，與股東有效溝通乃為股東及其他持份者提供即時、均等、定期且及時獲得有關本公司的重要資料所必需，從而維持與股東對話並令股東及其他持份者透過股東大會或以其他合適方式積極地與本公司聯絡。

本公司透過多種渠道向股東及其他持份者傳遞信息，包括其定期財務公告及報告、股東週年大會及股東特別大會、提呈予聯交所的所有披露資料及其企業通訊以及本公司網站上的其他企業發佈資料。

本公司致力保持與股東對話，尤其透過股東週年大會或股東特別大會與股東溝通就本公司的表現，為股東提供機會就本公司的表現提問。董事會主席、獨立非執行董事及所有董事委員會主席(或彼等的授權代表)將出席股東大會，與股東會面及解答問題。

此外，為促進有效溝通，本公司設立網站 www.7road.com，上載本公司業務發展及營運的最新資料及進展、財務資料、企業管治常規及其他資料以供公眾查閱。

董事會已對股東通訊政策的實施及效力進行檢討。經考慮現有多種溝通途徑及參與途徑，其信納，股東通訊政策於截至二零二二年十二月三十一日止年度已適當實施，且為有效。

Corporate Governance Report (continued) 企業管治報告(續)

CHANGE IN CONSTITUTIONAL DOCUMENTS

The Articles of Association was conditionally adopted by the Board on 23 June 2018 and became effective on the Listing Date. A copy of the Articles of Association is available on the websites of the Company and the Stock Exchange. Since the Listing Date and up to the date of this annual report, there was no significant change in constitutional documents of the Company.

SHAREHOLDERS' RIGHTS

The Company was incorporated in the Cayman Islands. Pursuant to the Articles of Association, general meetings of the Company shall be convened on the written requisition of any one or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. Such meeting shall be held within two months after the deposit of such requisition.

To safeguard Shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Directors. All resolutions put forward at general meetings of the Company will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange after each general meeting.

Under article 64 of the Articles of Association, any one or more Shareholders holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company may at all times have the right, by a written requisition to the Board or the joint company secretaries of the Company, to require the convening of an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and 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.

章程文件變動

章程細則由董事會於二零一八年六月二十三日有條件採納，並自上市日期起生效。章程細則的副本可於本公司及聯交所網站查閱。自上市日期起及直至本年報日期，本公司的章程文件並無重大變動。

股東之權利

本公司於開曼群島註冊成立。根據章程細則，本公司任何一名或以上於提請要求當日持有不少於本公司繳足股本(附有權利可於本公司股東大會投票)十分之一的股東向本公司香港主要辦事處(倘本公司不再設置主要辦事處，則為註冊辦事處)發出書面要求後可召開本公司股東大會，有關書面要求須列明大會事項並由提請人簽署。有關大會應於該要求送達後兩個月內舉行。

為保障股東權益及權利，於股東大會上，各項重大獨立議題(包括選舉個別董事)均以獨立決議案作出提呈。所有於本公司股東大會上提呈的決議案將根據上市規則以股數投票方式進行表決，投票結果將於各股東大會後刊載於本公司及聯交所網站。

根據章程細則第64條，一名或多名於送達要求當日持有不少於本公司繳足股本(附有權利可本公司股東大會投票)十分之一的股東於任何時候均有權以書面要求形式要求董事會或本公司聯席公司秘書召開將由董事會召開的股東特別大會，以處理有關要求所訂明的任何事務，而該大會須於送達該要求後兩個月內舉行。倘於有關送達後21日內，董事會未有就召開大會，則遞呈要求人士可以相同方式自行召開大會，而本公司須向遞呈要求人士償付所有由遞呈要求人士因董事會未能召開大會而產生的所有合理開支。

Corporate Governance Report (continued) 企業管治報告(續)

The Board is not aware of any provisions allowing the Shareholders to put forward proposals at general meetings of the Company under the Articles of Association and the Companies Law. Shareholders who wish to put forward proposals at general meetings of the Company may refer to the preceding paragraph to make a written requisition to require the convening of an extraordinary general meeting of the Company.

Detailed procedures for Shareholders to propose a person for election as a Director are published on the Company's website. For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company as follows:

Address: No. 2-18-1902, Long Shan Road, Xin Wu District, Wuxi, Jiangsu Province, PRC

The Company will not normally deal with verbal or anonymous enquiries.

董事會並不知悉章程細則及公司法項下有任何條文允許股東於本公司的股東大會上提呈建議。股東擬於本公司股東大會上提呈建議，可參照前段所述作出書面要求，以要求召開本公司股東特別大會。

有關股東建議候選董事的詳細程序已刊載於本公司網站內。如欲向董事會作出任何查詢，股東可將書面查詢寄送至本公司，地址如下：

地址：中國江蘇省無錫市新吳區龍山路2-18-1902號

本公司一般不會處理口頭或匿名的查詢。

Directors' Report

董事會報告

The Board is pleased to present the annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The Company was incorporated in the Cayman Islands on 6 September 2017 as an exempted company with limited liability under the Companies Law. The Group is a leading game developer and operator in China with a global reach. The Group is principally engaged in the R&D, operation and publication of games and the provision of other services such as cloud computing.

The activities and particulars of the Company's subsidiaries are shown under note 40 to the consolidated financial statements. An analysis of the Group's revenue and operating profit for the year ended 31 December 2022 by principal activities is set out in the section headed "Management Discussion and Analysis" in this annual report and consolidated statement of profit or loss.

BUSINESS REVIEW

A review of the Group's business during the year ended 31 December 2022, which includes a discussion of the principal challenges and uncertainties faced by the Group, an analysis of the Group's performance using financial key performance indicators, particulars of important events affecting the Group during the year ended 31 December 2022, and an indication of likely future developments in the Group's business, could be found in the sections headed "Chairman's Statement", "Management Discussion and Analysis" and "Corporate Governance Report" in this annual report. The review and discussion form part of this Directors' report.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group actively abides by the regulatory requirements in various jurisdictions which it operates in, and has kept a close watch on any new laws or regulatory changes.

During the year ended 31 December 2021 and up to the date of this annual report, the Group has complied with the relevant laws and regulations that have a significant impact on the Company in material respects.

董事會欣然提呈本集團截至二零二二年十二月三十一日止年度的年報連同經審核綜合財務報表。

主要業務

本公司於二零一七年九月六日根據公司法在開曼群島註冊成立為獲豁免有限公司。本集團是一家位於中國的領先遊戲開發商及營運商，業務範圍遍及全球。本集團主要從事遊戲的研發、營運及出版，以及提供雲計算等其他服務。

本公司附屬公司業務及詳情載於綜合財務報表附註40。本集團按主要業務劃分之截至二零二二年十二月三十一日止年度收入及經營溢利分析載於本年報「管理層討論與分析」一節及綜合損益表。

業務回顧

本集團截至二零二二年十二月三十一日止年度業務回顧(包括本集團面對的主要挑戰及不明朗因素的討論、使用財務關鍵績效指標進行的本集團表現分析、影響本集團於截至二零二二年十二月三十一日止年度的重要事件詳情及預期本集團業務未來的發展的說明)可參閱本年報「主席致辭」、「管理層討論與分析」及「企業管治報告」等節。該等回顧及討論內容為本董事會報告的組成部分。

遵守法律及法規

本集團積極遵守經營所在各個司法權區的合規要求，並密切注意任何新法律或監管變動。

截至二零二一年十二月三十一日止年度及直至本年報日期，本集團已遵守對本公司於重大方面有重大影響的相關法律及法規。

RESULTS AND DIVIDEND

The consolidated financial results of the Group for the year ended 31 December 2022 are set out on pages 95 to 102 of this annual report. The Board has resolved not to recommend the payment of any final dividend for the year ended 31 December 2022.

CLOSURE OF THE REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 17 May 2023 to Tuesday, 23 May 2023, both days inclusive and during which period no share transfer will be effected, for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM to be held on Tuesday, 23 May 2023 at 11:00 a.m. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 16 May 2023.

FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on pages 10 to 11 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 December 2022 are set out in note 16 to the consolidated financial statements on pages 193 to 194 of this annual report.

業績及股息

本集團截至二零二二年十二月三十一日止年度綜合財務業績載於本年報第95至102頁。董事會決議不派發截至二零二二年十二月三十一日止年度的任何末期股息。

暫停辦理股份過戶登記

為確定股東出席將於二零二三年五月二十三日(星期二)上午十一時正舉行的股東週年大會及於會上投票的權利，本公司於二零二三年五月十七日(星期三)至二零二三年五月二十三日(星期二)(包括首尾兩日)將暫停辦理股份過戶登記手續。為符合資格出席股東週年大會及於會上投票，股東須將所有股份過戶文件連同有關股票於二零二三年五月十六日(星期二)下午四時三十分之前送達本公司之香港股份過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)，以辦理登記手續。

財務摘要

本集團過往五個財政年度的已刊發業績以及資產、負債及非控股權益摘要載於本年報第10至11頁。

物業、廠房及設備

本集團截至二零二二年十二月三十一日止年度物業、廠房及設備變動詳情，載於本年報第193至194頁綜合財務報表附註16。

Directors' Report (continued) 董事會報告(續)

ENVIRONMENT POLICIES AND PERFORMANCE

The Group is highly aware of the importance of environment 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. See "Appendix – Environmental, Social and Governance Report" to this annual report for further details.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year ended 31 December 2022 are set out in note 27 to the consolidated financial statements on page 214 of this annual report.

RESERVES

Details of the movement in the reserves of the Group and of the Company during the year ended 31 December 2022 are set out in the Consolidated Statement of Changes in Equity on pages 99 to 100 of this annual report and in note 41 to the consolidated financial statements on pages 239 to 240 of this annual report, respectively. As at 31 December 2022, the Company had distributable reserves amounting to RMB4,026.9 million.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any Shares for the year ended 31 December 2022.

PRE-EMPTIVE RIGHTS

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

環保政策及表現

本集團深明保護環境的重要性，而在其業務方面(包括健康及安全、工作場所環境、僱傭及環境)並無發現重大不符合相關法律法規的情況。本集團已實行環保措施，並已鼓勵員工在工作時注重環保，按實際需要而耗用電力和紙張，以節省能源消耗及盡量減少不必要浪費。進一步詳情請見本年報「附錄 – 環境、社會及管治報告」。

股本

本公司截至二零二二年十二月三十一日止年度股本變動詳情載於本年報第214頁綜合財務報表附註27。

儲備

本集團及本公司截至二零二二年十二月三十一日止年度儲備變動詳情分別載於本年報第99至100頁的綜合權益變動表及本年報第239至240頁的綜合財務報附註41。於二零二二年十二月三十一日，本公司有可供分派儲備人民幣4,026.9百萬元。

購買、出售或贖回本公司上市證券

本公司或任何其附屬公司於截至二零二二年十二月三十一日止年度並無購買、出售或贖回任何股份。

優先認購權

章程細則或公司法概無載列優先認購權條文，使本公司須按比例向現有股東發售新股份。

DIRECTORS

The Board currently consists of the following six Directors:

Executive Directors

Mr. Meng Shuqi (*Chairman*)
Mr. Li Zhengquan
Mr. Yang Cheng
Mr. Peng Cheng

Independent Non-executive Directors

Mr. Xue Jun
Ms. Li Yiqing
Mr. Lui Chi Ho

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 annual report are set out on pages 22 to 27 the section headed "Profiles of Directors and Senior Management" in this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company. Pursuant to their respective service contracts, (i) Mr. Meng Shuqi has agreed to act as executive Director for an initial term of three years commencing from 18 July 2018, which was renewed for three more years on 18 July 2021; (ii) Mr. Yang Cheng agreed to act as executive Director with effect from 29 October 2018 for a term of three years, which was renewed for three more years on 29 October 2021; (iii) Mr. Li Zhengquan agreed to act as executive Director with effect from 30 April 2019 for a term of three years, which was renewed for three more years on 30 April 2022; and (iv) Mr. Peng Cheng agreed to act as executive Director with effect from 8 March 2023 for a term of three years. The above service contracts may be terminated by not less than three months' notice in writing served by either the executive Director or the Company. Each of the independent non-executive Directors has signed an appointment letter with the Company for an initial term of three years commencing from his/her respective appointment date, 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 independent non-executive Directors is entitled to a fixed Director's fee.

董事

董事會目前由以下六名董事組成：

執行董事

孟書奇先生(主席)
李正全先生
楊成先生
彭程先生

獨立非執行董事

薛隽先生
勵怡青女士
呂志豪先生

董事及高級管理層履歷詳情

於本年報日期的本集團董事及高級管理層履歷詳情載於本年報第22至27頁「董事及高級管理人員簡介」一節。

董事服務合約

各執行董事已與本公司訂立服務合約。根據彼等相關服務合約，(i)孟書奇先生同意擔任執行董事，初步任期為二零一八年七月十八日起為期三年，其後於二零二一年七月十八日續約三年；(ii)楊成先生同意擔任執行董事，自二零一八年十月二十九日起生效，為期三年，並於二零二一年十月二十九日續簽三年；(iii)李正全先生同意擔任執行董事，自二零一九年四月三十日起生效，為期三年，並於二零二二年四月三十日續期三年；及(iv)彭程先生同意擔任執行董事，自二零二三年三月八日起生效，為期三年。執行董事或本公司可發出不少於三個月通知期的書面通知終止上述服務合約。各獨立非執行董事已與本公司簽訂委任函，初步任期為彼等各自獲委任當日起三年，董事或本公司可發出不少於三個月書面通知終止該等委任函。各獨立非執行董事根據各自之委任函，可獲發定額董事袍金。

Directors' Report (continued) 董事會報告(續)

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 (including the Directors proposed for re-election at the AGM) has a service contract with members of the Group that is not determinable 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" in note 38 to the consolidated financial statements, no contract of significance was entered into between the Company or any of its subsidiaries and the controlling shareholders of the Company or any of its subsidiaries during the year ended 31 December 2022 or subsisted at the end of the year and no contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder of the Company or any of its subsidiaries was entered into during the year ended 31 December 2022 or subsisted at the end of the year ended 31 December 2022.

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

Other than disclosed in note 11 to the consolidated financial statements, 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 at the end of the year or at any time during the year ended 31 December 2022.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

The emoluments of the Directors and senior management of the Group are decided by the Board with reference to the recommendation given by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

董事委任須遵守章程細則下董事退任及輪值的規定。

概無董事(包括建議於股東週年大會重選的董事)已與本集團成員公司訂立不可由本集團於一年內毋須支付賠償(法定賠償除外)而終止的服務合約。

控股股東合約

除綜合財務報表附註38「關聯方交易」一節所披露者外，於截至二零二二年十二月三十一日止年度或年末，本公司或其任何附屬公司概無與本公司任何控股股東或其任何附屬公司訂立或存續重大合約，以及於截至二零二二年十二月三十一日止年度或截至二零二二年十二月三十一日止年度末本公司亦沒有訂立或存續有關由本公司控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務的重大合約。

董事於重大交易、安排或合約的權益

除綜合財務報表附註11的披露資料外，於年末或截至二零二二年十二月三十一日止年度內任何時間，本公司或其任何附屬公司並非任何有關本集團業務且董事或與該董事有關連的實體擁有直接或間接重大權益的重大交易、安排或合約的訂約方。

董事及高級管理層薪酬

董事會參考薪酬委員會提供的建議並考慮本集團經營業績、個別人士表現及可比擬市場統計資料釐定本集團董事及高級管理層薪酬。

Directors' Report (continued) 董事會報告(續)

Details of the Directors' emoluments and emoluments of the five highest paid individuals in the Group are set out in notes 10 and 11 to the consolidated financial statements in this annual report. The annual remunerations of senior management (excluding those who are also the Directors) for the year ended 31 December 2022 fall within the following:

截至二零二二年十二月三十一日止年度的董事薪酬及本集團五名最高薪人士的酬金詳情載於本年報綜合財務報表附註10及11。高級管理層(不包括亦為董事者)的年度薪酬屬於以下範圍：

	Number of individuals 人數 (Note) (附註)
HK\$500,001 to HK\$1,000,000	500,001港元至1,000,000港元
	3

For the year ended 31 December 2022, no emoluments were paid by the Group to any Directors 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. None of the Directors had waived any emoluments for the year ended 31 December 2022.

截至二零二二年十二月三十一日止年度，本集團概無向任何董事或五名最高薪酬人士的任何人士發放作為加盟本集團或加盟本集團時的獎金或作為離職補償的薪酬。截至二零二二年十二月三十一日止年度，概無董事放棄任何薪酬。

Except as disclosed above, no other payments had been made or were payable, for the year ended 31 December 2022, by our Group to or on behalf of any of the Directors.

除上文所披露者外，截至二零二二年十二月三十一日止年度，本集團概無向任何董事或代表任何董事支付或應付任何其他款項。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save as disclosed in the section headed "Relationship with our Controlling Shareholders" in the Prospectus, for the year ended 31 December 2022, 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.

董事於競爭業務的權益

除招股章程「與控股股東的關係」一節所披露者外，截至二零二二年十二月三十一日止年度，概無董事或彼等各自的緊密聯繫人(定義見上市規則)在與本集團的業務直接或間接競爭或可能競爭的業務中擁有任何權益(擔任本公司及/或其附屬公司董事除外)。

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all the independent non-executive Directors are independent.

獨立非執行董事的獨立性

本公司已根據上市規則第3.13條接獲各獨立非執行董事就彼等的獨立性出具的年度確認，並認為所有獨立非執行董事均為獨立人士。

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

Contractual Arrangements

Background

On 11 December 2001, the State Council promulgated the Regulations for the Administration of Foreign-Invested Telecommunications Enterprises (the “FITE Regulations”), which were amended on 10 September 2008 and 6 February 2016. According to the FITE Regulations, foreign investors are not allowed to hold more than 50% of the equity interests of a company providing value-added telecommunications services. In addition, a foreign investor who invests in a value-added telecommunications business in the PRC must possess prior experience in operating value-added telecommunications businesses and a proven track record of business operations overseas (the “Qualification Requirements”). Currently, none of the applicable PRC laws, regulations or rules provided clear guidance or interpretation on the Qualification Requirements. Therefore, in order for the Company to be able to carry on its business in the PRC, the Group has entered into the Contractual Arrangements to enable the Company to exercise and maintain control over operations of the Consolidated Affiliated Entities and to consolidate these companies' financial results into the Company's results under IFRSs as if they are wholly-owned subsidiaries of the Company.

Despite the lack of clear guidance or interpretation on the Qualification Requirements, we have taken and plan to continue to take specific steps to comply with the Qualification Requirements.

Up to the date of this annual report, there is no further update in relation to the Qualification Requirement. The Contractual Arrangements which were in place during the year ended 31 December 2022 are as follows:

1. The voting rights proxy agreement and powers of the attorney dated 13 April 2018, pursuant to which each of the Registered Shareholders irrevocably appointed Qianhai Huanjing or the Directors and their successors as his attorney-in-fact to exercise such shareholder's rights in Shenzhen 7Road (the “Proxy Agreement and Powers of Attorney”).

不獲豁免的持續關連交易

合約安排

背景

於二零零一年十二月十一日，國務院頒佈《外商投資電信企業管理規定》(《外資電信企業規定》)，並於二零零八年九月十日及二零一六年二月六日修訂。根據《外資電信企業規定》，外國投資者不得於提供增值電信服務的公司持有超過50%的股權。此外，在中國投資增值電信業務的外國投資者必須具備經營增值電信業務的過往經驗，並擁有境外業務經營的可靠往績記錄(「資質要求」)。現時，概無適用的中國法律、法規或規則就資質要求作出明確的指引或詮釋。因此，為使本公司可在中國經營其業務，本集團已訂立合約安排，使本公司可行使及維持對併表附屬實體營運的控制權，以及根據國際財務報告準則將該等公司的財務業績綜合計入本公司業績，猶如該等公司為本公司的全資附屬公司。

儘管資質要求缺乏明確的指引或詮釋，我們已採取，並計劃繼續採取特定措施以符合資質要求。

截至本年報日期，概無關於資質要求的進一步更新資料。於截至二零二二年十二月三十一日止年度已設立的合約安排如下：

1. 日期為二零一八年四月十三日的表決權委託協議及授權書，據此，各登記股東不可撤回地委任前海幻境或董事及彼等繼承人作為實際代理人行使該股東於深圳第七大道的權利(「表決權委託協議及授權書」)。

Directors' Report (continued) 董事會報告(續)

2. The exclusive option agreement dated 13 April 2018, pursuant to which Registered Shareholders jointly and severally granted irrevocably to Qianhai Huanjing the exclusive rights to require the Registered Shareholders to transfer any or all their equity interests and/or assets in Shenzhen 7Road to Qianhai Huanjing and/or a third party designated by it, in whole or in part at any time and from time to time, at a minimum purchase price permitted under PRC laws and regulations. The Registered Shareholders have also undertaken, subject to the relevant PRC laws and regulations, they will return to Qianhai Huanjing any consideration received in the event that Qianhai Huanjing exercises the option to acquire the equity interests of Shenzhen 7Road (the “**Exclusive Option Agreement**”).
3. The equity pledge agreement dated 13 April 2018, pursuant to which each of the Registered Shareholders agreed to pledge all of their respective equity interests in Shenzhen 7Road to Qianhai Huanjing as a security interest to guarantee the performance of contractual obligations and the payment of outstanding debts under the Contractual Arrangements (the “**Equity Pledge Agreement**”).
4. the exclusive business cooperation agreement dated 13 April 2018, pursuant to which Shenzhen 7Road agreed to engage Qianhai Huanjing as its exclusive provider of technical support, consultation and other services and Shenzhen 7Road agreed to pay service fees to Qianhai Huanjing (the “**Exclusive Business Cooperation Agreement**”).

No service fee was paid pursuant to the Exclusive Business Cooperation Agreement for the year ended 31 December 2022.

The revenue and net profit of the Consolidated Affiliated Entities subject to the Contractual Arrangements amounted to approximately RMB140 million and RMB-0.22 million for the year ended 31 December 2022, respectively. The total assets and total liabilities of the Consolidated Affiliated Entities subject to the Contractual Arrangements amounted to approximately RMB749 million and RMB436 million as at 31 December 2022, respectively.

Risks associated with the Contractual Arrangements

For risks associated with the Contractual Arrangements, please see the section headed “Risk Factors — Risks Relating to our Corporate Structure” in the Prospectus for details.

2. 日期為二零一八年四月十三日的獨家購股權協議，據此，登記股東共同及個別不可撤回地向前海幻境授出獨家權利，令其可隨時及不時要求登記股東向前海幻境及／或其指定的第三方，按中國法律法規允許的最低購買價全部或部分轉讓彼等於深圳第七大道的任何或全部股權及／或資產。登記股東亦已承諾，在相關中國法律及法規的規限下，倘前海幻境行使選擇權收購深圳第七大道的股權，彼等將向前海幻境退還任何已收代價(「**獨家購股權協議**」)。
3. 日期為二零一八年四月十三日的股權質押協議，據此，各登記股東已同意向前海幻境質押彼等各自於深圳第七大道的全部股權，作為擔保根據合約安排履行合約義務及支付未償還債務的抵押權益(「**股權質押協議**」)。
4. 日期為二零一八年四月十三日的獨家業務合作協議，據此，深圳第七大道同意委聘前海幻境為其技術支持、諮詢及其他服務的獨家供應商，而深圳第七大道同意支付服務費予前海幻境(「**獨家業務合作協議**」)。

於截至二零二二年十二月三十一日止年度，概無根據獨家業務合作協議支付服務費。

併表附屬實體於截至二零二二年十二月三十一日止年度根據合約安排的收益及淨利潤分別約人民幣140百萬元及人民幣-0.22百萬元。併表附屬實體於二零二二年十二月三十一日根據合約安排的總資產及總負債分別約為人民幣749百萬元及人民幣436百萬元。

與合約安排有關的風險

與合約安排有關的風險，請參閱招股章程「風險因素 — 與企業架構有關的風險」以了解詳情。

Directors' Report (continued)

董事會報告(續)

Material change in relation to the Contractual Arrangements

During the year ended 31 December 2022, there was no material change in the Contractual Arrangements and/or the circumstances under which they were adopted.

Unwinding the Contractual Arrangements

The Company will unwind the Contractual Arrangements as soon as the laws allows the business of the Consolidated Affiliated Entities to be operated without the Contractual Arrangements.

However, for the year ended 31 December 2022, none of the Contractual Arrangements had been unwound as none of the restrictions that led to the adoption of the Contractual Arrangements had been removed.

Waiver from the Stock Exchange

The Stock Exchange has granted a waiver to the Company from strict compliance with the connected transactions requirements under Chapter 14A of the Listing Rules in respect of the Contractual Arrangements. For details, please refer to the section "Connected Transactions" in the Prospectus.

Annual review

The Directors, including the independent non-executive Directors, have reviewed the Contractual Arrangements and have confirmed that the Contractual Arrangements were entered into (i) in the ordinary and usual course of business of the Group, (ii) on normal commercial terms, and (iii) in accordance with the respective agreement governing them on terms that are fair and reasonable and in the interests of the Company and its Shareholders as a whole. In addition, the independent non-executive Directors confirm that (i) the transactions as contemplated under the Contractual Arrangements carried out during the year ended 31 December 2022 have been entered into in accordance with the relevant provisions of the Contractual Arrangements; (ii) no dividends or other distributions have been made by Shenzhen 7Road to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group; and (iii) no new contracts have been renewed and/or adopted as a result of the Contractual Arrangements.

關於合約安排的重大變動

於截至二零二二年十二月三十一日止年度，合約安排及／或導致採納合約安排的環境並無重大變動。

解除合約安排

本公司將在法律允許併表附屬實體的業務可在毋須合約安排而可營運的情況下，盡快解除合約安排。

然而，於截至二零二二年十二月三十一日止年度，概無合約安排已被解除，因為導致採納合約安排的限制概未被移除。

聯交所豁免

聯交所已授出豁免予本公司，可就合約安排毋須嚴格遵上市規則第14A章關於關連交易的要求。詳情請參閱招股章程「關連交易」一節。

年度審閱

董事(包括獨立非執行董事)已審閱合約安排，並確認合約安排乃(i)於本集團的日常及一般業務過程中訂立；(ii)按正常商業條款訂立；以及(iii)根據規管有關交易的協議進行，且相關協議條款屬公平合理，並且符合本公司及股東的整體利益。此外，獨立非執行董事確認(i)截至二零二二年十二月三十一日止年度進行的合約安排項下擬進行交易已根據合約安排的相關條文訂立；(ii)深圳第七大道概無向其股權持有人支付其後未以其他方式轉讓或轉撥予本集團的股息或其他分派；及(iii)概無因合約安排而續訂及／或採納任何新合約。

Directors' Report (continued) 董事會報告(續)

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

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 ended 31 December 2022.

EQUITY-LINKED AGREEMENTS

During the year ended 31 December 2022, the Company did not enter into any equity-linked agreement.

此外，本公司外部核數師開元信德會計師事務所有限公司已獲委聘根據香港會計師公會頒佈之香港核證委聘準則第3000號「審核或審閱過往財務資料以外之核證委聘」及參照實務說明第740號「關於香港上市規則所述持續關連交易之核數師函件」就本集團之持續關連交易作出報告。核數師已根據上市規則第14A.56條發出無保留意見函件，當中載有其對本集團於上文披露的持續關連交易的結論。

根據上市規則的持續披露 責任

除本年報所披露者外，本公司並無上市規則第13.20、13.21及13.22條項下的任何其他披露責任。

管理合約

除董事服務合約及委任書外，於截至二零二二年十二月三十一日止年度年末或年內任何時間，概無訂立或存在與本集團整體或任何重大部分業務的管理及行政事務有關的合約。

股權掛鈎協議

截至二零二二年十二月三十一日止年度，本公司並無訂立任何股權掛鈎協議。

MATERIAL LEGAL PROCEEDINGS

- (i) Legal proceedings commenced by Digital Hollywood Interactive Limited against Qianhai Huanjing and Shenzhen 7Road in April 2020

On 27 April 2020, Guangzhou Zhang Ying Kong Information Technology Company Limited (廣州掌贏控信息科技有限公司) (“**Zhang Ying Kong**”), a subsidiary of Digital Hollywood Interactive Limited (a company listed on the Stock Exchange, stock code: 2022), as plaintiff, litigated against Qianhai Huanjing and Shenzhen 7Road, each a subsidiary of the Company, as defendants, concerning a game cooperative development agreement (the “**April 2020 Lawsuit**”). The amount of the claims made by Zhang Ying Kong in relation to the April 2020 Lawsuit was approximately RMB11.7 million. The April 2020 Lawsuit was filed to the People's Court of Haizhu District, Guangzhou, the PRC on 18 May 2020 and was subsequently transferred to the Guangzhou Intellectual Property Court on 30 June 2020. On 25 March 2022, the court made a preliminary judgement, subject to appeal, which held that Qianhai Huanjing shall refund usage fees of approximately RMB6.6 million to Zhang Ying Kong. As at the date of this annual report, the case is still awaiting a verdict in the second trial.

- (ii) Legal proceedings commenced by Qianhai Huanjing in March 2021

On 3 March 2021, the Company was informed by Qianhai Huanjing that it, as the plaintiff, filed a lawsuit (the “**March 2021 Lawsuit**”) with the Shenzhen Intermediate People's Court (the “**Shenzhen Intermediate Court**”) against Proficient City Limited (“**PCL**”), as the defendant, in relation to intellectual property rights dispute over the online game Wartune (神曲), and has received the Notice of Case Acceptance from the Shenzhen Intermediate Court. On 10 March 2022, Qianhai Huanjing received notice that the hearing of the March 2021 Lawsuit will be held on 30 March 2022. As at the date of this annual report, the March 2021 Lawsuit is still awaiting a verdict in the second trial but is not expected to affect the normal business operation of the Group. Details of the above legal proceedings are set out in the Company's announcement dated 3 March 2021.

重大法律訴訟

- (i) 遊萊互動集團有限公司於二零二零年四月對前海幻境及深圳第七大道提起的訴訟

於二零二零年四月二十七日，遊萊互動集團有限公司(一間於聯交所上市的公司，股份代號：2022)的附屬公司廣州掌贏控信息科技有限公司(「**掌贏控**」)(作為原告)就一份遊戲合作發展協議對本公司附屬公司前海幻境及深圳第七大道(作為被告)提起訴訟(「**二零二零年四月訴訟**」)。掌贏控有關二零二零年四月訴訟的申索金額為約人民幣11.7百萬元。二零二零年四月訴訟於二零二零年五月十八日向中國廣州市海珠區人民法院提起，隨後於二零二零年六月三十日移交至廣州知識產權法院。二零二二年三月二十五日，法院作出初步判決，判決前海幻境向掌贏控退還使用費約人民幣6.6百萬元，惟可以上訴。於本年報日期，案件尚在等待二審判決結果。

- (ii) 前海幻境於二零二一年三月提起的法律訴訟

於二零二一年三月三日，本公司獲前海幻境告知，其(作為原告)已向深圳市中級人民法院(「**深圳中院**」)對 Proficient City Limited (「**PCL**」) 作為被告)就網絡遊戲「神曲」的知識產權糾紛提起訴訟(「**二零二一年三月訴訟**」)，並已收到深圳中院發出的《受理案件通知書》。於二零二二年三月十日，前海幻境接獲通知，二零二一年三月訴訟的聆訊將於二零二二年三月三十日舉行。於本年報日期，二零二一年三月訴訟尚在等待二審判決結果。惟預期不會影響本集團的正常業務運作。上述法律訴訟的詳情載於本公司日期為二零二一年三月三日的公告。

Directors' Report (continued) 董事會報告(續)

(iii) Legal proceedings commenced by PCL against Qianhai Huanjing and Shenzhen 7Road in August 2022

On 8 December 2021, PCL, as plaintiff, filed a lawsuit with the Guangdong Higher People's Court (the "**Guangdong Higher Court**") against Shenzhen 7Road and Qianhai Huanjing, as defendants, in relation to a dispute on infringement of trade secret over the online game Wartune (神曲), and Shenzhen 7Road and Qianhai Huanjing had received the Notice to Respond from the Guangdong Higher Court in July and August 2022, respectively (the "**August 2022 Lawsuit**"). The amount of the monetary claims made by PCL in relation to the August 2022 Lawsuit was RMB25 million. Shenzhen 7Road and Qianhai Huanjing had already engaged legal advisors, and the legal advisors had advised that there is insufficient factual and legal basis for PCL's claims. As at the date of this annual report, Shenzhen 7Road, Qianhai Huanjing and their respective legal advisors are in the process of actively preparing their responses against PCL's claims in relation to the August 2022 Lawsuit.

Save as disclosed above, the Group was not involved in any other material legal proceedings during the year ended 31 December 2022.

LOAN AND GUARANTEE

During the year ended 31 December 2022, the Group had not made any loan or provided any guarantee for any loan, directly or indirectly, to the Directors, senior management of the Company, the controlling shareholders of the Company or their respective connected persons.

RSU SCHEME

On 6 March 2018, the RSU Scheme was approved and adopted by the Directors. The purpose of the RSU Scheme is to incentivize Directors, senior management and employees of our Group for their contribution to our Group, to attract, motivate and retain skilled and experienced personnel to strive for the future development and expansion of our Group by providing them with the opportunity to own equity interests in our Company. Persons eligible to receive RSUs under the RSU Scheme are existing employees, directors (whether executive or non-executive, but excluding independent non-executive directors) or officers of our Company or any member of our Group (the "**RSU Eligible Persons**"). Our Board selects the RSU Eligible Persons to receive RSUs under the RSU Scheme at its discretion.

(iii) PCL於二零二二年八月對前海幻境及深圳第七大道提起的訴訟

於二零二一年十二月八日，PCL(作為原告)已向廣東省高級人民法院(「**廣東高院**」)對深圳第七大道及前海幻境(作為被告)就侵犯網絡遊戲「神曲」的商業秘密糾紛提起訴訟(「**二零二二年八月訴訟**」)，深圳第七大道及前海幻境分別已於二零二二年七月及八月收到廣東高院發出的《應訴通知書》。PCL有關二零二二年八月訴訟的貨幣申索金額為人民幣25百萬元。深圳第七大道及前海幻境已委聘法律顧問，並已獲法律顧問告知PCL申索的事實及法律依據不足。於本年報日期，深圳第七大道與前海幻境及彼等各自的法律顧問正在積極準備對PCL有關二零二二年八月訴訟的應對。

除上文所述者外，本集團於截至二零二二年十二月三十一日止年度並無牽涉任何其他重大法律訴訟。

貸款及擔保

截至二零二二年十二月三十一日止年度，本集團並無任何貸款或就任何貸款直接或間接向本公司董事、高級管理層、控股股東或其相關關連人士作出擔保。

受限制股份單位計劃

於二零一八年三月六日，受限制股份單位計劃獲董事批准及採納。受限制股份單位計劃的目的為透過向本集團董事、高級管理層及僱員提供擁有本公司本身股權的機會，獎勵彼等為本集團作出的貢獻，吸引、激勵及挽留技術熟練與經驗豐富的人員為本集團的未來發展及擴張而努力。合資格根據受限制股份單位計劃獲授受限制股份單位的人士為本公司或本集團任何成員公司現有僱員、董事(不論執行或非執行董事，但不包括獨立非執行董事)或高級職員(「**受限制股份單位合資格人士**」)。董事會酌情甄選受限制股份單位合資格人士根據受限制股份單位計劃獲授受限制股份單位。

Directors' Report (continued) 董事會報告(續)

The RSU Scheme will be valid and effective for a period of ten (10) years, commencing from 6 March 2018 (unless it is terminated earlier in accordance with its terms). As at 31 December 2022, the remaining life of the RSU Scheme was approximately five years. The maximum number of RSUs that may be granted under the RSU Scheme in aggregate (excluding RSUs that have lapsed or been cancelled in accordance with the rules of the RSU Scheme) shall be such number of Shares held or to be held by the trustee for the RSU Scheme for the purpose of the RSU Scheme from time to time. Further details of the principal terms of the RSU Scheme are set out in the Prospectus.

Our Company has appointed Mr. Meng Shuqi and Mr. Hu Min as the trustees (the “**RSU Trustees**”) to assist in the administration of the RSU Scheme. Our Company may (i) allot and issue Shares to the RSU Trustees to be held by the RSU Trustees and which will be used to satisfy the Shares underlying the RSUs upon exercise and/or (ii) direct and procure the RSU Trustees to receive existing Shares from any Shareholder or purchase existing Shares (either on-market or off-market) to satisfy the Shares underlying the RSUs upon exercise. Our Company shall procure that sufficient fund is provided to the RSU Trustees by whatever means as our Board may in its absolute discretion determine to enable the RSU Trustees to satisfy its obligations in connection with the administration of the RSU Scheme.

Since 31 December 2021, the Company did not have any outstanding RSUs. During the year ended 31 December 2022, no RSUs were granted, exercised, expired, lapsed, cancelled or outstanding.

The above RSU Scheme constitute a share scheme under Chapter 17 of the Listing Rules. Since the Listing Date, the Company did not have any other share schemes.

受限制股份單位計劃將自二零一八年三月六日起計十(10)年期間有效(除非根據其條款提前終止)。於二零二二年十二月三十一日，受限制股份單位計劃的剩餘年期約為五年。可根據受限制股份單位計劃授出的受限制股份單位上限總數(不包括根據受限制股份單位計劃規則已失效或註銷的受限制股份單位)須為受限制股份單位受託人就受限制股份單位計劃不時持有或將持有的股份數目。受限制股份單位計劃主要條款的進一步詳情載於招股章程。

本公司已委任孟書奇先生及胡敏先生擔任受託人(「**受限制股份單位受託人**」)以協管理受限制股份單位計劃。本公司可(i)向受限制股份單位受託人配發及發行其將持有的股份，該等股份將於行使後用作履行受限制股份單位涉及之相關股份及／或(ii)指示並促使受限制股份單位受託人自任何股東接收現有股份或購買現有股份(於市場或場外內購買)以於行使後履行受限制股份單位涉及之相關股份。本公司須促使以董事會全權酌情釐定的任何方式向受限制股份單位受託人提供足夠的資金，以讓受限制股份單位受託人履行其有關受限制股份單位計劃管理工作的責任。

自二零二一年十二月三十一日起，本公司並無尚未行使的受限制股份單位。截至二零二二年十二月三十一日止年度，概無受限制股份單位授出、行使、屆滿、失效、註銷或尚未行使。

上述受限制股份單位計劃構成上市規則第17章項下的股份計劃。自上市日期起，本公司並無其他任何股份計劃。

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

As at 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 (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she has taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Interests in the Company

Name of Director/Chief Executive	Capacity /Nature of interest	Number of Shares or underlying Shares held ⁽²⁾	Approximate percentage of issued share capital ⁽¹⁾ 佔已發行股本概約百分比 ⁽¹⁾
董事／最高行政人員姓名	身份／權益性質	相關股份數目 ⁽²⁾	
Mr. Meng Shuqi ⁽³⁾⁽⁴⁾ 孟書奇先生 ⁽³⁾⁽⁴⁾	Interest in a controlled corporation 受控制法團權益	528,854,000	19.20%

Notes:

- (1) The calculation is based on the total number of 2,753,200,000 Shares in issue as at 31 December 2022.
- (2) All interest stated are long positions.
- (3) 429,922,000 Shares are registered under the name of Ben 7Road Holdings Limited, the issued share capital of which is wholly owned by Mr. Meng Shuqi. Accordingly, Mr. Meng Shuqi is deemed to be interested in all the Shares held by Ben 7Road Holdings Limited for the purpose of Part XV of the SFO.
- (4) 98,932,000 Shares are registered under the name of 7Road Elite Holdings Limited, the issued share capital of which is wholly owned by Ben 7Road Holdings Limited. Ben 7Road Holdings Limited is wholly owned by Mr. Meng Shuqi. Accordingly, each of Mr. Meng Shuqi and Ben 7Road Holdings Limited is deemed to be interested in all the Shares held by 7Road Elite Holdings Limited for the purpose of Part XV of the SFO.

董事及最高行政人員於股份、相關股份及債權證之權益及淡倉

於二零二二年十二月三十一日，董事及本公司最高行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）股份、相關股份及債權證中擁有(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所(包括根據證券及期貨條例的條文，被當作或視為擁有的權益或淡倉)；或(b)根據證券及期貨條例第352條須記錄於該條例所指的登記冊中；或(c)根據標準守則須知會本公司及聯交所的權益或淡倉如下：

於本公司之權益

Name of Director/Chief Executive	Capacity /Nature of interest	Number of Shares or underlying Shares held ⁽²⁾	Approximate percentage of issued share capital ⁽¹⁾ 佔已發行股本概約百分比 ⁽¹⁾
董事／最高行政人員姓名	身份／權益性質	相關股份數目 ⁽²⁾	
Mr. Meng Shuqi ⁽³⁾⁽⁴⁾ 孟書奇先生 ⁽³⁾⁽⁴⁾	Interest in a controlled corporation 受控制法團權益	528,854,000	19.20%

附註：

- (1) 計算乃根據二零二二年十二月三十一日的已發行股份總數2,753,200,000股。
- (2) 所列權益全部均為好倉。
- (3) 429,922,000股股份註冊於Ben 7Road Holdings Limited名下，而該公司的已發行股本由孟書奇先生全數擁有。因此，就證券及期貨條例第XV部而言，孟書奇先生被視為於Ben 7Road Holdings Limited所持有的全部股份中擁有權益。
- (4) 98,932,000股股份註冊於7Road Elite Holdings Limited名下，而該公司的已發行股本由Ben 7Road Holdings Limited全數擁有。Ben 7Road Holdings Limited由孟書奇先生全資擁有。因此，就證券及期貨條例第XV部而言，孟書奇先生及Ben 7Road Holdings Limited各自被視為於7Road Elite Holdings Limited所持有的全部股份中擁有權益。

Directors' Report (continued) 董事會報告(續)

Interests in Other Members of the Group

於本集團其他成員公司之權益

Name of Director/ Chief Executive	Name of other members of the Group	Capacity/ Nature of interest	Approximate percentage of registered capital ⁽¹⁾ 註冊股本 概約百分比 ⁽¹⁾
董事／最高行政人員姓名	本集團其他成員公司名稱	身份／權益性質	
Mr. Meng Shuqi 孟書奇先生	Shenzhen 7Road ⁽²⁾ 深圳第七大道 ⁽²⁾	Beneficial owner 實益擁有人	21.50%
	Shenzhen Qianqi ⁽²⁾ 深圳千奇 ⁽²⁾	Interest in a controlled corporation 受控制法團權益	21.50%
	Huoerguosi 7Road ⁽²⁾ 霍爾果斯第七大道 ⁽²⁾	Interest in a controlled corporation 受控制法團權益	21.50%

Notes:

- (1) All interests stated are long positions.
- (2) Each of Shenzhen 7Road, Shenzhen Qianqi and Huoerguosi 7Road is accounted for a subsidiary of the Company by virtue of the Contractual Arrangements.

附註：

- (1) 所列所有權益均為好倉。
- (2) 深圳第七大道、深圳千奇及霍爾果斯第七大道各自因合約安排而全部入賬為本公司的一間附屬公司。

Save as disclosed above, as at 31 December 2022, none of the Directors nor the chief executive of the Company had any interests or short positions in any of the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code; or to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO.

除上述所披露者外，於二零二二年十二月三十一日，概無本公司董事或最高行政人員於本公司或其任何相聯法團(具有證券及期貨條例第XV部所賦予之涵義)之任何股份、相關股份或債權證中擁有本公司須根據證券及期貨條例第352條須予備存的登記冊內之任何權益或淡倉；或須根據標準守則之規定而須知會本公司及聯交所之任何權益或淡倉；或根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之任何權益或淡倉。

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

So far as the Directors were aware, as at 31 December 2022, the following persons (other than the Directors and the chief executive of the Company) or corporations who had interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO; or which were required to be disclosed to the Company and the Stock Exchange pursuant to Division 2 and 3 of part XV of the SFO, were as follows:

主要股東及其他人士於股份及相關股份之權益及淡倉

據董事所知，於二零二二年十二月三十一日，下列人士（董事及本公司最高行政人員除外）或法團於本公司股份或相關股份中擁有記錄於本公司根據證券及期貨條例第336條存置的登記冊中的權益或淡倉，或擁有根據證券及期貨條例第XV部第2及第3分部須向本公司及聯交所披露的權益或淡倉：

Name 姓名／名稱	Capacity/nature of interest 身份／權益性質	Number of Shares or underlying Shares held ⁽²⁾ 所持股份或相關股份數目 ⁽²⁾	Approximate percentage of registered capital ⁽¹⁾ 佔註冊股本概約百分比 ⁽¹⁾
Baohu Holdings Limited Baohu Holdings Limited	Beneficial owner ⁽³⁾ 實益擁有人 ⁽³⁾	352,714,000	12.81%
Shanghai Bao Hu Investment Management Center (Limited Partnership) 上海鈞虎投資管理中心(有限合夥)	Interest in a controlled corporation ⁽³⁾ 受控制法團權益 ⁽³⁾	352,714,000	12.81%
Shanghai Bao Pu Investment Management Co., Ltd. 上海鈞樸投資管理有限公司	Interest in a controlled corporation ⁽³⁾ 受控制法團權益 ⁽³⁾	353,586,000	12.84%
Ningbo Hao Chu Investment Management Co., Ltd. 寧波浩初投資管理有限公司	Interest in a controlled corporation ⁽³⁾ 受控制法團權益 ⁽³⁾	353,586,000	12.84%
Mr. Zhou Hao 周皓先生	Interest in a controlled corporation ⁽³⁾ 受控制法團權益 ⁽³⁾	353,586,000	12.84%
Shengqu Technology Korean Limited Shengqu Technology Korean Limited	Beneficial owner ⁽⁴⁾ 實益擁有人 ⁽⁴⁾	51,902,000	1.89%
	Interest in a controlled corporation ⁽⁴⁾ 受控制法團權益 ⁽⁴⁾	88,764,000	3.22%
Zhejiang Century Huatong Group Co., Ltd. 浙江世紀華通集團股份有限公司	Interest in a controlled corporation ⁽⁴⁾ 受控制法團權益 ⁽⁴⁾	274,366,000	9.97%

Directors' Report (continued)

董事會報告(續)

Name 姓名/名稱	Capacity/nature of interest 身份/權益性質	Number of Shares or underlying Shares held ⁽²⁾ 所持股份或相關股份數目 ⁽²⁾	Approximate percentage of registered capital ⁽¹⁾ 佔註冊股本概約百分比 ⁽¹⁾
Shangyulongcheng Holdings Limited Shangyulongcheng Holdings Limited	Beneficial owner ⁽⁵⁾ 實益擁有人 ⁽⁵⁾	174,410,000	6.33%
Shaoxing Shang Yu Long Cheng Capital Investment Fund (Limited Partnership) 紹興上虞龍誠股權投資合夥企業(有限合夥)	Interest in a controlled corporation ⁽⁵⁾ 受控制法團權益 ⁽⁵⁾	174,410,000	6.33%
Zhejiang Long Xin Equity Investment Management Co., Ltd. 浙江龍信股權投資管理有限公司	Interest in a controlled corporation ⁽⁵⁾ 受控制法團權益 ⁽⁵⁾	174,410,000	6.33%
Wolong Holding Group Co., Ltd. 臥龍控股集團有限公司	Interest in a controlled corporation ⁽⁵⁾ 受控制法團權益 ⁽⁵⁾	174,410,000	6.33%
Mr. Chen Jiancheng 陳建成先生	Interest in a controlled corporation ⁽⁵⁾ 受控制法團權益 ⁽⁵⁾	174,410,000	6.33%
Ms. Chen Yanni 陳焉妮女士	Interest in a controlled corporation ⁽⁵⁾ 受控制法團權益 ⁽⁵⁾	174,410,000	6.33%
Ben 7Road Holdings Limited Ben 7Road Holdings Limited	Beneficial owner ⁽⁶⁾ Interest in a controlled corporation ⁽⁶⁾ 實益擁有人 ⁽⁶⁾ 受控制法團權益 ⁽⁶⁾	98,932,000 429,922,000	15.62% 3.59%
World 7Road Holdings Limited World 7Road Holdings Limited	Beneficial owner ⁽⁷⁾ Interest in a controlled corporation ⁽⁷⁾ 實益擁有人 ⁽⁷⁾ 受控制法團權益 ⁽⁷⁾	331,130,000 80,000,000	12.03% 2.91%
Mr. Hu Min 胡敏先生	Interest in a controlled corporation ⁽⁷⁾ 受控制法團權益 ⁽⁷⁾	411,130,000	14.93%
Songshuxing Holdings Limited Songshuxing Holdings Limited	Beneficial owner ⁽⁸⁾ 實益擁有人 ⁽⁸⁾	189,936,000	6.89%
Mr. Song Shuxing 宋書星先生	Interest in a controlled corporation ⁽⁸⁾ 受控制法團權益 ⁽⁸⁾	189,936,000	6.89%

Directors' Report (continued) 董事會報告(續)

Notes:

- (1) The calculation is based on the total number of 2,753,200,000 Shares in issue as at 31 December 2022.
- (2) All interests stated are long positions.
- (3) 352,714,000 Shares are registered under the name of Baohu Holdings Limited, the entire issued share capital of which is directly owned by Shanghai Bao Hu Investment Management Center (Limited Partnership). Accordingly, Shanghai Bao Hu Investment Management Center (Limited Partnership) is deemed to be interested in such number of Shares held by Baohu Holdings Limited. In addition, the general partner of Shanghai Bao Hu Investment Management Center (Limited Partnership) is Shanghai Bao Pu Investment Management Co., Ltd., which is in turn owned by Ningbo Hao Chu Investment Co., Ltd. as to 40%; and Ningbo Hao Chu Investment Co., Ltd. is owned by Mr. Zhou Hao as to 70%. Accordingly, each of Shanghai Bao Pu Investment Management Co., Ltd., Ningbo Hao Chu Investment Management Co., Ltd. and Mr. Zhou Hao is deemed to be interested in such number of Shares held by Baohu Holdings Limited. In addition, 872,000 Shares are registered under the name of Baopu Hong Kong Limited, the entire issued share capital of which is directly owned by Shanghai Bao Pu Investment Management Co., Ltd. Shanghai Bao Pu Investment Management Co., Ltd. is owned by Ningbo Hao Chu Investment Co., Ltd. as to 40%; and Ningbo Hao Chu Investment Co., Ltd. is owned by Mr. Zhou Hao as to 70%. Accordingly, each of Shanghai Bao Pu Investment Management Co., Ltd., Ningbo Hao Chu Investment Co., Ltd. and Mr. Zhou Hao is deemed to be interested in such number of Shares held by Baopu Hong Kong Limited.
- (4) 88,764,000 Shares are registered under the name of Actoz Soft Hong Kong Limited, which is wholly owned by Actoz Soft Co. Ltd, which is owned as to 51.08% by Shengqu Technology Korean Limited. Accordingly, Shengqu Technology Korean Limited is deemed to be interested in such number of Shares held by Actoz Soft Hong Kong Limited. Together with the Shares directly owned by Shengqu Technology Korean Limited, Shengqu Technology Korean Limited is interested in approximately 5.11% of the issued share capital of the Company. In addition, 133,700,000 Shares are registered under the name of DianDian Interactive Holding. DianDian Interactive Holding and Shengqu Technology Korean Limited are indirectly wholly owned by Zhejiang Century Huatong Group Co., Ltd.. Accordingly, Zhejiang Century Huatong Group Co., Ltd. is deemed to be interested in such number of Shares held or deemed to be held by DianDian Interactive Holding and Shengqu Technology Korean Limited.
- (5) 174,410,000 Shares are registered under the name of Shangyulongcheng Holdings Limited, the entire issued share capital of which is directly owned by Shaoxing Shang Yu Long Cheng Capital Investment Fund (Limited Partnership). Accordingly, Shaoxing Shang Yu Long Cheng Capital Investment Fund (Limited Partnership) is deemed to be interested in such number of Shares held by Shangyulongcheng Holdings Limited. In addition, the general partner of Shaoxing Shang Yu Long Cheng Capital Investment Fund (Limited Partnership) is Zhejiang Long Xin Equity Investment Management Co., Ltd., which is directly owned by Wolong Holding Group Co., Ltd. Wolong Holding Group Co., Ltd. is owned directly as to 48.93% by Mr. Chen Jiancheng, 38.73% by Ms. Chen Yanni (daughter of Mr. Chen Jiancheng) and 12.34% by certain other shareholders. Accordingly, each of Shaoxing Shang Yu Long Cheng Capital Investment Fund (Limited Partnership), Zhejiang Long Xin Equity Investment Management Co., Ltd., Wolong Holding Group Co., Ltd., Mr. Chen Jiancheng and Ms. Chen Yanni is deemed to be interested in such number of Shares held by Shangyulongcheng Holdings Limited.

附註:

- (1) 計算乃根據二零二二年十二月三十一日的已發行股份總數2,753,200,000股。
- (2) 所列所有權益均為好倉。
- (3) 352,714,000股股份登記於 Baohu Holdings Limited 名下，Baohu Holdings Limited 的全部已發行股本由上海鈞虎投資管理中心(有限合夥)直接擁有。因此，上海鈞虎投資管理中心(有限合夥)被視為於 Baohu Holdings Limited 持有的該數目股份中擁有權益。此外，上海鈞虎投資管理中心(有限合夥)的普通合夥人為上海鈞樸投資管理有限公司。上海鈞樸投資管理有限公司由寧波浩初投資管理有限公司擁有40%，而寧波浩初投資管理有限公司由周皓先生擁有70%。因此，上海鈞樸投資管理有限公司、寧波浩初投資管理有限公司及周皓先生各自被視為於 Baohu Holdings Limited 持有的有關數目股份中擁有權益。另外，872,000股股份登記於鈞樸香港有限公司名下，鈞樸香港有限公司的全部已發行股本由上海鈞樸投資管理有限公司直接擁有。上海鈞樸投資管理有限公司由寧波浩初投資管理有限公司擁有40%，而寧波浩初投資管理有限公司由周皓先生擁有70%。因此，上海鈞樸投資管理有限公司、寧波浩初投資管理有限公司及周皓先生各自被視為於鈞樸香港有限公司持有的有關數目股份中擁有權益。
- (4) 88,764,000股股份登記於 Actoz Soft Hong Kong Limited 名下，Actoz Soft Hong Kong Limited 由 Actoz Soft Co. Ltd. 全資擁有，而 Actoz Soft Co. Ltd. 由 Shengqu Technology Korean Limited 擁有 51.08%。因此，Shengqu Technology Korean Limited 被視為於 Actoz Soft Hong Kong Limited 持有的該數目股份中擁有權益。連同 Shengqu Technology Korean Limited 直接擁有的股份，Shengqu Technology Korean Limited 於本公司的已發行股本中擁有約5.11%。此外，133,700,000股股份登記於 DianDian Interactive Holding 名下。DianDian Interactive Holding 及 Shengqu Technology Korean Limited 由浙江世紀華通集團股份有限公司間接全資擁有。因此，浙江世紀華通集團股份有限公司被視為於 Dian Dian Interactive Holding 及 Shengqu Technology Korean Limited 持有或被視為持有的有關數目股份中擁有權益。
- (5) 174,410,000股股份登記於 Shangyulongcheng Holdings Limited 名下，Shangyulongcheng Holdings Limited 的全部已發行股本由紹興上虞龍誠股權投資合夥企業(有限合夥)直接擁有。因此，紹興上虞龍誠股權投資合夥企業(有限合夥)被視為於 Shangyulongcheng Holdings Limited 持有的有關數目股份中擁有權益。此外，紹興上虞龍誠股權投資合夥企業(有限合夥)的普通合夥人為浙江龍信股權投資管理有限公司，其由臥龍控股集團有限公司直接擁有。臥龍控股集團有限公司由陳建成先生、陳馮妮女士(陳建成先生之女)及若干其他股東分別直接擁有48.93%、38.73%及12.34%權益。因此，紹興上虞龍誠股權投資合夥企業(有限合夥)、浙江龍信股權投資管理有限公司、臥龍控股集團有限公司、陳建成先生及陳馮妮女士各自被視為於 Shangyulongcheng Holdings Limited 持有的有關數目的股份中擁有權益。

Directors' Report (continued)

董事會報告(續)

- (6) The entire issued share capital of 7Road Elite Holdings Limited is directly owned by Ben 7Road Holdings Limited. Accordingly, Ben 7Road Holdings Limited is deemed to be interested in such number of Shares held by 7Road Elite Holdings Limited.
- (6) 7Road Elite Holdings Limited的全部已發行股本由Ben 7Road Holdings Limited直接擁有。因此，Ben 7Road Holdings Limited被視為於7Road Elite Holdings Limited持有的有關股份數目中擁有權益。
- (7) The entire issued share capital of 7Road Talent Holdings Limited is directly owned by World 7Road Holdings Limited. Accordingly, World 7Road Holdings Limited is deemed to be interested in such number of Shares held by 7Road Talent Holdings Limited. In addition, World 7Road Holdings Limited is wholly-owned by Mr. Hu Min. Accordingly, Mr. Hu Min is deemed to be interested in such number of Shares held by World 7Road Holdings Limited and 7Road Talent Holdings Limited.
- (7) 7Road Talent Holdings Limited的全部已發行股本由World 7Road Holdings Limited直接擁有。因此，World 7Road Holdings Limited被視為於7Road Talent Holdings Limited持有的有關股份數目中擁有權益。此外，World 7Road Holdings Limited由胡敏先生全資擁有。因此，胡敏先生被視為於World 7Road Holdings Limited及7Road Talent Holdings Limited持有的有關股份數目中擁有權益。
- (8) The entire issued share capital of Songshuxing Holdings Limited is directly owned by Mr. Song Shuxing. Accordingly, Mr. Song Shuxing is deemed to be interested in such number of Shares held by Songshuxing Holdings Limited.
- (8) Songshuxing Holdings Limited的全部已發行股本由宋書星先生直接擁有。因此，宋書星先生被視為於Songshuxing Holdings Limited持有的有關股份數目中擁有權益。

Save as disclosed above, as at 31 December 2022, the Directors are not aware of any other person or corporation who had interests or short positions in the Shares or underlying Shares of the Company which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO; or which would require to be disclosed to the Company and the Stock Exchange pursuant to the provisions of Division 2 and 3 of Part XV of the SFO.

除上述披露者外，於二零二二年十二月三十一日，董事並不知悉任何其他人士或法團於本公司股份或相關股份中擁有記錄於本公司根據證券及期貨條例第336條須予備存的登記冊內；或根據證券及期貨條例第XV部第2及第3分部的條文須向本公司及聯交所披露的權益或淡倉。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year ended 31 December 2022 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.

購買股份或債權證安排

本公司、其控股公司或任何附屬公司概無於截至二零二二年十二月三十一日止年度任何時間訂立任何安排，致使董事可透過購買本公司或任何其他法人團體股份或債務證券(包括債權證)而獲益。

MAJOR SUPPLIERS AND CUSTOMERS

For the year ended 31 December 2022, the Group's largest customer accounted for 18.1% of the Group's total revenue. The Group's five largest customers accounted for 59.9% of the Group's total revenue.

主要供應商及客戶

截至二零二二年十二月三十一日止年度，本集團的最大客戶佔本集團總收入18.1%。本集團的五大客戶佔本集團總收入59.9%。

For the year ended 31 December 2022, the Group's largest supplier accounted for 32.1% of the Group's total purchase. The Group's five largest suppliers accounted for 62.8% of the Group's total purchase.

截至二零二二年十二月三十一日止年度，本集團的最大供應商佔本集團採購總額32.1%。本集團的五大供應商佔本集團採購總額62.8%。

None of the Directors or any of their close associates (as defined under the Listing Rules) or any Shareholders (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest suppliers or the Group's five largest customers.

概無董事或其任何緊密聯繫人(定義見上市規則)或任何據董事所深知擁有本公司已發行股本多於5%的股東於本集團的五大供應商或五大客戶擁有任何實益權益。

DIVIDEND POLICY

The Company has adopted a dividend policy which allows the Shareholders to share the profits of the Company whilst retaining adequate reserves for the Group's future growth. The declaration and amount of dividends shall be determined at the sole discretion of the Board. Pursuant to the dividend policy, in deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, inter alia, the following factors:

- (a) the Company's actual and expected financial performance;
- (b) dividends received from the Company's subsidiaries and associates;
- (c) retained earnings and distributable reserves of the Company and its subsidiaries and associates;
- (d) the liquidity position of the Group;
- (e) the Group's expected working capital requirements;
- (f) general business conditions and strategies;
- (g) taxation considerations;
- (h) possible effects on creditworthiness;
- (i) legal, statutory and regulatory restrictions;
- (j) contractual restrictions; and
- (k) any other factors that the Board deem appropriate.

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 Company's securities during the year ended 31 December 2022.

股息政策

本公司已採納股息政策，使股東可分享本公司利潤，同時保留充足儲備，支持本集團的未來增長。股息的宣派及金額將由董事會全權酌情釐定。根據股息政策，於釐定是否建議股息及釐定股息金額時，董事會須考慮(其中包括)以下因素：

- (a) 本公司的實際及預期財務表現；
- (b) 將從本公司附屬公司及聯營公司收取的股息；
- (c) 本公司及其附屬公司及聯營公司的保留盈利及可分派儲備；
- (d) 本集團的流動資金狀況；
- (e) 本集團的預期營運資金需求；
- (f) 一般業務狀況及策略；
- (g) 稅務考慮；
- (h) 對信貸質素的可能影響；
- (i) 法律、法規及監管限制；
- (j) 合約限制；及
- (k) 董事會認為適合的任何其他因素。

上市證券持有人的稅務優惠及豁免

本公司並不知悉於截至二零二二年十二月三十一日止年度股東因持有本公司證券而可獲得的任何稅務優惠或豁免。

Directors' Report (continued) 董事會報告(續)

RETIREMENT BENEFITS SCHEME

The Group's employees in Hong Kong have all participated in the Mandatory Provident Fund in Hong Kong. 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.

Details of the pension obligations of the Company are set out in note 10 to the consolidated financial statements in this annual report.

CONNECTED TRANSACTIONS

Save as the transactions contemplated under the Contractual Arrangements, during the year ended 31 December 2022, the Group had 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. The Company has complied with the disclosure requirements set out in Chapter 14A of the Listing Rules.

RELATED PARTY TRANSACTIONS

Details of the related party transactions of the Group for the year ended 31 December 2022 are set out in note 38 to the consolidated financial statements contained herein.

None of the related party transactions constituted a connected transaction or continuing connected transaction subject to independent Shareholders' approval, annual review and all disclosure requirements in 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 Latest Practicable Date, the Company has maintained the public float as required under the Listing Rules.

退休福利計劃

本集團香港僱員均參與了香港強制性公積金。中國附屬公司的僱員均為中國政府運作的國家管理退休福利計劃成員。中國附屬公司的僱員須按其薪酬的若干百分比向退休福利計劃供款，以撥付有關福利所需的款項。就此退休福利計劃而言，本集團的唯一責任乃根據該計劃作出規定的供款。

本公司退休金責任詳情載於本年報綜合財務報表附註10。

關連交易

除合約安排項下擬進行之交易外，截至二零二二年十二月三十一日止年度，本集團並無訂立任何根據上市規則第14A.71條規定須作出披露的關連交易或持續關連交易。本公司已遵守上市規則第14A章所載的披露規定。

關聯方交易

有關本集團截至二零二二年十二月三十一日止年度關聯方交易的詳情，載於本年報綜合財務報表的附註38。

概無關聯方交易構成上市規則第14A章項下須獲獨立股東批准、進行年度審閱並遵守所有披露規定的關連交易或持續關連交易。

足夠公眾持股量

根據本公司所獲得的公開資料及就董事會所知，於最後實際可行日期，本公司已維持上市規則規定的公眾持股量。

INDEMNITY OF DIRECTORS

A permitted indemnity provision (as defined in the Hong Kong Companies Ordinance) in relation to the director's and officer's liability insurance is currently in force and was in force during the year ended 31 December 2022.

CORPORATE GOVERNANCE

The Company recognizes 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.

In the opinion of the Directors, the Company has complied with the relevant code provisions contained in the CG Code during the year ended 31 December 2022.

The Board will continue to review and monitor the practices of the Company with an aim of 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 45 to 63 of this annual report.

AUDITOR

The consolidated financial statements for the year ended 31 December 2022 have been audited by Elite Partners CPA Limited, Certified Public Accountants, who are proposed for reappointment at the forthcoming AGM.

With effect from 10 April 2020, PricewaterhouseCoopers resigned as the auditor of the Company and Moore Stephens CPA Limited were appointed as the new auditor of the Company to fill the casual vacancy so arising. Further, with effect from 12 May 2021, Moore Stephens CPA Limited resigned as the auditor of the Company and the Company's current auditors, Elite Partners CPA Limited, were appointed as the new auditor of the Company to fill the casual vacancy so arising.

Save for the aforementioned, there has been no other change of auditors in the past three years.

董事的彌償保證

於目前及截至二零二二年十二月三十一日止年度均已就有關董事及高級職員的責任保險實施獲准許的彌償條文(定義見香港公司條例)。

企業管治

本公司肯定良好企業管治對改善本公司管理及保護整體股東利益的重要性。本公司已採納載於企業管治守則的守則條文，作為管治其企業管治常規的守則。

董事認為，本公司已於截至二零二二年十二月三十一日止年度遵守載於企業管治守則的相關守則條文。

董事會將繼續檢討及監察本公司實務，旨在維持高企業管治水平。

有關本公司所採納的企業管治常規的資料，載於本年報第45至63頁的企業管治報告。

核數師

截至二零二二年十二月三十一日止年度綜合財務報表經執業會計師開元信德會計師事務所審核。開元信德會計師事務所有限公司的重新委任建議將在即將舉行的股東週年大會上提出。

自二零二零年四月十日起，羅兵咸永道會計師事務所辭任本公司核數師職務，大華馬施雲會計師事務所有限公司獲委任為本公司的新任核數師，以填補由此產生的臨時空缺。此外，自二零二一年五月十二日起，大華馬施雲會計師事務所有限公司辭任本公司核數師職務，本公司現任核數師開元信德會計師事務所有限公司獲委任為本公司的新任核數師，以填補由此產生的臨時空缺。

除上述情況外，在過去三年中並無更換其他核數師。

Directors' Report (continued) 董事會報告(續)

SUBSEQUENT EVENTS

- (a) Entering into of a finance lease arrangement
On 7 February 2023, the Group entered into a finance lease arrangement, pursuant to which the Group agreed to sell certain servers and other equipment to an independent third-party financial leasing company at an aggregate consideration of RMB36 million, the Group leased back those servers and other equipment for a term of 48 months.
- (b) Possible investment in a company engaged in the construction and operation of data centre
On 10 February 2023, the Group entered into a non-legally binding letter of intent to invest in a company principally engaged in the construction and operation of data centre. At the date of this annual report, no formal agreement has been entered into between the parties in relation to the possible investment and a refundable deposit of RMB60 million was paid by the Group.

Save as disclosed in this annual report, the Group did not have any other significant subsequent events after the year ended 31 December 2022.

On behalf of the Board

Meng Shuqi
Chairman

Wuxi, the PRC, 30 March 2023

期後事項

- (a) 訂立融資租賃協議
於二零二三年二月七日，本集團訂立融資租賃協議，據此本集團同意向一名獨立第三方的金融租賃公司出售相關服務器及其他設備，總代價為人民幣36百萬元，且本集團回租該等服務器及其他設備，租期為48個月。
- (b) 擬投資一家從事數據中心建設營運的公司
於二零二三年二月十日，本集團訂立不具法律約束力意向書，擬投資一家主要從事數據中心建設營運的公司。於本年報日期，各方未就可能的投資訂立正式協議且本集團已支付可退還意向金人民幣60百萬元。

除本年報所披露此外，截至二零二二年十二月三十一日止年度後，本集團並無任何其他重大期後事項。

代表董事會

孟書奇
主席

中國無錫，二零二三年三月三十日

Independent Auditor's Report

獨立核數師報告

To the Shareholders of 7Road Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

致第七大道控股有限公司股東
(於開曼群島註冊成立的有限公司)

OPINION

意見

We have audited the consolidated financial statements of 7Road Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 95 to 241, 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 the notes to the consolidated financial statements, including a summary of significant accounting policies.

我們已審核第七大道控股有限公司(以下簡稱「**貴公司**」)及其附屬公司(以下統稱「**貴集團**」)列載於第95至241頁的綜合財務報表，其包括：於二零二二年十二月三十一日的綜合財務狀況表、及截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表及綜合財務報表附註，包括主要會計政策概要。

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 International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standards Board (the “**IASB**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們認為，該等綜合財務報表已根據國際會計準則理事會(「**國際會計準則理事會**」)頒佈的《國際財務報告準則》(「**國際財務報告準則**」)真實而中肯地反映了 貴集團於二零二二年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

BASIS FOR OPINION

意見的基礎

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**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 these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

我們已根據香港會計師公會(「**香港會計師公會**」)頒佈的《香港審計準則》(「**香港審計準則**」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「**守則**」)，我們獨立於 貴集團，並已履行該等規定及道德守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

Independent Auditor's Report (continued)

獨立核數師報告(續)

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the 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.

Key audit matters identified in our audit are summarised as follows:

- Revenue recognition — estimates of lifespan of in-game virtual items with reference to expected playing period of paying players (the “**Player Relationship Period**”) in respect of online game revenue
- Impairment assessment of goodwill

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

我們在審計中識別的關鍵審計事項概述如下：

- 收益確認 — 參考網絡遊戲收益的付費用戶的預期遊戲時長(「**用戶關係期間**」)對遊戲中虛擬物品使用壽命的估計
- 商譽減值評估

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項
<p>Revenue recognition — estimates of lifespan of in-game virtual items with reference to the Player Relationship Period in respect of online game revenue 收益確認 — 參考網絡遊戲收益的用戶關係期間對遊戲中虛擬物品使用壽命的估計 (Refer to Notes 2.6, 4(a) and 5 to the consolidated financial statements) (請參閱綜合財務報表附註2.6、4(a)及5)</p> <p>During the year ended 31 December 2022, the Group's revenue from online games amounted to approximately RMB426,054,000, representing 78.8% of the Group's total revenue. It was mainly derived from sales of in-game virtual items. 截至二零二二年十二月三十一日止年度，貴集團來自於網絡遊戲的收益約為人民幣426,054,000元，佔貴集團總收益的78.8%。收益主要來自遊戲內虛擬物品的銷售。</p>	<p>We, with our engaged information technology specialists, understood, evaluated and validated the key controls in respect of the recognition of revenue from sale of in-game virtual items, including oversight exercised by the management in determining and re-assessing the Player Relationship Period on a regular basis and the computation of monthly revenue from sale of in-game virtual items. 我們與所委聘的信息科技專家瞭解、評估並驗證了關於確認銷售遊戲內虛擬物品收益的關鍵控制，包括管理層對於定期確定和重新評估用戶關係期間以及對銷售遊戲內虛擬物品每月收益的計算過程所進行的監督。</p>

Independent Auditor's Report (continued) 獨立核數師報告(續)

Key audit matter

關鍵審計事項

The in-game virtual items sold by the Group are categorised either as consumable or durable in nature. Revenue derived from consumable in-game virtual items is recognised once they are consumed, while revenue derived from durable in-game virtual items is recognised ratably over the lifespan with reference to the Player Relationship Period (as defined in Note 2.6 to the consolidated financial statements), on a game by game basis.

貴集團銷售的遊戲內虛擬物品歸類為消耗類虛擬物品和耐用類虛擬物品。來自其遊戲內消耗類虛擬物品的收益在其被消耗時確認，而來自其遊戲內耐用類虛擬物品的收益，乃按個別遊戲為基準，參考用戶關係期間(定義見綜合財務報表附註2.6)於使用壽命內按比例確認。

The determination of the Player Relationship Period for durable in-game virtual items requires significant judgments and estimates by the management. These judgments and estimates included (i) the determination of key assumptions applied in the estimation of Player Relationship Period, including but not limited to the observation of historical paying players' behaviour, login records, churn rates and games life-cycle; and (ii) the identification of events that may trigger changes in the Player Relationship Period.

就遊戲內消耗類虛擬物品而確定的用戶關係期間，管理層需作出重大判斷和估計。這些判斷和估計包括：(i)確定估計用戶關係期間所使用的關鍵假設，包括但不限於觀察歷史付費用戶的行為，登錄記錄，流失率和遊戲生命週期；及(ii)識別出可能導致用戶關係期間發生變化的事件。

We focused on this area because of the significance of online game revenue and the significant judgments involved in the determination of the Player Relationship Period.

我們關注此範疇，因為網絡遊戲收益重要性較大以及在確定用戶關係期間過程中涉及重大判斷。

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

We discussed with the management and evaluated the appropriateness of their methodology, judgments and estimates made in determining and re-assessing the Player Relationship Period for each game by comparing with historical data and industry practice.

我們與管理層進行了討論，並通過與歷史數據和行業慣例進行比較，評估了管理層在確定和重新評估每個遊戲的用戶關係期間所使用的方法、判斷和估計的適當性。

We checked, on a sample basis, the accuracy and the integrity of the key data inputs, including the observation of the paying players' behaviour with reference to their log-in records, and calculation of churn rates used in determining the Player Relationship Period, extracted from the game servers. We also tested the information system logic for generation of such data.

我們通過抽樣檢查了關鍵輸入數據的準確性和完整性，包括參考從遊戲服務器中導出的登錄記錄和計算用於確定用戶關係期間的流失率來觀察付費用戶的行為。我們還測試了生成這些數據的信息系統的系統邏輯性。

Based on the audit procedures performed, we found that the significant judgments and estimates involved in determining the Player Relationship Period adopted by the management were supportable.

基於我們所執行的審計程序，我們發現管理層在確定用戶關係期間過程中所涉及的重大判斷和估計得到我們所獲取證據的支持。

Independent Auditor's Report (continued)

獨立核數師報告(續)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項
<p>Impairment assessment of goodwill 商譽減值評估 (Refer to Note 18 to the consolidated financial statements) (請參閱綜合財務報表附註18)</p> <p>As at 31 December 2022, the Group had a balance of goodwill of approximately RMB624,183,000 in respect of the cash-generating units (the “CGUs”) principally engaged in the development and distribution of web games and mobile games in the People’s Republic of China, which are subject to impairment assessment at the end of each reporting period. The directors of the Company considered no impairment on goodwill is necessary as at 31 December 2022. Details of the impairment assessment of goodwill are disclosed in Note 18 to the consolidated financial statements.</p> <p>於二零二二年十二月三十一日，貴集團有現金就產生單位(「現金產生單位」)的商譽結餘約人民幣624,183,000元，現金產生單位主要於中華人民共和國從事網頁遊戲及手機遊戲的開發及分銷，須於各報告期末進行減值評估。貴公司董事認為於二零二二年十二月三十一日毋須作出商譽減值。商譽減值的評估詳情已披露於綜合財務報表附註18。</p> <p>Impairment of goodwill is assessed based on the value in use calculation by applying discounted cash flow model, which is highly judgmental and is dependent on certain significant inputs, including the discount rates, growth rates and expected changes to sales and direct costs.</p> <p>商譽減值乃根據應用貼現現金流量模型計算的使用價值進行評估，該模型涉及高度判斷，並取決於若干重大輸入數據，包括貼現率、增長率以及銷售及直接成本的預期變動。</p> <p>We focused on this area because of the significance of goodwill and the significant judgments involved in the assessment of the recoverable amount of the CGUs.</p> <p>我們關注此範疇乃由於商譽重要性及評估現金產生單位可收回金額涉及重大判斷。</p>	<p>We understood and assessed the rationale of the management on the impairment assessment process, including the impairment model, CGUs allocation and preparation of the cash flow projections.</p> <p>我們瞭解及評估管理層對減值評估程序的理據，包括減值模型、現金產生單位分配及編製現金流量預測。</p> <p>We discussed with the management and evaluated the appropriateness of the impairment model and inputs applied in the impairment model, including the discount rates, growth rates and expected changes to sales and direct costs.</p> <p>我們與管理層討論並評估減值模型及減值模型所用輸入數據的適當性，包括貼現率、增長率以及銷售及直接成本的預期變動。</p> <p>We evaluated the reasonableness of the management’s cash flow projections by comparing the actual results of those CGUs to the previously forecasted results.</p> <p>我們通過比較該等現金產生單位的實際業績與先前預測的業績，評估管理層現金流量預測的合理性。</p> <p>Based on the audit procedures performed, we found that the significant judgments and estimates involved in the impairment assessment of goodwill adopted by the management were supportable.</p> <p>基於我們所執行的審計程序，我們發現管理層在商譽減值評估過程中所涉及的重大判斷和估計得到我們所獲取證據的支持。</p>

Independent Auditor's Report (continued) 獨立核數師報告(續)

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of 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 DIRECTORS AND THE AUDIT COMMITTEE 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 IFRSs and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審核委員會就綜合 財務報表須承擔的責任

貴公司董事須負責根據國際財務報告準則及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會須負責監督貴集團的財務報告過程。

Independent Auditor's Report (continued) 獨立核數師報告(續)

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with our agreed term of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional 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.

核數師就審計綜合財務報 表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。根據我們協定的委聘條款，我們僅向閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditor's Report (continued) 獨立核數師報告(續)

- 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.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當修訂意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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.

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，為消除威脅所採取的行動或所應用的防範措施。

Independent Auditor's Report (continued) 獨立核數師報告(續)

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 the independent auditor's report is Mr. Leung Man Kin, with Practising Certificate number P07174.

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審核項目合夥人為梁文健先生(執業證書編號：P07174)。

Elite Partners CPA Limited
Certified Public Accountants

10/F., 8 Observatory Road
Tsim Sha Tsui
Kowloon, Hong Kong
30 March 2023

開元信德會計師事務所有限公司
執業會計師

香港九龍
尖沙咀
天文台道8號10樓
二零二三年三月三十日

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
	Notes 附註		
Revenue	收益	540,630	420,543
Cost of revenue	收益成本	(279,427)	(196,072)
Gross profit	毛利	261,203	224,471
Research and development expenses	研發開支	(129,482)	(79,923)
Selling and marketing expenses	銷售及市場推廣費用	(115,563)	(13,092)
Administrative expenses	行政開支	(60,554)	(74,580)
Net (provision)/reversal of impairment losses on financial assets under expected credit loss model	預期信貸虧損模式下金融資產減值虧損(撥備)/撥回淨額	(11,446)	4,475
Other income	其他收入	10,056	17,549
Other gains or loss, net	其他收益或虧損淨額	353,160	(41,176)
Operating profit	經營溢利	307,374	37,724
Finance income	財務收入	642	1,686
Finance costs	財務成本	(20,820)	(3,134)
Finance costs, net	財務成本淨額	(20,178)	(1,448)
Share of results of associates	分佔聯營公司業績	(3,807)	54,854
Share of results of joint ventures	分佔合營企業業績	—	—
Profit before income tax	除所得稅前溢利	283,389	91,130
Income tax (expense)/credit	所得稅(開支)/抵免	(3,783)	6,860
Profit for the year	年內溢利	279,606	97,990
Profit/(loss) attributable to:	以下人士應佔溢利/(虧損):		
— Owners of the Company	— 本公司擁有人	282,499	94,236
— Non-controlling interests	— 非控股權益	(2,893)	3,754
		279,606	97,990
Earnings per share for profit attributable to owners of the Company (expressed in RMB per share):	本公司擁有人應佔溢利每股盈利(以每股人民幣元列示):		
Basic and diluted	基本及攤薄	0.1097	0.0366

The notes on pages 103 to 241 are integral parts of these consolidated financial statements.

第103至241頁的附註為該等綜合財務報表的一部分。

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Profit for the year	年內溢利	279,606	97,990
Other comprehensive income:	其他全面收益：		
<i>Item that will not be reclassified to profit or loss</i>	不會重新分類至損益的項目		
Fair value changes on financial assets at fair value through other comprehensive income, net of tax	按公允價值計入其他全面收益的金融資產的公允價值變動，扣除稅項	(526)	340
<i>Item that may be reclassified to profit or loss</i>	可能重新分類至損益的項目		
Currency translation differences of foreign operations	海外業務貨幣換算差額	6,549	4,525
Other comprehensive income, net of tax	其他全面收益，扣除稅項	6,023	4,865
Total comprehensive income for the year	年內全面收益總額	285,629	102,855
Total comprehensive income/ (loss) attributable to:	以下人士應佔全面收益／(虧損)總額：		
— Owners of the Company	— 本公司擁有人	288,522	99,101
— Non-controlling interests	— 非控股權益	(2,893)	3,754
		285,629	102,855

The notes on pages 103 to 241 are integral parts of these consolidated financial statements.

第103至241頁的附註為該等綜合財務報表的一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2022 於二零二二年十二月三十一日

		As at 31 December 於十二月三十一日	
		2022 二零二二年	2021 二零二一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Notes 附註		
ASSETS AND LIABILITIES	資產及負債		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	16	355,190
Right-of-use assets	使用權資產	17	211,461
Intangible assets	無形資產	18	626,778
Interests in associates	於聯營公司的權益	20	16,265
Financial assets at fair value through other comprehensive income	按公允價值計入其他全面收益的金融資產	21	2,171
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	22	600,733
Prepayment and other receivables	預付款項及其他應收款項	23	92,872
Restricted cash	受限制現金	26	139
Deferred income tax assets	遞延所得稅資產	32	49,603
			1,955,212
			1,535,214
Current assets	流動資產		
Inventories	存貨	24	2,019
Trade receivables	貿易應收款項	25	368,329
Prepayment and other receivables	預付款項及其他應收款項	23	120,204
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	22	95,626
Restricted cash	受限制現金	26	1
Cash and cash equivalents	現金及現金等價物	26	104,747
			690,926
			473,591
Current liabilities	流動負債		
Trade and other payables	貿易及其他應付款項	33	239,241
Lease liabilities	租賃負債	30	70,913
Bank and other borrowings	銀行及其他借貸	31	55,250
Current income tax liabilities	即期所得稅負債		15,814
Contract liabilities	合約負債	5	73,609
			454,827
			344,007
Net current assets	流動資產淨值		236,099
			129,584
Total assets less current liabilities	總資產減流動負債		2,191,311
			1,664,798

Consolidated Statement of Financial Position (continued)

綜合財務狀況表(續)

At 31 December 2022 於二零二二年十二月三十一日

		As at 31 December 於十二月三十一日	
		2022 二零二二年	2021 二零二一年
		RMB'000 人民幣千元	RMB'000 人民幣千元
	Notes 附註		
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	130,607	27,527
Bank and other borrowings	銀行及其他借款	151,627	—
Deferred income tax liabilities	遞延所得稅負債	8,230	15,587
		290,464	43,114
Net assets	資產淨值	1,900,847	1,621,684
EQUITY	權益		
Share capital	股本	90	90
Share premium	股份溢價	4,083,085	4,083,085
Other reserves	其他儲備	(2,963,174)	(2,963,936)
Retained earnings	保留盈利	780,608	495,225
Total equity attributable to owners of the Company	本公司擁有人應佔總權益	1,900,609	1,614,464
Non-controlling interests	非控股權益	238	7,220
Total equity	總權益	1,900,847	1,621,684

The consolidated financial statements on pages 95 to 241 were approved by the Board of Directors of the Company on 30 March 2023 and were signed on its behalf:

第95至241頁的綜合財務報表由董事會於二零二三年三月三十日批准及由以下人士代為簽署：

Meng Shuqitt
孟書奇
Director
董事

Li Zhengquan
李正全
Director
董事

Yang Cheng
楊成
Director
董事

The notes on pages 103 to 241 are integral parts of these consolidated financial statements.

第103至241頁的附註為該等綜合財務報表的一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Attributable to owners of the Company 本公司權益持有人應佔					Non-controlling interests	
		Share capital 股本	Share premium 股份溢價	Other reserves 其他儲備	Retained earnings 保留盈利	Total 總計	Non-controlling interests 非控股權益	Total equity 總權益
Note 附註		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元 (Note 28) (附註28)	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	90	4,083,085	(2,963,936)	495,225	1,614,464	7,220	1,621,684
Comprehensive income	全面收益							
Profit/(loss) for the year	年內溢利/(虧損)	—	—	—	282,499	282,499	(2,893)	279,606
Other comprehensive income	其他全面收益							
— Fair value changes on financial assets at fair value through other comprehensive income, net of tax	— 按公允價值計入其他全面收益的金融資產的公允價值變動，扣除稅項	—	—	(526)	—	(526)	—	(526)
— Currency translation differences of foreign operations	— 海外業務貨幣換算差額	—	—	6,549	—	6,549	—	6,549
Total comprehensive income/(loss)	全面收益/(虧損)總額	—	—	6,023	282,499	288,522	(2,893)	285,629
Transactions with owners in their capacity as owners	與權益持有人(以權益持有人身份)的交易							
Disposal of a subsidiary	出售附屬公司	—	—	—	—	—	(1,249)	(1,249)
Capital reduction in a subsidiary	附屬公司減資	—	—	—	(2,377)	(2,377)	(46,840)	(49,217)
Capital contribution from non-controlling interests	非控股權益的注資	—	—	—	—	—	44,000	44,000
Transfer upon disposal of subsidiaries	出售附屬公司後轉撥	—	—	(5,261)	5,261	—	—	—
Total transactions with owners in their capacity as owners	權益持有人(以權益持有人身份)的交易總額	—	—	(5,261)	2,884	(2,377)	(4,089)	(6,466)
At 31 December 2022	於二零二二年十二月三十一日	90	4,083,085	(2,963,174)	780,608	1,900,609	238	1,900,847

Consolidated Statement of Changes in Equity (continued)

綜合權益變動表(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Attributable to owners of the Company 本公司權益持有人應佔				Total 總計	Non- controlling interests 非控股權益	Total equity 總權益
		Share capital 股本	Share premium 股份溢價	Other reserves 其他儲備	Retained earnings 保留盈利			
Note		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元 (Note 28) (附註28)	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
At 1 January 2021	於二零二一年一月一日	90	4,083,085	(2,952,776)	383,123	1,513,522	(1,625)	1,511,897
Comprehensive income	全面收益							
Profit for the year	年內溢利	—	—	—	94,236	94,236	3,754	97,990
Other comprehensive income	其他全面收益							
— Fair value changes on financial assets at fair value through other comprehensive income, net of tax	— 按公允價值計入其他全面收益的金融資產的公允價值變動，扣除稅項	—	—	340	—	340	—	340
— Currency translation differences of foreign operations	— 海外業務貨幣換算差額	—	—	4,525	—	4,525	—	4,525
Total comprehensive income	全面收益總額	—	—	4,865	94,236	99,101	3,754	102,855
Transactions with owners in their capacity as owners	與權益持有人(以權益持有人身份)的交易							
Disposal of a subsidiary	出售附屬公司	—	—	—	—	—	258	258
Disposal of partial interest in a subsidiary without losing control	並無失去控制權下出售一間附屬公司部分權益	—	—	—	1,637	1,637	(1,637)	—
Capital contribution from non-controlling interests	非控股權益的注資	—	—	—	—	—	6,470	6,470
Share-based compensation	以股份為基礎補償							
— Value of employee services	— 員工服務價值	29	—	204	—	204	—	204
Lapsed of RSU Scheme	受限制股份單位計劃失效	—	—	(21,490)	21,490	—	—	—
Transfer to statutory surplus reserve	轉撥至法定盈餘儲備	—	—	5,261	(5,261)	—	—	—
Total transactions with owners in their capacity as owners	權益持有人(以權益持有人身份)的交易總額	—	—	(16,025)	17,866	1,841	5,091	6,932
At 31 December 2021	於二零二一年十二月三十一日	90	4,083,085	(2,963,936)	495,225	1,614,464	7,220	1,621,684

The notes on pages 103 to 241 are integral parts of these consolidated financial statements.

第103至241頁的附註為該等綜合財務報表的一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
	Notes 附註		
Operating activities	經營活動		
Cash generated from operations	經營產生的現金	199,957	196,167
Interest received	已收利息	642	1,686
Income tax paid	已付所得稅	(4,593)	(22,720)
Net cash generated from operating activities	經營活動產生的現金淨額	196,006	175,133
Investing activities	投資活動		
Payments for purchases of wealth management products	購買理財產品付款	(12,000)	(59,790)
Proceeds from maturities of wealth management products	理財產品到期所得款項	12,000	59,790
Prepayment for potential investments	潛在投資預付款項	(45,000)	(40,000)
Refunds for potential investments	潛在投資退款	—	60,000
Proceeds from disposals of investments	出售投資所得款項	—	207,420
Payments for purchases of other financial assets at fair value through profit or loss	購買按公允價值計入損益的其他金融資產的付款	(571,000)	(158,000)
Proceeds from disposals of other financial assets at fair value through profit or loss	出售按公允價值計入損益的其他金融資產的所得款項	60,655	—
Capital injection to an associate	注資一間聯營公司	—	(5,100)
Payments for acquisition of an associate	收購一間聯營公司付款	—	(73,500)
Loan to a joint venture	向合營企業貸款	—	(2,850)
Payments for purchases of property, plant and equipment	購置物業、廠房及設備付款	(87,797)	(310,923)
Prepayments for purchases of property, plant and equipment	購置物業、廠房及設備預付款項	(42,872)	(108,500)
Proceeds from disposals of property, plant and equipment and right-of-use assets	出售物業、廠房及設備及使用權資產所得款項	—	80,000
Payments for purchases of intangible assets	購置無形資產付款	(2,089)	(121)
Proceeds from disposal of intangible assets	出售無形資產所得款項	—	173,692
Payments for rental deposits	租用按金付款	—	(7,405)
Net cash outflow from acquisition of subsidiaries	收購附屬公司的現金流出淨額	34	(1,587)
Net cash inflow from disposal of subsidiaries	出售附屬公司的現金流入淨額	35	17,087
Payments for contingent consideration payable for acquisition of a subsidiary	就收購附屬公司應付或然代價付款	(133,170)	(200,000)
Proceeds from disposal of an associate	出售一間聯營公司所得款項	350,350	—
Dividend received from an associate	從一間聯營公司收到股息所得	82,810	—
Net cash used in investing activities	投資活動耗用的現金淨額	(338,330)	(369,787)

Consolidated Statement of Cash Flows (continued)

綜合現金流量表(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
	Notes 附註		
Financing activities	融資活動		
Capital contribution from non-controlling interests	非控股權益的注資	44,000	6,470
New bank and other borrowings raised	新增銀行及其他借貸	220,000	13,000
Repayments of bank and other borrowings	償還銀行及其他借貸	(23,123)	(56,546)
Withdrawal of restricted deposits	提取受限制存款	—	1,808
Repayments of lease liabilities	償還租賃負債	(80,676)	(36,308)
Interest paid	已付利息	(20,820)	(3,134)
Capital reduction of non-controlling interests	非控股權益減資	(3,932)	—
Net cash generated from/(used in) financing activities	融資活動產生/(耗用)的現金淨額	135,449	(74,710)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(6,875)	(269,364)
Cash and cash equivalents at beginning of the year	年初的現金及現金等價物	26(a) 108,500	377,306
Effect of foreign exchange rate changes, net	外匯匯率變動的影響淨額	3,122	558
Cash and cash equivalents at end of the year	年末的現金及現金等價物	26(a) 104,747	108,500

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

1 GENERAL INFORMATION

7Road Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 6 September 2017 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office is Sertus Chambers, Governors Square, Suite #5-204, 23 Lime Tree Bay Avenue, P.O. Box 2547, Grand Cayman, KY1-1104, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in the development and distribution of web games and mobile games in the People’s Republic of China (the “**PRC**”) and other countries and regions (the “**Business**”) as well as the provision of cloud computing services and other cloud-related services in the PRC.

These consolidated financial statements are presented in Renminbi (“**RMB**”), unless otherwise stated, and have been approved for issue by the Board of Directors of the Company on 30 March 2023.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standards Board (the “**IASB**”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and by the Hong Kong Companies Ordinance.

1 一般資料

第七大道控股有限公司(「**本公司**」)於二零一七年九月六日根據開曼群島法例第22章公司法(一九六一年法例3，經綜合及修訂)在開曼群島註冊成立為一間獲豁免有限公司。本公司的註冊辦事處地址為Sertus Chambers, Governors Square, Suite #5-204, 23 Lime Tree Bay Avenue, P.O. Box 2547, Grand Cayman, KY1-1104, Cayman Islands。

本公司為一間投資控股公司。本公司及其附屬公司(統稱「**本集團**」)主要於中華人民共和國(「**中國**」)及其他國家及地區從事網頁遊戲及手機遊戲的開發及發行(「**業務**」)及於中國提供雲計算服務及其他雲相關服務。

除另有說明外，該等綜合財務報表按人民幣(「**人民幣**」)呈列，並於二零二三年三月三十日獲本公司董事會批准刊發。

2 主要會計政策概要

此附註提供編製該等綜合財務報表所採納的主要會計政策列表。除另有註明外，該等政策已於所有所示年度內貫徹應用。

2.1 編製基準

綜合財務報表已根據國際會計準則委員會(「**國際會計準則委員會**」)頒佈的國際財務報告準則(「**國際財務報告準則**」)編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則(「**上市規則**」)及香港公司條例所規定的適用披露。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

The consolidated financial statements have been prepared on the historical cost basis, except for financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income and contingent consideration payable for acquisition of a subsidiary, that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 “Share-based Payment”, leasing transactions that are accounted for in accordance with IFRS 16 “Leases”, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 “Inventories” or value in use in IAS 36 “Impairment of Assets”.

2 主要會計政策概要 (續)

2.1 編製基準(續)

綜合財務報表乃根據歷史成本常規編製，惟於各報告期末按公允價值計量的按公允價值計入損益的金融資產、按公允價值計入其他全面收益的金融資產及就收購一間附屬公司應付或有代價重估除外，詳情載於下文的會計政策。

歷史成本一般按換取貨品及服務所付代價的公允價值釐定。

公允價值為於計量日市場參與者於有秩序交易中出售資產可收取或轉讓負債須支付的價格，而不論該價格是否可直接觀察或使用其他估值方法估計得出。於估計資產或負債的公允價值時，本集團會考慮市場參與者於計量日期對資產或負債定價時所考慮的資產或負債的特點。於此等綜合財務報表中作計量及／或披露用途的公允價值乃按此基準釐定，惟屬於國際財務報告準則第2號「以股份為基礎的付款」範圍的以以股份為基礎的付款的交易、根據國際財務報告準則第16號「租賃」入賬的租賃交易，以及與公允價值存在某些相似之處但並非公允價值的計量(例如，國際會計準則第2號「存貨」項下的可變現淨值或國際會計準則第36號「資產減值」項下的使用價值)除外。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

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.

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs is to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

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

2 主要會計政策概要 (續)

2.1 編製基準(續)

非金融資產的公允價值計量計及市場參與者透過最大限度使用該資產達致最佳用途或透過將資產出售予將最大限度使用該資產達致最佳用途的另一名市場參與者而能夠產生經濟利益的能力。

按公允價值交易的金融工具及投資物業，凡於其後期間應用以不可觀察數據計量公允價值的估值技術，該估值技術應予以校準，以令首次確認時採用估值技術得出的結果與交易價格相等。

此外，就財務報告而言，公允價值計量根據公允價值計量輸入數據的可觀察程度及輸入數據對公允價值計量整體的重要性劃分為第一、第二或第三級，概述如下：

- 第一級輸入數據為實體於計量日期獲取的相同資產或負債於活躍市場的報價(未經調整)；
- 第二級輸入數據為資產或負債可直接或間接觀察的輸入數據(第一級所包括的報價除外)；及
- 第三級輸入數據為資產或負債不可觀察的輸入數據。

編製符合國際財務報告準則的綜合財務報表要求運用若干重要的會計估計。其亦要求管理層於應用本集團的會計政策過程中作出判斷。涉及較多判斷或較大複雜性的範疇，或當中的假設及估計對於綜合財務報表而言屬重大的範疇，於附註4披露。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRS issued by the IASB for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to IFRS 3	Reference to the Conceptual Framework
Amendments to IAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to IAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to IFRS Standards	Annual Improvements to IFRSs 2018–2020

The application of the amendments to IFRSs in the current year has had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2 主要會計政策概要 (續)

2.2 於本年度強制生效的經修訂國際財務報告準則

於本年度，本集團於編製綜合財務報告時首次應用由國際會計準則理事會所頒佈於二零二二年一月一日或之後開始的年度期間強制生效的以下國際財務報告準則(修訂版)：

國際財務報告準則第3號之修訂本	概念框架之提述
國際會計準則第16號之修訂本	物業、廠房及設備 – 作擬定用途前之所得款項
國際會計準則第37號之修訂本	虧損合約 – 履約成本
國際財務報告準則之修訂本	國際財務報告準則2018年至2020年週期的年度改進

於本年度應用國際財務報告準則的修訂本對本集團於本年度及過往年度的財務狀況及表現及／或該等綜合財務報表所載的披露並無重大影響。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 New and amendments to IFRSs in issue but not yet effective
The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IFRS 17 (including the June 2020 and December 2021 Amendments to IFRS 17)	Insurance Contracts ¹
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to IFRS 16	Less Liability in a Sale and Leaseback ²
Amendments to IAS 1	Classification of Liabilities as Current or Non-current ²
Amendments to IAS 1	Non-current Liabilities with Covenants ²
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to IAS 8	Definition of Accounting Estimates ¹
Amendments to IAS 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 Effective for annual periods beginning on or after a date to be determined.

The directors of the Company anticipate that the application of all new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2 主要會計政策概要 (續)

2.3 已頒佈但尚未生效的新訂及經修訂國際財務報告準則
本集團並無提早應用下列已頒佈但尚未生效的新訂及經修訂國際財務報告準則：

國際財務報告準則第17號 (包括二零二零年六月及二零二一年十二月國際財務報告準則第17號之修訂)	保險合約 ¹
國際財務報告準則第10號及國際會計準則第28號(修訂版)	投資者與其聯營公司或合營企業之間之資產出售或注資 ³
國際財務報告準則第16號之修訂本	減少售後租回中的負債 ²
國際會計準則第1號(修訂版)	將負債分類為流動或非流動 ²
國際會計準則第1號之修訂本	非流動負債及契約 ²
國際會計準則第1號及國際財務報告準則實務公告第2號(修訂版)	會計政策披露 ¹
國際會計準則第8號(修訂版)	會計估計的定義 ¹
國際會計準則第12號(修訂版)	與單一交易產生的資產及負債有關的遞延稅項 ¹

- ¹ 於二零二三年一月一日或之後開始的年度期間生效。
² 於二零二四年一月一日或之後開始的年度期間生效。
³ 於一個待定日期或之後開始的年度期間生效。

本公司董事預計，應用所有新訂及經修訂國際財務報告準則於可見將來不會對綜合財務報表造成重大影響。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Subsidiaries

(a) Consolidation

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

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

(i) Subsidiaries controlled through contractual agreements

Pursuant to a series of contractual agreements, including Exclusive Business Cooperation Agreement, Exclusive Option Agreement, Share Pledge Agreement, and Powers of Attorney Agreement, dated 13 April 2018 (collectively, the "**Contractual Agreements**") among the wholly-owned subsidiary of the Company, Shenzhen Qianhai Huanjing Network Technology Co., Ltd. (深圳市前海幻境網絡科技有限公司) ("**Qianhai Huanjing**"), Shenzhen 7Road Technology Co., Ltd. (深圳第七大道科技有限公司) ("**Shenzhen 7Road**") and its shareholders, which enable Qianhai Huanjing and the Group to:

- governing the financial and operating policies of Shenzhen 7Road;
- exercise shareholders' voting rights of Shenzhen 7Road;

2 主要會計政策概要 (續)

2.4 附屬公司

(a) 綜合入賬

附屬公司是指本集團對其擁有控制權的實體(包括結構性實體)。當本集團承受因其於實體的參與而產生的可變回報，或對該等回報享有權利，並有能力透過其對該實體的權力影響該等回報，則本集團控制該實體。附屬公司自控制權轉移至本集團之日起綜合入賬，並自控制權終止之日起取消綜合入賬。

在有需要時對附屬公司的財務報表作出調整，以使其會計政策與本集團的會計政策一致。

與本集團成員公司之間的交易相關的所有集團間資產及負債、股權、收益、支出及現金流於綜合入賬時全數對銷。

於附屬公司的非控股權益與本集團的股權分開呈報，該等非控股權益代表賦予其持有人權利可於附屬公司清盤時按比例分佔相關附屬公司的淨資產的目前擁有權權益。

(i) 透過合約協議控制的附屬公司

根據本公司全資附屬公司深圳市前海幻境網絡科技有限公司(「前海幻境」)、深圳第七大道科技有限公司(「深圳第七大道」)及其股東於二零一八年四月十三日訂立的一系列合約協議(包括獨家業務合作協議、獨家購股權協議、股份質押協議及授權書協議)(統稱「合約協議」)，前海幻境及本集團可：

- 監管深圳第七大道的財務及經營政策；
- 行使深圳第七大道股東的投票權；

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Subsidiaries (continued)

(a) Consolidation (continued)

- (i) Subsidiaries controlled through contractual agreements (continued)
- receive substantially all of the economic interest returns generated by Shenzhen 7Road in consideration for the business support, technical and consulting services provided by Qianhai Huanjing;
 - obtain an irrevocable and exclusive right with an initial period of 10 years to purchase all or part of the equity interests in Shenzhen 7Road from the respective shareholders at a minimum purchase price permitted under the PRC laws and regulations, and the irrevocable and exclusive right shall be unconditionally and automatically extended thereafter until it is terminated by Qianhai Huanjing. Qianhai Huanjing may exercise such options at any time until it has acquired all equity interests of Shenzhen 7Road. The respective shareholders have also undertaken, subject to the relevant PRC laws and regulations, they will return to Qianhai Huanjing any consideration received in the event that Qianhai Huanjing exercises the option to acquire the equity interests of Shenzhen 7Road; and
 - obtain a pledge over the entire equity interests of Shenzhen 7Road from its respective shareholders as collateral security for all of Shenzhen 7Road's payments due to Qianhai Huanjing and to secure performance of Shenzhen 7Road's obligation under the Contractual Arrangements.

2 主要會計政策概要 (續)

2.4 附屬公司(續)

(a) 綜合入賬(續)

- (i) 透過合約協議控制的附屬公司(續)
- 收取深圳第七大道產生的幾乎所有經濟利益回報，作為對前海幻境提供業務支援、技術及顧問服務的回報；
 - 獲得以中國法律及法規允許的最低購買價自各相關股東購買深圳第七大道全部或部分股本權益的不可撤回及獨家權利，初步為期10年，而不可撤回及獨家權利其後將無條件及自動延長，直至前海幻境終止為止。前海幻境可隨時行使該等期權直至其獲得深圳第七大道的全部股本權益為止。倘前海幻境行使期權收購深圳第七大道股權，各股東亦承諾遵守中國相關法律及法規，將所收到的任何代價退還前海幻境；及
 - 自各相關股東獲得深圳第七大道的全部股本權益的質押，作為深圳第七大道應付前海幻境所有款項的抵押品，及保證深圳第七大道履行合約安排下的責任。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Subsidiaries (continued)

(a) Consolidation (continued)

- (i) Subsidiaries controlled through contractual agreements (continued)

As a result of the Contractual Arrangements, the directors of the Company believe that the Group has rights to exercise power over Shenzhen 7Road and its subsidiaries, receive variable returns from its involvement with Shenzhen 7Road and its subsidiaries, has the ability to affect those returns through its power over Shenzhen 7Road and its subsidiaries and is considered to control Shenzhen 7Road and its subsidiaries. Consequently, the Company regards Shenzhen 7Road and its subsidiaries as the controlled entities and consolidated the financial position and results of operations of these entities in the consolidated financial statements of the Group.

Nevertheless, the Contractual Arrangements may not be as effective as direct legal ownership in providing the Group with direct control over Shenzhen 7Road and its subsidiaries and such uncertainties presented by the PRC legal system could impede the Group's beneficiary rights of the results, assets and liabilities of the Shenzhen 7Road and its subsidiaries. The directors of the Company, based on the advice of its external legal counsel, consider that the Contractual Arrangements among Qianhai Huanjing, Shenzhen 7Road and its shareholders are in compliance with the relevant PRC laws and regulations and are legally binding and enforceable.

2 主要會計政策概要 (續)

2.4 附屬公司(續)

(a) 綜合入賬(續)

- (i) 透過合約協議控制的附屬公司(續)

由於合約安排，本公司董事相信，本集團有權對深圳第七大道及其附屬公司行使權力、自其參與深圳第七大道及其附屬公司的活動獲得可變回報、利用其對深圳第七大道及其附屬公司的權力有能力影響該等回報並被視為控制深圳第七大道及其附屬公司。因此，本公司視深圳第七大道及其附屬公司為受控制實體，並將該等實體的財務狀況及經營業績綜合併入本集團的綜合財務報表內。

儘管如此，在為本集團提供對深圳第七大道及其附屬公司的直接控制權方面，合約安排未必如直接法律擁有權有效，中國法律體系中的不明朗因素可能妨礙本集團對深圳第七大道及其附屬公司業績、資產及負債的實益權利。本公司董事基於外聘法律顧問的意見，認為前海幻境、深圳第七大道及其股東之間的合約安排符合中國相關法律法規並具有法律約束力且可依法執行。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Subsidiaries (continued)

(a) Consolidation (continued)

(ii) Business combinations or asset acquisitions

Optional concentration test

The Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred income tax assets, and goodwill resulting from the effects of deferred income tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

Asset acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to investment properties which are subsequently measured under fair value model and financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

2 主要會計政策概要 (續)

2.4 附屬公司(續)

(a) 綜合入賬(續)

(ii) 業務合併或資產收購

選擇性集中度測試

按每項交易為基礎，本集團可選擇應用選擇性集中度測試，允許對所購入的一組活動及資產是否並非業務進行簡化評估。倘所購入資產總額的公允值幾乎全部集中在單一可識別資產或一組類似可識別資產，則符合集中度測試。評估的資產總額不包括現金及等同現金項目、遞延所得稅資產和因遞延所得稅負債影響產生的商譽。倘符合集中度測試，則確定該組活動及資產並非業務，亦無需進一步評估。

資產收購

當本集團收購並不構成一項業務的一組資產及負債時，本集團識別及確認所收購個別可識別資產及所承擔負債，首先按各自的公允值將購買價分配至其後按公允價值模型計量的投資物業及金融資產／金融負債，購買價餘額其後按其於購買日的相對公允價值分配至其他可識別資產及負債。有關交易並不會導致出現商譽或議價收購收益。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Subsidiaries (continued)

(a) Consolidation (continued)

- (ii) Business combinations or asset acquisitions (continued)

Business combinations

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organised workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

For business combinations in which the acquisition date is on or after 1 January 2022, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the Conceptual Framework for Financial Reporting issued by International Accounting Standards Board in March 2018 (the “**Conceptual Framework**”) except for transactions and events within the scope of IAS 37 or IFRIC 21, in which the Group applies IAS 37 or IFRIC 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

2 主要會計政策概要 (續)

2.4 附屬公司(續)

(a) 綜合入賬(續)

- (ii) 業務合併或資產收購(續)

業務合併

業務即一組完整的活動及資產，包括一項資源投入及一項實質過程，而兩者必須對創造產出的能力有重大貢獻。倘收購過程對繼續生產產出的能力至關重要，並且所收購的投入包括具備執行該過程所必需的技能、知識或經驗的組織勞動力，或對持續生產產出的能力有重大貢獻，則被認為屬獨特或稀缺，或在無重大成本、努力或持續生產產出能力出現延遲的情況下不可取代。

收購業務乃採用收購法入賬。於業務合併中轉讓的代價按公允價值計量，而計算方法為本集團所轉讓的資產、本集團對被收購方原持有人產生的負債及本集團為交換被收購方的控制權所發行的股權於收購日期的公允價值的總和。與收購有關的成本一般於產生時在損益中確認。

就收購日期於二零二二年一月一日或之後的業務合併而言，所收購的可識別資產及所承擔的負債必須符合國際會計準則理事會於二零一八年三月發佈的財務報告概念框架(「**概念框架**」)內資產及負債的定義，惟國際會計準則第37號或國際財務報告詮釋委員會詮釋第21號範圍內的交易及事件除外，於該情況下，本集團應用國際會計準則第37號或國際財務報告詮釋委員會詮釋第21號而非概念框架以識別其於業務合併中所承擔的負債。或然資產不予確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Subsidiaries (continued)

(a) Consolidation (continued)

(ii) Business combinations or asset acquisitions (continued)

Business combinations (continued)

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred income tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 “Income Taxes” and IAS 19 “Employee Benefits” respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 “Non-current Assets Held for Sale and Discontinued Operations” are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in IFRS 16) as if the acquired leases were new leases at the acquisition date, except for leases for which (a) the lease term ends within 12 months of the acquisition date; or (b) the underlying asset is of low value. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

2 主要會計政策概要 (續)

2.4 附屬公司(續)

(a) 綜合入賬(續)

(ii) 業務合併或資產收購(續)

業務合併(續)

於收購日期，所收購可辨別資產及所承擔負債按其公允價值確認，惟下文所述者除外：

- 遞延所得稅資產或負債及與僱員福利安排有關的資產或負債分別根據國際會計準則第12號「所得稅」及國際會計準則第19號「僱員福利」確認及計量；
- 與被收購方以股份為基礎的付款安排有關的負債或股本工具或為取代被收購方以股份為基礎的付款安排而訂立的本集團以股份為基礎的付款安排乃於收購日期根據國際財務報告準則第2號計量(見下文會計政策)；
- 根據國際財務報告準則第5號「持作出售非流動資產及已終止經營業務」分類為持作出售資產(或出售組別)根據該準則計量；及
- 租賃負債按剩餘租賃付款(定義見國際財務報告準則第16號)的現值確認及計量，猶如所收購租賃於收購日期為新租賃，惟以下租賃除外：(a)租期於收購日期起計12個月內屆滿；或(b)相關資產價值低。使用權資產按與相關租賃負債相同的金額確認及計量，並作出調整以反映較市場條款有利或不利的租賃條款。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Subsidiaries (continued)

(a) Consolidation (continued)

- (ii) Business combinations or asset acquisitions (continued)

Business combinations (continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

2 主要會計政策概要 (續)

2.4 附屬公司(續)

(a) 綜合入賬(續)

- (ii) 業務合併或資產收購(續)

業務合併(續)

商譽是以所轉讓的代價、任何非控股權益於被收購方中所佔金額及收購方先前持有的被收購方股權的公平價值(如有)的總和，超出所收購的可識別資產及所承擔的負債於收購日的淨額之差額計算。倘經過重新評估後，所收購的可識別資產與所承擔負債的淨額高於轉讓的代價、任何非控股權益於被收購方中所佔金額及收購方先前持有被收購方股權的公平價值(如有)的總和，則差額即時於損益中確認為議價收購收益。

屬現時擁有權權益且於倘清盤時賦予持有人權利按比例分佔相關附屬公司的資產淨值之非控股權益，初步按非控股權益應佔被收購方可識別資產淨值之已確認金額比例或按公平價值計量。計量基準視乎每項交易而作出選擇。

倘本集團於業務合併中轉讓之代價包括或然代價安排，或然代價按其收購日之公平價值計量並作為業務合併中部分轉讓代價。符合計量期間調整資格的或然代價公平價值變動會被追溯調整。計量期間調整為於「計量期間」(自收購日起計不超過一年)就於收購日已存在之事實及情況因獲得額外資訊而引致之調整。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Subsidiaries (continued)

(a) Consolidation (continued)

- (ii) Business combinations or asset acquisitions (continued)

Business combinations (continued)

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period, and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

2 主要會計政策概要 (續)

2.4 附屬公司(續)

(a) 綜合入賬(續)

- (ii) 業務合併或資產收購(續)

業務合併(續)

不符合計量期間調整資格的或然代價之其後會計處理取決於或然代價的分類方式。分類為權益的或然代價不會在其後報告日重新計量，而其後結算將計入權益內。分類為資產或負債的或然代價須在其後報告日以公平價值重新計量，相應收益或虧損於損益中確認。

倘業務合併分階段達成，本集團以往所持的被收購方股權於收購日期(即本集團取得控制權當日)按公允價值重新計量，所產生的收益或虧損(如有)在損益或其他全面收益(倘適用)中確認。倘本集團已直接出售先前持有的股權，先前已於其他全面收益確認及根據香港財務報告準則第9號計量且於收購日期前於被收購方的權益所產生的金額，則按相同基準入賬。

倘業務合併的初始會計處理於合併發生的報告期末前尚未完成，本集團會呈報尚未完成會計處理的項目的暫時性金額。該等暫時性金額乃於計量期間內以追溯方式作出調整，而新增資產或負債則獲確認，以反映關於在收購日期已存在之事實及情況(倘已知)將對於該日期確認的金額所產生的影響的新資訊。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Subsidiaries (continued)

(a) Consolidation (continued)

- (iii) Changes in ownership interests in subsidiaries without change of control
- Transactions with non-controlling interests that do not result in a loss of control are accounted for as equity transactions — that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(iv) Disposal of subsidiaries

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

(b) Investments in subsidiaries

Investments in subsidiaries disclosed in Note 40 are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

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

2 主要會計政策概要 (續)

2.4 附屬公司(續)

(a) 綜合入賬(續)

- (iii) 不導致控制權變動的附屬公司的擁有權權益變動
- 不導致失去控制權的非控股權益交易按權益交易入賬 — 即以彼等作為權益持有人的身份與附屬公司權益持有人進行交易。任何所付代價的公允價值與相關應佔所收購附屬公司資產淨值賬面值的差額，在權益中入賬。向非控股權益出售而產生的盈虧，亦在權益中入賬。

(iv) 出售附屬公司

本集團失去控制權時，於實體的任何保留權益按失去控制權當日的公允價值重新計量，有關賬面值變動在損益中確認。就其後入賬列作聯營公司、合營企業或金融資產的保留權益而言，其公允價值為初始賬面值。此外，先前於其他全面收益確認與該實體有關的任何金額按猶如本集團已直接出售有關資產或負債的方式入賬。這可能意味著先前在其他全面收益確認的金額重新分類至損益。

(b) 於附屬公司的投資

於附註40所披露的於附屬公司的投資乃按成本減減值入賬。成本包括投資的直接歸屬成本。附屬公司業績按本公司已收及應收股息入賬。

倘自相關投資收取的股息超出附屬公司於股息宣派期間的全面收益總額，或倘獨立財務報表內所列投資的賬面值超出綜合財務報表所示投資對象資產淨值(包括商譽)的賬面值，則須對於附屬公司的投資進行減值測試。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Associates and joint ventures

An associate is an entity over which the Group has 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.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate or joint venture. When the Group's share of losses of an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

2 主要會計政策概要 (續)

2.5 聯營公司及合營企業

聯營公司指本集團對其有重大影響力的實體。重大影響力指有權力參與被投資方的財務及營運決策，但對有關政策並無控制權或共同控制權。

合營企業指一項共同安排，對安排擁有共同控制權的訂約方據此對合營安排的資產淨值擁有權利。共同控制權是指按照合約約定對某項安排所共有的控制權，共同控制權僅在相關活動要求共同享有控制權的各方作出一致同意的決定時存在。

聯營公司或合營企業的業績、資產及負債以權益會計法計入該等綜合財務報表內。作權益會計法用途的聯營公司或合營企業的財務報表乃按與本集團就同類情況下的類似交易及事件的統一會計政策編製。根據權益法，於聯營公司或合營企業的投資最初按成本於綜合財務狀況表確認，之後作出調整，以確認本集團所佔聯營公司或合營企業的損益及其他全面收益。當本集團所佔聯營公司或合營企業虧損超出本集團於該聯營公司或合營企業權益(包括任何實質上構成本集團於該聯營公司或合營企業的投資淨額的長期權益)時，本集團終止確認其所佔的其他虧損。僅當本集團產生法律或推定義務，或須代該聯營公司或合營企業支付款項時，額外虧損方予以確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Associates and joint ventures (continued)

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

2 主要會計政策概要 (續)

2.5 聯營公司及合營企業(續)

於被投資方成為一間聯營公司或合營企業當日，對聯營公司或合營企業的投資採用權益法入賬。在收購於聯營公司或合營企業的投資時，投資成本超出本集團應佔被投資方的可識別資產及負債的公允價值淨額的任何數額確認為商譽，並計入投資的賬面值。本集團應佔可識別資產及負債的公允價值淨額超出投資成本的任何數額，經重新評估後會於收購投資期間即時於損益確認。

本集團評估是否有客觀證據顯示於一間聯營公司或合營企業的權益可能出現減值。當存在任何客觀證據時該項投資的全部賬面值(包括商譽)會根據國際會計準則第36號以單一資產的方式進行減值測試，方法是比較其可收回金額(即使用價值與公允價值減出售成本的較高者)與其賬面值。任何已確認的減值虧損不會分配至任何資產(包括商譽)，同時構成該項投資的賬面值之一部分，有關減值虧損的任何撥回乃於該項投資之可收回金額其後增加的情況下根據國際會計準則第36號予以確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Associates and joint ventures (continued)

When the Group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of IFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

2 主要會計政策概要 (續)

2.5 聯營公司及合營企業(續)

當本集團不再對聯營公司擁有重大影響力或不再對合營企業擁有共同控制權時，其入賬列作出售被投資方的全部權益，所產生的收益或虧損於損益確認。倘本集團保留於前聯營公司或合營企業的權益，且所保留的權益屬於國際財務報告準則第9號範圍內的金融資產，則本集團會於該日按公允價值計量保留權益，而該公允價值被視為於初始確認時的公允價值。釐定出售聯營公司或合營企業的收益或虧損時，計入聯營公司或合營企業的賬面值與任何保留權益的公允價值及出售於聯營公司或合營企業的相關權益的所得款項的差額。此外，本集團就先前於其他全面收益確認的與該聯營公司或合營企業相關的所有金額的入賬基準與倘聯營公司或合營企業直接出售相關資產或負債而須依據的入賬基準相同。因此，倘該聯營公司或合營企業先前於其他全面收益確認的收益或虧損將於出售相關資產或負債時重新分類至損益，則本集團會於出售／部分出售相關聯營公司或合營企業時將相關收益或虧損由權益重新分類至損益(作為重新分類調整)。

當集團實體與本集團一間聯營公司或合營企業進行交易時，因與該聯營公司或合營企業進行交易的溢利及虧損於綜合財務報表確認，惟僅以與本集團並無聯繫的聯營公司或合營企業的權益為限。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Revenue recognition

The Group evaluated and recognised revenue based on a five step approach:

- Identify the contract(s) with a customer
- Identify the performance obligations in the contract
- Determine the transaction price
- Allocate the transaction price to each performance obligation
- Recognise revenue when each performance obligation is satisfied

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for services provided, stated net of discounts, returns and value added taxes. Revenue is recognised when or as the control of the goods or services is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the goods and services may be transferred over time or at a point in time.

(a) Online game revenue

The Group is a web-based and mobile online game developer and also a publisher. The Group's online game revenue is generated primarily from its self-operated, i.e. game publishing by the Group, and licensed-out, i.e. game publishing by other publishers under various game distribution arrangements.

The Group's online games are operated under free-to-play model whereby game players can play the games free of charge and are charged for the purchase of in-game tokens, which entitle the game players to exchange for in-game virtual items, including those consumable and durable in-game virtual items.

2 主要會計政策概要 (續)

2.6 收益確認

本集團根據五步方法評估及確認收益，該方法為：

- 識別客戶合約
- 識別合約的履約責任
- 釐定交易價
- 分配交易價至各項履約責任
- 於各項履約責任獲履行時確認收益

收益按已收或應收代價的公允價值計量，其指就提供服務應收的金額，並在扣除折扣、退貨及增值稅後入賬。當或於貨品或服務的控制權轉讓予客戶，即確認收益。視乎合約條款及合約適用法律，貨品及服務的控制權可於一段時間或某一時間點轉讓。

(a) 網絡遊戲收益

本集團是網頁遊戲及手機遊戲開發商及發行商。本集團的網絡遊戲收益主要源於自營(即本集團發行的遊戲)及授出特許權(即根據不同遊戲分銷安排由其他發行商發行遊戲)。

本集團的網絡遊戲以免費任玩模式運營，用戶可免費任玩遊戲，及就購買遊戲代幣收費，而用戶可使用遊戲代幣交換遊戲虛擬物品(包括消耗類及耐用類虛擬物品)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Revenue recognition (continued)

(a) Online game revenue (continued)

- (i) Revenue from online games (both self-developed games and licensed games) published by the Group
- The Group sells in-game tokens to its game players via payment channels, such as various mobile carriers and third-party internet payment systems. The in-game tokens are non-refundable and non-cancellable, and can be exchanged for in-game virtual items. The payment channels are entitled to a handling fee which is withheld and deducted from the gross proceeds collected from the game players, with the net amounts remitted to the Group. The handling fee charged by payment channels are recognised as cost of revenue in the consolidated statement of profit or loss.

The Group is obligated to provide on-going services to the game players and such obligation is not deemed to be inconsequential after game players purchase in-game virtual items. Revenue is recognised when the Group satisfies its performance obligations, i.e. at a point in time for the consumable in-game virtual items upon consumed and over the estimated playing period of paying players (the “**Player Relationship Period**”) for the durable in-game virtual items, given there is an implicit obligation of the Group to maintain and allow access of the players to the games operated by the Group.

Estimation of the Player Relationship Period

The Group estimates the Player Relationship Period and re-assesses such periods at the end of each reporting period. If there is insufficient data to determine the Player Relationship Period, such as in the case of a newly launched game, the Group estimates the Player Relationship Period based on other similar types of games developed by the Group until the new game establishes its own pattern and history. The Group also considers game profile, target audience, and its appeal to players of different demographics groups in estimating the Player Relationship Period. Adjustments arising from changes in the estimated useful lives of durable in-game virtual items are applied prospectively.

2 主要會計政策概要 (續)

2.6 收益確認(續)

(a) 網絡遊戲收益(續)

- (i) 本集團發行網絡遊戲(自主開發遊戲及特許遊戲)的收益
- 本集團通過各種移動運營商及第三方互聯網支付系統等支付渠道向其遊戲玩家銷售遊戲代幣。遊戲代幣為不可退還及不可取消，可交換遊戲內虛擬物品。付款渠道有權收取手續費，其自遊戲玩家收取的款項總額中預扣及扣除該費用後將款項淨額匯予本集團。支付渠道收取的手續費於綜合損益表確認為收益成本。

本集團有責任為遊戲玩家提供持續服務，而在遊戲玩家購買遊戲虛擬物品後，該責任並非被視為無足輕重。鑒於本集團有隱含義務維護及讓用戶體驗由本集團運營的遊戲，收益於本集團履行履約責任時確認，即就遊戲內消耗類虛擬物品為於消耗時的時間點及就遊戲內耐用類虛擬物品為付費用戶的估計玩遊戲時長(「**用戶關係期間**」)。

估計用戶關係期間

本集團估計用戶關係期間並於各報告期末重新評估一次該等期間。倘並無足夠的數據來確定用戶關係期間，例如新發佈的遊戲，則本集團根據由本集團開發的其他類似遊戲來估計用戶關係期間，直至新遊戲建立其本身的模式及歷史。在估計用戶關係期間時，本集團亦考慮遊戲概況、目標玩家，以及遊戲對於不同人口組別的玩家吸引力。就遊戲內耐用類虛擬物品的估計使用壽命的變動會作出預先調整。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Revenue recognition (continued)

(a) Online game revenue (continued)

- (ii) Revenue from online games (both self-developed games and licensed games) published by other publishers under game distribution arrangements

The Group also grants its online games to third-party game publishers (the “**Publishers**”) to publish its online games through the Publishers’ platforms, including web-based and mobile game portals, or other distribution platforms, including major social networking websites (such as Facebook), online application stores installed in mobile (such as Apple Inc.’s App Store (“**Apple App**”) and Google Play), web-based and mobile game portals.

Proceeds earned from selling in-game tokens are collected by the Publishers or its designated payment platforms and shared between the Group and the Publishers based on a pre-determined rate.

The Group is jointly obligated to provide on-going services to the game players

In certain arrangements, the Group is responsible for providing game products, technical supports and upgrades, while the Publishers are responsible for publishing (including determining the platforms), providing payment solutions, customer services, promotion activities and other daily game operations, and the right to determine the ultimate pricing of in-game virtual items are shared among the Group and the Publishers.

The Group recognises revenue that the Group is entitled to, i.e. on a net basis and under the same principles as stated in (i) above as the Group is jointly obligated to provide on-going services to the game players.

2 主要會計政策概要 (續)

2.6 收益確認(續)

(a) 網絡遊戲收益(續)

- (ii) 其他發行商根據遊戲分銷安排發行網絡遊戲(自主開發遊戲及特許遊戲)的收益

本集團亦向第三方遊戲發行商(「**發行商**」)授出其網絡遊戲，以透過發行商的平台(包括網頁及手機遊戲門戶網站)或其他分銷平台(包括主要社交網站(如 Facebook)、安裝於手機的網上應用程式商店(如 Apple Inc. 的 App Store (「**Apple App**」)及 Google Play)、網頁及手機遊戲門戶網站)發行其網絡遊戲。

銷售遊戲代幣所賺取的款項由發行商或其指定的付款平台收取，並由本集團與發行商按預定比率分享。

本集團有共同責任向遊戲玩家提供持續服務

於若干安排中，本集團負責提供遊戲產品、技術支援及升級，而發行商負責發行(包括釐定平台)、提供付款解決方案、客戶服務、推廣活動及其他日常遊戲營運，且釐定遊戲虛擬物品最終定價的權利由本集團與發行商共享。

隨著本集團按共同責任提供持續服務予玩家，本集團按淨額基準及根據上文第(i)項所述同一原則確認本集團有權獲得的收益。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Revenue recognition (continued)

(a) Online game revenue (continued)

- (ii) Revenue from online games (both self-developed games and licensed games) published by other publishers under game distribution arrangements (continued)

The Group is obligated to the Publishers to operate the licensed-out games

In certain arrangements, the Group grants its online games to the Publishers and the Publishers pay license fees for the exclusive right to operate the Group's games in specified geographic areas. The license fees normally comprise of a fixed license fees (either up-front or under specific payment schedule) and variable fees calculated based on a predetermined rate on the cash paid by game players collected by the Publishers in relation to the licensed-out games. The Group views the Publishers as its customers as the Group does not have the primary responsibility for fulfilment and acceptability of the game services.

Under these arrangements, apart from providing game license and initial game content, the Group is also obligated to provide post-sale services to the Publishers, including when-and-if-available technical supports and upgrades. Normally, no activity that significantly affect the game license is undertaken by the Group. The performance obligations of the Group in these arrangements comprise of the transfer of control of game license and post-sale services. The fixed license fees are allocated between the game license and post-sale services based on relative fair values of the standalone performance obligations. The amount allocated to the game license is recognised as revenue at a point in time when the license is granted, given that it is considered to be a right to use arrangement, and the amount allocated to post-sale services is recognised as revenue ratably over the license period.

The variable license fees which are contingent upon future events (future cash paid by game players collected by the Publishers in relation to the licensed game) are recognised when the contingency is met provided that collectability is reasonably assured.

2 主要會計政策概要 (續)

2.6 收益確認(續)

(a) 網絡遊戲收益(續)

- (ii) 其他發行商根據遊戲分銷安排發行網絡遊戲(自主開發遊戲及特許遊戲)的收益(續)

本集團對發行商有經營代理遊戲的責任

於若干安排中，本集團向發行商授出其網絡遊戲，而發行商就於特定地區經營本集團遊戲的獨家權利支付特許費。特許費通常包括固定特許費(預付或按具體付款時間表支付)及可變費用(按發行商就代理遊戲所收取的玩家已付現金根據預定比率計算)。本集團視發行商為其客戶，因為本集團並無履行及接受遊戲服務的主要責任。

根據該等安排，除了提供遊戲特許及初始遊戲內容外，本集團亦有責任提供售後服務予發行商，包括可用技術支援及升級。一般而言，本集團並無進行對遊戲特許權有重大影響的活動。本集團於該等安排的履約責任包括轉移遊戲特許的控制及售後服務。固定特許費按獨立履約責任的相對公允價值於遊戲特許及售後服務之間分配。分配至遊戲特許的金額於獲授特許之時間點確認為收益，原因是其視為使用安排的權利，而分配至售後服務的金額於特許期內按比例確認為收益。

與未來事件具或然關係的浮動許可費(遊戲玩家支付的未來現金由發行商就代理遊戲所收取)將於或然事項達成時予以確認，前提是可合理確定收回款項。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Revenue recognition (continued)

(b) Sales of customisation game software

The Group is entrusted to provide customisation game software to third parties. Revenue is recognised at a point in time when the services are rendered to third parties.

(c) Sales of game copyrights

Revenue from sale of game copyrights is recognised at a point in time when control of the asset is transferred to the customer, generally on delivery of the game software master copy and completion of the registration change of the game copyright.

(d) Sales of online game technology and publishing solution services

The Group provides technology development services, games installation services, software copyright and publishing solution services to third parties. Revenue is recognised at a point in time when the services are rendered to third parties.

(e) Intellectual property licensing

The Group also generates revenue from licensing its copyrights to other online game companies for agreed periods. The license fees normally comprise of a fixed license fees (either up-front or under specific payment schedule) and variable fees calculated based on predetermined terms. Normally the Group do not have any substantive post-sale services to the licensee.

Revenue from licensing agreements is recognised at a point in time when the license is granted, given that it is considered to be a right to use arrangement. The variable license fees which are contingent upon future events (future cash paid by game players collected by the Publishers in relation to the licensed game) are recognised when the contingency is met provided that collectability is reasonably assured.

2 主要會計政策概要 (續)

2.6 收益確認(續)

(b) 銷售個人化遊戲軟件

本集團獲委託提供個人化遊戲軟件予第三方。收益於提供服務予第三方的時間點確認。

(c) 銷售遊戲版權

銷售遊戲版權的收益於資產控制權轉移予客戶的時間點確認，一般為遊戲軟件正本交付及完成遊戲版權註冊更改時。

(d) 銷售網絡遊戲技術及發行解決方案服務

本集團向第三方提供技術開發服務、遊戲安裝服務、軟件版權及發行解決方案服務。收益於向第三方提供服務的時間點予以確認。

(e) 知識產權許可

本集團亦透過於協定期間向其他網絡遊戲公司授出其版權許可產生收益。許可費通常包括固定的許可費用(預付或根據特定的付款時間表)及根據預先釐定條款計算的可變費用。本集團一般不向特許承授人提供任何實質性的售後服務。

倘屬於使用權安排，許可協議所得收益乃於許可授出時在某個時間點時確認。與未來事件具或然關係的浮動許可費(遊戲玩家支付的未來現金，由發行商就代理遊戲所收取)將在或有事項達成時予以確認，前提是可合理確定收回款項。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.6 Revenue recognition (continued)

(f) Cloud computing services revenue

The Group earns cloud computing services revenue from the provision of a number of services, including cloud computing services such as elastic computing, storage, GPU computing, and security. These cloud computing services allow customers to use hosted software over the contract period without taking possession of the software and hardware. Cloud computing services are mainly charged on either a subscription or consumption basis. Revenue related to cloud services charged on a subscription basis is recognised ratably over the contract period. Revenue related to cloud services charged on a consumption basis, such as the quantity of storage or elastic computing services used in a period, is recognised based on the customer utilisation of the resources.

(g) Sales of cloud equipment

Revenue from sale of cloud equipment is recognised at a point in time when control of asset is transferred to the customer, generally on delivery of the cloud equipment.

(h) Contract liabilities

A contract liability is the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. The Group's contract liabilities mainly comprise of revenue sharing received in advance from customers, unamortised revenue from sale of in-game virtual items and the up-front license fees paid by the licensees, where there are implied obligations to be provided by the Group in the future. The amounts will be recognised as revenue when all of the revenue recognition criteria are met.

2 主要會計政策概要 (續)

2.6 收益確認(續)

(f) 雲計算服務收益

本集團從提供多項服務賺取雲計算服務收益，有關服務包括彈性運算、儲存、GPU計算、安全等雲計算服務。此等雲計算服務讓客戶於合約期內使用雲上計算資源，而毋須擁有有關軟硬件。雲計算服務主要以訂閱或使用量方式收費。以訂閱方式收取的雲服務相關收益乃於合約期內按比例地確認。以使用量方式收取的雲服務相關收益，例如期內的儲存量及所使用的彈性運算服務，則按客戶資源使用量確認。

(g) 銷售雲設備

銷售雲設備所得之收益已於資產控制權轉移至客戶之時間點(一般為交付雲設備時)確認。

(h) 合約負債

合約負債為本集團因已向客戶收取代價(或代價金額到期)而向客戶轉移貨品或服務的責任。本集團的合約負債主要包括預收客戶的收益分成、銷售遊戲內虛擬物品的未攤銷收益及被授權方支付的前期授權費，當中本集團日後有隱含責任提供。金額將於符合所有收益確認標準時確認為收益。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Leases

(a) Definition of 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.

For contracts entered into or modified on or after the date of initial application of IFRS 16 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed. As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

(b) The Group as a lessee

- (i) Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

2 主要會計政策概要 (續)

2.7 租賃

(a) 租賃的定義

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

就於首次應用國際財務報告準則第16號日期或之後訂立或修改或源自業務合併的合約而言，本集團根據國際財務報告準則第16號的定義於開始、修訂日期或收購日期(視何者合適而定)評估該合約是否屬於或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。作為可行權宜方法，倘本集團合理預期對綜合財務報表造成的影響與組合中的各項租賃並無重大差異時，則具類似特徵的租賃按租賃組合基準入賬。

(b) 本集團作為承租人

- (i) 分配代價至合約組成部分

對於包含一項租賃組成部分及一項或多項額外租賃或非租賃組成部分的合約，本集團根據租賃組成部分的相對單獨價格及非租賃組成部分的單獨價格總和將合約代價分配至各個租賃組成部分。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Leases (continued)

(b) The Group as a lessee (continued)

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

The Group applies the short-term lease recognition exemption to 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 lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(iii) Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities, other than adjustments to lease liabilities resulting from Covid-19-related rent concessions in which the Group applied the practical expedient.

2 主要會計政策概要 (續)

2.7 租賃(續)

(b) 本集團作為承租人(續)

(ii) 短期租賃及低價值資產租賃

對於租期自開始日期起計為12個月或以內且並無包含購買選擇權的租賃，本集團應用短期租賃確認豁免。本集團亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃的租賃付款按直線法於租期內確認為開支。

(iii) 使用權資產

使用權資產成本包括：

- 租賃負債的初始計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃激勵金額；
- 本集團產生的初始直接費用；及
- 由本集團廢除及移除相關資產，恢復其所在場地或將相關資產恢復到租賃條款及條件所要求的條件所產生的成本估算。

使用權資產按成本計量，減去任何累計折舊及減值虧損，並就租賃負債的任何重新計量作出調整，惟不包括就與二零一九冠狀病毒病相關的租金減免產生的租賃負債(本集團對其應用可行權宜方法)的調整。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Leases (continued)

(b) The Group as a lessee (continued)

(iii) Right-of-use assets (continued)

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

(iv) Refundable rental deposits

Refundable rental deposits paid are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

2 主要會計政策概要 (續)

2.7 租賃(續)

(b) 本集團作為承租人(續)

(iii) 使用權資產(續)

就本集團於租期結束時合理確定獲取相關租賃資產所有權的使用權資產而言，有關使用權資產自開始日期起至使用年期結束期間計提折舊。在其他情況下，使用權資產按直線法於其估計使用年期及租期(以較短者為準)內計提折舊。

本集團將使用權資產作為單獨項目於綜合財務狀況表內呈列。

(iv) 可退回租賃按金

已付可退回租賃按金乃根據國際財務報告準則第9號入賬，及初步按公允價值計量。對初步確認時的公允價值作出的調整被視為額外租賃付款並計入使用權資產成本。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Leases (continued)

(b) The Group as a lessee (continued)

(v) Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

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, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and

2 主要會計政策概要 (續)

2.7 租賃(續)

(b) 本集團作為承租人(續)

(v) 租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃內含的利率難以釐定，則本集團使用租期開始日期的增量借款利率計算。

租賃付款包括：

- 固定付款(包括實質固定付款)減任何應收租賃獎勵；
- 取決於指數或比率的可變租賃付款，初始計量時根據租期開始日期的指數或比率確定；
- 本集團根據剩餘價值擔保預期將予支付的金額；
- 購買選擇權的行使價(倘本集團合理確定行使選擇權)；及

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Leases (continued)

(b) The Group as a lessee (continued)

(v) Lease liabilities (continued)

- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment; and
- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

2 主要會計政策概要 (續)

2.7 租賃(續)

(b) 本集團作為承租人(續)

(v) 租賃負債(續)

- 終止租賃的罰款金額，如果租期反映出本集團將行使終止租賃的選擇權。

於開始日期後，租賃負債按累計利息及租賃款項作出調整。

如果符合下述兩種情況之一，本集團對租賃負債進行重新計量(並對相關使用權資產進行相應調整)：

- 租賃期發生變化或對行使購買選擇權的評估發生變化，在此情況下，使用重新評估日修改後的貼現率對修正後的租賃付款額進行貼現以重新計量相關的租賃負債；及
- 租賃付款因市場租金審查後的市場租金變化／保證剩餘價值下的預期付款而變化，在此情況下，使用初始貼現率對修正後的租賃付款額進行貼現來重新計量相關的租賃負債。

本集團將租賃負債作為單獨項目於綜合財務狀況表內呈列。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Leases (continued)

(b) The Group as a lessee (continued)

(vi) Lease modifications

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset.

When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

2 主要會計政策概要 (續)

2.7 租賃(續)

(b) 本集團作為承租人(續)

(vi) 租賃修改

除與二零一九冠狀病毒病相關的租金減免(本集團對其應用可行權宜方法)外，如果同時符合以下條件，本集團將租賃修改作為一項單獨租賃進行會計處理：

- 該修改通過增加對一項或多項相關資產的使用權擴大了租賃範圍；及
- 租賃代價增加的金額相當於擴大租賃範圍的單獨價格及為反映特定合約的具體情況而對單獨價格作出的任何適當的調整。

對於不作為一項單獨租賃進行會計處理的租賃修改，在租賃修改的生效日，本集團根據修改後租賃的租賃期，通過使用修改後的貼現率對修改後的租賃付款額進行貼現以重新計量租賃負債減任何應收租金減免。

本集團通過對相關使用權資產進行相應調整，對租賃負債的重新計量進行會計處理。

當修改後的合約包含租賃組成部分和一個或多個其他租賃或非租賃組成部分時，本集團會根據租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格將修改後的合約中的代價分配至每個租賃組成部分。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Leases (continued)

(b) The Group as a lessee (continued)

(vii) Covid-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2022; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying IFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

(c) Sale and leaseback transactions

The Group applies the requirements of IFRS 15 to assess whether sale and leaseback transaction constitutes a sale by the Group.

The Group as a seller-lessee

For a transfer that does not satisfy the requirements as a sale, the Group as a seller-lessee continues to recognise the assets and accounts for the transfer proceeds as borrowings within the scope of IFRS 9.

2 主要會計政策概要 (續)

2.7 租賃(續)

(b) 本集團作為承租人(續)

(vii) 與二零一九冠狀病毒病相關的租金減免

就因二零一九冠狀病毒病導致直接產生的與租賃合約有關的租金減免而言，本集團已選擇在滿足下列所有條件時應用可行權宜方法不評估有關變動是否為一項租賃修改：

- 租賃付款變動導致的租賃的經修訂代價與緊接變動之前的租賃代價基本相同或低於該代價；
- 租賃付款的任何減少僅影響原於二零二二年六月三十日或之前到期的付款；及
- 租賃的其他條款及條件並無實質性變動。

應用可行權宜方法將租金減免導致的租賃付款變動列賬的承租人將以同一方式將應用國際財務報告準則第16號「租賃」的變動入賬(倘變動並非租賃修訂)。租賃付款的寬免或豁免被入賬列作可變租賃付款。相關租賃負債獲調整以反映寬免或豁免的金額，並於該事件發生的期間內在損益中確認相應調整。

(c) 售後租回交易

本集團應用國際財務報告準則第15號的規定，以評估售後租回交易是否構成本集團的一項銷售。

本集團作為賣方 — 承租人

對於不符合銷售條件的轉讓，本集團作為賣方 — 承租人按照國際財務報告準則第9號繼續確認該資產並將轉讓所得款項作為借款進行核算。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.8 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of the Company is Hong Kong Dollar ("HK\$"). The functional currencies of the Company's PRC subsidiaries are RMB, while the functional currencies of the Company's overseas subsidiaries are United States Dollar ("US\$") or other appropriate currencies. As major operations of the Group are located in the PRC, the directors of the Company determined to present the Group's consolidated financial statements in RMB (unless otherwise stated).

(b) Transactions and balances

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

Foreign exchange gains and losses that relate to borrowings are presented in the statement of profit or loss. All other foreign exchange gains and losses are presented in the statement of profit or loss on a net basis within other losses, net.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as financial assets at fair value through other comprehensive income are recognised in other comprehensive income.

2 主要會計政策概要 (續)

2.8 外幣換算

(a) 功能及呈報貨幣

本集團旗下各實體的財務報表內所載項目均採用該實體經營所在主要經濟環境的貨幣(「功能貨幣」)計量。本公司的功能貨幣為港元「港元」。本公司的中國附屬公司的功能貨幣為人民幣「人民幣」，而本公司的海外附屬公司的功能貨幣為美元「美元」或其他適用貨幣。由於本集團的主要業務在中國境內進行，本公司董事決定以人民幣呈列本集團綜合財務報表(另有說明除外)。

(b) 交易及結餘

外幣交易以交易日期的匯率換算為功能貨幣。因結算該等交易及因按年末匯率換算以外幣計值的貨幣資產及負債而產生的滙兌收益及虧損，乃通常於損益內確認。

有關借貸的滙兌收益及虧損於損益表呈列。所有其他滙兌收益及虧損按淨額基準於損益表的其他收益虧損淨額內呈列。

按公允價值計量的外幣非貨幣性項目，採用公允價值確定日的匯率換算。資產及負債的滙兌差額按公允價值入賬並呈列為公允價值收益或虧損的部分。舉例而言，非貨幣性金融資產及負債(例如按公允價值計入損益的權益)的滙兌差額於損益內確認為公允價值收益或虧損的一部分，非貨幣性資產(例如按公允價值計入其他全面收益的金融資產)的滙兌差額於其他全面收益確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.8 Foreign currency translation (continued)

(c) Group companies

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

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

Goodwill and fair value adjustments arising from the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2 主要會計政策概要 (續)

2.8 外幣換算(續)

(c) 集團公司

採用有別於呈報貨幣的功能貨幣的外國業務(當中概無擁有超通脹經濟體的貨幣),其業績及財務狀況均按下列方式換算為呈報貨幣:

- 就各財務狀況表呈列的資產及負債,按該結算日的收市匯率換算;
- 就各損益表及全面收益表的收入及開支,按平均匯率換算(除非該匯率並非交易日期的現行匯率累計影響的合理約值,在該情況下,收入及開支按交易日期換算),及
- 所有由此產生的滙兌差額均在其他全面收益內確認。

收購海外業務所產生的商譽及公允價值調整均視為海外業務的資產及負債,並按收市匯率換算。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Borrowing costs
All borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.10 Government grants
Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under “other income”.

2 主要會計政策概要 (續)

2.9 借貸成本
所有借貸成本於產生期間於損益內確認。

2.10 政府補貼
政府補貼不予確認入賬，直至有合理保證證明本集團將遵守其附帶條件及將收取補貼。

政府補助於其擬定補償的相關成本獲本集團確認為開支的期間有系統地於損益確認。具體而言，以本集團應購置、建造或以其他方式收購非流動資產為主要條件的政府補助，會於綜合財務狀況報表中確認為遞延收入，並於相關資產的可用年期有系統及合理地轉撥至損益。

作為與收入有關的已產生開支或虧損的補償或向本集團提供即時財務資助(並無日後相關成本)而可收取的政府補貼，乃於其成為可收取的期間於損益中確認。有關補助於「其他收入」項呈列。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.11 Employee benefits

(a) Pension and social obligations

The Group operates various defined contribution plans in accordance with the local conditions and practices in which it operates. Defined contribution plans are pensions and the other social benefit plans under which the Group pays fixed contributions to a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognised as labour costs when they are due.

(b) Employee leave entitlements

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

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

(c) Bonus plans

The expected cost of bonuses is recognised as a liability when the Group has a present legal or constructive obligation for payment of bonus as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities for profit sharing and bonus plans are expected to be settled within 1 year and are measured at the amounts expected to be paid when they are settled.

2 主要會計政策概要 (續)

2.11 僱員福利

(a) 退休金及社會責任

本集團根據其經營所處的當地條件及慣例運作多項界定供款計劃。界定供款計劃指退休金及其他社會福利計劃，據此，本集團向一個獨立實體支付定額供款。倘有關基金並無持有充足資產就僱員服務向所有僱員支付當前及過往期間的福利，本集團並無法定或推定責任支付進一步供款。供款於到期時確認為勞工成本。

(b) 僱員應享假期

僱員應享的年假乃於應計給僱員時確認。就截至各報告期末僱員已提供的服務產生的年假的估計負債，則計提撥備。

僱員應享病假及分娩假期直至放假時方予確認。

(c) 獎勵計劃

當本集團因僱員已提供的服務而產生現有法定或推定支付獎勵的責任，而責任金額能可靠估計時，則將獎勵的預計成本確認為負債。分紅及獎勵計劃的責任預期於一年內結算並按預期於結算時將予支付的金額計量。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.12 Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based compensation reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based compensation reserve.

When share options are exercised, the amount previously recognised in share-based compensation reserve will be transferred to retained earnings. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based compensation reserve will be transferred to retained earnings.

When shares granted are vested, the amount previously recognised in share-based compensation reserve will be transferred to share capital.

2 主要會計政策概要 (續)

2.12 以股份為基礎的付款

向僱員及其他提供類似服務的人士作出的按權益結算以股份為基礎的付款乃於授出日期按權益工具的公允價值計量。

於授出日期釐定的以權益結算以股份為基礎的付款的公允價值(不考慮所有非市場歸屬條件)乃根據本集團對最終將歸屬之權益工具的估計，於歸屬期內按直線法列支，而相應增加計入權益(以股份為基礎的補償儲備)內。於各報告期末，本集團會根據所有相關非市場歸屬條件的評估，修正其對預計歸屬權益工具數量的估算。修改原有估算產生的影響(如有)於損益內確認，以致其累計費用反映已修正的估算，而相應調整計入以股份為基礎補償儲備。

當購股權獲行使時，先前於以股份為基礎補償儲備確認的金額將轉撥至保留盈利。當購股權於歸屬日期後被沒收或於屆滿日期仍未行使時，先前於以股份為基礎的補償儲備確認的金額將轉撥至保留盈利。

當股份獲歸屬時，先前於以股份為基礎補償儲備確認的金額將轉撥至股本。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Current and deferred income tax

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

(a) Current income tax

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

(b) Deferred income tax

(i) Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred income tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

For the purpose of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

2 主要會計政策概要 (續)

2.13 即期及遞延所得稅

年內稅項開支包括即期及遞延稅項。稅項於損益表內確認，惟分別與於其他全面收益或直接於權益確認的項目相關除外。於此情況下，稅項亦分別於其他全面收益或直接於權益中確認。

(a) 即期所得稅

即期所得稅支出根據本公司的附屬公司營運及產生應課稅收入的國家於各報告期末已頒佈或實質頒佈的稅法計算。管理層就適用稅法詮釋所規限的情況定期評估報稅表的狀況。管理層在適當情況下根據預期將向稅務機關支付的稅款作出撥備。

(b) 遞延所得稅

(i) 內部基準差額

對於資產及負債的稅基與其在綜合財務報表中的賬面值之間產生的暫時性差額，使用負債法確認遞延所得稅。然而，若遞延所得稅負債來自對商譽的初始確認，則不予確認；若遞延所得稅來自在交易(不包括業務合併)中對資產或負債的初始確認，而在交易時不影響會計損益或應課稅利益或虧損，則不予入賬。

為計量本集團於其確認使用權資產及相關租賃負債的租賃交易的遞延稅項，本集團會首先釐定稅務扣減項目是否歸屬於使用權資產或租賃負債。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Current and deferred income tax (continued)

(b) Deferred income tax (continued)

(i) Inside basis differences (continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted at the end of each reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

(ii) Outside basis differences

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

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

2 主要會計政策概要 (續)

2.13 即期及遞延所得稅(續)

(b) 遞延所得稅(續)

(i) 內部基準差額(續)

就稅項扣減歸屬於租賃負債的租賃交易而言，本集團將國際會計準則第12號的規定分別應用於使用權資產及租賃負債。由於應用初步確認豁免，故與使用權資產及租賃負債相關之暫時差額不會於初步確認時及於租期內確認。

遞延所得稅乃以於各報告期末已頒佈或實質頒佈的稅率(及稅法)釐定，並預期於變現相關遞延所得稅資產或結算遞延所得稅負債時應用。

僅於可能出現未來應課稅溢利，使暫時性差額得以使用時，確認遞延所得稅資產。

(ii) 外部基準差額

遞延所得稅負債乃就於附屬公司、聯營公司及合營企業的投資所產生的應課稅暫時差額而計提撥備，惟暫時差額的撥回時間由本集團控制以及暫時差額不可能於可見將來撥回的遞延所得稅負債除外。一般而言，本集團不能控制聯營公司的暫時差額撥回。僅在訂有協議賦予本集團能力於可預見未來控制暫時差額撥回時，方不就聯營公司的未分派溢利所產生的應課稅暫時差額確認遞延稅項負債。

遞延所得稅資產乃就於附屬公司、聯營公司及合營企業的投資所產生的可扣稅暫時差額而確認，惟僅以可能於未來撥回暫時差額以及有足夠應課稅溢利用以抵銷暫時差額的情況為限。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Current and deferred income tax (continued)

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied to the same taxable entity by the same taxation authority.

2.14 Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as "right-of-use assets" in the consolidated statement of financial position. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

2 主要會計政策概要 (續)

2.13 即期及遞延所得稅(續)

(c) 對銷

倘有法定可執行權利可以即期稅項資產對銷即期稅項負債，以及倘遞延所得稅資產及負債涉及由同一稅收機關就該應課稅實體徵收的所得稅，則遞延所得稅資產及負債予以對銷。

2.14 物業、廠房及設備

物業、廠房及設備為用於生產或提供貨物或服務，或作行政用途的而持有的有形資產。物業、廠房及設備乃按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表入賬。

成本包括直接歸因於將資產轉移至能夠以管理層預期的方式營運的必要地點及條件的任何成本。該等資產的折舊於資產可作擬定用途時開始按與其他物業資產相同的基準計算。

當本集團就物業權益(包括租賃土地及樓宇部分)付款時，全部代價於初始確認時按相對公允價值比例在租賃土地與樓宇部分之間進行分配。在相關款項可作可靠分配的情況下，租賃土地權益於綜合財務狀況表中呈列為「使用權資產」。當代價無法在非租賃樓宇部分與相關租賃土地的不可分割權益間可靠分配時，整項物業通常分類為物業、廠房及設備。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.14 Property, plant and equipment (continued)

Depreciation is recognised so as to write off the cost of assets, less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising from the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2.15 Intangible assets

(a) Goodwill

Goodwill arising from an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") (or group of CGUs) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising from an acquisition in a reporting period, the CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the CGU (or group of CGUs).

2 主要會計政策概要 (續)

2.14 物業、廠房及設備(續)

折舊乃以直線法按估計可使用年期撇銷資產成本減其剩餘價值確認。估計可使用年期、剩餘價值及折舊法於每個報告期末檢討，而任何估計變動的影響按預期基準入賬。

物業、廠房及設備項目於出售後或當預期並不會因繼續使用資產而產生未來經濟利益時終止確認。出售或停止使用物業、廠房及設備項目所產生的任何收益或虧損釐定為出售所得款項與資產賬面金額間的差額，並於損益確認。

2.15 無形資產

(a) 商譽

收購業務所產生商譽按於收購業務當日確立的成本減累計減值虧損(如有)列賬。

就減值測試而言，商譽會被分配至預期受惠於合併之協同效益的本集團現金產生單位(「現金產生單位」)或多組現金產生單位，即就內部管理目的監控商譽的最低水平且不超過經營分部。

獲分配商譽之現金產生單位(或多組現金產生單位)每年至少一次或當有跡象顯示該單位可能出現減值時更頻密地測試減值。就於任何報告期間因收購產生的商譽而言，獲分配商譽的現金產生單位(或多組現金產生單位)於該報告期間末前測試減值。倘現金產生單位的可收回金額低於其賬面值，則減值虧損會首先用作減低任何商譽賬面值，其後則按該現金產生單位(或多組現金產生單位)內各項資產賬面值的比例分配至其他資產。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.15 Intangible assets (continued)

(a) Goodwill (continued)

On disposal of the relevant CGU or any of the CGU within the group of CGUs, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the CGU (or a CGU within a group of CGUs), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the CGU) disposed of and the portion of the CGU (or the group of CGUs) retained.

(b) Intangible assets other than goodwill

(i) Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

2 主要會計政策概要 (續)

2.15 無形資產(續)

(a) 商譽(續)

於出售相關現金產生單位或一組現金產生單位中任何現金產生單位時，於釐定出售的損益金額時計入商譽之應佔金額。當本集團出售現金產生單位(或一組現金產生單位中的現金產生單位)內業務時，所出售商譽金額按所出售業務(或現金產生單位)與所保留現金產生單位(或一組現金產生單位)部分的相對價值計量。

(b) 商譽以外的無形資產

(i) 獨立收購的無形資產

獨立收購而具有有限可使用年期的無形資產以成本減累計攤銷及任何累計減值虧損計量。具有有限可使用年期的無形資產攤銷以直線法按估計可使用年期確認。估計可使用年期及攤銷方法於各報告期末進行審閱，而任何估計變動的影響按前瞻基準入賬。獨立收購的不能確定可使用年期的無形資產按成本減任何其後累計減值虧損計量。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.15 Intangible assets (continued)

(b) Intangible assets other than goodwill (continued)

- (ii) Internally-generated intangible assets — research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

2 主要會計政策概要 (續)

2.15 無形資產(續)

(b) 商譽以外的無形資產(續)

- (ii) 內部產生的無形資產 — 研發支出

研究活動開支於產生期內確認為開支。

僅當出現所有下列情況時，所有開發活動(或內部項目的開發階段)所產生的內部無形資產始予以確認：

- 完成無形資產以使其可供使用或出售在技術上可行；
- 有意完成無形資產及使用或出售該無形資產；
- 能夠使用或出售無形資產；
- 無形資產如何產生可能的未來經濟利益；
- 有足夠的技術、財務及其他資源可用於完成開發及使用或出售無形資產；及
- 能夠可靠計量無形資產於開發期間應佔的開支。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.15 Intangible assets (continued)

(b) Intangible assets other than goodwill (continued)

- (ii) Internally-generated intangible assets — research and development expenditure (continued)

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

- (iii) Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair values at the acquisition date (which is regarded as their costs).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

2 主要會計政策概要 (續)

2.15 無形資產(續)

(b) 商譽以外的無形資產(續)

- (ii) 內部產生的無形資產 — 研發支出(續)

內部產生的無形資產初步確認金額為該無形資產自首度符合上述確認標準之日起產生之開支總額。倘未能確認內部產生的無形資產，則開發支出於其產生期間確認為損益。

於初步確認後，內部產生的無形資產以成本減累計攤銷及累計減值虧損(如有)呈報，與獨立收購的無形資產所用基準相同。

- (iii) 於業務合併中收購的無形資產

於業務合併中收購的無形資產應與商譽分開確認，並於初步確認時以其在收購日的公允價值(確認為其成本)計量。

於業務合併中收購的具有有限可使用年期的無形資產在初步確認後按成本減累計攤銷及任何累計減值虧損呈列，所依據之基準與單獨收購的無形資產相同。於業務合併中收購的具有無限可使用年期的無形資產按成本減後續任何累計減值虧損入賬。

無形資產於出售時或當使用或出售預期不會產生任何日後經濟利益時終止確認。終止確認無形資產所產生的盈虧，乃按出售所得款項淨額與資產賬面值之間的差額計量，並於終止確認資產時於損益確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.16 Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment, right-of-use assets, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the CGU to which the asset belongs.

In testing a CGU for impairment, corporate assets are allocated to the relevant CGU when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the CGU or group of CGUs to which the corporate asset belongs, and is compared with the carrying amount of the relevant CGU or group of CGUs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 (or a CGU) for which the estimates of future cash flows have not been adjusted.

2 主要會計政策概要 (續)

2.16 物業、機器及設備、使用權資產及商譽以外的無形資產減值

於各報告期末，本集團會檢討可使用年期有限的物業、機器及設備、使用權資產及無形資產賬面值，以釐定該等資產是否出現任何減值虧損跡象。倘存在任何該等跡象，則會估計相關資產的可收回金額以釐定減值虧損(如有)金額。

物業、廠房及設備、使用權資產及無形資產的可收回金額個別作出估計，當無法個別估計可收回金額，則本集團會估計該資產所屬現金產生單位的可收回金額。

於測試現金產生單位的減值時，倘可設立合理及一致的分配基準，則公司資產將分配至相關現金產生單位，或分配至現金產生單位內可設立合理及一致分配基準的最小組別。可收回金額乃按公司資產所屬現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別的賬面值比較。

可收回金額為公允價值減出售成本與使用價值兩者中的較高者。評估使用價值時，估計未來現金流量採用除稅前貼現率貼現至其現值，而該除稅前貼現率反映金錢時間價值的現行市場評估及未來現金流量估計未經調整的資產(或現金產生單位)的特定風險。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.16 Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (continued)

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of CGUs. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU or a group of CGUs) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a CGU or a group of CGUs) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

2.17 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

2 主要會計政策概要 (續)

2.16 物業、機器及設備、使用權資產及商譽以外的無形資產減值(續)

倘估計資產(或現金產生單位)的可收回金額低於其賬面值，則資產(或現金產生單位)的賬面值將減至其可收回金額。就未能按合理及一致的基準分配至現金產生單位的公司資產或部分公司資產而言，本集團會比較一組現金產生單位的賬面值(包括已分配至該組現金產生單位的公司資產或部分公司資產)與該組現金產生單位的可收回金額。於分配減值虧損時，減值虧損首先分配至削減任何商譽(如適用)的賬面值，然後根據各資產於單位或一組現金產生單位的賬面值按比例分配至其他資產。資產的賬面值不會削減至低於其公允價值減出售成本(如可計量)、其使用價值(如可釐定)及「零」三者間的最高者。可能另行分配至資產的減值虧損金額按比例分配至單位或一組現金產生單位的其他資產。減值虧損即時於損益確認。

倘減值虧損其後撥回，則資產(或現金產生單位或一組現金產生單位)的賬面值增至其經修訂的估計可收回金額，惟所增加的賬面值不得超過該資產(或現金產生單位或一組現金產生單位)於過往年度並無確認減值虧損而釐定的賬面值。減值虧損撥回即時於損益確認。

2.17 存貨

存貨按成本及可變現淨值的較低者列報。存貨的成本乃按照先進先出方法釐定。可變現淨值乃指存貨的估計售價減去所有估計完成成本及進行銷售所需的成本。進行銷售的所需成本包括直接歸屬於銷售的增量成本及本集團為進行銷售而必需產生的非增量成本。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.18 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.19 Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2 主要會計政策概要 (續)

2.18 撥備

本集團因過往事件而招致現時法定或推定責任，且很有可能須撥出資源以清償責任，並能可靠估計該金額時，則確認撥備。一概不就日後經營虧損確認撥備。

如有多項類似責任，清償責任時須流出資源的可能性乃經考慮整體責任類別後確定。即使就同一責任類別所包含的任何一個項目而言流出資源的可能性甚微，仍須確認撥備。

撥備乃採用稅前利率按預期清償責任所需開支的現值計量，該稅前利率反映市場當時對貨幣時間價值的評估及該責任的特定風險。因時間流逝而增加的撥備確認為利息開支。

2.19 金融工具

當一家集團實體成為工具合約條文的訂約方時，金融資產及金融負債須予以確認。所有以常規方式購買或出售的金融資產，均按交易日期為基準確認及終止確認。以常規方式購買或出售是指按照相關市場中的規則或慣例通常約定的時間內交付資產的金融資產買賣。

金融資產及金融負債初步按公允價值計量，惟根據香港財務報告準則第15號初步計量客戶合約所產生的應收貿易款項除外。因收購或發行金融資產及金融負債(按公允價值計入損益的金融資產及金融負債除外)而直接產生的交易成本於初步確認時計入或扣自該等金融資產或金融負債(如適用)的公允價值。因收購按公允價值計入損益的金融資產或金融負債而直接產生的交易成本即時於損益中確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Financial instruments (continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(a) Financial assets

(i) Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income:

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and

2 主要會計政策概要 (續)

2.19 金融工具(續)

實際利率法為計算金融資產或金融負債的攤銷成本及按有關期間攤分利息收入及利息開支的方法。實際利率乃於初步確認時按金融資產或金融負債的預期年期或較短期間(如適用)內確切貼現估計日後現金收入及支出(包括構成實際利率整體部分的所有已付或已收費用及點數、交易成本及其他溢價或貼現)至賬面淨值的利率。

(a) 金融資產

(i) 金融資產的分類及後續計量

符合下列條件的金融資產其後按攤銷成本計量：

- 以收取合約現金流量為目標而持有金融資產的業務模式下持有的金融資產；及
- 金融資產的合約條款於指定日期產生的現金流量僅為支付本金及未償還的本金利息。

符合下列條件的金融資產其後按公允價值計入其他全面收益計量：

- 以出售及收取合約現金流量達致目標的業務模式下持有的金融資產；及

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Financial instruments (continued)

(a) Financial assets (continued)

- (i) Classification and subsequent measurement of financial assets (continued)
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value through profit or loss, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 “Business Combinations” applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or fair value through other comprehensive income as measured at fair value through profit or loss if doing so eliminates or significantly reduces an accounting mismatch.

2 主要會計政策概要 (續)

2.19 金融工具(續)

(a) 金融資產(續)

- (i) 金融資產的分類及後續計量(續)
- 金融資產的合約條款於指定日期產生的現金流量僅為支付本金及未償還的本金利息。

所有其他金融資產其後按公允價值計入損益計量，但在初次確認金融資產當日，倘股本投資並非持作買賣，亦非由於買方在國際財務報告準則第3號「業務合併」所適用的業務合併中確認的或然代價，本集團可以不可撤銷地選擇於其他全面收益呈列該股本投資的其後公允價值變動。

下列金融資產為持作買賣：

- 購入金融資產主要是為於短期內出售；或
- 於初步確認時，其構成本集團合併管理的已確定金融工具組合之一部份及具有最近實際短期獲利模式；或
- 其為未被指定及可有效作為對沖工具之衍生工具。

此外，本集團可以不可撤回地指定金融資產(於其他方面符合按攤銷成本計量或按公允價值計入其他全面收益的規定)為按公允價值計入損益，前提是有關指定可消除或大幅減少會計錯配發生。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Financial instruments (continued)

(a) Financial assets (continued)

- (i) Classification and subsequent measurement of financial assets (continued)

Amortised cost and interest income

Interest income is recognised using the effective interest method. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired. For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

Equity instruments designated as at fair value through other comprehensive income

Investments in equity instruments at fair value through other comprehensive income are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the financial assets at fair value through other comprehensive income reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will continue to be held in the fair value through other comprehensive income reserve.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment.

2 主要會計政策概要 (續)

2.19 金融工具(續)

(a) 金融資產(續)

- (i) 金融資產的分類及後續計量(續)

攤銷成本及利息收入

利息收入使用實際利率法確認。利息收入將實際利率應用於金融資產賬面總值計算，惟其後成為信貸減值的金融資產除外。就其後成為信貸減值的金融資產而言，利息收入將實際利率應用於自下個報告期起計的金融資產攤銷成本確認。倘信貸減值金融工具的信貸風險有所改善，以致金融資產不再維持信貸減值，則利息收入在釐定資產不再維持信貸減值後，將實際利率應用於自報告期開始起計的金融資產賬面總值確認。

指定為按公允價值計入其他全面收益的股本工具

投資於按公允價值計入其他全面收益的股本工具其後按公允價值計量，其公允價值變動所產生收益及虧損於其他全面收益中確認及於按公允價值計入其他全面收益儲備的金融資產內累計；且毋須進行減值評估。出售股本投資的累計收益或虧損將不會重新分類至損益，並將繼續於按公允價值計入其他全面收益儲備持有。

倘本集團收取股息的權利得以確立，除非股息明顯用作收回一部分投資成本，否則該等股本工具的投資的股息將於損益中確認。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Financial instruments (continued)

(a) Financial assets (continued)

- (i) Classification and subsequent measurement of financial assets (continued)
- Financial assets at fair value through profit or loss

Financial assets that do not meet the criteria for being measured at amortised cost or fair value through other comprehensive income or designated as fair value through other comprehensive income are measured at fair value through profit or loss.

Financial assets at fair value through profit or loss are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset.

- (ii) Impairment of financial assets subject to impairment assessment under IFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade receivables, other receivables, restricted cash and cash and cash equivalents) which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at the end of each reporting period to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the end of the reporting period. Assessments are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the end of the reporting period as well as the forecast of future conditions.

2 主要會計政策概要 (續)

2.19 金融工具(續)

(a) 金融資產(續)

- (i) 金融資產的分類及後續計量(續)

按公允價值計入損益的金融資產

不符合按攤銷成本或按公允價值計入其他全面收益或指定為按公允價值計入其他全面收益計量標準的金融資產乃按公允價值計入損益計量。

按公允價值計入損益的金融資產於各報告期末按公允價值計量，而任何公允價值收益或虧損均於損益中確認。於損益中確認的收益或虧損淨額包括金融資產所賺取任何股息或利息。

- (ii) 根據國際財務報告準則第9號進行減值評估的金融資產減值

本集團根據預期信貸虧損(「**預期信貸虧損**」)模型就須根據國際財務報告準則第9號計提減值的金融資產(包括貿易應收款項、其他應收款項、受限制現金及現金及現金等價物)進行減值評估。預期信貸虧損金額於各報告期末更新，以反映信貸風險自初步確認以來的變動。

全期預期信貸虧損指將於有關工具的預期年期內因所有可能違約事件而產生的預期信貸虧損。相反，12個月預期信貸虧損(「**12個月預期信貸虧損**」)指預期因報告期末後12個月內可能發生的違約事件所引致的全期預期信貸虧損其中部分。評估乃根據本集團過往信貸虧損經驗作出，並就債務人的特定因素、整體經濟狀況及對於報告期末當前狀況及未來狀況預測評估作出調整。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Financial instruments (continued)

(a) Financial assets (continued)

- (ii) Impairment of financial assets subject to impairment assessment under IFRS 9 (continued)

The Group always recognises lifetime ECL for trade receivables.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

2 主要會計政策概要 (續)

2.19 金融工具(續)

(a) 金融資產(續)

- (ii) 根據國際財務報告準則第9號進行減值評估的金融資產減值(續)

本集團一直就貿易應收款項確認全期預期信貸虧損。

就所有其他工具而言，本集團計量相等於12個月預期信貸虧損的虧損撥備，除非信貸風險自初步確認以來一直顯著增加，則本集團確認全期預期信貸虧損。評估應否確認全期預期信貸虧損乃視乎自初步確認以來發生違約的可能或風險是否顯著增加。

預期信貸虧損的計量及確認

預期信貸虧損計量為違約概率、違約損失率(即倘發生違約的虧損幅度)及違約風險的函數。違約概率及違約損失率評估乃根據歷史數據及前瞻性資料作出。預期信貸虧損的估計反映無偏頗及概率加權的數額，其乃根據加權發生的相應違約風險而確定。本集團經考慮過往信貸虧損經驗後使用撥備矩陣並採用實際權宜方法估計貿易應收款項的預期信貸虧損，並按毋須花費不必要成本或精力可取得的前瞻性資料調整。

一般而言，預期信貸虧損為根據合約應付本集團的所有合約現金流量與本集團預期將收取的現金流量間的差額，並按初步確認時釐定的實際利率貼現。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Financial instruments (continued)

(a) Financial assets (continued)

- (ii) Impairment of financial assets subject to impairment assessment under IFRS 9 (continued)

Lifetime ECL for trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables and other receivables, where the corresponding adjustment is recognised through a loss allowance account.

2 主要會計政策概要 (續)

2.19 金融工具(續)

(a) 金融資產(續)

- (ii) 根據國際財務報告準則第9號進行減值評估的金融資產減值(續)

貿易應收款項的全期預期信貸虧損乃經考慮過往逾期資料及前瞻性宏觀經濟資料等相關信貸資料後按集體基準考慮。

就集體評估而言，於制定分組時，本集團經考慮下列特徵：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(倘可得)。

管理層定期檢討分組方法，確保各組別的組成部分繼續擁有類似的信貸風險特徵。

利息收入根據金融資產的總賬面值計算，除非該金融資產出現信貸減值，在此情況下，利息收入根據金融資產的攤銷成本計算。

本集團透過調整所有金融工具的賬面值於損益確認該等金融工具的減值收益或虧損，惟透過虧損撥備賬確認相關調整的貿易及其他應收款項除外。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Financial instruments (continued)

(a) Financial assets (continued)

(iii) Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at fair value through other comprehensive income, the cumulative gain or loss previously accumulated in the financial assets at fair value through other comprehensive income reserve is not reclassified to profit or loss, and continue to be held in the financial assets at fair value through other comprehensive income reserve.

(b) Financial liabilities and equity

(i) Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

2 主要會計政策概要 (續)

2.19 金融工具(續)

(a) 金融資產(續)

(iii) 終止確認金融資產

倘本集團自資產獲得現金流量的合約權利屆滿或倘轉讓金融資產及該資產擁有權絕大部分風險及回報至另一實體，則會終止確認該項金融資產。

於終止確認按攤銷成本計量的金融資產時，有關資產賬面值與已收及應收代價之和之間的差額，於損益中確認。

於終止確認本集團選擇於初步確認時按公允價值計入其他全面收益計量的權益工具投資時，先前於按公允價值計入其他全面收益儲備的金融資產累計的累計收益或虧損不會重新分類至損益，並繼續在按公允價值計入其他全面收益儲備的金融資產持有。

(b) 金融負債及權益

(i) 分類為債項或股本

債項及股本工具乃根據合約安排實質內容以及金融負債及股本工具定義分類為金融負債或股本。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Financial instruments (continued)

(b) Financial liabilities and equity (continued)

(ii) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

(iii) Financial liabilities at amortised cost

Financial liabilities (including trade payables, other payables and bank and other borrowings) are subsequently measured at amortised cost, using the effective interest method.

(iv) Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

(c) Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2 主要會計政策概要 (續)

2.19 金融工具(續)

(b) 金融負債及權益(續)

(ii) 權益工具

權益工具為可證明於實體資產經扣除其所有負債後的剩餘權益的任何合約。本公司發行的權益工具按已收取所得款項扣除直接發行成本確認。

(iii) 按攤銷成本計量的金融負債

金融負債(包括貿易應付款項、其他應付款項及銀行及其他借貸)其後使用實際利息法按攤銷成本計量。

(iv) 終止確認金融負債

本集團的金融負債於及僅於本集團責任獲解除、註銷或屆滿時終止確認。終止確認的金融負債賬面值與已付及應付代價之間差額於損益中確認。

(c) 抵銷金融資產及金融負債

當且僅當本集團目前擁有可依法強制執行的權利以抵銷已確認金額，並有意按淨額基準結算或同時變現資產及清償負債時，金融資產及金融負債才會被抵銷，並於綜合財務狀況表中呈列金額淨值。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk and cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group.

(a) Market risk

(i) Foreign exchange risk

The Group operates internationally through overseas publishers and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US\$. Foreign exchange risk primarily arose from recognised assets and liabilities when receiving or to receive foreign currencies from overseas counterparties. The Group did not hedge against any fluctuation in foreign currency during the years ended 31 December 2022 and 2021.

For the Company's PRC subsidiaries whose functional currency is RMB, if US\$ had strengthened/weakened by 5% against RMB with all other variables held constant, the post-tax profit would have been approximately RMB2,979,000 (2021: RMB1,892,000) higher/lower for the year ended 31 December 2022, as a result of net foreign exchange gains/losses on translation of net monetary assets denominated in US\$.

3 財務風險管理

3.1 財務風險因素

本集團的活動涉及多種財務風險：市場風險(包括外匯風險、價格風險及現金及公允價值利率風險)、信貸風險及流動資金風險。本集團的整體風險管理策略專注於金融市場的不可預測性，並尋求盡量減低對本集團財務表現產生的潛在不利影響。風險管理由本集團高級管理層進行。

(a) 市場風險

(i) 外匯風險

本集團透過海外發行商在海外市場經營業務，須承受因各種貨幣風險引致的外匯風險，主要涉及美元。外匯風險主要來自自海外對手方收取或將收取外幣時的已確認資產及負債。於截至二零二二年及二零二一年十二月三十一日止年度，本集團並無對沖任何外幣波動。

就本公司功能貨幣為人民幣的中國附屬公司而言，倘美元兌人民幣升值／貶值5%，而所有其他變量維持不變，則截至二零二二年十二月三十一日止年度的稅後溢利增加／減少約人民幣2,979,000元(二零二一年：人民幣1,892,000元)，乃由於換算以美元計值的淨貨幣資產的滙兌收益／虧損淨額所致。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(ii) Price risk

The Group is exposed to price risk in respect of investments held by the Group that are classified on the consolidated statement of financial position either as at fair value through other comprehensive income or at fair value through profit or loss. The Group is not exposed to commodity price risk. To manage its price risk arising from the investments, the Group diversifies its portfolio. Each investment is managed by senior management on a case by case basis.

The Group's financial assets at fair value through other comprehensive income are held for capital appreciation and business strategic purposes. The sensitivity analysis is determined based on the exposure to equity price risks of financial assets at fair value through other comprehensive income at the end of the reporting period. If equity prices of the respective instruments held by the Group had been 5% higher/lower, the other comprehensive income for the year ended 31 December 2022 would have been approximately RMB81,000 (2021: RMB101,000) higher/lower.

In respect of the Group's financial assets at fair value through profit or loss, the sensitivity analysis is determined based on the exposure to price risk of financial assets at fair value through profit or loss at the end of the reporting period. If the fair value of the respective instruments held by the Group had been 5% higher/lower, the post-tax profit for the year ended 31 December 2022 would have been approximately RMB26,221,000 (2021: RMB1,824,000) higher/lower.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(ii) 價格風險

本集團就本集團所持於綜合財務狀況表中分類為按公允價值計入其他全面收益或按公允價值計入損益的投資面對價格風險。本集團並無面對商品價格風險。為管理投資產生的價格風險，本集團多元化其投資組合。高級管理層按逐個基準管理各項投資。

本集團按公允價值計入其他全面收益的金融資產持作資本增值及業務策略目的。敏感度分析乃基於在報告期末所面對的按公允價值計入其他全面收益的金融資產的股本價格風險而釐定。倘本集團持有的各種工具的股本價格上升/下降5%，則截至二零二二年十二月三十一日止年度的其他全面收益將增加/減少約人民幣81,000元(二零二一年：人民幣101,000元)。

就本集團按公允價值計入損益的金融資產而言，敏感度分析乃基於在報告期末所面對的按公允價值計入損益的金融資產的價格風險而釐定。倘本集團持有的各種工具的公允價值上升/下降5%，則截至二零二二年十二月三十一日止年度的稅後溢利將增加/減少約人民幣26,221,000元(二零二一年：人民幣1,824,000元)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(iii) Cash flow and fair value interest rate risk

The Group is exposed to cash flow interest rate risk in respect of its variable-rate bank borrowings.

The Group analyses its interest rate exposure on a regular basis to consider the options available for refinancing, renewal of existing positions, and alternative financing.

If the interest rate had increased/decreased by 100 basis points with all other variables held constant, post-tax profit for the year ended 31 December 2022 would have been approximately RMB0 (2021: RMB75,000) lower/higher, as a result of the increase/decrease in interest expense on variable-rate bank borrowings.

(b) Credit risk

The Group is exposed to credit risk in respect of its trade receivables, other receivables, restricted cash and cash and cash equivalents placed with banks. The carrying amount of each class of the above financial assets represents the Group's maximum exposure to credit risk in relation to the corresponding class of financial assets.

(i) Risk management

Credit risk is managed on group basis. Finance team is responsible for managing and analysing the credit risk for each of their new clients before standard payment and delivery terms and conditions are offered. The Group assesses the credit quality of its customers and other debtors by taking into account various factors including their financial position, past experience and other factors.

Restricted cash and cash and cash equivalents are mainly placed with state-owned financial institutions in the PRC and reputable international financial institutions in the overseas. There was no recent history of default in relation to these financial institutions. In the opinion of the directors or the Company, the expected credit loss is close to zero.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(iii) 現金流及公允價值利率風險

本集團承受其浮息銀行借貸的現金流利率風險。

本集團定期分析其利率風險，以考慮再融資、更新現時利率持倉及其他融資的可供選項。

倘利率上升/下降100個基點，而所有其他變量維持不變，則截至二零二二年十二月三十一日止年度的稅後溢利將減少/增加人民幣零元(二零二一年：人民幣75,000元)，乃由於浮息銀行借貸利息開支增加/減少所致。

(b) 信貸風險

本集團承受其貿易應收款項、其他應收款項、存置於銀行的受限制現金及現金及現金等價物的信貸風險。上述各類金融資產的賬面值指本集團與相應類別的金融資產有關的最大信貸風險。

(i) 風險管理

信貸風險按集團基準管理。融資團隊負責於提供標準付款及交付條款和條件前，管理及分析各新客戶的信貸風險。本集團評估其客戶及其他債權方的信貸質素時考慮多項因素，包括彼等的財務狀況、過往經驗及其他因素。

受限制現金及現金及現金等價物主要存置於中國的國有金融機構及海外的知名國際金融機構。與該等金融機構並無近期違約歷史。本公司董事認為，預期信貸虧損接近零。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets

The Group has mainly two classes of financial assets that are subject to the expected credit loss model: trade receivables and other receivables.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

Other receivables are measured as either 12-month expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition. The company considers the probability of default upon initial recognition of an asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations;

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

(ii) 金融資產減值

本集團主要有兩類根據預期信貸虧損計量的金融資產：貿易應收款項及其他應收款項。

本集團使用國際財務報告準則第9號簡化法計量預期信貸虧損，其就所有貿易應收款項計提全期預期虧損撥備。為了計量預期信貸虧損，貿易應收款項根據共有的信貸風險特點及逾期日數分類。

其他應收款項按12個月預期信貸虧損或全期預期信貸虧損計量，視乎初次確認以來信貸風險是否大幅增加而定。本公司於各報告期間持續評估初始確認資產後出現違約的可能性及信貸風險是否大幅增加。為評估信貸風險是否大幅增加，本公司將報告日資產的違約風險與初始確認日期的違約風險相比較。其計及可供利用的合理有依據的前瞻性資料。特別包括下列指標：

- 內部信貸評級；
- 實際發生的或者預期的營業狀況、財務狀況或經濟環境中的重大不利變化預期導致對手方履行責任的能力產生重大變化；

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets (continued)

- actual or expected significant changes in the operating results of the counterparty;
- significant changes in the expected performance and behavior of the counterparty;

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 90 days past due in making a contractual payment/repayable demanded.

The expected loss rates are based on the payment profiles of sales over a period of 36 months before 31 December 2022, and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

(ii) 金融資產減值(續)

- 對手方的經營業績實際發生或預期發生重大變化；
- 對手方的預期表現或行為發生重大變化；

不論上述分析如何，倘債務人逾期支付合約款項／按要求償還的款項超過90日，則假定信貸風險大幅增加。

預期虧損比率乃基於二零二二年十二月三十一日前36個月期間的銷售付款情況及該期間的相應過往信貸虧損。過往虧損率已作調整，以反映對客戶結付應收款項能力有影響的宏觀經濟因素的現時及前瞻性資料。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets (continued)

On that basis, the loss allowance for trade receivables as at 31 December 2022 and 2021 was determined as follows:

The following table provides information about the Group's exposure to credit risk for trade receivables which are assessed collectively based on provision matrix:

		Average loss rate 平均虧損率		Gross carrying amounts 賬面總值		Loss allowance 虧損撥備	
		2022 二零二二年	2021 二零二一年	2022 二零二二年	2021 二零二一年	2022 二零二二年	2021 二零二一年
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Within 6 months	6個月以內	0.00%	0.05%	224,154	205,143	—	98
6 months to 1 year	6個月至1年	0.01%	3.14%	76,932	29,792	9	934
1 to 2 years	1年至2年	4.40%	0.00%	69,789	—	3,074	—
Over 2 years	2年以上	97.11%	93.31%	18,560	16,105	18,023	15,028
Total	總計			389,435	251,040	21,106	16,060

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

(ii) 金融資產減值(續)

基於此基準，於二零二二年及二零二一年十二月三十一日的貿易應收款項虧損撥備釐定如下：

下表提供本集團根據撥備矩陣集體評估的貿易應收款項信貸風險資料：

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets (continued)

The Loss allowance for other receivables as at 31 December 2022 and 2021 was determined as follows:

As at 31 December 2022

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

(ii) 金融資產減值(續)

於二零二二年及二零二一年十二月三十一日的其他應收款項的虧損撥備釐定如下：

於二零二二年十二月三十一日

Receivables 應收款項	Expected credit loss 預期信貸虧損	Basis for recognition of expected credit loss provision 確認預期信貸虧損撥備的基準	Estimated gross amount at default 估計違約總額 RMB'000 人民幣千元	Carrying amount (net of impairment provision) 賬面值(扣除減值撥備) RMB'000 人民幣千元
Other receivables 其他應收款項				
— Loans to third parties — 向第三方貸款	2.1%	12 months expected credit losses 12個月預期信貸虧損	2,215	2,168
— Loan to a related party — 向關聯方貸款	0%	12 months expected credit losses 12個月預期信貸虧損	3,337	3,337
— Others — 其他	20.8%	12 months expected credit losses 12個月預期信貸虧損	9,580	7,592

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

- (ii) Impairment of financial assets (continued)
As at 31 December 2021

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

- (ii) 金融資產減值(續)
於二零二一年十二月三十一日

	Expected credit loss 預期信貸 虧損	Basis for recognition of expected credit loss provision 確認預期信貸 虧損撥備的基準	Estimated gross amount at default 估計違約 總額	Carrying amount (net of impairment provision) 賬面值(扣除 減值撥備)
			RMB'000 人民幣千元	RMB'000 人民幣千元
Receivables 應收款項				
Other receivables 其他應收款項				
— Loans to third parties — 向第三方貸款	16.8%	12 months expected credit losses 12個月預期信貸虧損	6,427	5,348
— Loan to a related party — 向關聯方貸款	0.3%	12 months expected credit losses 12個月預期信貸虧損	2,487	2,480
— Others — 其他	28.0%	12 months expected credit losses 12個月預期信貸虧損	19,288	13,881

Apart from the above expected credit losses, certain balances included in trade receivables and other receivables, amounted to RMB28,959,000 (2021: RMB49,536,000) were credit-impaired, due to the financial difficulties of the respective counterparties identified by the Group.

除了上述預期信貸虧損外，由於本集團發現的相應交易對手發生財務困難，包括於貿易應收款項及其他應收款項中的若干餘額人民幣28,959,000元(二零二一年：人民幣49,536,000元)已作出信貸減值。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets (continued)

Movement of provision for impairment of trade receivables for the year is as follows:

		Lifetime ECL (not credit- impaired) (未發生信貸 減值)的全期 預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL (credit-impaired) (發生信貸 減值)的全期 預期信貸虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	2,728	13,788	16,516
Decrease in loss allowance recognised in profit or loss	於損益確認的虧損撥備減少	(1,477)	1,238	(239)
Exchange realignment	匯兌調整	—	(217)	(217)
At 31 December 2021	於二零二一年十二月三十一日	1,251	14,809	16,060
Increase in loss allowance recognised in profit or loss	於損益確認的虧損撥備增加	2,534	2,517	5,051
Written off	撇銷	(100)	(318)	(418)
Transfer	轉撥	(137)	137	—
Exchange realignment	匯兌調整	(9)	422	413
At 31 December 2022	於二零二二年十二月三十一日	3,539	17,567	21,106

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the group, and indicators of severe financial difficulty.

Impairment losses on trade receivables are presented in the statement of profit or loss on a net basis within net reversal of impairment losses on financial assets under expected credit loss model. Subsequent recoveries of amounts previously written off are credited against the same line item.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

(ii) 金融資產減值(續)

年內貿易應收款項減值撥備變動如下:

當並無合理預期可收回前景時，撇銷貿易應收款項。並無合理預期可收回前景的跡象包括債務人無法與集團達成還款計劃，且顯示陷入嚴重財政困難。

貿易應收款項的減值虧損按淨額基準於損益表中呈列於預期信貸虧損模式下金融資產減值虧損撥回淨額。先前撇銷的款項的後續收回計入同一項目。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets (continued)

Movement of provision for impairment of other receivables for the year is as follows:

		12m ECL 12個月預期 信貸虧損 RMB'000 人民幣千元	Lifetime ECL (not credit- impaired) (未發生信貸 減值)的全期 預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL (credit- impaired) (發生信貸 減值)的全期 預期信貸虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	1,804	475	61,587	63,866
(Decrease)/increase in loss allowance recognised in profit or loss	於損益確認的虧損撥備(減少)/增加	(259)	4,103	(8,080)	(4,236)
Written off	撇銷	(1,471)	—	(4,017)	(5,488)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	74	4,578	49,490	54,142
Increase in loss allowance recognised in profit or loss	於損益確認的虧損撥備增加	102	1,854	4,439	6,395
Written off	撇銷	—	—	(26,271)	(26,271)
Disposal of subsidiaries	出售附屬公司	—	(3,500)	—	(3,500)
Transfer to credit-impaired	轉撥至信貸減值	—	(1,073)	1,073	—
Transfer to lifetime ECL	轉撥至全期預期信貸虧損	(13)	13	—	—
Exchange realignment	匯兌調整	—	—	228	228
At 31 December 2022	於二零二二年十二月三十一日	163	1,872	28,959	30,994

Other receivables are written off when there is no realistic prospect of recovery e.g. when the debtor has deregistered, has been placed under liquidation or has entered into bankruptcy proceedings, whichever occurs earlier.

Impairment losses on other receivables are presented in the statement of profit or loss on a net basis within net reversal of impairment losses on financial assets under expected credit loss model. Subsequent recoveries of amounts previously written off are credited against the same line item.

當其他應收款項概不存在合理收回前景便會撇銷，例如，當債務人已取消登記、被清盤或已進入破產程序時(以較早發生者為準)。

其他應收款項的減值虧損於損益表中按預期信用損失模式下的金融資產減值虧損轉回淨額列示。之前撇銷的金額的後續回收被記入同一項目中。

(c) Liquidity risk

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

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

(ii) 金融資產減值(續)

年內其他應收款項減值撥備變動如下：

		12m ECL 12個月預期 信貸虧損 RMB'000 人民幣千元	Lifetime ECL (not credit- impaired) (未發生信貸 減值)的全期 預期信貸虧損 RMB'000 人民幣千元	Lifetime ECL (credit- impaired) (發生信貸 減值)的全期 預期信貸虧損 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	1,804	475	61,587	63,866
(Decrease)/increase in loss allowance recognised in profit or loss	於損益確認的虧損撥備(減少)/增加	(259)	4,103	(8,080)	(4,236)
Written off	撇銷	(1,471)	—	(4,017)	(5,488)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	74	4,578	49,490	54,142
Increase in loss allowance recognised in profit or loss	於損益確認的虧損撥備增加	102	1,854	4,439	6,395
Written off	撇銷	—	—	(26,271)	(26,271)
Disposal of subsidiaries	出售附屬公司	—	(3,500)	—	(3,500)
Transfer to credit-impaired	轉撥至信貸減值	—	(1,073)	1,073	—
Transfer to lifetime ECL	轉撥至全期預期信貸虧損	(13)	13	—	—
Exchange realignment	匯兌調整	—	—	228	228
At 31 December 2022	於二零二二年十二月三十一日	163	1,872	28,959	30,994

(c) 流動資金風險

本集團旨在保持足夠的現金及現金等價物。由於相關業務的動態性質，本集團的財務部透過保持足夠的現金及現金等價物，以維持資金靈活性。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

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

		Weighted average interest rate 加權平均利率 %	Less than 1 year 少於一年 RMB'000 人民幣千元	Between 1 and 2 years 一至兩年 RMB'000 人民幣千元	Between 2 and 5 years 二至五年 RMB'000 人民幣千元	Over 5 years 超過五年 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
As at 31 December 2022	於二零二二年十二月三十一日							
Bank and other borrowings (Note 31)	銀行及其他借貸(附註31)	8.00% -8.42%	69,769	69,769	97,420	—	236,958	206,877
Trade and other payables (excluding payroll liabilities, other tax payables, government grants and contingent consideration payable for acquisition of a subsidiary) (Note 33)	貿易及其他應付款項(不包括工資負債、其他應付稅項、政府補助及收購一間附屬公司應付或有代價)(附註33)	—	173,060	—	—	—	173,060	173,060
Lease liabilities (Note 30)	租賃負債(附註30)	3.85% -4.75%	77,374	89,171	45,353	—	211,898	201,520
			320,203	158,940	142,773	—	621,916	581,457
As at 31 December 2021	於二零二一年十二月三十一日							
Bank and other borrowings (Note 31)	銀行及其他借貸(附註31)	3.95%	10,395	—	—	—	10,395	10,000
Trade and other payables (excluding payroll liabilities, other tax payables, government grants and contingent consideration payable for acquisition of a subsidiary) (Note 33)	貿易及其他應付款項(不包括工資負債、其他應付稅項、政府補助及收購一間附屬公司應付或有代價)(附註33)	—	24,639	—	—	—	24,639	24,639
Contingent consideration payable for acquisition of a subsidiary (Note 33)	收購一間附屬公司的應付或然代價(附註33)	5.44%	133,170	—	—	—	133,170	131,741
Lease liabilities (Note 30)	租賃負債(附註30)	3.85% -4.75%	53,928	27,723	—	—	81,651	79,387
			222,132	27,723	—	—	249,855	245,767

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動資金風險(續)

下表按於報告期末至合約到期日的剩餘期間分析本集團按相關到期組別劃分的非衍生金融負債及租賃負債。表內披露的金額為合約未貼現現金流量。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes bank and other borrowings and lease liabilities disclosed in notes 31 and 30 respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, retained profits and other reserves.

The management reviews the capital structure periodically. As part of this review, the management considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

3 財務風險管理(續)

3.2 資本管理

本集團管理其資本以確保本集團內各實體能夠持續經營，同時透過優化債務及股權的平衡最大化股東回報。本集團的總體戰略與上一年相比並無變化。

本集團的資本架構包括債務淨額，其包括附註31及30分別披露的銀行及其他借貸以及租賃負債，扣除現金及現金等價物以及本公司擁有人應佔權益，包括已發行股本、保留溢利及其他儲備。

管理層定期檢討資本架構。作為是次檢討的一部分，管理層考慮資本成本及與各類資本相關的風險。根據管理層的建議，本集團會透過派付股息、發行新股份及股份回購以及發行新債券或贖回現有債務以平衡其整體資本架構。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation

The table below analyses the Group's financial instruments carried at fair value as at 31 December 2022 and 2021 by level of the inputs to valuation techniques used to measure fair value.

3 財務風險管理(續)

3.3 公允價值估計

下表按計量公允價值所用估值技術的輸入數據層級分析本集團於二零二二年及二零二一年十二月三十一日按公允價值列賬的金融工具。

		Level 1 第一層級 RMB'000 人民幣千元	Level 2 第二層級 RMB'000 人民幣千元	Level 3 第三層級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
As at 31 December 2022	於二零二二年十二月三十一日				
Financial assets at fair value through other comprehensive income (Note 21)	按公允價值計入其他全面收益的金融資產(附註21)	—	—	2,171	2,171
Financial assets at fair value through profit or loss (Note 22)	按公允價值計損益的金融資產(附註22)	25,099	—	671,260	696,359
		25,099	—	673,431	698,530
As at 31 December 2021	於二零二一年十二月三十一日				
Financial assets at fair value through other comprehensive income (Note 21)	按公允價值計入其他全面收益的金融資產(附註21)	—	—	2,697	2,697
Financial assets at fair value through profit or loss (Note 22)	按公允價值計損益的金融資產(附註22)	43,682	—	138,474	182,156
		43,682	—	141,171	184,853
Contingent consideration payable for acquisition of a subsidiary (Note 33)	收購一間附屬公司應付或有代價(附註33)	—	—	(131,741)	(131,741)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These financial instruments are categorised within level 1. The Group's level 1 financial instruments comprise of investments in equity securities listed in Hong Kong.

The fair value of financial instruments that is not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the financial instrument is categorised within level 2. The Group did not have any level 2 financial instruments as at 31 December 2022 and 2021.

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

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments; and
- Other techniques, such as discounted cash flow model, are used to determine fair value for financial instruments.

There was no transfer between levels 1, 2 and 3 during the year.

3 財務風險管理(續)

3.3 公允價值估計(續)

於活躍市場買賣的金融工具的公允價值乃按於報告期末的市場報價計算。倘報價隨時及定期可從交易所、交易商、經紀行、行業團體、定價服務或監管機構取得，而該等價格代表按公平原則實際及定期發生的市場交易，則市場被視為活躍。就本集團所持有的金融資產採用的市場報價乃指當前買入價。該等金融工具分類入第一層級內。本集團的第一層級金融工具包括於香港上市的股本證券投資。

並非於活躍市場買賣的金融工具(如場外衍生工具)的公允價值乃採用估值技術釐定。該等估值技術盡量使用可觀察的市場數據(如有)及盡可能不依賴實體特定估計。倘評估金融工具公允價值所需的所有重大輸入數據均可觀察，該金融工具則分類入第二層級內。於二零二二年及二零二一年十二月三十一日，本集中並無任何第二層級金融工具。

倘一項或以上的重大輸入數據並非基於可觀察的市場數據，該金融工具分類入第三層級內。

用於評估金融工具價值的具體估值技術包括：

- 市場報價或交易商就同類工具的報價；及
- 其他技術，如貼現現金流量模型，乃用於釐定金融工具的公允價值。

於年內，第一、二及三級之間並無轉移。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

Movements of level 3 financial instruments in respect of financial assets at fair value through other comprehensive income, financial assets at fair value through profit or loss and contingent consideration payable for acquisition of a subsidiary for the year have been disclosed in Notes 21, 22 and 33, respectively.

The Group's level 3 financial instruments comprise of investments in unlisted equity securities and contingent consideration payable for acquisition of a subsidiary. As these financial instruments are not traded in an active market, their fair values have been determined using various applicable methodologies, as disclosed below.

At 31 December 2022

	Amount RMB'000	Valuation technique	Significant unobservable inputs	Percentage or ratio range	Sensitivity of fair value to the input
	金額 人民幣千元	估值技術	重大不可觀察輸入數據	百分比或 比率範圍	公允價值對 輸入數據的 敏感度
Unlisted equity securities	85,569	Recent market transaction	(a) N/A	N/A	N/A
非上市股本證券		近期市場交易	(a) 不適用	不適用	不適用
Unlisted equity securities	2,171	Market approach	(a) Earnings multiples of comparable companies		
非上市股本證券		市場法	(a) 可比較公司的盈利倍數		
			i.) Enterprise value to sales	3.31	Note a
			i.) 企業價值對銷售		附註a
			ii.) Enterprise value to earnings before interest taxes, depreciation and amortisation	11.85	Note a
			ii.) 企業價值對除息稅折舊及攤銷前盈利		附註a
			(b) Discount for lack of marketability	15.80%	Note a
			(b) 缺乏市場流通性折讓		附註a
Unlisted limited partnership, trust and fund	585,691	Adjusted net assets value	(a) N/A	N/A	N/A
非上市有限合夥企業、信託及基金		經調整資產淨值	(a) 不適用	不適用	不適用

3 財務風險管理(續)

3.3 公允價值估計(續)

按公允價值計入其他全面收益的金融資產、按公允價值計入損益的金融資產及收購一間附屬公司應付或有代價的第三層級金融工具的變動分別於附註21、22及33披露。

本集團的第三層級金融工具分包括非上市股本證券投資及收購一間附屬公司應付或有代價。由於該等金融工具並無於活躍市場交易，故其公允價值乃使用多種適用方法釐定，披露如下。

於二零二二年十二月三十一日

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued) At 31 December 2021

3 財務風險管理(續)

3.3 公允價值估計(續) 於二零二一年十二月三十一日

	Amount RMB'000	Valuation technique	Significant unobservable inputs	Percentage or ratio range	Sensitivity of fair value to the input
	金額 人民幣千元	估值技術	重大不可觀察輸入數據	百分比或 比率範圍	公允價值對 輸入數據的 敏感度
Unlisted equity securities, trust and fund 非上市股本證券、信託 及基金	138,400	Recent market transaction 近期市場交易	(a) N/A (a) 不適用	N/A 不適用	N/A 不適用
Unlisted equity securities 非上市股本證券	2,771	Market approach 市場法	(a) Earnings multiples of comparable companies (a) 可比較公司的盈利倍數		
			i.) Enterprise value to sales i.) 企業價值對銷售	5.10	Note a 附註a
			ii.) Enterprise value to earnings before interest taxes, depreciation and amortisation ii.) 企業價值對除息稅折舊及攤銷前盈利	20.67	Note a 附註a
			(b) Discount for lack of marketability (b) 缺乏市場流通性折讓	15.80%	Note a 附註a
Contingent consideration payable for acquisition of a subsidiary 收購一間附屬公司應付 或有代價	(131,741)	Discounted cash flow model 貼現現金流量模型	(a) Discount rate (a) 貼現率	5.39%	Note a 附註a

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

Notes:

- (a) The following table summarises the quantitative information in respect of the significant unobservable inputs used in level 3 fair value measurements as at 31 December 2022.

Key unobservable inputs	主要不可觀察輸入數據	Range of inputs 輸入數據範圍	Change 變動	Fair value change for the year ended 31 December 2022 截至二零二二年十二月三十一日止年度的公允價值變動
Earnings multiples of comparable companies	可比較公司的盈利倍數			
i.) Enterprise value to sales	i.) 企業價值對銷售	3.31 3.31	+5% -5%	102 (102)
ii.) Enterprise value to earnings before interest, taxes, depreciation and amortisation	ii.) 企業價值對除息、稅、折舊及攤銷前盈利	11.85 11.85	+5% -5%	Less than RMB1,000 少於人民幣1,000元
Discount for lack of marketability	缺乏市場流通性折讓	15.80% 15.80%	+5% -5%	(20) 20

- (b) The following table summarises the quantitative information in respect of the significant unobservable inputs used in level 3 fair value measurements as at 31 December 2021.

Key unobservable inputs	主要不可觀察輸入數據	Range of inputs 輸入數據範圍	Change 變動	Fair value change for the year ended 31 December 2021 截至二零二一年十二月三十一日止年度的公允價值變動
Earnings multiples of comparable companies	可比較公司的盈利倍數			
i.) Enterprise value to sales	i.) 企業價值對銷售	5.10 5.10	+5% -5%	134 (134)
ii.) Enterprise value to earnings before interest, taxes, depreciation and amortisation	ii.) 企業價值對除息、稅、折舊及攤銷前盈利	20.67 20.67	+5% -5%	Less than RMB1,000 少於人民幣1,000元
Discount for lack of marketability	缺乏市場流通性折讓	15.80% 15.80%	+5% -5%	(26) 26
Discount rate	貼現率	5.39% 5.39%	+1% -1%	(21) 21

As at 31 December 2022 and 31 December 2021, the carrying amounts of the Group's financial assets, including trade receivables, other receivables and cash and bank balances; and the Company's financial liabilities, including trade and other payables and bank and other borrowings approximate their fair values.

於二零二二年十二月三十一日及二零二一年十二月三十一日，本集團金融資產，包括貿易應收款項、其他應收款項以及現金及銀行結餘；及本公司的金融負債，包括貿易及其他應付款項及銀行及其他借款的賬面值與其公允價值相若。

3 財務風險管理(續)

3.3 公允價值估計(續)

附註：

- (a) 下表概述於二零二二年十二月三十一日第三層級公允價值計量所用的重大不可觀察輸入數據的量化資料。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

(a) Estimates of Player Relationship Period in respect of online game revenue

As described in Note 2.6, the Group recognises certain revenue from sale of durable in-game virtual items in online games ratably over the Player Relationship Period. The determination of the Player Relationship Period for durable in-game virtual items requires significant judgments and estimates by the management. These judgments and estimates included (i) the determination of key assumptions applied in the estimation of Player Relationship Period, including but not limited to the observation of historical paying players' behaviour, log-in records, churn rates and games life-cycle; and (ii) the identification of events that may trigger changes in the Player Relationship Period. Such estimates are subject to re-evaluation at the end of each reporting period. Any adjustments arising from changes in the Player Relationship Period as a result of new information will be accounted for as changes in accounting estimates.

(b) Impairment assessment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the CGUs to which goodwill has been allocated, which is higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGUs with certain significant inputs, including growth rates and expected changes to sales and direct costs, and a suitable discount rate in order to calculate the present value of future cash flows. Where the actual cash flows are less than expected, a material impairment loss may arise. As at 31 December 2022, the carrying amount of goodwill is RMB624,183,000 (2021: RMB693,914,000). Details of the impairment assessment of goodwill are disclosed in Note 18.

4 關鍵會計判斷及估計不確定性的主要來源估計

判斷及估計會持續予以評估，並以過往經驗及其他因素(包括在某些情況下對未來事件的合理預期)為依據。

本集團就現在和未來期間作出假設及估計。根據定義，由此產生的會計估計極少與相關的實際結果相符。很可能引致須於下一個財政年度內對資產及負債的賬面值進行重大調整的假設及估計討論如下。

(a) 對網絡遊戲收益過程中用戶關係期間的估計

如附註2.6所述，本集團於用戶關係期間按比例確認網絡遊戲中出售遊戲內耐用虛擬物品的收益。釐定遊戲內耐用虛擬物品的用戶關係期間需要管理層作出重大判斷及估計。該等判斷及估計包括(i)釐定用戶關係期間估計所應用的主要假設，包括但不限於觀察過往付費用戶行為、登入記錄、顧客流失率及遊戲壽命週期；及(ii)識別可能導致用戶關係期間變動的事件。該等估計於各報告期末重新評估。因新資料導致用戶關係期間變動所引起的任何調整將作為會計估計變動入賬。

(b) 商譽減值評估

釐定商譽是否減值需要對商譽分配所至的現金產生單位之可收回金額(以使用價值或公允價值減出售成本兩者的較高者為準)進行估計。為計算使用價值，本集團需要對現金產生單位(具有若干重大輸入數據，包括增長率及銷售及直接成本的預期變動)的未來預計現金流量進行估計，並選擇適當的貼現率，以計算未來預計現金流量的現值。如實際現金流量低於預期，可能會產生重大減值虧損。於二零二二年十二月三十一日，商譽的賬面值為人民幣624,183,000元(二零二一年：人民幣693,914,000元)。商譽減值評估的詳情於附註18披露。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

(c) Impairment of trade receivables and other receivables

Impairment of trade receivables and other receivables are assessed based on assumptions and estimates in respect of the expected credit loss rates. In determining the expected credit loss rates, the Group takes into consideration the Group's historical data, existing market conditions as well as forward looking information at the end of each reporting period. Changes in these assumptions and estimates could materially affect the result of the impairment assessment. Details of the impairment of other receivables and trade receivables are disclosed in Notes 3.1(b), 23 and 25.

(d) Fair value measurement of level 3 financial instruments

The fair values of financial instruments that are not quoted in active markets are determined by using valuation techniques. These valuation techniques include the use of market approach, discounted cash flow model and other valuation techniques commonly used by market participants, which require selection of significant unobservable inputs in the valuation process, including but not limited to earnings multiple of comparable companies, discount for lack of marketability and discount rate etc. Changes in these assumptions and estimates could materially affect the fair values of financial instruments.

(e) Control over Shenzhen 7Road and its subsidiaries under the Contractual Arrangements

As described in Note 2.4(a)(i), Shenzhen 7Road and its subsidiaries are treated as controlled structured entities of Qianhai Huanjing and are ultimately controlled and consolidated by the Company by way of the Contractual Arrangements. The management of the Group, with the support of legal opinion, are of the opinion that the Contractual Arrangements are in compliance with the PRC laws and regulations and are legally enforceable, and that the Group has power over Shenzhen 7Road's relevant activities and is exposed to significant variable return of Shenzhen 7Road. Changes in these assumptions could have material impact on the consolidated financial statements of the Group.

4 關鍵會計判斷及估計不確定性的主要來源估計(續)

(c) 貿易應收款項及其他應收款項減值

貿易應收款項及其他應收款項的減值乃根據有關預期信貸虧損率的假設及估計評估。於釐定預期信貸虧損率時，本集團會考慮本集團的歷史數據、現有市場狀況及於各報告期末的前瞻性資料。該等假設及估計的變動可能會對減值評估的結果造成重大影響。其他應收款項及貿易應收款項減值的詳情於附註3.1(b)、23及25披露。

(d) 第三層級金融工具的公允價值計量

並非於活躍市場報價的金融工具的公允價值採用估值技術釐定。該等估值技術包括利用市場法、貼現現金流量模型及市場參與者普遍使用的其他估值方法，其於估值過程中選用重大不可觀察輸入數據，包括但不限於可比較公司的盈利倍數、缺乏市場流通性折讓及貼現率等。該等假設及估計的變動或會對金融工具的公允價值構成重大影響。

(e) 根據合約安排對深圳第七大道及其附屬公司的控制權

誠如附註2.4(a)(i)所述，深圳第七大道及其附屬公司被視為前海幻境的受控制結構性實體，並透過合約安排由本公司最終控制及綜合入賬。本集團管理層於取得法律意見支持後認為，合約安排符合中國法律及法規，並可依法強制執行，且本集團對深圳第七大道的相關活動擁有權力，並面臨深圳第七大道的重大可變回報。該等假設的變動可能對本集團的綜合財務報表產生重大影響。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

5 SEGMENT INFORMATION AND REVENUE

The Group's business activities, for which discrete financial statements are available, are regularly reviewed and evaluated by the chief operating decision maker, i.e. the directors of the Company. As a result of this evaluation, the directors of the Company consider that the Group's operations are mainly managed as a single segment during the reporting period and no segment information is presented, accordingly.

As at 31 December 2022 and 2021, the majority of the non-current assets of the Group were located in the PRC.

The Group's revenue for the years ended 31 December 2022 and 2021 are as follows:

5 分部資料及收益

本集團的業務活動提供單獨的財務報表，由主要經營決策者(即本公司董事)定期審閱及評估。經過該評估，本公司董事認為，本集團的業務在本報告期乃主要以單一分部管理，因此並無呈列分部資料。

於二零二二年及二零二一年十二月三十一日，本集團的絕大部分非流動資產實質上均位於中國。

截至二零二二年及二零二一年十二月三十一日止年度，本集團的收益如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Types of goods or services	貨品或服務種類		
Online game revenue	網絡遊戲收益		
— Self-development games published by the Group	— 自主開發遊戲 由本集團發行	165,569	39,259
published by other publishers	由其他發行商發行	151,949	187,719
— Licensed games published by the Group	— 代理遊戲 由本集團發行	1,283	8,592
published by other publishers	由其他發行商發行	107,253	18,058
		426,054	253,628
Sales of game copyrights	銷售遊戲版權	1,458	47,171
Sales of online game technology and publishing solutions services	銷售網絡遊戲技術及發行解決 方案服務	82	42,791
Intellectual property licensing	知識產權許可	6,669	27,999
Cloud computing and related cloud service	雲計算及雲相關服務	106,367	48,954
		540,630	420,543
Timing of revenue recognition	確認收益時間：		
— At a point in time	— 某一時間點	8,209	126,351
— Over time	— 一段時間	532,421	294,192
		540,630	420,543

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

5 SEGMENT INFORMATION AND REVENUE (continued)

Revenue of approximately RMB323,966,000 (2021: RMB118,003,000) was derived from five largest single external customers during the year ended 31 December 2022.

Revenue of approximately RMB186,617,000 was derived from two largest single external customers, which accounted for more than 10% of total revenue of the Group, during the year ended 31 December 2022.

The Group's contract liabilities in respect of its contracts with customers as at 31 December 2022 and 2021 are as follows:

5 分部資料及收益(續)

截至二零二二年十二月三十一日止年度的收益約人民幣323,966,000元(二零二一年:人民幣118,003,000元)來自五大單一外部客戶。

截至二零二二年十二月三十一日止年度的收益約人民幣186,617,000元乃來自兩名最大單一外部客戶,其各自佔總收益10%以上。

於二零二二年及二零二一年十二月三十一日,本集團已確認以下與客戶合約有關的負債:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Current	即期		
Advance from customers	預收客戶款項	12,071	55,320
Game copyrights	遊戲版權	9,637	4,607
Game revenue derived from game players	自遊戲玩家所得遊戲收益	51,901	9,515
		73,609	69,442

As at 1 January 2021, contract liabilities amounted to RMB73,794,000.

Contract liabilities primarily represent the unamortised revenue derived from sale of in-game virtual items and advance payments from third-party game publishers, to which the Group continued to have obligations at the end of the reporting period.

於二零二一年一月一日,合約負債為人民幣73,794,000元。

合約負債主要指本集團網絡遊戲服務中銷售遊戲虛擬物品所得之未攤銷收益及本集團於報告日期期末仍有責任的預收第三方發行商款項。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

5 SEGMENT INFORMATION AND REVENUE (continued)

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities.

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Revenue recognised during the year that was included in contract liabilities balance at the beginning of the year	計入年初合約負債結餘之年內已確認收益		
Advance from customers	預收客戶款	1,045	24,268
Game revenue derived from game players	自遊戲玩家所得遊戲收益	9,515	6,871
		10,560	31,139

The contract liabilities as at 31 December 2022 is expected to be recognised as revenue within 1 year (2021: 1 year).

下表展示本報告期間與結轉合約負債有關的已確認收益金額。

於二零二二年十二月三十一日的合約負債預期將於1年內確認為收益(二零二一年: 1年)。

6 NET (PROVISION)/REVERSAL OF IMPAIRMENT LOSSES ON FINANCIAL ASSETS UNDER EXPECTED CREDIT LOSS MODEL

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Impairment losses (recognised)/reversed on:	(確認)/撥回之減值虧損:		
— Trade receivables	— 貿易應收款項	(5,051)	239
— Other receivables	— 其他應收款項	(6,395)	4,236
		(11,446)	4,475

6 預期信貸虧損模式下之金融資產減值虧損(撥備)/撥回淨額

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

7 OTHER INCOME

7 其他收入

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Government grants (Note a)	政府補助(附註a)	6,312	13,190
Refunds of the PRC value-added tax	中國增值稅之退款	3,621	3,961
Investment income	投資收入	17	171
Others	其他	106	227
		10,056	17,549

Note:

(a) There is no unfulfilled condition or contingency in respect of the government grants.

附註:

(a) 概無有關上述政府補助的尚未履行條件或或有事項。

8 OTHER GAINS OR LOSS, NET

8 其他收益或虧損淨額

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Fair value changes on financial assets at fair value through profit or loss (Note 22)	按公允價值計入損益的金融資產公允價值變動(附註22)	31,096	3,450
Fair value change on contingent consideration payable for acquisition of a subsidiary (Note 33)	就收購一間附屬公司應付或有代價的公允價值變動(附註33)	(1,429)	(48,330)
Gains/(loss) on disposals of property, plant and equipment and right-of-use assets	出售物業、廠房及設備及使用資產權收益/(虧損)	6,381	(48)
Gain on disposal of intangible assets	出售無形資產收益	—	3,047
Gain on disposal of subsidiaries	出售附屬公司收益	13,083	5,426
Gain on disposal of an associate	出售一間聯營公司收益	306,200	—
Impairment loss of an associate	聯營公司減值虧損	(6,421)	—
Foreign exchange gains/(loss), net	外匯收益/(虧損)淨額	4,187	(2,567)
Others	其他	63	(2,154)
		353,160	(41,176)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

9 EXPENSES BY NATURE

9 按性質劃分的開支

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cost of inventories sold	已售存貨成本	—	8,259
Employee benefit expenses (Note 10)	僱員福利開支(附註10)	158,704	125,184
Share-based compensation (Notes 10 and 29)	股份酬金(附註10及29)	—	204
Promotion and advertising expenses (Note a)	推廣及廣告開支(附註a)	115,408	19,493
Channel service fee and cost of licensing	渠道服務費及代理成本	48,523	21,289
Utilities and office expenses	公用事業及辦公室開支	4,110	7,480
Outsourced technical service fees	外包技術服務費	29,652	14,436
Bandwidth and server custody fees	帶寬及服務器託管費	20,879	8,313
Travelling and entertainment expenses	差旅及招待費	6,799	10,366
Other professional consulting fees	其他專業顧問費	8,481	11,717
Depreciation of property, plant and equipment (Note 16)	物業、廠房及設備折舊 (附註16)	81,514	27,087
Depreciation of right-of-use assets (Note 17)	使用權資產折舊(附註17)	75,158	31,561
Amortisation of intangible assets (Note 18)	無形資產攤銷(附註18)	28,020	66,335
Short-term lease expenses	短期租賃開支	1,131	1,907
Auditors' remuneration	核數師酬金		
— Audit services	— 審計服務	3,300	3,300
— Audit-related services	— 審計相關服務	430	739
Tax and levies	稅項及徵費	2,380	5,233
Others	其他	537	764
		585,026	363,667

Note:

(a) Promotion and advertising expenses include sales of games and marketing expenses, publishing solution advertising service costs

附註:

(a) 推廣及廣告開支包含遊戲銷售及市場推廣費用、發行解決方案廣告服務成本

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

10 EMPLOYEE BENEFIT EXPENSES

10 僱員福利開支

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Wages, salaries and bonus interest	工資、薪金及花紅利益	131,221	100,761
Social insurances, housing provident funds and other employee benefits	社會保險、住房公積金以及其他僱員福利	14,455	13,441
Pension costs — defined contribution plans	退休金成本 — 界定供款計劃	13,028	10,982
Share-based compensation (Note 29)	股份酬金(附註29)	—	204
		158,704	125,388

(a) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 December 2022 include two (2021: one) director whose remuneration are set out in Note 11 below. Details of the remuneration of the remaining three (2021: four) highest paid individuals who are not a director of the Company are as follows:

(a) 五名最高薪酬人士

截至二零二二年十二月三十一日止年度，本集團內五名最高薪酬人士包括二名董事(二零二一年：一名)(其酬金見下文附註11所載)。其餘三名(二零二一年：四名)非本公司董事的最高酬金人士之酬金詳情如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Wages and salaries	工資及薪金	3,215	4,767
Social insurances, housing provident funds and other employee benefits	社會保險、住房公積金以及其他僱員福利	192	239
Pension costs — defined contribution plans	退休金成本 — 界定供款計劃	170	212
		3,577	5,218

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

10 EMPLOYEE BENEFIT EXPENSES (continued)

- (b) The emoluments fell within the following band:
The number of the highest paid individuals who are not a director of the Company whose remuneration fell within different bands is as follows:

		Number of individuals 人數	
		2022 二零二二年	2021 二零二一年
HK\$1 to HK\$1,000,000	1港元至1,000,000港元	—	—
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	3	3
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	—	1
		3	4

- (c) Retirement benefit costs
The Group contributes to a defined contribution Mandatory Provident Fund retirement benefits scheme (the “**MPF Scheme**”) under the Mandatory Provident Fund Scheme Ordinance for all employees in Hong Kong. Contributions are made based on a percentage of the employees’ relevant income and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed in the MPF Scheme. Under the MPF Scheme, the employer and its employees are each required to make contribution to the MPF Scheme at 5% of the employees’ relevant income subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF Scheme vest immediately.

10 僱員福利開支(續)

- (b) 酬金介於以下範圍：
非本公司董事的最高酬金人士之人數，其酬金的不同等級如下：

- (c) 退休福利成本
本集團根據《強制性公積金計劃條例》為香港所有僱員向強制性公積金退休福利計劃(「強積金計劃」)作出界定供款。相關供款乃按僱員的相關收入的百分比作出，並於根據強積金計劃規則須繳款時計入損益。強積金計劃的資產與本集團的資產分開存放於一個獨立管理的基金當中。本集團的僱主供款在向強積金計劃繳付時全數歸屬於僱員。根據強積金計劃，僱主及其僱員須各自按僱員相關收入的5%向強積金計劃供款，但每月相關收入的上限為30,000港元。強積金計劃的供款即時歸屬。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

10 EMPLOYEE BENEFIT EXPENSES (continued)

(c) Retirement benefit costs (continued)

The employees of the Company's subsidiaries which operate in the People's Republic of China ("PRC") 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 its payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme. The Group's employer contributions vest fully with the employees when contributed in the central pension scheme. The Group has no forfeiture of pension scheme contributions (i.e. contributions processed by the employer on behalf of the employee who has exited the scheme prior to vesting of such contributions). As at 31 December 2022, no forfeited contribution under the pension scheme of the Group is available for deduction of contribution payable in coming years (2021: nil).

10 僱員福利開支(續)

(c) 退休福利成本(續)

在中華人民共和國(「中國」)經營業務的本公司附屬公司員工必須參加由當地市政府營運的中央退休金計劃。該等附屬公司須向中央退休金計劃繳納若干比例的工資成本。在根據中央退休金計劃規則須繳付供款時，相關供款計入損益。本集團的僱主繳款在向中央養老金計劃繳款時全數歸屬於僱員。本集團並無沒收退休金計劃的繳款(即僱主代表在相關供款歸屬之前退出計劃的僱員處理供款)。於二零二二年十二月三十一日，本集團的退休金計劃中並無被沒收供款可用於扣減未來幾年的應繳供款(二零二一年：無)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

11 DIRECTORS' EMOLUMENTS AND INTERESTS OF DIRECTORS

The directors' remuneration for the years ended 31 December 2022 and 2021, disclosed pursuant to the applicable Listing Rules and the Hong Kong Companies Ordinance, is as follows:

11 董事酬金及董事利益

截至二零二二年及二零二一年十二月三十一日止年度，根據適用上市規則及香港公司條例披露之董事的薪酬如下：

		Fees	Salaries	Social insurances, housing provident funds and other employee benefits	Pension costs – defined contribution cost	Bonus interest	Total
		袍金	薪金	社會保險、住房公積金以及其他僱員福利	退休金成本 – 界定供款成本	花紅利益	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
For the year ended 31 December 2022	截至二零二二年十二月三十一日止年度						
<i>Executive directors/Chief Executive Officer</i>	<i>執行董事/行政總裁</i>						
Meng Shuqi	孟書奇	–	608	14	51	–	673
Li Zhengquan	李正全	–	862	99	43	–	1,004
Yang Cheng	楊成	–	873	71	63	–	1,007
Peng Cheng	彭程	–	1,519	71	63	15,424	17,077
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>						
Xue Jun	薛隽	268	–	–	–	–	268
Li Yiqing	勵怡青	179	–	–	–	–	179
Lui Chi Ho	呂志豪	179	–	–	–	–	179
Total	總計	626	3,862	255	220	15,424	20,387

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

11 DIRECTORS' EMOLUMENTS AND INTERESTS OF DIRECTORS (continued)

11 董事酬金及董事利益 (續)

	Fees	Salaries	Social insurances, housing provident funds and other employee benefits	Pension costs – defined contribution cost	Share-based compensation	Total
	袍金	薪金	社會保險、住房公積金以及其他僱員福利	退休金成本 – 界定供款成本	股份酬金	總計
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
For the year ended 31 December 2021	截至二零二一年十二月三十一日止年度					
<i>Executive directors</i>	<i>執行董事</i>					
Meng Shuqi	–	575	13	47	–	635
Li Zhengquan	–	870	90	38	–	998
Yang Cheng	–	1,026	48	42	–	1,116
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>					
Xue Jun	245	–	–	–	–	245
Li Yiqing	164	–	–	–	–	164
Wang Ying (Note a)	150	–	–	–	–	150
Lui Chi Ho	14	–	–	–	–	14
<i>Chief executive officer:</i>	<i>行政總裁:</i>					
Peng Cheng	–	1,806	65	57	–	1,928
Total	573	4,277	216	184	–	5,250

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

11 DIRECTORS' EMOLUMENTS AND INTERESTS OF DIRECTORS (continued)

Note:

- (a) Ms. Wang Ying resigned as the Company's independent non-executive director on 1 December 2021 and Mr. Lui Chi Ho was appointed as the Company's independent non-executive director on 1 December 2021.

No director waived any emolument during the years ended 31 December 2022 and 2021.

No emolument was paid by the Company or the companies comprising the Group as an inducement to join the Company or the companies comprising the Group, or as compensation for loss of office during the years ended 31 December 2022 and 2021.

11 董事酬金及董事利益 (續)

附註：

- (a) 王瑛女士於二零二一年十二月一日辭任本公司的獨立非執行董事，而呂志豪先生於二零二一年十二月一日獲委任為本公司的獨立非執行董事。

截至二零二二年及二零二一年十二月三十一日止年度，概無董事放棄任何酬金。

於截至二零二二年及二零二一年十二月三十一日止年度內，本公司或組成本集團的公司概無支付任何酬金作為加入本公司或組成本集團的公司的獎勵或作為離職補償。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

11 DIRECTORS' EMOLUMENTS AND INTERESTS OF DIRECTORS (continued)

- (a) Director's retirement benefits and termination benefits
None of the directors received any retirement benefits or termination benefits during the years ended 31 December 2022 and 2021.
- (b) Consideration provided to third parties for making available director's services
The Company did not pay consideration to any third parties for making available directors' services during the years ended 31 December 2022 and 2021.
- (c) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporates by and controlled entities with such directors
Save as disclosed in Note 38(c), there is no loan, quasi-loan and other dealing arrangement in favour of directors, or controlled body corporates and connected entities of such directors during the years ended 31 December 2022 and 2021.
- (d) Directors' material interest in transactions, arrangements or contracts
There is no significant transaction, arrangement and contract in relation to the Group's business in which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly subsisted at the end of the year or at any time during the years ended 31 December 2022 and 2021.

11 董事酬金及董事利益 (續)

- (a) 董事的退休福利及離職福利
於截至二零二二年及二零二一年十二月三十一日止年度內，概無董事收取或將收取任何退休福利或離職福利。
- (b) 為獲取董事的服務向第三方提供的代價
於截至二零二二年及二零二一年十二月三十一日止年度內，本公司概無為獲取董事的服務而向任何第三方支付代價。
- (c) 有關以董事、該等董事的受控制法人團體及受控制實體為受益人的貸款、準貸款及其他交易的資料
除附註38(c)所載者外，於截至二零二二年及二零二一年十二月三十一日止年度內，概無以董事或該等董事的受控制法人團體及關連實體為受益人的貸款、準貸款及其他交易安排。
- (d) 董事於交易、安排或合約中重大權益
本公司概無訂立於年終或於截至二零二二年及二零二一年十二月三十一日止年度內的任何時間存續有關本集團業務的重大交易、安排及合約，而本公司董事於其中直接或間接擁有重大權益。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

12 FINANCE COSTS, NET

12 財務成本淨額

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Finance income	財務收入		
Interest income on bank balances	銀行結餘的利息收入	194	1,254
Others	其他	448	432
		642	1,686
Finance costs	財務成本		
Interest expenses on bank and other borrowings	銀行及其他借貸利息開支	(10,785)	(322)
Interest expenses on lease liabilities	租賃負債利息開支	(9,393)	(2,010)
Others	其他	(642)	(802)
		(20,820)	(3,134)
Finance costs, net	財務成本淨額	(20,178)	(1,448)

13 INCOME TAX (EXPENSE)/CREDIT

13 所得稅(費用)/抵免

The Group's income tax (expense)/credit for year is analysed as follows:

本集團於年內的所得稅(費用)/抵免分析如下:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Current income tax — Income tax for the current year	即期所得稅 — 本年內所得稅	(11,132)	(2,609)
Deferred income tax (Note 32)	遞延所得稅(附註32)	7,349	9,469
Income tax (expense)/credit	所得稅(費用)/抵免	(3,783)	6,860

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

13 INCOME TAX (EXPENSE)/CREDIT (continued)

- (a) The Cayman Islands and The British Virgin Islands (the “BVI”) Income Tax
- 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 exempted from the Cayman Islands income tax. The Company’s subsidiaries established under the International Business Companies Acts of the BVI are exempted from the BVI income tax.
- (b) Hong Kong Profits Tax
- On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “Bill”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

13 所得稅(費用)／抵免 (續)

- (a) 開曼群島及英屬處女群島(「英屬處女群島」)所得稅
- 本公司根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司，因此獲豁免繳納開曼群島所得稅。本公司根據英屬處女群島國際商業公司法設立的附屬公司免徵英屬處女群島所得稅。
- (b) 香港利得稅
- 於二零一八年三月二十一日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「條例」)，引入利得稅兩級制。條例草案於二零一八年三月二十八日簽署成為法律，並於翌日在憲報刊登。根據利得稅兩級制，合資格集團實體的首2百萬港元溢利將按8.25%的稅率徵稅，而超過2百萬港元的溢利將按16.5%的稅率徵稅。不符合兩級利得稅制度資格的集團實體的溢利將繼續按16.5%的統一稅率徵稅。

因此，合資格集團實體的香港利得稅就首2百萬港元的估計應課稅溢利按8.25%計算，而超過2百萬港元的估計應課稅溢利則按16.5%計算。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

13 INCOME TAX (EXPENSE)/CREDIT (continued)

- (c) The PRC Enterprise Income Tax (“EIT”)
- In respect of the Company’s PRC subsidiaries, the PRC EIT was provided for at a tax rate of 25% (2021: 25%) on the estimated assessable profits, except for:
- (i) Qianhai Huanjing then qualified as a Software Enterprise under the relevant PRC tax laws and regulations in 2019. Pursuant to the relevant PRC tax laws and regulations, a company qualified as a Software Enterprise is entitled to a two-year EIT exemption period, followed by a three-year period with 50% reduction in the applicable income tax rate (i.e. 12.5%). The preferential tax period commences from the first year of profitable operations after offsetting tax losses carried forward from prior years. Accordingly, Qianhai Huanjing was entitled to a two-year EIT exemption period for the two years ended 31 December 2018 and 2019, and a three-year period with 50% reduction in the applicable income tax rate (i.e. 12.5%) commencing in the year ended 31 December 2020.
- (iii) Huoerguosi Meimai Technology Co., Ltd (“**Huoerguosi Meimai**”) qualified as Newly Founded Enterprises within the Special Economic Development Zone under the relevant PRC tax laws and regulations. Pursuant to the relevant PRC tax laws and regulations, these companies are entitled to a five-year EIT exemption period, commencing from the first tax year which the first profitable operations is recorded. As a result, Huoerguosi Meimai was exempt from the PRC EIT for the five years ended 31 December 2021, 2022, 2023, 2024 and 2025.

13 所得稅(費用)／抵免 (續)

- (c) 中國企業所得稅(「企業所得稅」)
- 就本公司的中國附屬公司而言，中國企業所得稅按估計應課稅溢利的25% (二零二一年：25%)的稅率撥備，但以下情況除外：
- (i) 前海幻境於二零一九年根據相關中國稅收法律法規獲得軟件企業資格。根據中國相關稅收法律法規，符合軟件企業資格的公司可享有兩年的企業所得稅免稅期，其後的三年期減免50%適用的所得稅稅率(即12.5%)。稅收優惠期從抵消以前年度結轉的稅收虧損後的盈利運營的第一年開始。據此，前海幻境可於截至二零一八年及二零一九年十二月三十一日止兩年享有兩年的企業所得稅豁免期，以及從截至二零二零年十二月三十一日止年度開始的三年期減免50%適用的所得稅稅率(即12.5%)。
- (iii) 霍爾果斯美麥科技有限公司(「**霍爾果斯美麥**」)為中國相關稅收法律法規下特殊經濟開發區新辦企業。根據中國相關稅收法律法規，該等公司自取得第一筆生產經營收入所屬首個納稅年度起，五年內免徵企業所得稅。因此，霍爾果斯美麥於截至二零二一年，二零二二年，二零二三年，二零二四年及二零二五年十二月三十一日止五年內獲豁免繳納中國企業所得稅。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

13 INCOME TAX (EXPENSE)/CREDIT (continued)

- (c) The PRC Enterprise Income Tax (“EIT”) (continued)
- (iv) Wuxi Zhongyao Network Technology Co., Ltd. (“**Wuxi Zhongyao**”) and Shanghai Zhuiman Huyu Technology Company Limited (“**Shanghai Zhuiman**”) qualified as a Software Enterprise under the relevant PRC tax laws and regulations in 2019 and 2020 respectively. Pursuant to the relevant PRC tax laws and regulations, a company qualified as a Software Enterprise is entitled to a two-year EIT exemption period, followed by a three-year period with 50% reduction in the applicable income tax rate (i.e. 12.5%). The preferential tax period commences from the first year of profitable operations after offsetting tax losses carried forward from prior years. Accordingly, Wuxi Zhongyao was entitled to a two-year EIT exemption period for the two years ended 31 December 2019 and 2020, and a three-year period with 50% reduction in the applicable income tax rate (i.e. 12.5%) commencing in the year ended 31 December 2021. Shanghai Zhuiman was entitled to a two-year EIT exemption period for the two years ended 31 December 2020 and 2021, and a three-year period with 50% reduction in the applicable income tax rate (i.e. 12.5%) commencing in the year ended 31 December 2022.

13 所得稅(費用)／抵免 (續)

- (c) 中國企業所得稅(「企業所得稅」)
(續)
- (iv) 無錫中堯網絡科技有限公司(「無錫中堯」)及上海追漫互娛科技有限公司(「上海追漫」)分別於二零一九年及二零二零年根據相關中國稅收法律法規獲得軟件企業資格。根據中國相關稅收法律法規，符合軟件企業資格的公司可享有兩年的企業所得稅免稅期，其後的三年期減免50%適用的所得稅稅率(即12.5%)。稅收優惠期從抵消以前年度結轉的稅收虧損後的盈利運營的第一年開始。據此，無錫中堯可於截至二零一九年及二零二零年十二月三十一日止兩年享有兩年的企業所得稅豁免期，以及從截至二零二一年十二月三十一日止年度開始的三年期減免50%適用的所得稅稅率(即12.5%)。上海追漫可於截至二零二零年及二零二一年十二月三十一日止兩年享有兩年的企業所得稅豁免期，以及從截至二零二二年十二月三十一日止年度開始的三年期減免50%適用的所得稅稅率(即12.5%)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

13 INCOME TAX (EXPENSE)/CREDIT (continued)

- (d) The PRC Withholding Tax (“WHT”)
Pursuant to the relevant PRC tax laws and regulations, dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived on or after 1 January 2018 are generally subject to the PRC WHT at a tax rate of 10%. If a foreign investor incorporated in Hong Kong meets certain conditions and requirements under the double taxation treaty arrangement between the PRC and Hong Kong, the relevant tax rate of the PRC WHT will be reduced from 10% to 5%.

Income tax (expense)/credit for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss as follows:

13 所得稅(費用)／抵免 (續)

- (d) 中國預扣稅(「預扣稅」)
根據相關中國稅務法律及法規，於中國成立的公司就二零一八年一月一日或之後產生的溢利向外國投資者分派的股息一般須按10%的稅率繳納中國預扣稅。倘於香港註冊成立的外國投資者符合中國與香港訂立的避免雙重徵稅協定安排項下的若干條件及規定，則中國預扣稅的相關稅率將由10%減至5%。

本年度的所得(費用)／稅抵免可與綜合損益表中的稅前溢利對賬如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利	283,389	91,130
Tax calculated at PRC statutory tax rate of 25%	按中國法定稅率25%計算的稅項	70,847	22,782
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅務影響	301	13,467
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅務影響	(8,776)	(13,732)
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	6,200	27,167
Utilisation of tax losses previously not recognised	利用之前未確認之稅務虧損	(40,389)	(5,560)
Tax effect of temporary differences not recognised or previously not recognised	未確認或先前未確認之暫時差額之稅務影響	—	(227)
Effect of preferential income tax benefits granted to certain subsidiaries	補助若干附屬公司優惠所得稅利益之影響	(16,947)	(46,180)
Effect of additional deduction for research and development expenses	額外抵扣研發開支之影響	(7,021)	(5,309)
Remeasurement of deferred tax resulting from a change in applicable tax rate	因應用稅率變動之重新計量遞延稅項	(1,294)	—
Effect of different tax rates of subsidiaries operating in other jurisdictions	附屬公司於其他司法權區經營時不同稅率之影響	862	732
Income tax expense/(credit)	所得稅費用／(抵免)	3,783	(6,860)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

14 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

		2022 二零二二年	2021 二零二一年
Profit attributable to owners of the Company (RMB'000)	本公司擁有人應佔溢利 (人民幣千元)	282,499	94,236
Weighted average number of ordinary shares in issue (in thousands)	已發行普通股加權平均數 (千股)	2,574,268	2,574,268
Basic earnings per share for profit attributable to owners of the Company	本公司擁有人應佔溢利的 每股基本盈利	0.1097	0.0366

(b) Diluted

For the year ended 31 December 2022, no diluted earnings per share were presented as there were no potential ordinary shares in issue.

For the year ended 31 December 2021, diluted earnings per share is the same as basic earnings per share, as those contingently vesting shares in respect of the RSUs are not included in the computation of diluted earnings per share, due to the fact that the non-market performance conditions of the RSUs were not satisfied as at the end of the reporting period.

14 每股盈利

(a) 基本

每股基本盈利按年內本公司擁有人應佔溢利除以已發行普通股加權平均數計算。

(b) 攤薄

截至二零二二年十二月三十一日止年度，並無呈列每股攤薄盈利，原因是並無任何潛在已發行普通股。

截至二零二一年十二月三十一日止年度，每股攤薄盈利與每股基本盈利相同，事實由於受限制股份單位的非市場表現條件於報告期末尚未達成，故計算每股攤薄時並無計入與受限制股份單位有關的或有歸屬股份。

15 DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 December 2022, nor has any dividend been proposed since the end of the reporting period (2021: Nil).

15 股息

於截至二零二二年十二月三十一日止年度內，未向本公司的普通股股東派付或擬派股息，或自報告期末擬派付股息(二零二一年：無)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

16 PROPERTY, PLANT AND EQUIPMENT

16 物業、廠房及設備

		Servers and other equipment 服務器及 其他設備 RMB'000 人民幣千元	Furniture and leasehold improvements 傢俱及租賃 物業裝修 RMB'000 人民幣千元	Vehicles 汽車 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Cost	成本				
At 1 January 2021	於二零二一年一月一日	20,637	27,129	1,254	49,020
Additions	添置	309,212	1,370	341	310,923
Additions through acquisition of a subsidiary	透過收購附屬公司添置	90	4	—	94
Disposal of subsidiaries	出售附屬公司	(657)	(651)	—	(1,308)
Disposals	出售	(112)	—	—	(112)
Exchange realignment	滙兌調整	—	(6)	—	(6)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日	329,170	27,846	1,595	358,611
Addition	添置	183,176	639	—	183,815
Disposal of subsidiaries	出售附屬公司	(917)	(23)	(81)	(1,021)
Disposal	出售	(40,511)	(20,208)	—	(60,719)
Exchange realignment	滙兌調整	1,184	20	—	1,204
At 31 December 2022	於二零二二年十二月三十一日	472,102	8,274	1,514	481,890
Accumulated depreciation	累計折舊				
At 1 January 2021	於二零二一年一月一日	(19,126)	(25,135)	(740)	(45,001)
Depreciation charge (note 9)	折舊費用(附註9)	(25,488)	(1,519)	(80)	(27,087)
Disposal of subsidiaries	出售附屬公司	64	40	—	104
Disposal	出售	103	—	—	103
Exchange realignment	滙兌調整	—	6	—	6
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日	(44,447)	(26,608)	(820)	(71,875)
Depreciation charge (note 9)	折舊費用(附註9)	(80,494)	(860)	(160)	(81,514)
Disposal of subsidiaries	出售附屬公司	907	23	40	970
Disposal	出售	6,819	20,206	—	27,025
Exchange realignment	滙兌調整	(1,203)	(103)	—	(1,306)
At 31 December 2022	於二零二二年十二月三十一日	(118,418)	(7,342)	(940)	(126,700)
Carrying values	賬面值				
At 31 December 2022	於二零二二年十二月三十一日	353,684	932	574	355,190
At 31 December 2021	於二零二一年十二月三十一日	284,723	1,238	775	286,736

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

16 PROPERTY, PLANT AND EQUIPMENT (continued)

The above items of property, plant and equipment, after taking into account the residual values, are depreciated on a straight-line basis over the following estimated useful lives:

Buildings 樓宇	30 years 30年
Servers and other equipment 服務器及其他設備	3 to 5 years 3至5年
Vehicles 汽車	4 years 4年
Furniture 傢俱	3 to 5 years 3至5年
Leasehold improvements 租賃物業裝修	Estimated useful lives of 1 to 3 years or remaining lease terms of 2 to 3 years, whichever is shorter 估計可用年期1至3年或餘下租期2至3年，以較短者為準

Depreciation of property, plant and equipment has been charged to the consolidated statement of profit or loss as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cost of revenue	收益成本	78,680	24,935
Research and development expenses	研發開支	1,530	797
Administrative expenses	行政開支	1,304	1,355
		81,514	27,087

As at 31 December 2022, the Group's services and other equipment of RMB228,585,000 (2021: nil) were pledged as collateral for the Group's borrowing of RMB206,877,000 (note 31).

16 物業、廠房及設備 (續)

物業、廠房及設備，經考慮剩餘價值後，於其估計可用年期內以直線法計提折舊：

物業、廠房及設備折舊已自綜合損益表扣除，載列如下：

於二零二二年十二月三十一日，本集團人民幣228,585,000元(二零二一年：零)的服務器及其他設備已質押作為本集團人民幣206,877,000元的借貸的抵押品(附註31)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

17 RIGHT-OF-USE ASSETS

17 使用權資產

		Leased business premises 租賃經營場所 RMB'000 人民幣千元
As at 31 December 2022	於二零二二年十二月三十一日	
Carrying amount	賬面值	211,461
As at 31 December 2021	於二零二一年十二月三十一日	
Carrying amount	賬面值	83,796
For the year ended 31 December 2022	截至二零二二年十二月三十一日止年度	
Depreciation charge	折舊費用	75,158
For the year ended 31 December 2021	截至二零二一年十二月三十一日止年度	
Depreciation charge	折舊費用	31,561

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Expenses relating to short-term leases	短期租賃的開支	1,131	1,907
Total cash outflow for leases	租賃現金流出總額	80,676	36,308
Additions to right-of-use assets	使用權資產添置	217,983	107,945
Additions through acquisition of a subsidiary	透過收購附屬公司添置	—	748
Early termination of leases	提早終止租賃	15,174	1,199

For both years, the Group leases various business premises for its operations. Lease contracts are entered into for fixed term of 1 to 3 years (2021: 1 to 3 years). Lease terms are negotiated on an individual basis and contain different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

於該兩年，本集團租賃不同經營場所進行營運。租約的固定期限為1年至3年(二零二一年：1至3年)。租賃期限乃根據個別情況協商釐定，並包含不同的條款及條件。釐定租賃期限並評估不可撤銷期限時長時，本集團採用合約定義，並釐定合約可強制執行的期限。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

18 INTANGIBLE ASSETS

18 無形資產

		Goodwill	Game copyrights and intellectual property license contracts 遊戲版權及知識產權許可合約	Computer software licenses 電腦軟件許可權	Domain name 域名	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Cost	成本					
At 1 January 2021	於二零二一年一月一日	693,065	354,818	7,212	3,253	1,058,348
Additions	添置	—	—	121	—	121
Additions through acquisition of a subsidiary (Note 34)	透過收購附屬公司添置(附註34)	849	—	—	—	849
Disposals	出售	—	(170,645)	—	—	(170,645)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	693,914	184,173	7,333	3,253	888,673
Additions	添置	—	2,089	—	—	2,089
Disposals of subsidiaries	出售附屬公司	(69,731)	(176,161)	—	—	(245,892)
At 31 December 2022	於二零二二年十二月三十一日	624,183	10,101	7,333	3,253	644,870
Accumulated amortisation	累計攤銷					
At 1 January 2021	於二零二一年一月一日	—	(91,045)	(7,104)	(1,749)	(99,898)
Amortisation charge (note 9)	攤銷費用(附註9)	—	(65,881)	(127)	(327)	(66,335)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	—	(156,926)	(7,231)	(2,076)	(166,233)
Amortisation charge (note 9)	攤銷費用(附註9)	—	(27,653)	(46)	(321)	(28,020)
Disposal of subsidiaries	出售附屬公司	—	176,161	—	—	176,161
At 31 December 2022	於二零二二年十二月三十一日	—	(8,418)	(7,277)	(2,397)	(18,092)
Carrying values	賬面值					
At 31 December 2022	於二零二二年十二月三十一日	624,183	1,683	56	856	626,778
At 31 December 2021	於二零二一年十二月三十一日	693,914	27,247	102	1,177	722,440

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

18 INTANGIBLE ASSETS (continued)

The above items of intangible assets, except for goodwill, are amortised on a straight-line basis over the following estimated useful lives:

Game copyrights and intellectual property license contracts 遊戲版權及知識產權許可合約	3 to 10 years 3至10年
Computer software licenses 電腦軟件許可權	1 to 3 years 1至3年
Domain name 域名	10 years 10年

Amortisation of intangible assets has been charged to the consolidated statement of profit or loss as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cost of revenue	收益成本	28,001	65,726
Research and development expenses	研發開支	19	527
Administrative expenses	行政開支	—	82
		28,020	66,335

Impairment assessment of goodwill

For the purpose of goodwill impairment testing, goodwill is allocated to each of the Group's CGUs (or group of CGUs) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

18 無形資產(續)

除商譽外，上述無形資產項目於其估計可用年期內以直線法攤銷：

3 to 10 years 3至10年
1 to 3 years 1至3年
10 years 10年

無形資產攤銷已計入綜合損益表如下：

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cost of revenue	28,001	65,726
Research and development expenses	19	527
Administrative expenses	—	82
	28,020	66,335

商譽減值評估

就商譽減值測試而言，商譽獲分配至預期可受惠於合併協同效應的本集團各現金產生單位(或現金產生單位組別)，各獲分配商譽的單位或單位組別指就內部管理目的監察商譽的實體內部最低層級，及不大於經營分部層級。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

18 INTANGIBLE ASSETS (continued)

Impairment assessment of goodwill (continued)

The management considers groups of subsidiaries operating in specific regions at present, i.e. Shenzhen Sub-group and Shanghai Sub-group, represent the CGUs for the purpose of goodwill impairment testing. These CGUs are principally engaged in the development and distribution of web games and mobile games in the PRC. At the end of the reporting period, the carrying amount of goodwill allocated to these CGUs are as follows:

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Shanghai Sub-group	上海下屬集團	598,152	667,883
Shenzhen Sub-group	深圳下屬集團	26,031	26,031
		624,183	693,914

The goodwill allocated to Shanghai Sub-group represent the goodwill arising from the acquisition of Osmanthus Vale Holdings Limited (“**Osmanthus Vale**”), whose operations are mainly based in Shanghai, the PRC. The acquisition of Osmanthus Vale was completed during the year ended 31 December 2019.

The goodwill allocated to Shenzhen Sub-group represent the goodwill arising from the acquisition of Shenzhen Qianqi Network Technology Co., Ltd. (“**Shenzhen Qianqi**”), whose operations are mainly based in Shenzhen, the PRC.

The recoverable amounts of the CGUs are determined based on the value in use calculations. The value in use calculations are derived from the cash flow projections of the CGUs based on the latest financial budgets approved by the management covering a period of five years.

18 無形資產(續)

商譽減值評估(續)

就商譽減值測試而言，管理層認為目前特定地區運營的附屬公司集團，即深圳下屬集團及上海下屬集團，為現金產生單位。該等現金產生單位主要在中國從事網頁遊戲及移動遊戲的開發及分銷。於報告期末，分配至該等現金產生單位的商譽賬面值如下：

分配至上海下屬集團的商譽乃為收購 Osmanthus Vale Holdings Limited (“**Osmanthus Vale**”)的商譽引致，其業務主要位於中國上海。收購 Osmanthus Vale 於截至二零一九年十二月三十一日止年度已經完成。

分配至深圳下屬集團的商譽乃為收購深圳市千奇網絡科技有限公司 (“**深圳千奇**”)的商譽引致，其業務主要位於中國深圳。

現金產生單位的可收回數額按所計算的使用價值釐定。使用價值計算乃根據管理層批准之五年期間之最近期財務預算得出的現金流量預測得出。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

18 INTANGIBLE ASSETS (continued)

Impairment assessment of goodwill (continued)

Key assumptions used for value-in-use calculations for impairment review purpose as at 31 December 2021 and their corresponding comparative information are as follows:

		Shanghai Sub-group 上海下屬集團	Shenzhen Sub-group 深圳下屬集團
As at 31 December 2022	於二零二二年十二月三十一日		
Terminal growth rate	永續增長率	2.5%	2.5%
Terminal net profit margin	永續純利率	61.65%	18.64%
Discount rate	貼現率	18.2%	18.2%
As at 31 December 2021	於二零二一年十二月三十一日		
Terminal growth rate	永續增長率	2.5%	2.5%
Terminal net profit margin	永續純利率	55.98%	16.50%
Discount rate	貼現率	19.5%	19.5%

The discount rates used are pre-tax and reflect market assessments of the time value and the specific risks relating to the industry. The budgeted growth rate and net profit margins are determined by management based on past performance and its expectation for market development.

For the year ended 31 December 2022, the Group appointed STEAM Valuation Advisory Limited (2021: the same), independent professional qualified valuers, to assist the management on carrying out relevant assessment works.

Any change in the assumptions selected by management could materially affect the value in use calculations used in the impairment testing and therefore may result in an impairment charge to profit or loss.

As at 31 December 2022, the impairment assessments result in headroom of not less than 5% over the carrying amounts of group of assets that generated cash inflows of Shenzhen Sub-group and Shanghai Sub-group and management, based on the sensitivity analysis performed, is not aware of any reasonably possible changes in a key assumption used that would cause a cash generating unit's carrying amount to exceed its recoverable amount.

商譽減值評估(續)

於二零二一年十二月三十一日，計算用於減值審查的使用價值的主要假設及其相應比較資料如下：

所用貼現率屬除稅前的，反映市場對時間價值的評估及與行業有關的特定風險。預算增長率及純利率由管理層根據過往業績及對市場發展預期而釐定。

截至二零二二年十二月三十一日止年度，本集團委聘獨立專業合資格估值師 STEAM Valuation Advisory Limited (二零二一年：同上)，協助管理層進行相關評估工作。

管理層選擇的假設的任何變動均可能對減值測試中使用的使用價值計算產生重大影響，因此可能導致減值費用計入損益。

於二零二二年十二月三十一日，減值評估導致產生深圳下屬集團及上海下屬集團現金流入的資產組的賬面值不少於5%的淨空，根據所進行的敏感性分析，管理層並不知悉所用主要假設有任何合理的可能變動，導致現金產生單位的賬面值超過其可收回金額。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

19 INTERESTS IN JOINT VENTURES

19 於合營企業的權益

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cost of investment	投資成本	—	—
Share of post-acquisition losses and other comprehensive expenses	應佔收購後之虧損及其他全面開支	—	—
		—	—

Details of the Group's joint ventures at the end of the reporting period are as follows:

於報告期末，有關本集團合營企業的詳情如下：

Name of joint ventures 合營企業名稱	Country of incorporation/ establishment 註冊成立/ 成立國家	Equity interest held as at 31 December 截至十二月三十一日 所持股權		Principal activity 主要業務
		2022 二零二二年	2021 二零二一年	
Wuxi 7Road Culture and Media Co., Ltd. ("Wuxi 7Road Culture and Media") (Note a) 無錫七道文化傳媒有限公司(「無錫七道文化傳媒」) (附註a)	The PRC 中國	50%	50%	Culture media 文化傳媒

Notes:

附註：

(a) Wuxi 7Road Culture and Media was established in the PRC on 25 July 2019, and is principally engaged in the culture media business. As at 31 December 2022, the Group have not paid up the share capital of the joint venture (2021: nil).

(a) 於二零一九年七月二十五日，無錫七道文化傳媒於中國成立。其主要從事文化傳媒業務。於二零二二年十二月三十一日，本集團並無繳付合營企業股本(二零二一年：無)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

20 INTERESTS IN ASSOCIATES

20 於聯營公司的權益

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cost of investment	投資成本	25,100	78,600
Share of post-acquisition profit and other comprehensive income	應佔收購後之利潤及其他全面收益	(2,414)	54,854
Impairment losses	減值虧損	(6,421)	—
		16,265	133,454
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At beginning of the year	於年初	133,454	—
Addition	增加	20,000	78,600
Shares of results	分佔業績	(3,807)	54,854
Impairment losses	減值虧損	(6,421)	—
Dividend received	已收股息	(82,810)	—
Disposal	出售	(44,151)	—
At end of the year	於年末	16,265	133,454

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

20 INTERESTS IN ASSOCIATES (continued)

Details of the Group's associates at the end of the reporting period are as follows :

20 於聯營公司的權益 (續)

於報告期末，有關本集團聯營公司的詳情如下：

Name of associates 聯營公司名稱	Place of incorporation/ establishment 註冊成立/ 成立國家	Equity interest held as at 31 December 於十二月三十一日 所持股權		Principal activities 主要業務
		2022 二零二二年	2021 二零二一年	
Wuxi Shouxin Network Technology Co., Ltd ("Wuxi Shouxin") (Note a)	The PRC	—	49%	Development, operations and publishing of web- based games and mobile games 網頁遊戲及手機遊戲開發、 營運及發行
無錫手心網絡科技有限公司(「無錫手心」) (附註a)	中國			
Jiangsu Liehuo Software Technology Co., Ltd. ("Jiangsu Liehuo") (Note b)	The PRC	34%	34%	Development of web-based games and mobile games 網頁遊戲及手機遊戲開發
江蘇烈火軟件科技有限公司(「江蘇烈火」) (附註b)	中國			
Wuxi Jiucheng Second Hand Car Market Co., Ltd.* ("Wuxi Jiucheng") (Note c)	The PRC	4.76%	—	Provision of second hand car transactions related service 提供二手車交易相關服務
無錫玖城二手車交易市場有限公司 (「無錫玖城」)(附註c)	中國			

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

20 INTERESTS IN ASSOCIATES (continued)

Notes :

- (a) Wuxi Shouxin was established in the PRC on 13 May 2019, and is principally engaged in the development, operations and publishing of web-based games and mobile games. The Group acquired 49% equity interest in Wuxi Shouxin on 13 January 2021 at a cost of RMB73,500,000 settled with cash.

On 3 April 2022, the Group entered into an equity transfer agreement with Shaoxing Shangyu Saihe Equity Investment Co., Ltd.* (紹興上虞賽赫股權投資有限公司) (the "Purchaser"), a company established in the PRC with limited liability, to dispose of 49% equity interest in Wuxi Shouxin for a cash consideration of RMB359,660,000, subject to adjustments for any further dividend payable by Wuxi Shouxin to the Group prior to the completion of the disposal (the "Disposal"). The Purchaser is an indirect wholly-owned subsidiary of Zhejiang Century Huatong Group Co., Ltd* (浙江世紀華通集團股份有限公司), a shareholder of the Company and a company listed on the Shenzhen Stock Exchange.

On 19 April 2022, Wuxi Shouxin declared a dividend of RMB19,000,000 to its shareholder, and amount of RMB9,310,000 was payable to the Group. Accordingly, the consideration was adjusted to RMB350,350,000. The Disposal was completed on 26 May 2022, on which date Wuxi Shouxin ceased to be an associate of the Group.

During the year ended 31 December 2022, the Group recognised an aggregate amount of RMB82,810,000 as dividend income from Wuxi Shouxin in the share of post-acquisition profit and other comprehensive income and recognised a gain of approximately RMB306,200,000 from the Disposal in other gains or losses.

- (b) Jiangsu Liehuo was established in the PRC on 29 January 2021 and is principally engaged in the development of web-based games and mobile games. The Group injected capital of RMB5,100,000, which represents 34% equity interest, into Jiangsu Liehuo in March 2021.
- (c) On 14 January 2022, the Group entered into an agreement to acquired 4.76% equity interest in Wuxi Jiucheng with a cash consideration of RMB20,000,000. According to the shareholders agreement between the Group and other shareholders of Wuxi Jiucheng, the Group has a right to appoint one out of five directors of Wuxi Jiucheng. Therefore, the Group is able to exercise significant influence over Wuxi Jiucheng. Accordingly, the investment was accounted for as interest in an associate.

20 於聯營公司的權益 (續)

附註：

- (a) 無錫手心於二零一九年五月十三日在中國成立，主要從事開發、營運及發佈網絡遊戲及手機遊戲。本集團於二零二一年一月十三日以成本人民幣73,500,000元收購無錫手心的49%股權，相關成本以現金結付。

於二零二二年四月三日，本集團與紹興上虞賽赫股權投資有限公司(「買方」，一家於中國成立的有限責任公司)訂立股權轉讓協議，以現金代價人民幣359,660,000元出售無錫手心的49%股權，惟須就出售事項(「出售事項」)完成前無錫手心應付本集團的任何進一步股息作出調整。買方為本公司股東及深圳證券交易所上市公司浙江世紀華通集團股份有限公司的間接全資附屬公司。

於二零二二年四月十九日，無錫手心向其股東宣派股息人民幣19,000,000元，應付本集團的金額為人民幣9,310,000元。據此，代價調整為人民幣350,350,000元。出售事項已於二零二二年五月二十六日完成，無錫手心於當日不再為本集團的聯營公司。

截至二零二二年十二月三十一日止年度，本集團於應佔收購事項後溢利及其他全面收入中確認來自無錫手心的股息收入合計人民幣82,810,000元，並於其他收益或虧損中確認來自出售事項的收益約人民幣306,200,000元。

- (b) 江蘇烈火於二零二一年一月二十九日在中國成立，主要從事網頁遊戲及手機遊戲開發。本集團於二零二一年三月向江蘇烈火注資人民幣5,100,000元(相當於34%股權)。
- (c) 於二零二二年一月十四日，本集團訂立一份協議，以現金代價人民幣20,000,000元收購無錫玖城4.76%的股權。根據本集團與無錫玖城其他股東的股東協議，本集團有權委任無錫玖城五名董事中的其中一名。因此，本集團能夠對無錫玖城施加重大影響。因此，該項投資入賬列為於一間聯營公司的權益。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

20 INTERESTS IN ASSOCIATES (continued)

Summarised financial information of the material associate
Set out below are the summarised financial information of the material associate of the Group, Wuxi Shouxin for the year ended 31 December 2021 which is accounted for using the equity method.

20 於聯營公司的權益 (續)

主要聯營公司的財務資料概要
以下載列本集團主要聯營公司無錫手心截至二零二一年十二月三十一日止年度的財務資料概要，該等財務資料以權益法入賬。

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Summarised statement of financial position	財務狀況表概要		
Current assets	流動資產	—	186,660
Non-current assets	非流動資產	—	65,038
Current liabilities	流動負債	—	(18,702)
Non-current liabilities	非流動負債	—	(10,354)
Net assets	資產淨值	—	222,642
Net assets attributable to the Group	本集團應佔資產淨值	—	109,095
Goodwill	商譽	—	19,259
Carrying amount attributable to the Group	本集團應佔賬面值	—	128,354
Summarised statement of comprehensive income	全面收益表概要		
Revenue	收益	11,064	131,075
(Loss)/profit for the year	年內(虧損)/溢利	(2,845)	111,947
Other comprehensive income	其他全面收益	—	—
Total comprehensive income	全面收益總額	(2,845)	111,947

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

20 INTERESTS IN ASSOCIATES (continued)

Aggregate information of associates that are not individually material

20 於聯營公司的權益 (續)

按個別基準不屬重大的聯營公司匯總資料

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
The Group's share of loss	本集團分佔虧損	(2,413)	—*
The Group's share of post-tax loss	本集團分佔除稅後虧損	(2,413)	—*
The Group's share of other comprehensive expense	本集團分佔其他全面開支	—	—
The Group's share of total comprehensive expense	本集團分佔全面開支總額	(2,413)	—*
Aggregate carrying amount of the Group's interests in these associates	本集團於該等聯營公司權益的賬面值總值	16,265	5,100

* Amount less than RMB1,000.

* 少於人民幣1,000元的金額。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

21 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

21 按公允價值計入其他全面收益的金融資產

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Unlisted equity investment	非上市股本投資	2,171	2,697

The unlisted equity investment represents the Group's equity interest in a private entity established in the PRC. The directors of the Company have elected to designate this unlisted equity investment as at fair value through other comprehensive income as they believe that this investment is not held for trading and is not expected to be disposed of in the foreseeable future.

非上市股權投資指本集團於中國成立的私人實體的股權。本公司董事選擇將此指定為按公允價值計入其他全面收入的非上市股本投資，因為他們認為此投資並非持作買賣，及預期於可見將來不會被出售。

Movement of financial assets at fair value through other comprehensive income for the year is as follows:

於本年度，按公允價值計入其他全面收益的金融資產變動如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At beginning of the year	於年初	2,697	2,357
Fair value change	公允價值變動	(526)	340
At end of the year	於年末	2,171	2,697

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

22 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

22 按公允價值計入損益的金融資產

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Non-current			
	非流動		
Listed shares and unlisted equity investments in the PRC	中國上市股份及非上市股本投資	85,569	474
Unlisted limited partnerships in the PRC (Note)	中國非上市有限合夥企業(附註)	515,164	20,000
Unlisted trust and fund in the PRC	中國非上市信託及基金	—	118,000
		600,733	138,474
Current			
	流動		
Listed shares in Hong Kong	香港上市股份	25,099	43,682
Unlisted trust and fund in the PRC	中國非上市信託及基金	70,527	—
		95,626	43,682
		696,359	182,156

The unlisted equity investment represented the Group's investment in various private entities established in the PRC. The directors of the Company designated those unlisted equity investment as at fair value through profit or loss at initial recognition.

非上市股權投資指本集團於中國成立的各私營實體的投資。本公司董事於初始確認時指定按公允價值計入損益的該等非上市股權投資。

The unlisted limited partnerships represented the Group's investment in various limited partnerships established in the PRC. The Group is acting as a limited partner in all limited partnerships and does not have control, joint control or significant influence over limited partnerships. All general partners of limited partnerships are independent third party of the Group. Accordingly, the directors of the Company designated those unlisted equity investment as at fair value through profit or loss at initial recognition.

非上市有限合夥企業指本集團於中國成立的各有限合夥企業的投資。本集團於所有有限合夥企業中擔任有限合夥人，且對對有限合夥企業並無控制權、共同控制權或重大影響力。有限合夥企業的所有普通合夥人均為本集團獨立第三方。因此，本公司董事於初始確認時指定按公允價值計入損益的該等非上市股權投資。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

22 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

22 按公允價值計入損益的金融資產(續)

Details of the Group's major unlisted investments under financial assets at fair value through profit or loss at the end of the reporting period are as follows:

於報告期末，有關本集團按公允價值計入損益的金融資產主要的未上市投資詳情如下：

Name of investee 被投資者名稱	Country of incorporation/ establishment 註冊成立/ 成立國家	Equity interest held as at 31 December 於十二月三十一日 所持股權		Principal activity 主要業務
		2022 二零二二年	2021 二零二一年	
Shanghai Chengying Management Consulting Partnership (Limited Partnership) (“Shanghai Chengying”) 上海誠英管理諮詢合夥企業 (有限合夥)(「上海誠英」)	The PRC 中國	N/A 不適用	—	Investment holdings 投資控股

Note:

Shanghai Chengying is a partnership established in the PRC and is principally engaged in investments. The sole asset held by Shanghai Chengying is the investment in Shanghai Advanced Silicon Technology Co., Ltd. (“Shanghai Silicon”), a company established under the laws of the PRC. Shanghai Silicon is principally engaged in the manufacture of large-scale semiconductor silicon chips. The Group contributed RMB330,000,000 and remaining contributed by the general partner of Shanghai Chengying, which is an independent third party of the Group. For the year ended 31 December 2022, the Group indirectly holds 20,332,717 shares in Shanghai Silicon. The Group is acting as a limited partner and does not have control, joint control or significant influence over Shanghai Chengying. Accordingly, the investment in Shanghai Chengying is accounted for as a financial asset at fair value through profit or loss.

附註：

上海誠英為一間於中國成立的合夥企業，主要從事投資業務。上海誠英持有的唯一資產為對上海超矽半導體股份有限公司(「上海超矽」，一間根據中國法律成立的公司)的投資。上海超矽主要從事大規模半導體矽片的生產。本集團出資人民幣330,000,000元，其餘由上海誠英普通合夥人出資，該普通合夥人為本集團的一名獨立第三方。於截至二零二二年十二月三十一日止年度，本集團間接持有上海超矽20,332,717股。本集團為有限合夥人，對上海誠英並無控制權、共同控制權或重大影響力。因此，對上海誠英的投資按公允價值計入損益的金融資產入賬。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

22 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

Movement of financial assets at fair value through profit or loss for the year is as follows:

22 按公允價值計入損益的金融資產(續)

於本年度，按公允價值計入損益的金融資產的變動如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At beginning of the year	於年初	182,156	248,583
Additions	添置	600,568	151,757
Disposals	出售	(121,918)	(220,836)
Fair value changes (Note 8)	公允價值變動(附註8)	31,096	3,450
Exchange realignment	滙兌調整	4,457	(798)
At end of the year	於年末	696,359	182,156

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

23 PREPAYMENT AND OTHER RECEIVABLES

23 預付款項及其他應收款項

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Non-current	非即期		
Prepayments for property, plant and equipment (Note a)	物業、廠房及設備的預付款項(附註a)	42,872	108,500
Prepayments for investments (Note b)	投資預付款項(附註b)	45,000	—
Rental deposits	租賃按金	5,000	8,838
		92,872	117,338
Current	即期		
Loans to third parties	向第三方提供的貸款	6,394	6,427
Loan to a related party	向關聯方提供的貸款	3,337	2,894
Loans to employee	僱員貸款	1,393	1,739
Prepayments for advertisement and marketing	廣告及市場推廣預付款項	3,234	302
Prepayments for advisory services	顧問服務預付款項	2,115	453
Prepayments for copyright loyalty	版權許可費預付款項	7,977	15,708
Prepayments to game developers	預付遊戲開發商款項	4,649	10,790
Prepayments for investments (Note b)	投資預付款項(附註b)	—	1,000
Prepayments for technology services	技術服務預付款項	22,165	24,321
Receivable from disposals of investments (Note c)	出售投資應收款項(附註c)	—	20,299
Receivable from disposal of subsidiaries (Note d)	出售附屬公司應收款項(附註d)	43,000	—
Receivable from refund for undelivered technology services	未交付技術服務應收退款	4,352	—
Recoverable value-added tax (Note e)	增值稅退稅(附註e)	34,298	34,535
Others	其他	18,284	20,083
Less: provision for impairment	減：減值撥備	(30,994)	(54,142)
		120,204	84,409
		213,076	201,747

Notes:

(a) On 21 December 2022, the Group entered into an agreement with an independent third party to acquire a property located in the PRC for own use and prepaid approximately RMB42,872,000 as house payments. Subsequent to the date of this report, the delivery and transfer of the property was completed.

On 20 December 2021, the Group entered into a series of cloud equipment sales agreement with an independent third party. The aggregate amount of these agreements is RMB108,500,000, which has been paid as of the year ended 31 December 2021, while the inspection and acceptance of those cloud equipment have been completed in January 2022.

附註：

(a) 於二零二二年十二月三十一日，本集團與一名獨立第三方簽訂協議，收購位於中國境內的一處物業自用，並預付約人民幣42,872,000元作為購房款。於本報告日期後，該處物業已完成過戶交付。

於二零二一年十二月二十日，本集團與一名獨立第三方供應商簽訂一系列雲設備銷售協議，協議價款合共人民幣108,500,000元已於截至二零二一年十二月三十一日止年度內支付，於二零二二年一月該批雲設備已完成驗收。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

23 PREPAYMENT AND OTHER RECEIVABLES (continued)

Notes: (continued)

- (b) In July 2022, the Group, as the potential investor, entered into a letter of intent with an independent third party of the Group, for the proposed acquisition of the equity interest of a company principally engaged in the research and development, design of the next generation of chip technology of artificial intelligence audio and video media chip. According to the letter of intent, a refundable earnest money of RMB45,000,000 was paid. Subsequent to the end of the reporting period, the Group terminated the proposed acquisition and received the earnest money refunded to the Group.
- (c) On 12 June 2018, the Group, entered into a series of agreements with Shenzhen Longyoutianxia Internet Technology Co., Ltd. (深圳市龍遊天下網絡科技有限公司) ("Shenzhen Longyoutianxia"), an independent third-party of the Group. Pursuant to the series of agreements, the Group disposed certain equity investments to Shenzhen Longyoutianxia at a consideration of RMB27,149,000. However, due to the financial difficulty of Shenzhen Longyoutianxia, only RMB6,850,000 of the consideration was settled and full impairment on the remaining RMB20,299,000 was provided during the year ended 31 December 2018. During the year ended 31 December 2022, the Group further received RMB1,155,000 from Shenzhen Longyoutianxia (2021: nil). Shenzhen Longyoutianxia was in the progress of deregistration during the year ended 31 December 2022 and will complete the deregistration after the reporting period. Subsequent to the end of the reporting period, it has completed the deregistration. The balance was fully written off during the year ended 31 December 2022.
- (d) The balance represented the consideration receivable from the disposal of subsidiaries as disclosed in note 35(a). Subsequent to the reporting period, the Group has received a consideration of RMB 42,070,000.
- (e) Including the VAT refund receivables and amount of VAT tax credit under the preferential policy of immediate refund for software products.

23 預付款項及其他應收款項(續)

附註：(續)

- (b) 於二零二二年七月，本集團作為潛在投資者，與本集團一名獨立第三方就擬議收購一間主要從事下一代芯片技術的人工智能音視頻融媒體芯片的研發、設計的公司的權益簽訂意向書。根據意向書，已支付可退還的意向金人民幣45,000,000元。報告期結束後，本集團已終止擬議收購，並已收到退還予本集團的意向金。
- (c) 於二零一八年六月十二日，本集團與深圳市龍遊天下網絡科技有限公司(「深圳龍遊天下」)(本集團一名獨立第三方)訂立一系列協議。根據系列協議，本集團向深圳龍遊天下以代價人民幣27,149,000元出售若干股權投資。然而，由於深圳龍遊天下陷入財務困境，只有代價人民幣6,850,000元獲結算，於截至二零一八年十二月三十一日止年度，本集團就餘額人民幣20,299,000元作出全額減值撥備。於截至二零二二年十二月三十一日止年度，本集團進一步自深圳龍遊天下收取人民幣1,155,000元(二零二一年：無)。截至二零二二年十二月三十一日止年度，深圳龍遊天下正在辦理註銷，並於報告期後完成註銷。於報告期末後，其已完成註銷。截至二零二二年十二月三十一日止年度，該結餘已悉數核銷。
- (d) 結餘指附註35(a)所披露的出售附屬公司的應收代價。於本報告期後，本集團已收取代價人民幣42,070,000元。
- (e) 包含按軟件產品即徵即退優惠政策應收增值稅退稅及增值稅進項留抵金額。

24 INVENTORIES

24 存貨

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cloud equipment	雲端設備	2,019	2,019

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

25 TRADE RECEIVABLES

25 貿易應收款項

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	389,435	251,040
Less: provision for impairment	減：減值撥備	(21,106)	(16,060)
		368,329	234,980

The Group's trade receivables were denominated in the following currencies:

本集團的貿易應收款項以下列貨幣計值：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
RMB	人民幣	289,367	145,354
US\$	美元	98,179	66,429
Others	其他	1,889	39,257
		389,435	251,040

The Group allows a credit period of 30 to 120 days to its customers. The ageing analysis of trade receivables presented based on the dates of delivery of goods and services is as follows:

本集團向其客戶授出30至120天的信用期。基於發行貨品及服務日期呈列的貿易應收款項之賬齡分析如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within 3 months	3個月內	178,786	132,687
3 to 6 months	3至6個月	45,368	72,456
6 months to 1 year	6個月至1年	76,932	29,792
1 to 2 years	1年至2年	69,789	—
Over 2 years	2年以上	18,560	16,105
		389,435	251,040

Details of the impairment assessment of trade receivables are disclosed in Note 3.1(b).

貿易應收款項減值評估詳情於附註3.1(b)披露。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

26 BANK BALANCES AND CASH

26 銀行結餘及現金

(a) Cash and cash equivalents

(a) 現金及現金等價物

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Bank balances	銀行結餘	104,747	108,500
Denominated in the following currencies:	以下列貨幣計值：		
RMB	人民幣	93,643	93,195
HK\$	港元	2,029	5,828
US\$	美元	9,075	8,017
Other	其他	—	1,460
		104,747	108,500

Bank balances carry interest at floating rates based on daily bank deposit rates. The conversion of the RMB denominated bank balances maintained in the PRC into foreign currencies is subject to the laws and regulations of foreign exchange control promulgated by the PRC government.

銀行結餘年利率根據每日銀行存款利率按浮動利率計息。將於中國存放的人民幣計值銀行結餘兌換為外幣須遵守中國政府頒佈的外匯管制法律及法規。

(b) Restricted cash

(b) 受限制現金

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Non-current	非即期		
Restricted deposits (Note a)	受限制存款(附註a)	139	138
Current	即期		
Restricted dividend payable account	受限制應付股息款	1	1
		140	139

Note:

附註：

(a) Restricted deposits represent government grants prepaid to the Group and held by the banks in segregated accounts. The balances are denominated in RMB and will be available for withdrawal when the Group fulfils all the obligations required by the government.

(a) 受限制存款指預付予本集團並由銀行以獨立賬戶持有的政府補助。該等結餘以人民幣計值，並將於本集團履行政府規定的所有責任時提取。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

27 SHARE CAPITAL AND SHARE PREMIUM

27 股本及股份溢價

		Number of shares 股份數目	Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Ordinary shares of US\$0.000005 each	每股面值0.000005美元的普 通股				
As at 31 December 2021 and 2022	於二零二一年及二零二二年 十二月三十一日	2,753,200,000	90	4,083,085	4,083,175

Note:

- (a) As at 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022, the authorized share capital of the Company is US\$50,000, divided into 10,000,000,000 shares of a par value of US\$0.000005 each.

附註：

- (a) 於二零二一年一月一日、二零二一年十二月三十一日、二零二二年一月一日及二零二二年十二月三十一日，本公司的法定股本為50,000美元，分為10,000,000,000股，每股面值為0.000005美元。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

28 OTHER RESERVES

28 其他儲備

		Shares held for RSU Scheme	Shareholder contribution reserve	Statutory surplus reserve	Capital reserve	Capital redemption reserve	Share-based compensation reserve	Financial assets at fair value through other comprehensive income reserve	Currency translation reserve	Total
		受限制股份 單位計劃 所持股份	股東注資儲備	法定盈餘儲備	資本儲備	資本贖回儲備	股份酬金儲備	按公允價值 計入其他全面 收益的金融 資產儲備	貨幣換算儲備	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	(273,592)	273,592	10,261	(3,032,350)	2	-	(1,303)	59,454	(2,963,936)
Transfer upon disposal of subsidiaries	於出售附屬公司後轉撥	-	-	(5,261)	-	-	-	-	-	(5,261)
Fair value changes on financial assets at fair value through other comprehensive income, net of tax	按公允價值計入其他全面收益的金融資產的公允價值變動(扣除稅項)	-	-	-	-	-	-	(526)	-	(526)
Currency translation differences of foreign operations	海外業務貨幣換算差額	-	-	-	-	-	-	-	6,549	6,549
At 31 December 2022	於二零二二年十二月三十一日	(273,592)	273,592	5,000	(3,032,350)	2	-	(1,829)	66,003	(2,963,174)
At 1 January 2021	於二零二一年一月一日	(273,592)	273,592	5,000	(3,032,350)	2	21,286	(1,643)	54,929	(2,952,776)
Share-based compensation – value of employee services (Notes 9 and 29)	股份酬金 – 員工服務價值(附註9及29)	-	-	-	-	-	204	-	-	204
Lapsed of RSU Scheme	受限制股份單位計劃失效	-	-	-	-	-	(21,490)	-	-	(21,490)
Transfer to statutory surplus reserve	轉撥至法定盈餘儲備	-	-	5,261	-	-	-	-	-	5,261
Fair value changes on financial assets at fair value through other comprehensive income, net of tax	按公允價值計入其他全面收益的金融資產的公允價值變動(扣除稅項)	-	-	-	-	-	-	340	-	340
Currency translation differences of foreign operations	海外業務貨幣換算差額	-	-	-	-	-	-	-	4,525	4,525
At 31 December 2021	於二零二一年十二月三十一日	(273,592)	273,592	10,261	(3,032,350)	2	-	(1,303)	59,454	(2,963,936)

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

29 EQUITY-SETTLED SHARE-BASED COMPENSATION

On 6 March 2018, to incentivise directors, senior management and employees, a RSU Scheme was approved and adopted by the Company. ESOP 1 Holdings Limited (“**ESOP 1 Holdings**”) and ESOP 2 Holdings Limited (“**ESOP 2 Holdings**”) were incorporated to hold 8,946,600 ordinary shares of the Company (equivalent to 178,932,000 ordinary shares of the Company upon the completion of the Share Subdivision and Global Offering for the listing of the Company’s shares on the Main Board of The Stock Exchange of Hong Kong Limited), which were contributed by shareholder of the Company. ESOP 1 Holdings and ESOP 2 Holdings were consolidated by the Company as the Company is able to execute its power over the control and management of ESOP 1 Holdings and ESOP 2 Holdings. These shares are considered treasury shares held for the RSU Scheme indirectly by the Company.

On 31 March 2018, in exchange for employee services to the Group, 5,040,000 RSUs (equivalent to 100,800,000 ordinary shares of the Company) were granted to certain eligible persons selected by the Board of Directors of the Company. Under the terms of the grant letter, the RSUs shall be vested as to 30%, 30% and 40% on 31 March 2019, 31 March 2020 and 31 March 2021, respectively, of which certain designated grantees are also required to fulfil certain service conditions.

As the Group received the benefits associated with the services of the eligible persons, the fair value of the employee services received in exchange for the grant of the equity instruments is recognised as an expense. The total amount to be expensed is determined by the fair value of the RSUs granted less the subscription costs, if any, taking into consideration of forfeiture rate, and amortised over the different vesting periods of each grant with a credit recognised in equity as the share-based compensation reserve.

29 以權益結算的股份酬金

為激勵董事、高級管理層及僱員，於二零一八年三月六日，本公司批准並採納受限制股份單位計劃。ESOP 1 Holdings Limited (「**ESOP 1 Holdings**」) 及 ESOP 2 Holdings Limited (「**ESOP 2 Holdings**」) 獲註冊成立，以持有股東注入的本公司8,946,600股普通股(相當於股份拆細及於香港聯合交易所有限公司主板上市的全球發售完成後178,932,000股普通股)。本公司將ESOP 1 Holdings及ESOP 2 Holdings整合，以便本公司能夠對ESOP 1 Holdings及ESOP 2 Holdings的控制及管理行使其權力。該等股份被視為本公司就受限制股份單位計劃間接持有的庫存股份。

於二零一八年三月三十一日，為換取僱員對本集團的服務，向本公司董事會甄選的若干合資格人士授出5,040,000個受限制股份單位(相當於100,800,000股本公司普通股)。根據授出函件的條款，受限制股份單位將於二零一九年三月三十一日、二零二零年三月三十一日及二零二一年三月三十一日分別歸屬30%、30%及40%，當中若干指定承授人亦須達成若干服務條件。

由於本集團收取與合資格人士服務有關的好處，故授予權益工具而獲得的僱員服務公允價值確認為費用。將予支銷的總金額乃透過所授出的受限制股份單位公允價值減認購成本(如有)釐定，當中計及沒收率，並按每次授出的不同歸屬期攤銷，按股份酬金儲備記入權益內。

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

29 EQUITY-SETTLED SHARE-BASED COMPENSATION (continued)

As a private company with no quoted market price of the ordinary shares of the Company at the date of grant, the Company was required to estimate the fair value of its ordinary shares at the date of grant. The discounted cash flow model under the income approach has been applied in the determination of fair value of the equity interest of the Company. The cash flow projections prepared by the management take into account the Group's future business plan, specific business and financial risks, stage of development of the Group's operations and economic and competitive elements affecting the Group's business, industry and market. As at 31 March 2018, the fair value of each RSU was valued at RMB27.6.

Movement of the RSU Scheme for the year is as follows:

		2022 二零二二年	2021 二零二一年
At beginning of the year	於年初	—	7,740,000
Granted	授出	—	—
Forfeited or lapsed	已沒收或失效	—	(7,740,000)
Vested and settled	已歸屬及結算	—	—
At end of the year	於年末	—	—

Expenses arising from the share-based compensation have been charged to the consolidated statement of profit or loss as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Share-based compensation (Notes 9 and 10)	股份酬金(附註9及10)	—	204

29 以權益結算的股份酬金(續)

於本公司普通股授出日期，本公司為並無市場報價的私人公司，因此須估計其普通股於授出日期的公允價值。釐定本公司普通股的公允價值時已使用收入法項下折現現金流量模型。管理層得出的現金流量預測已計及本集團的未來業務計劃、特定業務及財務風險、本集團營運的發展階段及影響本集團的業務、行業及市場的經濟及競爭要素。於二零一八年三月三十一日，每個受限制股份單位的公允價值估算為人民幣27.6元。

截至本年度受限制股份單位計劃變動如下：

股份酬金產生的開支已於綜合損益表內扣除如下：

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

30 LEASE LIABILITIES

30 租賃負債

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within 1 year	1年以內	70,913	51,860
1 to 2 years	1至2年	86,001	27,527
2 to 5 years	2至5年	44,606	—
		201,520	79,387
Less: Amount due for settlement within 12 months shown under current liabilities	減：流動負債項下顯示12個月 內到期的應付金額	(70,913)	(51,860)
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債項下顯示12個月後 到期的應付金額	130,607	27,527

The weighted average incremental borrowing rates applied to lease liabilities range from 3.85% to 4.75% (2021: from 3.85% to 5.39%).

適用於租賃負債的加權平均增量借貸利率介乎3.85%至4.75% (二零二一年：介乎3.85%至5.39%)。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

31 BANK AND OTHER BORROWINGS

31 銀行及其他借貸

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Secured and unguaranteed other borrowings	有抵押無擔保其他借貸		
— RMB loan (Note a)	— 人民幣貸款(附註a)	206,877	—
Unsecured and guaranteed bank borrowings	無抵押有擔保銀行借貸		
— RMB loan (Note b)	— 人民幣貸款(附註b)	—	10,000
		206,877	10,000

Notes:

- (a) On 16 March 2022, the Group entered into a finance lease agreement with Shanghai Yuncheng Financial Leasing Co., Ltd.* (上海雲城融資租賃有限公司) (the "Lessor 1"), a company established in the PRC with limited liability and an independent third party to the Group, to transfer of ownership and lease back of certain servers and other equipment of the Group at a cash consideration of RMB150,000,000 (the "Finance Lease Agreement 1"). Pursuant to the Finance Lease Agreement 1, the ownership of certain servers and other equipment of the Group was transferred to the Lessor 1 and the Group leased back those servers and other equipment from the Lessor 1 for a term of 48 months. At the end of lease term, the Lessor, subject to the settlement of all outstanding amounts due under the Finance Lease Agreement, agreed to transfer the ownership of those servers and other equipment to the Group at a purchase price of RMB10,000.

On 5 September 2022, the Group entered into another finance lease agreement with Jiangsu Financial Leasing Co., Ltd.* (江蘇金融租賃股份有限公司) (the "Lessor 2"), a company established in the PRC with limited liability and an independent third party to the Group, to transfer of ownership and lease back of certain servers and other equipment of the Group at a cash consideration of RMB70,000,000 (the "Finance Lease Agreement 2"). Pursuant to the Finance Lease Agreement 2, the ownership of certain servers and other equipment of the Group was transferred to the Lessor 2 and the Group leased back those servers and other equipment from the Lessor 1 for a term of 48 months. At the end of lease term, the Lessor, subject to the settlement of all outstanding amounts due under the Finance Lease Agreement, agreed to transfer the ownership of those servers and other equipment to the Group at a purchase price of RMB100.

The Finance Lease Agreement 1 and 2 were not accounted for as a sale in accordance with IFRS 15 since the Group is able to repurchase those servers and other equipment at a price which is significantly lower than its original selling price; and the Finance Lease Agreement 1 and 2 was not accounted for as a sale and leaseback transaction in accordance with IFRS 16. Accordingly, the Finance Lease Agreement 1 and 2 were accounted for as the Group's borrowing in accordance with IFRS 9 with the aggregate principal amount of RMB220,000,000. The effective interest rate of the borrowings were ranged from 8.00% to 8.42% per annum. As at 31 December 2022, the borrowings were secured by the property, plant and equipment with carrying amount of approximately RMB228,585,000.

附註:

- (a) 於二零二二年三月十六日，本集團與上海雲城融資租賃有限公司(「出租人一」，一家於中國成立的有限責任公司且為本集團的獨立第三方)訂立融資租賃協議，以現金代價人民幣150,000,000元將本集團若干服務器及其他設備的所有權轉讓及回租(「融資租賃協議一」)。根據融資租賃協議一，本集團若干服務器及其他設備的所有權已轉讓予出租人一，且本集團自出租人一回租該等服務器及其他設備，租期為48個月。於租期屆滿時，出租人於清償所有根據融資租賃協議到期的未償還款項後，同意以人民幣10,000元的購買價將該等服務器及其他設備的所有權轉讓予本集團。

於二零二二年九月五日，本集團與江蘇金融租賃股份有限公司(「出租人二」，一家於中國成立的有限責任公司且為本集團的獨立第三方)訂立融資租賃協議，以現金代價人民幣70,000,000元將本集團若干服務器及其他設備的所有權轉讓及回租(「融資租賃協議二」)。根據融資租賃協議二，本集團若干服務器及其他設備的所有權已轉讓予出租人二，且本集團自出租人一回租該等服務器及其他設備，租期為48個月。於租期屆滿時，出租人於清償所有根據融資租賃協議到期的未償還款項後，同意以人民幣100元的購買價將該等服務器及其他設備的所有權轉讓予本集團。

根據國際財務報告準則第15號，融資租賃協議一及二不作為銷售入賬，乃由於本集團能夠以遠低於其原售價的價格購回該等服務器及其他設備；且融資租賃協議一及二未根據國際財務報告準則第16號作為售後租回交易入賬。因此，根據國際財務報告準則第9號，融資租賃協議一及二作為本集團的總借貸人民幣220,000,000元入賬。借貸實際年利率為8.00%至8.42%。於二零二二年十二月三十一日，借貸以物業、廠房及設備作抵押，賬面值約為人民幣228,585,000元。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

31 BANK AND OTHER BORROWINGS (continued)

Notes: (continued)

- (b) On 28 December 2021, the Group was granted with a loan from a bank of RMB10,000,000 at an interest rate of RMB Loan Prime Rate plus 0.1% per annum for a period of 1 year. The outstanding bank borrowing was guaranteed by the director of the Company. During the year ended 31 December 2022, the loan was fully repaid.

As the end of the reporting period, the Group's bank and other borrowings were repayable as follows:

31 銀行及其他借貸(續)

附註：(續)

- (b) 於二零二一年十二月二十八日，本集團自一間銀行獲授一筆人民幣10,000,000元的貸款，按人民幣貸款基準利率另加每年0.1%計息，為期1年。未清償銀行借貸獲本公司董事擔保。於截至二零二二年十二月三十一日止年度內，該筆貸款已清償。

於報告期末，本集團的銀行及其他借貸須於以下期限償還：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within 1 year	1年以內	55,250	10,000
1 to 2 years	1至2年	59,833	—
2 to 5 years	2至5年	91,794	—
Over 5 years	5年以後	—	—
		206,877	10,000

At the end of the reporting period, the carrying amounts of the Group's bank and other borrowings approximate to their fair values.

於報告期末，本集團銀行及其他借貸的賬面值與其公允價值相若。

32 DEFERRED INCOME TAX

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

32 遞延所得稅

遞延所得稅資產及負債的分析如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Deferred income tax assets	遞延所得稅資產	49,603	50,141
Deferred income tax liabilities	遞延所得稅負債	(8,230)	(15,587)
		41,373	34,554

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32 DEFERRED INCOME TAX (continued) 32 遞延所得稅(續)

Movement of deferred income tax assets/(liabilities) for the year is as follows:

遞延所得稅資產/(負債)於年內的變動如下:

		Contract liabilities	Impairments	Tax losses	Fair value change of financial assets	Fair value adjustment on intangible assets acquired on business combination	Undistributed profits of subsidiaries	Total
		合約負債	減值	稅項虧損	金融資產公允價值變動	於業務合併收購的無形資產的公允價值調整	附屬公司未分配利潤	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2022	於二零二二年一月一日	576	33,095	22,917	(6,447)	(8,054)	(7,533)	34,554
(Charged)/credited to profit or loss	於損益(扣除)/計入	629	(390)	(706)	(238)	8,054	—	7,349
Exchange realignment	匯兌調整	—	167	—	—	—	(697)	(530)
At 31 December 2022	於二零二二年十二月三十一日	1,205	32,872	22,211	(6,685)	—	(8,230)	41,373
At 1 January 2021	於二零二一年一月一日	1,316	29,119	33,084	(6,522)	(24,399)	(7,680)	24,918
(Charged)/credited to profit or loss	於損益(扣除)/計入	(740)	4,030	(10,167)	75	16,345	(74)	9,469
Exchange realignment	匯兌調整	—	(54)	—	—	—	221	167
At 31 December 2021	於二零二一年十二月三十一日	576	33,095	22,917	(6,447)	(8,054)	(7,533)	34,554

Pursuant to the relevant PRC tax laws and regulations, withholding tax is imposed on dividends distributed in respect of profits earned by the Company's PRC subsidiaries when actual payment of dividends is made. As at 31 December 2022, except for the deferred income tax liabilities of RMB8,230,000 (2021: RMB7,534,000), no withholding tax had been provided for the retained earnings of approximately RMB260,857,000 (2021: RMB208,507,000) that are expected to be retained by the Company's PRC subsidiaries and not to be remitted to a foreign investor in the foreseeable future based on several factors, including management's estimation of overseas funding requirements.

根據相關中國稅務法律及法規，在實際支付股息時就本公司中國附屬公司賺取的溢利分派須徵收預扣稅。於二零二二年十二月三十一日，根據包括管理層對境外資金需求估計在內的多項因素，除確認的遞延所得稅項負債人民幣8,230,000元(二零二一年：人民幣7,534,000元)外，本集團並無就預期由本公司中國附屬公司保留且不會於可預見未來滙給境外投資者的保留盈利約人民幣260,857,000元(二零二一年：人民幣208,507,000元)撥備預扣稅。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

33 TRADE AND OTHER PAYABLES

33 貿易及其他應付款項

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Trade payables (Note a)	貿易應付款項(附註a)	121,005	13,779
Payroll liabilities	薪酬負債	54,413	36,288
Other tax payables	其他應付稅項	11,629	10,624
Dividend payables	應付股息	1	1
Listing fee payable	應付上市費用	8,140	7,452
Government grants	政府補助	139	138
Accrued expenses	應計開支	2,988	3,171
Contingent consideration payable for acquisition of a subsidiary (Note b)	收購一間附屬公司應付或有代價(附註b)	—	131,741
Amounts due to former subsidiaries	應付原附屬公司款項	38,450	—
Others	其他	2,476	236
		239,241	203,430

Notes:

附註：

(a) Trade payables

(a) 貿易應付款項

The ageing analysis of trade payables presented based on the invoice date is as follows:

基於發票日期的貿易應付款項呈列的賬齡分析如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
0 to 30 days	0至30天	63,572	4,210
31 to 60 days	31至60天	5,087	5,019
61 to 90 days	61至90天	4,823	518
91 to 180 days	91至180天	12,103	2,143
181 to 365 days	181至365天	26,854	250
Over 1 year	逾1年	8,566	1,639
		121,005	13,779

Notes to the Consolidated Financial Statements (continued) 綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

33 TRADE AND OTHER PAYABLES (continued)

Notes: (continued)

(b) Contingent consideration payable

Movement of the contingent consideration payable during the years ended 31 December 2022 and 2021 is as follows:

		RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	288,000
Cash settlements	現金結算	(200,000)
Fair value change (Note 8)	公允價值變動(附註8)	48,330
Exchange realignment	滙兌調整	(4,589)
At 31 December 2021	於二零二一年十二月三十一日	131,741
Cash settlements	現金結算	(133,170)
Fair value change (Note 8)	公允價值變動(附註8)	1,429
Exchange realignment	滙兌調整	—
At 31 December 2022	於二零二二年十二月三十一日	—

The contingent consideration related to the acquisition of 100% equity interest in Osmanthus Vale in 2019. For the year ended 31 December 2021, the aggregate actual net profits of Osmanthus Vale and its subsidiaries for the financial years ended 31 December 2019, 2020 and 2021 exceed RMB402,000,000 but not less than RMB510,000,000, the fair value of the contingent consideration of RM31,741,000 were recognised. During the year ended 31 December 2022, fair value change of RMB1,429,000 was recognised and the contingent consideration of RMB133,170,000 was settled.

33 貿易及其他應付款項 (續)

附註：(續)

(b) 應付或有代價

於截至二零二二年及二零二一年十二月三十一日止年度就應付或有代價變動如下：

或然代價涉及於二零一九年收購Osmanthus Vale 100%股權。於截至二零二一年十二月三十一日止年度，Osmanthus Vale及其附屬公司截至二零一九年、二零二零年及二零二一年十二月三十一日止財政年度的實際純利總額超過人民幣402,000,000元、但不少於人民幣510,000,000元，或然代價的公允價值人民幣31,741,000元獲確認。於截至二零二二年十二月三十一日止年度，公允價值變動人民幣1,429,000元獲確認以及或然代價人民幣133,170,000元已結算。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

34 ACQUISITION OF A SUBSIDIARY

During the year ended 31 December 2021, the Group acquired 100% equity interest in Beijing Meimai Technology Co., Ltd. (“Beijing Meimai”) at cash consideration of RMB10,000,000 and its subsidiary are principally engaged in the development and operations of sandbox games. The acquisition has been accounted for as acquisition of business using the acquisition method. The primary reasons for the acquisition were to expand the Group’s business into domestic sandbox gaming development and enhance the Group’s customer base.

Details of fair value of net identifiable assets acquired at the date of acquisition and goodwill arising from the acquisition are as follow:

		RMB’000 人民幣千元
Consideration transferred	已轉讓代價	
— Cash	— 現金	10,000
Fair value of net identifiable assets acquired (See below)	已收購可識別淨資產公允價值(見下文)	(9,151)
Goodwill arising from the acquisition	收購產生的商譽	849

The fair values of the assets and liabilities of the acquiree at date of acquisition are as follows:

		RMB’000 人民幣千元
Property, plant and equipment	物業、廠房及設備	94
Intangible assets	無形資產	6
Right of use assets	使用權資產	748
Trade receivables	貿易應收款項	637
Prepayment and other receivables	預付款項及其他應收款項	229
Cash and cash equivalents	現金及現金等價物	8,413
Trade and other payables	貿易及其他應付款項	(228)
Lease liabilities	租賃負債	(748)
Net identifiable assets acquired by the Group	本集團已收購可識別淨資產	9,151

34 收購一間附屬公司

截至二零二一年十二月三十一日止年度，本集團以現金代價人民幣10,000,000元收購北京美麥科技有限公司(「北京美麥」)100%股權，其附屬公司主要從事沙盒遊戲的開發及運營。該收購已採用收購法作為收購業務入賬。進行收購事項的主要原因為擴展本集團業務至國內沙盒遊戲開發及提升本集團客戶基礎。

於收購日已收購可識別淨資產的公允價值及收購產生的商譽的詳情如下：

被收購方於收購日期的資產及負債的公允價值如下：

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

34 ACQUISITION OF A SUBSIDIARY (continued)

The net cash outflow arising from the acquisition is as follows:

		RMB'000 人民幣千元
Cash consideration	現金代價	10,000
Cash and cash equivalents acquired	已收購的現金及現金等價物	(8,413)
Net cash outflow arising from the acquisition	收購產生的淨現金流出	1,587

Goodwill arising from the acquisition is not expected to be deductible for tax purposes.

During the year ended 31 December 2021, Beijing Meimai and its subsidiary contributed RMB52,501,000 and RMB50,271,000 to the Group's revenue and profit after tax, respectively, for the period between the date of acquisition and the end of the reporting period.

Had the acquisition been effected on 1 January 2021, revenue and profit after tax of the Group for the year ended 31 December 2021 would have been RMB420,710,000 and RMB96,869,000, respectively. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and profit after tax of the Group that actually would have been achieved had the acquisition been completed on 1 January 2021, nor is it intended to be a projection of future results.

34 收購一間附屬公司 (續)

收購產生的淨現金流出如下：

		RMB'000 人民幣千元
Cash consideration	現金代價	10,000
Cash and cash equivalents acquired	已收購的現金及現金等價物	(8,413)
Net cash outflow arising from the acquisition	收購產生的淨現金流出	1,587

預期收購產生的商譽不會就稅項而作出扣減。

於截至二零二一年十二月三十一日止年度，北京美麥及其子公司於收購日期至報告期末期間分別為本集團貢獻收益及除稅後溢利人民幣52,501,000元及人民幣50,271,000元。

倘上述收購二零二一年一月一日生效，本集團截至二零二一年十二月三十一日止年度的收益及除稅後溢利將分別為人民幣420,710,000元及人民幣96,869,000元。備考資料僅供說明用途，且並非本集團假設收購事項已於二零二一年一月一日完成而實際所得的收益及除稅後溢利，亦非未來業績的預測。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35 DISPOSAL OF SUBSIDIARIES

- (a) Disposal of Hangzhou Shengfeng Network Technology Co., Ltd.

On 30 December 2022, the Group disposed of the entire equity interest in Hangzhou Shengfeng Network Technology Co., Ltd. at a consideration of RMB93,000,000 settled in cash. The net assets of Hangzhou Shengfeng Network Technology Co., Ltd. and its subsidiaries at the date of disposal were as follows:

35 出售附屬公司

- (a) 出售杭州盛鋒網絡科技有限公司

於二零二二年十二月三十日，本集團出售杭州盛鋒網絡科技有限公司全部股權，代價為人民幣93,000,000元，以現金結清。杭州盛鋒網絡科技有限公司及其附屬公司於出售日期的資產淨值如下：

		RMB'000 人民幣千元
Consideration received	已收代價：	
– Cash	– 現金	93,000
Analysis of assets and liabilities over which control was lost	對失去控制權資產及負債的分析：	
Property, plant and equipment	物業、廠房及設備	51
Intangible assets (including goodwill)	無形資產(包括商譽)	69,731
Trade receivables	貿易應收款項	7,000
Prepayments and other receivables	預付款項及其他應收款項	56,944
Cash and cash equivalents	現金及現金等價物	217
Trade and other payables	貿易及其他應付款項	(3,778)
Contract liabilities	合約負債	(48,999)
Net assets disposed of	出售資產淨值	81,166
Gain on disposal of Hangzhou Shengfeng	出售杭州盛鋒的收益	
Cash consideration received	已收現金代價	50,000
Cash consideration receivable (note 23(d))	應收現金代價(附註23(d))	43,000
Net assets disposed of	出售資產淨值	(81,166)
Non-controlling interests	非控股權益	1,249
Gain on disposal	出售收益	13,083
Net cash inflow arising on disposal:	出售產生的淨現金流入：	
Cash consideration received	已收現金代價	50,000
Less: cash and cash equivalents disposed of	減：出售現金及現金等價物	(217)
		49,783

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35 DISPOSAL OF SUBSIDIARIES (continued)

35 出售附屬公司(續)

- (b) Disposal of Shanghai Jinyan Communication Technology Co., Ltd.

On 1 November 2021, the Group disposed of the entire equity interests in Shanghai Jinyan Communication Technology Co., Ltd. at a consideration of RMB73,000,000 settled in cash. The net assets of Shanghai Jinyan Communication Technology Co., Ltd. at the date of disposal were as follows:

- (b) 出售上海謹焱通信技術有限公司

於二零二一年十一月一日，本集團出售上海謹焱通信技術有限公司全部股權，代價為人民幣73,000,000元，以現金結清。上海謹焱通信技術有限公司於出售日期的資產淨值如下：

		RMB'000 人民幣千元
Consideration received:	已收代價：	
— Cash received	— 已收現金	73,000
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Analysis of assets and liabilities over which control was lost:	對失去控制權資產及負債的分析：	
Property, plant and equipment	物業、廠房及設備	1,204
Trade receivables	貿易應收款項	716
Prepayment and other receivables	預付款項及其他應收款項	36,770
Cash and cash equivalents	現金及現金等價物	56,996
Trade and other payables	貿易及其他應付款項	(339)
Bank and other borrowing	銀行及其他借貸	(3,000)
Contract liabilities	合約負債	(22,492)
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Net assets disposed of	出售資產淨值	69,855
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Gain on disposal of Shanghai Jinyan Communication Technology Co., Ltd.	出售上海謹焱通信技術有限公司的收益	
Consideration received	已收代價	73,000
Net assets disposed of	出售資產淨值	(69,855)
<hr/>		
Gain on disposal	出售收益	3,145
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Net cash inflow arising on disposal:	出售產生的淨現金流入：	
Cash consideration	現金代價	73,000
Less: cash and cash equivalents disposed of	減：出售現金及現金等價物	(56,996)
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		16,004

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35 DISPOSAL OF SUBSIDIARIES (continued)

35 出售附屬公司(續)

- (c) Disposal of Wuxi Hongwei Network Technology Co., Ltd. (“Wuxi Hongwei”)

On 21 October 2021, the Group disposed of its 37.67% entire equity interests in Wuxi Hongwei at a consideration of RMB1,130,000 settled in cash. Since there is additional capital injection from other shareholders of Wuxi Hongwei after the disposal, the shareholding of the Group is diluted to 10%. Accordingly, the Group classified its interest in Wuxi Hongwei as financial assets at fair value through profit or loss. The net assets of Wuxi Hongwei at the date of disposal were as follows:

- (c) 出售無錫鴻偉網絡科技有限公司(「無錫鴻偉」)

於2021年10月21日，本集團出售其於無錫鴻偉的37.67%全部股權，代價為人民幣1,130,000元，以現金結清。出售後，由於無錫鴻偉其他股東額外注資，本集團持有的股權隨後被攤薄至10%。因此，本集團將其於無錫鴻偉的權益歸類為按公允價值計入損益的金融資產。無錫鴻偉於出售日期的資產淨值如下：

		RMB'000 人民幣千元
Consideration received:	已收代價：	
– Cash received	– 已收現金	1,130
Analysis of assets and liabilities over which control was lost:	對失去控制權資產及負債的分析：	
Prepayment and other receivables	預付款項及其他應收款項	4,844
Cash and cash equivalents	現金及現金等價物	47
Trade and other payables	貿易及其他應付款項	(5,900)
Net liabilities disposed of	出售負債淨值	(1,009)
Gain on disposal of Wuxi Hongwei	出售無錫鴻偉的收益	
Consideration received	已收代價	1,130
Fair value of interest retained	剩餘權益之公允值	400
Net liabilities disposed of	出售負債淨值	1,009
Non-controlling interests	非控股權益	(258)
Gain on disposal	出售收益	2,281
Net cash inflow arising on disposal:	出售產生的淨現金流入：	
Cash consideration	現金代價	1,130
Less: cash and cash equivalents disposed of	減：出售現金及現金等價物	(47)
		1,083

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36 CASH FLOW INFORMATION

36 現金流量資料

(a) Cash generated from operations

(a) 經營產生的現金

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利	283,389	91,130
Share of results of joint ventures	分佔於合營企業的業績	—	—
Share of results of associates (Note 20)	分佔聯營公司業績(附註20)	3,807	(54,854)
Finance costs, net (Note 12)	財務成本淨額(附註12)	20,178	1,448
Depreciation of property, plant and equipment (Note 16)	物業、廠房及設備折舊(附註16)	81,514	27,087
Depreciation of right-of-use assets (Note 17)	使用權資產折舊(附註17)	75,158	31,561
Amortisation of intangible assets (Note 18)	無形資產攤銷(附註18)	28,020	66,335
Net provision/(reversal) of impairment losses on financial assets under expected credit loss model	預期信貸虧損模式下金融資產減值虧損撥備/(撥回)淨額	11,446	(4,475)
Equity-settled share-based compensation (Note 29)	以權益結算的股份酬金(附註29)	—	204
(Gains)/loss on disposals of property, plant and equipment and right-of-use assets	出售物業、廠房及設備以及使用權資產(收益)/虧損	(6,381)	48
Gain on disposal of intangible assets	出售無形資產收益	—	(3,047)
Gains on disposal of subsidiaries	出售附屬公司收益	(13,083)	(5,426)
Gains on disposal of associates	出售聯營公司收益	(306,200)	—
Impairment loss of an associate	一間聯營公司的減值虧損	6,421	—
Fair value change on financial asset at fair value through profit or loss (Note 22)	按公允價值計入損益的金融資產的公允價值變動(附註22)	(31,096)	(3,450)
Fair value change on contingent consideration payable for acquisition of a subsidiary (Note 8)	收購附屬公司應付或有代價公允價值變動(附註8)	1,429	48,330
Early termination of lease	提早終止租賃	—	(137)
(Decrease)/increase in trade receivables and prepayment and other receivables	貿易應收款項、預付款項及其他應收款項(減少)/增加	(190,836)	1,436
Increase in inventories	存貨增加	—	(2,019)
Decrease in financial assets at fair value through profit or loss	按公允價值計入損益的金融資產減少	11,695	59
Increase/(decrease) in trade and other payables	貿易及其他應付款項增加/(減少)	171,330	(16,203)
Increase in contract liabilities	合約負債增加	53,166	18,140
		199,957	196,167

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36 CASH FLOW INFORMATION (continued)

(b) Movement of financing activities

		Bank and other borrowings 銀行及 其他借貸 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	56,546	8,338	64,884
Cash flows	現金流量	(43,868)	(38,318)	(82,186)
Interest expense	利息支出	322	2,010	2,332
Acquisition of a subsidiary	收購一間附屬公司	—	748	748
Disposal of a subsidiary	出售一間附屬公司	(3,000)	—	(3,000)
New leases entered	新訂立租賃	—	107,945	107,945
Termination of lease	終止租賃	—	(1,336)	(1,336)
At 31 December 2021 and 1 January 2022	於二零二一年十二月 三十一日及 二零二二年一月一日	10,000	79,387	89,387
Cash flows	現金流量	186,092	(90,069)	96,023
Interest expense	利息支出	10,785	9,393	20,178
New leases entered	新訂立租賃	—	217,983	217,983
Termination of lease	終止租賃	—	(15,174)	(15,174)
At 31 December 2022	於二零二二年 十二月三十一日	206,877	201,520	408,397

36 現金流量資料(續)

(b) 融資活動變動

37 CAPITAL COMMITMENTS

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Capital expenditure in respect of	有關以下各項的資本開支		
— the acquisition of property, plant and equipment authorised but not contracted for in the consolidated financial statements	— 收購綜合財務報表內獲授權但未訂約的物業、廠房及設備	17,634	—
— the capital contribution of investment contracted but not provided for in the consolidated financial statements	— 已於綜合財務報表訂約但未撥備的投資出資額	105,000	—

37 資本承擔

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 RELATED PARTY TRANSACTIONS

Save as disclosed in other notes, the following significant transactions were carried out between the Group and its related parties during the reporting period. In the opinion of the directors of the Company, the related party transactions were carried out in the normal course of business and at terms negotiated between the Group and the respective related parties.

- (a) Names and relationships with related parties
The following companies are related parties of the Group that had balances and/or transactions with the Group during the reporting period.

Name of related party 關聯方名稱	Relationship with the Group 與本集團的關係
--------------------------------	--

Ben 7Road Holdings Limited (“Ben 7Road”)	Shareholder of the Company 本公司股東
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- (b) Loan to Ben 7Road
Movement of loan to Ben 7Road is as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At beginning of the year	於年初	2,914	2,871
Interest income	利息收入	132	127
Exchange realignment	滙兌調整	275	(84)
At end of the year	於年末	3,321	2,914
Maximum outstanding amount during the year	年內最高未償還金額	3,321	2,914

On 12 October 2018, the Group and Ben 7Road entered into a loan agreement. Pursuant to the loan agreement, the Group granted a loan to Ben 7Road which was unsecured, interest-bearing at 5% per annum and repayable on 11 October 2020. On 9 October 2020, a supplemental loan agreement was entered into between the Group and Ben 7Road which extended the date of loan repayment to 11 October 2021. On 9 October 2021, the Group and Ben 7Road entered into the second supplemental loan agreement, which extended the date of loan repayment to 11 October 2023.

38 關聯方交易

除其他附註所披露者外，下列重大交易乃本集團與其關聯方於報告期進行的交易。本公司董事認為，關聯方交易乃於一般業務過程中按本集團與各關聯方之間磋商的條款進行。

- (a) 關聯方名稱及與關聯方的關係
下列公司為於報告期曾與本集團擁有結餘及／或交易的本集團關聯方。

- (b) 向Ben 7Road提供的貸款
向Ben 7Road提供的貸款變動如下：

於二零一八年十月十二日，本集團與Ben 7Road訂立貸款協議。根據貸款協議，本集團向Ben 7Road授出的貸款為無抵押、按年利率5%計息及須於二零二零年十月十一日償還。於二零二零年十月九日，本集團與Ben 7Road訂立補充貸款協議，將貸款償還日期延至二零二一年十月十一日。於二零二一年十月九日，本集團與Ben 7Road訂立第二份補充貸款協議，將貸款償還日期延至二零二三年十月十一日。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38 RELATED PARTY TRANSACTIONS (continued)

- (c) Loans to key management
Movement of loans to key management is as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At beginning of the year	於年初	385	385
Loans to key management	向主要管理層提供的貸款	—	—
Repayments from key management	主要管理層還款	—	—
At end of the year	於年末	385	385

Loans to key management of the Group were unsecured, interest-free and repayable on demand.

向本集團主要管理層提供的貸款為無抵押、免息及須按要求償還。

- (d) Key management compensation

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Wages, salaries and Bonus interest	工資、薪金及花紅利益	21,741	5,696
Other social security costs and housing benefits and other employee benefits	其他社會保障成本及住房福利以及其他僱員福利	466	321
Pension costs — defined contribution plans	退休金成本 — 界定供款計劃	406	276
		22,613	6,293

38 關聯方交易(續)

- (c) 向主要管理層提供的貸款
向主要管理層提供的貸款變動如下：

- (d) 主要管理層薪酬

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

39 CONTINGENCIES

On 27 April 2020, Guangzhou Zhang Ying Kong Information Technology Company Limited (“**Zhang Ying Kong**”), a subsidiary of Digital Hollywood Interactive Limited (“**Digital Hollywood**”) litigated against Shenzhen Qianhai Huanjing Network Technology Co., Ltd. and Shenzhen 7Road Technology Co., Ltd., both subsidiaries of the Group, concerning a game cooperation agreement (the “**Litigation**”). The Litigation was filed to the People’s Court of Haizhu District, Guangzhou, the PRC on 18 May 2020 and was subsequently transferred to the Guangzhou Intellectual Property Court on 30 June 2020. The two trials of the Litigation was conducted on 2 April 2021 and 25 January 2022 respectively, On March 25, 2022, the Court served the first instance judgment and the parties subsequently filed an appeal, which is still pending. The Group has already engaged lawyers to act for its defense. As the Company believes that Zhang Ying Kong and other subsidiaries of Digital Hollywood breached the contracts in advance in respect of a series of cooperation with the Group, while the Group has consistently performed its obligations under the contracts, the Group’s claims will have a greater chance to be supported. Therefore, the management believes that the results of the Litigation will not have any material adverse effect on the consolidated financial statement. Subject to any further development of the Litigation, the actual effect might differ from above expectations.

39 或有事項

於二零二零年四月二十七日，遊萊互動集團有限公司(「遊萊」)附屬公司廣州掌贏控信息科技有限公司(「掌贏控」)就一項遊戲合作合同爭議對本集團附屬公司深圳市前海幻境網絡科技有限公司及深圳第七大道科技有限公司提起訴訟(「訴訟」)。訴訟於二零二零年五月十八日在中國廣州市海珠區人民法院立案，於二零二零年六月三十日轉交廣州知識產權法院。訴訟於二零二一年四月二日及二零二二年一月二十五日進行兩次開庭審理，於二零二二年三月二十五日，法院送達一審判決，隨後雙方遞交上訴申請，目前該上訴尚未作出判決。本集團公司已聘請律師應訴。由於本公司認為掌贏控及遊萊其他附屬公司在與本集團的一系列合作中均存在違約在先的情形，而本集團始終遵照合約履行義務，因此在訴訟中，本集團的主張將有較大機會獲得支持。因而，管理層相信該等訴訟結果不會對綜合財務報表產生重大不利影響。隨任何訴訟的進一步進展，實際影響可能與上述估計不同。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

40 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

40 本公司主要附屬公司詳情

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

於本報告期末本公司直接或間接持有的附屬公司詳情載列如下：

Name of subsidiary 附屬公司名稱	Country of incorporation/ establishment/ 註冊成立/ 成立國家	Date of incorporation/ establishment/ 註冊成立/ 成立日期	Particulars of issued and paid-in capital 已發行及繳足 股本詳情	Equity interest held as at 31 December 於十二月三十一日 持有的股本權益		Principal activity 主要業務
				2022 二零二二年	2021 二零二一年	
Directly held by the Company 本公司直接持有						
7Road Fun Limited	The BVI 英屬處女群島	15 September 2017 二零一七年 九月十五日	US\$1 1美元	100%	100%	Investment holdings 投資控股
7Road International Group Limited	The BVI 英屬處女群島	12 May 2015 二零一五年 五月十二日	US\$1 1美元	100%	100%	Publication of online games 網絡遊戲發行
Osmanthus Vale Holdings Limited	The BVI 英屬處女群島	27 June 2019 二零一九年 六月二十七日	US\$100 100美元	100%	100%	Investment holdings 投資控股
Indirectly held by the Company 本公司間接持有						
7Road HK Digital Limited 香港第七大道數位有限公司	Hong Kong 香港	9 October 2017 二零一七年 十月九日	HK\$1 1港元	100%	100%	Investment holdings 投資控股
Qianhai Huanjing® (Note a) 前海幻境® (附註a)	The PRC 中國	12 July 2015 二零一五年 七月十二日	RMB269,320,000 人民幣 269,320,000元	100%	100%	Online game development, promotion and management 網絡遊戲開發、推廣及管理
Shenzhen 7Road® (Note a) 深圳第七大道® (附註a)	The PRC 中國	22 January 2008 二零零八年 一月二十二日	RMB10,000,000 人民幣 10,000,000元	100%	100%	Online game development, promotion and management 網絡遊戲開發、推廣及管理
Shenzhen Qianqi® (Note a) 深圳千奇® (附註a)	The PRC 中國	28 November 2013 二零一三年 十一月二十八日	RMB26,000,000 人民幣 26,000,000元	100%	100%	Online game development, promotion and management 網絡遊戲開發、推廣及管理

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

40 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

40 本公司主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Country of incorporation/ establishment 註冊成立/ 成立國家	Date of incorporation/ establishment 註冊成立/ 成立日期	Particulars of issued and paid-in capital 已發行及繳足 股本詳情	Equity interest held as at 31 December 於十二月三十一日 持有的股本權益		Principal activity 主要業務
				2022 二零二二年	2021 二零二一年	
Indirectly held by the Company (continued) 本公司間接持有(續)						
Huerguosi 7Road® (Note a) 霍爾果斯第七大道® (附註a)	The PRC 中國	27 November 2015 二零一五年 十一月二十七日	RMB10,000,000 人民幣 10,000,000元	100%	100%	Online game development, promotion and management 網絡遊戲開發、推廣及管理
7Road International HK Limited 第七大道國際(香港)有限公司	Hong Kong 香港	3 June 2015 二零一五年 六月三日	US\$1 1美元	100%	100%	Publication of online games 網絡遊戲發行
7Road International Pte. Ltd.	Singapore 新加坡	28 September 2015 二零一五年 九月二十八日	Singaporean Dollar 1 1新加坡元	100%	100%	Publication of online games 網絡遊戲發行
Wuxi 7Road Technology Co., Ltd.† 無錫第七大道科技有限公司†	The PRC 中國	18 July 2019 二零一九年 七月十八日	RMB1,034,846,300 人民幣 1,034,846,300元	100%	100%	Online game development, promotion and management 網絡遊戲開發、推廣及管理
Malus Vale Holdings Limited	The BVI 英屬處女群島	21 December 2018 二零一八年十二月 二十一日	US\$100 100美元	100%	100%	Investment holdings 投資控股
Shanghai Xinla† 上海辛辣†	The PRC 中國	6 January 2016 二零一六年 一月六日	RMB501,000,000 人民幣 501,000,000元	100%	100%	Online game development, promotion and management 網絡遊戲開發、推廣及管理
Hangzhou Shengfeng Network Technology Co., Ltd.® 杭州盛鋒網絡科技有限公司®	The PRC 中國	6 August 2015 二零一五年 八月六日	RMB4,000,000 人民幣 4,000,000元	—	100%	Online game development, promotion and management 網絡遊戲開發、推廣及管理

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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40 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

40 本公司主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Country of incorporation/ establishment 註冊成立/ 成立國家	Date of incorporation/ establishment 註冊成立/ 成立日期	Particulars of issued and paid-in capital 已發行及繳足 股本詳情	Equity interest held as at 31 December 於十二月三十一日 持有的股本權益		Principal activity 主要業務
				2022 二零二二年	2021 二零二一年	
Indirectly held by the Company (continued) 本公司間接持有(續)						
Wuxi Zhongyao Network Technology Co., Ltd. [®] 無錫中堯網絡科技有限公司 [®]	The PRC 中國	26 January 2018 二零一八年 一月二十六日	RMB1,000,000 人民幣 1,000,000元	100%	100%	Mobile game development 手機遊戲開發
Shanghai Lingsu Network Technology Co., Ltd. [®] 上海凌素網絡科技有限公司 [®]	The PRC 中國	16 July 2018 二零一八年 七月十六日	RMB50,000,000 人民幣 50,000,000元	100%	100%	Cloud computing and other related services 雲計算等相關服務
Shanghai Xifeng Network Technology Co., Ltd. [®] 上海翕風網絡科技有限公司 [®]	The PRC 中國	22 October 2018 二零一八年 十月二十二日	RMB51,000,000 人民幣 51,000,000元	100%	51%	Cloud business and other related services 雲業務等相關服務
Beijing Lingsu Network Technology Co., Ltd. [®] 北京凌素網絡科技有限公司 [®]	The PRC 中國	27 August 2021 二零二一年 八月二十七日	RMB1,000,000 人民幣 1,000,000元	100%	100%	Cloud computing and other related services 雲計算等相關服務
Beijing Meimai Technology Co., Ltd. [®] 北京美麥科技有限公司 [®]	The PRC 中國	17 July 2018 二零一八年 七月十七日	RMB10,000,000 人民幣10,000,000元	100%	100%	Sandbox game development and operation 沙盒遊戲開發及營運
Huoguoosi Meimai Technology Co., Ltd. [®] 霍爾果斯美麥科技有限公司 [®]	The PRC 中國	9 July 2020 二零二零年 七月九日	RMB1,000,000 人民幣1,000,000元	100%	100%	Sandbox game development and operation 沙盒遊戲開發及營運
Wuxi Longshan 7Road Investment Management Co., Ltd. [®] 無錫龍山七道投資管理有限公司 [®]	The PRC 中國	18 March 2020 二零二零年 三月十八日	RMB10,000,000 人民幣 10,000,000元	80%	80%	Investment holdings 投資控股

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

40 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

40 本公司主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Country of incorporation/ establishment 註冊成立/ 成立國家	Date of incorporation/ establishment 註冊成立/ 成立日期	Particulars of issued and paid-in capital 已發行及繳足 股本詳情	Equity interest held as at 31 December 於十二月三十一日 持有的股本權益		Principal activity 主要業務
				2022 二零二二年	2021 二零二一年	
Indirectly held by the Company (continued) 本公司間接持有(續)						
Wuxi Qidaoyuexiang Enterprise Management Partnership (Limited Partnership) [®] 無錫七道躍祥企業管理合夥企業(有限合夥) [®]	The PRC 中國	21 July 2022 二零二二年七月二十一日	RMB26,000,000 人民幣26,000,000元	100%	—	Investment holdings 投資控股
Wuxi Qidao Yuedong Enterprise Management Partnership (Limited Partnership) [®] 無錫七道躍動企業管理合夥企業(有限合夥) [®]	The PRC 中國	25 August 2022 二零二二年八月二十五日	RMB50,000,000 人民幣50,000,000元	100%	—	Investment holdings 投資控股
Wuxi Qidao Longrui Enterprise Management Partnership (Limited Partnership) [®] 無錫七道龍睿企業管理合夥企業(有限合夥) [®]	The PRC 中國	17 October 2022 二零二二年十月十七日	RMB210,000,000 人民幣210,000,000元	100%	—	Investment holdings 投資控股
Shanghai Zhuiman Huyu Technology Company Limited [®] 上海追漫互娛科技有限公司 [®]	The PRC 中國	14 October 2016 二零一六年十月十四日	RMB14,300,000 人民幣14,300,000元	100%	100%	Mobile game development and operation 手機遊戲開發及營運
Shenzhen Zhuiman Network Technology Limited [®] 深圳市追漫網絡科技有限公司 [®]	The PRC 中國	25 July 2022 二零二二年七月二十五日	RMB1,000,000 人民幣1,000,000元	100%	—	Mobile game development and operation 手機遊戲開發及營運
Sichuan Lingying Technology Co., Ltd [®] 四川領英科技有限公司 [®]	The PRC 中國	26 December 2022 二零二二年十二月二十六日	RMB80,000,000 人民幣80,000,000元	51%	—	Research and development, production and sales of semiconductor Quartz crucible and the cleaning equipment for silicon chips 半導體石英坩堝和硅片清洗設備的研發、生產和銷售

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

40 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

The Company is established as a wholly foreign-owned enterprise in the PRC.

@ The Company is a limited liability company in the PRC.

Notes:

(a) The Group does not have legal ownership in equity interests of these subsidiaries, as the PRC regulations restrict foreign ownership of companies that provide value-added technology services, which include activities and services operated by the Group. In order to enable certain foreign companies to make investments into the business of the Group, the wholly-owned subsidiary of the Company, Qianhai Huanjing, has entered the Contractual Arrangements with Shenzhen 7Road and its equity holders, which enable Qianhai Huanjing and the Group to control the business under Shenzhen 7Road and its subsidiaries.

(b) The Group does not have non-controlling interests that are material to the Group.

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To provide details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

40 本公司主要附屬公司詳情(續)

該公司在中國成立為外商獨資企業。

@ 該公司為在中國的有限公司。

附註：

(a) 本集團於該等附屬公司的股權中並無合法擁有權，中國法規限制提供增值技術服務(包括本集團經營的活動及服務)的公司的外資擁有權。為使若干海外公司投資於本集團業務，前海幻境(本公司全資附屬公司)與深圳第七大道及其股權持有人訂立合約安排，使前海幻境及本集團可控制深圳第七大道及其附屬公司業務。

(b) 本集團並無對本集團屬重大的非控股權益。

上表載列本公司董事認為主要影響本集團業績或資產的本公司附屬公司。本公司董事認為，提供其他附屬公司的詳情會導致篇幅過於冗長。

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

41 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

41 本公司財務狀況表及儲備變動

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
ASSETS	資產		
Non-current asset	非流動資產		
Investments in subsidiaries	於附屬公司的投資	4,005,318	3,659,570
Current assets	流動資產		
Prepayment and other receivables	預付款項及其他應收款項	307,786	300,815
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	6,707	20,069
Cash and cash equivalents	現金及現金等價物	707	102
		315,200	320,986
Total assets	總資產	4,320,518	3,980,556
LIABILITY	負債		
Current liability	流動負債		
Trade and other payables	貿易及其他應付款項	293,563	299,886
EQUITY	權益		
Share capital	股本	90	90
Share premium	股份溢價	4,094,146	4,094,146
Reserves	儲備	79,835	(264,809)
Accumulated losses	累計虧損	(147,116)	(148,757)
Total equity	總權益	4,026,955	3,680,670
Total equity and liability	總權益及負債	4,320,518	3,980,556

The statement of financial position of the Company was approved by the Board of Directors of the Company on 30 March 2023 and was signed on its behalf:

本公司財務狀況表於二零二三年三月三十日獲本公司董事會批准及由以下人士代為簽署：

Meng Shuqi
孟書奇
Director
董事

Li Zhengquan
李正全
Director
董事

Yang Cheng
楊成
Director
董事

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

41 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (continued)

41 本公司財務狀況表及儲備變動(續)

- (a) Shares held for RSU Scheme
Details of the shares held for RSU Scheme are disclosed in Note 29.
- (a) 受限制股份單位計劃所持股份
受限制股份單位計劃所持股份的詳情於附註29披露。
- (b) Reserve movement of the Company
- (b) 本公司的儲備變動

		Accumulated losses 累計虧損 RMB'000 人民幣千元	Other reserve 其他儲備 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	(93,308)	54,372
Loss for the year	年內虧損	(55,449)	—
Currency translation differences of foreign operations	海外業務貨幣換算差額	—	(319,181)
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日 及二零二二年一月一日	(148,757)	(264,809)
Profit for the year	年內溢利	1,641	—
Currency translation differences of foreign operations	海外業務貨幣換算差額	—	344,644
At 31 December 2022	於二零二二年十二月三十一日	(147,116)	79,835

Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

42 EVENTS AFTER THE REPORTING PERIOD

- (a) Entering into the Finance Lease Arrangement
- On 7 February 2023, the Group entered into a finance lease arrangement, pursuant to which the Group agreed to sell certain servers and other equipment to Jiangsu Financial Leasing Co., Ltd.* (江蘇金融租賃股份有限公司), an independent third party, at an aggregate consideration of RMB36 million, the Group leased back those servers and other equipment for a term of 48 months.
- (b) Possible investment in a company engaged in the construction and operation of data centre
- On 10 February 2023, the Group entered into a non-legally binding letter of intent to invest in a company principally engaged in the construction and operation of data centre. At the date of this report, no formal agreement has been entered into between the parties in relation to the possible investment and a refundable deposit of RMB60,000,000 was paid by the Group.

42 報告期後事項

- (a) 訂立融資租賃協議
- 於二零二三年二月七日，本集團訂立融資租賃協議，據此本集團同意向江蘇金融租賃股份有限公司(一名獨立第三方)出售相關服務器及其他設備，總代價為人民幣36百萬元，且本集團回租該等服務器及其他設備，租期為48個月。
- (b) 擬投資一家從事數據中心的建設營運的公司
- 於二零二三年二月十日，本集團訂立不具法律約束力意向書，擬投資一家主要從事數據中心的建設營運的公司。於本報告日期，各方未就可能的投資訂立正式協議，而本集團已支付可退還意向金人民幣60,000,000元。

Appendix: Environmental, Social and Governance Report

附錄：環境、社會及管治報告

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Appendix: Environmental, Social and Governance Report (continued) 附錄：環境、社會及管治報告(續)

1. ABOUT THIS REPORT

This report is the Environmental, Social and Governance (hereinafter “**ESG**”) Report published by the Group. This report summarizes the relevant working condition on implementing the philosophy on sustainable development and performing its obligation on corporate social responsibility.

1.1 Reporting Criterion

This report has been prepared in accordance with the ESG Reporting Guide (hereinafter refers to the “**Guide**”) in Appendix 27 to the Listing Rules, contents covered fulfill all “comply or explain” provisions under the Guide, and follow the reporting principles of “materiality”, “quantitative”, “balance” and “consistency”. The report has been reviewed and approved by the Board.

Materiality: The materiality of the ESG issues of the Group is determined by the Board, the stakeholder communication and the identification process and criterion of material issues are disclosed in this report.

Quantitative: The statistical standards, methods, assumptions and/or calculating tools, and the source of conversion factors of the quantitative of key performance indicators in this report are described in the definition of this report.

Balance: This report should provide an unbiased picture of the Group’s performance during the reporting period, and avoids selections, omissions, or presentation formats that may inappropriately influence a decision or judgment by the report reader.

Consistency: Unless otherwise indicated, the statistical methodologies used in data disclosure in this report are consistent with those used in previous years.

1. 關於本報告

本報告是本集團發佈的環境、社會及管治(下稱「**ESG**」)報告。本報告概述本集團在實踐可持續發展理念及履行企業社會責任的相關工作情況。

1.1 報告準則

本報告按照上市規則附錄二十七《環境、社會及管治報告指引》(下稱「**指引**」)編寫，涵蓋的內容均履行《指引》中所有「不遵守就解釋」的條文，遵循「重要性」、「量化」、「平衡」及「一致性」的報告原則。本報告已經董事會審閱並確認。

重要性：本集團ESG事宜的重要性由董事會釐定，持份者溝通及重要性議題識別的過程和準則均在本報告中披露。

量化：本報告中定量關鍵績效指標的統計標準、方法、假設及／或計算工具，以及轉換因子的來源，均在本報告釋義中進行說明。

平衡：本報告不偏不倚地呈報本集團於報告期內的表現，避免可能會不恰當地影響報告讀者決策或判斷的選擇、遺漏或呈報格式。

一致性：本報告披露數據所使用的統計方法，如無特殊說明，均與往年保持一致。

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告（續）

1.2 Reporting Scope

This report comprises of our ESG policies, approaches, objectives, performances and achievements between 1 January 2022 and 31 December 2022 (the “Year”), policy documents on environmental and social aspects that share the same scope of disclosure with the annual report are included, among which, the scope of disclosure of the key performance indicator on social aspect aligns with those in annual report, while unless otherwise indicated, the scope of disclosure of the key performance indicator on environment aspect refer to our workplace in Wuxi, Shanghai and Shenzhen.

1.3 Feedback on the Report

The Group is devoted to formulate a more comprehensive and sound sustainable development strategy. Should you have any enquiries or opinion on this report, you are welcome to email us at ir@7road.com.

2. OVERVIEW OF THE GROUP

2.1 Business Overview

We are a leading online game developer and operator in China with a global reach. Since our inception in 2008, we have engaged in the R&D, operation and licensing of a number of popular web games, and our games have been published in more than 100 countries and regions.

With the current technological development of China, the demand for cloud-related services by the Internet market will continue to grow, the Group commenced the provision of relevant services including cloud computing as the new business activities of the Group. Such services will be utilized in services relating to anime, artificial intelligence, big data supercomputing, blockchain technology, and the quality and competency of cloud services will be enhanced continuously in the future.

We are committed to bringing quality gameplay experience in various game formats to our users. In recent years, we have strategically expanded our business focuses to develop and operate the mobile games that are widely popular among the players.

1.2 報告範圍

本報告涵蓋本集團於二零二二年一月一日至二零二二年十二月三十一日年度(下稱「本年度」)的ESG政策、方針、目標、表現及成就，並收集與年報一致披露範圍的環境及社會範疇的政策文件。其中社會範疇的關鍵績效指標的披露範圍與年報一致，環境範疇的關鍵績效指標披露範圍為我們的主要經營地點無錫、上海及深圳的辦公場所(除非另有說明)。

1.3 報告反饋

本集團致力建立更詳盡及健全的可持續發展策略。如閣下對本報告有任何查詢或意見，歡迎電郵至 ir@7road.com 與我們聯絡。

2. 集團概況

2.1 業務概覽

我們是中國的領先網絡遊戲開發商及營運商，業務範圍遍及全球。自二零零八年成立起，我們從事多款熱門網絡遊戲的開發、營運及授權，且我們的遊戲已於超過100個國家及地區發行。

隨著中國目前的技術發展，互聯網市場對雲相關服務的需求將繼續增長，本集團開始提供雲計算等相關服務，作為本集團的新增業務活動，該服務將用於包括動漫、人工智能、大數據超算、區塊鏈技術相關服務，將來不斷提升雲服務的質量和能力。

我們致力於為用戶帶來多種遊戲版本的優質遊戲體驗。近年來，我們策略性地將業務重心擴展至研發及營運在用戶中廣泛流行的手機遊戲。

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告(續)

2.2 Key milestones of the Group

2.2 集團重要里程碑

2021-2022 二零二一年至二零二二年	Nominated for “The Key Enterprise for National Cultural Export” (國家文化出口重點企業), the project of Alice Closet (愛麗絲的衣櫥) was selected as a key project. 入選國家文化出口重點企業，《愛麗絲的衣櫥》項目入選重點項目。
2019 二零一九年	Completed the acquisition of Osmanthus Vale Holdings Limited and its subsidiaries in October. 於十月完成收購Osmanthus Vale Holdings Limited及其附屬公司。
2019 二零一九年	Nominated for “The Key Enterprise for National Cultural Export 2019-2020” (二零一九至二零二零年度國家文化出口重點企業). 入選商務部頒發的二零一九至二零二零年度國家文化出口重點企業。
2018 二零一八年	Granted the “Outstanding Enterprise Award 2018” (2018年度優秀企業獎) by Guangdong Entertainment & Game Industry Association. 獲得廣東省遊戲產業協會頒發的「二零一八年度優秀企業獎」。
2017 and 2018 二零一七及二零一八年	Granted the “Key enterprise of national cultural exports” (國家文化出口重點企業) by the Ministry of Commerce of China. 獲得中國商務部頒授「國家文化出口重點企業」。
2017 二零一七年	DDTank (全民彈彈堂) was awarded the “Original Game Fine Publishing Project” (原創遊戲出版精品) by the State Administration of Press, Publication, Radio, Film and Television and obtained the “Best Jinyao Award of the Year” (年度最佳金耀獎) issued by 3367 mobile games. 《全民彈彈堂》獲得國家新聞出版廣電總局創作的「原創遊戲出版精品」，並獲得3367手遊金耀榜「年度最佳金耀獎」。
2016 二零一六年	Novoland The Castle in the Sky (九州•天空城) was awarded the “Original Game Fine Publishing Project” (原創遊戲出版精品) by the State Administration of Press, Publication, Radio, Film and Television. 《九州•天空城》獲得國家新聞出版廣電總局創作的「原創遊戲出版精品」。
2016 二零一六年	Web game Demi-Gods and Semi-Devils (天龍八部頁遊) obtained the Golden Plume Awards (金翎獎). 《天龍八部頁遊》獲得金翎獎。
2014 二零一四年	Awarded the “2014 Top 10 Game Enterprises for Overseas Expansion in China” (2014年度中國十大海外拓展遊戲企業), and Wartune (神曲2) obtained the “Top-Ten Most Popular Webpage Game in 2014” (2014年度十大最受歡迎網頁遊戲). 獲得「二零一四年度中國十大海外拓展遊戲企業」，其中《神曲2》獲得「2014年度十大最受歡迎網頁遊戲」。

Appendix: Environmental, Social and Governance Report (continued) 附錄：環境、社會及管治報告(續)

3. SUSTAINABLE DEVELOPMENT STRATEGY

3.1 Statement from the Board

In order to enhance the effective implementation of ESG issues of the Group and facilitate sustainable development, we have established an ESG Group during the Year. This group is directly led by the Board, providing a more direct supervision on the ESG issues of the Group. The Board assumes full responsibility on the ESG strategy, direction and reporting of the Group.

During the Year, the Group identified material issues and climate-related risks, such issues and risks are confirmed by the Board, corresponding counter measures are formulated and directional goals on environmental aspect are set. Going forward, we will review the effectiveness of the strategy and the progress on the completion of environmental goals regularly, and corresponding adjustment will be made.

3.2 Sustainable Development Policy

We are a leading global online game developer and operator, with fast-growing in-house development capabilities for web games. In recent years, we have strategically expanded our business focuses to develop and launch mobile games by enhancing in-house development capabilities. The Group is committed to ensuring business continuity, while sparing no effort in integrating environmental, social and management principles into our business administrative practices, which has produced a positive impact on the environment and the entire community.

As a responsible corporate citizen, we have formulated different policies on ESG and other issues to advance and manage matters relating to social responsibility, such as product responsibility, labor standards, environmental protection, health and safety, and supply chain management, so as to guide the Group and our business partners in putting sustainable development into practice. The relevant policies and measures and our sustainable development performance in all respects can be found in the corresponding sections of the report.

3. 可持續發展策略

3.1 董事會聲明

為進一步推動本集團ESG事宜的有效進行，促進可持續發展，我們於本年度成立了由董事會直接領導的ESG小組，從而更直接地監管本集團的ESG事宜。董事會對本集團的ESG策略、方針和匯報承擔全部責任。

本年度，本集團已識別並由董事會確認了ESG重要性議題及氣候相關風險，制定了相應的應對措施，並設立了環境範疇的方向性目標。未來，我們會定期審視應對策略的有效性以及環境目標完成的進度，並作相應調整。

3.2 可持續發展方針

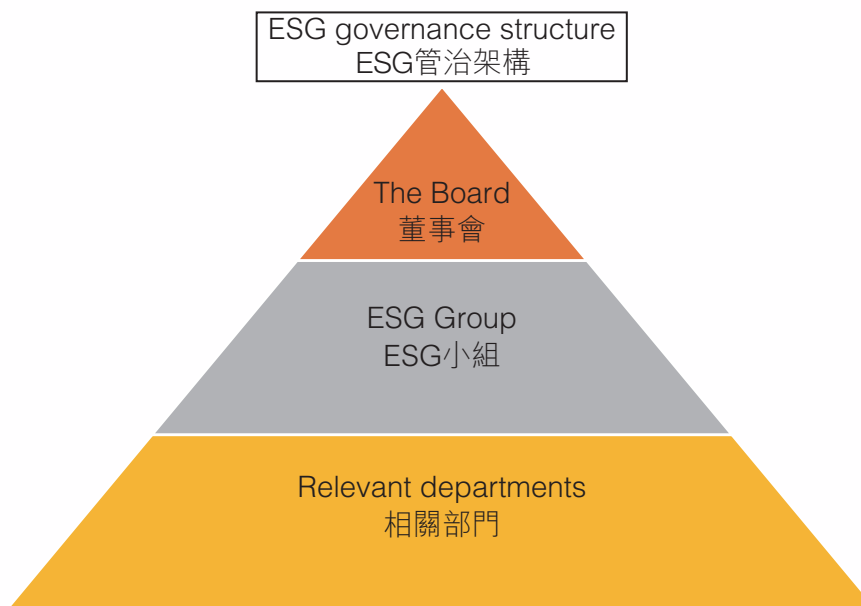
我們是一家全球領先網絡遊戲發行商及營運商，擁有快速增長的網絡遊戲自主研發能力。近年，我們透過增強自主研發能力有策略地擴大業務重點至開發及發佈手機遊戲遊戲。本集團致力確保業務連續性，同時竭盡全力將環境、社會及管理原則融入我們的業務管理方式，為環境以至整個社會帶來正面影響。

作為負責任的企業公民，我們就ESG及其他事項等領域制定了不同的政策，以推進及管理有關社會責任方面的事宜，如產品責任、勞工標準、環境保護、健康及安全以及供應鏈管理，以指引本集團及我們的業務合作夥伴將可持續發展付諸實踐。有關政策及措施及我們於各方面的可持續發展表現可參見本報告的相應章節。

Appendix: Environmental, Social and Governance Report (continued) 附錄：環境、社會及管治報告(續)

3.3 Sustainable Development Structure

Our goal is to create unique and excellent boutique games worldwide, while at the same time, we shall integrate the idea of sustainable development into our operating activities, and we have formulated a number of policies to promote our works on sustainability. During the Year, we set up the ESG Group to provide assistance to the Board in supervising the ESG issues of the Group in a more effective manner. Our ESG governance structure is set out below:



The Board is the most senior decision-making level on the ESG issues of the Group. It is responsible for reviewing and approving the ESG framework, strategies and policies of the Group, reviewing the objectives, performance indicators and measures of ESG works, assessing the climate-related risks, the progress and the overall effectiveness of the overall work mechanism of ESG works, and reviewing the annual ESG report and approving for disclosure.

Led by our CEO, our ESG Group is responsible for identifying ESG-related risks and opportunities, formulating ESG work objectives and measures, coordinating and organizing stakeholder communication and materiality analysis, supervising the concrete implementation of ESG works by the execution level and coordinating the management and disclosure of ESG information. The ESG Group shall report to the Board on a regular basis.

3.3 可持續發展架構

我們以創作全球獨特及優良的精品遊戲為目標的同時，將可持續發展理念融入我們的營運活動中，並制定了多項政策以推動可持續方面的工作。本年度，我們成立了ESG小組，以協助董事會更有效地對本集團的ESG事宜進行監管。我們的ESG管治架構如下：

董事會作為本集團關於ESG的最高決策層，負責審批本集團ESG框架、策略及政策，審核ESG工作目標、績效指標及措施，評估氣候相關風險及ESG工作進展及整體工作機制效果，以及審議年度ESG報告及批准予以披露。

而我們的ESG小組是由我們的首席執行官領導，負責識別ESG相關風險及機會，制定ESG工作目標及措施，協調組織利益相關方溝通及重大性分析，監督執行層ESG工作的具體落實以及統籌ESG信息管理及披露，並定期向董事會匯報。

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告（續）

Relevant departments of the Group, including the Human Resources and Administration Centre, Business Centre, Financial Centre and Legal Centre, are the execution level supports the ESG work group. These departments are responsible for the execution and implementation of ESG-related works, collect and analysis the ESG performance of the Group and report to the ESG work group on a regular basis, and spread the ESG-related information to staff in a timely manner.

本集團相關部門作為支持ESG工作小組的執行層，由人事行政中心、業務中心、財務中心、法務中心組成，負責嚴格執行並落實ESG相關工作，收集、分析本集團的ESG表現並定期向ESG工作小組匯報，並及時向員工傳播ESG有關的信息。

3.4 Stakeholder Engagement

Our stakeholders mainly include employees, customers, suppliers, business partners, shareholders, the government and, in a broad sense, the community. We are firmly convinced that our sustainable development benefits from the unremitting support and trust of stakeholders. We listen to the voices of stakeholders and respond to their needs properly through a range of communication channels. By means of meetings, interviews, hotlines, official websites, WeChat public accounts, emails, we maintain a close and harmonious relationship with stakeholders and accordingly achieve long-term success.

3.4 持份者溝通

我們的持份者主要包括員工、客戶、供應商及業務合作夥伴、股東、政府及更廣泛的社會領域。我們堅信，我們的可持續發展得益於持份者的不懈支持及信賴。我們設有廣泛的溝通渠道以聆聽持份者的意見，並妥善響應其需要。我們通過會議、面談、熱線、官方網站、微信公眾號及電子郵件等多種渠道，與彼等維持緊密及和諧關係及據此達致長遠成功。

Key stakeholders 主要持份者

Key communication channels 主要溝通渠道

Customers
客戶

- Survey and comment form on customers' satisfaction
客戶滿意度調查和意見表
- Customer consultancy group
客戶諮詢小組
- Customer services centre
客戶服務中心
- Customer activity, gift
客戶活動、禮品
- Visit by customer relationship manager
客戶關係經理探訪
- Daily operation/communication
日常營運／交流
- Online service platform
網上服務平台
- Phone call
電話
- Mail
郵箱

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告(續)

Key stakeholders 主要持份者	Key communication channels 主要溝通渠道
Shareholders/investors 股東／投資者	<ul style="list-style-type: none"> • Annual general meeting and other general meeting 股東週年大會與其他股東大會 • Interim report and annual report 中期報告與年報 • Corporate communication, e.g. letter to shareholders/circular and notice of meeting 企業通訊，如致股東信件／通函及會議通知 • Announcement of results 業績公佈 • Shareholders' visit 股東參觀活動 • Investors' meeting 投資者會議 • Meeting of senior management 高級管理人員會議 • Meeting and interview 會議面談
Staff 員工	<ul style="list-style-type: none"> • Survey on staff opinion 員工意見調查 • Working performance assessment 工作表現評核 • Group discussion 小組討論 • Meeting and interview 會議面談 • Business briefing 業務簡報 • Seminar/workshop/talk 研討會／工作坊／講座 • Staff communication meeting 員工溝通大會 • Staff intranet 員工內聯網
Business partners 業務夥伴	<ul style="list-style-type: none"> • Report 報告 • Meeting 會議 • Visit 探訪 • Talk 講座

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告（續）

Key stakeholders 主要持份者	Key communication channels 主要溝通渠道
Regulatory institutions 監管機構	<ul style="list-style-type: none"> • Meeting 會議 • Response to public consultation 對公眾諮詢的回應 • Compliance report 合規報告
Media 傳媒	<ul style="list-style-type: none"> • Press conference 新聞發佈會 • Press release 新聞稿 • Interview of senior management 高級管理人員訪談 • Announcement of results 業績公佈
Community/ non-governmental organizations 社區／非政府團體	<ul style="list-style-type: none"> • Meeting 會議 • Participation of vaccine action organized by the community 參與社區組織的打疫苗行動
Peers 同業	<ul style="list-style-type: none"> • Strategic cooperation 策略性合作項目 • Communication meeting 溝通大會
Suppliers 供應商	<ul style="list-style-type: none"> • Management procedure on supplier 供應商管理程序 • Meeting 會議 • Assessment system on supplier/contractor 供應商／承辦商評估制度 • Site visit 實地考察

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告(續)

3.5 Material Issues

To allocate resources in a more effective manner, and to pave the way for the smooth implementation of ESG works, we assess the ESG material issues annually by making reference to a number of factors. The overall mission and competitive strategy of the Group, corporate value, policy, operational management system, assessment on influence, goals and indicators, and the legal, regulatory, international agreements and voluntary agreements that have strategical importance to the Group, the key issues and future challenges of the sectors which our business belongs to are all integrated, and by making reference to international standards including the Guide of the Stock Exchange of Hong Kong and the Database of Material Issues of the Sustainability Accounting Standards Board of the United States of America and understanding the opinion of stakeholders on our ESG measures through the communication between the stakeholders and us during the Year, we have identified 22 material issues of the Group. The following ESG material issues and their importance have been reviewed and approved by the Board.

3.5 重要性議題

為更有效地分配資源，推進ESG工作的順利開展，我們根據多項考量因素對ESG重要性議題進行年度評估。我們結合本集團的整體任務及競爭策略，企業價值，政策，營運管理系統，影響力評估，目標及指標等，以及對本集團有戰略重要性的法律、法規、國際協議或自願性質的協議，業務所屬界別的主要議題及未來挑戰，參考香港聯交所《指引》和美國可持續發展會計準則委員會的重要性議題庫等國際標準，並通過於本年度我們和持份者的溝通，了解了持份者對我們ESG舉措的意見，從而識別了本集團22個ESG重要性議題。以下ESG重要性議題以及其重要性已由董事會審批和確認。

Highly important 高度重要	Occupational health and safety 職業健康及安全 Training and Development 培訓及發展	Game health and safety 遊戲健康及安全 Protection of players' data 玩家數據保護	Players' satisfaction 玩家滿意度 Intellectual property 知識產權	
Generally important 一般重要	Diversification and anti-discrimination 多元化及反歧視 Employee relations 僱傭關係 Anti-child labor and forced labor 禁止童工及強制勞動 Employee benefits 員工福利	Supplier management 供應商管理 Suppliers' environmental and social performance assessment 供應商環境及社會表現評估 Anti-fraud and anticorruption 反舞弊腐敗 Disaster emergency plan 災難應急預案	Product responsibility 產品責任 Exhaust emissions 廢氣排放 Electricity and water saving 節約用電用水 Resource consumption 資源消耗	Waste handling 廢物處理 Greenhouse gas emissions 溫室氣體排放 Green procurement 綠色採購 Charitable donations 慈善捐贈

Appendix: Environmental, Social and Governance Report (continued) 附錄：環境、社會及管治報告(續)

4. PROFESSIONAL TEAM

The Group strictly abide by the national laws and regulations including The Labor Law of the People's Republic of China (《中華人民共和國勞動法》), The Labor Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》), The Law of the People's Republic of China on the Protection of Minors (《中華人民共和國未成年人保護法》), Provisions on the Prohibition of Using Child Labor (《禁止使用童工規定》), and Staff Handbook, (《員工手冊》), Human Resources Management System (《人事管理制度》) and Welfare System (《福利制度》) are being compiled, which clearly stated the systems on staff recruitment, orientation, training and development, appraisal and remuneration, staff welfare, awards and punishments, in an effort to provide a safe, inclusive and fair working environment for the staff, and to put an end to discrimination on age, gender, health condition, marital and family condition, nationality and religion.

4.1 Staff Recruitment

We emphasize talent recruitment, and there is a section "recruitment management system" in our Human Resources Management System (《人事管理制度》), in order to ensure a standardized and systematic recruitment management, thus guaranteeing the quality of recruitment tasks. Our Human Resources Department will formulate a seasonal staffing plan in accordance to the strategic planning and business development needs of each department, and it will follow principles of open, fair and selection of the best. For suitable team personnel that fulfil the recruitment requirements with outstanding performance, priority will be given to them on selection and promotion, and then the recruitment open to the public will be considered.

Our public recruitment channels include network recruitment, internal referral, job fair, campus recruitment, and talent referred by intermediary, and are selected in accordance to the working experience, education background, logic of applicants. We request applicants to produce identification document to eliminate child labor, and suitable talent is being selected ultimately through a multi-faceted examination. To guarantee our staff to have a reasonable working period arrangement, working duration and overtime compensation are clearly stated in the Human Resources Management System (《人事管理制度》), and staff are not forced to work on rest days so as to eliminate forced labor. Once such incident is discovered, we will handle it in accordance to The Labor Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》) and relevant laws and regulations. The Group does not have forced labor or recruit child labor during the Year.

4. 專業團隊

本集團嚴格遵守國家《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國未成年人保護法》、《禁止使用童工規定》等法律法規，並編製了《員工手冊》、《人事管理制度》、《福利制度》等，列明各項員工招聘、入職、培訓和發展、考核與薪酬、員工福利、獎罰等制度，致力為員工提供一個安全、共融、公平的工作環境，杜絕有關年齡、性別、健康狀況、婚姻及家庭狀況、國籍和宗教信仰等歧視的因素。

4.1 員工招聘

我們重視人才招攬，並在《人事管理制度》中設有「招聘管理制度」章節，以確保通過規範化、系統化的招聘管理，保證招聘工作的質量。我們的人力資源部會根據各部門因戰略規劃和業務發展的需求制定季度人員配置計劃，並以公開、平等、擇優的原則，對團隊內符合招聘職位要求及表現卓越的合適人員，將優先給予選拔、晉升，其次考慮面向社會公開招聘。

我們的社會招聘渠道包括網絡招聘、內部舉薦、招聘會、校園招聘、人才中介推薦等方式，並以應聘者的工作經驗、教育背景、邏輯等為考核因素進行甄選。我們通過要求應聘者出示身份證明文件的方式，杜絕童工，並經過多方面考察，最終確定適合的人才。為了保證員工合理的工作時間安排，我們在《人事管理制度》中列明瞭工作時間和加班補償，不強制員工在休息日工作，從而杜絕強制勞工。一旦發現有關事件，我們會按照《中華人民共和國勞動合同法》和其他相關法律法規進行處理。本年度，本集團沒有出現強制勞工或聘用童工的案例。

Appendix: Environmental, Social and Governance Report (continued) 附錄：環境、社會及管治報告(續)

Reasons for our staff on termination include: termination of probation, displacement, resignation, expulsion, automatically vacate office, layoff, end of contract, etc. We arrange exit interview for every staff on termination, in order to understand the actual circumstance of termination, and the aspects that need further enhancement on the operation of the Group.

Below are the condition of the staff of the Group during the Year:

我們的員工離職分為：終止試用、辭退、辭職、開除、自動離職、資遣、合同期滿等。我們會為每位離職員工安排離職面談，以了解員工離職的真實情況以及本集團在運作中需要進一步提升的方面。

以下是本年度內本集團員工的情況：

Indicators	指標	Unit 單位	2022 2022年度
Total number of staff	員工總數	Number of people 人數	424
By gender	按性別劃分		
Female staff	女性員工	Number of people 人數	129
Male staff	男性員工	Number of people 人數	295
By employment type	按僱傭類別劃分		
Short term contract/part time staff	短期合約／兼職員工	Number of people 人數	0
Long term staff	長期員工	Number of people 人數	424
By age group	按年齡組別劃分		
Staff under 30	30歲以下員工	Number of people 人數	170
Staff between 30 and 50	30-50歲員工	Number of people 人數	253
Staff above 50	50歲以上員工	Number of people 人數	1
By geographical region	按地區劃分		
Shenzhen	深圳	Number of people 人數	164
Shanghai	上海	Number of people 人數	252
Wuxi	無錫	Number of people 人數	8

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告（續）

4.2 Interest Protection

As a technology enterprise that focuses on online game, the Group regards the staff as the most important core value. We established a remuneration system and welfare protection that are competitive in the market in order to attract and retain talents. The Group will provide competitive remuneration package in accordance to internal provisions, industry standard, experience and skills of the staff and the requirement of the post, while the salary, remuneration and welfare of the staff are reviewed regularly.

We also care about the opinion from the staff. We established a number of communication channels, including meetings, WeChat and email. Every member can provide his or her opinion and matters of concern through these channels.

In addition to statutory holiday and “Five Social Insurances and Housing Fund”, we also provide paid annual leave, sick leave, casual leave, marital leave, bereavement leave, maternity leave, nursing leave, breast-feeding leave, family planning leave, work injury leave, etc. to our staff.

The welfare we provided includes the provision of festive welfare, our blessing on marriage, birth of child, birthday of staff, and club activity by way of cash, gift, organizing activity or leave. Corresponding subsidies on the traffic, travel, communication on overtime is also provided to staff in accordance to the requirement of the Group. Seasonal fruit and afternoon tea are also provided regularly to express our wishes to our staff on working healthily.

We organize an array of activities on a regular basis, for instance, themed birthday parties, clubs, sports activities and festive events, so that our employees can achieve work-life balance. These activities can strengthen the bonding and create a harmonious relationship among employees and between the Group and employees.

4.2 權益保障

作為一家以網絡遊戲為重心的科技企業，本集團視員工為最重要的核心價值。我們建立了具有市場競爭力性的薪酬制度及福利保障，以吸引及挽留人才。本集團會根據內部條文、行業標準以及員工的經驗及技術以及崗位要求，提供有競爭力的薪酬方案，並定期檢討員工的薪酬、待遇及福利。

我們亦關注員工的意見。我們已設立多個溝通渠道，包括會議、微信及電郵。我們每一位成員均可以透過該等管道表達其意見及關注事項。

除了法定節假日和五險一金，我們還為員工提供有薪年假、病假、事假、婚假、喪假、產假、護理假、哺乳假、家庭計劃生育假、工傷假等。

福利方面，我們以現金、禮品、舉辦活動或放假的方式為員工提供節日福利、結婚祝福、生子祝福、生日祝福、協會活動等。員工的加班交通、出差、通訊，我們也會根據本集團的規定給予相應的補貼。我們亦會定期提供當季水果和下午茶，希望員工能健康工作。

為了讓員工工作與生活保持平衡，我們定期安排一系列活動，例如主題生日會、俱樂部、運動活動及節慶活動。該等活動可以加強員工自身之間及本集團與員工之間的聯繫並建立和諧關係。

Appendix: Environmental, Social and Governance Report (continued)
附錄：環境、社會及管治報告(續)

2023 New Year Benefits Gift Package

2023新年福利大禮包



Mid Autumn Festival and Lantern Festival Afternoon Tea Activities in 2022

2022中秋、元宵下午茶活動



Appendix: Environmental, Social and Governance Report (continued) 附錄：環境、社會及管治報告(續)

2022 Dragon Boat Festival Benefit Gift Box

2022年端午福利禮盒



Supplies preparing for Employees during the Pandemic

疫情期間為員工籌備物資

第七大道
7ROAD.COM

战疫空投能量包 正在派送中 >>>

亲爱的七道家人：
为配合上海疫情防控总体举措，感谢您在这段时间里的居家战斗，为了持续守“沪”，为了早日迎来胜利的那一天，请大家坚持再坚持。
公司已为各位紧急调配资源，配备了“第七大道专属战疫空投能量包”，保障各位及家人在封控时期的基本生活所需。

礼包内容
(因物资供应变动，以实际收到物品为准)

米香香米 2.5kg*2	承德一级压榨亚麻籽油1000ml
M6-7小米羔牛肉2片 280g	安格斯牛排2片 280g
三黄鸡1kg*2	龙溪辣鸡口粉粒(A级)320g
猪肉500g*2	承德薄片黄米糕150g
承德白砂糖400g	优质香葱500g/包
带叶茼蒿2颗	大白菜1颗1400g/包
去皮土豆500g/包	西葫芦1000g
香芹500g/包	魔芋500g
胡萝卜300g/包	红洋葱500g/包
去皮玉米300g/包	小青菜500g/包
葱姜蒜200g/包	圣女果500g
水果黄瓜600g	香脆藕2根600g

温馨提示

- 根据各区管控政策，能量包预计于4月13日起分批陆续配送，在此期间请各位务必保持手机畅通。
- 由于特殊时期运力有限，公司与物流实时跟进，尽量尽早完成派送；如因不可抗力（如政府管控等原因）影响派送，我们将另行通知，希望大家理解。
- 领取能量包时，请做好个人防护，戴好口罩，做好消毒，避免接触传播，降低感染风险。
- 如近期各位小伙伴遇到特殊紧急情况，可与人力资源部及时联系沟通，我们会尽力协助大家，与各位共渡疫情。

特别提示：疫情期间，物流运力紧张，部分物资可能无法及时送达，敬请谅解。如有任何疑问，请随时联系我们。

孝悌之道、智慧之道、学习之道、诚信之道、
首德之道、忠恕之道、仁爱之道、
七道关爱，共渡疫情。



Appendix: Environmental, Social and Governance Report (continued)
附錄：環境、社會及管治報告(續)

7Road Basketball Club Activities

第七大道籃球俱樂部活動



Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告（續）

4.3 Training and Development

In addition to sourcing for talents, we deeply understand the importance of nurturing, in the hope that their talent can be fully unlocked through the room for development and training provided.

We have a sound performance management system, and an annual comprehensive performance evaluation is carried out for each staff. We encourage supervisor to communicate with our staff from time to time and give constructive feedback to help their personal growth.

Staff are given equal opportunities for promotion which is determined based on the results of their performance evaluation. The Group has also put in place promotion mechanisms for internal competition among the staff. Staff may apply for competitive promotion provided that they meet the relevant years of service and performance requirements and that they have no records of misconduct and are in line with the Group's corporate culture and values. This will accordingly stimulate the initiative of excellent employees.

We have four major programs in employee training: new employee training, high potential talent training, leadership training and professional skills upgrading. We also formulate particular annual training programs in accordance to the actual needs.

- a. New staff training: During the Year, we have organized new staff training sessions for each of our new staff. The training sessions include the introducing of our culture and product philosophy, business objectives, management system and team behavioral norms. New staff training aims to help our new staff to integrate into our team and get familiar with their works.
- b. Leadership training: Management regular practices (such as quarterly business meetings and reporting) were adopted to improve our management's personal leadership skills.

4.3 培訓發展

除招攬人才外，我們深知培育人才的重要性，並期望他們的才能通過我們提供的發展空間和培訓得以充分發揮。

我們有完善的績效管理制度，每年為員工進行一次全面的績效評估。我們鼓勵上級主管不時跟員工溝通並給予建設性的回饋意見，助其個人成長。

員工晉升機會是平等的，晉升根據其績效評估結果決定。本集團同時還為員工提供內部競爭晉升機制，前提是員工符合有關服務年期和績效要求，同時沒有任何不當行為記錄且符合本集團企業文化和價值觀下，員工可以提出申請競爭晉升的機會，從而激發優秀員工的主動性。

我們設有四大員工培訓：新員工培訓、高潛力人才培訓、領袖培訓及專業技術提升。我們亦會根據實際需要制定具體的年度培訓項目：

- a. 新員工培訓：本年度，我們為每位新員工籌辦新員工入職培訓活動。培訓環節包括文化及產品理念、業務目標、管理系統及團隊行為常規介紹。新員工培訓旨在協助新員工融入團隊及熟習其工作。
- b. 領袖培訓：我們採納管理常規（例如季度業務會議、管理報告）以提高管理層的個人領導才能技巧。

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告(續)

- c. Professional skills upgrading: We organized our internal business experts for attending the professional skills training and sharing for a number of times.

Apart from internal training, the Company arranges designated staff to join external learning activities, including courses on skills training, industry network mixer, forum and training for certificate acquisition in accordance to the actual needs. Training subsidy and examination leave are also provided for certain trainings.

4.4 Occupational Health and Safety

We care about the health and safety of the staff, and we devote to provide a safe and healthy working environment for our staff by abiding by the relevant laws and regulations including the Law of the People's Republic of China on the Prevention and Treatment of Occupational Diseases (《中華人民共和國職業病防治法》).

We established an early warning system on safety for identifying potential danger and response to such danger in a timely manner, and we have established contingency measures. In addition, colleagues that joined the Company for one year are entitled to an annual medical check-up.

To enhance the occupational safety awareness related to accident, occupational diseases and fire prevention of the staff, rescue and fire drill are held on an irregular basis, while trainings related to danger that may encounter and the self-protection measures are also provided.

While Coronavirus Disease 2019 (“COVID-19”) has continued to spread around the world since 2020, a series of necessary hygiene and epidemic prevention measures have been implemented by the Group to mitigate the potential impact of the COVID-19 outbreak, including implementation of prevention and control policies enacted by the relevant governmental authorities, provision of free anti-epidemic supplies and adopt flexible work-from-home measures to protect the health and safety of our employees.

During the Year, no loss of work days due to work injury is recorded by the Group, and there is no incidence of any work-related fatality during the last three years.

- c. 專業技術提升：我們安排內部業務專家參與多次專業技能培訓及分享。

除了內部培訓，本公司會根據實際需要安排指定員工參加公司外的相關學習活動，包括技能培訓課程、行業交流會、論壇及證書的獲取培訓等，並為部分培訓提供培訓補貼和考試假期。

4.4 職業安全及健康

我們關注員工健康與安全。我們嚴格依循《中華人民共和國職業病防治法》等相關法律法規，致力為員工提供安全健康的工作環境。

我們建立安全預警系統，以及時發現可能的危險並作出反應，並建立了應急措施。另外，入職滿一年的同事均享有年度體檢。

為了提高員工對於防止意外、職業病以及消防相關職業安全意識，我們亦會不定期舉行救援、火警逃生演習，以及針對工作中可能遇到的危險以及自我保護措施做相關培訓。

自二零二零年以來冠狀病毒在世界範圍內繼續蔓延，本集團已採取一系列必要的健康預防措施，以減輕冠狀病毒疫情爆發的潛在影響，包括實施相關政府部門頒佈的防控政策、免費提供防疫用品及採取彈性在家工作做法，以保障員工的健康與安全。

本集團於本年度並沒有發生因工傷而減少的工作日數，過往三年包括本年度皆無發生因工死亡事件。

Appendix: Environmental, Social and Governance Report (continued) 附錄：環境、社會及管治報告（續）

5. OPERATION WITH COMPLIANCE

5.1 Supply Chain Management

We have been committing ourselves to be a high quality and responsible game developer and operator. We hope our suppliers and business partners to operate in a consistently with our operation direction and demonstrate best practices in connection with environmental and social matters.

We have established long-term relationships with numerous platforms, advertisers and suppliers around the world. We established the Management System on Procurement (《採購管理制度》) and Management System on Asset (《資產管理制度》), and we require suppliers not to carry out business acts that are unethical and prohibited by laws and regulation, for example bribery. We also established supplier code of conduct indicating our expectations towards our suppliers and business partners in terms of anti-corruption, product and service quality, environmental protection and occupational health and safety.

Meanwhile, our audit department will monitor procurement activities to ensure procurement with integrity. Purchasing staff shall consciously accept the supervision and questions from the finance department or the audit department on procurement activities. The Company has the right to impose penalty on the relevant staff in accordance with the Company's relevant regulations for any violation of the integrity requirement by the purchasing staff during procurement process.

We perform comprehensive evaluation when selecting the products or services of suppliers based on an array of factors such as quality, price, delivery time, after-sales service, reputation, and fill out the Supplier Information Sheet as the basis for procurement to ensure good cost-effectiveness. Before purchasing, we will check the inventory and the useful life of the products to avoid waste. We prioritize green products and services, choosing products with low energy consumption, high recycling rates, and less packaging as much as possible. At the same time, we also consider the environmental and social risks of our suppliers, compliance with laws and regulations, and appropriate addressing measures.

5. 合規經營

5.1 供應鏈管理

我們一直致力成為優質及負責任的遊戲開發商及營運商。我們期望供應商及業務夥伴亦與我們的營運方向一致，在環境及社會事宜上竭盡所能。

我們與全球多個平台、廣告商及供應商建立長期關係。我們建立了《採購管理制度》和《資產管理制度》，並要求供應商不得進行賄賂等不道德和法律法規禁止的商業行為。我們亦設立了供應商行為守則，展示我們在反貪腐、產品及服務質量、環保及職業健康及安全方面對供應商及業務夥伴的期望。

同時，我們的審計部門會對採購活動進行監督，保證廉潔採購。採購人員要自覺接受財務部或審計部門對採購活動的監督和質詢。對採購人員在採購過程中發生的違反廉潔制度的行為，公司有權對相關人員依照公司的相關規定進行相應的處罰。

我們按供應商產品或服務的質量、價格、交貨時間、售後服務、信譽等因素進行綜合評估和篩選，並填寫《供應商信息表》作為採購依據，確保高性價比的採購。採購之前，我們會檢查庫存，以及產品的使用期限，避免造成浪費。我們會優先考慮綠色產品和服務，盡量選用低能耗、高回收利用率、較少包裝的產品。同時，我們也會考量供應商的環境和社會方面的風險，是否符合法律法規，以及做好相應的應對措施。

Appendix: Environmental, Social and Governance Report (continued) 附錄：環境、社會及管治報告(續)

From time to time, our administration department will conduct on-site sample inspections on suppliers' qualifications and production sites, and request rectification actions for any irregularities found. The results of the sample inspections will be recorded in the Supplier Checklist as a reference for supplier evaluation.

The Company has 246 major suppliers (Shanghai: 82; Shenzhen: 126; Wuxi: 38) for software, equipment, equipment maintenance and other services including cloud equipment services.

5.2 Intellectual Property

The Group strictly abide by the local laws and regulations where we carry out our operation, including the Patent Law of the People's Republic of China (《中華人民共和國專利法》), the Trademark Law of the People's Republic of China (《中華人民共和國商標法》), the Administrative Measures on China Internet Domain Names (《中華人民共和國著作權法》), the Copyright Law of the People's Republic of China (《中國互聯網域名管理辦法》) and the Anti-Unfair Competition Law of the People's Republic of China (《中華人民共和國反不當競爭法》). We respect the intellectual property of other parties, and also protect the game, software, design, new technology, skills and other related rights of the Group.

We attach great importance to confidentiality in protecting intellectual property, and formulated the 《檔案管理制度》 and 《印章管理制度》. All interested parties are prohibited to divulge or provide relevant information to others in the process of product development and creation. In accordance with the Measures for the Administration of Content Self-review by Internet Cultural Business Entities (《網絡文化經營單位內容自審管理辦法》), our self-inspection system will ensure that all products comply with our intellectual property measures and relevant regulations. If any infringement is found, we will take legal action.

我們的行政部門會不定期對供應商的資質和生產場所進行實地抽查，發現不合規的事宜則要求其進行整改。抽查結果會記錄到《供應商檢查表》作為供應商評比的參考依據。

本公司共有246個主要供應商(上海：82個；深圳：126個；無錫：38個)，為軟件、設備、設備養護、雲設備服務等服務。

5.2 知識產權

本集團嚴格遵守《中華人民共和國專利法》、《中華人民共和國商標法》、《中華人民共和國著作權法》、《中國互聯網域名管理辦法》、《中華人民共和國反不當競爭法》等運營當地的法律法規，尊重他人的知識產權，亦保障本集團的遊戲、軟件、設計、新技術、技能及其他相關權利。

我們高度重視保密以保護知識產權，並制定了《檔案管理制度》和《印章管理制度》。所有相關方一概不得在產品開發及創造過程中將相關數據透露或提供予他人。根據《網絡文化經營單位內容自審管理辦法》，我們的自檢系統將確保所有產品符合我們的知識產權措施及相關規例。如發現任何的侵權行為，我們會循法律途徑處理。

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告（續）

5.3 Players' interests

The Group strictly complies with the laws and regulations including Regulations on the Information Management of Internet User Account Names (Draft for Comments) (《互聯網使用者帳號名稱資訊管理規定(徵求意見稿)》), Notice by the National Press and Publication Administration of Further Imposing Strict Administrative Measures to Prevent Minors from Becoming Addicted to Online Games (《關於進一步嚴格管理切實防止未成年人沉迷網絡遊戲的通知》), Standards for the Development of Anti-addiction System of Online Games (《網絡遊戲防沉迷系統開發標準》), Notice on the Implementation of Anti-addiction System of Online Games for the Protection of the Physical and Mental Health of Minors (《關於保護未成年人身心健康實施網絡遊戲防沉迷系統的通知》), Implementation Plan for Comprehensive Prevention and Control of Myopia among Children and Adolescents (《綜合防控兒童青少年近視實施方案》), Law of the People's Republic of China on the Protection of Consumer Rights and Interests (《中華人民共和國消費者權益法》), E-Commerce Law of the People's Republic of China (《中華人民共和國電子商務法》) and Regulations on the Protection of Personal Information of Telecommunications and Internet Users and other laws and regulations (《電信和互聯網使用者個人資訊保護規定》).

As a leading online game operator in China, we place the physical and mental health of our players as one of our most important issues. We send health and safety information to our players in our games and recommend a break after a certain amount of play time. With the popularity of online games in recent years, addiction among minor players is becoming more severe. To solve the problem of Internet addiction among the minors and to regulate the time spent on online games by the minors, we have developed the "Tips for Healthy Participation of Minors in Online Games" and encourage parents to join the "Online games minors Guardian project (《未成年人健康參與網絡遊戲提示》)" to supervise the minors. On the other hand, in compliance with the relevant national regulations, all of the Company's games have been connected to the online game anti-addiction real-name verification system of the National Press and Publication Administration of China. At the same time, we have established a real-name registration system in our online games to ensure the security of the personal information and account name information collected and stored by our games and to prevent unauthorized access and information leakage, tampering and loss. Due to the nature of our operations, The Group's games do not involve recycling process.

5.3 玩家權益

本集團嚴格遵守《互聯網用戶賬號名稱信息管理規定(徵求意見稿)》、《關於進一步嚴格管理切實防止未成年人沉迷網絡遊戲的通知》、《網絡遊戲防沉迷系統開發標準》、《關於保護未成年人身心健康實施網絡遊戲防沉迷系統的通知》、《綜合防控兒童青少年近視實施方案》、《中華人民共和國消費者權益法》、《中華人民共和國電子商務法》、《電信和互聯網用戶個人信息保護規定》等法律法規。

作為中國領先的網絡遊戲營運商，我們把玩家身心健康放在最重要的議題之一。我們在遊戲內發送健康及安全信息給玩家及建議於若干遊玩時間後休息。近年網絡遊戲大行其道，未成年玩家成癮的情況愈趨嚴重。為了解決未成年人網絡成癮的問題，規管未成年人使用網絡遊戲的使用時間，我們設立了《未成年人健康參與網絡遊戲提示》並鼓勵家長加入對未成年人進行監督。另一方面，遵循相關國家規定，我司旗下所有遊戲均已接入國家新聞出版署網絡遊戲防沉迷實名驗證系統。同時，我們已在我們的網絡遊戲中建立了實名註冊系統，以確保其收集、存儲的個人信息及賬號名稱信息安全，防止未經授權的訪問及信息洩露、篡改、丟失。由於我們的經營特性，本集團遊戲不涉及回收程序。

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告(續)

To boost creativity among our game talents so as to create more innovative and fascinating games, we ought to understand players' pattern and interests to cater to their needs. As a result, we put great store by enhancing players' satisfaction through listening and responding to their opinions through various online and offline channels including online forum, customer service hotline, mailbox and instant chat in games.

Our dedicated customer service team will handle players' concerns and respond to them in a timely manner. They can also reach us at our social media accounts, such as Weibo and WeChat, to seek game assistance and guidance. For games that we license to our distribution publishing partners, certain customer service will be provided by such partner.

During the Year, the Group received no significant complaints from players regarding our games.

5.4 Data Privacy

Given the nature of the Group's online business, we attach great importance on the data protection and privacy of our customers, products and networks. We strictly comply with laws and regulations including Regulations of the People's Republic of China for Safety Protection of Computer Information Systems (《中華人民共和國計算器資訊系統安全保護條例》), Provisions on the Technical Measures for the Protection of the Security of the Internet (《互聯網安全保護技術措施規定》), Requirements on the Internet Interactive Service Security Protection (《互聯網互動式服務安全保護要求》) and the Basic Procedures and Requirements on the Internet Service Security Assessment (《互聯網服務安全評估基本程式及要求》).

為提升我們遊戲開發團隊的創意，以創造更多創新吸引的遊戲，我們會了解玩家的模式及喜好並迎合其需求。因此，我們十分重視玩家滿意度，通過在線論壇、客服熱線、郵箱及遊戲實時聊天等各種在線線下渠道傾聽並響應其意見。

我們的專業客服團隊會及時處理並回覆玩家查詢。如須在遊戲中提供協助和指導，玩家亦可通過我們的社交媒體賬戶(如微博及微信等)聯繫我們。對於我們向分銷發佈合作夥伴獨家授權的遊戲，將由該等合作夥伴提供客戶服務。

本年度，本集團未收到來自玩家關於我們遊戲的重大投訴。

5.4 數據隱私

鑒於本集團的網絡業務性質，我們非常重視客戶、產品及網絡的數據保護及私隱。我們嚴格遵循《中華人民共和國計算器資訊系統安全保護條例》、《互聯網安全保護技術措施規定》、《互聯網互動式服務安全保護要求》、《互聯網服務安全評估基本程式及要求》等法律及法規。

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告（續）

We take privacy and confidentiality of our user's data seriously. We collect and use the information of the players in a legal way, and the use of player's information are restricted to the purposes contained in the contract. No sensitive personal data (such as ID card or credit card information) are stored on our server. The Group also organizes staff training on privacy, in order to promote the awareness on privacy and points to note on handling player's information. Our employees cannot access player's information without authorization.

In addition, we may subject to the threat of cyber attacks and the risks of the loss and leakage of data. To minimize these risks, we have adopted a series of data security measures, such as intrusion detection, firewalls, access authorization, password and data transmission encryption, data are stored at least in two different locations on our local internal server and remote cloud system and further backup is implemented in our disaster recovery system. Continuous monitoring and test related to privacy risks are carried out and any defect will be amended in a timely manner.

We have also established the Confidentiality System (《保密制度》), which clearly stipulates confidentiality matters, confidentiality periods, confidentiality levels, confidentiality measures and penalties for leakage of confidentiality. All confidential documents and information are created, sent and received, transmitted, used, copied, extracted, stored and destroyed using computer technology, and managed by dedicated personnel. Confidential documents are also stored separately in well-equipped security devices. Employees are prohibited from disclosing the confidential information of the Company in public or in unauthorized communications. In the event of a leakage or potential leakage of confidential information, the employee concerned must promptly report to the administration department and take remedial action. Depending on the severity, employees who leak the confidential information will receive warnings or be pursued legal liability.

During the Year, the Group did not have any incidents related to information security or leakage of customer information.

我們嚴謹處理用戶的數據私隱及保密。我們以合法的方式收集及使用玩家信息，對玩家信息的使用僅限於合約列明的途徑。我們服務器不會儲存敏感個人資料(例如身份證號碼或信用卡資料)。本集團亦會舉辦私隱的員工培訓，倡導私隱意識，以及處理玩家資料的注意事項。未經授權的員工不能取閱玩家的資料。

此外，我們可能受到網絡攻擊及遭受數據遺失及洩露的風險。為最大程度降低該等風險，我們採取一系列的數據安全措施，例如偵測入侵、防火牆、訪問權限控制、對密碼及數據傳輸進行加密，數據至少保存在我們地區內部服務器及遙距雲端系統上兩個不同位置，並在我們的災難恢復系統中作進一步備份。我們持續進行關於隱私權風險的監控及測試，並及時修復漏洞。

我們亦制定了《保密制度》，對保密事宜、保密期限、保密層級、保密措施以及洩密處罰作了明確的規定。所有機密文件、資料等的製作、收發、傳遞、使用、複製、摘抄、保存和銷毀，採用電腦技術存取、處理，並由專人進行管理。機密文件亦會單獨存放在設備完善的保險裝置中。員工禁止在公開場合或未經授權的通訊中洩露公司機密。一旦發現機密洩露或可能洩露，相關人員需及時報告行政部並作出補救措施。而洩密員工將會應情節嚴重程度而受到警告或被追究法律責任。

本年度，本集團沒有發生任何有關信息安全或洩露客戶資料的事情發生。

Appendix: Environmental, Social and Governance Report (continued) 附錄：環境、社會及管治報告(續)

5.5 Advertising on the Internet

As a company with focus on the internet business, we have the responsibility to uphold and strengthen a healthy network culture.

For our game development business, we strictly abide by the Measures for the Administration of Online Games (《網絡遊戲管理辦法》) and other applicable laws and regulations. In view of this, we have built a professional content review team. There are professional content reviewers on the team responsible for close scrutiny to ensure that the game elements, including names, backgrounds, sound effects, maps, scenes, character designs, building designs, prop designs and features, do not contain any legally prohibited or improper wordings and materials, neither should any pornography, gambling, violence and abetment be promoted.

We ensure the compliance, accuracy and authenticity of all published materials, including press releases, labels, articles, and web contents, in accordance with the Advertising Law of the People's Republic of China, and Measures for the Administration of Official Document (《公文管理辦法》) is formulated.

5.5 網絡宣傳

作為一家專注互聯網業務的公司，我們有責任秉持和鞏固健康的網絡文化。

在我們的遊戲開發業務上，我們嚴格遵守《網絡遊戲管理辦法》以及其他適用法律和法規。就此而言，我們已建立一支專業的內容審查團隊。團隊內的專業內容審查員負責進行嚴密的審查，確保遊戲元素(包括名稱、背景、聲音效果、地圖、場景、角色設計、建築物設計、道具設計及特色)並不包含任何法律所禁止或不當的字句和材料，亦不得具有任何渲染色情、賭博、暴力和煽動的情節。

我們嚴格遵守《中華人民共和國廣告法》的規定，並制定了《公文管理辦法》，以確保所有發佈材料(如新聞稿、標籤、文章及網頁內容)的合規性、準確性及真實性。

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告（續）

5.6 Anti-corruption and the Promotion of Integrity

The Group strictly abide by the Anti-Money Laundering Law of the People's Republic of China (《中華人民共和國反洗錢法》), the Contract Law of the People's Republic of China (《中華人民共和國合同法》) and the Tax Law of the People's Republic of China (《中華人民共和國稅法》). The Group's commitment to cracking down on unethical business practices, including bribery, fraud and corruption can be reflected in our Internal Control System of 7Road (《七道-內部控制制度》), the Anti-Fraud System (《反舞弊制度》). Staff should report to us any suspected misconduct by phone or mail. Our internal audit department will enquire into the case carefully and implement correction measures in a professional and timely manner. Along with the above, code of ethics is also encapsulated in the employee handbook. We require our staff to abide by the code and make it part of our everyday activities in order to create a positive corporate culture placing integrity and honesty on a high priority. We also provide anti-corruption training to Directors and staff, such training covers the criminal offences that the staff of the Company may involve in, guidelines on integrity practices for directors and case study, with an aim to enhance their personal integrity standard.

During the Year, there was no litigation against the Group or its staff concerning corruption, bribery, fraud, extortion and money laundering.

6. ENVIRONMENTAL PROTECTION

The Group's operations are mainly carried out in its offices located at Wuxi, Shanghai and Shenzhen which have minimal impact on the environment and natural resources. We are committed to contributing to environmental protection by realizing low carbon business with strenuous effort, mitigating climate change and raising public awareness. The Group strictly complies with environmental laws and regulations such as the Water Pollution Prevention and Control Law of the People's Republic of China (《中華人民共和國水污染防治法》), the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》) and the Law of the People's Republic of China on Conserving Energy (《中華人民共和國節約能源法》).

5.6 反腐倡廉

本集團嚴格遵守《中華人民共和國反洗錢法》、《中華人民共和國合同法》、《中華人民共和國稅法》。本集團對打擊不道德商業行為(包括賄賂、欺詐及腐敗)的承諾可體現在我們的《七道-內部控制制度》、《反舞弊制度》當中。員工可通過電話或郵件向我們舉報任何可疑不當行為，我們的內部審核部門將審慎調查有關舉報，並以專業及時的方式執行糾正措施。除上述者外，道德規範亦會載於員工手冊中。我們要求員工遵守該規範，並使之成為我們日常活動的一部分，從而打造一個以正直與誠信為先的正面企業文化。我們亦為董事和員工提供反貪污培訓，內容涵蓋本公司員工可能涉及刑事罪行、董事誠信實務指南及案例分享，以提高個人的廉潔標準。

本年度，本集團或員工並無面臨有關貪污、賄賂、欺詐、敲詐及洗黑錢的訴訟。

6. 環境保護

本集團主要的營運範圍位於無錫、上海和深圳的辦公場所，所經營的業務對環境及天然資源所造成的影響甚微。我們致力為環境保護作出貢獻，努力實踐低碳企業、減緩氣候變化及提升公眾意識。本集團嚴格遵守《中華人民共和國水污染防治法》、《中華人民共和國環境保護法》及《中華人民共和國節約能源法》等環境法律法規。

Appendix: Environmental, Social and Governance Report (continued) 附錄：環境、社會及管治報告(續)

We recognize our corporate social responsibility of environmental protection. We have set initial targets for energy efficiency, water efficiency, waste reduction and greenhouse gas emissions use during the Year, which provide the general direction for the related works. We will review and examine the implementation progress of various environmental targets and measures, and explore more opportunities for energy-saving, emission reduction, greening and environmental protection. In the future, we will set more specific and quantifiable environmental goals to protect the environment and preserve natural resources more effectively.

本集團明白保護環境的企業社會責任，我們於本年度制定了有關能源使用效益、用水效益、減少廢棄物及溫室氣體排放方面初步的方向性目標，我們會回顧及審查各項環保目標及措施的執行進度，並發掘更多節能減排、綠色環保的機會。未來，我們會訂立更具體的量化環境目標，更有效地保護環境和珍惜天然資源。

Environment Aspects 環境範疇	Targets 目標
Energy use efficiency 能源使用效益	Actively implement the Group's energy-saving measures to maintain or gradually reduce energy consumption on the basis of 2022. 根據本集團的節約能源措施，積極落實執行，在2022年的基礎上維持或逐步減少能源消耗。
Water use efficiency 用水效益	Actively implement the Group's water conservation measures to maintain or gradually reduce water consumption on the basis of 2022. 根據本集團的節約用水措施，積極落實執行，在2022年的基礎上維持或逐步減少水資源消耗。
Waste reduction 減少廢棄物	Actively implement the Group's measures for material conservation and waste separation to maintain or gradually reduce waste generation on the basis of 2022. 根據本集團的節約用材、廢棄物分類措施，積極落實執行，在2022年的基礎上維持或逐步減少廢棄物產生。
Reduce greenhouse gas emission 減少溫室氣體排放	Actively implement the Group's measures for energy-saving and greenhouse gas emission reduction to maintain or gradually reduce greenhouse gas emissions on the basis of 2022. 根據本集團的節約能源、減少溫室氣體排放措施，積極落實執行，在2022年的基礎上維持或逐步減少溫室氣體排放。

During the Year, the Group did not violate any laws relating to environmental protection or cause any major incidents affecting the environment and natural resources, nor was it notified of any penalties and litigation in the environmental aspects.

本年度，本集團並沒有違反任何有關環境保護的法例或造成影響環境及自然資源的重大事故，也沒有接到任何關於環境範疇的處罰及訴訟通知。

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告（續）

6.1 Energy Conservation and Emission Reduction

We actively implement energy-saving measures at all levels of our business operations. We require our employees to develop energy-saving habits by turning off electronic equipment power, air conditioning and lighting systems when not necessary. We set up separate switches in our offices to avoid turning on unnecessary lighting areas, and maintain proper lighting in work areas and turn off idle electronic equipment on a regular basis. In addition, the Group regularly cleans the filters to improve the energy efficiency of air conditioning.

During the Year, the Group's electricity consumption was 928,191 kWh and the per capita electricity consumption was 2,189.1 kWh.

6.2 Greenhouse Gas

The Group's greenhouse gas emissions are mainly from direct emissions from the use of its vehicles (Scope 1) and indirect emissions from the generation of purchased electricity (Scope 2). We have established a Vehicle Management System (《車輛管理制度》) to monitor the daily use of vehicles and energy consumption. Employees are required to plan their driving routes in advance before they use corporate vehicles every time and record the fuel consumption of the vehicles after returning the vehicles for energy monitoring by the administrator department. In addition, the administration department is the administrator department of the corporate vehicles, which will regularly carry out the maintenance work for the corporate vehicles to maintain the efficiency level, thereby preventing excessive pollutants emission due to reduced efficiency. At the same time, we encourage our employees to take public transportation to reduce the use of vehicles.

6.1 節能減排

我們積極在業務運營的各層面實行節能降耗的措施。我們要求員工養成節約用電習慣，在不必要時及時關閉電子設備電源、空調、照明系統。我們於辦公室設立獨立的開關，避免開啟不必要的照明區域，以及於工作區保持適當照明及按時關上閒置的電子設備。此外，本集團定期清洗過濾網，提高空調能源效益。

本年度，本集團的電力消耗為928,191千瓦時，人均電力消耗為2,189.1千瓦時。

6.2 溫室氣體

本集團的溫室氣體排放主要來自名下車輛使用產生的直接排放(範圍1)和外購電力產生的間接排放(範圍2)。我們設立了《車輛管理制度》，以監察車輛的日常使用情況及能源消耗。員工在每一次使用公司車輛前，需事先規劃好行車路線，並於歸還車輛後記錄車輛的燃油消耗量，讓管理部門進行能源監控。另外，行政部為公司車輛的管理部門，會定期為公司車輛作保養，保持汽車效能，以免因效能降低而排放過多污染物。同時，我們亦鼓勵員工乘坐公共交通工具，減少汽車使用量。

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告(續)

During the Year, the Group conducted a greenhouse gas inventory in accordance with the Greenhouse Gas Protocol developed by the World Resources Institute and the World Business Council for Sustainable Development and the ISO 14064-1 developed by the International Standards Organization, and its emission performance was as follows:

本年度，本集團按照由世界資源研究所與世界可持續發展工商理事會開發的《溫室氣體盤查議定書》及國際標準化組織制定的《ISO 14064-1》進行了溫室氣體盤查，其排放表現如下：

Greenhouse Gas Emissions Performance	溫室氣體排放表現	Unit 單位	2022 2022年度
Direct greenhouse gas emissions (Scope 1)	直接溫室氣體排放總量(範圍1)	Tonnes of CO ₂ equivalent 公噸二氧化碳當量	154.5
Indirect greenhouse gas emissions (Scope 2)	間接溫室氣體排放總量(範圍2)	Tonnes of CO ₂ equivalent 公噸二氧化碳當量	539.3
Total greenhouse gas emissions (Scopes 1 and 2)	溫室氣體排放總量(範圍1及2)	Tonnes of CO₂ equivalent 公噸二氧化碳當量	693.8
Greenhouse gas emission intensity per capita (Scopes 1 and 2)	人均溫室氣體排放量(範圍1及2)	Tonnes of CO ₂ equivalent per person 公噸二氧化碳當量／人	1.6

6.3 Water Resources Management

The Group obtains water from the municipal water supply network and has no water supply problems. We promote the good water usage. We post reminder notes on water conservation in washrooms and pantries and use automatic sensor taps to reduce water consumption. In addition, the Group conducts regular inspection tests on water supply facilities and hidden water pipe leakage to enhance daily maintenance management to prevent wastage of water due to lack of maintenance. In the future, the Group will continue to monitor the Group's water consumption in the course of its business operations and cultivate the habit of treasuring water among its employees to ensure that water resources are used properly.

During the Year, the Group's water consumption was 4,349 cubic meters and per capita water consumption was 10.3 cubic meters.

6.3 水資源管理

本集團的取水來自市政供水，並無取水問題。我們倡導善用水資源。於洗手間和茶水間張貼珍惜用水的提醒和採用自動感應水龍頭，減少用水。除此之外，本集團定期進行供水設施及隱蔽水管滲漏檢查測試，加強日常維護管理，以防止因缺乏維護導致用水浪費。未來，本集團會持續監控本集團在業務運營過程中的耗水量，並培養員工珍惜用水的習慣，確保水資源用得其所。

本年度，本集團的水資源消耗為4,349立方米，人均用水消耗為10.3立方米。

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告（續）

6.4 Waste Management

We advocate waste reduction at source and encourage our employees to make the best use of all resources. We implement a paperless policy, make good use of electronic documents and reduce unnecessary printing. For office documents and correspondence, we advise our staff to avoid misprinting and to reuse or use double-sided paper. In addition, we actively promote the use of electronic communication technologies such as email and corporate Wechat groups for staff communication.

We encourage our employees to bring their own cups to avoid the waste of disposable paper cups. Although our business does not involve packaging materials, we still follow the principle of recycling and use recyclable materials as much as possible. We implement waste separation in our workplace and recycle recyclable waste appropriately. At the same time, we monitor the amount of non-hazardous waste generated in order to optimize waste reduction measures.

During the Year, as the Group did not generate any hazardous waste, the Group's non-hazardous waste management performance was as follows.

6.4 廢棄物管理

本集團提倡從源頭減廢，鼓勵員工善用各項物資。我們實行無紙化政策，善用電子文件，減少不必要的打印。對於辦事處日常文件及書信，我們建議員工避免錯印，並重複使用或雙面使用紙張。此外，我們亦積極推動員工利用電子通信科技進行通信，如電子郵件、企業微信等。

我們鼓勵員工自帶水杯，避免使用一次性紙杯造成浪費。雖然本集團業務不涉及包裝物料，我們依然遵循循環利用的原則，盡量採用可循環利用的物料。我們在工作場所實施廢棄物分類，並將可回收廢棄物進行合理的回收。同時，我們監控無害廢棄物產生的數量，以優化減廢措施。

本年度，由於本集團並沒有產生任何有害廢棄物，本集團無害廢棄物管理表現如下：

Waste	廢棄物	Unit 單位	2022 2022年度
Amount of harmless waste generated	無害廢棄物產生量	Kg 千克	45,500
Hazardous waste generated per capita	人均無害廢棄物產生量	Kg/person 千克／人	107.3

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告(續)

6.5 Climate Change

Climate change has a significant impact on human life and business operations. Various measures have been taken around the world to address the challenges of climate change, while Mainland China and Hong Kong, China have announced carbon neutrality targets for 2060 and 2050 respectively.

Notwithstanding the minimal impact of climate change on the Group's business, after identification and assessment, the Group has considered that the related impact of climate change (physical acute risk and chronic risk) on the Group's business is low. As the temperature rises in the future, the demand for cooling down the working environment will increase, which may lead to an increase in the Group's electricity demand and operating costs. In the event of extreme weather conditions such as heavy rainfall, the Group's productivity may be reduced. The Group will review the measures in place to cope with adverse weather conditions to ensure the safety of our employees. We will continue to monitor the risks associated with climate change, pay attention to the latest laws and regulations, and improve various energy saving and carbon reduction measures, and work with various stakeholders with the aim of building long-term climate resilience.

7. COMMUNITY CONSTRUCTION

As a corporate citizen, we have been actively fulfilling our social responsibility, sparing no effort to participate in various communal activities. We are not only engaging in building the community through conventional channels such as charity activities and volunteer activities, but also fulfilling our social responsibility by bringing industry characteristics into play, continuously making a positive influence on the community. Going forward, the Group will continue to perform its social responsibility and constantly step up investments in communal public welfare undertakings, giving back to society through diversified channels.

6.5 氣候變化

氣候變化使人類的生活和企業的經營均受到極大影響。世界各地已採取各種措施應對氣候變化的挑戰，中國內地和中國香港亦分別宣佈了2060年和2050年達至碳中和的目標。

儘管這對本集團的業務並無重大影響，通過識別和評估後，本集團判斷氣候變化相關(物理急性風險及慢性風險)對本集團的業務影響較低。隨著未來氣溫升高，工作環境降溫的需求將增加，可能導致本集團的電力需求和運營成本增加。如遇上暴雨等極端天氣，本集團的生產力或會下降。本集團將審查現有應對不利天氣狀況的措施，確保僱員的安全。我們會繼續監控氣候變化相關風險，關注最新的法律法規，並完善各項節能減碳措施，與各個持份者共同努力，旨在建立長遠的氣候應對能力。

7. 社區建設

作為企業公民，我們一直積極履行我們的社會責任，不遺餘力地參與多項社區活動。我們不僅透過慈善活動及義工活動等傳統管道參與打造社區，亦透過利用行業特色履行社會責任，持續為社區帶來正面影響。展望未來，本集團將繼續履行社會責任，並持續投放資源於社區公眾福利的承諾，通過多元化管道回饋社會。

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告（續）

APPENDIX I: DATA SUMMARY OF SUSTAINABLE DEVELOPMENT

附錄一：可持續發展資料摘要

The following is the summarized information of sustainable development in environmental aspects for the Year:

以下是本年度環境範疇的可持續發展數據摘要：

Environmental Aspects	環境範疇	Unit 單位	2022 2022年度
Emissions*	排放物*		
Nitrogen oxides	氮氧化物	Kilogram (kg) 千克	234.7
Sulfur oxides	硫氧化物	kg 千克	0.8
Particles	懸浮顆粒	kg 千克	27.3
Greenhouse Gas Emissions	溫室氣體排放		
Direct greenhouse gas emissions (Scope 1)	直接溫室氣體排放(範圍1)	Tonnes of CO ₂ equivalent 公噸二氧化碳當量	154.5
Indirect greenhouse gas emissions (Scope 2)	間接溫室氣體排放(範圍2)	Tonnes of CO ₂ equivalent 公噸二氧化碳當量	539.3
Total greenhouse gas emissions (Scopes 1 and 2)	溫室氣體排放總量(範圍1和2)	Tonnes of CO ₂ equivalent 公噸二氧化碳當量	693.8
Greenhouse gas emission intensity per capita (Scopes 1 and 2)	人均溫室氣體排放密度(範圍1和2)	Tonnes of CO ₂ equivalent per person 公噸二氧化碳當量／人	1.6
Energy Consumption	能源耗用		
Total energy consumption	總耗電量	Kilowatt-hour(kwh) 千瓦時	1,451,563
Purchased power consumption	外購電力耗用量	Kwh 千瓦時	928,191
Electricity consumption per capita	人均電力耗電量	Kwh/person 千瓦時／人	2,189.1
Petrol consumption	汽油消耗量	Litre 公升	56,840
Water Consumption	水源耗用		
Total water consumption	總耗水量	Cubic meters 立方米	4,349
Water consumption per capita	人均耗水量	Cubic meter/person 立方米／人	10.3

Appendix: Environmental, Social and Governance Report (continued) 附錄：環境、社會及管治報告(續)

Environmental Aspects	環境範疇	Unit 單位	2022 2022年度
Paper consumption	紙張耗用量		
Amount of paper consumption	用紙量	Kilogram (kg) 千克	1,469
Paper consumption per capita	人均用紙量	kg/person 千克／人	3.5
Waste	廢棄物		
Amount of harmless waste generated	無害廢棄物產生量	kg 千克	45,500
Hazardous waste generated per capita	人均有害廢棄物產生量	kg/person 千克／人	107.3

The following is the summarized information of sustainable development in social aspects for the Year:

以下是本年度社會範疇的可持續發展數據摘要：

Social Aspects	社會範疇	Unit 單位	2022 2022年度
Employment Management*	僱傭管理*		
Total number of employees	員工總數	person 人	424
Total number of employees by gender	按性別劃分的員工總數		
Female	女性	person 人	129
Male	男性	person 人	295
Total number of employees by employment type	按僱傭類型劃分的員工總數		
Part-time/short-term employees	兼職／短期員工	person 人	0
Full-time employees	全職員工	person 人	424
Total number of employees by age	按年齡劃分的員工總數		
Under 30 years old	30歲以下	person 人	170
30–50 years old	30–50歲	person 人	253
Above 50 years old	50歲以上	person 人	1
Total number of employees by geographical region	按地區劃分的員工總數		

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告（續）

Social Aspects	社會範疇	Unit 單位	2022 2022年度
Shenzhen	深圳	person 人	164
Shanghai	上海	person 人	252
Wuxi	無錫	person 人	8
Employee Turnover Rate**	員工流失率**		
Total employee turnover rate	員工總流失率	%	32%
Employee Turnover Rate by Gender	按性別劃分的員工流失率		
Female	女性	%	32%
Male	男性	%	32%
Employee Turnover Rate by Age	按年齡劃分的員工流失率		
Under 30 years old	30歲以下	%	43%
30–50 years old	30–50歲	%	24%
Over 50 years old	50歲以上	%	200%
Employee turnover rate by geographical region	按地區劃分的員工流失率		
Shenzhen	深圳	%	12%
Shanghai	上海	%	43%
Wuxi	無錫	%	0%
Employee Training	員工培訓		
Employee Training Performance by Gender	按性別劃分的員工培訓表現		
Percentage of female trained	女性受訓百分比	%	45
Percentage of male trained	男性受訓百分比	%	55
Average training hours for female	女性平均培訓時數	hours 小時	22
Average training hours for male	男性平均培訓時數	hours 小時	22
Employee training performance by type of employment	按僱傭類別劃分的員工培訓表現		
Percentage of part-time/short-term trained	兼職／短期員工受訓百分比	%	0
Percentage of full-time entry-level employees trained	全職初級員工受訓百分比	%	71
Percentage of full-time middle management trained	全職中級管理層受訓百分比	%	29
Average training hours for part-time/short-term employees	兼職／短期員工平均培訓時數	hours 小時	0
Average training hours for full-time entry-level employees	全職初級員工平均培訓時數	hours 小時	40
Average training hours for full-time middle management	全職中級管理層平均培訓時數	hours 小時	19
* Number of employees:	Based on the number of employees as of 31 December 2022	* 員工人數：	以2022年12月31日的員工人數計算
** Employee turnover rate:	calculated as a percentage of the total number of employees who left in the Year to the sum of the total number of employees and the total number of employees who left	** 員工流失率：	以本年度流失員工總人數佔總員工人數和流失員工總人數之和的百分比計算

Appendix: Environmental, Social and Governance Report (continued) 附錄：環境、社會及管治報告(續)

APPENDIX II: HKEX ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE CONTENT INDEX

附錄二：香港聯合交易所 《環境、社會及管治報告指 引》索引

Content of Indices 指標內容	Relevant Section 相關章節
A. Environmental	
A. 環境	
A1:	
Emissions	6. Environmental Protection
General Disclosure	
Information on: (a) the policies; and (b) compliance with the 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 non-hazardous waste.	
排放物	6.環境保護
一般披露	
有關廢氣及溫室氣體排放、向水及土地的排污、有害及無 害廢棄物的產生等的：(a)政策；及(b)遵守對發行人有重大影 響的相關法律及規例的資料。	
A1.1	Appendix I: Data Summary of Sustainable Development 附錄一：可持續發展資料摘要
The types of emissions and respective emission information.	
排放物種類及相關排放資料。	
A1.2	6.2 Greenhouse Gas ; Appendix I: Data Summary of Sustainable Development
Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas total emissions and, where appropriate, intensity.	
直接(範圍一)及能源間接(範圍二)溫室氣體總排放量及(如 適用)密度。	6.2溫室氣體； 附錄一：可持續發展資料摘要
A1.3	The Group does not generate hazardous wastes
Total hazardous waste produced and intensity.	
所產生有害廢棄物總量及密度。	本集團未產生有害廢棄物
A1.4	6.4 Waste Management 6.4 廢棄物管理 Appendix I: Data Summary of Sustainable Development 附錄一：可持續發展資料摘要
Total non-hazardous waste produced and intensity. 所產生無害廢棄物總量及密度。	
A1.5	6.1 Energy Conservation and Emission Reduction 6.1 節能減排
Description of emissions target(s) set and steps taken to achieve them. 描述所訂立的排放目標及為達到這些目標所採取的步驟。	
A1.6	6.4 Waste Management 6.4 廢棄物管理
Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them. 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢 目標及為達到這些目標所採取的步驟。	

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告（續）

Content of Indices 指標內容			Relevant Section 相關章節
A2:			
Use of Resources	General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	6.1 Energy Conservation and Emission Reduction ; 6.3 Water Resources Management ; 6.4 Waste Management
資源使用	一般披露	有效使用資源(包括能源、水及其他原材料)的政策。	6.1 節能減排 ; 6.3 水資源管理 ; 6.4 廢棄物管理
	A2.1	Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及／或間接能源總耗量及密度。	6.1 Energy Conservation and Emission Reduction ; Appendix I: Data Summary of Sustainable Development 6.1 節能減排 ; 附錄一：可持續發展資料摘要
	A2.2	Water consumption in total and intensity. 總耗水量及密度。	6.3 Water Resources Management ; Appendix I: Data Summary of Sustainable Development 6.3 水資源管理 ; 附錄一：可持續發展資料摘要
	A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	6.1 Energy Conservation and Emission Reduction 6.1 節能減排
	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. 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	6.3 Water Resources Management 6.3 水資源管理
	A2.5	Total packaging material used for finished products and with reference to per unit produced. 製成品所用包裝材料的總量及每生產單位估量。	The business of the Group does not involve any packaging material. 本集團業務不涉及包裝材料。

Appendix: Environmental, Social and Governance Report (continued) 附錄：環境、社會及管治報告(續)

Content of Indices 指標內容	Relevant Section 相關章節
A3 : Environment and Nature Resources 環境及天然資源	
General Disclosure 一般披露	Policies on minimizing the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。 6. Environmental Protection 6.環境保護
A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。 6. Environmental Protection 6.環境保護
A4 : Climate Change 氣候變化	
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。 6.5 Climate Change 6.5氣候變化
A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能對發行人產生影響的重大氣候相關事宜及應對行動。 6.5 Climate Change 6.5氣候變化
B. Social B. 社會	
B1 : Employment 僱傭	
General Disclosure 一般披露	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. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。 4. Professional Team 4.專業團隊
B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。 4.1 Staff Recruitment : Appendix I: Data Summary of Sustainable Development 4.1員工招聘； 附錄一：可持續發展資料摘要
B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。 Appendix I: Data Summary of Sustainable Development 附錄一：可持續發展資料摘要

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告（續）

Content of Indices 指標內容			Relevant Section 相關章節
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 working environment and protecting employees from occupational hazards.	4.4 Occupational Health and Safety
健康與安全	一般披露	有關提供安全工作環境及保障僱員避免職業性危害的：(a) 政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	4.4 職安健
	B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. 於過去三年(包括匯報年度)每年因工亡故的人數及比率。	4.4 Occupational Health and Safety 4.4 職安健
	B2.2	Lost days due to work injury. 因工傷損失工作日數。	4.4 Occupational Health and Safety Appendix I: Data Summary of Sustainable Development 4.4 職安健 附錄一：可持續發展資料摘要
	B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	445 Occupational Health and Safety 4.4 職安健
B3 :			
Development and Training	General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	4.3 Training and Development
發展及培訓	一般披露	有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	4.3 培訓發展
	B3.1	The percentage of employees trained by gender and employee category. 按性別及僱員類別劃分的受訓僱員百分比。	Appendix I: Data Summary of Sustainable Development 附錄一：可持續發展資料摘要
	B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	Appendix I: Data Summary of Sustainable Development 附錄一：可持續發展資料摘要
B4 :			
Labor 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 labor.	4.1 Staff Recruitment
勞工準則	一般披露	有關防止童工或強制勞工的：(a) 政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	4.1 員工招聘
	B4.1	Description of measures to review employment practices to avoid child and forced labor. 描述檢討招聘慣例的措施以避免童工及強制勞工。	4.1 Staff Recruitment 4.1 員工招聘
	B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	4.1 Staff Recruitment 4.1 員工招聘

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告(續)

Content of Indices 指標內容	Relevant Section 相關章節
B5 : Supply Chain Management 供應鏈管理	
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。
B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。
B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。
B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。
B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。
B6 : Product Responsibility 產品責任	
General Disclosure 一般披露	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. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：(a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。
B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。
B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。
B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。
B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。
B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者數據保障及私隱政策，以及相關執行及監察方法。
	5.1 Supply Chain Management 5.1 供應鏈管理 5.1 Supply Chain Management 5.1 供應鏈管理 5.1 Supply Chain Management 5.1 供應鏈管理 5.1 Supply Chain Management 5.1 供應鏈管理 5.1 Supply Chain Management 5.1 供應鏈管理 5.3 Players' interests ; 5.4 Data Privacy ; 5.5 Advertising on the Internet 5.3 玩家權益 ; 5.4 數據隱私 ; 5.5 網絡宣傳 The Group is not involved in the sale or delivery of products 本集團不涉及產品出售或運送 5.3 Players' interests 5.3 玩家權益 5.2 Intellectual Property 5.2 知識產權 5.3 Players' interests 5.3 玩家權益 5.4 Data Privacy 5.4 數據隱私

Appendix: Environmental, Social and Governance Report (continued)

附錄：環境、社會及管治報告（續）

Content of Indices 指標內容			Relevant Section 相關章節
B7 :			
Anti-Corruption	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 bribery, extortion, fraud and money laundering.	5.6 Anti-corruption and the Promotion of Integrity
反貪污	一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的： (a)政策；及(b)遵守對發行人有重大影響的相關法律及規例的資料。	5.6 反腐倡廉
	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. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	5.6 Anti-corruption and the Promotion of Integrity 5.6 反腐倡廉
	B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	5.6 Anti-corruption and the Promotion of Integrity 5.6 反腐倡廉
	B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。	5.6 Anti-corruption and the Promotion of Integrity 5.6 反腐倡廉
B8 :			
Community Investment	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.	7. Community Construction
社區投資	一般披露	有關以社區參與來了解發行人營運所在社區需要和確保其業務活動會考慮社區利益的政策。	7.社區建設
	B8.1	Focus areas of contribution. 專注貢獻範疇。	7. Community Construction 7.社區建設
	B8.2	Resources contributed to the focus area. 在專注範疇所動用資源。	7. Community Construction 7.社區建設



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