



玄武雲科技控股有限公司

Xuan Wu Cloud Technology Holdings Limited

2022 年報

ANNUAL REPORT



(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：2392

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CORPORATE INFORMATION

公司資料

執行董事

陳永輝先生(董事會主席)
黃仿傑先生
李海榮先生
郭海球先生

非執行董事

徐欣先生

獨立非執行董事

杜劍青先生
吳瑞風女士
鄔金濤教授

審計委員會

吳瑞風女士(主席)
杜劍青先生
鄔金濤教授

薪酬委員會

鄔金濤教授(主席)
郭海球先生
吳瑞風女士

提名委員會

陳永輝先生(主席)
杜劍青先生
鄔金濤教授

關於香港法律的法律顧問

中倫律師事務所有限法律責任合夥
香港
中環
康樂廣場一號
怡和大廈四樓

EXECUTIVE DIRECTORS

Mr. CHEN Yonghui (Chairman)
Mr. Huang Fangjie
Mr. LI Hairong
Mr. GUO Haiqiu

NON-EXECUTIVE DIRECTOR

Mr. XU Xin

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. DU Jianqing
Ms. WU Ruifeng
Prof. WU Jintao

AUDIT COMMITTEE

Ms. WU Ruifeng (Chairman)
Mr. DU Jianqing
Prof. WU Jintao

REMUNERATION COMMITTEE

Prof. WU Jintao (Chairman)
Mr. GUO Haiqiu
Ms. WU Ruifeng

NOMINATION COMMITTEE

Mr. CHEN Yonghui (Chairman)
Mr. DU Jianqing
Prof. WU Jintao

LEGAL ADVISERS TO HONG KONG LAW

Zhong Lun Law Firm LLP
4/F, Jardine House
1 Connaught Place
Central
Hong Kong

聯席公司秘書

葛萍女士
陳禧汶女士(香港高等法院律師)

授權代表

陳永輝先生
陳禧汶女士

股份代號

2392

公司網站

cloud.wxchina.com

註冊辦事處

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

總部及中國主要營業地點

中國
廣東廣州
海珠區
海洲路38號
9樓904室

香港主要營業地點

香港
中環
康樂廣場一號
怡和大廈四樓

JOINT COMPANY SECRETARIES

Ms. GE Ping
Ms. CHAN Hei Man (*Solicitor of the High Court of Hong Kong*)

AUTHORISED REPRESENTATIVES

Mr. CHEN Yonghui
Ms. CHAN Hei Man

STOCK CODE

2392

COMPANY WEBSITE

cloud.wxchina.com

REGISTERED OFFICE

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

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

Room 904, 9/F,
38 Haizhou Road
Haizhu District
Guangzhou, Guangdong
PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

4/F, Jardine House
1 Connaught Place
Central
Hong Kong

股份過戶登記總處

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

香港證券登記處

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

核數師

羅兵咸永道會計師事務所
執業會計師
註冊公眾利益實體核數師
香港
中環
太子大廈22樓

合規顧問

浩德融資有限公司
香港
中環
永和街21號

主要往來銀行

招商銀行
中國
廣東廣州
天河區
體育西路101號
維多利亞廣場A塔首層

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor
22/F, Prince's Building
Central
Hong Kong

COMPLIANCE ADVISER

Altus Capital Limited
21 Wing Wo Street
Central
Hong Kong

PRINCIPAL BANKER

China Merchants Bank
1/F, Tower A, Victoria Plaza
No. 101 Tiyu West Road
Tianhe District
Guangzhou, Guangdong
PRC



陳永輝 CHEN Yonghui
主席 Chairman

尊敬的各位股東：

2022年，全球經濟在新冠肺炎疫情疊加下逐步放緩，整體互聯網行業面臨諸多挑戰。儘管外部環境嚴峻，我們持續秉承智慧CRM的發展戰略，堅持技術業務的雙輪驅動，積極應對市場紛繁複雜的變化，在技術及產品拓展、生態搭建、資本運作等方面都邁上了新的台階。報告期內，本公司整體經營持續保持穩健增長，營業收入較2021年同比增長5.2%，其中截至2022年12月31日止年度來自AI相關產品及服務的收入較去年增長73.8%，並持穩健的現金及現金等價物狀況，使得本公司整體業務在疫情狀況下保持健康有序的發展。

Dear Shareholders,

In 2022, the decelerated global economy, coupled with the impact of the COVID-19 pandemic, posed mounting challenges for the Internet industry. Despite of these external headwinds, we continued our intelligent CRM development strategy driven by both technology and business to cope with complex market changes. This brought us to a new level in terms of technology and product development, business ecosystem creation and capital operation. During the Reporting Period, we maintained steady growth in business operations and experienced an increase of 5.2% in total revenue as compared to the same period in 2021, of which we recorded an increase of 73.8% in our revenue generated from AI related products and services for the year ended 31 December 2022 as compared to the previous year, and maintained stable level of cash and cash equivalents, which enabled business growth in a healthy and orderly manner during the pandemic period.

報告期內，我們通過在研發和服務方面的持續投入，拓展自主研發能力，依托全觸點、全渠道、全生命周期的戰略體系來賦能客戶去實現數智化的轉型。在CRM PaaS服務方面，我們就全棧自研的3+1架構(基於cPaaS平台、AI及DI能力和aPaaS平台)持續加大創新研發，並實現平台版本的迭代升級和技術專利的突破，在雲通信、AI、DI等技術能力的加持下，我們進一步鞏固了產品在市場的領先地位。在CRM SaaS服務方面，我們的「三朵雲」服務(營銷雲、銷售雲和客服雲)依托平台技術底座，不斷實現服務組合和業務模式的優化，目前已覆蓋金融、公用事業實體和政府機構(「**政企**」)、快速消費品(「**快消**」)、科技、媒體、電信(「**TMT**」)等多個高增長行業，而營銷雲中的ICC產品模塊在金融行業優勢尤其突出，帶動CRM SaaS板塊業務不斷增長。同時，我們仍持續拓展產品和服務邊界，推出智慧冰櫃等人工智能物聯網(「**AIoT**」)產品來賦能快消企業提升終端銷量，為客戶創造價值，實現合作共贏。

During the Reporting Period, we continued to invest in research and development and services to expand our in-house research and development capabilities, and empowered the digital intelligence transformation of our clients based on the multi-touch, all-channel and entire business cycle strategic system. As for our CRM PaaS services, we further strengthened the innovation and development of our self-developed full-stack 3+1 structure, which are built on cPaaS platform, AI and DI capabilities and aPaaS platform, and achieved recurrent computing upgrades in platforms and breakthroughs in technology patents. Supported by the technical capabilities such as cloud communication, AI and DI capabilities, we further consolidated our leading position of our services in the market. Regarding our CRM SaaS services business, we optimised our three cloud services comprising Marketing Cloud, Sales Cloud and Service Cloud in terms of services portfolio and business models by utilising the platform's technology base. As of now, we have penetrated into several fast-growing industries, such as financial, public utility entities and government organisations ("Government-related"), Fast Moving Consumer Goods ("FMCG") and Technology, Media, Telecom ("TMT") industries, especially the best-performing ICC module under the Marketing Cloud in the financial industry, which drove the growth of our CRM SaaS services segment. Meanwhile, to expand our products and services portfolio, we launched Artificial Intelligence and Internet of Things ("AIoT") products such as the intelligent fridge to improve terminal sales of FMCG enterprises, thereby creating value for our clients and achieving "win-win" situation.

在生態合作方面，我們與華為雲、京東雲等雲廠商的合作取得了突破，實現了客戶、渠道、產品及服務聯運的多層次合作。我們縱向深挖行業細分需求，橫向拓展行業邊界，進而形成可複製、可拓展、可延伸的業務模型，致力服務更多企業客戶並增強客戶粘性，進一步推動公司業績的可持續增長。

有賴於各位股東的信任及公司員工的努力，我們在2022年成功在香港聯合交易所有限公司(「聯交所」)主板上市，這意味著本公司正式登陸全球化、國際化的資本市場舞台，增強了本公司資本實力和品牌知名度。此舉將幫助我們開拓國際合作，構建智慧CRM服務的良好生態，使我們能夠獲得更多資本投入，進而鞏固和加強我們的行業地位，彰顯長期投資價值。

感謝各位股東堅定的支持與信任，本人謹代表玄武雲集團向各位股東提呈本公司截至2022年12月31日止年度的業務發展及經營亮點，並概述本公司2023年的戰略及展望。

In terms of business ecosystem cooperation, we made breakthroughs in cooperation with cloud vendors, such as Huawei Cloud and JD Cloud, in achieving multi-level cooperation amongst clients, channels and products and services. We have made in-depth exploration on segment demands within an industry and expanded its boundary to form a replicable, scalable and expandable business model, and have been committed to serving more corporate clients and enhancing clients' loyalty to further drive the sustainable growth of our business.

With the trust from our Shareholders and the efforts of our staff, we have successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") in 2022, marking the official standing of our Company in the global and international capital market, which has strengthened our capital strength and brand awareness. This will assist us in carrying out international cooperation and developing a sound ecosystem for our intelligent CRM services, thereby enabling us to attract more capital investments and in turn, further consolidate and strengthen our position in the industry and demonstrate our long-term investment value.

Thanks to the unwavering support and confidence from our Shareholders. On behalf of the Group, I would like to present to Shareholders the business performance and operational highlights of our Company for the year ended 31 December 2022 as well as the summary of our Company's strategy and outlook for 2023.

業績回顧

伴隨著國產化浪潮和企業數智化的轉型，數字經濟無疑是未來增長的新動能和新機遇。根據中國國務院印發的《「十四五」數字經濟發展規劃》的政策，數字經濟核心產業增加值將在2025年佔國內生產總值比重達到10.0%。根據中國信通院的報告數據顯示，預計我國數字經濟規模在2025年將超過人民幣60.0萬億元。另一方面，國家持續加大對科技創新的支持力度，預計信息科技應用創新(「信創」)產業規模在2025年將突破人民幣2.0萬億元。信創不僅是我國信息技術產業持續升級的戰略手段，也是金融和政企行業數字化轉型的助推器。作為助力企業數智化轉型的智慧CRM SaaS服務提供商，同時又是智慧CRM服務賽道上的領跑者，我們積極響應國家政策及市場需求，並逐步夯實信創適配與認證的CRM產品質量。依托過硬的AI、DI、雲計算、互聯網、通信能力及物聯網等技術，幫助客戶實現全生命周期的降本增效，並因而使我們可迅速拓展在快消、金融、政企和TMT行業的市佔率。

PERFORMANCE REVIEW

With the wave of localisation and the digital intelligence transformation of enterprises, digital economy is undoubtedly a new driving force and new opportunity for future growth. According to the policy of the "14th Five-Year Plan for Digital Economy Development" issued by the State Council of the PRC, the value added of the core industries of digital economy will account for 10.0% of the GDP in 2025. According to the data reported by the China Academy of Information and Communications Technology, the scale of digital economy in the PRC is expected to exceed RMB60.0 trillion by 2025. On the other hand, the PRC government continues to enhance its support relating to scientific and technological innovation, with the scale of the information technology application innovation ("ITAI") industry expected to exceed RMB2.0 trillion in 2025. The ITAI industry is not only a strategic means for the continuous upgrade of information technology industry in the PRC, but also a booster for the digital transformation of the financial and Government-related industries. As an intelligent CRM SaaS services provider that facilitates the digital intelligence transformation of enterprises as well as a leader in the intelligent CRM services industry, we respond actively to national policies and market demands, and gradually consolidate the quality of CRM products that are adapted to and certified by the ITAI industry. Our excellent AI and DI, cloud computing, internet, communications capabilities, as well as IoT and other technologies, enable our clients to reduce cost and enhance efficiency throughout their entire business cycle, and thereby allowing us to rapidly expand our market shares in FMCG, financial, Government-related and TMT industries.

2022年，我們持續加碼智慧CRM服務賽道，重點聚焦智慧CRM SaaS服務板塊。經過多年行業的深耕，我們在各行業均積累了優質客戶群，並沉澱了深厚的實踐經驗及行業優勢。報告期內，我們的客戶覆蓋各個行業的百強企業⁽¹⁾，包括16家軟件百強企業、24家互聯網百強企業、36家受監管證券公司百強企業、44家銀行百強企業、14家白酒百強企業、22家日用品百強企業、32家飲料百強企業及34家食品百強企業。一站式智慧CRM服務有助於我們的客戶管理全生命周期的運作，並通過我們提供的綜合服務矩陣，提升客戶的人均貢獻值⁽²⁾，增強用戶粘性。截至2022年12月31日止年度，我們的總收入錄得人民幣1,043.4百萬元，較去年增長5.2%。以下概述我們按兩個板塊劃分的服務及業績表現。

業務回顧

CRM PaaS服務

我們的CRM PaaS服務基於cPaaS平台、AI及DI能力和aPaaS平台。我們的cPaaS平台包含各種可組合的功能模塊(例如語音及文本驗證模塊、通知文本及電話模塊、隱號模塊)，主要以易於部署的API及SDK形式賦予客戶綜合通信能力，從而使我們的客戶能夠以簡單、高效和靈活的方式觸達終端用戶。此外，我們亦整合了智慧CRM服務所需的AI及DI能力。

附註：

- (1)：百強企業指某一行業內各細分領域收入排名前100的企業。
- (2)：截至2022年12月31日止年度，客戶的人均貢獻值指於本年度內每名客戶產生的平均收益。

In 2022, we continued to increase our investments in the intelligent CRM services industry and focused on the intelligent CRM SaaS services segment. After years of cultivation in the industry, we have accumulated high-quality client base in various industries and obtained profound practical experience and industry expertise. During the Reporting Period, our client's coverage included various top 100 companies⁽¹⁾, which comprised of 16 of top 100 software companies, 24 of top 100 internet companies, 36 of top 100 regulated security companies, 44 of top 100 banking companies, 14 of top 100 Chinese liquor companies, 22 of top 100 commodity companies, 32 of top 100 beverage companies and 34 of top 100 food companies. Our one-stop intelligent CRM services, which helped our clients to manage their entire business cycle's operation through the offering of our comprehensive services matrix, contributed to an increase in our average price per client⁽²⁾ and enhancement of user stickiness. For the year ended 31 December 2022, we recorded a total revenue of RMB1,043.4 million, with a 5.2% growth as compared to the previous year. The following outline our services and performance by two segments.

BUSINESS REVIEW

CRM PaaS Services

Our CRM PaaS services are built on cPaaS platform, AI and DI capabilities and aPaaS platform. Our cPaaS platform encompasses various composable functional modules (e.g. voice and text verification code module, notification text and call module, hidden-number module) to empower our clients with consolidated communication capabilities mainly in the form of easily-deployed APIs and SDKs, thus enabling them to reach end users in an easy, efficient and flexible way. In addition, we also integrated the AI and DI capabilities required for our intelligent CRM services.

Notes:

- (1): Top 100 companies refer to top 100 enterprises in terms of revenue in various segments within an industry.
- (2): For the year ended 31 December 2022, the average price per client refers to average revenue generated per client for the year.

2022年，cPaaS平台完成雲原生架構升級轉型，基於混合雲模式重新優化了平台基礎設施，為客戶提供了更好的通信效率和質量。基於雲原生系列技術我們實現了更高效的研發流程，並且提升了基礎設施資源利用率和平台彈性效率，鞏固業務的連續性和穩定性，為支撐多觸點通信流量的快速增長奠定了堅實的技術基礎。

此外，我們自主研發的AI能力乃基於雲計算原生技術及專注於圖像識別，使得我們能夠為客戶提供快消行業一流的算法。2022年，我們夯實並完成了快消領域創新技術，包括3D深度估計及應用情景分析，進一步降低建模時間和人力成本。AI能力的高識別準確率使得我們在維持存量客戶的基礎上又開拓了新客，因此提升AIoT的商用能力和DI能力的持續創新。

於報告期內，我們也持續夯實我們的aPaaS平台和DI能力。在aPaaS平台方面，2022年實現了雲原生部署的技術突破，在我們的服務中實現混合雲部署，並獲得客戶認可。這不僅節省了雲服務成本、提升了數據查詢效率，而且快速響應客戶需求。此外，我們借助DI的大數據能力去幫助客戶擴店，例如避免在同一地理位置中出現重複門店和建立一個快消行業的標籤系統，這有效幫助我們深化快消行業理解，助力企業客戶實現完善智能決策。

In 2022, our cPaaS platform completed the upgrade and transformation of cloud native structure, and the infrastructure of which was re-optimised by the engagement of the hybrid cloud model, so as to provide our clients with more efficient and higher quality of communication capabilities. Based on the cloud native technologies, we achieved a more effective research and development process, and improved the utilisation rate of infrastructure resources and flexibility and efficiency of the platform, which reinforced business continuity and stability, and laid down a solid technical foundation to support the rapid growth of multi-touch communication traffic.

Besides, our self-developed AI capabilities are based on cloud native computing technology with focus on image recognition, enabling us to provide our clients with top tier algorithms in the FMCG industry. In 2022, we solidified and completed innovative technologies in FMCG field, including 3D depth estimation and application scenarios analysis, to further reduce modeling time and labor costs. The high recognition accuracy rate of AI capabilities enabled us to attract new clients as well as retain our existing clients, and attributed to enhancement in commercial capability of AIoT and continuous innovation of DI capabilities.

During the Reporting Period, we also continued to strengthen our aPaaS platform and DI capabilities. In terms of aPaaS platform, technological breakthroughs in cloud native deployment were achieved in 2022 enabling the deployment of hybrid cloud in our services, which also gained recognition from our clients. These breakthroughs not only saved cost of cloud services and improved efficiency of data inquiries, but also allowed quicker response to our clients' demands. In addition, we leveraged our DI capabilities to assist clients in store expansion such as avoiding the establishment of duplicated stores in the same location and establishing a system of tags for FMCG industry, which helped us to deepen our understanding of FMCG industry effectively and enabled enterprise clients to achieve better intelligent decision-making.

CRM SaaS 服務

我們的CRM SaaS服務由營銷雲、銷售雲及客服雲組成，其將傳統CRM功能與雲通信、經升級及封裝的通信能力以及AI及DI能力整合，為客戶提供從前端營銷到售後服務的全業務周期的一站式智慧CRM服務。我們的CRM PaaS平台為CRM SaaS服務提供基礎通信、AI及DI能力，以此全方位提升營銷雲、銷售雲及客服雲的功能。

首先，在營銷雲方面，截至2022年12月31日止年度，產品所貢獻的收入達人民幣390.7百萬元，佔CRM SaaS服務所產生收入的82.4%。其中，截至2022年12月31日止年度，ICC相關服務的收入較去年增加298.1%。這主要由於我們於過去幾年所作努力的綜合影響：(i)構建產品矩陣；(ii)可視化交互需求的滿足；(iii)國產化適配戰略的實行；及(iv)雲廠商聯運的策略密不可分。ICC模型矩陣靈活多樣，使得項目規模可控程度更高，可以更好滿足不同階段客戶的需求；在此基礎上，提升服務場景可視化交互應用建設，從而更好服務於智能客戶諮詢和智能營銷場景；此外，我們也積極推進了與主流信創產品的適配與認證，與華為雲、京東雲等雲廠商達成聯運合作，以此響應國家戰略和推動行業外延。

CRM SaaS Services

Our CRM SaaS services comprise Marketing Cloud, Sales Cloud and Service Cloud, which integrate the traditional CRM functions with cloud communication, upgraded and encapsulated communication capabilities as well as AI and DI capabilities to offer our clients one-stop intelligent CRM services throughout their entire business cycle, from initial marketing to after-sales services. Our CRM PaaS services provide underlying communication, AI and DI capabilities for CRM SaaS services, facilitating and enhancing the functions of Marketing Cloud, Sales Cloud, and Service Cloud.

First, in terms of Marketing Cloud, it contributed RMB390.7 million to the revenue for the year ended 31 December 2022, accounting for 82.4% of our revenue generated from CRM SaaS services. Among them, revenue generated from ICC related services for the year ended 31 December 2022 increased by 298.1% as compared to previous year, mainly due to the combined effects of the following efforts we made over the past years: (i) the creation of product matrix; (ii) fulfilment of visualised interaction demands; (iii) implementation of local adaptation strategy; and (iv) the joint operating strategy with cloud vendors. The ICC modules matrix is flexible and diverse, which allows greater control in terms of size of projects and better fulfilment of clients' demands at various stages. Based on which, we enhanced the visualised interaction application scenarios of the service to improve its performance in smart customer consultation and sales marketing scenarios. Besides, we also actively sought the adaptation to and certification of mainstream ITAI products and reached cooperation with cloud vendors such as Huawei Cloud and JD Cloud, which were also our efforts to respond to the national strategies and drive the expansion of the industry.

在銷售雲方面，我們繼續秉承廠商共耕、通路精耕、終端門店和終端用戶的營銷和數字化管理一體化(「BC一體化」)三大業務模式，滿足客戶日益增長的需求。我們依托領先的自研AI和aPaaS能力，通過十餘年的快消行業經驗沉澱，快速響應客戶需求變化，並持續提升客戶運營、助力客戶降本增效，賦能客戶實現業務增長。因此，2022年我們在銷售雲方面的核心客戶留存率⁽³⁾⁽⁴⁾達到91.7%。截至2022年12月31日止年度，銷售雲服務所貢獻的收入達人民幣60.6百萬元，佔自CRM SaaS服務產生的收入比例達12.8%。在AIoT產品和服務方面，我們逐步推出智能盒子、智慧冰櫃等主打產品，憑借全渠道數據的整合力，助力客戶實時監控終端冰櫃的陳列和動銷情況，加深鏈接終端消費者，最終提升終端銷量。此外，我們完成了研發風幕櫃，其可用於實時識別產品陳列和銷量的情況，以便客戶的業務人員根據終端情況及時進行產品補貨或陳列的調整。

For Sales Cloud, we consistently adhered to the three business models such as co-cultivation among manufacturers, channel cultivation as well as the integration of the marketing and digital management of terminal stores and end users (“BC Integration”) with the aim of satisfying the growing demand of consumers. Leveraging on our advanced self-developed AI and aPaaS capabilities, and with more than ten years of experience in the FMCG industry, we can quickly respond to changes in clients’ demands and constantly enhance our clients’ operations, allowing our clients to reduce costs and improve efficiency, and empowering our clients to achieve business growth. As a result, we achieved a core clients’ retention rate⁽³⁾⁽⁴⁾ of 91.7% in respect of our Sales Cloud in 2022. For the year ended 31 December 2022, revenue contributed by Sales Cloud services amounted to RMB60.6 million, representing 12.8% of our revenue generated from CRM SaaS services. In terms of AIoT products and services, we gradually launched smart box, intelligent fridge and other major products. With the integration of all-channel data capabilities, we enabled our clients to carry out real-time monitoring of terminal fridge display and sales, deepened links to end customers, and ultimately improved the sales volume of terminals. Furthermore, we have developed the air curtain cabinet which can be used to identify display and sales volume position of products in real time, thus allowing our clients’ staffs to make timely product replenishment or display adjustment according to the terminal situation.

附註：

- (3) 截至2022年12月31日止年度，核心客戶指年內收益貢獻為人民幣300,000元或以上的客戶。
- (4) 截至2022年12月31日止年度，核心客戶的留存率指於上一年度內的核心客戶於本年度仍然為我們核心客戶的百分比。

Notes:

- (3): For the year ended 31 December 2022, core clients are defined as clients contributing RMB300,000 or above of revenue for the year.
- (4): For the year ended 31 December 2022, core clients’ retention rate refers to the percentage of core clients for the immediately preceding year which remained to be our core clients for the current year.

在客服雲方面，我們為金融行業客戶提供的雲呼叫中心服務實現突破，挖掘出了可複製的業務解決方案，其中，我們的AI機器人服務在金融、TMT和政企等多個行業進一步提升了客戶的商用能力。我們的客服雲服務堅持走智能化的道路，陸續推出了呼叫中心、智能質檢、AI機器人等智能產品矩陣，提升客服服務效率及整體服務質量，從而助力於為客戶提升其客服服務效率及智能通信。

業務展望

2023年，隨著國內防疫政策的放寬和經濟的復蘇，同時在數字經濟和發展國產適配化軟件的行業政策支持下，我們會堅定不移地在智慧CRM服務的賽道上夯實研發實力、增強產品競爭力，同時我們亦一直積極加大對研發的投入和人才培養，持續為客戶提供優質服務，同時過程中不斷深化與客戶的生態合作。展望未來，我們將持續專注業界頭部客戶，並繼續開拓更多行業，憑借樹立業界頭部客戶的標杆案例，進一步將我們的行業經驗積累複製至中腰部企業，實現業務模式的可複製、可擴展、可延伸，進而達到未來業績快速可持續增長。

For Service Cloud, we achieved a breakthrough in our Cloud Call Centre service for our clients in the financial industry with the discovery of replicable business solutions. In this regard, our AI robot service has further enhanced business capabilities for our clients in various industries such as the financial, TMT and Government-related industries. We adhere to provide intelligence-based Service Cloud services, by rolling out a matrix of intelligent services continuously such as Call Centre, Intelligent Quality Inspection and AI robot to enhance the efficiency and overall service quality of customer service so as to enable our clients to improve the efficacy of their customer service and intelligent communication.

BUSINESS PROSPECT

In 2023, with the relaxation of domestic epidemic prevention and control policies, the recovery of economy, together with the support of industrial policies relating to digital economy and the development of domestically adaptive software, we will unswervingly consolidate research and development strengths and enhance competitiveness of our intelligent CRM services. We have also been actively increasing our investment in research and development and talent training in order to continuously provide our clients with high-quality services, while constantly deepening the ecological cooperation with our clients. Looking forward, we will continue to focus on the industry leading clients and expand into more industries. By setting benchmark cases with our industry leading clients, we will further replicate our industry experience to the small-and-medium enterprises, with an aim to achieve a replicable, scalable and extendable business model that can help us to realise a rapid and sustainable growth for our future performance.

首先，我們將繼續保持研發投入。在AI能力領域，我們持續深化圖像識別分析和深度估計模型的迭代，加強圖像和視頻識別算法的應用，進一步賦能智慧拓店場景，為我們的智慧CRM服務提供更多應用場景。目前，我們的AI實驗室在大數據、多模態感知等底層技術方面都有所儲備，已形成了一定的競爭優勢。未來，我們將結合行業內領先的生成式預訓練變換模型（「GPT」）技術，通過AI預訓練模型，結合智慧CRM服務作更進一步的應用場景創新，以數智化解決方案為客戶實現降本增效和業績增長。

此外，在cPaaS服務領域，我們致力打造全觸點通信能力技術底座，提供多媒體觸達、智能交互能力，助力客戶數字化連接終端用戶。這一系列的技術創新和架構重構，將大大提升我們產品的技術優勢。

其次，我們將提升營銷雲、銷售雲、客服雲的綜合競爭力。在營銷雲方面，我們將融合ICC模塊與呼叫中心，推行軟件服務、通信資源及營銷服務的多元化整合。我們將持續聚焦金融行業，增強本集團在銀行業全觸點解決方案的競爭力及增加流量變現的渠道，進而實現服務創新化、標準化及行業化。

Firstly, we will continue to invest in research and development. In the field of AI capabilities, we will continue to deepen the image recognition analysis and iteration of depth estimation models, strengthen the application of image and video recognition algorithms, further enhance smart store expansion scenarios, and provide more application scenarios for our intelligent CRM services. At present, our AI laboratory has certain competitive strengths backed by underlying technologies such as big data and multimodal detection. In the future, by leveraging the leading Generative Pre-trained Transformer (“GPT”) technology in the industry, we will further innovate in the application scenarios through the integration of AI pre-trained model and intelligent CRM services so as to achieve cost reduction, efficiency enhancement and performance growth for our clients with digitalised intelligent solutions.

In addition, in the field of cPaaS services, we are committed to building a multi-touch communication technology foundation with multimedia reachable and intelligent interaction capabilities to help clients to connect their end users digitally. Such technical innovation and structure reorganisation will greatly enhance the technical advantages of our services.

Secondly, we will improve the overall competitiveness of Marketing Cloud, Sales Cloud and Service Cloud. In terms of Marketing Cloud, we will integrate ICC module and Call Centre to promote diversified integration of software services, communication resources and marketing services. We will continue to focus on the financial industry, enhance the competitiveness of our Group’s multi-touch solutions in the banking industry, and increase channels for traffic monetisation, so as to achieve service innovation, standardisation and industrialisation.

在銷售雲方面，我們將繼續鞏固原有的快消品陣地，優化服務組合，並逐步推廣至耐消品行業。我們的主打服務智慧100將持續提升其功能覆蓋，與AI、DI能力優勢及其他創新技術相結合，開發BC一體化的更多創新應用場景，進一步提煉服務標準化以滿足客戶提高業務效能的需求，提高智慧和技術底座以提高市場份額。在AIoT產品及服務方面，我們將助力客戶優化經營策略，提升AIoT產品及服務的市場佔有率，提高銷售雲的市場份額，進而持續開發更多快消行業標杆客戶，並在2023年同步上市更多新品及服務。我們相信AIoT產品及服務將重構人、貨、場的商業形態，全方位助力客戶實現智慧零售門店的數字化營銷。

在客服雲方面，我們將進一步提升自助服務能力、體驗優化、主流信創產品適配等能力，提升客戶的營銷轉化率和客服服務效率。另一方面，我們將通過雲原生架構的學習和使用，把現有服務改造為支持雲原生技術的系統。我們的智能客戶服務將運用我們的AI能力，簡化複雜應用場景的搭建，提升客戶與其用戶之間多輪對話應用場景的效率。

In terms of Sales Cloud, we will continue to consolidate our existing shares in the FMCG market and optimise the service portfolio to gradually expand into the consumer durables industry. For our flagship service Smart Sales 100, we will continue to improve its functional coverage. Leveraging our advantages in AI and DI capabilities and other innovative technologies, we will develop more innovative application scenarios for the BC Integration, further refine service standardisation to meet the needs of clients in business efficiency enhancement, and boost our market share with enhanced intelligence and technological foundation. In terms of AIoT products and services, we will assist clients to optimise their business strategies and increase the market presence of our AIoT products and services, as a mean to improve our market share of Sales Cloud, and thereby continue to develop more industry leading clients in the FMCG industry, while simultaneously launching more new products and services in 2023. We believe that our AIoT products and services will reconstruct the business framework between the people, the goods and the markets and help our clients to carry out digital marketing with smart retail stores in an all-round way.

In terms of Service Cloud, we will further promote the self-service capabilities, experience optimisation, mainstream ITAI product adaptation to improve the marketing conversion rate and customer service efficiency of our clients. On the other hand, we will transform our existing services into systems that support cloud native technology through learning and application of cloud native structure. Our intelligent customer services will utilise our AI capabilities to simplify the formulation of complex application scenarios, and improve the efficiency of multiple rounds of dialogue application scenarios between our clients and their users.

2023年，我們通過成立行業研究院，形成一套行業智庫研究的規範化體系，以及組建一支優秀的行業研究人才團隊。我們將儲備和培養專家級人才，打造不同細分行業智庫，構建以培訓為導向的微諮詢服務體系。行業研究院將助力我們加速實現產品及業務標準化，提升行業影響力，引領我們進一步拓展商業藍圖。

與此同時，我們將繼續擁抱雲廠商生態體系的機遇，構建本集團新生態能力。2022年，我們已成立生態合作部，深化和華為雲等雲廠商的合作，並將在新的年份逐步加大與其他雲廠商和渠道的生態合作。展望未來，我們將仍聚焦華為雲，一方面做大業務規模，另一方面，通過利用業務模式驅動軟件聯運，將成熟的業務運作模式延伸到其他核心業務。

我們相信，企業數字化、智能化的長期趨勢不會改變，在AI、DI等技術能力的加持下，我們的服務與客戶的粘性將會越來越強。對外，我們致力於拓展我們的市場佈局，在國際市場上與客戶、渠道合作方借船出海；同時，我們將積極擁抱雲廠商，持續深化生態合作。對內，我們將持續(i)依賴研發團隊和行業研究院，推動創新研發和把握行業前沿動態；(ii)做深做實行業全價值鏈經營，打造明星產品；(iii)堅持為客戶提供高質量的產品及服務；及(iv)致力於為客戶創造價值。

In 2023, through the established industry research institute, we developed a set of standardised systems for research by industry think-tanks and assembled a team of high-calibre industry research talents. We will retain and cultivate talented experts, create think tanks for different industry segments and build a training-oriented micro-consultation service system. The industry research institute will help us to accelerate the standardisation of our products and services and enhance our influence in the industry, leading us to further explore our business blueprint.

At the same time, we will continue to embrace the opportunity with our cloud vendor ecosystem and develop new eco-capabilities for our Group. In 2022, we had set up an ecological cooperation department to strengthen cooperation with Huawei Cloud and other cloud vendors, and we will develop ecological cooperation with other cloud vendors and channels in the year ahead. Looking forward, we will remain focused on Huawei Cloud in order to expand our business scale on the one hand, and on the other hand, apply the well-established business operation model to other core businesses with the utilisation of business model driven software.

We believe the long-term trend of digitalisation and intelligence in enterprise will remain unchanged. With the support from AI and DI capabilities and other technologies, the bonding between our services and clients will be strengthened. Externally, we are committed to expanding our market layout, taking clients and channel partners as part of our efforts to go global. At the same time, we will actively join hands with cloud vendors to further deepen ecological cooperation. Internally, we will continue to (i) promote innovative research and development and gain insight into the latest industry dynamics by leveraging our research and development team and the industry research institute; (ii) intensify and solidify our business operations throughout the industry-wide value chain to develop star products; (iii) insist on providing high quality products and services to our clients; and (iv) strive to create value for our clients.

致謝

在此本人謹代表董事會，誠摯感謝所有客戶、股東以及所有投資者在過去一年給予我們的信任與支持。同時，也真誠感謝公司管理團隊和每位同事過去一年的付出和努力，使得我們在智慧CRM先行者的道路上更進一步。路雖遠，行則將至；事雖難，做則必成。新的一年，我們將堅持客戶第一、奮鬥不息，持續推動本公司高質量發展，堅守長期主義，為客戶和股東創造價值。

陳永輝
主席

香港，二零二三年三月二十八日

ACKNOWLEDGEMENTS

On behalf of the Board, I would like to convey my sincere gratitude to all our clients, shareholders and investors for their trust and support over the past year. Also, I would like to express my appreciation to our management team and colleagues for their dedication and hard work over the past year, making us a step further on the road to becoming a leading intelligent CRM services provider. The goals are distant but can be attained; the tasks are challenging but can be accomplished. In the coming year, we will continue to promote the high-quality development of our Company by upholding the "client first, forge ahead" philosophy, and to adhere to the long-term development policy to create value for our clients and shareholders.

CHEN Yonghui
Chairman

Hong Kong, 28 March 2023

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

收益

本集團自CRM PaaS服務及CRM SaaS服務兩個經營分部產生收益。CRM PaaS服務於截至2021及2022年12月31日止的兩個年度為稍大的分部。於截至2022年12月31日止年度，CRM PaaS服務佔本集團收益的54.6%（截至2021年12月31日止年度：55.9%），而CRM SaaS服務佔本集團收益的45.4%（截至2021年12月31日止年度：44.1%）。

下表載列於所示年度本集團分部收益的絕對金額及收益佔比。截至2022年12月31日止年度，總收益由截至2021年12月31日止年度的人民幣991.9百萬元適度增加5.2%至人民幣1,043.4百萬元。此增加主要受本集團CRM SaaS服務的增長所帶動。

REVENUE

The Group generated revenue from two operating segments: CRM PaaS services and CRM SaaS services. CRM PaaS services was the slightly larger segment for the two years ended 31 December 2021 and 2022. For the year ended 31 December 2022, CRM PaaS services accounted for 54.6% of the Group's revenue (year ended 31 December 2021: 55.9%) while CRM SaaS services accounted for 45.4% of the Group's revenue (year ended 31 December 2021: 44.1%).

The following table sets forth the Group's segment revenue both in absolute amount and as a percentage of its revenue for the years presented. For the year ended 31 December 2022, total revenue had a moderate increase of 5.2% to RMB1,043.4 million from RMB991.9 million for the year ended 31 December 2021. This increase was mainly driven by the growth in the Group's CRM SaaS services.

		截至12月31日止年度 Year ended 31 December			
		2022年 2022		2021年 2021	
		人民幣千元 RMB'000	%	人民幣千元 RMB'000	%
CRM PaaS服務	CRM PaaS services	569,177	54.6	554,643	55.9
CRM SaaS服務	CRM SaaS services	474,201	45.4	437,298	44.1
		1,043,378	100.0	991,941	100.0

CRM PaaS 服務

本集團CRM PaaS服務所得收益相對穩定，截至2022年12月31日止年度為人民幣569.2百萬元(截至2021年12月31日止年度：人民幣554.6百萬元)，佔本集團截至2022年12月31日止年度總收益的54.6%(截至2021年12月31日止年度：55.9%)。

CRM PaaS services

The Group's revenue from CRM PaaS services was relatively stable at RMB569.2 million for the year ended 31 December 2022 (year ended 31 December 2021: RMB554.6 million) accounting for 54.6% of the total revenue of the Group for the year ended 31 December 2022 (year ended 31 December 2021: 55.9%).

CRM SaaS 服務

下表載列於所示年度按解決方案劃分的CRM SaaS服務收益明細。

CRM SaaS services

The following table sets forth the breakdown of revenue from CRM SaaS services by solutions for the years presented.

		截至12月31日止年度	
		Year ended 31 December	
		2022年	2021年
		2022	2021
		人民幣千元	人民幣千元
		RMB'000	RMB'000
營銷雲	Marketing Cloud	390,740	347,618
銷售雲	Sales Cloud	60,584	66,163
客服雲	Service Cloud	22,877	23,517
		474,201	437,298

本集團CRM SaaS服務所得收益增加8.4%至截至2022年12月31日止年度的人民幣474.2百萬元(截至2021年12月31日止年度：人民幣437.3百萬元)，佔本集團截至2022年12月31日止年度總收益的45.4%(截至2021年12月31日止年度：44.1%)，主要由於(i)客戶對其CRM SaaS服務的需求不斷上升；(ii)其解決方案的功能提升；(iii)CRM SaaS服務的核心客戶⁽⁵⁾數目增加；(iv)CRM SaaS服務來自核心客戶的人均貢獻值⁽⁶⁾增加；及(v)受到ICC模組銷量上升的主要帶動，營銷雲所得收益增加，惟被雲通信及物聯網模塊銷量減少部分抵銷所致。

銷售成本

本集團的銷售成本由截至2021年12月31日止年度的人民幣759.5百萬元增加7.7%至截至2022年12月31日止年度的人民幣817.7百萬元。有關增幅與CRM PaaS服務及CRM SaaS服務於截至2022年12月31日止年度進行業務擴張的幅度一致。

CRM PaaS服務：CRM PaaS服務的銷售成本由截至2021年12月31日止年度的人民幣494.1百萬元增加6.1%至截至2022年12月31日止年度的人民幣524.3百萬元，主要由於CRM PaaS服務相關電信資源的成本增加，其增幅與CRM PaaS服務所增加的收益大致相符。

附註：

- (5) 截至2021年及2022年12月31日止兩個年度，核心客戶指於有關年度內收益貢獻為人民幣300,000元或以上的客戶。
- (6) 截至2021年及2022年12月31日止兩個年度，核心客戶的人均貢獻值指於有關年度內每名核心客戶產生的平均收益。

The Group's revenue from CRM SaaS services increased by 8.4% to RMB474.2 million for the year ended 31 December 2022 (year ended 31 December 2021: RMB437.3 million), accounting for 45.4% of the total revenue of the Group for the year ended 31 December 2022 (year ended 31 December 2021: 44.1%), primarily due to (i) clients' rising demand for its CRM SaaS services; (ii) enhanced features in its solutions; (iii) increase in number of its core clients⁽⁵⁾ from CRM SaaS services; (iv) increase in average price per core client⁽⁶⁾ from CRM SaaS services; and (v) increase in revenue from Marketing Cloud which was primarily due to the increase in sales volume of its ICC module while partially offset by the decrease in sales volume of its cloud communication and IoT modules.

COST OF SALES

The Group's cost of sales increased by 7.7% to RMB817.7 million for the year ended 31 December 2022 from RMB759.5 million for the year ended 31 December 2021. The increase was in line with its business expansion in both CRM PaaS services and CRM SaaS services for the year ended 31 December 2022.

CRM PaaS services: The cost of sales from CRM PaaS services increased by 6.1% to RMB524.3 million for the year ended 31 December 2022 from RMB494.1 million for the year ended 31 December 2021, primarily due to the increase in costs of telecommunication resources in relation to CRM PaaS services which was generally in line with the increase in revenue generated from CRM PaaS services.

Notes:

- (5) For the two years ended 31 December 2021 and 2022, core clients are defined as clients contributing RMB300,000 or above of revenue for the relevant year.
- (6) For the two years ended 31 December 2021 and 2022, the average price per core client refers to the average revenue generated per core client for the relevant year.

CRM SaaS服務：CRM SaaS服務的銷售成本由截至2021年12月31日止年度的人民幣265.5百萬元增加10.5%至截至2022年12月31日止年度的人民幣293.4百萬元，主要由於(i) CRM SaaS服務相關電信資源的成本增加，其增幅與本集團於年內進行CRM SaaS服務的業務擴張大致相符；及(ii)僱員福利開支隨著本集團於年內的收益及僱員人數增長而增加。

毛利及毛利率

基於上述因素，本集團的整體毛利由截至2021年12月31日止年度的人民幣232.4百萬元減少2.9%至截至2022年12月31日止年度的人民幣225.6百萬元，而整體毛利率亦由23.4%降低至21.6%。

CRM PaaS服務：CRM PaaS服務的毛利率由截至2021年12月31日止年度的10.9%減少至截至2022年12月31日止年度的7.9%。2022年第四季度就COVID-19疫情所實施的嚴格封鎖及限制暫時阻礙了本集團策略性優化CRM PaaS服務客戶群的計劃，並導致為更多較低毛利率的客戶提供服務。

CRM SaaS服務：CRM SaaS服務的毛利率維持相對穩定，於截至2022年12月31日止年度為38.1%，而截至2021年12月31日止年度為39.3%。

CRM SaaS services: The cost of sales from CRM SaaS services increased by 10.5% to RMB293.4 million for the year ended 31 December 2022 from RMB265.5 million for the year ended 31 December 2021, primarily due to (i) the increase in costs of telecommunication resources in relation to CRM SaaS services, which was generally in line with the Group's business expansion in CRM SaaS services during the year and (ii) increase in employee benefit expenses in line with the Group's revenue growth and number of employees during the year.

GROSS PROFIT AND GROSS PROFIT MARGIN

As a result of the foregoing, the Group's overall gross profit decreased by 2.9% to RMB225.6 million for the year ended 31 December 2022 from RMB232.4 million for the year ended 31 December 2021, while its overall gross profit margin decreased from 23.4% to 21.6%, respectively.

CRM PaaS services: The gross profit margin in CRM PaaS services decreased to 7.9% for the year ended 31 December 2022 from 10.9% for the year ended 31 December 2021. The strict lockdowns and restrictions implemented in relation to COVID-19 pandemic during the fourth quarter of 2022 have temporarily impeded the Group's strategic plannings in optimising CRM PaaS services client portfolio, which led to serving more clients with lower gross profit margin.

CRM SaaS services: The gross profit margin in CRM SaaS services was relatively stable at 38.1% for the year ended 31 December 2022 and 39.3% for the year ended 31 December 2021.

銷售及分銷開支

本集團的銷售及分銷開支由截至2021年12月31日止年度的人民幣91.0百萬元增加22.3%至截至2022年12月31日止年度的人民幣111.3百萬元，主要由於本集團進行業務擴張(本集團從中錄得5.2%的收益及銷售及營銷職能僱員人數增長)，使僱員福利開支以及營銷及推廣開支有所增加。

行政開支

本集團的行政開支由截至2021年12月31日止年度的人民幣68.5百萬元增加11.5%至截至2022年12月31日止年度的人民幣76.4百萬元，主要由於產生上市開支人民幣23.0百萬元。

研發開支

本集團的研發開支由截至2021年12月31日止年度的人民幣66.1百萬元增加25.1%至截至2022年12月31日止年度的人民幣82.7百萬元，主要由於(i)本集團持續投資研發以擴大其CRM SaaS服務；及(ii)僱員福利開支增加所致，而有關增加與研發職能僱員人數增加的幅度大致相符。

金融資產減值虧損淨額

本集團的金融資產減值虧損淨額由截至2021年12月31日止年度的人民幣5.4百萬元增加35.2%至截至2022年12月31日止年度的人民幣7.3百萬元，主要由於(i)貿易應收款項增加，幅度與業務拓展基本相符；及(ii)由於2022年COVID-19疫情影響收款進度，賬齡介乎一至兩年的貿易應收款項增加所致。

SELLING AND DISTRIBUTION EXPENSES

The Group's selling and distribution expenses increased by 22.3% to RMB111.3 million for the year ended 31 December 2022 from RMB91.0 million for the year ended 31 December 2021, primarily due to increase in employee benefit expenses and marketing and promotion expenses mainly resulting from the expansion of its business where the Group recorded 5.2% increase in revenue and increase in number of employees in sales and marketing function.

ADMINISTRATIVE EXPENSES

The Group's administrative expenses increased by 11.5% to RMB76.4 million for the year ended 31 December 2022 from RMB68.5 million for the year ended 31 December 2021, primarily due to incurrence of listing expenses in the amount of RMB23.0 million.

RESEARCH AND DEVELOPMENT EXPENSES

The Group's research and development expenses increased by 25.1% to RMB82.7 million for the year ended 31 December 2022 from RMB66.1 million for the year ended 31 December 2021, primarily due to (i) the Group's continuous investment in research and development so as to expand its CRM SaaS services; and (ii) the increase in employee benefit expenses which was generally in line with the increase in the number of employees in research and development function.

NET IMPAIRMENT LOSSES ON FINANCIAL ASSETS

The Group's net impairment losses on financial assets increased by 35.2% to RMB7.3 million for the year ended 31 December 2022 from RMB5.4 million for the year ended 31 December 2021, primarily attributable to (i) the increase in its trade receivables which was generally in line with its business expansion; and (ii) the increase in trade receivables aged between one and two years due to the disruption to the collection process brought by COVID-19 pandemic in 2022.

其他收入

本集團的其他收入由截至2021年12月31日止年度的人民幣12.6百萬元增加10.3%至截至2022年12月31日止年度的人民幣13.9百萬元，主要由於政府補貼增加，幅度與其業務擴展相符。

融資成本 — 淨額

本集團的融資成本 — 淨額包括融資收入、租賃負債的利息開支及借款的利息開支。截至2022年及2021年12月31日止兩個年度，本集團的融資成本 — 淨額分別為人民幣3.0百萬元及人民幣1.8百萬元。

所得稅抵免

截至2022年及2021年12月31日止兩個年度，本集團的所得稅抵免分別為人民幣1.3百萬元及人民幣2.9百萬元。

年內(虧損)/利潤

基於前述因素，本集團於截至2022年12月31日止年度錄得純損人民幣35.0百萬元，而截至2021年12月31日止年度則為純利人民幣15.4百萬元，此乃主要由於(i)本集團CRM SaaS服務的研發開支持續增加；及(ii)2022年第四季度就COVID-19疫情所實施的嚴格封鎖及限制，對(a)本集團(總部位於中國廣州市海珠區)營運，尤其是本集團部分交付活動及安排；及(b)本集團客戶營運造成不利影響。

OTHER INCOME

The Group's other income increased by 10.3% to RMB13.9 million for the year ended 31 December 2022 from RMB12.6 million for the year ended 31 December 2021, primarily due to increase in government grants, which was in line with its business expansion.

FINANCE COSTS — NET

The Group's finance costs — net comprise finance income, interest expenses of lease liabilities and interest expenses of borrowings. The Group's finance costs — net amounted to RMB3.0 million and RMB1.8 million for the two years ended 31 December 2022 and 2021, respectively.

INCOME TAX CREDIT

The Group had income tax credit of RMB1.3 million and RMB2.9 million for the two years ended 31 December 2022 and 2021, respectively.

(LOSS)/PROFIT FOR THE YEAR

As a result of the foregoing, the Group had a net loss of RMB35.0 million for the year ended 31 December 2022, compared with a net profit of RMB15.4 million for the year ended 31 December 2021, which was primarily attributable to the (i) continuous increase in the Group's research and development expenses in its CRM SaaS services; and (ii) implementation of strict lockdowns and restrictions in relation to COVID-19 pandemic during the fourth quarter of 2022, which adversely affected (a) the operation of the Group (where headquarter is situated in Haizhu District, Guangzhou, PRC), in particular, part of the implementation activities and corresponding schedules of the Group; and (b) the operations of the Group's clients.

非香港財務報告準則計量：經調整純(損)／利

本集團為補充其根據香港財務報告準則呈列的綜合財務資料，亦採用並非香港財務報告準則規定或根據香港財務報告準則呈列的經調整純(損)／利(定義見下文)作為額外財務計量。本集團相信，此項非香港財務報告準則計量之呈列有利於比較經營表現，並認為此項計量能為投資者提供有用資料，使彼等與本集團管理層採用同樣方式了解及評估本集團的綜合經營業績。然而，非香港財務報告準則計量用作分析工具存在局限性，閣下不應視其為獨立於或可代替本集團根據香港財務報告準則所呈報經營業績或財務狀況的分析。此外，非香港財務報告準則財務計量可能與其他公司使用的類似術語定義不同。本集團將「經調整純(損)／利」(非香港財務報告準則計量)定義為年內利潤或虧損加回上市開支，這指本集團就全球發售產生的開支。

下表載列截至2022年及2021年12月31日止兩個年度本集團非香港財務報告準則財務計量與根據香港財務報告準則編製的最相近計量的對賬：

NON-HKFRS MEASURE: ADJUSTED NET (LOSS)/PROFIT

To supplement the Group's consolidated financial information which are presented in accordance with HKFRS, the Group also uses adjusted net (loss)/profit (defined below) as an additional financial measure, which is not required by, or presented in accordance with HKFRS. The Group believes that the presentation of this non-HKFRS measure facilitates comparisons of operating performance. The Group also believes that this measure provides useful information to investors in understanding and evaluating the Group's consolidated results of operations in the same manner as they do for the Group's management. However, the use of non-HKFRS measure has limitations as an analytical tool, and you should not consider them in isolation from, or as a substitute for analysis of, the Group's results of operations or financial conditions as reported under HKFRS. In addition, the non-HKFRS financial measure may be defined differently from similar terms used by other companies. The Group defines "adjusted net (loss)/profit" (non-HKFRS measures) as profit or loss for the year and adding back listing expenses and it referred to expenses the Group incurred in connection with the Global Offering.

The following table sets forth the reconciliations of the Group's non-HKFRS financial measure for the two years ended 31 December 2022 and 2021 to the nearest measure prepared in accordance with HKFRS:

		截至12月31日止年度	
		Year ended 31 December	
		2022年	2021年
		2022	2021
		人民幣千元	人民幣千元
		RMB'000	RMB'000
純(損)／利	Net (loss)/profit	(34,968)	15,351
經以下調整：	Adjust for:		
上市開支	Listing expenses	22,971	15,617
		(11,997)	30,968

貿易應收款項、應收票據及其他應收款項及預付款項

於2022年12月31日，本集團的貿易應收款項、應收票據及其他應收款項及預付款項為人民幣444.5百萬元，較於2021年12月31日的人民幣369.6百萬元增加20.3%。有關增加主要由於本集團的收益增長，致使(i)預付供應商款項由2021年12月31日的人民幣86.7百萬元增加至2022年12月31日的人民幣140.9百萬元；及(ii)貿易應收款項由2021年12月31日的人民幣264.3百萬元增加至2022年12月31日的人民幣285.0百萬元。

貿易應付款項、應付票據及其他應付款項

於2022年12月31日，本集團的貿易應付款項、應付票據及其他應付款項為人民幣104.1百萬元，較於2021年12月31日的人民幣138.4百萬元減少24.8%。有關減少主要由於進一步提速向供應商結付，致使貿易應付款項由2021年12月31日的人民幣94.1百萬元減少至2022年12月31日的人民幣48.3百萬元。

流動資金及財務資源

財務政策

本集團採取審慎的財務管理政策，積極監察自身的流動資金狀況及維持充裕的財務資源作未來發展。在此基礎上，本集團定期審核並因應經濟狀況的不斷變化對其財務結構作出調整，從而確保以本集團最佳利益為依歸部署財務資源。

現金及現金等價物

於2022年12月31日，本集團的現金及現金等價物為人民幣161.0百萬元，較於2021年12月31日的人民幣88.3百萬元增加82.3%。

TRADE, BILL AND OTHER RECEIVABLES AND PREPAYMENTS

As at 31 December 2022, the Group's trade, bill and other receivables and prepayments amounted to RMB444.5 million, representing an increase of 20.3% as compared with RMB369.6 million as at 31 December 2021. Such increase was primarily due to (i) the increase in prepayments to suppliers from RMB86.7 million as at 31 December 2021 to RMB140.9 million as at 31 December 2022; and (ii) the increase in trade receivables from RMB264.3 million as at 31 December 2021 to RMB285.0 million as at 31 December 2022, which was attributable to the increase in the Group's revenue.

TRADE, BILL AND OTHER PAYABLES

As at 31 December 2022, the Group's trade, bill and other payables amounted to RMB104.1 million, representing a decrease of 24.8% as compared with RMB138.4 million as at 31 December 2021. Such decrease was primarily due to the decrease in trade payables from RMB94.1 million as at 31 December 2021 to RMB48.3 million as at 31 December 2022, which was attributable to the further acceleration of settlements with suppliers.

LIQUIDITY AND FINANCIAL RESOURCES

Treasury Policies

The Group adopts a prudent treasury management policy to actively monitor its liquidity position and maintain sufficient financial resources for future development. On this basis, the Group regularly reviews and adjusts its financial structure in response to dynamic changes in economic conditions to ensure financial resources are deployed in the best interests of the Group.

Cash and Cash Equivalents

As at 31 December 2022, the Group's cash and cash equivalents were RMB161.0 million, representing an increase of 82.3% from RMB88.3 million as at 31 December 2021.

債務

Indebtedness

截至12月31日止年度
Year ended 31 December
2022年 2021年
2022 2021
人民幣千元 人民幣千元
RMB'000 RMB'000

借款	Borrowings	88,481	58,480
租賃負債	Lease liabilities	28,083	31,880
		116,564	90,360

或然負債

CONTINGENT LIABILITIES

於2022年12月31日，本集團並無任何重大或然負債。

As at 31 December 2022, the Group did not have any material contingent liabilities.

資本承擔

CAPITAL COMMITMENT

於2022年12月31日，本集團並無任何重大資本承擔。

As at 31 December 2022, the Group did not have any material capital commitment.

資本負債比率

GEARING RATIO

於2022年12月31日，本集團的資本負債比率(即總負債除以總權益的百分比，而總負債乃按借款總額與租賃負債的總數計算得出)為27.6%(於2021年12月31日：31.5%)。

As at 31 December 2022, the Group's gearing ratio (i.e. percentage of total liabilities divided by total equity, and total liabilities is calculated as the aggregate of total borrowings and lease liabilities) was 27.6% (as at 31 December 2021: 31.5%).

匯率波動風險

本集團主要以人民幣經營業務。本集團有交易貨幣風險。該等風險產生自本集團實體以功能貨幣以外貨幣進行的融資及經營活動。於2022年12月31日，主要非人民幣資產為現金及現金等價物，按港元(「港元」)或美元(「美元」)計值。人民幣兌港元或美元的匯率波動可能影響本集團的經營業績。本集團並無訂立任何遠期外匯合同對沖其面臨的外匯風險。

所持的重大投資

於2022年12月31日，本集團並無於任何其他公司中持有任何重大的股權投資，包括對一家被投資公司作出任何價值佔本公司於2022年12月31日的總資產5%或以上的投資。

有關附屬公司的重大收購或出售事項

截至2022年12月31日止年度內，本集團並無進行任何有關附屬公司、聯營公司或合營企業而須予披露的重大收購或出售事項。

資產抵押

於2022年12月31日，本集團並無抵押其任何資產。

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

The Group's businesses are principally conducted in RMB. The Group has transactional currency exposures. Such exposures arise from financing and operating activities of the Group's entities conducted in currencies other than the functional currency. As at 31 December 2022, major non-RMB assets are cash and cash equivalents which denominated in Hong Kong dollar ("HK\$") or United States dollar ("US\$"). Fluctuation of the exchange rate of RMB against HK\$ or US\$ could affect the Group's results of operations. The Group has not entered into any forward exchange contract to hedge its exposure to foreign exchange risk.

SIGNIFICANT INVESTMENTS HELD

As at 31 December 2022, the Group did not hold any significant investments in the equity interests of any other companies, including any investment in an investee company with a value of 5% or more of the Company's total assets as at 31 December 2022.

MATERIAL ACQUISITION OR DISPOSAL OF SUBSIDIARIES

The Group has not conducted any substantial acquisition or disposal of subsidiaries, associates or joint ventures that were required to be disclosed during the year ended 31 December 2022.

PLEDGE OF ASSETS

As at 31 December 2022, the Group did not pledge any of its assets.

未來作重大投資及購入資本資產的計劃

除招股章程所披露者外，於本年報日期，本集團並無於未來作重大投資及購入資本資產的具體計劃。

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in the Prospectus, the Group has no concrete plan for future material investments and capital assets as at the date of this annual report.

購買、出售或贖回本公司的上市證券

自上市日期起及直至2022年12月31日止，本公司及任何其附屬公司概無購買、出售或贖回本公司的上市證券。

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

From the Listing Date and up to 31 December 2022, neither the Company nor any of its subsidiaries had purchased, sold or redeemed the Company's listed securities.

股息

董事會不建議派發截至2022年12月31日止年度的末期股息。

DIVIDEND

The Board has resolved not to recommend the declaration of a final dividend for the year ended 31 December 2022.

股東週年大會

股東週年大會將於2023年6月26日(星期一)召開。召開股東週年大會的通告將於適當時候按上市規則規定的方式刊發及寄發予本公司的股東。

ANNUAL GENERAL MEETING

The AGM will be held on Monday, 26 June 2023. A notice convening the AGM will be published and dispatched to the Shareholders in the manner required by the Listing Rules in due course.

暫停辦理股份過戶登記手續

為確定股東出席股東週年大會並於會上投票的資格，本公司將於2023年6月20日(星期二)至2023年6月26日(星期一)(包括首尾兩天)暫停辦理股份過戶登記手續，期間不會登記任何股份過戶。為符合資格出席股東週年大會並於會上投票，本公司未登記的股份持有人須確保所有過戶文件連同有關股票必須於2023年6月19日(星期一)下午四時三十分前送達本公司於香港的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。

僱員薪酬及僱傭關係

於2022年12月31日，本集團共有889名僱員，所有僱員均常駐中國。本集團於截至2022年12月31日止年度的僱員成本總額(包括董事酬金)為人民幣206.1百萬元(截至2021年12月31日止年度：人民幣171.0百萬元)。僱員及董事的薪酬待遇乃根據市場條款及個人表現和經驗而制定。

本集團亦已制定全面的培訓計劃，涵蓋集團企業文化、僱員權利與職責、團隊建設、職業行為及工作績效等主題，從而確保僱員的技能組合與時俱進，讓他們能夠發現及滿足客戶需要。

CLOSURE OF REGISTER OF SHARES

For the purpose of ascertaining the members' eligibility to attend and vote at the AGM, the Company's register of members will be closed from Tuesday, 20 June 2023 to Monday, 26 June 2023, both dates inclusive, during which period no transfer of share will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 19 June 2023.

EMPLOYEES REMUNERATION AND RELATIONS

As at 31 December 2022, the Group had a total of 889 employees, all of whom were based in the PRC. The Group's total employee costs (including directors' emoluments) for the year ended 31 December 2022 was RMB206.1 million (year ended 31 December 2021: RMB171.0 million). Remuneration packages for employees and directors are structured according to market terms as well as individual performance and experience.

The Group has also established comprehensive training programs that cover topics such as its corporate culture, employees' rights and responsibilities, team building, professional behaviour and job performance to ensure that its employees' skill sets remain up-to-date which enable them to discover and meet its clients' needs.

受限制股份獎勵計劃

於2022年12月1日(「採納日期」)，本公司採納受限制股份獎勵計劃。倘根據受限制股份獎勵計劃發行或購買股份後，根據受限制股份獎勵計劃管理的股份數目將達到本公司於採納日期已發行股本的10%或以上或管理委員會在遵守上市規則的前提下全權酌情釐定的其他限額，則不得根據受限制股份獎勵計劃發行或購買股份。在遵守上市規則規定的情況下，於任何時間或合計可向選定參與者授出的獎勵股份最高數目不得超過本公司於採納日期已發行股本的1%。有關受限制股份獎勵計劃的進一步詳情載於本年報「董事會報告—僱員激勵計劃」一段及本公司日期為2022年12月1日及2022年12月20日的公告。

於2022年12月31日，本公司並無根據股份獎勵計劃向僱員授出任何獎勵股份。

報告期後的重大事件

於2023年1月6日，本公司已議決根據受限制股份獎勵計劃授出獎勵股份。有關授出詳情如下：

根據受限制股份獎勵計劃授出獎勵股份數目：

4,985,000股股份，相當於於授出日期本公司已發行股本約0.89%

選定參與者：

長期為本公司服務的部分核心員工，並非本公司關連人士

RESTRICTED SHARE AWARD SCHEME

On 1 December 2022 (the “**Adoption Date**”), the Company adopted the Restricted Share Award Scheme. No Shares shall be issued or purchased pursuant to the Restricted Share Award Scheme if as a result of such issue and purchase, the number of Shares administered under the Restricted Share Award Scheme shall reach 10% or more of the issued share capital of the Company on the Adoption Date or such other limit as determined by the Administration Committee in its sole and absolute discretion provided always that it is in compliance with the Listing Rules. Subject to compliance with the requirements under the Listing Rules, the maximum number of Award Shares which may be granted to a Selected Participant at any one time or in aggregate may not exceed 1% of the issued share capital of the Company on the Adoption Date. Further details of the Restricted Share Award Scheme are set out in the paragraph headed “Report of Directors — Employee Incentive Schemes” in this annual report and the announcements of the Company dated 1 December 2022 and 20 December 2022.

As at 31 December 2022, no share awards were granted to the employees by the Company pursuant to the Share Award Scheme.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

On 6 January 2023, the Company has resolved to make grants of Award Shares under the Restricted Share Award Scheme. Details of the grant is as follows:

Number of Award Shares granted under Restricted Share Award Scheme:

4,985,000 Shares, representing approximately 0.89% of the issued share capital of the Company as at the date of the grant

Selected Participants:

Certain core employees who have served the Company for a lengthy period of time and are not connected persons of the Company

選定參與者數目：

54名

Number of Selected Participants:

54

歸屬期：

授出的獎勵股份通常應於2023年1月6日起約三年內歸屬於選定參與者。

Vesting period:

The Award Shares granted typically shall vest in the Selected Participants within approximately three years from 6 January 2023.

收市價及市值：

根據於2023年1月6日(即授出獎勵股份之日)的每股股份收市價3.00港元，4,985,000股獎勵股份的市值合共為14,955,000港元。

Closing price and market value:

Based on the closing price of HK\$3.00 per Share on 6 January 2023 (i.e. the date of the grant of the Award Shares), the market value of 4,985,000 Award Shares in aggregate is HK\$14,955,000.

有關詳情，請參閱本公司日期為2023年1月6日的公告。

For details, please refer to the announcement of the Company dated 6 January 2023.

除上述披露者外，於2022年12月31日後，並無發生會對我們截至最後實際可行日期的經營及財務表現有重大影響的其他重大事件。

Save for disclosed above, there were no other material events subsequent to 31 December 2022 which could have a material impact on our operating and financial performance as of the Latest Practicable Date.

上市所得款項用途

本公司於2022年7月8日於聯交所上市。全球發售的所得款項淨額(經扣除本公司就全球發售已付及應付的包銷費用、佣金及估計開支後)約為163.3百萬港元，其已經並將根據招股章程「未來計劃及所得款項用途」一節所述方式使用。下表載列全球發售所得款項淨額用途之狀況：

USE OF PROCEEDS FROM THE LISTING

The Company was listed on the Stock Exchange on 8 July 2022. The net proceeds from the Global Offering (after deducting underwriting fees, commissions and estimated expenses paid and payable by the Company in connection with the Global Offering) was approximately HK\$163.3 million, which have been and will be used in the manner consistent with that mentioned in the section headed “Future Plans and Use of Proceeds” of the Prospectus. The following table sets forth the status of the use of net proceeds from the Global Offering:

項目	Item	所得 款項淨額 (百萬港元) (HK\$ million)	於2022年	於2022年	悉數動用 未動用所得 款項淨額的 預期時間表 Expected timeline of full utilisation of the unutilised net proceeds
			12月31日 已動用	12月31日 未動用	
		Net proceeds (百萬港元) (HK\$ million)	Utilised as at 31 December 2022 (百萬港元) (HK\$ million)	Unutilised as at 31 December 2022 (百萬港元) (HK\$ million)	
改善CRM PaaS服務		Improving CRM PaaS services			
提升aPaaS及 cPaaS平台	Enhancing aPaaS and cPaaS platforms	13.2	4.2	9.0	On or before 31 December 2024 於2024年 12月31日或 之前
開發DI能力	Developing DI capacity	5.6	2.0	3.6	On or before 31 December 2024 於2024年 12月31日或 之前
改進AI能力	Fostering AI capacity	5.6	2.0	3.6	On or before 31 December 2024 於2024年 12月31日或 之前

項目	Item	所得	於2022年	於2022年	悉數動用
		款項淨額	12月31日 已動用	12月31日 未動用	未動用所得 款項淨額的 預期時間表
		Net proceeds	Utilised as at 31 December 2022	Unutilised as at 31 December 2022	Expected timeline of full utilisation of the unutilised net proceeds
		(百萬港元) (HK\$ million)	(百萬港元) (HK\$ million)	(百萬港元) (HK\$ million)	
增強CRM SaaS服務	Strengthening CRM SaaS services				
提供全渠道營銷雲解決方案	Providing all-channel Marketing Cloud Solutions	25.4	7.7	17.7	On or before 31 December 2024 於2024年12月31日或之前
加強銷售雲解決方案	Enhancing Sales Cloud solutions	28.5	6.9	21.6	On or before 31 December 2024 於2024年12月31日或之前
鞏固客服雲解決方案	Reinforcing Service Cloud solutions	11.4	3.5	7.9	On or before 31 December 2024 於2024年12月31日或之前
提高銷售及營銷能力	Improving sales and marketing abilities				
在金融、政企及互聯網行業加強我們的品牌	Strengthening our brand in the financial, governmental and internet industries	24.5	5.9	18.6	On or before 31 December 2024 於2024年12月31日或之前

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

項目	Item	所得	於2022年	於2022年	悉數動用
		款項淨額	12月31日 已動用	12月31日 未動用	未動用所得 款項淨額的 預期時間表
		Net proceeds	Utilised as at 31 December 2022	Unutilised as at 31 December 2022	Expected timeline of full utilisation of the unutilised net proceeds
		(百萬港元) (HK\$ million)	(百萬港元) (HK\$ million)	(百萬港元) (HK\$ million)	
在大消費、零售及醫療行業推廣我們的品牌並成立一個相關的行業研究機構	Promoting our brand in the consumer, retail and healthcare industries and setting up a relevant industry research institute	4.9	0.9	4.0	On or before 31 December 2024 於2024年12月31日或之前
擴大我們的銷售團隊和售後服務團隊	Enlarging our sales team and post-sales service team	19.6	3.7	15.9	On or before 31 December 2024 於2024年12月31日或之前
戰略投資及收購	Strategic investment and acquisitions	16.4	0	16.4	On or before 31 December 2024 於2024年12月31日或之前
營運資金和一般企業用途	Working capital and general corporate use	8.2	4.2	4.0	On or before 31 December 2024 於2024年12月31日或之前
總計	Total	163.3	41.0	122.3	

延長使用部分所得款項的預期時間表

誠如招股章程「未來計劃及所得款項用途」一節所披露，本公司擬於2022年12月31日前（「**預期時間表**」）將全球發售所得款項淨額的約4.0%用於戰略投資及收購。董事會已議決延長預期時間表，全球發售相關所得款項預計於2024年12月31日前動用。

延長使用部分所得款項的預期時間表的理由

自上市日期以來，本集團一直積極物色最大化股東預期回報及最小化與投資及／或收購相關的風險的合適投資及／或收購機會。

儘管本集團一直尋求中國的合適投資及／或收購目標，鑒於COVID-19疫情及中國智慧CRM服務市場恢復緩慢，其已採取審慎策略。然而，截至本年報日期，本集團尚未物色到任何值得收購或投資的CRM SaaS或基於雲和通信能力的AI技術公司。此外，受COVID-19疫情及經濟下滑影響，本集團自上市日期起在業務拓展方面採取審慎的發展方針。

Extension of Expected Timeline for Use of Part of Proceeds

As disclosed in the section headed “Future Plans and Use of Proceeds” in the Prospectus, the Company intended to utilise approximately 4.0% out of the net proceeds from the Global Offering on strategic investment and acquisitions by 31 December 2022 (the “**Expected Timeline**”). The Board has resolved to extend the Expected Timeline and the relevant proceeds from the Global Offering are expected to be utilised by 31 December 2024.

Reasons for the Extension of Expected Timeline for Use of Part of Proceeds

Since the Listing Date, the Group has been actively identifying suitable investment and/or acquisition opportunities that maximise the expected return for the Shareholders and minimise the risks and exposures associated with the investments and/or acquisitions.

Although the Group has been searching for suitable investment and/or acquisition targets in the PRC, it has taken a prudent approach in light of the COVID-19 pandemic and the slow PRC intelligent CRM services market recovery. As at the date of this annual report, the Group has not been able to identify any CRM SaaS or cloud and communication-based AI technologies companies worth acquiring or investing in. In addition, due to the effect brought by the COVID-19 pandemic and economic downturn, the Group adopted a prudent development approach in expansion of its business since the Listing Date.

儘管中國政府於2023年1月初取消新冠清零政策，宏觀經濟環境需要時間方可恢復，並於可預見未來將繼續面臨巨大挑戰。有鑒於此，於2023年3月28日，董事會議決將預期時間表由2022年12月31日或之前延長至2024年12月31日或之前。延長預期時間表乃按照董事的最佳估計，當中並無計及不可預見之情況，並可按照市場狀況的發展而變動。

董事會的意見

董事會將密切監察全球發售所得款項淨額的使用情況。董事會進一步確認，招股章程所載的本集團業務並無重大變動。董事會認為，建議延長使用全球發售所得款項淨額的預期時間表不會對本集團業務營運產生任何重大不利影響，並符合本公司及其股東之整體利益。

In spite of the cancellation of the domestic epidemic prevention and control policies by the PRC government in early January 2023, the macro-economic environment requires time to recover and will continue to face great challenges in the foreseeable future. In view of this, on 28 March 2023, the Board resolved to extend the Expected Timeline from on or before 31 December 2022 to on or before 31 December 2024. The extension of the Expected Timeline is based on the Directors' best estimation barring unforeseen circumstances, and would be subject to changes based on the development of market conditions.

The Board's Views

The Board will closely monitor the utilisation of the net proceeds from the Global Offering. The Board further confirms that there is no material change in the business of the Group as set out in the Prospectus. The Board considers that the proposed extension of Expected Timeline for use of the net proceeds from the Global Offering will not have any material adverse impact on the operations of the Group and is in the interests of the Company and the Shareholders as a whole.

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

於報告期內及直至本報告日期任職的本公司董事會及高級管理層的履歷詳情如下：

執行董事

陳永輝先生(「陳先生」)，47歲，為本集團聯合創始人，目前擔任本公司的執行董事、董事長兼行政總裁。陳先生於2021年4月26日獲委任為我們的董事並於2022年6月15日獲調任為我們的執行董事。陳先生負責本集團的整體日常營運及管理，並分管本公司的大消費產品事業部、大消費運營部、品牌市場部及行業研究院。

陳先生加入廣州市捷妙貿易有限公司(前稱廣州市玄武資訊科技有限公司)(「玄武資訊科技」)，擔任副總經理至2010年10月。

陳先生於1999年6月獲得華南理工大學應用數學學士學位，並於2013年10月獲得中歐國際工商學院高級管理人員工商管理碩士學位。

黃仿傑先生(「黃先生」)，55歲，為本集團聯合創始人，目前擔任本公司的執行董事。黃先生於2021年8月11日獲委任為我們的董事並於2022年6月15日獲調任為我們的執行董事。於2010年11月至2023年1月期間，黃先生為本公司高級副總裁。黃先生主要分管本公司審計部。

The biographical details of the Board and the senior management of the Company who held office during the Reporting Period and up to the date of this Report are as follows:

EXECUTIVE DIRECTORS

Mr. CHEN Yonghui (陳永輝) (“Mr. Chen”), aged 47, is a co-founder of the Group and is currently serving as an executive Director, the chairman of the Board and the chief executive officer of the Company. Mr. Chen was appointed as a Director on 26 April 2021 and re-designated as an executive Director on 15 June 2022. Mr. Chen is responsible for overall daily operation and management of the Group and overseeing the Company’s Consumer Products Business Department, Consumer Products Operation Department, Brand & Marketing Department and the Industry Research Institute.

Mr. Chen joined Guangzhou Jiemiao Trade Limited (廣州市捷妙貿易有限公司) (formerly known as Guangzhou Xuanwu Information and Technology Limited (廣州市玄武資訊科技有限公司)) (“Xuanwu Information and Technology”) and had acted as a deputy general manager thereof until October 2010.

Mr. Chen obtained his bachelor’s degree in applied mathematics from South China University of Technology (華南理工大學) in June 1999 and his executive master’s degree in business administration from China Europe International Business School (中歐國際工商學院) in October 2013.

Mr. HUANG Fangjie (黃仿傑) (“Mr. Huang”), aged 55, is a co-founder of the Group and is currently serving as an executive Director. Mr. Huang was appointed as a Director on 11 August 2021 and re-designated as an executive Director on 15 June 2022. Mr. Huang was a Senior Vice President of the Company between November 2010 and January 2023. Mr. Huang is mainly responsible for overseeing the Company’s Audit Department.

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

董事及高級管理層(續)

於2000年6月至2010年10月，黃先生擔任玄武資訊科技的副總經理。

黃先生於2016年9月獲得長江商學院高級管理人員工商管理碩士學位。

李海榮先生(「李先生」)，45歲，為本集團聯合創始人，目前擔任本公司的執行董事兼高級副總裁。李先生於2021年8月11日獲委任為我們的董事並於2022年6月15日獲調任為我們的執行董事。李先生主要分管本公司商務合作中心、財務、政府機構、科技、媒體、電信(「FGT」)產品事業部及測試部、cPaaS平台部及客戶運營部。

在與其他聯合創始人創辦本集團之前，李先生於1999年9月至2000年5月期間在廣州市華工電腦網絡工程有限公司任職。於2000年6月至2010年10月，李先生曾任玄武資訊科技的高級副總裁。

李先生於1999年6月獲得華南理工大學應用數學學士學位，並於2013年10月獲得中歐國際工商學院高級管理人員工商管理碩士學位。

郭海球先生(「郭先生」)，47歲，目前擔任本公司的執行董事兼高級副總裁。郭先生於2021年8月11日獲委任為我們的董事並於2022年6月15日獲調任為我們的執行董事。郭先生主要分管本公司人力資源部、行政和法律事務部及IT管理部。

Between June 2000 and October 2010, Mr. Huang had acted as a deputy general manager at Xuanwu Information and Technology.

Mr. Huang received an executive master's degree in business administration from Cheung Kong Graduate School of Business (長江商學院) in September 2016.

Mr. LI Hairong (李海榮) ("Mr. Li"), aged 45, is a co-founder of the Group and is currently serving as an executive Director and a Senior Vice President of the Company. Mr. Li was appointed as a Director on 11 August 2021 and re-designated as an executive Director on 15 June 2022. Mr. Li is mainly responsible for overseeing the Company's Business Cooperation Centre, Financial, Government-related and TMT (together, "FGT") Products Business Department and Testing Department, cPaaS Platform Department and Client Operations Department.

Before founding the Group with other co-founders, Mr. Li had worked with Guangzhou Huagong Computer Network Engineering Co., Ltd. (廣州市華工電腦網絡工程有限公司) for the period between September 1999 and May 2000. Between June 2000 and October 2010, Mr. Li had served as a senior vice president at Xuanwu Information and Technology.

Mr. Li received his bachelor's degree in applied mathematics from South China University of Technology (華南理工大學) in June 1999, and obtained his executive master's degree in business administration from China Europe International Business School (中歐國際工商學院) in October 2013.

Mr. GUO Haiqiu (郭海球) ("Mr. Guo"), aged 47, is currently serving as an executive Director and a Senior Vice President of the Company. Mr. Guo was appointed as a Director on 11 August 2021 and re-designated as an executive Director on 15 June 2022. Mr. Guo is mainly responsible for overseeing the Company's Human Resources Department, Administration and Legal Affairs Department and IT Management Department.

於加入本集團之前，郭先生於1999年至2005年12月期間在金蝶軟件(中國)有限公司任職，擔任其研發中心項目經理及其開發部經理。此外，於2006年1月至2012年12月，彼在該公司廣州分公司擔任運營管理部主管及副總經理。

郭先生於1999年6月獲得華南理工大學應用數學學士學位，並於2019年8月獲得中歐國際工商學院高級管理人員工商管理碩士學位。

非執行董事

徐欣先生(「徐先生」)，46歲，於2020年12月加入本集團。徐先生於2021年8月11日獲委任為我們的董事並於2022年6月15日獲調任為我們的非執行董事。彼主要負責向董事會提供專業及策略建議。

自2016年1月起，徐先生擔任上海復星創富投資管理股份有限公司(「上海復星」)的合夥人、聯席總裁兼投資董事總經理。自2023年2月起，彼於復星國際有限公司(於聯交所上市之公司，股份代號：0656.HK)擔任全球合夥人及上海復星輪值董事長。

自2018年11月20日起，徐先生擔任樂鑫信息科技(上海)股份有限公司的董事。該公司在上海證券交易所上市(股份代碼：688018)。

Prior to joining the Group, Mr. Guo had worked with Kingdee Software (China) Co., Ltd. (金蝶軟件(中國)有限公司) as a project manager at its research and development centre and a manager of its development department between 1999 and December 2005. And, between January 2006 and December 2012, he had served as a director of operation and management department and a deputy general manager at Guangzhou branch of the same company.

Mr. Guo received his bachelor's degree in applied mathematics from South China University of Technology (華南理工大學) in June 1999 and obtained his executive master's degree in business administration from China Europe International Business School (中歐國際工商學院) in August 2019.

NON-EXECUTIVE DIRECTOR

Mr. XU Xin (徐欣) ("Mr. Xu"), aged 46, joined the Group in December 2020. Mr. Xu was appointed as a Director on 11 August 2021 and re-designated as a non-executive Director on 15 June 2022. He is mainly responsible for provision of professional and strategic advice to the Board.

Since January 2016, Mr. Xu has served as a partner, the co-president and the investment managing director at Shanghai Fosun Capital Investment Management Co., Ltd (上海復星創富投資管理股份有限公司) ("Shanghai Fosun"). Since February 2023, he has served as a global partner at Fosun International Limited, a company listed on the Stock Exchange (Stock Code: 0656.HK) and the rotating chairman at Shanghai Fosun.

Since 20 November 2018, Mr. Xu has acted as a director of Espressif Systems (Shanghai) Co., Ltd. (樂鑫信息科技(上海)股份有限公司), a company listed on the Shanghai Stock Exchange (Stock Code: 688018).

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

董事及高級管理層(續)

在此之前，徐先生於2014年3月至2016年1月期間擔任貝塔斯曼集團歐唯特(中國)有限公司的中國區副總裁。在加入貝塔斯曼集團歐唯特(中國)有限公司之前，徐先生於2011年3月至2014年3月擔任尼爾森(中國)有限公司的大中華區高級總監，及於1999年7月至2003年3月，徐先生在微軟公司/微軟全球技術中心擔任業務部總經理及技術負責人近四年時間。

徐先生於1999年7月獲得復旦大學理學士學位，並於2009年12月獲得聖路易斯華盛頓大學的高級管理人員工商管理碩士學位。

獨立非執行董事

杜劍青先生(「杜先生」)，46歲，自2022年6月15日起獲委任為獨立非執行董事。

杜先生自2017年1月起至今一直擔任廣東聖和勝律師事務所(「聖和勝律師事務所」)的專職律師及於2020年6月至2022年8月期間為GS Law Firm的合夥人。在加入上述律師事務所之前，杜先生於2014年6月至2017年1月在廣東凡立律師事務所擔任專職律師。在此之前，杜先生於1999年7月及2013年8月期間任職於一間司法機構。

杜先生修讀了在職研究生課程，並於2008年6月獲得中山大學經濟法碩士學位，及於1999年7月獲得廣東財經大學法學學士學位。

Previously, Mr. Xu had served as a vice president of China area at Arvato Bertelsmann (China) Limited (貝塔斯曼集團歐唯特(中國)有限公司) for the period from March 2014 to January 2016. Before joining Arvato Bertelsmann (China) Limited, Mr. Xu had served as a senior director of greater China area at Nielsen Company (China) Limited (尼爾森(中國)有限公司) from March 2011 to March 2014. And, Mr. Xu had worked as a general manager of business department and technical leader in Microsoft Corporation/Microsoft Global Technology Centre (微軟公司/微軟全球技術中心) for almost four years from July 1999 to March 2003.

Mr. Xu received his Bachelor of Science degree from Fudan University (復旦大學) in July 1999 and obtained his executive master's degree in business administration from Washington University in St. Louis (聖路易斯華盛頓大學) in December 2009.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. DU Jianqing (杜劍青) ("Mr. Du"), aged 46, was appointed as an independent non-executive Director with effect from 15 June 2022.

Mr. Du is currently serving as a full-time lawyer at Guangdong Shenghesheng Law Firm (廣東聖和勝律師事務所) ("GS Law Firm") since January 2017 and he was a partner of GS Law Firm between June 2020 and August 2022. Before joining the aforesaid law firm, Mr. Du had worked at Guangdong Fanli Law Firm (廣東凡立律師事務所) from June 2014 to January 2017 as a full-time lawyer. Prior to that, Mr. Du had worked for a judicial organisation between July 1999 and August 2013.

Mr. Du joined the on-job postgraduate program and received his master's degree in economic law from the Sun Yat-Sen University (中山大學) in June 2008 and obtained his bachelor's degree in law from Guangdong University of Finance & Economic (廣東財經大學) in July 1999.

吳瑞風女士(「吳女士」)，52歲，自2022年6月15日起獲委任為獨立非執行董事。吳女士自2020年8月起擔任萬隆(上海)資產評估有限公司廣東分公司的部門經理。在加入該公司之前，吳女士於2014年1月至2016年5月期間在北京恒信德律資產評估有限公司任職，其後於2016年7月至2020年7月在廣東中廣信資產評估有限公司任職。自2021年6月1日起，吳女士擔任深圳君瑞資產評估所(特殊普通合夥)合夥人。於1998年1月至2000年12月期間，吳女士在珠海市永安達會計師事務所有限公司擔任核數師及項目經理。於2001年1月至2013年12月，彼在大華會計師事務所(特殊普通合夥)珠海分所擔任審計員、項目經理及部門經理。

吳女士於1999年6月獲得中國註冊會計師協會會員資格，並於2000年4月獲得資產評估師執業資格。

鄔金濤教授(「鄔教授」)，48歲，自2022年6月15日起獲委任為獨立非執行董事。

鄔教授於2003年至2022年期間擔任中山大學嶺南(大學)學院的工商管理專業副教授。鄔教授亦於2003年至2022年期間擔任院長助理兼EMBA/MBA中心主任。鄔教授於2022年調任為中山大學的工商管理專業副教授，並於其後不再擔任中山大學嶺南(大學)學院的工商管理專業副教授、院長助理及EMBA/MBA中心主任。

Ms. WU Ruifeng (吳瑞風) ("Ms. Wu"), aged 52, was appointed as an independent non-executive Director with effect from 15 June 2022. Ms. Wu has been acting as a department manager at Guangdong Branch of Wan Long (Shanghai) Assets Appraisal Co., Ltd. (萬隆(上海)資產評估有限公司廣東分公司) since August 2020. Before joining that company, Ms. Wu had worked with Beijing Hengxin Delv Asset Appraisal Co., Ltd. (北京恒信德律資產評估有限公司) for the period between January 2014 and May 2016 and then between July 2016 and July 2020, at Guangzhou Zhongguangxin Assets Evaluation Co., Ltd. (廣東中廣信資產評估有限公司). Since 1 June 2021, Ms. Wu has acted as a partner at Shenzhen Junrui Assets Appraisal Office (Special General Partnership). Between January 1998 and December 2000, Ms. Wu had worked as an auditor and a project manager at Yonganda Accountant Office Co., Ltd. (珠海市永安達會計師事務所有限公司). From January 2001 to December 2013, she had worked as an auditor, project manager and department manager at Zhuhai Branch of Da Hua Certified Public Accountants (Special General Partnership) (大華會計師事務所(特殊普通合夥)珠海分所).

Ms. Wu was accredited as a member of the Chinese Institute of Certified Public Accountants in June 1999 and certified to practice as an asset valuer in April 2000.

Prof. WU Jintao (鄔金濤) ("Prof. Wu"), aged 48, was appointed as an independent non-executive Director with effect from 15 June 2022.

Prof. Wu had worked as an associate professor of business administration in Lingnan (University) College, Sun Yat-Sen University (中山大學嶺南(大學)學院) between 2003 and 2022. Prof. Wu also served the role of the assistant to the dean, and the director of the EMBA/MBA Centre concurrently between 2003 and 2022. Prof. Wu has been re-designated as an associate professor of business administration in Sun Yat-Sen University (中山大學) in 2022, and ceased to be an associate professor of business administration, assistant to the dean, and the director of the EMBA/MBA Centre in Lingnan (University) College, Sun Yat-Sen University thereafter.

鄔教授在智能互動及消費者創造力等若干領域擁有逾10年研究經驗。彼主要著重於營銷管理、客戶關係管理、品牌定位及關係營銷等研究。鄔教授以主編輯身份發表了多篇論文。

鄔教授於2003年7月獲得武漢大學經濟管理學院的企業管理博士學位。彼分別於2000年7月及1997年7月獲得該大學的經濟學碩士學位及工商管理學士學位。

Prof. Wu has over 10 years of experience in certain research areas, such as smart interaction and consumer creativity. His research primarily focuses on marketing management, customer relationship management, brand positioning and relationship marketing. Prof. Wu has published numerous papers as the editor-in-chief thereof.

Prof. Wu obtained a Ph.D. degree in enterprise management from the Economics and Management School of Wuhan University (武漢大學經濟管理學院) in July 2003. He received his master's degree in economics and bachelor's degree in business administration from the same university in July 2000 and July 1997 respectively.

高級管理層

葛萍女士(「葛女士」)，46歲，為本公司的財務總監、高級副總裁兼聯席公司秘書。自2015年11月起，葛女士為本公司副總裁，並於2023年1月升任高級副總裁。葛女士目前負責分管本公司財務部、投資者關係部、政務及證券事務部以及擔任董事會秘書。

於2015年11月加入本集團之前，葛女士自2012年6月起就職於珠江影業傳媒股份有限公司，先後擔任副總經理及董事。於2008年1月至2012年5月，葛女士擔任一品紅藥業股份有限公司的副總經理兼財務總監。

葛女士於2004年3月獲得中國註冊會計師協會會員資格，並於2000年5月獲得中級會計師資格。葛女士於2013年6月獲得中歐國際工商學院高級管理人員工商管理碩士學位，於2001年6月獲得安徽財經大學管理學學士學位。

SENIOR MANAGEMENT

Ms. GE Ping (葛萍) ("Ms. Ge"), aged 46, is the chief financial officer, Senior Vice President and joint company secretary of the Company. Ms. Ge was a vice president of the Company since November 2015 and she was promoted to Senior Vice President in January 2023. Ms. Ge is currently responsible for overseeing the Company's Financial Department, Investor Relations Department, Government and Securities Affairs Department and the Board Secretary.

Before joining the Group in November 2015, Ms. Ge had worked as a deputy general manager and served as a director in Zhujiang Film & Media Corporation Limited (珠江影業傳媒股份有限公司) since June 2012. Between January 2008 and May 2012, Ms. Ge had served as a vice general manager and the chief financial officer at Yipinhong Pharmaceutical Co., Ltd. (一品紅藥業股份有限公司).

Ms. Ge was accredited as a member of the Chinese Institute of Certified Public Accountants in March 2004 and certified as an intermediate accountant in May 2000. Ms. Ge received her executive master's degree in business administration from China Europe International Business School (中歐國際工商學院) in June 2013 and obtained her bachelor's degree in management in June 2001 from Anhui University of Finance and Economics (安徽財經大學).

張德琪先生(「張先生」)，58歲，為本公司高級副總裁。自2019年1月起，張先生為本公司副總裁，並於2023年1月升任高級副總裁。張先生主要負責分管本集團的營銷職能(尤其是銷售分部)、解決方案事業部(尤其是銷售雲事業部)以及相關項目執行分部、客戶服務分部。

於2012年5月至2016年2月，張先生在金蝶軟件(中國)有限公司任職。於2019年1月加入本集團之前，張先生於2016年3月至2018年12月擔任順豐速運(集團)有限公司的副總裁。

張先生於1990年4月獲得中國科學院瀋陽計算技術研究所圖形數據庫碩士學位。

劉漢威先生(「劉先生」)，43歲，為本公司副總裁。劉先生主要負責分管cPaaS、營銷雲及客服雲解決方案的全國銷售。

在加入本集團之前，彼於2010年10月至2012年11月在廣州優逸網絡科技有限公司擔任華東地區銷售主管；並自2012年12月起在廣州市玄武無線科技股份有限公司上海分公司擔任總經理、華東區域總經理及助理總裁。

劉先生於2001年6月獲得同濟大學工學學士學位。

Mr. ZHANG Deqi (張德琪) (“Mr. Zhang”), aged 58, is a Senior Vice President of the Company. Mr. Zhang was a vice president of the Company since January 2019 and he was promoted to Senior Vice President in January 2023. Mr. Zhang is mainly responsible for overseeing the Group’s marketing function, in particular the sales segment, solution segments (particularly the Sales Cloud segment) as well as relevant projects implementation segment and client services segment.

Mr. Zhang had worked with Kingdee Software (China) Co., Ltd. (金蝶軟件(中國)有限公司) from May 2012 to February 2016. Before joining the Group in January 2019, Mr. Zhang had served as a vice president at The S.F. Express Company (順豐速運(集團)有限公司) from March 2016 to December 2018.

Mr. Zhang received his master’s degree in graph database (圖形數據庫) from Shenyang Institute of Computing Technology, Chinese Academy of Sciences (中國科學院瀋陽計算技術研究所) in April 1990.

Mr. LIU Hanwei (劉漢威) (“Mr. Liu”), aged 43, is a vice president of the Company. Mr. Liu is mainly responsible for overseeing nationwide sales of cPaaS, Marketing Cloud and Service Cloud solutions.

Prior to joining our Group, he had served as the sales director for the East China region in Guangzhou Youyi Network Technology Co., Ltd. (廣州優逸網絡科技有限公司) from October 2010 to November 2012; and a general manager, a general manager of East China region and an assistant president in Shanghai Branch of Xuan Wu (廣州市玄武無線科技股份有限公司上海分公司) since December 2012.

Mr. Liu obtained his bachelor’s degree in engineering (工學) from Tongji University (同濟大學) in June 2001.

朱淵先生(「朱先生」)，40歲，為本公司副總裁。朱先生主要負責分管本集團的TMT產品事業部及DMP產品事業部。

於2010年11月加入本公司之前，朱先生於2007年7月至2010年10月在玄武資訊科技擔任銷售經理及總經理助理。朱先生於2008年6月獲得中山大學管理學學士學位。

聯席公司秘書

陳禧汶女士(「陳女士」)，為本公司聯席公司秘書及合資格於香港執業的律師。陳女士現為中倫律師事務所有限法律責任合夥的事務律師，專長為處理首次公開發售、併購及私人股權投資等企業融資工作。陳女士於2012年8月取得澳洲新南威爾斯大學(University of New South Wales)商學學士學位。陳女士於2014年11月畢業於香港中文大學，取得法律博士學位，並於2015年7月取得法學專業證書。

葛萍女士，為本公司的聯席公司秘書。有關彼之履歷詳情，請參閱「高級管理層」一段。

Mr. ZHU Yuan (朱淵) (“Mr. Zhu”), aged 40, is a vice president of the Company. Mr. Zhu is mainly responsible for overseeing the Group’s TMT Products Business Department and DMP Products Business Department.

Before joining our Company in November 2010, Mr. Zhu had served as a sales manager and general manager assistant in Xuanwu Information and Technology from July 2007 to October 2010. Mr. Zhu received his bachelor’s degree in management (管理學) from Sun Yat-Sen University (中山大學) in June 2008.

JOINT COMPANY SECRETARIES

Ms. CHAN Hei Man (陳禧汶) (“Ms. Chan”), is the joint company secretary of the Company and is a solicitor qualified to practice in Hong Kong. Ms. Chan is currently an associate of Zhong Lun Law Firm LLP, specialising in corporate finance work including initial public offerings, mergers and acquisitions and private equity investments. Ms. Chan received a Bachelor of Commerce degree from the University of New South Wales, Australia in August 2012. Ms. Chan graduated from the Chinese University of Hong Kong with Juris Doctor in November 2014 and Postgraduate Certificate in Laws in July 2015, respectively.

Ms. Ge Ping, is the joint company secretary of the Company. For details of her biography, please refer to the paragraph headed “Senior Management”.

董事會欣然提呈本報告連同本集團於報告期間的經審核綜合財務狀況表。

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

一般資料

本公司於2021年4月26日在開曼群島註冊成立為獲豁免有限公司，股份乃於2022年7月8日在聯交所主板上市。

GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 26 April 2021 as an exempted company with limited liability, and the shares were listed on the Main Board of the Stock Exchange on 8 July 2022.

主要活動

本集團主要從事於提供CRM PaaS服務及CRM SaaS服務。本集團致力基於AI、DI、雲計算、移動互聯網、通信及物聯網等技術幫助客戶實現從前端營銷到銷售到售後服務管理的降本增效，給予客戶決策建議，並幫助客戶獲取新客戶、管理其客戶，以及加強與其客戶之間的聯繫。本集團按經營業務分部劃分的收益及業績貢獻的分析載於綜合財務狀況表附註5。

PRINCIPAL ACTIVITIES

The Group is principally engaged in the provision of CRM PaaS services and CRM SaaS services. The Group strives to, through applying technologies such as AI, DI, cloud computing, mobile internet, communication and IoT, help its clients to achieve cost reduction and efficiency enhancement from initial marketing to sales and to after-sales management, provide its clients with suggested solutions, and assist its clients to acquire new customers, perform customer management and enhance the connections among its clients and their customers. The analysis of the Group's revenue and contribution to results by business segments are set out in note 5 to the consolidated financial statements.

業績

本集團於截至2022年12月31日止年度的業績載於本年報第111頁至112頁的綜合全面收益表。

RESULTS

The results of the Group for the year ended 31 December 2022 are set out in the consolidated statements of comprehensive income on pages 111 to 112 of this annual report.

業務回顧

報告期間之概覽及表現

根據香港法例第622章《公司條例》附表5(「公司條例」)的規定，我們須對本集團業務進行公平審閱，包括對本集團財務表現的分析及對本集團業務可能未來發展的指示載於本年報「主席報告書」及「管理層討論及分析」一節。該等討論構成本年報的一部分。自報告期間年結日以來發生的對本公司造成影響的事件，載於本報告中「管理層討論與分析—報告期後重大事項」一節。

社會責任、環境政策及表現

本集團深知提高環境及社會效益以實現可持續業務營運的重要性，於制定其業務策略時已考慮環境、社會及管治(「ESG」)風險及機遇。本集團已建立四層ESG管治架構，於日常營運中開展ESG管理工作。

本集團已通過各種溝通機制與政府及監管機構、投資者及股東、僱員、客戶、供應商及商業夥伴以及社區及慈善組織建立密切關係，積極回應持份者的期望及請求。

BUSINESS REVIEW

Overview and Performance for the Reporting Period

A fair review of the business of the Group as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”), including an analysis of the Group’s financial performance and an indication of likely future developments in the Group’s business is set out in the sections headed “Chairman’s Statement” and “Management Discussion and Analysis” of this annual report. These discussions form part of this report. Events affecting the Company that have occurred since the end of the Reporting Period is set out in the section headed “Management Discussion and Analysis – Significant Event After the Reporting Period” in this report.

Social Responsibilities, Environmental Policies and Performance

The Group has taken environmental, social and governance (“**ESG**”) risks and opportunities into consideration when formulating its business strategies as it is fully aware of the importance in enhancing environmental and social benefit in order to achieve sustainable business operations. The Group has established a four-tier ESG governance structure to carry out ESG management during its daily operation.

The Group has established close relationship with government and regulatory authorities, investors and shareholders, employees, clients, suppliers and business partners and community and charitable organisations through various communication mechanisms to respond actively to the expectations and requests from stakeholders.

於2022年，本集團堅守綠色發展的理念。本集團遵守《中華人民共和國環境保護法》，持續全面推進綠色營運，利用先進技術減少排放量，並運用前沿商業模式及科學運營思維減少了日常業務運營對環境的影響。由於本集團業務性質所致，本集團於其日常運營過程中並無明顯污染物排放或消耗大量能源，因此，本集團不會對環境及自然資源造成重大負面影響。

此外，本集團大力支持社會公益事項，並積極履行其社會責任。2022年，本集團組織了多項社會及慈善活動，以構建社會主義和諧社會，向公眾傳遞溫暖及善意。

有關本集團的環境政策與績效、遵守相關法律法規的情況以及與僱員、供應商及客戶的關係的詳情，請參閱本年度報告「環境、社會及管治報告」一節。

遵守相關法律法規

本集團已就(其中包括)資料披露及企業管治遵守公司條例、上市規則、證券及期貨條例及企業管治守則的規定。有關進一步詳情，請參閱本年報中「企業管治報告—遵守企業管治守則」。本集團亦於重大方面遵守其他對本集團營運有重大影響的相關法律法規。

In 2022, the Group adheres to the idea of green development. By continuously enhancing all aspects of green operation in compliance with the Environmental Protection Law of the PRC, the Group has reduced its emission with advanced technologies, and reduced the impact on environment during daily business operations with application of cutting-edge business model and scientific operational thinking. Due to the nature of the Group's business, the Group does not have obvious emission of pollutants or consume significant energy during its daily operation, thus the Group would not cause significant negative impact on the environment and natural resources.

Further, the Group is committed to supporting social welfare and fulfil its social responsibilities actively. In 2022, the Group organised multiple social and charitable events to build a socialist harmonious society and delivered warmth and kindness to the public.

For details of the Group's environmental policies and performance, the compliance with the relevant laws and regulations and the relations with its employees, suppliers and customers, please refer to the section headed "Environmental, Social and Governance Report" of this annual report.

Compliance with Relevant Laws and Regulations

The Group has complied with the requirements under the Companies Ordinance, the Listing Rules, the SFO and the CG Code for, among other things, the disclosure of information and corporate governance. For further details, please refer to the section headed "Corporate Governance Report — Compliance with the CG Code" in this annual report. The Group has also complied with other relevant laws and regulations that have a significant impact on the operations of the Group.

主要風險及不確定性

本集團的業務涉及招股章程「風險因素」一節所述的若干風險。以下清單概述本集團所面臨的若干主要風險及不確定因素，其中部分超出本集團的控制範圍。

- 本集團依賴主要電信網絡運營商提供電信資源。倘本集團無法維持與該等電信網絡運營商的合作或彼等不斷提高服務費水平，本集團的業務、經營業績及財務狀況將受到重大不利影響。
- 本集團的未來業務增長及擴張取決於其服務的持續發展以及其目標客戶對智慧CRM服務的需求。
- 倘本集團未能跟上AI、DI、機器學習及其他能力的快速更迭，則其未來成功可能受到不利影響。
- 提供智慧CRM服務的監管、立法或自我監管的發展(包括隱私及數據保護機制)較為全面且進展迅速，但界定不甚明晰。該等法律法規將產生意外費用，令本集團面臨合規性失效引致的強制行動或限制本集團的部分業務或迫使本集團更換技術平台或業務模式。
- 倘本集團未能按照合同規定提供服務，其或會承擔巨額成本或責任，而我們的聲譽可能會受損。
- 全球或中國經濟的任何嚴重或長期下滑可能對本集團的業務、經營業績及財務狀況造成不利影響。

Key Risks and Uncertainties

The Group's business involves certain risks as set out in the section headed "Risk factors" in the Prospectus. The following list is a summary of certain principal risks and uncertainties facing the Group, some of which are beyond its control.

- The Group relies on major telecommunication network operators for their provision of telecommunication resources. If the Group fails to maintain its collaborations with these telecommunication network operators or they keep increasing their service fees level, the Group's business, results of operations and financial condition will be materially and adversely affected.
- The Group's future business growth and expansion is dependent on the continued development of its services and its target clients' need for intelligent CRM services.
- If the Group fails to keep up with rapid changes in AI, DI, machine learning and other capabilities, its future success may be adversely affected.
- Regulatory, legislative or self-regulatory developments for provision of intelligent CRM services, including privacy and data protection regimes, are expansive, not clearly defined and rapidly evolving. These laws and regulations could create unexpected costs, subject the Group to enforcement actions for compliance failures, or restrict portions of its business or cause us to change our technology platform or business model.
- If the Group fails to perform our services in accordance with contractual requirements, it could be subject to significant costs or liability and our reputation could be harmed.
- Any severe or prolonged slowdown in the global or the PRC economy may adversely affect the Group's business, results of operations and financial condition.

- 經濟、政治與社會狀況的不利變動和中國政府政策的變動可能會對本集團的業務、經營業績及財務狀況產生重大不利影響。
- 中國法律制度的不確定性可能會對本集團的業務、經營業績及財務狀況產生不利影響。
- Adverse changes in the economic, political and social conditions, as well as changes in the policies of the PRC government, could have a material adverse effect on the Group's business, results of operations and financial condition.
- Uncertainties with respect to the PRC legal system could adversely affect the Group's business, results of operations and financial condition.

主要客戶及供應商

主要客戶

截至2022年12月31日止年度，本集團與其五大客戶的交易金額佔本集團總收益的39.0%（截至2021年12月31日止年度：34.2%），其最大客戶的交易金額佔本集團總收益的20.6%（截至2021年12月31日止年度：16.5%）。

主要供應商

截至2022年12月31日止年度，本集團與其五大供應商的交易金額佔本集團採購總額的64.8%（截至2021年12月31日止年度：86.1%），其最大供應商的交易金額佔本集團採購總額的44.0%（截至2021年12月31日止年度：70.3%）。

截至2022年12月31日止年度，概無董事或彼等之任何緊密聯繫人或任何股東（據董事所深知擁有超過5%已發行股份總數）於本集團五大客戶及供應商中擁有任何權益。

MAJOR CUSTOMERS AND SUPPLIERS

Major Customers

For the year ended 31 December 2022, the Group's transaction amounts to its five largest customers accounted for 39.0% (year ended 31 December 2021: 34.2%) of the Group's total revenue and the transaction amount of its single largest customer accounted for 20.6% (year ended 31 December 2021: 16.5%) of the Group's total revenue.

Major Suppliers

For the year ended 31 December 2022, the transaction amounts of the Group's five largest suppliers accounted for 64.8% (year ended 31 December 2021: 86.1%) of the Group's total purchases and the transaction amount of its single largest supplier accounted for 44.0% (year ended 31 December 2021: 70.3%) of the Group's total purchases.

For the year ended 31 December 2022, none of the Directors or any of their close associates or any Shareholders (which, to the best knowledge of the Directors, own more than 5% of the total number of issued Shares) had any interest in any of the Group's five largest customers and suppliers.

與客戶、供應商及僱員的關係

客戶

本集團與主要客戶建立起牢固的長期關係，並培育出強大的客戶群。本集團致力於保護客戶與終端用戶的利益和改善彼等的體驗。本集團的關鍵能力之一為優質服務，並一貫努力減少投訴。

於報告期內，本集團參加行業會議以招攬新的潛在客戶並維繫與現有客戶的關係。為進一步鞏固與客戶的業務關係，其運營和銷售團隊亦會定期拜訪客戶，與之交換意見並向其收集反饋，以期提供更好的服務。

供應商

本集團已與其供應商建立穩固的業務關係，此對本集團業務運作順利至關重要，原因為董事認為及時提供服務和協助可使本集團滿足客戶的時間表。本集團亦存置一份認可供應商名單，並根據對供應商表現的內部評估定期審核和更新該名單，以確保供應商執行的所有工作均符合相關合同的要求。

僱員

本集團與管理層及員工維持良好的合作關係，為彼等提供具競爭力的薪酬、僱員福利及利益。一般而言，本集團定期參考(其中包括)可資比較公司所付薪資的市場水平、僱員各自的責任以及員工和本集團的表現審核並釐定僱員的薪酬待遇。

RELATIONSHIP WITH CUSTOMERS, SUPPLIERS AND EMPLOYEES

Customers

The Group has built strong, long-standing relationships with its major customers and established a strong customer base. The Group is committed to protecting the interests of its customers and end users and improving their experience. Good service is one of the key competencies of the Group and it always strives to reduce complaints.

During the Reporting Period, the Group attended industry conferences to solicit new potential customers and maintain relationships with existing customers. To further enhance the business relationship with its customers, its operations and sales teams also visit its customers on a regular basis to exchange views and collect feedback with a view to providing better services.

Suppliers

The Group has established stable business relationships with its suppliers which is essential to the smooth operation of the Group's business, as the Directors consider that timely delivery of services and provision of assistance can enable the Group to meet the schedules of its customers. The Group has also maintained a list of approved suppliers which is periodically reviewed and updated based on the internal assessment of their performance, to ensure that all works performed by the suppliers satisfy the requirements of the relevant contract.

Employees

The Group maintains a cooperative and good relationship with its management and employees in providing competitive remuneration, staff welfare and benefits. In general, the Group reviews and determines the remuneration packages of its employees on a periodical basis by reference to, among other things, the market level of salaries paid by comparable companies, the respective responsibilities of its employees and the performance of the employees and the Group.

於報告期內，概無發生勞資糾紛或罷工。董事會認為，本集團目前與其僱員的關係屬理想。

During the Reporting Period, there was no labour dispute or strike. The Board is of the view that the Group's current relationship with its employees is satisfactory.

遵守相關法律法規

據董事會所知，截至2022年12月31日止年度，不存在對本集團業務及營運產生重大影響的重大違法或不遵守使用法律法規。

COMPLIANCE WITH LAWS AND REGULATIONS

As far as the Board is aware, for the year ended 31 December 2022, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group.

物業、廠房及設備

於報告期間，有關本集團物業、廠房及設備變動之詳情載於本綜合財務報表附註14。

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Company during the Reporting Period are set out in note 14 to the consolidated financial statements.

股本

於報告期間，有關本集團股本變動之詳情載於本綜合財務報表附註22。

SHARE CAPITAL

Details of movements in the share capital of the Company during the Reporting Period are set out in note 22 to the consolidated financial statements.

儲備

於報告期間，有關本集團儲備變動之詳情載於綜合財務報表附註23。截至2022年12月31日，本公司已保留零溢利(2021年：零)，作為可向股東分派之儲備。

RESERVES

Details of the movements in the reserves of the Group during the Reporting Period are set out in note 23 to the consolidated financial statements. As of 31 December 2022, the Company had retained nil (2021: nil) profits as reserves available for distribution to the Shareholders.

銀行借款

本集團截至2022年12月31日的銀行借款詳情載於綜合財務報表附註24。

BANK BORROWINGS

Particulars of bank borrowings of the Group as of 31 December 2022 are set out in note 24 to the consolidated financial statements.

財務概要

本集團於過往五年財政年度之業績及資產及負債概要載於本年報「財務概要」一節。

董事

執行董事

陳永輝先生(董事長)

黃仿傑先生

李海榮先生

郭海球先生

非執行董事

徐欣先生

獨立非執行董事

杜劍青先生

吳瑞風女士

鄔金濤教授

根據組織章程細則第108條，於本公司每屆股東週年大會上，三分之一的在任董事(或倘董事人數並非三或三的倍數，則最接近但不少於三分之一)須輪值告退，每名董事(包括獲特定任期委任的董事)須每三年最少輪流退任一次。退任董事之任期僅至其須輪席退任之股東週年大會結束為止，屆時有資格於會上膺選連任。因此，郭海球先生、杜劍青先生及吳瑞風女士須於股東週年大會輪值退任，而彼等符合資格及願意重選連任。

有關董事於股東週年大會重選連任載於股東通函。

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years are set out in the section headed "Financial Summary" of this annual report.

DIRECTORS

Executive Directors

Mr. Chen Yonghui (陳永輝) (Chairman)

Mr. Huang Fangjie (黃仿傑)

Mr. Li Hairong (李海榮)

Mr. Guo Haiqiu (郭海球)

Non-executive Director

Mr. Xu Xin (徐欣)

Independent Non-executive Directors

Mr. Du Jianqing (杜劍青)

Ms. Wu Ruifeng (吳瑞風)

Prof. Wu Jintao (鄔金濤)

In accordance with Article 108 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. Accordingly, Mr. Guo Haiqiu, Mr. Du Jianqing and Ms. Wu Ruifeng shall retire by rotation at the AGM and they being eligible, offer themselves for re-election.

Details of the Directors to be re-elected at the AGM are set out in the circular to the Shareholders.

董事及高級管理層

有關本公司之董事及高級管理層履歷之詳情載於本年報第37頁至44頁。

獨立非執行董事之獨立性確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條之獨立性確認及本公司認為全體獨立非執行董事自彼等獲委任之日起直至本年報日期均為獨立人士。

董事服務合約及委任函

各執行董事已與本公司訂立服務合約，初始固定任期自2021年8月11日起計為期三年，並將持續至任一方向另一方發出不少於三個月書面通知終止為止，而該通知於固定任期屆滿前不會失效。

非執行董事已與本公司訂立服務合約，初始固定任期自2021年8月11日起計為期三年，並將持續至任一方向另一方發出不少於三個月書面通知終止為止，而該通知於固定任期屆滿前不會失效。

各獨立非執行董事已與本公司訂立委任函，初始固定任期自上市日期起計為期三年，並將持續至任一方向另一方發出不少於三個月書面通知終止為止，而該通知於固定任期屆滿前不會失效。

DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out on pages 37 to 44 of this annual report.

CONFIRMATION OF INDEPENDENCE FROM THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors a confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers all of the independent non-executive Directors are independent from the date of their appointments and up to the date of this annual report.

DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENTS

Each of the executive Directors has entered into a service contract with the Company for an initial fixed term of three years commencing from 11 August 2021 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term.

The non-executive Director has entered into a service contract with the Company for an initial fixed term of three years commencing from 11 August 2021 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for an initial fixed term of three years commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term.

除上文所披露者外，概無董事與本集團訂立或擬訂立服務合約(不包括於一年內屆滿或僱主可於一年內釐定毋須賠償(法定賠償除外)而終止的合約)。

董事於重大交易、安排或合約中的權益

除本報告所披露者外，於截至2022年12月31日止年度，概無董事或與董事有關連的任何實體直接或間接於本公司或其任何附屬公司或同系附屬公司訂立且對本集團業務屬重大的任何交易、安排或合約中擁有重大利益。

管理合約

於報告期內，概無訂立或存在任何與本公司全部或任何重大部分業務管理及行政有關的合約。

薪酬政策

本公司已成立薪酬委員會，以根據本集團的經營業績、董事及高級管理層的個人表現及可資比較的市場慣例，審核本集團有關其全體董事及高級管理層薪酬的薪酬政策及架構。

有關報告期內董事、高級管理層及五名最高薪酬人士的酬金詳情載於綜合財務報表附註8及附註32。概無向任何董事或綜合財務報表附註8所披露的任何五名最高薪酬人士支付任何款項作為吸引彼等加入或加入本公司後的激勵或作為離職補償。此外，概無董事放棄或同意放棄任何薪酬的安排。

Save as disclosed above, none of the Directors has entered into, or has proposed to enter into, a service contract with the Group (other than contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this report, none of the Directors nor any entity connected with the Directors had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, or any of its subsidiaries or fellow subsidiaries was a party during the year ended 31 December 2022.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Reporting Period.

REMUNERATION POLICY

A remuneration committee was set up for reviewing the Group's remuneration policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance of the Directors and senior management and comparable market practices.

Details of the emoluments of the Directors, senior management and the five highest paid individuals during the Reporting Period are set out in note 8 and note 32 to the consolidated financial statements. No amount was paid to any Director or any of the five highest paid individual disclosed in note 8 to the consolidated financial statements as an inducement to join or upon joining the Company or as a compensation for loss of office. In addition, there was no arrangement under which a Director waived or agreed to waive any remuneration.

2022年已付本集團高級管理層的薪酬按薪酬範圍劃分如下：

Remuneration paid to the senior management of the Group in 2022 by band was as follows:

	Number of staff 員工人數
人民幣900,000元至人民幣1,000,000元 RMB900,000–RMB1,000,000	1
人民幣800,000元至人民幣900,000元 RMB800,000–RMB900,000	1
人民幣600,000元至人民幣700,000元 RMB600,000–RMB700,000	1
人民幣500,000元至人民幣600,000元 RMB500,000–RMB600,000	1

退休福利計劃

本集團根據中國規則及法規為僱員提供「五險一金」退休福利計劃，於2022年12月31日的退休福利計劃詳情載於綜合財務報表附註8及附註32。

RETIREMENT BENEFITS PLANS

The Group operates a “five social insurance and one housing fund” retirement benefit scheme in accordance with the rules and regulations in the PRC for its employees, particulars of which as at 31 December 2022 are set out in note 8 and note 32 to the consolidated financial statements.

僱員激勵計劃

於2022年12月1日，本公司以董事會決議案採納及批准受限制股份獎勵計劃。於2022年12月31日，本公司概無根據股份獎勵計劃向僱員授出任何股份獎勵。

EMPLOYEE INCENTIVE SCHEMES

On 1 December 2022, the Company adopted and approved the Restricted Share Award Scheme by resolutions of the Board. As at 31 December 2022, no share awards were granted to the employees by the Company pursuant to the Share Award Scheme.

有關受限制股份獎勵計劃(於2022年12月1日生效)的詳情如下：

Details of the Restricted Share Award Scheme (which became effective on 1 December 2022) are set out as follows:

(a) 受限制股份獎勵計劃之宗旨

受限制股份獎勵計劃旨在為選定參與者提供獲得本公司所有權權益的機會、鼓勵及挽留該等人士為本集團效力、為彼等提供達成績效目標的額外獎勵以及為本集團進一步發展吸納合適人才，並激勵選定參與者為選定參與者及本公司的利益最大化本公司價值。

(a) Purposes of the Restricted Share Award Scheme

The purposes of the Restricted Share Award Scheme are to provide the Selected Participants with an opportunity to acquire a proprietary interest in the Company, to encourage and retain such individuals to work with the Group, to provide additional incentives for them to achieve performance goals, to attract suitable personnel for further development of the Group, and to motivate the Selected Participants to maximise the value of the Company for the benefits of both the Selected Participants and the Company.

(b) 受限制股份獎勵計劃之期限

受限制股份獎勵計劃將自2022年12月1日起計十年期間(「計劃期間」)內維持有效及生效，並可於計劃期間屆滿前任何時間通過董事會決議案予以終止或延長。

(c) 受限制股份獎勵計劃之參與者及釐定選定參與者資格之基準

在受限制股份獎勵計劃規則的規限下，管理委員會可不時全權酌情選擇任何參與者為選定參與者，並根據管理委員會可能施加的任何條款及條件並在其規限下向該選定參與者作出授予。

於釐定選定參與者(不包括任何除外僱員)、將予授出的獎勵股份數目、歸屬條件、選定參與者將就每股獎勵股份支付的購買價(如有)(「購買價」)、購買價的支付方式以及授予的其他條款及條件時，管理委員會須考慮其認為相關的任何事宜。

(b) Duration of the Restricted Share Award Scheme

The Restricted Share Award Scheme shall remain valid and effective for a period of ten years from 1 December 2022 (the “**Scheme Period**”) and can be terminated or extended by a resolution of the Board at any time prior to the expiry of the Scheme Period.

(c) Participants of the Restricted Share Award Scheme and Basis for Determining the Eligibility of the Selected Participants

Subject to the rules governing the Restricted Share Award Scheme, the Administration Committee may, from time to time in its sole and absolute discretion, select any Participant to be a Selected Participant and make a Grant to such Selected Participant on and subject to any terms and conditions that the Administration Committee may impose.

In determining the Selected Participants (excluding any Excluded Employee), the number of Award Shares to be granted, the vesting conditions, the purchase price (if any) to be paid by the Selected Participants (the “**Purchase Price**”) for each Award Share, the manner of payment of the Purchase Price and the other terms and conditions of the Grants, the Administration Committee shall take into consideration any matter which it considers relevant.

(d) 限額

倘根據受限制股份獎勵計劃發行及購買股份後，根據受限制股份獎勵計劃管理的股份數目將達到本公司於2022年12月1日已發行股本的10%或以上或管理委員會在遵守上市規則的前提下全權酌情釐定的其他限額，則不得根據受限制股份獎勵計劃發行或購買股份。

在遵守上市規則規定的情況下，於任何時間或合計可向選定參與者授出的獎勵股份最高數目不得超過本公司於2022年12月1日已發行股本的1%。

為免生疑問，受限制股份獎勵計劃擬僅以現有股份作為來源。根據該計劃將予授出的獎勵股份不會源自根據可用一般授權發行的新股份，而是透過於聯交所進行購買的方式撥出。倘日後出現為應付受限制股份獎勵計劃而發行新股份或動用其他股份來源的情況，本公司將按照上市規則適用規定徵求股東批准。

(e) 歸屬期

根據受限制股份獎勵計劃規則授予選定參與者的任何獎勵股份應根據行政委員會發佈的授出函件所載的歸屬條件歸屬於該選定參與者。

(d) Limitations

No Shares shall be issued or purchased pursuant to the Restricted Share Award Scheme if as a result of such issue and purchase, the number of Shares administered under the Restricted Share Award Scheme shall reach 10% or more of the issued share capital of the Company on 1 December 2022 or such other limit as determined by the Administration Committee in its sole and absolute discretion provided always that it is in compliance with the Listing Rules.

Subject to compliance with the requirements under the Listing Rules, the maximum number of Award Shares which may be granted to a Selected Participant at any one time or in aggregate may not exceed 1% of the issued share capital of the Company on 1 December 2022.

For the avoidance of doubt, the Restricted Share Award Scheme was contemplated and adopted to be funded solely by the existing Shares. The Award Shares to be granted under the Scheme will not be satisfied by issuing new Shares under the available general mandate but will be satisfied by making purchases on the Stock Exchange. Should the circumstances, where the Restricted Share Award Scheme will be funded by issue of new Shares or any other sources, arise in the future, the Company will seek approval by its Shareholders in compliance with the applicable Listing Rules requirements.

(e) Vesting Period

Any Award Share granted to a Selected Participant pursuant to the rules of the Restricted Share Award Scheme shall vest in such Selected Participant in accordance with the vesting conditions as set out in the grant letter issued by the Administrative Committee.

董事及最高行政人員於股份、相關股份及債權證中的權益及淡倉

於2022年12月31日，本公司董事及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)的股份、相關股份及債權證中，擁有已根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所的權益(包括根據證券及期貨條例有關條文彼被當作或視為擁有的權益及淡倉)，或已記入根據證券及期貨條例第352條須予備存的登記冊內的權益，或已根據標準守則知會本公司及聯交所的權益如下：

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

As at 31 December 2022, the interests of the Directors and the 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, as 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 was taken or deemed to have taken under such provisions of the SFO), as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

董事姓名	身份／權益性質	所持 股份數目	佔已發行 股份總數的 概約百分比 Approximate percentage of the total number of issued Shares
Name of Director(s)	Capacity/Nature of interests	Number of Shares held	
陳永輝先生(「陳先生」) Mr. Chen Yonghui ("Mr. Chen")	受控法團權益及一致行動人士權益 ^{(1)及(4)} Interest in a controlled corporation and interest of party acting in concert ^{(1) & (4)}	298,932,230	53.35%
黃仿傑先生(「黃先生」) Mr. Huang Fangjie ("Mr. Huang")	受控法團權益及一致行動人士權益 ^{(2)及(4)} Interest in a controlled corporation and interest of party acting in concert ^{(2) & (4)}	298,932,230	53.35%
李海榮先生(「李先生」) Mr. Li Hairong ("Mr. Li")	受控法團權益及一致行動人士權益 ^{(3)及(4)} Interest in a controlled corporation and interest of party acting in concert ^{(3) & (4)}	298,932,230	53.35%

附註：

Notes:

- (1) 陳先生實益擁有(1)正浩環球控股有限公司(「**正浩環球**」)100%的已發行股本；及(2)廣州玄東投資有限合夥企業(有限合夥)(「**廣州玄東**」)逾三分之一的權益。此外，陳先生為廣州玄南投資有限合夥企業(有限合夥)(「**廣州玄南**」、廣州玄西投資有限合夥企業(有限合夥)(「**廣州玄西**」)及廣州玄北投資有限合夥企業(有限合夥)(「**廣州玄北**」)各公司的唯一普通合夥人。根據證券及期貨條例，陳先生被視為於正浩環球、廣州玄東、廣州玄南、廣州玄西及廣州玄北所持的100,968,000股股份、31,500,000股股份、13,500,000股股份、18,000,000股股份及13,500,000股股份中擁有權益，分別佔本公司於本年報日期的全部已發行股本18.02%、5.62%、2.41%、3.21%及2.41%。
- (2) 黃先生實益擁有宏漢環球有限公司(「**宏漢環球**」)100%的已發行股本。根據證券及期貨條例，黃先生被視為於宏漢環球所持的66,311,770股股份中擁有權益，佔本公司於本年報日期的全部已發行股本11.83%。
- (3) 李先生實益擁有商盈環球有限公司(「**商盈環球**」)100%的已發行股本。根據證券及期貨條例，李先生被視為於商盈環球所持的55,152,460股股份中擁有權益，佔本公司於本年報日期的全部已發行股本9.84%。
- (4) 陳先生、黃先生及李先生彼此為一致行動人士。
- (1) Mr. Chen beneficially owns (1) 100% of the issued share capital of Zhenghao Global Holding Limited (“**Zhenghao Global**”) and (2) more than one third of the interest in Guangzhou Xuandong Investment Co., Ltd. (Limited Partnership) (“**Guangzhou Xuandong**”). Further, Mr. Chen is the sole general partner of each of Guangzhou Xuannan Investment Co., Ltd. (Limited Partnership) (“**Guangzhou Xuannan**”), Guangzhou Xuanxi Investment Co., Ltd. (Limited Partnership) (“**Guangzhou Xuanxi**”) and Guangzhou Xuanbei Investment Co., Ltd. (Limited Partnership) (“**Guangzhou Xuanbei**”). By virtue of the SFO, Mr. Chen is deemed to be interested in 100,968,000 Shares, 31,500,000 Shares, 13,500,000 Shares, 18,000,000 Shares and 13,500,000 Shares held by Zhenghao Global, Guangzhou Xuandong, Guangzhou Xuannan, Guangzhou Xuanxi and Guangzhou Xuanbei, representing 18.02%, 5.62%, 2.41%, 3.21% and 2.41% of the entire issued share capital of the Company as at the date of this annual report, respectively.
- (2) Mr. Huang beneficially owns 100% of the issued share capital of Honghan Worldwide Limited (“**Honghan Worldwide**”). By virtue of the SFO, Mr. Huang is deemed to be interested in 66,311,770 Shares held by Honghan Worldwide representing 11.83% of the entire issued share capital of the Company as at the date of this annual report.
- (3) Mr. Li beneficially owns 100% of the issued share capital of Double Winner Worldwide Limited (“**Double Winner**”). By virtue of the SFO, Mr. Li is deemed to be interested in 55,152,460 Shares held by Double Winner representing 9.84% of the entire issued share capital of the Company as at the date of this annual report.
- (4) Mr. Chen, Mr. Huang and Mr. Li have been acting in concert with each other.

除上文所披露者外，於2022年12月31日，概無董事或本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、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的任何權益或淡倉(包括根據證券及期貨條例有關條文彼被當作或視為擁有的權益及淡倉)；或(b)根據證券及期貨條例第352條須記錄於該條所指登記冊內的任何權益或淡倉；或(c)根據標準守則須知會本公司及聯交所的任何權益或淡倉。

董事收購股份或債權證之權利

除本年報另行披露者外，於報告期內任何時間，本公司或其綜合聯屬實體概無訂立任何安排，使董事可藉收購本公司或任何其他法團的股份或債權證而獲得利益，且董事或其任何配偶或未滿18歲子女概無獲授予任何認購本公司或任何其他法團的股本或債務證券的權利或已行使任何該權利。

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

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this annual report, at no time during the Reporting Period was the Company or its consolidated affiliate entities a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate, and none of the Directors or their spouses or children under the age of 18 were granted any right to subscribe for the share capital or debt securities of the Company or any other body corporate, or had exercised any such right.

主要股東於本公司股份及相關股份中的權益及淡倉

於2022年12月31日，就董事或本公司最高行政人員所悉，以下法團／人士（並非董事或本公司最高行政人員）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文須予披露的權益或淡倉，或已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的權益或淡倉：

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

As at 31 December 2022, so far as the Directors or the chief executive of the Company are aware of, the following corporation/person (not being a Director or the chief executive of the Company) had interests or short positions in the Shares or underlying Shares, which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under section 336 of the SFO:

股東名稱／姓名	身份／權益性質	所持 股份數目	佔已發行 股份總數的 概約百分比 Approximate percentage of the total number of issued Shares
Name of Shareholder(s)	Capacity/Nature of interests	Number of Shares held	
正浩環球 Zhenghao Global	實益擁有人 Beneficial owner	100,968,000	18.02%
宏漢環球 Honghan Worldwide	實益擁有人 Beneficial owner	66,311,770	11.83%
商盈環球 Double Winner	實益擁有人 Beneficial owner	55,152,460	9.84%
保雅集團控股有限公司 Baoya Group Holdings Limited	實益擁有人 Beneficial owner	89,101,170	15.90%
宋小虎先生 Mr. Song Xiaohu	受控法團權益 ⁽¹⁾ Interest in a controlled corporation ⁽¹⁾	89,101,170	15.90%
謝樂軍先生 Mr. Xie Lejun	受控法團權益 ⁽²⁾ Interest in a controlled corporation ⁽²⁾	56,908,600	10.16%
廣州玄東 Guangzhou Xuandong	實益擁有人 Beneficial owner	31,500,000	5.62%
葛萍女士 Ms. Ge Ping	受控法團權益 ⁽³⁾ Interest in a controlled corporation ⁽³⁾	31,500,000	5.62%

REPORT OF DIRECTORS (CONTINUED)

董事會報告(續)

股東名稱／姓名	身份／權益性質	所持 股份數目	佔已發行 股份總數的 概約百分比 Approximate percentage of the total number of issued Shares
Name of Shareholder(s)	Capacity/Nature of interests	Number of Shares held	
上海復星惟實一期股權投資基金 合夥企業(有限合夥)	實益擁有人	30,647,000	5.47%
Shanghai Fosun Weishi Phase I Equity Investment Fund (Limited Partnership)	Beneficial owner		
上海復星惟實投資管理有限公司	受控法團權益 ⁽⁴⁾	30,647,000	5.47%
Shanghai Fosun Weishi Investment Management Co., Ltd.	Interest in a controlled corporation ⁽⁴⁾		
上海復星創富投資管理股份 有限公司	受控法團權益 ⁽⁵⁾	30,647,000	5.47%
Shanghai Fosun Capital Investment Management Co., Ltd.	Interest in a controlled corporation ⁽⁵⁾		
上海復星產業投資有限公司	受控法團權益 ⁽⁶⁾	30,647,000	5.47%
Shanghai Fosun Industrial Investment Co., Ltd.	Interest in a controlled corporation ⁽⁶⁾		
上海復星高科技(集團)有限公司	受控法團權益 ⁽⁷⁾	30,647,000	5.47%
Shanghai Fosun High Technology (Group) Co., Ltd.	Interest in a controlled corporation ⁽⁷⁾		
復星國際有限公司	受控法團權益 ⁽⁸⁾	30,647,000	5.47%
Fosun International Limited	Interest in a controlled corporation ⁽⁸⁾		
復星控股有限公司	受控法團權益 ⁽⁹⁾	30,647,000	5.47%
Fosun Holdings Limited	Interest in a controlled corporation ⁽⁹⁾		
復星國際控股有限公司	受控法團權益 ⁽¹⁰⁾	30,647,000	5.47%
Fosun International Holdings Ltd.	Interest in a controlled corporation ⁽¹⁰⁾		
郭廣昌	受控法團權益 ⁽¹¹⁾	30,647,000	5.47%
Guo Guangchang	Interest in a controlled corporation ⁽¹¹⁾		

附註：

- (1) 宋小虎先生實益擁有保雅集團控股有限公司100%的已發行股本。根據證券及期貨條例，宋小虎先生被視為於保雅集團控股有限公司所持的89,101,170股股份中擁有權益，佔本公司於本年報日期的全部已發行股本15.90%。
- (2) 謝樂軍先生實益擁有廣州玄東48.71%的權益。根據證券及期貨條例，謝樂軍先生被視為於廣州玄東所持的31,500,000股股份中擁有權益，佔本公司於本年報日期的全部已發行股本5.62%。此外，謝樂軍先生實益擁有東敖實業有限公司(「東敖」)100%的已發行股本，而該公司持有25,408,600股股份。根據證券及期貨條例，謝樂軍先生被視為於東敖所持的全部股份中擁有權益，佔本公司於本年報日期的全部已發行股本4.54%。
- (3) 葛萍女士為廣州玄東的唯一普通合夥人，根據證券及期貨條例被視為於廣州玄東所持的31,500,000股股份中擁有權益，於本年報日期佔本公司5.62%。
- (4) 上海復星惟實投資管理有限公司(「復星惟實投資」)為上海復星惟實一期股權投資基金合夥企業(有限合夥)(「上海復星」)的唯一普通合夥人，根據證券及期貨條例視為於上海復星所持的30,647,000股股份中擁有權益，於本年報日期佔本公司5.47%。
- (5) 上海復星創富投資管理股份有限公司(「復星創富」)實益擁有復星惟實投資逾三分之一的已發行股本。根據證券及期貨條例，復星創富被視為於上海復星所持的30,647,000股股份中擁有權益，於本年報日期佔本公司5.47%。

Notes:

- (1) Mr. Song Xiaohu beneficially owns 100% of the issued share capital of Baoya Group Holdings Limited. By virtue of the SFO, Mr. Song Xiaohu is deemed to be interested in 89,101,170 Shares held by Baoya Group Holdings Limited representing 15.90% of the entire issued share capital of the Company as at the date of this annual report.
- (2) Mr. Xie Lejun beneficially owns 48.71% of the interest in Guangzhou Xuandong. By virtue of the SFO, Mr. Xie Lejun is deemed to be interested in 31,500,000 Shares held by Guangzhou Xuandong representing 5.62% of the entire issued share capital of the Company as at the date of this annual report. Further, Mr. Xie Lejun beneficially owns 100% of the issued share capital of East Pride Industrial Limited ("East Pride"), which holds 25,408,600 Shares. In accordance with SFO, Mr. Xie Lejun is deemed to be interested in all the Shares held by East Pride representing 4.54% of the entire issued share capital of the Company as at the date of this annual report.
- (3) Ms. Ge Ping, being the sole general partner of Guangzhou Xuandong, is deemed to be interested in 31,500,000 Shares held by Guangzhou Xuandong under the SFO, which representing 5.62% of the Company as at the date of this annual report.
- (4) Shanghai Fosun Weishi Investment Management Co., Ltd. ("Fosun Weishi Investment"), being the sole general partner of Shanghai Fosun Weishi Phase I Equity Investment Fund (Limited Partnership) ("Shanghai Fosun"), is deemed to be interested in 30,647,000 Shares held by Shanghai Fosun under the SFO, which representing 5.47% of the Company as at the date of this annual report.
- (5) Shanghai Fosun Capital Investment Management Co., Ltd. ("Fosun Capital") beneficially owns more than one third of the issued share capital of Fosun Weishi Investment. By virtue of the SFO, Fosun Capital is deemed to be interested in 30,647,000 Shares held by Shanghai Fosun, which representing 5.47% of the Company as at the date of this annual report.

- (6) 上海復星產業投資有限公司(「復星產業」)實益擁有復星創富逾三分之一的已發行股本。根據證券及期貨條例，復星產業被視為於上海復星所持的30,647,000股股份中擁有權益，於本年報日期佔本公司5.47%。
- (6) Shanghai Fosun Industrial Investment Co., Ltd. (“Fosun Industrial”) beneficially owns more than one third of the issued share capital of Fosun Capital. By virtue of the SFO, Fosun Industrial is deemed to be interested in 30,647,000 Shares held by Shanghai Fosun, which representing 5.47% of the Company as at the date of this annual report.
- (7) 上海復星高科技(集團)有限公司(「復星高科技」)實益擁有復星產業逾三分之一的已發行股本。根據證券及期貨條例，復星高科技被視為於上海復星所持的30,647,000股股份中擁有權益，於本年報日期佔本公司5.47%。
- (7) Shanghai Fosun High Technology (Group) Co., Ltd. (“Fosun High Technology”) beneficially owns more than one third of the issued share capital of Fosun Industrial. By virtue of the SFO, Fosun High Technology is deemed to be interested in 30,647,000 Shares held by Shanghai Fosun, which representing 5.47% of the Company as at the date of this annual report.
- (8) 復星國際有限公司(「復星國際」)實益擁有復星高科技逾三分之一的已發行股本。根據證券及期貨條例，復星國際被視為於上海復星所持的30,647,000股股份中擁有權益，於本年報日期佔本公司5.47%。
- (8) Fosun International Limited (“FIL”) beneficially owns more than one third of the issued share capital of Fosun High Technology. By virtue of the SFO, FIL is deemed to be interested in 30,647,000 Shares held by Shanghai Fosun, which representing 5.47% of the Company as at the date of this annual report.
- (9) 復星控股有限公司(「復星控股」)實益擁有復星國際逾三分之一的已發行股本。根據證券及期貨條例，復星控股被視為於上海復星所持的30,647,000股股份中擁有權益，於本年報日期佔本公司5.47%。
- (9) Fosun Holdings Limited (“FHL”) beneficially owns more than one third of the issued share capital of FIL. By virtue of the SFO, FHL is deemed to be interested in 30,647,000 Shares held by Shanghai Fosun, which representing 5.47% of the Company as at the date of this annual report.
- (10) 復星國際控股有限公司(「復星國際控股」)實益擁有復星控股逾三分之一的已發行股本。根據證券及期貨條例，復星國際控股被視為於上海復星所持的30,647,000股股份中擁有權益，於本年報日期佔本公司5.47%。
- (10) Fosun International Holdings Ltd. (“FIH”) beneficially owns more than one third of the issued share capital of FHL. By virtue of the SFO, FIH is deemed to be interested in 30,647,000 Shares held by Shanghai Fosun, which representing 5.47% of the Company as at the date of this annual report.
- (11) 郭廣昌先生實益擁有復星國際控股逾三分之一的已發行股本。根據證券及期貨條例，郭廣昌先生被視為於上海復星所持的30,647,000股股份中擁有權益，於本年報日期佔本公司5.47%。
- (11) Mr. Guo Guangchang beneficially owns more than one third of the issued share capital of FIH. By virtue of the SFO, Mr. Guo Guangchang is deemed to be interested in 30,647,000 Shares held by Shanghai Fosun, which representing 5.47% of the Company as at the date of this annual report.

除上文所披露者外，就董事或本公司最高行政人員所悉，於2022年12月31日，並無任何法團／人士（並非董事或本公司最高行政人員）於股份或相關股份中擁有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披露的任何權益或淡倉，或已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的任何權益或淡倉。

Save as disclosed above, so far as the Directors or the chief executive of the Company are aware of, as at 31 December 2022, no corporation/person (not being a Director or the chief executive of the Company) had any interests or short position in the Shares or underlying Shares, which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which was recorded in the register required to be kept by the Company under section 336 of the SFO.

優先購買權

組織章程細則或開曼群島法律項下並無優先購買權條文，規定本公司須按比例基準向現有股東發售新股份。

PRE-EMPTIVE RIGHTS

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

董事於競爭業務的權益

於報告期內，概無董事或彼等各自的聯繫人於與本集團業務直接或間接構成競爭或可能構成競爭的業務中擁有任何權益。

DIRECTORS' INTEREST IN COMPETING BUSINESS

During the Reporting Period, none of the Directors or their respective associates had any interests in business, which compete or are likely to compete either directly or indirectly, with the business of the Group.

稅務減免及豁免

董事並不知悉股東因其持有本公司證券而享有的任何稅務減免及豁免。

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company's securities.

關連交易及持續關連交易

於截至2022年12月31日止年度內，本集團之下列交易構成本集團之持續關連交易。

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

The following transactions of the Group constituted continuing connected transactions for the Group for the year ended 31 December 2022.

A. 合同安排

合同安排的背景

根據中國的法律及法規，本集團目前經營的業務(即提供CRM PaaS服務及CRM SaaS服務)受到外商投資限制。提供CRM PaaS服務及CRM SaaS服務屬於增值電信服務範疇，其須持有有效的SP許可證，故受到外商投資限制。

由於中國對外商所有權的監管限制，本集團透過其綜合聯屬實體於中國間接進行業務營運，同時符合適用的中國法律法規。有關合同安排的詳情，請參閱「合同安排概要」一段。通過合同安排，本公司對綜合聯屬實體行有效控制權。合同安排使本公司能夠(i)收取綜合聯屬實體產生的經濟利益；(ii)對綜合聯屬實體行有效控制權；及(iii)持有不可撤銷及獨家權利隨時及不時要求(1)各登記股東向玄韜及／或玄韜指定的第三方轉讓其於廣州玄武的任何或全部股權；(2)廣州玄武向玄韜及／或玄韜指定的第三方轉讓其持有的任何或全部資產；(3)廣州玄武向玄韜及／或玄韜指定的第三方轉讓於其任何附屬公司的任何或全部權益及／或(4)廣州玄武的任何附屬公司向玄韜及／或玄韜指定的第三方轉讓其持有的任何或全部資產，各情況下均按中國法律允許的最低價格進行轉讓。

截至2022年12月31日止年度，所有綜合聯屬實體對本集團總收益的貢獻約為100%。截至2022年12月31日，綜合聯屬實體的總資產合共佔本集團總資產約100%。

A. CONTRACTUAL ARRANGEMENTS

Background to the Contractual Arrangements

The businesses which the Group currently operate, i.e. provision of CRM PaaS services and CRM SaaS services, are subject to foreign investment restrictions under the current PRC laws and regulations. The provision of CRM PaaS services and CRM SaaS services falls within the scope of value-added telecommunication services which are subject to holding of valid SP Licence, and therefore, subject to foreign investment restriction.

Due to regulatory restrictions on foreign ownership in the PRC, the Group conduct its business operations indirectly in the PRC through the Consolidated Affiliated Entities while complying with applicable PRC laws and regulations. For details of the Contractual Arrangements, please refer to the paragraph headed "Summary of the Contractual Arrangements". Through the Contractual Arrangements, the Company exercise effective control over the Consolidated Affiliated Entities. The Contractual Arrangements enable the Company to (i) receive the economic benefits generated by the Consolidated Affiliated Entities; (ii) exercise effective control over the Consolidated Affiliated Entities; and (iii) hold an irrevocable and exclusive right to require (1) each of the Registered Shareholders to transfer any or all their equity interests in Guangzhou Xuan Wu, (2) Guangzhou Xuan Wu to transfer any or all of the assets it held, (3) Guangzhou Xuan Wu to transfer any or all their equity interests in any of its subsidiaries and/or (4) any of the subsidiaries of Guangzhou Xuan Wu to transfer any or all of the assets it held, to Xuantaos and/or a third party designated by it, at any time and from time to time, at the lowest purchase price that is permitted by the PRC laws.

The revenue contribution of all of the Consolidated Affiliated Entities to the Group amounted to approximately 100% of the total revenue of the Group for the year ended 31 December 2022. As at 31 December 2022, the total assets of the Consolidated Affiliated Entities in aggregate represent approximately 100% of the total assets of the Group.

與合同安排有關的風險及減少風險採取的行動

本集團認為以下風險與合同安排有關。有關該等風險的進一步詳情載於招股章程第66至70頁。

- 倘中國政府認定確立本集團中國業務營運架構的協議不符合適用的中國法規，或倘該等法規或現有法規的詮釋於未來發生變動，則本集團可能遭受嚴重後果，包括取消合同安排並被迫放棄於該等業務營運中的權益。
- 在提供經營控制權方面，合同安排未必如直接所有權一樣有效。任何綜合聯屬實體或其股東未能履行合同安排項下的義務將對本集團的業務、經營業績及財務狀況構成重大不利影響。
- 綜合聯屬實體的股東可能與本集團有實際或潛在利益衝突，並可能對本集團的業務、經營業績及財務狀況產生重大不利影響。
- 外商投資法及實施條例的詮釋及實施以及其將如何影響本集團目前的企業架構、企業管治及業務營運可行性均存在重大不確定性。
- 合同安排可能會受到中國稅務機關的審查，彼等可能決定本公司或綜合聯屬實體須繳納額外稅款，從而可能對本公司的業務、經營業績及財務狀況產生重大不利影響。

Risks relating to the Contractual Arrangements and Actions Taken to Mitigate the Risks

The Group believes the following risks are associated with the Contractual Arrangements. Further details of these risks are set out on pages 66 to 70 of the Prospectus.

- If the PRC government finds that the agreements that establish the structure for operating the Group's operations in the PRC do not comply with applicable PRC regulations, or if these regulations or the interpretation of existing regulations change in the future, the Group could be subject to severe consequences, including the nullification of the contractual arrangements and being forced to relinquish our interests in those operations.
- The Contractual Arrangements may not be as effective in providing operational control as direct ownership. Any failure by any Consolidated Affiliated Entity or its shareholders to perform the obligations under the Contractual Arrangements would have a material adverse effect on the Group's business, results of operations and financial condition.
- The shareholders of the Consolidated Affiliated Entities may have actual or potential conflicts of interest with the Group, which may materially and adversely affect the Group's business, results of operations and financial condition.
- Substantial uncertainties exist with respect to the interpretation and implementation of the Foreign Investment Law and the Implementation Rules and how they may impact the viability of the Group's current corporate structure, corporate governance and business operations.
- The Contractual Arrangements may be subject to scrutiny by the PRC tax authorities and they may determine that the Company or the Consolidated Affiliated Entities owe additional taxes, which could materially and adversely affect our business, results of operations and financial condition.

- 倘本集團行使選擇權收購綜合聯屬實體的股權所有權及資產，所有權或資產轉讓可能使本集團受到若干限制及承擔巨額成本。

本公司管理層與其外部法律顧問及顧問緊密合作，監察中國法律及法規的監管環境及發展，以減低與合同安排有關的風險。

本集團已採納措施確保合同安排以有效經營本集團業務及遵守合同安排，其中包括：

- 實施及遵守合同安排或政府部門任何監管查問產生的重大事務將於產生時交予董事會(如必需)審閱及討論；
- 董事會將每年最少審核一次合同安排的整體履行及遵守情況；
- 本公司將於年報披露合同安排的整體履行及遵守情況；
- 本公司將外聘法律顧問或其他專業顧問(如有需要)協助董事會審核合同安排的實施情況、審核綜合聯屬實體的法律合規情況以及處理合同安排產生的特別事務或事宜；及
- 獨立非執行董事將每年審核合同安排的遵守情況，彼等的確認將於本公司年報披露。

- If the Group exercises the option to acquire equity ownership and assets of the Consolidated Affiliated Entities, the ownership or asset transfer may subject the Group to certain limitations and substantial costs.

The Company's management works closely with its external legal counsels and advisers to monitor the regulatory environment and developments in PRC laws and regulations to mitigate the risks associated with the Contractual Arrangements.

The Group has adopted measures to ensure the effective operation of the Group's businesses with the implementation of the Contractual Arrangements and its compliance with the Contractual Arrangements, including, among others:

- major issues arising from the implementation and compliance with the Contractual Arrangements or any regulatory enquiries from government authorities will be submitted to our Board, if necessary, for review and discussion as and when they arise;
- the Board will review the overall performance of and compliance with the Contractual Arrangements at least once a year;
- the Company will disclose the overall performance and compliance with the Contractual Arrangements in the annual reports;
- the Company will engage external legal advisers or other professional advisers, if necessary, to assist the Board to review the implementation of the Contractual Arrangements, review the legal compliance of the Consolidated Affiliated Entities to deal with specific issues or matters arising from the Contractual Arrangements; and
- the independent non-executive Directors will review the compliance of the Contractual Arrangements on an annual basis and their confirmation will be disclosed in the Company's annual report.

上市規則涵義及豁免

根據上市規則第十四A章的規定，合同安排項下擬進行的交易構成本公司的持續關連交易。本公司已向聯交所申請且聯交所已授出可豁免(i)就合同安排項下的交易嚴格遵守上市規則第十四A章項下的公佈及獨立股東批准規定；(ii)就合同安排項下交易設定最高年度總值(即年度上限)；及(iii)於股份於聯交所上市的情況下須將合同安排期限定為三年或以下，惟須受若干條件所限。有關詳情請參閱招股章程「關連交易」一節。

中國法律法規

根據外商投資負面清單，提供增值電信服務屬於「限制」類。因此，外商投資者於從事增值電信服務的公司的持股比例不得超過50%（「外商所有權限制」）。

根據通信短信息服務管理規定，經營短信息服務者，應當依照中國法律取得電信業務經營許可。尤其是，通信短信息服務管理規定第6條規定，未取得電信業務經營許可的基礎電信業務經營者不得為任何單位或者個人提供用於發送短信的網絡或者業務接入服務。因此，為接入電信網絡運營商維護的網絡發送短信，各綜合聯屬實體必須獲得並已獲得SP許可證。

Listing Rules Implications and Waivers

The transactions contemplated under the Contractual Arrangements constitute continuing connected transactions for the Company pursuant to Chapter 14A of the Listing Rules. The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver from (i) strict compliance with the announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the transactions under the Contractual Arrangements; (ii) setting a maximum aggregate annual value, i.e. an annual cap, for the transactions under the Contractual Arrangements; and (iii) limiting the term of the Contractual Arrangements to three years or less, for so long as the Shares are listed on the Stock Exchange subject to certain conditions. For details, please refer to the section "Connected Transactions" in the Prospectus.

PRC Laws and Regulations

Pursuant to the Foreign Investment Negative List, provision of value-added telecommunication services falls within the "restricted" category. As such, the shareholding percentage of a foreign investor in companies engaged in value-added telecommunication services shall not exceed 50% (the "Foreign Ownership Restrictions").

According to the Regulations on the Administration of Short Message Service (通信短信息服務管理規定), those who operate SMS shall obtain the telecommunication business licence according to the PRC laws. In particular, Article 6 of the Regulations on the Administration of Short Message Service provides that an operator of basic telecommunication business shall not, without telecommunication business licence, provide network or access service for sending SMS to any institution or individual. Accordingly, for access to the network maintained by telecommunication network operators for sending SMS, each of the Consolidated Affiliated Entities must obtain and has obtained the SP Licence.

資格要求

於2001年12月11日，國務院頒佈《外商投資電信企業管理規定》(「**2016年規定**」)，有關規定於2016年2月6日作出最新修訂。根據2016年規定，外國投資者不得於提供增值電信服務的公司中持有股權超過50%。外商投資電信企業管理規定(「**外商投資電信企業管理規定**」)第10條進一步規定，在中國投資增值電信業務的主要外商投資者應當具有在海外經營增值電信業務的良好業績和運營經驗(「**資格要求**」)。符合該等要求的外商投資者必須獲得中華人民共和國工業和信息化部批准，而中華人民共和國工業和信息化部(「**工信部**」)在審批方面保留酌情權。

工信部已發佈外商投資經營電信業務審批服務指南。根據該服務指南，外商投資者申請人須提供其符合資格要求的證明。然而，服務指南並無就證實符合資格要求所需的證明、記錄或文件提供任何進一步的指引。

於2022年3月29日，國務院頒佈《國務院關於修改和廢止部分行政法規的決定》(「**2022年決定**」)，自2022年5月1日起生效，對2016年規定作出若干重大變更。2022年決定廢除資格要求。因此，資格要求的限制不再適用於外國投資者，故外國投資者可獲許持有增值電信服務公司不超過50%的股權。然而，截至本年報日期，並無適用的中國法律、法規或規則對2022年決定提供明確的指引或解釋。2022年決定的實際解釋及執行以及政府部門的相關條例仍然不確定。

Qualification Requirements

On 11 December 2001, the State Council promulgated the Administrative Provisions on the Administration of Foreign Invested Telecommunications Enterprises (the “**2016 Regulations**”), which was last amended on 6 February 2016. According to the 2016 Regulations, foreign investors are not allowed to hold more than 50% of the equity interests in a company providing value-added telecommunications services. Article 10 of the Administrative Provisions on the Administration of Foreign-funded Telecommunication Enterprises (外商投資電信企業管理規定) (the “**FITE Regulations**”) further provides that a major foreign investor which invests in a value-added telecommunication business in the PRC must possess prior experience in, and a proven track record of good performance of, operating value-added telecommunication businesses overseas (the “**Qualification Requirements**”). Foreign investors that meet these requirements must obtain approvals from the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) (the “**MIIT**”) which retain discretion in granting such approvals.

The MIIT issued the Guidance Memorandum (外商投資經營電信業務審批服務指南). According to this Guidance Memorandum, a foreign investor applicant is required to provide the proof of the satisfaction of the Qualification Requirements. The Guidance Memorandum, however, does not provide any further guidance on the proof, record or document required to support the proof satisfying the Qualification Requirements.

On 29 March 2022, the State Council promulgated the Decision of the State Council on Revising or Abolishing Some Administrative Regulations (the “**2022 Decision**”) that took effect from 1 May 2022 made certain significant changes to the 2016 Regulations. The 2022 Decision repeals the Qualification Requirements. As such, the restrictions of Qualification Requirements no longer apply to foreign investors, and foreign investors may be allowed to hold no more than 50% of the equity interests of a company providing value-added telecommunications services. However, as at the date of this annual report, no applicable PRC laws, regulations or rules have provided clear guidance or interpretation about the 2022 Decision. It remains uncertain as to the interpretation and enforcement of the 2022 Decision in practice and relevant regulations by government authorities.

合同安排概要

於報告期內，本集團成立一間新運營附屬公司，即廣州市玄氮科技有限公司（「廣州玄氮」），其主要從事提供智慧CRM服務，屬於外商投資負面清單所規定的「限制」類。因此，於2022年8月19日，廣州玄氮、玄韜及廣州玄武訂立了一系列新合同安排，其條款及條件與現有合同安排大致相同。報告期內存續的合同安排為：

- **獨家業務合作合同。**根據玄韜、廣州玄武及其附屬公司及登記股東所訂立日期為2021年8月10日、2021年12月29日及2022年8月19日的獨家業務合作合同（「獨家業務合作合同」），以年度服務費作交換，玄武及其附屬公司同意委聘玄韜為技術支持、諮詢及其他服務的獨家供應商。
- **獨家購買權合同。**根據玄韜、廣州玄武及其附屬公司及登記股東所訂立日期為2021年8月10日、2021年12月29日及2022年8月19日的獨家購買權合同（「獨家購買權合同」），廣州玄武及其附屬公司及登記股東同意向玄韜授予一項不可撤銷的獨家權利，以要求（無額外條件）(i)各登記股東將其於廣州玄武的任何或全部股權；(ii)廣州玄武將其持有的任何或全部資產；(iii)廣州玄武將其於其任何附屬公司的任何或全部股權及／或(iv)廣州玄武的任何附屬公司將其持有的任何或全部資產隨時及不時以中國法律允許的最低購買價轉讓予玄韜及／或其指定的第三方。

Summary of the Contractual Arrangements

During the Reporting Period, the Group has set up a new operating subsidiary, Guangzhou Xuankrypton Technology Co., Ltd.* (廣州市玄氮科技有限公司) (“**Guangzhou Xuankrypton**”), which principally engages in the provision of intelligent CRM services, which falls within the “restricted” category as stipulated under the Foreign Investment Negative List. As such, a series of Contractual Arrangements were entered into among Guangzhou Xuankrypton, Xuantao and Guangzhou Xuan Wu on 19 August 2022, of which the terms and conditions are substantially the same as the existing Contractual Arrangements. The Contractual Arrangements in place for the Reporting Period were:

- **Exclusive Business Cooperation Agreements.** Under the exclusive business cooperation agreements (the “**Exclusive Business Cooperation Agreements**”) dated 10 August 2021, 29 December 2021 and 19 August 2022 entered into among Xuantao, Guangzhou Xuan Wu and its subsidiaries and the Registered Shareholders, in exchange for an annual service fee, Xuan Wu and its subsidiaries agreed to engage Xuantao as their exclusive provider of technical support, consultation and other services.
- **Exclusive Option Agreements.** Under the exclusive option agreements (the “**Exclusive Option Agreements**”) dated 10 August 2021, 29 December 2021 and 19 August 2022 among Xuantao, Guangzhou Xuan Wu and its subsidiaries and the Registered Shareholders, Guangzhou Xuan Wu and its subsidiaries and the Registered Shareholders agreed to grant Xuantao an irrevocable and exclusive right to require, without additional conditions, (i) each of the Registered Shareholders to transfer any or all their equity interests in Guangzhou Xuan Wu; (ii) Guangzhou Xuan Wu to transfer any or all of the assets it held; (iii) Guangzhou Xuan Wu to transfer any or all their equity interests in any of its subsidiaries and/or (iv) any of the subsidiaries of Guangzhou Xuan Wu to transfer any or all of the assets it held, to Xuantao and/or a third party designated by it, at any time and from time to time, at the lowest purchase price that is permitted by the PRC laws.

- **股權質押合同。**根據玄韜、廣州玄武及其附屬公司及登記股東所訂立日期為2021年8月10日、2021年12月29日及2022年8月19日的股權質押合同(「**股權質押合同**」)，廣州玄武及登記股東同意將彼等各自於廣州玄武及其附屬公司擁有的全部股權(包括任何股息或由此產生的其他利益)質押予玄韜，作為擔保履行獨家業務合作合同、獨家購買權合同及股東表決權委託合同(定義見下文)項下合同責任的質押。
- **Equity Pledge Agreements.** Under the equity pledge agreements (the “**Equity Pledge Agreements**”) dated 10 August 2021, 29 December 2021 and 19 August 2022 entered into among Xuantao, Guangzhou Xuan Wu and its subsidiaries and the Registered Shareholders, Guangzhou Xuan Wu and the Registered Shareholders agreed to pledge all their respective equity interests in Guangzhou Xuan Wu and its subsidiaries that they own, including any dividend or other benefits arising therefrom, to Xuantao as charge to guarantee the performance of contractual obligations under the Exclusive Business Cooperation Agreements, the Exclusive Option Agreements and the Proxy Agreements (as defined below).
- **股東表決權委託合同及授權委託書。**廣州玄武及登記股東分別於2021年8月10日、2021年12月29日及2022年8月19日訂立股東表決權委託合同(「**股東表決權委託合同**」)並簽立授權委託書(「**授權委託書**」)。根據股東表決權委託合同，廣州玄武及登記股東委任玄韜及／或由玄韜指定的任何人士作為彼等的受委代表，代登記股東及／或廣州玄武管理彼等於廣州玄武及／或其附屬公司的股權並行使於廣州玄武及／或其附屬公司的所有股東權利。
- **Proxy Agreements and Powers of Attorney.** Guangzhou Xuan Wu and the Registered Shareholders had entered into the proxy agreements (the “**Proxy Agreements**”) and executed the powers of attorney (the “**Powers of Attorney**”) on 10 August 2021, 29 December 2021 and 19 August 2022, respectively. Under the Proxy Agreements, Guangzhou Xuan Wu and the Registered Shareholders appointed Xuantao and/or any person designated by Xuantao as their proxy to manage their equity interest in Guangzhou Xuan Wu and/or its subsidiaries and exercise all shareholder’s rights in Guangzhou Xuan Wu and/or its subsidiaries on behalf of the Registered Shareholders and/or Guangzhou Xuan Wu.

- **登記股東承諾。**各登記股東已確認(其中包括)(i)其配偶(如適用)並無擁有亦無權申索廣州玄武股權中的任何權益(連同其中的任何其他權益)或對廣州玄武的日常管理施加影響；(ii)在適用情況下，倘其身故、無行為能力、破產、離婚、無力償債、清算或發生任何導致其無法作為廣州玄武股東行使其權利的其他事件，則其將採取玄韜認為必要的行動以保障獨家業務合作合同、獨家購買權合同、股權質押合同、股東表決權委託合同及授權委託書的履行，而其繼承人、監護人、管理人、清算人、債權人、配偶或任何對其於廣州玄武的股權有申索權或相關權利的其他人士，在任何情況下將不會以任何方式採取任何行動(倘有關行動可能影響或妨礙各登記股東及/或廣州玄武履行其於獨家業務合作合同、獨家購買權合同、股權質押合同、股東表決權委託合同及授權委託書項下的責任)。
- **Undertakings from the Registered Shareholders.** Each of the Registered Shareholders has confirmed to the effect that among other things, (i) his spouse (where applicable) does not own and does not have the right to claim any interests in the equity interest of Guangzhou Xuan Wu (together with any other interests therein) or exert influence on the day-to-day management by Guangzhou Xuan Wu, (ii) where applicable, in the event of his/their death, incapacity, bankruptcy, divorce, insolvency, liquidation or any other event which causes his/their inability to exercise his/their rights as a shareholder of Guangzhou Xuan Wu, he/they will take actions deemed necessary by Xuantao to safeguard the performance of the Exclusive Business Cooperation Agreements, the Exclusive Option Agreements, the Equity Pledge Agreements, the Proxy Agreements and the Powers of Attorney, and his/their successors, guardians, managers, liquidators, creditors, spouse or any other person that has a claim on his/their equity interest in Guangzhou Xuan Wu or related rights will not, under any circumstance and in any way, take any action, when such action may affect or hinder the respective Registered Shareholder and/or Guangzhou Xuan Wu in performing their obligations under the Exclusive Business Cooperation Agreements, the Exclusive Option Agreements, the Equity Pledge Agreements, the Proxy Agreements and the Powers of Attorney.
- **配偶承諾書。**各登記股東的配偶(如適用)已簽署承諾書，以承諾(i)各個別登記股東於廣州玄武的權益(連同其中任何其他權益)不屬共同財產範圍內，及(ii)其無權享有各登記股東的權益且將不會對該等權益提出任何申索。
- **Spouse Undertakings.** The spouse of each of the Registered Shareholders, where applicable, has signed undertakings to the effect that (i) the respective individual Registered Shareholder's interests in Guangzhou Xuan Wu (together with any other interests therein) do not fall within the scope of communal properties, and (ii) she has no right to such interests of the respective Registered Shareholder and will not have any claim on such interests.

有關合同安排的主要條款的詳情，請參閱本招股章程「合同安排」一節。

除上文所述者外，截至2022年12月31日止年度，本集團概無訂立、續期或重訂其他新合同安排。除上文或招股章程所述者外，截至2022年12月31日止年度，概無合同安排及／或採納合同安排的條件出現重大變動。

截至2022年12月31日止年度，概無合同安排獲終止，原因是並無導致合同安排項下的合同獲採納的限制獲移除。

獨立非執行董事確認

本公司獨立非執行董事已審閱合同安排並確認：

- (i) 年內進行的交易已根據合同安排的相關條文訂立，從而令玄韜基本保留綜合聯屬實體產生的收入；
- (ii) 綜合聯屬實體於報告期內並無向其股權持有人作出其後未有出讓或轉讓予本集團的股息或其他分派；
- (iii) 除上文所披露者外，本集團與綜合聯屬實體於年內並無訂立、續期或重新訂立新合同；

For details of the major terms of the Contractual Arrangements, please refer to the section headed “Contractual Arrangements” in the Prospectus.

Apart from the above, there were no other new Contractual Arrangements entered into, renewed or reproduced during the year ended 31 December 2022. Save as disclosed above or in the Prospectus, there was no material change in the Contractual Arrangements and/or the circumstances under which they were adopted for the year ended 31 December 2022.

For the year ended 31 December 2022, none of the Contractual Arrangements had been terminated as none of the restrictions that led to the adoption of the contracts under the Contractual Arrangements has been removed.

Confirmation from Independent Non-executive Directors

The Company’s independent non-executive Directors have reviewed the Contractual Arrangements and confirmed that:

- (i) the transactions carried out during the year have been entered into in accordance with the relevant provisions of the Contractual Arrangements to the effect that the revenue generated by the Consolidated Affiliated Entities has been substantially retained by Xuantaotao;
- (ii) no dividends or other distributions have been made by the Consolidated Affiliated Entities to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group during the Reporting Period;
- (iii) no new contracts were entered into, renewed or reproduced between the Group and the Consolidated Affiliated Entities during the year other than the ones disclosed above;

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| <p>(iv) 合同安排於本集團之日常業務過程中訂立；</p> | <p>(iv) the Contractual Arrangements have been entered into in the ordinary and usual course of business of the Group;</p> |
| <p>(v) 合同安排按一般商業條款或更佳條款訂立；及</p> | <p>(v) the Contractual Arrangements have been entered into on normal commercial terms or better; and</p> |
| <p>(vi) 合同安排根據規管該等合同安排的相關協議按屬公平合理且符合本公司及股東整體利益之條款訂立。</p> | <p>(vi) the Contractual Arrangements have been entered into in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.</p> |

本公司獨立核數師報告

本公司核數師已根據香港鑒證工作準則第3000號「審核或審閱歷史財務資料以外的鑒證工作」及參照香港會計師公會頒佈的實務說明第740號「香港上市規則規定的持續關連交易的核數師函件」對根據合同安排進行的交易實施審計程序，並於致董事會之函件中確認，就合同安排及其項下擬進行交易而言：

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| <p>(i) 彼等概不知悉任何事宜導致彼等認為已披露之持續關連交易未獲董事會批准；</p> | <p>(i) nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have not been approved by the Board;</p> |
| <p>(ii) 彼等概不知悉任何事宜導致彼等認為該等交易於各重大方面並無根據規管該等交易的相關協議訂立；及</p> | <p>(ii) nothing has come to their attention that causes them to believe that the transactions have not been entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and</p> |
| <p>(iii) 彼等概不知悉任何事宜導致彼等認為我們的綜合聯屬實體向其股權持有人作出其後未有出讓或轉讓予本集團的股息或其他分派。</p> | <p>(iii) nothing has come to their attention that causes them to believe that dividends or other distributions have been made by our Consolidated Affiliated Entities to the holders of its equity interests which are not otherwise subsequently assigned or transferred to our Group.</p> |

Reporting from the Company's Independent Auditors

The auditor of the Company has carried out procedures 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 on the transactions carried out pursuant to the Contractual Arrangements and has confirmed in a letter to the Board, with respect to Contractual Arrangements and the transactions contemplated therein:

有關於日常業務過程中進行的關聯方交易之詳情載於綜合財務報表附註31。於報告期間，除本年報所披露者外，本公司概無其他須根據上市規則第十四A章有關規管關連交易披露條文而須予披露之關連交易或持續關連交易。

Details of related party transactions in the normal course of business are set out in note 31 to the consolidated financial statements. During the Reporting Period, save as disclosed in this annual report, there were no other connected transactions or continuing connected transactions which are required to be disclosed by the Company in accordance with the provisions concerning the disclosure of connected transactions under Chapter 14A of the Listing Rules.

重大合約

除本報告「關連交易及持續關連交易」一節及財務報表附註31(關聯方披露)所披露外，本公司或其任何附屬公司與本公司控股股東(定義見上市規則)或其任何附屬公司並無訂立任何重大合約，亦無就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而訂立任何重大合約。

CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed “CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS” in this report and note 31 (Related party disclosures) to the financial statements, no contract of significance had been entered into between the Company or any of its subsidiaries and the controlling shareholder (as defined in the Listing Rules) of the Company or any of its subsidiaries and no contract of significance for the provision of services to the Company or any of its subsidiaries by the controlling shareholder of the Company or any of its subsidiaries was entered into.

捐款

於報告期內，本集團並未作出慈善或其他捐款。

DONATIONS

During the Reporting Period, there were no charitable or other donations made by the Group.

重大法律訴訟

於報告期內，本公司並無涉及任何重大法律訴訟或仲裁。就董事所深知，概無任何未完結或對本公司存在威脅性的重大法律訴訟或申索。

MATERIAL LEGAL PROCEEDINGS

During the Reporting Period, the Company was not involved in any material legal proceeding or arbitration. To the best knowledge of the Directors, there is no material legal proceeding or claim which is pending or threatened against the Company.

獲准許的彌償條文

根據組織章程細則，本公司就本公司任何相關事宜行事之當時的任何董事、核數師、秘書及其他高級職員可從本公司資產獲得彌償，使其不會因執行其職責或假定職責時招致或蒙受之所有訴訟、費用、收費、損失、損害及開支而蒙受損害。自上市日期以來，本公司已為董事及高級人員投購適當的責任保險。

審計委員會

審計委員會已與本公司高級管理層及本公司外部核數師討論，並已審核本集團所採納之會計原則及慣例，以及本集團截至2022年12月31日止年度的綜合財務報表。

企業管治

本公司致力於維持高水準之企業管治常規。有關本集團所採納之企業管治常規之詳情載於本年報第79頁至第100頁之企業管治報告。

公眾持股量

基於本公司可公開獲得的資料及就董事所深知，自上市日期的任何時間及直至本年報日期，本公司全部已發行股本中至少有25%（即聯交所及上市規則規定的最低公眾持股量）由公眾人士持有。

PERMITTED INDEMNITY PROVISIONS

Pursuant to the Articles of Association, the Company shall indemnify out of the assets of the Company, any Director, Auditor, Secretary, and other officers for the time being of the Company acting in relation to any of the affairs of the Company against all actions, costs, charges, losses, damages and expenses incurred and sustained in execution of their duty. The Company has purchased appropriate liability insurance for Directors and senior staff members since the Listing Date.

AUDIT COMMITTEE

The Audit Committee has discussed with the senior management of the Company and the external auditor of the Company and has reviewed the accounting principles and practices adopted by the Group as well as the consolidated financial statements of the Group for the year ended 31 December 2022.

CORPORATE GOVERNANCE

The Company is committed to maintaining high level of corporate governance practices. Details of the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 79 to 100 of this annual report.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, at least 25% (being the minimum public float prescribed by the Stock Exchange and the Listing Rules) of the Company's entire issued share capital were held by the public at any time since the Listing Date and up to the date of this annual report.

核數師

羅兵咸永道會計師事務所已獲委任為本公司截至2022年12月31日止年度之核數師。羅兵咸永道會計師事務所已審核隨附之財務報表，該等報表乃按香港財務報告準則編製。

羅兵咸永道會計師事務所須於股東週年大會上退任，並符合資格及願意膺選連任。有關續聘羅兵咸永道會計師事務所為本公司核數師的決議案將於股東週年大會上提呈。

承董事會命
陳永輝
董事會主席

香港，2023年3月28日

AUDITOR

PricewaterhouseCoopers is appointed as auditor of the Company for the year 31 ended December 2022. PricewaterhouseCoopers has audited the accompanying financial statements which were prepared in accordance with HKFRS.

PricewaterhouseCoopers is subject to retirement and, being eligible, offers itself for re-appointment at the AGM. A resolution for re-appointment of PricewaterhouseCoopers as auditor of the Company will be proposed at the AGM.

By order of the Board
Chen Yonghui
Chairman of the Board

Hong Kong, 28 March 2023

董事會欣然呈列本企業管治報告，以載入本公司截至2022年12月31日止年度的年報。

The Board is pleased to present this corporate governance report for the purpose of inclusion in the Company's annual report for the year ended 31 December 2022.

遵守企業管治守則

本公司致力於維持及推行嚴謹的企業管治。本公司的企業管治原則是促進有效的內部控制措施，在業務的各方面堅持高道德標準、透明度、責任及誠信，以確保其業務及運營遵守適用的法律法規，以及提高透明度，加強董事會向所有股東負責的制度。本公司的企業管治守則乃基於上市規則附錄十四所載企業管治守則的原則及守則條文。董事會認為截至2022年12月31日止年度，本公司已遵守企業管治守則所載的所有守則條文，惟本企業管治報告中所述的偏離企業管治守則第C.2.1條守則條文的情況除外。

COMPLIANCE WITH THE CG CODE

The Company is committed to maintaining and implementing strict corporate governance. The principles of the Company's corporate governance are to promote effective internal control measures, uphold a high standard of ethics, transparency, responsibility and integrity in all aspects of its business, to ensure compliance with applicable laws and regulations in its business and operations, and to enhance transparency and the accountability of the Board to all Shareholders. The Company's corporate governance code is based on the principles and code provisions prescribed in the CG Code as set out in Appendix 14 to the Listing Rules. The Board is of the view that for the year ended 31 December 2022, the Company has complied with the all of the code provisions as set out in the CG Code, with the exception of deviations from code provision C.2.1 of the CG Code as explained in this Corporate Governance Report.

企業管治職能

董事會共同負責履行企業管治守則第2部分第A.2.1條守則條文所載企業管治職能，該職能至少包括以下內容：

- 制定及審核本公司的企業管治政策及常規；
- 審核及監察董事及高級管理人員的培訓及持續專業發展；
- 審核及監察本公司在遵守法律及監管規定方面的政策及常規；

CORPORATE GOVERNANCE FUNCTIONS

The Board is collectively responsible for performing the corporate governance functions set out in code provision A.2.1 of Part 2 of the CG Code, including at least the following:

- 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 senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

- 制定、審核及監察本公司適用於僱員及董事的行為守則及合規手冊(如有)；及
- 審核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。
- to formulate, review and monitor the Company's code of conduct and compliance manual (if any) applicable to employees and Directors; and
- to review the Company's compliance with the CG Code and disclosure made in this Corporate Governance Report.

遵守董事進行證券交易的標準守則

本公司已採納標準守則作為本集團有關董事進行證券交易的行為守則。經向全體董事作出具體查詢後，全體董事確認，於截至2022年12月31日止年度，彼等已嚴格遵守標準守則。

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as the Group's code of conduct for directors in securities transactions. After making specific inquiries of all Directors, all Directors have confirmed that they have strictly complied with the Model Code for the year ended 31 December 2022.

董事會

職責

董事會負責領導及控制本公司，監控本集團之業務、策略制定及表現，並透過指示及監督其事務而共同責令本公司達成成功。

董事會直接及間接透過其轄下委員會帶領及指導管理層(包括指定策略及監察彼等執行策略)、監督本集團營運及財務表現，確保有效的內部控制及風險管理系統切實執行。董事會已授予董事委員會職責，載於其各自職權範圍。

THE BOARD

Responsibility

The Board is responsible for leading and controlling the Company and overseeing the Group's business, strategy making and performance, and is collectively responsible for facilitating the success of the Company by directing and supervising its affairs.

The Board directly, and indirectly through its committees, leads and provides direction to the management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that internal control is sound and risk management systems are in place. The Board has delegated responsibilities to the Board committees, which have been set out in their respective terms of reference.

管理層職能授權

董事會的主要權力及職能包括但不限於召開股東大會、於股東大會報告工作、執行股東大會上採納的決議案、審議及批准本公司的運營計劃及投資計劃、制定本公司的戰略發展計劃、制定利潤分配方案及虧損彌補方案，及行使組織章程細則所賦予的其他權力及職能。

董事會亦會定期審核各董事履行其對本公司的職責所需的貢獻，以及董事是否投入充足時間履行有關職責。全體董事可全面及適時取得本公司所有資料以及本公司的公司秘書及高級管理層的意見，並可在適當情況下要求尋求獨立專業意見，以向本公司履行其職責，費用由本公司承擔。

董事會負責就本公司策略計劃、重大投資決定及其他重大營運事務作出決策，而有關實施董事會決策、本公司日常管理、行政及營運的責任則授予高級管理層。董事會將定期審核已授權的職能及工作任務。管理層在訂立任何重大交易前必須獲得董事會批准。

Delegation of Management Functions

The major powers and function of the Board include, but not limited to, convening general meetings, reporting its work at general meetings, implementing resolutions adopted at general meetings, considering and approving operating and investment plans of the Company, formulating the Company's strategic development plans, formulating annual financial budgets and final accounts, formulating profit distribution plans and plans on making up losses, and exercising other power and functions as conferred by the Articles of Association.

The Board regularly reviews the contribution required from a Director to perform his/her responsibilities to the Company, and whether the Director is spending sufficient time performing them. All Directors have full and timely access to all the information of the Company and advice from the company secretary and the senior management of the Company, and may, where appropriate, request to seek independent professional advice at the Company's expenses for discharging their duties to the Company.

The Board is responsible for making decisions on strategic plans, major investment decisions and other significant operational issues of the Company, while responsibilities for implementing decisions of the Board, day-to-day management, administration and operation of the Company are delegated to the senior management. The Board will review the delegated functions and tasks regularly. The management has to obtain the Board approval prior to entering into any significant transaction.

董事會架構

於本年報日期，董事會由八名董事組成，包括四名執行董事、一名非執行董事及三名獨立非執行董事。董事會成員名單及其職務載列如下。

執行董事

陳永輝先生(董事長)

黃仿傑先生

李海榮先生

郭海球先生

非執行董事

徐欣先生

獨立非執行董事

杜劍青先生

吳瑞風女士

鄔金濤教授

各董事的履歷詳情載於本年報第37至42頁。

全體董事(包括非執行董事)為董事會帶來廣泛而珍貴之業務經驗、知識及專業技能，從而促使董事會有效且高效地發揮職能。全體董事已真誠地履行責任及遵守適用法律及法規，並一直以本公司及股東利益行事。

本公司董事會各成員之間概無關係(包括財務、業務、家庭或其他重大/相關關係)。

Structure of the Board

As at the date of this annual report, the Board consists of eight Directors, including four executive Directors, one non-executive Director and three independent non-executive Directors. The list of the Board members and their positions is set out below:

Executive Directors

Mr. Chen Yonghui (陳永輝) (*Chairman*)

Mr. Huang Fangjie (黃仿傑)

Mr. Li Hairong (李海榮)

Mr. Guo Haiqiu (郭海球)

Non-executive Director

Mr. Xu Xin (徐欣)

Independent Non-executive Directors

Mr. Du Jianqing (杜劍青)

Ms. Wu Ruifeng (吳瑞風)

Prof. Wu Jintao (鄔金濤)

Biographical details of each Director are set out on pages 37 to 42 of this annual report.

All Directors, including non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. All Directors have carried out duties in good faith and in compliance with applicable laws and regulations, and have always acted in the interests of the Company and the Shareholders.

There is no relationship (including financial, business, family or other material/relevant relationship) between the Board members of the Company.

董事長及行政總裁

企業管治守則第2部分的守則條文C.2.1規定，董事會主席及行政總裁之職位應予區分，不應由同一人擔任。本公司董事會主席(「**董事長**」)及行政總裁由陳永輝先生(「**陳先生**」)擔任。鑒於陳先生的經驗、個人資歷及於本公司擔任的職務，董事會認為陳先生擔任董事長及繼續擔任本公司行政總裁有利於本集團的管理及業務發展，並為本集團提供卓越且貫徹的領導。

儘管這將構成偏離企業管治守則守則條文C.2.1，董事會認為該架構將不會影響董事會與本公司管理層之間的權責平衡，原因為：(i)董事會將作出的決策須經至少大多數董事批准；(ii)陳先生及其他董事知悉並承諾履行其作為董事的受信責任，這些責任要求(其中包括)其應為本公司的利益及以符合本公司最佳利益的方式行事，並基於此為本公司作出決策；及(iii)董事會由經驗豐富的優質人才組成，確保董事會權責平衡，這些人才會定期會面以討論影響本公司營運的事宜。

董事長透過確保董事會有效運作並及時履行其職責，為董事會提供領導，並及時就所有重要的適當事項進行討論。董事長本人或其授權的董事或公司秘書負責起草及批准每次董事會會議的議程。董事長確保建立良好的企業管治常規及程序。董事長鼓勵全體董事對董事會事務作出全面而積極的貢獻，並帶頭確保其行事符合本公司的最佳利益。董事長確保全體董事均能及

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision C.2.1 of Part 2 of the CG Code stipulates that the roles of chairman of the Board and chief executive officer should be separate and should not be performed by the same individual. The roles of chairman of the Board (the “**Chairman**”) and chief executive officer of the Company are held by Mr. Chen Yonghui (“**Mr. Chen**”). In view of Mr. Chen’s experience, personal profile and his roles in the Company, the Board considers it beneficial to the management and business development of the Group and will provide a strong and consistent leadership to the Group that Mr. Chen acts as the Chairman and continues to act as the chief executive officer of the Company.

While this will constitute a deviation from code provision C.2.1 of the CG Code, the Board believes that this structure will not impair the balance of power and authority between the Board and the management of the Company, given that: (i) decision to be made by the Board requires approval by at least a majority of the Directors; (ii) Mr. Chen and the other Directors are aware of and undertake to fulfill their fiduciary duties as Directors, which require, among other things, that he acts for the benefit and in the best interests of the Company and will make decisions for the Company accordingly; and (iii) the balance of power and authority is ensured by the operations of the Board which comprises experienced and high caliber individuals who meet regularly to discuss issues affecting operations of the Company.

The Chairman provides leadership to the Board by ensuring the Board works effectively and discharges its responsibilities in time, and all key and appropriate issues are discussed by it in a timely manner. The Chairman himself, or a Director or a company secretary delegated by him, is responsible for determining and approving the agenda for each Board meeting. The Chairman ensures that good corporate governance practices and procedures are established. The Chairman encourages all Directors to make a full and active contribution to the Board’s affairs and take the lead to ensure that it acts in the best interests of the Company. The Chairman ensures that Directors receive, in a timely manner, adequate information which must be accurate, clear, complete and reliable. The Chairman ensures appropriate

時獲得足夠的信息，有關信息須準確、清晰、完整及可靠。董事長確保採取適當步驟與股東進行有效溝通，並將股東意見告知董事會整體。董事長透過促進董事（尤其是非執行董事）對董事會的有效貢獻，確保執行董事與非執行董事之間的建設性關係。

獨立非執行董事

董事會一直遵守上市規則第3.10(1)條及第3.10(2)條有關委任最少三名獨立非執行董事，至少一名獨立非執行董事具備合適專業資格或為會計或相關金融管理專才的規定。另外，根據上市規則第3.10A條，獨立非執行董事必須佔董事會成員人數至少三分之一。

本公司於報告期內有三名獨立非執行董事，佔董事會成員人數的三分之一有餘，故本公司已遵守有關規定。

根據上市規則第3.13條，獨立非執行董事已就其於報告期內的獨立性向本公司進行了確認。基於獨立非執行董事的確認，本公司認為該等人士於報告期內均屬獨立人士。

委任及重選董事

企業管治守則第二部分的守則條文B.2.2規定，每名董事（包括有指定任期的董事）應輪流退任，至少每三年一次。

steps are taken to provide effective communication with Shareholders and that their views are communicated to the Board as a whole. The Chairman promotes the effective contribution of Directors (in particular non-executive Directors) to the Board and ensures constructive relations between executive and non-executive Directors.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board has been complying with the requirements of Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications or accounting or related financial management expertise. In addition, under Rule 3.10A of the Listing Rules, independent non-executive Directors shall represent at least one-third of the Board.

The Company has three independent non-executive Directors during the Reporting Period, accounting for over one-third of the Board members; therefore, the Company has complied with the relevant regulations.

Independent non-executive Directors have confirmed their independence during the Reporting Period to the Company in accordance with Rule 3.13 of the Listing Rules. Based on the confirmation of independent non-executive Directors, the Company considers that they are independent during the Reporting Period.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

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

有關委任、重選及罷免董事的手續及程序載於組織章程細則。董事陳永輝先生、黃仿傑先生、李海榮先生、郭海球先生及徐欣先生各自與本公司簽訂服務合約。各董事任期自2021年8月11日起計為期三年。服務合約可按其條款予以終止。

非執行董事及獨立非執行董事各自與本公司簽訂委任函。各相關委任函的條款及條件在所有重大方面均相若。各非執行董事及獨立非執行董事任期自上市日期起為期三年，委任函可按其條款予以終止。

根據組織章程細則第111條規定，董事會有權不時及隨時委任任何人士出任董事，以填補臨時空缺或出任新增的董事職位。按上述方式委任的董事任期將於本公司下屆股東大會舉行時屆滿，屆時符合資格於該大會上膺選連任。

根據組織章程細則第108條，於本公司各屆股東週年大會上，三分之一的在職董事(或倘數目並非三或三的倍數，則為最接近但大於三分之一的數目)須輪值退任，惟每名董事(包括獲制定任期的董事)須至少每三年輪值退任一次。根據組織章程細則規定將獲連任的任何董事不應計入董事及須輪值退任的董事名額之內。將退任董事的任期直至其退任之大會結束為止，並符合資格於該大會上膺選連任。本公司於有任何董事退任的任何股東週年大會上，重選相同的人數為董事以填補空缺。

The procedures and process of appointment, re-election and removal of Directors are contained in the Articles of Association. Each of the Directors, Mr. Chen Yonghui, Mr. Huang Fangjie, Mr. Li Hairong, Mr. Guo Haiqiu and Mr. Xu Xin, have signed service contracts with the Company. Each of the Directors have been appointed for a term of three years from 11 August 2021. The service contract may be terminated in accordance with its terms.

Each of the non-executive Directors and the independent non-executive Directors have signed the letters of appointment with the Company. The terms and conditions of respective letters of appointment are similar in all material aspects. Each of the non-executive Directors and the independent non-executive Directors have been appointed for a term of three years from the Listing Date. The letter of appointment may be terminated in accordance with its terms.

According to Article 111 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

According to Article 108 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director required to stand for re-election pursuant to the Articles of Association shall be not considered in determining the number of Directors and which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. At any annual general meeting at which any Director retires, the Company may fill the vacated office by electing a like number of persons to be Directors.

董事會會議及股東大會

自上市日期起至2022年12月31日期間，本公司各董事出席董事會會議及股東大會的次數記錄於下表所示：

BOARD MEETING AND GENERAL MEETING

The attendance record of each Director at the Board meeting and General meeting of the Company held during the period from the Listing Date to 31 December 2022 is set out in the table below:

董事姓名	Name of Director	出席/ 董事會 會議次數	出席/ 審核委員會 會議次數	出席/ 薪酬委員會 會議次數	出席/ 提名委員會 會議次數	出席/ 股東大會 次數
		Attendance/ Number of Board Meetings	Attendance/ Number of Audit Committee Meeting(s)	Attendance/ Number of Remuneration Committee Meeting(s)	Attendance/ Number of Nomination Committee Meeting(s)	Attendance/ Number of General Meeting(s)
陳永輝先生	Mr. Chen Yonghui	2/2	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
黃仿傑先生	Mr. Huang Fangjie	2/2	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
李海榮先生	Mr. Li Hairong	2/2	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
郭海球先生	Mr. Guo Haiqiu	2/2	N/A 不適用	1/1	N/A 不適用	N/A 不適用
徐欣先生	Mr. Xu Xin	2/2	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
杜劍青先生	Mr. Du Jianqing	2/2	1/1	N/A 不適用	N/A 不適用	N/A 不適用
吳瑞風女士	Ms. Wu Ruifeng	2/2	1/1	1/1	N/A 不適用	N/A 不適用
鄒金濤教授	Prof. Wu Jintao	2/2	1/1	1/1	N/A 不適用	N/A 不適用

董事培訓及持續專業發展

每名新委任的董事將獲提供必要的介紹及資料以確保其充分了解本公司營運及業務以及其於相關法規、法例、規則及條例下的責任。本公司亦安排定期研討會，以不時向董事提供上市規則及其他相關之法律及監管規定之最新發展及變動之最新消息。

本公司鼓勵董事參與持續專業發展，以建立及更新彼等之知識及技能。本公司的公司秘書已不時更新及提供有關董事之角色、職能及職責之書面培訓材料。

DIRECTORS' TRAINING AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Each newly appointed Director will be provided with necessary introduction and information to ensure that he/she has a proper understanding of the Company's operation and business as well as his/her responsibilities under relevant statutes, laws, rules and regulations. The Company also arranges regular seminars to provide Directors with updates on latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time.

Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The company secretary of the Company has from time to time updated and provided written training materials relating to the roles, functions and duties of Directors.

截至2022年12月31日止年度，本公司已向董事提供有關標準守則及《證券及期貨條例》第XIVA部下關於《內幕消息披露指引》的培訓及相關閱讀材料。

For the year ended 31 December 2022, the Company provided Directors with the training and reading materials on the Model Code and on the Guidelines on Disclosure of Inside Information under Part XIVA of the SFO.

截至2022年12月31日止年度各董事接受之個人培訓記錄概述如下：

The personal training records received by the Directors during the year ended 31 December 2022 are summarised as follows:

董事姓名	Director Name	出席或參加 相關之研討會/ 閱讀相關材料 Attending or participating in relevant seminars/ Reading relevant materials
執行董事：	Executive Directors:	
陳永輝先生	Mr. Chen Yonghui	Yes 是
黃仿傑先生	Mr. Huang Fangjie	Yes 是
李海榮先生	Mr. Li Hairong	Yes 是
郭海球先生	Mr. Guo Haiqiu	Yes 是
非執行董事：	Non-executive Director:	
徐欣先生	Mr. Xu Xin	Yes 是
獨立非執行董事：	Independent Non-executive Directors:	
杜劍青先生	Mr. Du Jianqing	Yes 是
吳瑞風女士	Ms. Wu Ruifeng	Yes 是
鄔金濤教授	Prof. Wu Jintao	Yes 是

董事會秘書

葛萍女士(「葛女士」)於2021年6月28日獲委任為董事會秘書。葛女士負責本集團的企業發展，監督業務發展、投資及融資，以及投資者關係。

BOARD SECRETARY

Ms. Ge Ping ("Ms. Ge") was appointed as the Board secretary on 28 June 2021. Ms. Ge is responsible for corporate development, overseeing business development, the investment and financing, and investor relations of the Group.

董事委員會

截至本年報日期，董事會已設立三個董事委員會，即審核委員會、薪酬委員會及提名委員會，以監察本公司特定方面的事務。董事委員會具有充足資源履行其必要的職責。所有董事委員會應就其所作之決定或所提出之推薦建議向董事會匯報。

審核委員會

本公司已成立審核委員會，並根據企業管治守則訂立書面職權範圍。審核委員會的書面職權範圍可於聯交所及本公司網站查閱。

審核委員會的主要職責為(其中包括)(i)審核及監察本公司的財務報表、年報及環境、社會及管治報告；(ii)審核本公司的財務監控系統；(iii)評估及釐定環境、社會及管治的相關風險及機遇；及(iv)審核本集團的財務、會計及環境、社會及管治政策及慣例。

審核委員會包括三名獨立非執行董事，即吳瑞風女士(主席)、杜劍青先生及鄒金濤教授(其中吳瑞風女士具有適當專業資格以及會計及相關財務管理專長)。概無任何審核委員會成員為本公司現有外聘核數師的前任合夥人。

由於本公司股份於2022年7月8日於聯交所上市，本公司截至2022年12月31日止年度僅舉行一次審核委員會會議，以審核及討論本集團截至2022年6月30日止六個月之經審核綜合財務報表、中期業績公告及中期報告之草稿，並適時向董事會提出建議。

BOARD COMMITTEES

As at the date of this annual report, the Board has established three Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. The Board committees have sufficient resources to execute their requisite duties. All the Board committees should report to the Board on their decisions or recommendations made.

Audit Committee

The Company has established the Audit Committee with written terms of reference in compliance with the CG Code. The terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company.

The main duties of the Audit Committee are to, among others, (i) review and monitor the Company's financial statements, annual reports and ESG reports; (ii) review the Company's financial control systems; (iii) evaluate and determine ESG-related risks and opportunities; and (iv) review the Group's financial, accounting and ESG policies and practices.

The Audit Committee consists of three independent non-executive Directors, namely Ms. Wu Ruifeng (Chairman), Mr. Du Jianqing and Prof. Wu Jintao (with Ms. Wu Ruifeng possessing the appropriate professional qualifications and accounting and related financial management expertise). None of the members of the Audit Committee is a former partner of the Company's current external auditor.

As the Company's shares were listed on the Stock Exchange on 8 July 2022, the Company held only one meeting of the Audit Committee during the year ended 31 December 2022 to review and discuss the draft of audited consolidated financial statements, of the interim results announcement and of the interim report of the Group for the six months ended 30 June 2022 and, if appropriate, make recommendations to the Board.

審核委員會於2023年3月28日舉行了一次會議，於該會議中審核委員會已審核本集團採納之會計原則及慣例，並討論審核、內部監控、風險管理及財務報告事宜，包括審閱本公司截至2022年12月31日止年度之經審核綜合財務報表。審核委員會認為相關財務報表的編製遵守適用會計準則及要求且已作出充分披露。

董事會與審核委員會就外聘核數師之續聘並無意見分歧。

薪酬委員會

本公司已成立薪酬委員會，並根據企業管治守則訂立書面職權範圍。薪酬委員會的書面職權範圍可於聯交所及本公司網站查閱。

薪酬委員會的主要職責包括(i)就本公司全體董事及高級管理層的薪酬政策及架構，及就設立正規而具透明度的程序以制定此等薪酬政策，向董事會提出建議；(ii)因應董事會所訂的企業方針及目標，審核及批准管理層的薪酬建議；及(iii)就董事及高級管理層的薪酬待遇向董事會提出建議。

薪酬委員會由三名成員組成，包含兩名獨立非執行董事及一名執行董事，即鄔金濤教授(主席)、吳瑞風女士及郭海球先生。

於報告期內，薪酬委員會於2022年11月17日舉行一次會議，以審核及討論建議受限制股份獎勵計劃的條款、形式及實質，並批准就採納受限制股份獎勵計劃向董事會提出建議。薪酬委員會於2023年3月28日舉行一次會議，以審核董事的薪酬並向董事會提出建議。

The Audit Committee held a meeting on 28 March 2023, at which the Audit Committee reviewed the accounting principles and practices adopted by the Group and discussed auditing, internal control, risk management and financial reporting matters, including the review of the audited consolidated financial statements of the Company for the year ended 31 December 2022. The Audit Committee is of the opinion that the preparation of the relevant financial statements has complied with the applicable accounting standards and requirements and that adequate disclosure has been made.

There is no disagreement between the Board and the Audit Committee regarding the re-appointment of the external auditor.

Remuneration Committee

The Company has set up a Remuneration Committee with written terms of reference in accordance with the CG Code. The written terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

The main duties of the Remuneration Committee include (i) making recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; (ii) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (iii) making recommendations to the Board on the remuneration packages of Directors and senior management.

The Remuneration Committee comprises three members, including two independent non-executive Directors and one executive Director, namely Prof. Wu Jintao (Chairman), Ms. Wu Ruifeng and Mr. Guo Haiqiu.

During the Reporting Period, the Remuneration Committee held one meeting on 17 November 2022 to review and discuss on the terms, form and substance of the proposed Restricted Share Award Scheme and approved the proposed Restricted Share Award Scheme to be recommended to the Board for adoption. One meeting of the Remuneration Committee was held on 28 March 2023 to review the remuneration of Directors and to make recommendations to the Board.

提名委員會

本公司已成立提名委員會，並根據企業管治守則訂立書面職權範圍。提名委員會的書面職權範圍可於聯交所及本公司網站查閱。

提名委員會的主要職責包括(i)至少每年審核一次董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的公司策略及成員繼任計劃而擬對董事會作出的變動提出建議；(ii)制定及審核甄選及提名董事的政策；(iii)物色具備合適資格可擔任董事的人士，並就甄選及提名有關人士出任董事向董事會提供意見；(iv)評估獨立非執行董事的獨立性；及(v)就董事委任或重新委任以及董事(尤其是主席及最高行政人員)繼任計劃向董事會提出建議。

提名委員會由三名成員組成，包含一名執行董事及兩名獨立非執行董事，即陳永輝先生(主席)、杜劍青先生及鄔金濤教授。

由於本公司股份於2022年7月8日於聯交所上市，截至2022年12月31日止年度，提名委員會並無舉行任何會議。提名委員會於2023年3月28日舉行一次會議，以審核董事會組成及獨立非執行董事的獨立性。

Nomination Committee

The Company has set up a Nomination Committee with written terms of reference in accordance with the CG Code. The written terms of reference of the Nomination Committee are available on the websites of the Stock Exchange and the Company.

The main duties of the Nomination Committee include (i) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least once a year and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy and for succession planning purposes; (ii) formulating and review policies for the selection and nomination of Directors; (iii) identifying and advising the Board on the selection and nomination of individuals suitably qualified to become Directors; (iv) assessing the independence of independent non-executive Directors; and (v) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors (in particular the chairman and chief executive).

The Nomination Committee comprises three members, including one executive Director and two independent non-executive Directors, namely Mr. Chen Yonghui (Chairman), Mr. Du Jianqing and Prof. Wu Jintao.

As the Company's shares were listed on the Stock Exchange on 8 July 2022, the Nomination Committee did not hold any meeting during the year ended 31 December 2022. One meeting of the Nomination Committee was held on 28 March 2023 to review the composition of the Board and the independence of independent non-executive Directors.

董事會多元化政策

董事會已採納董事會多元化政策(「**董事會多元化政策**」)，以提升董事會效率並維持高水平的企業管治。董事會多元化政策載列挑選董事會人選的條件，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期，而最終人選將基於經選定候選人將為董事會帶來的裨益及貢獻而決定。

我們的董事具備均衡的經驗，包括信息技術、商業管理、法律、會計及學術領域。董事會目前由一名女董事及七名男董事組成，具備平衡的知識與技能組合，包括但不限於整體管理及戰略發展、財務會計及風險管理。董事認為，董事會已符合董事會多元化政策的要求。

提名委員會負責審閱董事會的多元化。上市後，提名委員會將不時監察並評估董事會多元化政策的實施狀況，確保一直有效。現時，提名委員會認為董事會已充分多元化，而董事會並無設定任何可計量目標。

董事提名政策

董事會已將甄選及委任董事的責任及權力轉授予提名委員會。本公司設有董事提名政策，當中載列甄選準則及程序以及董事會繼任計劃中有關提名及委任董事的考慮因素，旨在確保董事會的技能、經驗及多元觀點均衡分佈，以提高董事會的決策能力及整體效率。

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy (the “**Board Diversity Policy**”) in order to enhance the effectiveness of our Board and to maintain high standard of corporate governance. The Board Diversity Policy sets out the criteria in selecting candidates to our Board, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to our Board.

Our Directors have a balanced mix of experiences, including information and technology, business management, legal, accounting and academic fields. Our Board currently consists of one female Director and seven male Directors with a balanced mix of knowledge and skills, including but not limited to overall management and strategic development, finance and accounting and risk management. The Directors are of the view that our Board satisfies the Board Diversity Policy.

The Nomination Committee is responsible for reviewing the diversity of the Board. After Listing, the Nomination Committee will monitor and evaluate the implementation of the Board Diversity Policy from time to time to ensure its continued effectiveness. At present, the Nomination Committee considered that the Board is sufficiently diverse and the Board has not set any measurable objective.

DIRECTOR NOMINATION POLICY

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee. The Company has the Director Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives to enhance decision-making capability and the overall effectiveness of the Board.

董事提名政策載列評估建議候選人是否合適及其可能為董事會作出的貢獻，包括但不限於以下各項因素：

- 業務經驗及董事會專業知識及技能；
- 誠信及聲譽；
- 對可投入的時間及相關利益的承諾；及
- 各方面的多元性，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及任職年期。

董事提名政策亦載列甄選及委任新董事以及於本公司股東大會上重選董事的程序。於截至2022年12月31日止年度及直至本報告日期，董事會組成概無變動。

提名委員會將不時及於適當時候審核董事提名政策，以確保行之有效。

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- business experience and board expertise and skills;
- integrity and reputation;
- commitment in respect of available time and relevant interest; and
- diversity in all its aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings of the Company. During the year ended 31 December 2022 and up to the date of this report, there was no change in the composition of the Board.

The Nomination Committee will review the Director Nomination Policy, from time to time and as appropriate, to ensure its effectiveness.

股息政策

本公司已根據企業管治守則採用股息政策(「股息政策」)，其中概述於釐定向股東分配任何股息時須考慮的因素。根據股息政策，考慮股息的宣派及派付時，董事會應計及本集團的以下方面：

- 整體財務狀況；
- 流動資金、資本及債務水平；
- 現金流狀況；
- 業務經營的未來現金需求及供給、業務策略及未來發展需要；
- 任何法定及監管限制；
- 本集團貸款方可能施加的股息派付限制；
- 一般市場狀況；及
- 董事會認為適當的任何其他因素。

派付股息亦須遵守適用的法律及法規，包括開曼群島法律及組織章程細則。董事會將不時審核股息政策，並不保證會在任何指定期間派付任何特定金額的股息。

DIVIDEND POLICY

The Company has adopted a dividend policy (the “**Dividend Policy**”) in accordance with the CG Code, which outlines the factors that should be taken into account in determining any dividend for distribution to the Shareholders. According to the Dividend Policy, in considering the declaration and payment of dividends, the Board shall take into account the following factors of the Group:

- general financial conditions;
- liquidity, capital and debt level;
- cash flow situation;
- future cash requirements and availability for business operations, business strategies and future development needs;
- any statutory and regulatory restrictions;
- any restrictions on payment of dividends that may be imposed by the Group’s lenders;
- general market conditions; and
- any other factors that the Board considers appropriate.

The payment of dividend is also subject to compliance with applicable laws and regulations including the laws of the Cayman Islands and the Articles of Association. The Board will continually review the Dividend Policy from time to time and there can be no assurance that dividends will be paid in any particular amount for any given period.

董事有關財務報表的財務申報責任

董事明白彼等就編製本公司截至2022年12月31日止年度的財務報表的職責，以真實公平地反映本公司及本集團的狀況以及本集團的業績及現金流量。

管理層已向董事會提供必要的闡釋及資料，使董事會能對提呈予董事會批准的本公司財務報表進行知情的評估。

董事並不知悉與可能對本集團持續經營構成重大疑問的事件或狀況有關的任何重大不確定因素。

核數師就其有關本公司綜合財務報表的申報責任作出的聲明載於本報告第101頁至第110頁的獨立核數師報告。

董事及高級管理層的責任保險

本公司已為全體董事及高級管理層成員投購保險，以將彼等於正常履行職責過程中可能產生的風險降至最低。董事會每年審核相關投保範圍。

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2022 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows.

The management has provided to the Board such explanation and information as necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

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

The statement by the auditor regarding its reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on pages 101 to 110 of the Report.

DIRECTORS' AND SENIOR MANAGEMENT'S LIABILITY INSURANCE

The Company has insurance coverage for all Directors and members of senior management to minimize the risks they may incur in the normal course of performing their duties. The Board reviews the relevant insurance coverage annually.

外部核數師及核數師酬金

本公司的外部核數師羅兵咸永道會計師事務所之服務費用分析已載於財務報表附註7內。截至2022年12月31日止年度，羅兵咸永道會計師事務所提供的審計及非審計服務已付／應付的費用總額(不計代墊付開支)表列如下：

EXTERNAL AUDITOR AND AUDITOR REMUNERATION

An analysis of the fees for the services of the Company's external auditor, PricewaterhouseCoopers, is set out in note 7 to the financial statements. The total fees paid/payable for audit and non-audit services provided by PricewaterhouseCoopers, excluding disbursements in lieu of expenses, for the year ended 31 December 2022 are set out in the table below:

所提供服務	Services Provided	已付／應付費用 (人民幣) Fees paid/payable (RMB)
核數師酬金	Auditors' remuneration	2,300,000

羅兵咸永道會計師事務所將獲邀出席股東週年大會，以解答有關審計工作，編製核數師報告及其內容，會計政策以及核數師的獨立性等問題。

PricewaterhouseCoopers shall be invited to attend the AGM to answer questions about the audit, the preparation and content of the auditor's report, accounting policies and auditor independence.

風險管理及內部監控

董事會認為，合適而有效的風險管理及內部監控系統是實現本公司戰略目標的重要保障，並確認其負責對本集團的風險管理及內部監控系統持續施行及其有效性每年進行審核。審核委員會透過內部審計部門協助董事會領導風險管理及內部監控系統的管理、監控及監督，並適時向董事會報告及提出建議。董事會在審核委員會及管理層支持下，審核管理層報告及內部審核報告。於報告期內，董事會認為本公司風險管理及內部監控系統屬充分有效。管理層則負責執行董事會的風險管理及內部監控政策及程序，設計、實施及監察風險管理及內部監控系統，並向董事會確認該等系統的成效。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board considers that appropriate and effective risk management and internal control systems are an important safeguard for the achievement of the Company's strategic objectives, and confirms its responsibility for the review of the Group's risk management and internal control systems as a going concern and reviews their effectiveness annually. The Audit Committee assists the Board in leading the management and monitoring and overseeing the risk management and internal control systems through the internal audit department, and reporting and making recommendations to the Board where appropriate. The Board, supported by the Audit Committee and management, reviewed the management reports and the internal audit reports. For the Reporting Period, the Board considered that the risk management and internal control systems of the Company are effective and adequate. The management shall be responsible for implementing the Board's risk management and internal control policies and procedures, designing, implementing and monitoring the risk management and internal control systems, and confirming the effectiveness of such systems to the Board.

良好的風險管理及內部監控系統旨在管理而非消除可能令本公司無法達成業務目標的風險，且只能在避免重大的失實陳述或損失方面作出合理而非絕對的保證。為此，適當的政策及程序已經訂立及實施，以確保可能影響本公司表現的主要風險得以適當地識別及管理、本公司資產不在未經許可下使用或處置、財務及會計資訊根據相關會計標準及監管申報規定準確記錄及保存以及所有業務依從及遵守相關規則及規例。

Good risk management and internal control systems are designed to manage, not eliminate, risks that may prevent the Company from achieving its business objectives and can only provide reasonable, but not absolute, assurance against material misstatement or loss. To this end, appropriate policies and procedures have been established and implemented to ensure that key risks that could affect the Company's performance are properly identified and managed, that the Company's assets are not used or disposed of without permission, that financial and accounting information is accurately recorded and maintained in accordance with relevant accounting standards and regulatory reporting requirements, and that all operations comply with relevant rules and regulations.

聯席公司秘書

葛萍女士(「葛女士」)為本公司的聯席公司秘書，負責就企業管治事宜向董事會提出建議，並確保遵循董事會的政策及程序、適用法律、規則及法規。

JOINT COMPANY SECRETARIES

Ms. Ge Ping (“**Ms. Ge**”) is the joint company secretary of the Company and is responsible for advising the Board on corporate governance matters and ensuring that Board policy and procedures, and applicable laws, rules and regulations are followed.

為維持良好的企業管治並確保符合上市規則及適用香港法律，本公司亦委聘香港合資格執業律師陳禧汶女士(「陳女士」)協助葛女士履行彼作為本公司的公司秘書的職責，葛女士為本公司的主要聯絡人。

In order to uphold good corporate governance and ensure compliance with the Listing Rules and applicable Hong Kong laws, the Company also engages Ms. Chan Hei Man (“**Ms. Chan**”), a solicitor qualified to practice in Hong Kong, to assist Ms. Ge to discharge her duties as company secretary of the Company. Ms. Ge is her primary contact person in the Company.

於報告期內，葛女士及陳女士已符合上市規則第3.29條進行不少於15小時的相關專業培訓。

During the Reporting Period, Ms. Ge and Ms. Chan have undertaken no less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

與股東的溝通及投資者關係

本公司認為，與股東的有效溝通對加強投資者關係及了解本集團的業務、表現及策略非常重要。本公司亦深信及時與非選擇性地披露本公司資料以供股東及投資者作出知情投資決策的重要性。

本公司股東週年大會提供股東與董事直接溝通的機會。本公司主席及各董事委員會主席將出席股東週年大會解答股東提問。核數師亦將出席股東週年大會，解答有關審計行事、核數師報告的編製及內容、會計政策及核數師獨立性的提問。

為促進有效的溝通及建立本公司與股東的相互關係及溝通渠道，本公司採納股東通訊政策，並設有網站(cloud.wxchina.com)，以刊登有關本公司業務營運及發展、財務資料、企業管治常規及其他資料的最新資料，以供公眾人士查閱。

股東權利

為保障股東的利益及權利，本公司會於股東大會上就各事項(包括選舉個別董事)提呈獨立決議案。

於股東大會上提呈的所有決議案將根據上市規則以投票方式進行表決，投票結果將於各股東大會舉行後及時於本公司及聯交所網站刊登。

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONSHIP

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognizes the importance of timely and non-selective disclosure of information on the Company for the Shareholders and investors to make informed investment decisions.

The annual general meetings of the Company provide opportunity for Shareholders to communicate directly with the Directors. The chairman of the Company and the chairmen of the Board committees will attend the annual general meetings to answer the Shareholders' questions. The auditor will also attend the annual general meetings to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor's independence.

To promote effective communication and to build an inter-relationship and communication channel between the Company and the Shareholders, the Company adopts a shareholders' communication policy and maintains a website at cloud.wxchina.com, where the up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

SHAREHOLDERS' RIGHTS

To safeguard the Shareholders' interests and rights, a separate resolution will be proposed for each issue at general meetings, including the election of individual Directors.

All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and the poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each general meeting.

召開股東特別大會及提呈建議

根據組織章程細則，董事會可於其認為適當的時候召開股東特別大會。股東大會亦可應任何兩名或以上股東的書面要求而召開，有關要求須送達本公司於香港的主要辦事處（或倘本公司不再設置上述主要辦事處，則為註冊辦事處），當中列明大會的主要商議事項並由請求人簽署，惟該等請求人於送達要求之日須持有不少於本公司十分之一的附帶於本公司股東大會上投票的權利的繳足股本。股東大會亦可應任何一名屬認可結算所（或其代名人）的股東的書面要求而召開，有關要求須送達本公司於香港的主要辦事處（或倘本公司不再設置上述主要辦事處，則為註冊辦事處），當中列明大會的主要商議事項並由請求人簽署，惟該請求人於送達要求之日須持有不少於本公司十分之一的附帶於本公司股東大會上投票的權利的繳足股本。倘董事會於送達要求之日起計21日內並無正式安排召開將在其後21日內舉行的大會，則請求人自身或持有所有請求人總投票權50%以上的任何請求人可按盡量接近董事會召開大會的相同方式召開股東大會，惟按上述方式召開的任何大會議不得於送達要求之日起計三個月屆滿後召開，且本公司須向請求人償付因董事會未有召開大會而致使彼等產生的所有合理開支。

關於建議某位人士參選董事的事宜，可於本公司網站參閱有關程序。

CONVENING AN EXTRAORDINARY GENERAL MEETING AND PUTTING FORWARD PROPOSALS

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

As regards proposing a person for election as a Director, the procedures are available on the website of the Company.

向董事會提出查詢

股東如欲向董事會作出有關本公司的查詢，可向本公司總部(位於廣東省廣州市海珠區海洲路38號東升雲鼎大廈9樓904室)發出查詢。

章程文件的更改

本公司之細則於2022年6月15日獲採納及於上市日期生效，其可於本公司網站及聯交所網站查閱。除上述變動外，截至2022年12月31日止年度，細則並無重大變動。

ENQUIRIES TO THE BOARD

Shareholders who intend to put forward their enquiries about the Company to the Board may send their enquiries to the headquarters of the Company at Room 904, 9/F, Dongsheng Yunding Building, 38 Haizhou Road, Haizhu District, Guangzhou, Guangdong.

AMENDMENTS TO CONSTITUTIONAL DOCUMENTS

The Company's Articles were adopted on 15 June 2022 and were effective on the Listing Date, which is available on the Company's website and the Stock Exchange's website. Save for the aforementioned changes, there was no significant change in the Articles during the year ended 31 December 2022.

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

致玄武雲科技控股有限公司股東

(於開曼群島註冊成立的有限公司)

To the Shareholders of Xuan Wu Cloud Technology Holdings Limited

(incorporated in the Cayman Islands with limited liability)

意見

本核數師(以下簡稱「我們」)已審核

載列於第111至224頁玄武雲科技控股有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，其中包括：

- 於2022年12月31日的綜合財務狀況表；
- 截至該日止年度的綜合全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，其中包括重大會計政策及其他說明資料。

我們的意見

我們認為，綜合財務報表根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實公允地反映 貴集團於2022年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥善編製。

OPINION

What we have audited

The consolidated financial statements of Xuan Wu Cloud Technology Holdings Limited (the “**Company**”) and its subsidiaries (the “**Group**”), which are set out on pages 111 to 224, comprise:

- the consolidated statement of financial position as at 31 December 2022;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Our opinion

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

意見基準

我們按照香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核工作。我們就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一節中作進一步闡述。

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意見提供基準。

獨立性

根據香港會計師公會的「專業會計師道德守則」(「守則」)，我們獨立於 貴集團，並已根據守則履行我們的其他道德責任。

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。該等事項是在吾等審計整體綜合財務報表及出具意見時進行處理的。吾等不會對該等事項提供單獨的意見。

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

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.

吾等在審計中識別的關鍵審計事項與貿易應收款項預期信貸虧損(「預期信貸虧損」)有關。

Key audit matter identified in our audit is related to assessment of the expected credit losses ("ECL") of trade receivables.

關鍵審計事項
Key Audit Matter

吾等的審計如何處理關鍵審計事項
How our audit addressed the Key Audit Matter

貿易應收款項預期信貸虧損的評估
Assessment of the ECL of trade receivables

請參閱綜合財務報表附註3.1.2、附註4(a)及附註19。
Refer to Note 3.1.2, Notes 4(a) and Note 19 to the consolidated financial statements.

於2022年12月31日，貴集團貿易應收款項總額為人民幣306,349,000元，約佔貴集團總資產的約45%。於2022年12月31日，管理層已就貿易應收款項的預期信貸虧損作出估計，並就於2022年12月31日之貿易應收款項作出虧損撥備約人民幣21,367,000元。
As at 31 December 2022, the gross amount of the Group's trade receivables amounted to RMB306,349,000 which represented approximately 45% of the total assets of the Group. Management has estimated the ECL on the trade receivables, and a loss allowance of approximately RMB21,367,000 was made against the trade receivables as at 31 December 2022.

貴集團的貿易應收款項乃根據其性質及風險特性進行分組。在作出估計及選擇預期信貸虧損計算採用的輸入數據時，管理層根據信貸評級、財務能力及歷史違約率以及工業增加值、M2、消費價格指數等前瞻性資料應用判斷。

The Group's trade receivables were grouped based on their nature and risk characteristics. Management estimated the ECL on trade receivables based on estimation about risk of default and expected credit loss rates. Management applied judgements in making the estimation and selecting the inputs used in the ECL calculation, based on credit ratings, financial capability and historical default rate as well as forward looking information, such as industrial value-added, M2, Consumer Price Index.

吾等對此關鍵審計事項進行的程序如下：

We have performed the following procedures to address this key audit matter:

- 了解管理層對貿易應收款的評估流程。我們與管理層進行了討論，以了解預期信貸虧損模型和確定預期信貸虧損率時採用的關鍵假設和估計；
- Obtained an understanding of management's assessment process over ECL of trade receivables. We discussed with management to understand the ECL model, key assumptions and estimates as they adopted for determining the ECL rates;
- 了解、評估及抽樣證明了相關的關鍵控制，包括管理層對貿易應收賬款預期信用損失進行評估和對貿易應收賬款賬齡的覆核；
- Understood, evaluated and validated the key controls, on sample basis, in place over management's assessment on the ECL and ageing analysis review of trade receivables;

關鍵審計事項

Key Audit Matter

鑒於所用方法的複雜性及所用重大假設的主觀性，吾等視該領域為關鍵審計事項，此乃由於貿易應收款項及相關預期信貸虧損估計中涉及的重大判斷及估計。

We considered this area as a key audit matter due to the magnitude of the balance of trade receivables as well as the significant judgements and estimates involved in the estimation of the related ECL given the complexity of the methodology and subjectivity of significant assumptions used.

吾等的審計如何處理關鍵審計事項

How our audit addressed the Key Audit Matter

- 通過考慮估計不確定性的程度和複雜性及主觀性等其他內在風險因素的水平，評估了貿易應收款項預期信貸虧損存在重大錯報的內在風險；
- Assessed the inherent risk of material misstatement of ECL of trade receivables by considering the degree of estimation uncertainty and level of other inherent risk factors, such as complexity and subjectivity;
- 通過將上一年度估計的預期信貸虧損與本年度債務人的實際收款業績進行比較，以評估管理層評估程序的有效性；
- Evaluated the outcome of prior year assessment of provision for ECL of trade receivables by comparing the ECL as estimated in the prior year against the actual collection performance of the debtors in the current year to assess the effectiveness of management's estimation process;
- 通過我們對本集團業務流程、客戶信用評級及財務能力的了解，以及歷史支付記錄的歷史違約率，考慮客戶分組的適當性來質疑及評估管理層對預期信貸虧損的估計；
- Challenged and evaluated management's estimation on the ECL by considering the appropriateness of customer grouping based on our understanding on the Group's business process, credit ratings and financial capability of the customers against the public available information, and the historical default rate against the historical payment records;

關鍵審計事項

Key Audit Matter

吾等的審計如何處理關鍵審計事項

How our audit addressed the Key Audit Matter

- 參照我們的行業知識及相關已發佈宏觀經濟數據並在我們內部專家的協助下，評估了管理層在評估預期信貸虧損中採用的當前和未來宏觀經濟因素的合理性；
- Evaluated the reasonableness of the current and forward looking macroeconomic factors as adopted by management in the ECL assessment by reference to our industry knowledge and relevant authoritative macroeconomic data, and assistance from our internal experts;
- 通過抽樣檢查相關支持文件，測試了管理層編製的貿易應收款項賬齡分析的準確性；
- Tested, on a sample basis, the accuracy of ageing analysis of trade receivables prepared by management to the related supporting documents;
- 檢查了貿易應收款項預期信貸虧損撥備計算的算術準確性；及
- Checked the mathematical accuracy of the ECL calculation for the loss allowance on trade receivables; and
- 評估了貿易應收款項預期信貸虧損評估披露的充分性。
- Assessed the adequacy of the disclosures related to assessment of the ECL on trade receivables.

根據上文所述，吾等認為管理層對貿易應收款項預期信貸虧損的判斷及估計均受所獲取的證據及所執行的程序所支持。

Based on the above, we considered that the significant judgements and estimates made by management in relation to the assessment of the ECL of trade receivables were supportable by the evidence obtained and procedures performed.

其他資料

貴公司董事需對其他資料負責。其他資料包括刊載於年報內的全部信息，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了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。

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.

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露要求編製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編製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。

在編製綜合財務報表時，董事負責評估貴集團的持續經營能力，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。

審核委員會負責監督貴集團的財務報告過程。

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。我們僅向閣下(作為個體)報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔責任。合理保證是高水準的保證，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匯總起來可能影響綜合財務報表使用者依賴該等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。

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 HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors 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.

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, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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。
- 了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。
- 評估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。
- 對董事採用持續經營會計基礎的恰當性作出結論，並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。倘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。倘有關披露不足，則修訂我們的意見。我們的結論乃基於截至核數師報告日期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無法持續經營。

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足及適當的審計憑證，以便對綜合財務報表發表意見。我們負責集團審計的方向、監督和執行。我們為審計意見承擔全部責任。
- 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.

我們與審計委員會就(其中包括)審計的計劃範圍、時間安排及重大審計發現溝通，該等發現包括我們在審計過程中識別的內部監控的任何重大缺失。

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.

我們亦向審計委員會作出聲明，指出我們已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響我們獨立性的所有關係及其他事宜，以及消除威脅之行動或採取防範措施(如適用)。

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.

從與審計委員會溝通的事項中，我們釐定對本期間綜合財務報表的審計至關重要的事項，因而構成關鍵審計事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在我們報告中溝通某事項造成的負面後果超出產生的公眾利益，則我們決定不應在報告中傳達該事項。

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.

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

獨立核數師報告(續)

出具本獨立核數師報告的審計項目合夥人是歐智豪。

The engagement partner on the audit resulting in this independent auditor's report is Au Chi Ho.

羅兵咸永道會計師事務所
執業會計師

PricewaterhouseCoopers
Certified Public Accountants

香港，2023年3月28日

Hong Kong, 28 March 2023

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

綜合全面收益表

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

		截至12月31日止年度		
		Year ended 31 December		
			2022年	2021年
			2022	2021
		附註	人民幣千元	人民幣千元
		Note	RMB'000	RMB'000
收益	Revenue	6	1,043,378	991,941
銷售成本	Cost of sales	7	(817,731)	(759,549)
毛利	Gross profit		225,647	232,392
銷售及分銷開支	Selling and distribution expenses	7	(111,317)	(91,024)
行政開支	Administrative expenses	7	(76,361)	(68,515)
研發開支	Research and development expenses	7	(82,724)	(66,126)
金融資產減值虧損淨額	Net impairment losses on financial assets	3.1.2	(7,346)	(5,370)
其他收入	Other income	9	13,918	12,557
其他收益—淨額	Other gains – net	10	4,831	393
經營(虧損)/利潤	Operating (loss)/profit		(33,352)	14,307
融資收入	Finance income	11	1,150	750
融資成本	Finance costs	11	(4,100)	(2,577)
融資成本—淨額	Finance costs – net	11	(2,950)	(1,827)
除所得稅前(虧損)/利潤	(Loss)/profit before income tax		(36,302)	12,480
所得稅抵免	Income tax credit	12	1,334	2,871
年內(虧損)/利潤及全面(虧損)/收益總額	(Loss)/profit and total comprehensive (loss)/income for the year		(34,968)	15,351

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (CONTINUED)

綜合全面收益表(續)

(All amounts expressed in RMB unless otherwise stated) 截至2022年12月31日止年度

		截至12月31日止年度	
		Year ended 31 December	
		2022年	2021年
		2022	2021
		人民幣千元	人民幣千元
		RMB'000	RMB'000
	附註		
	Note		
應佔年內(虧損)/利潤	(Loss)/profit and total comprehensive (loss)/		
及全面(虧損)/收益	income for the year is attributable to:		
總額:			
- 本公司擁有人	- Owners of the Company	(35,676)	14,513
- 非控股權益	- Non-controlling interests	708	838
		(34,968)	15,351
每股(虧損)/盈利(以每	(Losses)/earnings per share (expressed in		
股人民幣列示)	RMB per share)		
- 每股基本及攤薄	- Basic and diluted (losses)/earnings		
(虧損)/盈利	per share	13	0.028
		(0.066)	

以上的綜合全面收益表應連同隨附的附註一併閱讀。

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

綜合財務狀況表

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

		於12月31日	
		As at 31 December	
		2022年	2021年
		2022	2021
		人民幣千元	人民幣千元
		RMB'000	RMB'000
	附註		
	Note		
資產	Assets		
非流動資產	Non-current assets		
物業、廠房及設備	Property, plant and equipment	14	8,374
使用權資產	Right-of-use assets	15	31,953
無形資產	Intangible assets	16	14,113
遞延所得稅資產	Deferred income tax assets	27	8,464
預付款項	Prepayments	19	336
		55,215	63,240
流動資產	Current assets		
合同履約成本	Contract fulfilment costs	18	5,587
合同資產	Contract assets	6	95
按公允值計入損益的 金融資產	Financial assets at fair value through profit or loss		21,476
貿易應收款項、應收票 據及其他應收款項及 預付款項	Trade, bill and other receivables and prepayments	19	369,312
受限制現金	Restricted cash	20	1
現金及現金等價物	Cash and cash equivalents	21	88,256
		619,436	484,727
總資產	Total assets	674,651	547,967
權益	Equity		
本公司擁有人應佔權益	Equity attributable to owners of the Company		
股本	Share capital	22	34
股份溢價	Share premium	22	269,292
其他儲備	Other reserves	23	(19,894)
保留盈利	Retained earnings		35,969
		420,328	285,401
非控股權益	Non-controlling interests	2,461	1,753
總權益	Total equity	422,789	287,154

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONTINUED)

綜合財務狀況表(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

		於12月31日	
		As at 31 December	
		2022年	2021年
		2022	2021
		人民幣千元	人民幣千元
		RMB'000	RMB'000
	附註		
	Note		
負債	Liabilities		
非流動負債	Non-current liabilities		
租賃負債	Lease liabilities	26	24,236
遞延所得稅負債	Deferred income tax liabilities	27	32
		18,165	24,268
流動負債	Current liabilities		
借款	Borrowings	24	58,480
合同負債	Contract liabilities	6	31,924
貿易應付款項、應付票據及其他應付款項	Trade, bill and other payables	25	138,375
租賃負債	Lease liabilities	26	7,644
即期所得稅負債	Current income tax liabilities		122
		233,697	236,545
負債總額	Total liabilities	251,862	260,813
權益及負債總額	Total equity and liabilities	674,651	547,967

以上的綜合財務狀況表應連同隨附的附註一併閱讀。

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

第111頁至第224頁的綜合財務報表經董事會於2023年3月28日批准，並由以下人士代表簽署：

The consolidated financial statements on pages 111 to 224 were approved by the board of directors on 28 March 2023 and were signed on its behalf:

Mr. Chen Yonghui

陳永輝先生

Director

董事

Mr. Huang Fangjie

黃仿傑先生

Director

董事

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

綜合權益變動表

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

		本公司擁有人應佔 Attributable to owners of the Company						
		股本	股份溢價	其他儲備	保留盈利	總計	非控股權益	總權益
		Share capital	Share premium	Other reserves	Retained earnings	Total	Non-controlling interests	Total equity
		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
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		(附註22)	(附註22)	(附註23)	(附註23)			
		(Note 22)	(Note 22)	(Note 23)	(Note 23)			
於2021年1月1日結餘	Balance at 1 January 2021	—	—	245,769	25,085	270,854	915	271,769
全面收益 年內利潤	Comprehensive income Profit for the year	—	—	—	14,513	14,513	838	15,351
與本公司擁有人的 交易	Transactions with owners of the Company							
提取法定儲備	Appropriation of statutory reserves	—	—	3,629	(3,629)	—	—	—
向本公司擁有人發行 普通股	Issue of ordinary shares to the owners of the Company	34	—	—	—	34	—	34
重組完成	Completion of the Reorganisation	—	269,292	(269,292)	—	—	—	—
於2021年12月31日結餘	Balance at 31 December 2021	34	269,292	(19,894)	35,969	285,401	1,753	287,154
於2022年1月1日結餘	Balance at 1 January 2022	34	269,292	(19,894)	35,969	285,401	1,753	287,154
全面(虧損)/收益 年內(虧損)/利潤	Comprehensive (loss)/ income (Loss)/profit for the year	—	—	—	(35,676)	(35,676)	708	(34,968)
與本公司擁有人的 交易	Transactions with owners of the Company							
提取法定儲備	Appropriation of statutory reserves	—	—	218	(218)	—	—	—
與資本化發行有關的 股份發行	Issue of shares in connection with the capitalisation issue	303	(303)	—	—	—	—	—
與本公司上市有關的 股份發行	Issue of shares in connection with the Company's listing	23	183,457	—	—	183,480	—	183,480
股份發行成本	Share issuance costs	—	(12,877)	—	—	(12,877)	—	(12,877)
於2022年12月31日結餘	Balance at 31 December 2022	360	439,569	(19,676)	75	420,328	2,461	422,789

以上的綜合權益變動表應連同隨附的附註一併閱讀。

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENTS OF CASH FLOWS

綜合現金流量表

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
		附註 Note	
經營活動所得現金流量	Cash flows from operating activities		
經營所用現金	Cash used in operations	29(a)	(144,367)
已收利息	Interest received		750
已付所得稅	Income tax paid		(99)
經營活動所用現金淨額	Net cash used in operating activities		(143,241)
投資活動所得現金流量	Cash flows from investing activities		
購買物業、廠房及設備	Purchase of property, plant and equipment		(1,842)
購買無形資產	Purchase of intangible assets		(462)
收購按公允值計入損益的金融資產	Acquisition of financial assets at fair value through profit or loss		(251,437)
出售按公允值計入損益的金融資產所得款項	Proceeds from disposal of financial assets at fair value through profit or loss		274,206
投資活動所得現金淨額	Net cash generated from investing activities		20,465
融資活動所得現金流量	Cash flows from financing activities		
關聯方的墊款	Advances from related parties	29(b)	—
償還關聯方款項	Repayment to related parties	29(b)	—
租賃付款的本金及利息部分	Principal elements and interest elements of lease payments	29(b)	(6,773)
借款所得款項	Proceeds from borrowings	29(b)	128,920
償還借款	Repayments of borrowings	29(b)	(98,917)
借款已付利息	Interest paid for borrowings	29(b)	(2,722)
本公司上市所得款項	Proceeds from the Company's listing	22	183,480
已付上市開支	Listing expenses paid		(12,060)
融資活動所得現金淨額	Net cash generated from financing activities		191,928
現金及現金等價物增加／(減少)淨額	Net increase/(decrease) in cash and cash equivalents		69,152
現金及現金等價物的外匯收益	Exchange gains on cash and cash equivalent		3,564
年初現金及現金等價物	Cash and cash equivalents at beginning of the year		88,256
年末現金及現金等價物	Cash and cash equivalents at the end of the year		160,972

以上的綜合現金流量表應連同隨附的附註一併閱讀。

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

1 一般資料

玄武雲科技控股有限公司(「本公司」)於2021年4月26日根據開曼群島法例第22章公司法(1961年第3號法例，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman, KY1-1002, Cayman Islands。

本公司為一家投資控股公司。本公司及其附屬公司(統稱「本集團」)主要在中華人民共和國(「中國」)從事提供智慧客戶關係管理(「CRM」)服務。本公司的最終控股股東為陳永輝先生(「陳先生」)、黃仿傑先生(「黃先生」)及李海榮先生(「李先生」)(「控股股東」)，彼等已訂立彼此一致行動的協議。本公司的最終控股公司為正浩環球控股有限公司、宏漢環球有限公司及商盈環球有限公司。三家公司分別由陳先生、黃先生及李先生控制，且全部於英屬維爾京群島註冊成立。

本公司的股份於2022年7月8日在香港聯合交易所有限公司(「聯交所」)主板上市。

除另有說明外，截至2022年12月31日止年度的綜合財務報表以人民幣(「人民幣」)呈列，及所有數值已約整至最接近的千位數(人民幣千元)。本綜合財務報表已於2023年3月28日獲董事會批准刊發。

1 GENERAL INFORMATION

Xuan Wu Cloud Technology Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 26 April 2021 as an exempted company with limited liability under the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office is 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman, KY1-1002, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (collectively, the “Group”) are principally engaged in the provision of intelligent customer relationship management (“CRM”) services in the People’s Republic of China (the “PRC”). The ultimate controlling shareholders of the Company are Mr. Chen Yonghui (“Mr. Chen”), Mr. Huang Fangjie (“Mr. Huang”) and Mr. Li Hairong (“Mr. Li”) (the “Controlling Shareholders”), who entered into an agreement to acting in concert with each other. The ultimate holding companies of the Company are Zhenghao Global Holding Limited, Honghan Worldwide Limited and Double Winner Worldwide Limited. The three companies are respectively controlled by Mr. Chen, Mr. Huang and Mr. Li and are all incorporated in the British Virgin Islands.

The Company’s shares were listed on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 8 July 2022.

The consolidated financial statements for the year ended 31 December 2022 are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand (RMB’000) unless otherwise stated. This consolidated financial statements has been approved for issue by the board of directors on 28 March 2023.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

2 主要會計政策概要

編製綜合財務報表採用的主要會計政策載於下文。除另有說明外，此等政策在所列報的所有年度內貫徹應用。

2.1 編製基準

綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)及香港《公司條例》(第622章)規定編製。綜合財務報表乃根據歷史成本慣例編製，並經按公允值計入損益(「按公允值計入損益」)的金融資產進行重估而作出修改。

編製符合香港財務報告準則的綜合財務報表需要使用若干關鍵會計估計。應用本集團的會計政策時亦需管理層作出判斷。涉及高度判斷或高度複雜性的範疇，或涉及對綜合財務報表作出重大假設和估計的範疇，在附註4中披露。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of preparation

The consolidated financial statements has been prepared in accordance with the Hong Kong Financial Reporting Standards (“HKFRS”) issued by Hong Kong Institute of Certified Public Accountants (“HKICPA”) and requirements of the Hong Kong Companies Ordinance Cap. 622. The consolidated financial statements has been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss (“FVPL”), which are carried at fair value.

The preparation of consolidated financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement 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)

(a) 本集團採用的新訂及經修訂準則

本集團已於二零二二年一月一日開始的年度報告年度首次採納以下修訂或年度改進：

香港會計準則 第16號(修訂本)	物業、廠房及設備：作擬定用途前的所得款項
香港會計準則 第37號(修訂本)	虧損合約—履行合約的成本
香港財務報告準則 第16號(修訂本)	2021年6月30日之後的新冠肺炎疫情相關租金減讓
年度改進項目	2018年至2020年之香港財務報告準則年度改進
香港財務報告準則 第3號(修訂本)	概念框架的提述
會計指引第5號 (經修訂)	經修訂會計指引第5號 共同控制合併的合併會計法

採用所披露的此等新訂及經修訂準則並無對本集團的綜合財務報表構成任何重大影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(a) New and amended standards adopted by the group

The Group has applied the following amendments or annual improvements for the first time for their annual reporting year commencing 1 January 2022:

Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Amendments to HKFRS 16	COVID-19 related rent concessions beyond 30 June 2021
Annual improvements Project	Annual Improvements to HKFRS Standards 2018–2020
Amendments to HKFRS 3	Reference to the Conceptual Framework
Accounting guideline 5 (Revised)	Revised Accounting Guideline 5 Merger Accounting for Common Control Combinations

The adoption of these new and amended standards disclosed did not have any significant impact on the Group's consolidated financial statements.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

2 主要會計政策概要(續)

2.1 編製基準(續)

(b) 未獲採用的新訂及經修訂準則及解釋

截至本報告刊發日期，香港會計師公會已發佈如下新準則及現有準則的修訂本，惟有關新準則及修訂本尚未生效且並未獲本集團提早採納：

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(b) New and amended standards and interpretations not yet adopted

Up to the date of issuance of this report, the HKICPA has issued the following new standards and amendments to existing standards which are not yet effective and have not been early adopted by the Group:

於以下日期或
之後開始的年度
期間生效
Effective for annual
periods beginning
on or after

香港財務報告準則第17號 HKFRS 17	保險合同(新準則及修訂本) Insurance contract (new standard and amendments)	2023年1月1日 1 January 2023
香港財務報告準則第17號 HKFRS 17	首次應用香港財務報告準則第17號及香港財務報告 準則第9號—比較資料 Initial Application of HKFRS 17 and HKFRS 9 — Comparative Information	2023年1月1日 1 January 2023
香港財務報告準則第17號 HKFRS 17	香港財務報告準則第17號(修訂本) Amendments to HKFRS 17	2023年1月1日 1 January 2023
香港會計準則第8號(修訂本) Amendments to HKAS 8	會計估計的定義 Definition of Accounting Estimates	2023年1月1日 1 January 2023
香港會計準則第12號(修訂本) Amendments to HKAS 12	與單項交易產生的資產和負債相關的遞延稅項 Deferred Tax related to Assets and Liabilities arising from a Single Transaction	2023年1月1日 1 January 2023
香港會計準則第1號及香港財務報 告準則實務公告第2號(修訂本) Amendments to HKAS 1 and HKFRS Practice Statement 2	會計政策的披露 Disclosure of Accounting Policies	2023年1月1日 1 January 2023
香港財務報告準則第4號(修訂本) Amendments to HKFRS 4	延長採納香港財務報告準則第9號的暫時豁免 Extension of the Temporary Exemption from Applying HKFRS 9	2023年1月1日 1 January 2023
香港會計準則第1號(修訂本) Amendments to HKAS 1	負債的流動與非流動劃分 Classification of liabilities as current or non-current	2024年1月1日 1 January 2024
香港會計準則第1號(修訂本) Amendments to HKAS 1	附帶契諾的非流動負債 Non-current Liabilities with Covenants	2024年1月1日 1 January 2024
香港財務報告準則第16號(修訂本) Amendments to HKFRS 16	售後租回中的租賃負債 Lease Liability in a Sale and Leaseback	2024年1月1日 1 January 2024
香港解釋公告第5號(經修訂) Hong Kong Interpretation 5 (Revised)	財務報表的呈列—借款人對包含按要求償還條款的 定期貸款的分類 Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	2024年1月1日 1 January 2024
香港財務報告準則第10號及 香港會計準則第28號(修訂本) Amendments to HKFRS 10 and HKAS 28	投資者與其聯營企業或合營企業之間的資產的出售 或投入 Sale or contribution of assets between an investor and its associate or joint venture	待定 To be determined

2 主要會計政策概要(續)

2.1 編製基準(續)

(b) 未獲採用的新訂及經修訂準則及解釋(續)

本集團已開始評估此等新準則及修訂本的影響。根據本集團作出的初步評估，該等新準則及修訂本生效時，預期不會對本集團的綜合財務報表產生重大影響。

2.2 附屬公司

附屬公司指本集團對其擁有控制權的所有實體(包括結構性實體)。當本集團涉及或有權從參與實體運營中取得可變回報，並有能力透過對該實體的權力影響該等回報時，本集團即對該實體擁有控制權。附屬公司於其控制權轉移至本集團當日起悉數綜合入賬。於控制權終止當日取消綜合入賬。

本集團採用收購會計法將業務合併入賬(參考附註2.3)。

公司間交易、結餘及集團內公司間交易未變現收益均會對銷。未變現虧損亦會對銷，惟該交易有證據顯示已轉讓資產出現減值則除外。附屬公司的會計政策已在有需要時作出調整，以確保與本集團所採納政策一致。

附屬公司業績及權益中的非控股權益分別於綜合全面收益表、財務狀況表及權益變動表中單獨呈列。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(b) New and amended standards and interpretations not yet adopted (Continued)

The Group has already commenced an assessment of the impact of these new standards and amendments. According to the preliminary assessment made by the Group, no significant impact on the Group's consolidated financial statements is expected when they become effective.

2.2 Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where 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 fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (refer to Note 2.3).

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statements of comprehensive income, statements of financial position and statements of changes in equity respectively.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

2 主要會計政策概要(續)

2.2 附屬公司(續)

通過合同安排控制的附屬公司

為遵守禁止或限制涉及提供若干受限制業務(尤其是智慧CRM服務)的公司外資控制權的中國法律法規，本集團通過若干中國經營實體經營其於中國的受限制業務，該等實體的股權由股東(「代名人股東」)持有。本集團通過本公司於中國的若干直接或間接持有的附屬公司、經營受限制業務的中國經營實體(「受控制結構性實體」)及其各自的代名人股東之間簽署的合同安排獲得對若干中國經營實體的控制權。合同安排(包括獨家業務合作協議、獨家購買權合同、股權質押合同、股東表決權委託合同及授權委託書以及配偶承諾)令本公司及本集團的該等直接或間接持有的附屬公司可：

- (i) 管理受控制結構性實體的財務及營運政策；
- (ii) 行使受控制結構性實體的代名人股東投票權；
- (iii) 有效行使對受控制結構性實體的財務及營運控制權；
- (iv) 收取受控制結構性實體所產生的絕大部分經濟利益及回報，作為廣州市玄韜智慧雲科技有限公司(「玄韜」)提供業務支持、技術及諮詢服務的代價(由玄韜酌情決定)；

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries (Continued)

Subsidiaries controlled through Contractual Arrangements

In order to comply with the PRC laws and regulations which prohibit or restrict foreign control of companies involved in provision of certain restricted businesses, in particular, intelligent CRM services. The Group operates its restricted businesses in the PRC through certain PRC operating entities, whose equity interests are held by shareholders ("Nominee Shareholders"). The Group obtained control over certain PRC operating entities via a series of the Contractual Arrangements signed between certain directly or indirectly held subsidiaries of the Company in the PRC, PRC operating entities operating the restricted businesses (the "Controlled Structured Entities") and their respective Nominee Shareholders. The Contractual Arrangements, includes exclusive business cooperation agreement, exclusive option agreement, equity pledge agreement, proxy agreements and powers of attorney, and spouse undertakings which enables those directly or indirectly held subsidiaries of the Company and the Group to:

- (i) Govern the financial and operating policies of the Controlled Structured Entities;
- (ii) Exercise Nominee Shareholders' voting rights of the Controlled Structured Entities;
- (iii) Exercise effective financial and operational control over of Controlled Structured Entities;
- (iv) Receive substantially all of the economic interests and returns generated by the Controlled Structured Entities in consideration for the business support, technical and consulting services provided by Guangzhou Xuanta Intelligent Cloud Technology Co., Ltd. ("Xuanta"), at Xuanta's discretion;

2 主要會計政策概要(續)**2.2 附屬公司(續)****通過合同安排控制的附屬公司(續)**

- (v) 取得不可撤回及獨家權利以象徵式代價向代名人股東購買受控制結構性實體的所有股權，惟相關政府機關要求以另一金額作為購買代價則除外，於該情況下購買代價將為有關機關所要求的金額。倘相關政府機關要求以象徵式代價以外的金額作為購買代價，則受控制結構性實體的代名人股東將向玄韜退回彼等所收取的購買代價。應玄韜的要求，受控制結構性實體的代名人股東於玄韜行使其購買權後，將即時及無條件地向玄韜(或其於本集團內的指定人士)轉讓彼等各自於受控制結構性實體的股權；及
- (vi) 自代名人股東取得以受控制結構性實體全部股權所作出的質押，以作為(其中包括)履行彼等於合同安排項下責任的擔保。

本集團並無於受控制結構性實體中擁有任何股權。然而，由於合同安排，本集團有權獲得其參與受控制結構性實體所得的可變回報，並有能力透過其對受控制結構性實體的權力影響該等回報，故被視為對受控制結構性實體擁有控制權。因此，本公司將受控制結構性實體視為香港財務報告準則項下的間接附屬公司。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.2 Subsidiaries (Continued)****Subsidiaries controlled through Contractual Arrangements (Continued)**

- (v) Obtain an irrevocable and exclusive right to purchase all equity interests in the Controlled Structured Entities from its Nominee Shareholders at a nominal consideration unless the relevant government authorities request that another amount be used as the purchase consideration and in which case the purchase consideration shall be such amount. Where the purchase consideration is required by the relevant government authorities to be an amount other than a nominal amount, the Nominee Shareholders of the Controlled Structured Entities shall return the amount of purchase consideration they have received to Xuantao. At Xuantao's request, the Nominee Shareholders of the Controlled Structured Entities will promptly and unconditionally transfer their respective equity interests in the Controlled Structured Entities to Xuantao (or its designee within the Group) after Xuantao exercises its purchase right; and
- (vi) Obtain pledges over the entire equity interests in the Controlled Structured Entities from its Nominee Shareholders to secure, among others, performance of their obligations under the Contractual Arrangements.

The Group does not have any equity interest in the Controlled Structured Entities. However, as a result of the Contractual Arrangements, the Group has rights to variable returns from its involvement with the Controlled Structured Entities and has the ability to affect those returns through its power over the Controlled Structured Entities and is considered to control the Controlled Structured Entities. Consequently, the Company regards the Controlled Structured Entities as indirect subsidiaries under HKFRSs.

2 主要會計政策概要(續)**2.2 附屬公司(續)****通過合同安排控制的附屬公司(續)**

(vi) (續)

然而，合同安排在向本集團提供對受控制結構性實體及其各自的附屬公司的直接控制權方面可能不如直接法定所有權一樣有效，且中國法律制度帶來的不確定性可能阻礙本集團對受控制結構性實體及其各自的附屬公司的業績、資產及負債的受益權。本公司董事根據其法律顧問的意見認為，合同安排符合相關中國法律法規並具有法定約束力及可強制執行。

2.3 業務合併

無論是否收購權益工具或其他資產，收購會計法均用於對所有業務合併進行會計處理。轉讓收購附屬公司的代價包括：

- 已轉讓資產的公允值
- 已收購業務原擁有人所承擔負債
- 本集團發行的股權
- 或然代價安排產生的任何資產或負債的公允值，及
- 附屬公司先前存在的任何股權的公允值。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.2 Subsidiaries (Continued)****Subsidiaries controlled through Contractual Arrangements (Continued)**

(vi) (Continued)

Nevertheless, the Contractual Arrangements may not be as effective as direct legal ownership in providing the Group with direct control over the Controlled Structured Entities and their respective 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 Controlled Structured Entities and their respective subsidiaries. The directors of the Company, based on the advice of its legal counsel, consider that the Contractual Arrangements are in compliance with the relevant PRC laws and regulations and are legally binding and enforceable.

2.3 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

2 主要會計政策概要(續)

2.3 業務合併(續)

於業務合併中收購的可識別資產以及承擔的負債及或然負債(除少數例外情況外)，初步按於收購日期的公允值計量。本集團以逐項收購基準，按公允值或按非控股權益所佔被收購實體可識別資產淨值的比例確認於被收購實體的任何非控股權益。

收購相關成本於產生時支銷。

倘：

- 所轉讓的代價，
- 被收購實體的任何非控股權益金額，及
- 任何先前於被收購實體的股權於收購日期的公允值

高於所收購可識別資產淨值的公允值，其差額以商譽列賬。倘該等款項低於所收購業務的可識別資產淨值的公允值，則差額直接於損益中確認為議價購買。

倘任何部分現金代價的結算獲遞延，日後應付金額貼現至於兌換日期的現值。所用的貼現率乃該實體的增量借款利率，即根據相若的條款及條件可從獨立金融機構獲得同類借款的利率。或然代價分為權益或金融負債。分類為金融負債的金額其後按公允值重新計量，公允值變動於損益內確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Business combinations (Continued)

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

Over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as of the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

2 主要會計政策概要(續)

2.3 業務合併(續)

如業務合併分階段進行，則收購方先前所持有的被收購方股權於收購日期的賬面值按收購日期的公允值重新計量。該重新計量所產生的任何收益或虧損於損益內確認。

2.4 於附屬公司的投資

於附屬公司的投資按成本減減值列賬。成本包括投資直接應佔成本。附屬公司業績由本公司按已收及應收股息入賬。

倘於附屬公司的投資產生的股息超過附屬公司於宣派股息期間的全面收益總額或該等投資於獨立財務報表內的賬面值超過投資對象的資產淨值(包括商譽)於綜合財務報表內的賬面值，則於收到該等投資所得股息時須對該等投資進行減值測試。

2.5 分部報告

經營分部的呈報方式與向主要經營決策者(「主要經營決策者」)提供內部報告的方式一致。主要經營決策者負責分配資源及評估經營分部表現，並已被確認為作出策略決定的執行董事。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Business combinations (Continued)

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

2.4 Investment in subsidiaries

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

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

2.5 Segment reporting

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

2 主要會計政策概要(續)

2.6 外幣換算

(a) 功能及呈列貨幣

本集團旗下各實體的財務報表中列述的項目，採用有關實體運營所處主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以本公司的功能貨幣及本集團的呈列貨幣人民幣呈列。

(b) 交易及結餘

外幣交易按交易當日或項目重新計量的評估日的匯率換算為功能貨幣。因結算該等交易及因按年結日匯率換算以外幣計值的貨幣資產及負債而產生的外匯收益及虧損，均在綜合全面收益表中「其他收益—淨額」確認。

2.7 物業、廠房及設備

物業、廠房及設備按歷史成本減折舊列賬。歷史成本包括收購項目直接應佔之開支。

其後成本僅在與該項目有關之未來經濟利益有可能流入本集團而該項目之成本能可靠計量時方會計入資產之賬面值或確認為獨立資產(視適用情況而定)。入賬為獨立資產的置換部分之賬面值於置換時終止確認。所有其他維修及保養費於其產生之報告期內於損益扣除。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 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"). Consolidated financial statements are presented in RMB, which is the Company's functional and the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised within "Other gains — net" in the consolidated statements of comprehensive income.

2.7 Property, plant and equipment

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

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

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

2 主要會計政策概要(續)

2.7 物業、廠房及設備(續)

物業、廠房及設備之折舊乃於其估計可使用年期或(倘為租賃物業裝修)較短租期內採用直線法將成本分攤至剩餘價值計算如下：

— 辦公室傢具及設備	三至五年
— 電腦及電子設備	三至五年
— 租賃物業裝修	租期或 可使用年期 (以較短者 為準)

資產之剩餘價值及可使用年期會於各報告期末審核及調整(如適用)。

倘資產之賬面值超過其估計可收回金額，則其賬面值將即時撇減至其可收回金額。

出售所得收益及虧損乃透過比較所得款項與賬面值釐定，並於綜合全面收益表之「其他收益—淨額」內確認。

2.8 無形資產

(a) 商譽

商譽按附註16所述進行計量。收購附屬公司的商譽計入無形資產。商譽不進行攤銷，但每年進行減值測試，或在事件或環境變動顯示商譽可能減值的情況下更為頻繁的進行減值測試，並按成本減累計減值虧損入賬。出售實體的收益及虧損包括與所售實體有關的商譽的賬面值。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Property, plant and equipment (Continued)

Depreciation is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives or, in case of leasehold improvements, the shorter lease term, as follows:

— Office Furniture and equipment	3–5 years
— Computers and electronic equipment	3–5 years
— Leasehold improvements	the shorter of the lease term or the useful life

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within "Other gains — net" in the consolidated statements of comprehensive income.

2.8 Intangible assets

(a) Goodwill

Goodwill is measured as described in Note 16. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

2 主要會計政策概要(續)**2.8 無形資產(續)****(a) 商譽(續)**

商譽獲分配至現金產生單位(「現金產生單位」)以便進行減值測試。此項分配是對預期可從產生商譽的業務合併中得益的該等現金產生單位或現金產生單位組別而作出的。單位或單位組別被識別為就內部管理目的監控商譽的最低級別，即經營分部。

(b) 軟件

單獨購買的計算機軟件按歷史成本減累計攤銷及累計減值虧損列賬。成本指就於一至三年內或並無屆滿日期的情況下使用計算機軟件的權利而支付的代價。對於並無屆滿日期的計算機軟件，由於計算機軟件為用於財務申報的成熟現成軟件，只要該軟件能夠滿足本集團的財務申報需求，本集團即可使用，根據該軟件具備的現有功能及日常經營需求，本集團認為十年的可使用年期為根據目前財務申報需求作出的最佳估計。計算機軟件的攤銷按直線法計算。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.8 Intangible assets (Continued)****(a) Goodwill (Continued)**

Goodwill is allocated to cash-generating units ("CGUs") for the purpose of impairment testing. The allocation is made to those CGU or groups of CGU that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

(b) Software

Separately acquired computer softwares were shown at historical cost less accumulated amortisations and accumulated impairment losses. Cost represents consideration paid for the rights to use the computer software for 1-3 years or with no expiry date. For the computer software with no expiry date, as the computer softwares are well-developed off the shelf software used for financial reporting and the Group can use the software as long as it can meet the Group's financial reporting needs, based on the current functionalities equipped by this software and the daily operation needs, the Group considers a useful life of 10 years is the best estimation under current financial reporting needs. Amortisation of computer software are calculated on the straight-line method.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

2 主要會計政策概要(續)

2.8 無形資產(續)

(b) 軟件(續)

與維護軟件有關的成本於產生時確認為費用。如符合下列標準，由本集團控制的可識別獨有軟件在設計及測試中的直接應佔開發成本，可確認為無形資產：

- 完成該軟件以致其可供使用在技術上屬可行；
- 管理層有意完成該軟件並使用或出售；
- 有能力使用或出售該軟件；
- 可證明該軟件將如何產生未來可能的經濟效益；
- 有足夠的技術、財務及其他資源完成開發並使用或出售該軟件；及
- 該軟件在開發期內應佔的支出能可靠地計量。

資本化為軟件一部分的直接應佔成本包括僱員成本及相關經常費用的適當部分。

已資本化的開發成本入賬列為無形資產，並自該資產可供使用起計攤銷。截至2022年及2021年12月31日止年度，概無開發成本符合該等條件及資本化為無形資產。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Intangible assets (Continued)

(b) Software (Continued)

Costs associated with maintaining software are recognised as expenses as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software controlled by the Group were recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use;
- management intends to complete the software, and use or sell it;
- there is an ability to use or sell the software;
- it can be demonstrated how the software will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software was available; and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use. There were no development costs meeting these criteria and capitalised as intangible assets for the years ended 31 December 2022 and 2021.

2 主要會計政策概要(續)**2.8 無形資產(續)****(c) 平台**

於業務合併時收購的平台按收購日期的公允值確認。平台具有有限使用年期，並按成本減累計攤銷列賬。

(d) 研發支出

不符合上文(b)項條件的研發支出於產生時確認為開支。先前確認為開支的開發成本不會於後續期間確認為資產。

(e) 攤銷方法及期間

本集團使用直線法於以下期間攤銷具有限使用年期的無形資產：

- 軟件 一至十年
- 平台 五年

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.8 Intangible assets (Continued)****(c) Platform**

Platform acquired in a business combination is recognised at fair value at the acquisition date. platform has a finite useful life and is carried at cost less accumulated amortisations.

(d) Research and development expenditures

Research and development expenditures that do not meet the criteria in (b) above are recognised as expenses as incurred. Development costs previously recognised as expenses were not recognised as assets in subsequent period.

(e) Amortisation method and period

The Group amortises intangible assets with a limited useful life using the straight-line method over the following periods:

- Software 1–10 years
- Platform 5 years

2 主要會計政策概要(續)**2.9 非金融資產減值**

具有無限可使用年期的商譽及無形資產無需進行攤銷，但每年進行減值測試，或在事件或環境變動顯示其可能減值的情況下更為頻繁地進行減值測試。當任何事件發生或情況變化顯示其賬面值可能無法收回時，對其他資產進行減值測試。當該資產的賬面值超過其可收回金額時，會就其差額確認減值虧損。資產的可收回金額為公允值減出售成本與其使用價值兩者的較高者。在評估減值時，資產按可單獨識別且基本上獨立於其他資產或資產組別的現金流量的最低現金流量水平(現金產生單位)進行分類。商譽以外的非金融資產出現減值時，可於各報告期末考慮減值撥回。

2.10 投資及其他金融資產**(a) 分類**

本集團將其金融資產分類為下列計量類別：

- 其後按公允值(計入其他全面收入或損益)計量；及
- 按攤銷成本計量。

分類視乎實體管理金融資產及現金流量合同條款的業務模式而定。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.9 Impairment of non-financial assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or Groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.10 Investments and other financial assets**(a) Classification**

The Group classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- Those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

2 主要會計政策概要(續)

2.10 投資及其他金融資產(續)

(a) 分類(續)

就按公允值計量的資產而言，收益及虧損將計入損益或其他全面收入(「其他全面收入」)。就債務工具投資而言，其將取決於從持有投資的業務模式而定。就股本工具投資而言，其將取決於本集團在初始確認時是否作出不可撤銷的選擇以入賬列為按公允值計入其他全面收入(「按公允值計入其他全面收入」)的股權投資。

本集團於且僅於管理債務投資的業務模式改變時方會將該等資產重新分類。

(b) 確認及終止確認

常規金融資產買賣於交易日確認，而交易日指本集團承諾購入或出售該資產之日。當從金融資產收取現金流量的權利已到期或轉讓，而本集團已將擁有權的絕大部分風險及回報轉讓時，金融資產即終止確認。

(c) 計量

於初始確認時，本集團按公允值加(倘金融資產並非按公允值計入損益列賬)收購金融資產直接產生的交易成本計量金融資產。按公允值計入損益列賬的金融資產的交易成本於損益支銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Investments and other financial assets (Continued)

(a) Classification (Continued)

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income ("OCI"). For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income ("FVOCI").

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

2 主要會計政策概要(續)

2.10 投資及其他金融資產(續)

(c) 計量(續)

債務工具

債務工具的其後計量視乎本集團用以管理資產的業務模式及資產的現金流量特徵而定。本集團將其債務工具歸類為三個計量類別：

- 攤銷成本：倘持有資產目的為收取合同現金流量，而該等資產的現金流量僅為支付本金及利息，則該等資產按攤銷成本計量。來自該等金融資產的利息收入採用實際利率法計入融資收入。終止確認時產生的任何收益或虧損直接於損益內確認並與外匯收益及虧損一併列為「其他收益—淨額」。減值虧損在全面收益表內以單獨項目呈列。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Investments and other financial assets (Continued)

(c) Measurement (Continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in "Other gains — net" together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statements of comprehensive income.

2 主要會計政策概要(續)

2.10 投資及其他金融資產(續)

(c) 計量(續)

債務工具(續)

- 按公允值計入其他全面收入：倘持有資產目的為收取合同現金流量及銷售金融資產，且資產的現金流量僅為支付本金及利息，則該等資產按公允值計入其他全面收入計量。賬面值變動計入其他全面收入，惟減值收益或虧損、利息收入及外匯收益及虧損於損益確認。於終止確認金融資產時，先前於其他全面收入確認的累計收益或虧損由權益重新分類至損益並確認為「其他收益—淨額」。該等金融資產所產生的利息收入乃使用實際利率法計入融資收入。外匯收益及虧損於「其他收益—淨額」呈列，而減值開支在全面收益表內以單獨項目呈列。
- 按公允值計入損益：未達攤銷成本或按公允值計入其他全面收入標準的資產乃按公允值計入損益。其後按公允值計入損益計量的債務投資的收益或虧損於產生的期間在損益內確認並呈列為「其他收益—淨額」。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Investments and other financial assets (Continued)

(c) Measurement (Continued)

Debt instruments (Continued)

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in "Other gains — net". Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in "Other gains — net" and impairment expenses are presented as separate line item in the statements of comprehensive income.
- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within "Other gains — net" in the period in which it arises.

2 重大會計政策概要(續)**2.11 抵銷金融工具**

倘本集團現有可依法強制執行的權利抵銷已確認金額及有意以淨額基準結算或同時變現資產及清償負債，金融資產及負債將互相抵銷，有關款項淨額將於綜合財務狀況表內呈報。可依法強制執行的權利不得依賴未來事件而定，且在日常業務過程中以及倘公司或對手方出現違約、無償債能力或破產時必須可強制執行。

2.12 金融資產之減值

本集團會就按攤銷成本計量之債務工具的相關預期信貸虧損作出前瞻性評估。所應用減值方法取決於信貸風險是否顯著增加。附註3詳述有關本集團釐定信貸風險是否顯著增加的方法。

預期信貸虧損為金融資產預期年期內的信貸虧損概率加權估計(即所有現金差額的現值)。

就貿易應收款項及合同資產而言，本集團應用香港財務報告準則第9號所允許的簡化方法，該準則規定預期全期虧損須於初始確認資產時予以確認。撥備矩陣乃依據具有類似信貸風險特徵的貿易應收款項的預期年期內歷史觀察違約率釐定，並就前瞻性估計進行調整。歷史觀察違約率於每個報告日期更新，並對前瞻性估計的變動進行分析。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.11 Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the consolidated statements of financial position where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2.12 Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 3 details how the Group determines whether there has been a significant increase in credit risk.

Expected credit losses are a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial assets.

For trade receivables and contract assets, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the assets. The provision matrix is determined based on historical observed default rates over the expected life of the trade receivables with similar credit risk characteristics and is adjusted for forward-looking estimates. At every reporting date the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

2 重大會計政策概要(續)

2.12 金融資產之減值(續)

其他應收款項的減值按12個月預期信貸虧損或全期預期信貸虧損計量，視乎信貸風險自初始確認以來有否顯著增加而定。倘應收款項的信貸風險自初始確認以來顯著增加，則減值按全期預期信貸虧損計量。

2.13 貿易及其他應收款項

貿易應收款項為於日常業務過程中就所售產品或所提供服務而應收客戶的款項。倘預期可於一年或以內(或超過一年但在正常經營週期內)收回貿易及其他應收款項，則貿易應收款項分類為流動資產，否則，則呈列為非流動資產。

貿易應收款項初步按無條件代價金額確認，按公允值確認時包含重大融資部分者除外。本集團為收取合同現金流量持有貿易應收款項，故隨後以實際利率法按攤銷成本計量有關款項。有關本集團貿易應收款項的會計處理的進一步資料，請參閱附註19，而有關本集團減值政策的說明，請參閱附註3.1.2。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Impairment of financial assets (Continued)

Impairment on 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. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime expected credit losses.

2.13 Trade and other receivables

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

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 19 for further information about the Group's accounting for trade receivables and Note 3.1.2 for a description of the Group's impairment policies.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

2 重大會計政策概要(續)

2.14 現金及現金等價物以及受限制現金

現金流量表中呈列的現金及現金等價物包括手頭現金、金融機構通知存款及原定到期日為三個月或以下、隨時可轉換為已知現金金額及價值變動風險不大的其他高度流通短期投資。用途受限制的銀行存款計入綜合財務狀況表的「受限制現金」。

2.15 股本

普通股分類為權益。

發行新股份或購股權直接應佔的增量成本乃於權益內呈列為自所得款項扣減(扣除稅項)。

2.16 貿易及其他應付款項

該等款項指財政年度結束前就已提供予本集團的貨品及服務的未償付負債。貿易及其他應付款項呈列為流動負債，除非付款並非於報告期後12個月內到期。該等款項初始按公允值確認並於其後使用實際利息法按攤銷成本計量。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Cash and cash equivalents and restricted cash

For the purpose of presentation in the statements of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank deposits which are restricted to use are included in "restricted cash" of the consolidated statements of financial position.

2.15 Share capital

Ordinary shares are classified as equity.

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

2.16 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2 重大會計政策概要(續)

2.17 借款

借款初步按公允值確認，並扣除產生之交易成本，其後按攤銷成本計量。所得款項(扣除交易成本)與贖回金額之間的任何差額均採用實際利息法於借款期內之損益中確認。如有可能提取部分或全部貸款融資，則就建立該融資所支付的費用會確認為有關貸款之交易成本。在此情況下，有關費用將遞延至提取之時。若並無證據顯示可能會提取部分或全部貸款融資，則該費用會資本化為流動性服務之預付款項，並於與其相關之融資期間攤銷。

當合同所規定之責任獲解除、取消或屆滿時，借款會從財務狀況表中移除。已失效或已轉讓予其他方之金融負債的賬面值與已付代價(包括已轉讓之任何非現金資產或所承擔之負債)之間的差額，將於損益中確認為融資成本。

除非本集團有無條件權利，可將負債之結算推遲至報告期後至少12個月，否則會將借款分類為流動負債。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the statements of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as finance cost.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

2 重大會計政策概要(續)

2.18 借款成本

收購、建造或生產合資格資產直接應佔的一般及特定借款成本於完成或準備該資產可作擬定用途或銷售所需的期間內予以資本化。合資格資產需耗時較長方可作擬定用途或銷售。

特定借款在用於合資格資產前作暫時投資所賺取的投資收入將從合資格撥充資本的借款成本中扣除。

其他借款成本於產生期間支銷。

2.19 即期及遞延所得稅

期內所得稅開支或抵免指根據各司法權區的適用所得稅率按即期應課稅收入支付的稅項，經暫時差額及未動用稅項虧損所致的遞延稅項資產及負債變動調整。

(a) 即期所得稅

即期所得稅支出乃按於報告期末在本公司以及其附屬公司經營及產生應課稅收入所在的國家已頒佈或實質已頒佈的稅法為基準計算。管理層定期就適用稅法須經詮釋的情況評估稅項返還的狀況。其於適當時按預期將支付予稅務機構的金額計提撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

2.19 Current and deferred income tax

The income tax expenses or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(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 the reporting period in the countries where the Company and its 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.

2 重大會計政策概要(續)

2.19 即期及遞延所得稅(續)

(b) 遞延所得稅

遞延所得稅採用負債法就資產及負債的稅基與其賬面值之間的暫時差額於綜合財務報表悉數撥備。然而，若遞延稅項負債來自於對商譽的初始確認，則其不會予以確認。若遞延所得稅來自於交易中(業務合併除外)對資產或負債的初始確認，而在交易時不影響會計處理或應課稅損益，則亦不會入賬。遞延所得稅採用於報告期末前已頒佈或實質已頒佈，並在變現有關於遞延所得稅資產或清償遞延所得稅負債時預期將會適用的稅率(及稅法)而釐定。

遞延稅項資產僅在未來應課稅金額將可用於動用該等暫時差額及虧損時予以確認。

當有可依法強制執行的權利將即期稅項資產與負債抵銷，而遞延稅項結餘與同一稅務機構相關時，則可將遞延稅項資產與負債抵銷。當實體有可依法強制執行抵銷權利且有意按淨額基準結算或同時變現資產及清償負債時，則即期稅項資產與稅項負債相抵銷。

即期及遞延稅項於損益確認，惟與其他全面收入或直接於權益確認的項目有關者除外。在此情況下，稅項亦分別於其他全面收入或直接於權益確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Current and deferred income tax (Continued)

(b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the 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 tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in 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.

2 重大會計政策概要(續)**2.20 僱員福利****(a) 退休金責任**

本集團僅實行定額供款退休金計劃。根據中國相關規則及規例，本集團的中國僱員須參加中國有關省市級政府組織的多項定額供款退休福利計劃，據此，本集團及中國僱員須每月按僱員薪酬的特定百分比向該等計劃供款。省市級政府承諾承擔根據上述計劃應付的全部現有及未來中國退休僱員的退休福利責任。除每月供款外，本集團毋須就其僱員承擔退休及其他退休後福利的支付責任。該等計劃的資產與本集團其他資產分開持有，並由政府獨立管理的基金保管。

本集團向定額供款退休計劃作出的供款於產生時支銷。

(b) 住房公積金、醫療保險及其他社會保險

本集團中國僱員有權參加各種由政府監管的住房公積金、醫療保險及其他社會保險計劃。本集團每月按僱員薪酬的特定百分比向該等基金供款(惟不得超出一定上限)。本集團對該等基金的責任限於每年應繳納供款。住房公積金、醫療保險及其他社會保險供款於產生時支銷。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.20 Employee benefits****(a) Pension obligations**

The Group only operate defined contribution pension plans. In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organised by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees' payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administrated funds managed by the governments.

The Group's contributions to the defined contribution retirement scheme are expensed as incurred.

(b) Housing funds, medical insurances and other social insurances

Employees of the Group in the PRC are entitled to participate in various government-supervised housing funds, medical insurances and other social insurance plan. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group's liability in respect of these funds is limited to the contributions payable in each year. Contributions to the housing funds, medical insurances and other social insurances are expensed as incurred.

2 重大會計政策概要(續)**2.20 僱員福利(續)****(c) 辭退福利**

辭退福利於正常退休日期前，由本集團終止僱傭關係，或僱員自願接受裁退以換取此等福利時支付。本集團於下列日期(以較早者為準)確認辭退福利：(a)本集團無法再撤回提供該等福利；及(b)當實體確認重組成本(香港會計準則第37號範圍內)並涉及支付辭退福利。倘提出一項要約以鼓勵自願遣散，則離職福利將按預期接受要約的僱員數目計量。在報告期末後超過12個月支付的福利則貼現至其現值。

(d) 短期責任

工資及薪金負債(包括預計將於僱員提供相關服務期間結束後12個月內悉數結算的非貨幣福利及累計年假)就截至報告期末僱員已提供的服務進行確認，並按結算負債時預計將支付的金額計量。該等負債於綜合財務狀況表中呈列為即期僱員福利責任。

僱員的有薪病假及產假直至僱員休假時方會確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.20 Employee benefits (Continued)****(c) Termination benefits**

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

(d) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating annual leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the consolidated statements of financial position.

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

2 重大會計政策概要(續)**2.21 以股份為基礎的付款**

我們通過股份獎勵計劃向僱員提供以股份為基礎的薪酬福利。就獲取僱員提供的服務作出的以權益結算以股份為基礎的付款之公允值於權益工具授出日期計量。其分別確認為損益中以股份為基礎的薪酬開支及以股份為基礎的付款儲備。將計入開支的總額參考於授出日期所授出股份的公允值釐定，包括任何市場表現條件，不包括任何服務及非市場表現歸屬條件的影響，以及包括任何非歸屬條件(如適用)。

2.22 撥備

當本集團因過去事件而承擔現時法律或推定責任，而其在清償責任時有可能令資源流出，且金額能夠可靠地估計時，則就法律申索、服務保證及履行義務確認撥備。概不就未來經營虧損確認撥備。

倘有多項類似責任，清償需要的資源流出的可能性乃透過考慮整個責任類別釐定。即便在同一責任類別內任何一個項目相關資源的流出可能性可能屬於輕微，亦須確認撥備。

撥備按管理層對於報告期末須清償現有責任的支出的最佳估計的現值計量。用於釐定現值的貼現率為反映當前市場對貨幣時間值及負債特定風險的評估的稅前利率。隨著時間流逝增加的撥備乃確認為利息開支。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.21 Share-based payments**

Share-based compensation benefits are provided to employees via share award scheme. The fair value of equity-settled share-based payments for the services received from employees was measured at the grant date of the equity instruments. It was recognised as share-based compensation expenses in the profit or loss and as share-based payment reserve respectively. The total amount to be expensed is determined by reference to the fair value of the shares granted as at grant date, including any market performance conditions, excluding the impacts of any service and non-market performance vesting conditions as well as including any non-vesting conditions, when applicable.

2.22 Provisions

Provisions for legal claims, service warranties and make good obligations 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 can be 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 management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expenses.

2 重大會計政策概要(續)

2.23 收益確認

收益在貨品或服務的控制權轉讓予客戶時計量。視乎合同條款及合同所適用的法律規定，貨品及服務的控制權可能於一段時間或某個時點被轉移。倘本集團在履約過程中滿足下列條件，則貨品及服務的控制權於一段時間內轉移：

- 提供的所有利益同時由客戶接收及消耗；
- 於本集團履約時創建並增加由客戶控制的資產；或
- 並無創建對本集團有替代用途的資產，且本集團集團有強制執行權收取迄今已完成履約部分的款項。

倘貨品及服務的控制權在一段時間內轉移，則會參照完成履約責任的進度而於合同期間內確認收益。否則，收益於客戶獲得貨品及服務控制權的時點確認。

與客戶訂立的合同可能包含多項履約責任。就該等安排而言，本集團按其相對獨立的售價為每項履約責任分配收益。本集團一般根據向客戶收取的價格釐定獨立售價。倘獨立售價無法直接觀察得出，則會視乎可觀察資料的可用性，使用所預計的成本加利潤或經調整市場評估法進行估算。在估算各項不同履約責任的相對售價時已作出假設及估計，倘更改對該等假設及估計的判斷，則可能會影響收益確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Revenue recognition

Revenue is measured when or as the control of the goods or services is transferred to a 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. Control of the goods and services is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates and enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods and services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods and services.

Contracts with customers may include multiple performance obligations. For such arrangements, the Group allocates revenue to each performance obligation based on its relative standalone selling price. The Group generally determines standalone selling prices based on the prices charged to customers. If the standalone selling price is not directly observable, it is estimated using expected cost plus a margin or adjusted market assessment approach, depending on the availability of observable information. Assumptions and estimations have been made in estimating the relative selling price of each distinct performance obligation, and changes in judgements on these assumptions and estimates may impact the revenue recognition.

2 重大會計政策概要(續)**2.23 收益確認(續)**

當合同的任何一方已履約時，根據本集團履約與客戶付款之間的關係，本集團會將合同於綜合財務狀況表呈列為合同資產或合同負債。

基於本集團在交易中作為委託人或代理人的評估，本集團釐定應以總額或淨額基準報告收益。在確定本集團是作為委託人或代理人時，本集團遵循香港財務報告準則第15號有關委託人與代理人關係考慮的會計指引，以評估本集團在轉讓予終端客戶前是否控制指定服務，其指標包括但不限於(i)該實體是否主要負責履行承諾提供指定的服務；(ii)在指定服務轉讓予客戶之前，該實體是否存在庫存風險；及(iii)該實體是否有酌情權決定指定貨品或服務的價格。該釐定涉及判斷，並且基於對每項安排的條款作出的評估。

合同資產為本集團就已轉移至客戶的貨品及服務而於交換中收取代價的權利。當本集團擁有無條件收取代價的權利時，會將應收款項入賬。倘於代價到期應付之前只需要經過一段時間，則收取代價的權利屬無條件。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.23 Revenue recognition (Continued)**

When either party to a contract has performed, the Group presents the contract in the consolidated statement of financial position as a contract asset or a contract liability, depending on the relationship between the Group's performance and the customer's payment.

The determination of whether revenue should be reported on a gross or net basis is based on an assessment of whether the Group is acting as the principal or an agent in the transactions. In determining whether the Group acts as the principal or an agent, the Group follows the accounting guidance for principal-agent considerations in HKFRS 15 to assess whether the Group controls the specified service before it is transferred to the end customer, the indicators of which including but not limited to (i) whether the entity is primarily responsible for fulfilling the promise to provide the specified service; (ii) whether the entity has inventory risk before the specified service has been transferred to a customer; and (iii) whether the entity has discretion in establishing the prices for the specified goods or service. Such determination involves judgment and is based on an evaluation of the terms of each arrangement.

A contract asset is the Group's right to consideration in exchange for goods and services that the Group has transferred to a customer. A receivable is recorded when the Group has an unconditional right to consideration. A right to consideration is unconditional if only the passage of time is required before payment of the consideration is due.

2 重大會計政策概要(續)

2.23 收益確認(續)

倘在本集團向客戶轉讓貨品或服務前，客戶支付代價或本集團擁有收取代價金額的無條件權利，本集團於作出付款或記錄應收款項時(以較早者為準)列為合同負債。合同負債是本集團向已支付代價(或代價金額到期)的客戶轉讓貨品或服務的責任。

合同履行成本按成本及可變現淨值之較低者列值。成本主要包括直接勞工及適當比例之可變及固定間接支出，而後者按正常營運能力基準分配。可變現淨值按日常業務過程中估計售價減估計完成成本及作出銷售所需的估計成本計算。

履行合同的成本包括與現有合同相關的直接勞工及適當比例之可變及固定間接支出在內的實施成本，將用作日後達成履約責任。倘履行合同的成本預期可以收回，則其於合同履行成本中入賬。

本集團通過向客戶提供CRM平台即服務(「CRM PaaS服務」)及CRM軟件即服務(「CRM SaaS服務」)單獨或合併產生收益。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Revenue recognition (Continued)

If a customer pays consideration or the Group has a right to an amount of consideration that is unconditional, before the Group transfers a good or service to the customer, the Group presents the contract liability when the payment is made or a receivable is recorded (whichever is earlier). 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).

Contract fulfilment costs are stated at the lower of cost and net realisable value. Cost mainly comprises direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

Costs to fulfil a contract comprise the implementation cost including direct labour and an appropriate proportion of variable and fixed overhead expenditure related to an existing contract that will be used to satisfy performance obligations in the future. The costs to fulfil a contract are recorded in contract fulfilment costs if they are expected to be recovered.

The Group generates revenues separately or in combination, from providing CRM platform as a service ("CRM PaaS services") and CRM software as a service ("CRM SaaS services") to customers.

2 重大會計政策概要(續)**2.23 收益確認(續)****CRM PaaS 服務**

本集團主要提供通信平台即服務(「cPaaS」)，將三大電信網絡運營商的信息通信能力封裝在客戶的業務系統中，從而使客戶能夠獲得本集團通信能力並將其用作一項服務。

本集團自電信網絡運營商購買短訊，之後結合其服務通過本集團自身的平台向客戶提供綜合通信服務。因此，本集團於特定服務轉讓予客戶之前控制有關服務並作為交易中的委託人。

CRM PaaS服務收益主要包括提供予終端客戶的文本信息使用費，該使用費於某個時點確認。本集團的服務費通過將合同單價應用於每月發送的短信使用量釐定。

CRM SaaS 服務

CRM SaaS服務以雲為基礎，主要分為三種雲解決方案，即營銷雲、銷售雲及客服雲，涵蓋客戶的全生命週期，可滿足上述要求。雲及經封裝的主要電信網絡運營商的通信能力整合cPaaS平台以及CRM功能，共同構成本集團的集成及綜合CRM SaaS服務。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.23 Revenue recognition (Continued)****CRM PaaS services**

The Group mainly provides communication platform as a service ("cPaaS") to encapsulate messaging communication capabilities of the three major telecommunication network operators for the customers to be integrated into the customer's business systems, thereby enabling the customers to access and utilise the Group's communication capabilities as a service.

The Group purchases text messages from telecommunication network operators and then combined with its services to provide a integrated communication service to customers via the Group's own platform. Therefore, the Group controls the specified service before it is transferred to customer and is acting as a principal in the transaction.

CRM PaaS services revenues primarily consist of usage of text message fees provided to end customers, which is recognised at a point in time. The Group's service fees are determined by applying the contractual unit price to the monthly usage volume of text messages sent.

CRM SaaS services

CRM SaaS services are cloud-based and primarily categorised into three cloud solutions, namely marketing cloud, sales cloud and service cloud covering customers' entire business cycle to meet the aforesaid requests. The cloud and the encapsulated communication capability of the major telecommunication network operators, which consolidate the cPaaS platform, as well as CRM functions, altogether form the integrated and comprehensive CRM SaaS services of the Group.

2 重大會計政策概要(續)

2.23 收益確認(續)

CRM SaaS 服務(續)

營銷雲主要向客戶提供一系列模塊，其整合 cPaaS 平台，例如 UMP 解決方案—基於私有雲的解決方案，允許發佈營銷信息；MOS 解決方案—基於公有雲的解決方案，允許發佈營銷信息；及 ICC(融合通信中台)解決方案—允許客戶管理作組織內及組織外用途的綜合通信頻道的解決方案。營銷雲的收益主要來自基於文本信息使用量的費用，通過將合同單價應用於每月發送的文本信息使用量於時間點確認。

銷售雲透過在客戶的銷售管理週期中引入簡化運營模式及自動化工作流程，為客戶提供一套全面的銷售管理解決方案，包括 U 客 100 及智慧銷售 100。客戶通常按固定年費或月費訂閱本集團的銷售管理解決方案，授予彼等一個或多個雲應用程序的權限，被識別為單獨履約責任。本集團亦向客戶提供實施服務，包括定製配置及開發特定應用程序，被識別為單獨履約責任。總代價主要根據基於向客戶收取的可觀察合同價格釐定的單獨售價獲分配予訂閱服務費及實施服務費。訂閱服務收益於服務合同期限內確認。實施服務收益於完成實施服務及客戶接受所承諾產品及服務後於時間點確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Revenue recognition (Continued)

CRM SaaS services (Continued)

Marketing cloud primarily offers a range of modules to customers, which consolidate the cPaaS platform, e.g. UMP solution — a private cloud-based solution that allows dissemination of marketing messages; MOS solution — a public cloud-based solution that allows dissemination of marketing message; and ICC solution — a solution that allows clients to manage comprehensive communication channels for intra- and extra-organisational purposes. Revenue of marketing cloud primarily generates from fees based on usage of text messages, which is recognised at a point in time by applying the contractual unit price to the monthly usage volume of text messages sent.

Sales cloud provides a comprehensive sales management solutions including U-Client 100 and Smart Sales 100 to customers by introducing a streamlined operation model and automated workflow to customers' sales management cycle. Customers generally subscribe to the Group's sales management solution at a fixed annually or monthly fee granting them the access to one or more of the cloud applications, which is identified as a separate performance obligation. The Group also provides implementation services to customers, including customised configuration and development of specific applications, which is identified as a separate performance obligation. Total consideration is mainly allocated to subscription service fees and implementation service fees based on their stand alone selling price determined based on the observable contractual prices charged to customers. Revenue from subscription service is recognised over the service contract period. Revenue from implementation service is recognised at a point in time upon completion of the implementation service and acceptance by customers of the promised products and services.

2 重大會計政策概要(續)**2.23 收益確認(續)****CRM SaaS 服務(續)**

客服雲向客戶提供一系列售後客戶服務相關解決方案，其以雲呼叫中心（一種將傳統呼叫中心加入雲端的客戶服務解決方案）提供。客服雲收益主要來自基於語音呼叫使用量的費用（通過將合同單價應用於每月使用的語音呼叫分鐘數於時間點確認）以及訂閱費（於服務期間確認）。

本集團亦向客戶提供產品支持服務，被識別為單獨履約責任並主要按固定價格合同的形式提供。產品支持服務收益於服務合同期間按比例確認。

2.24 利息收入

來自按公允值計入損益的金融資產的利息收入計入此等資產的公允值變動收益淨額。

使用實際利息法計算的按攤銷成本計量的金融資產的利息收入於綜合全面收益表內確認為「其他收入」。

如利息收入賺取自持作現金管理目的之金融資產，則呈列為融資收入，請參閱下文附註11。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.23 Revenue recognition (Continued)****CRM SaaS services (Continued)**

Service cloud provides customers with a range of post-sales customer services-related solutions which offers in Cloud Call Centre — a customer service solution that brings the traditional call centre onto the cloud. Revenue from service cloud primarily generates from fees based on usage of voice call, which is recognised at a point in time by applying the contractual unit price to monthly usage minutes of voice calls placed, and subscription fees, which is recognised over the service period.

The Group also provides product support service to customers, which is identified as a separate performance obligation and is provided mainly in the form of fixed-price contracts. Revenue from product support service is recognised ratably over the service contract period.

2.24 Interest income

Interest income from financial assets at FVPL is included in the net fair value gains on these assets.

Interest income on financial assets at amortised cost calculated using the effective interest method is recognised in the consolidated statements of comprehensive income as "Other income".

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purpose, see Note 11 below.

2 重大會計政策概要(續)

2.25 租賃

本集團租賃若干辦公室。租賃合同一般固定期限為一至五年。租賃條款乃在個別基礎上協商，並包含各種不同的條款及條件。除租賃資產不得用作借款的抵押品外，租賃協議並無施加任何契諾。

在租賃資產可供本集團使用之日，本集團將租賃確認為使用權資產及相應負債。每筆租賃付款均在負債與融資成本之間分攤。融資成本在租期內計入損益，以使各期負債餘額產生的利息率保持一致。使用權資產按照直線法在資產可使用年期與租期(以較短者為準)內計提折舊。

租賃產生的資產及負債初步按現值計量。租賃負債包括下列租賃款項的淨現值：

- 固定付款(包括實質固定付款)，扣除任何應收的租賃激勵
- 取決於指數或比率的可變租賃付款，初步使用開始日期的指數或比率計量
- 集團根據餘值擔保預計應付的金額
- 購買選擇權的行權價，前提是集團合理確定將行使該選擇權，及
- 終止租賃的罰款金額，前提是租期反映集團將行使終止租賃選擇權。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.25 Leases

The Group leases certain offices. Rental contracts are typically made for fixed periods of 1 to 5 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as of 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 that option, and
- payments of penalties for terminating the lease, if the lease term reflects the group exercising that option.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

2 重大會計政策概要(續)

2.25 租賃(續)

租賃付款額按照租賃內含利率折現。如無法確定該利率，則採用本集團的增量借款利率。為釐定增量借款利率，本集團使用累加法，首先就其所持有租賃的信貸風險調整無風險利率。

使用權資產按成本計量，成本包括以下項目：

- 租賃負債初步計量金額
- 在租期開始日期或之前支付的租賃付款，扣除收到的租賃激勵
- 任何初步直接費用，及
- 復原成本。

與租期為12個月或以下的短期租賃及低價值資產租賃相關的付款於租期內按直線法在損益中確認為開支。

2.26 股息分派

對於在報告期末或之前已宣派但在報告期末未分派的股息金額(經適當授權但實體不再享有自主決定權)，須就此計提撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.25 Leases (Continued)

The lease payments are discounted using the interest rate implicit in the lease if that rate can be determined, or the Group's incremental borrowing rate. To determine the incremental borrowing rate, the Group uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Payments associate with short-term leases terms of 12 months or less and leases of low-value assets are recognised on a straight-line basis over the lease term as an expense in profit or loss.

2.26 Dividend distribution

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2 重大會計政策概要(續)

2.27 每股盈利

(a) 每股基本盈利

每股基本盈利乃按下列除式計算：

- 本公司擁有人應佔溢利(不包括為普通股以外的權益提供服務的任何成本)，及
- 除以財政年度內發行在外的普通股加權平均數(就年內已發行普通股的紅利部分進行調整且不包括庫存股份)。

(b) 每股攤薄盈利

每股攤薄盈利對釐定每股基本盈利時所用數字進行調整，以計及：

- 利息除所得稅後影響及與潛在攤薄普通股有關的其他融資成本，及
- 假設轉換所有潛在攤薄普通股，本應發行在外的額外普通股加權平均數。

2.28 政府補貼

政府補貼於可合理確認將可收取補助而本集團將符合所有附帶條件時按公允值確認。

與成本有關的政府補貼予以遞延及於須將其與擬補償成本配對的期間內於綜合全面收益表確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.27 Earnings per share

(a) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares, and
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

(b) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2.28 Government grants

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

Government grants relating to costs are deferred and recognised in the consolidated statements of comprehensive income over the period necessary to match them with the costs that they are intended to compensate.

3 財務風險管理

3.1 財務風險因素

本附註說明本集團面臨的財務風險及該等風險如何影響本集團的未來財務表現。倘與增加額外內容有關，則載入本年度損益資料。

本集團的活動使其面臨各種財務風險：市場風險(包括外匯風險、現金流量及利率風險)、信貸風險及流動資金風險。本集團的整體風險管理計劃專注於金融市場的不可預測性，及尋求盡量降低對本集團財務表現的潛在不利影響。

3.1.1 市場風險

(a) 外匯風險

本集團主要以人民幣經營業務。本集團有交易貨幣風險。該等披露風險自本集團實體以功能貨幣以外貨幣進行融資及經營活動而產生。於2022年12月31日，主要非人民幣資產為以港元或美元計值的現金及現金等價物。人民幣兌港元(「港元」)或美元(「美元」)的匯率波動可影響本集團的經營業績。本集團並無訂立任何遠期外匯合同對沖其面臨的外匯風險。

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

This note explains the Group's exposure to financial risks and how these risks could affect the Group's future financial performance. Current year profit and loss information has been included where relevant to add further context.

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow and 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.

3.1.1 Market risk

(a) Foreign exchange risk

The Group's businesses are principally conducted in RMB. The Group has transactional currency exposures. Such exposures arise from financing and operating activities of the Group's entities conducted in currencies other than the functional currency. As at 31 December 2022, major non-RMB assets are cash and cash equivalents which denominated in Hong Kong dollar ("HK\$") or United States dollar ("US\$"). Fluctuation of the exchange rate of RMB against HK\$ or US\$ could affect the Group's results of operations. The Group has not entered into any forward exchange contract to hedge its exposure to foreign exchange risk.

3 財務風險管理(續)**3.1 財務風險因素(續)****3.1.1 市場風險(續)**

(a) 外匯風險(續)

於報告期末，本集團各有關實體以功能貨幣以外貨幣計值的本集團貨幣資產的賬面值如下：

3 FINANCIAL RISK MANAGEMENT (Continued)**3.1 Financial risk factors (Continued)****3.1.1 Market risk (Continued)**

(a) Foreign exchange risk (Continued)

The carrying amounts of the Group's monetary assets which are denominated in currencies other than the functional currencies of the respective Group's entities at the end of the reporting period are as follows:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
現金及現金等價物	Cash and cash equivalents		
— 港元	— HK\$	31,777	—
— 美元	— US\$	23	—

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

3 財務風險管理(續)

3.1 財務風險因素(續)

3.1.1 市場風險(續)

(a) 外匯風險(續)

下表列示本集團除所得稅後溢利對美元及港元匯率於下一個會計期間之合理可能變動之敏感性作用(所有其他變數維持不變)：

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

3.1.1 Market risk (Continued)

(a) Foreign exchange risk (Continued)

The following table demonstrates the effect of sensitivity to reasonably possible changes in US\$ and HK\$ exchange rates, with all other variables held constant, on the Group's profit after income tax in the next accounting period:

		截至12月31日止年度 Year ended 31 December			
		2022年 2022		2021年 2021	
		除所得稅 後溢利		除所得稅 後溢利	
		匯率變動(減少)/增加 (Decrease)/		匯率變動(減少)/增加 (Decrease)/	
		Change in	increase in	Change in	increase in
		exchange	profit after	exchange	profit after
		rate	income tax	rate	income tax
		%	人民幣千元	%	人民幣千元
		%	RMB'000	%	RMB'000
倘港元兌人民幣轉弱	If HK\$ weakens against RMB	5%	(1,589)	5%	—
倘港元兌人民幣轉強	If HK\$ strengthens against RMB	5%	1,589	5%	—
倘美元兌人民幣轉弱	If US\$ weakens against RMB	5%	(1)	5%	—
倘美元兌人民幣轉強	If US\$ strengthens against RMB	5%	1	5%	—

3 財務風險管理(續)

3.1 財務風險因素(續)

3.1.1 市場風險(續)

(b) 現金流量及公允值利率風險

本集團的收入及經營現金流量很大程度上不受市場利率變動所影響，且除現金及現金等價物外，本集團並無重大計息資產，有關詳情披露於附註21。

除銀行結餘外，本集團並無重大可變計息資產或負債。因此，本公司董事預計利率變動不會產生任何重大影響。

3.1.2 信貸風險

本集團因其貿易應收款項、應收票據及其他應收款項、合同資產、現金及現金等價物及受限制現金而面臨信貸風險。本集團貿易應收款項、應收票據及其他應收款項、合同資產、現金及現金等價物及受限制現金的賬面值代表本集團因金融資產面臨的最高信貸風險。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

3.1.1 Market risk (Continued)

(b) Cash flow and fair value interest rate risk

The Group's income and operating cash flows were substantially independent of changes in market interest rates and the Group has no significant interest-bearing assets except for cash and cash equivalents, details of which have been disclosed in Note 21.

The Group has no significant variable interest-bearing assets or liabilities except for the bank balances. Therefore, the directors of the Company do not anticipate there is any significant impact resulted from the changes in interest rates.

3.1.2 Credit risk

The Group is exposed to credit risk in relation to its trade, bill and other receivables, contract assets, cash and cash equivalents and restricted cash. The carrying amounts of trade, bill and other receivables, contract assets, cash and cash equivalents and restricted cash represent the Group's maximum exposure to credit risk in relation to financial assets.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

3 財務風險管理(續)

3.1 財務風險因素(續)

3.1.2 信貸風險(續)

- (a) 現金及現金等價物以及受限制現金

本集團預期並無與銀行現金存款有關的重大信貸風險，因該等存款絕大部分存儲於信用評級為AAA或AA+的國有銀行及其他大中型上市銀行。管理層預期不會因該等對手方未履約而產生任何重大虧損。

- (b) 貿易應收款項、應收票據及其他應收款項以及合同資產

就貿易應收款項、應收票據及其他應收款項以及合同資產而言，本集團的管理層設有監控程序，以確保採取跟進措施收回逾期債務。此外，於各報告期末，本集團審核該等應收款項的可收回性，以確保就不可收回金額作出充分減值虧損。就此而言，本公司董事認為，本集團的信貸風險已大幅降低。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

3.1.2 Credit risk (Continued)

- (a) Cash and cash equivalents and restricted cash

The Group expects that there is no significant credit risk associated with cash deposits at banks since they are substantially deposited at state-owned banks and other medium or large-sized listed banks whose credit rating are AAA or AA+. Management does not expect that there will be any significant losses from non-performance by these counterparties.

- (b) Trade, bill and other receivables and contract assets

For trade, bill and other receivables and contract assets, the management of the Group has monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverability of these receivables at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

3 財務風險管理(續)

3.1 財務風險因素(續)

3.1.2 信貸風險(續)

(b) 貿易應收款項、應收票據及其他應收款項以及合同資產(續)

(i) 貿易應收款項以及合同資產

本集團應用簡化法就香港財務報告準則第9號規定的預期信貸虧損計提撥備，該準則允許就貿易應收款項及合同資產使用全期預期虧損撥備。

為計量貿易應收款項及合同資產的預期信貸虧損，貿易應收款項及合同資產已按共同信貸風險特徵及賬齡分組。預期信貸虧損亦納入前瞻性資料，包括工業增加值、M2、消費價格指數等。

就貿易應收款項及合同資產而言，管理層會考慮該類客戶的歷史違約率及行業信貸虧損率，共同評估預期信貸虧損。

根據共同信貸風險特徵，本集團管理層已將貿易應收款項分為兩類。應收國有企業、集體所有制企業及國有或集體所有制企業所投資公司的款項歸為一類(「組別1」)，其餘應收其他客戶的款項歸為另一類(「組別2」)。合同資產歸為組別2。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

3.1.2 Credit risk (Continued)

(b) Trade, bill and other receivables and contract assets (Continued)

(i) Trade receivables and contract assets

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for trade receivables and contract assets.

To measure the expected credit losses of trade receivables and contract assets, trade receivables and contract assets were grouped based on shared credit risk characteristics and ageing period. The expected credit losses also incorporate forward-looking information, includes industrial value-added, M2, Consumer Price Index and so on.

For trade receivables and contract assets, management collectively assessed the expected credit losses taking into account the historical default rate and industry credit loss rate, in respect of those groups of customers.

Trade receivables have been grouped into two categories by the Group's management based on shared credit risk characteristics. Receivables from state-owned enterprises, collectively-owned enterprises and companies invested by state-owned or collectively-owned enterprises are grouped as one category ("Group 1"), and remaining receivables from other customers are classified as another category ("Group 2"). Contract assets are classified under Group 2.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

3 財務風險管理(續)

3.1 財務風險因素(續)

3.1.2 信貸風險(續)

(b) 貿易應收款項、應收票據及其他應收款項以及合同資產(續)

(i) 貿易應收款項以及合同資產(續)

於2022年12月31日，應收第三方貿易應收款項及合同資產的虧損撥備釐定如下。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

3.1.2 Credit risk (Continued)

(b) Trade, bill and other receivables and contract assets (Continued)

(i) Trade receivables and contract assets (Continued)

As at 31 December 2022, the loss allowance provision for the trade receivables and contract assets due from third parties was determined as follows.

	組別1		組別2			總計 Total
	Group 1		Group 2			
	不超過 三個月 Up to 3 months	三至 六個月 3 to 6 months	六個月 至一年 6 months to 1 year	一至 兩年 1 to 2 years	兩年 以上 Over 2 years	

貿易應收款項及合同資產

Trade receivables and contract assets

	於2022年12月31日	At 31 December 2022						
	預期虧損率	0.15%	1.51%	2.99%	38.35%	62.00%	99.31%	
	賬面總值(人民幣千元)	186,493	75,688	13,884	9,590	13,515	7,552	306,722
	虧損撥備(人民幣千元)	280	1,143	415	3,678	8,379	7,500	21,395
	於2021年12月31日	At 31 December 2021						
	預期虧損率	0.18%	1.65%	3.28%	44.05%	67.90%	98.72%	
	賬面總值(人民幣千元)	182,629	68,430	9,987	7,586	2,333	7,439	278,404
	虧損撥備(人民幣千元)	329	1,129	328	3,342	1,584	7,344	14,056

3 財務風險管理(續)

3.1 財務風險因素(續)

3.1.2 信貸風險(續)

(b) 貿易應收款項、應收票據及其他應收款項以及合同資產(續)

(ii) 應收票據

就應收票據而言，預期信貸虧損主要經考慮發行金融機構的信貸評級進行評估。本集團評估認為來自銀行的應收票據的預期信貸虧損率較低，原因是有關銀行屬信用評級為AAA的國有或其他大中型上市銀行及具備短期內履行其合同現金流量義務的雄厚實力。本集團評估認為來自銀行的應收票據的預期信貸虧損率屬微不足道，並認為其擁有較低的信貸風險，故虧損撥備並不重大。

(iii) 其他應收款項

其他應收款項主要包括按金及其他。

本集團使用預期信貸虧損模型釐定其他應收款項的預期虧損撥備。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

3.1.2 Credit risk (Continued)

(b) Trade, bill and other receivables and contract assets (Continued)

(ii) Bill receivable

For bill receivable, the expected credit losses were mainly assessed by taking into account the credit rating for issuing financial institutions. The Group assessed that the expected credit loss rate for bill receivable from bank was low, since the bank is a state-owned or other medium or large-size listed bank whose credit rating is AAA and has a strong capacity to meet its contractual cash flow obligation in the near term. The Group assessed that the expected credit losses rate for bill receivable from the bank is immaterial and considered them to have a low credit risk, and thus the loss allowance is immaterial.

(iii) Other receivables

Other receivables mainly included deposits and others.

The Group uses the expected credit loss model to determine the expected loss provision for other receivables.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

3 財務風險管理(續)

3.1 財務風險因素(續)

3.1.2 信貸風險(續)

(b) 貿易應收款項、應收票據及其他應收款項以及合同資產(續)

(iii) 其他應收款項(續)

本集團考慮違約概率，以確定信貸風險是否於各報告期間持續大幅增加。為評估信貸風險是否大幅增加，本集團將於報告日期資產的違約風險與初步確認日期的違約風險進行比較。其考慮現有合理且具支持性的前瞻性資料，尤其包括以下指標：

- 內部信貸評級
- 外部信貸評級
- 預計會導致借款人履行其責任的能力發生顯著變化的業務、財務或經濟狀況的實際或預期重大不利變動
- 借款人之經營業績的實際或預期重大變動
- 借款人預期表現及行為的重大變動，包括借款人的支付狀況變動及借款人經營業績的變動。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

3.1.2 Credit risk (Continued)

(b) Trade, bill and other receivables and contract assets (Continued)

(iii) Other receivables (Continued)

The Group considers the probability of default 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 Group 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
- external credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- actual or expected significant changes in the operating results of the borrower
- significant changes in the expected performance and behaviour of the borrowers, including changes in the payment status of borrowers and changes in the operating results of the borrowers.

3 財務風險管理(續)

3.1 財務風險因素(續)

3.1.2 信貸風險(續)

(b) 貿易應收款項、應收票據及其他應收款項以及合同資產(續)

(iii) 其他應收款項(續)

本集團預期信貸虧損模型基於的假設概述如下：

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

3.1.2 Credit risk (Continued)

(b) Trade, bill and other receivables and contract assets (Continued)

(iii) Other receivables (Continued)

A summary of the assumptions underpinning the Group's expected credit loss model is as follows:

類別	本集團對各類別的定義	確認預期信貸虧損撥備的基準
Category	Group definition of category	Basis for recognition of expected credit loss provision
正常	客戶違約風險低，且有能力滿足合同現金流量	12個月的預期虧損。對於預期存續期在12個月以內的資產，預期虧損基於其預期存續期計量
Performing	Customers have a low risk of default and a strong capacity to meet contractual cash flows	12 months expected losses. Where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime
關注	信貸風險顯著增加的應收款項；倘利息及／或本金還款逾期90天，則推定信貸風險顯著增加	全期預期虧損
Under-performing	Receivables for which there is a significant increase in credit risk; as significant increase in credit risk is presumed if interest and/or principal repayments are 90 days past due	Lifetime expected losses
不良	利息及／或本金還款逾期180天	全期預期虧損
Non-performing	Interest and/or principal repayments are 180 days past due	Lifetime expected losses

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

3 財務風險管理(續)

3.1 財務風險因素(續)

3.1.2 信貸風險(續)

(b) 貿易應收款項、應收票據及其他應收款項以及合同資產(續)

(iii) 其他應收款項(續)

本集團透過及時就預期信貸虧損作出適當撥備以將其信貸風險入賬。在計算預期信貸虧損率時，本集團考慮各類應收款項的過往虧損率，並對前瞻性宏觀經濟數據作出調整。

本集團已評估自初始確認以來其他應收款項的信貸風險並無顯著增加。因此，本集團使用12個月預期信貸虧損模型評估其他應收款項的信貸虧損。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

3.1.2 Credit risk (Continued)

(b) Trade, bill and other receivables and contract assets (Continued)

(iii) Other receivables (Continued)

The Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical default rates for each category of receivables and adjusts for forward-looking macroeconomic data.

The Group has assessed that there is no significant increase of credit risk for other receivables since initial recognition. Thus the Group used the 12 months expected credit losses model to assess credit loss of other receivables.

		正常 Performing	關注 Under- performing	不良 Non- performing	總計 Total
其他應收款項	Other receivables				
於2022年12月31日	At 31 December 2022				
賬面總值(人民幣千元)	Gross carrying amount (RMB'000)	15,797	—	—	15,797
虧損撥備(人民幣千元)	Loss allowance provision (RMB'000)	181	—	—	181
於2021年12月31日	At 31 December 2021				
賬面總值(人民幣千元)	Gross carrying amount (RMB'000)	15,957	—	—	15,957
虧損撥備(人民幣千元)	Loss allowance provision (RMB'000)	174	—	—	174

3 財務風險管理(續)

3.1 財務風險因素(續)

3.1.2 信貸風險(續)

(b) 貿易應收款項、應收票據及其他應收款項以及合同資產(續)

(iii) 其他應收款項(續)

於2022年12月31日，貿易及其他應收款項以及合同資產的虧損撥備與該撥備的期初虧損撥備對賬如下：

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

3.1.2 Credit risk (Continued)

(b) Trade, bill and other receivables and contract assets (Continued)

(iii) Other receivables (Continued)

As at 31 December 2022, the loss allowance provision for trade and other receivables and contract assets reconciles to the opening loss allowance for that provision as follows:

		貿易 應收款項 Trade receivables	合同資產 Contract assets	其他 應收款項 Other receivables	總計 Total
		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
於2021年1月1日	At 1 January 2021	9,345	19	143	9,507
金融資產減值虧損/ (減值虧損撥回)淨額	Net impairment losses/(reversal of impairment loss) on financial assets	5,352	(13)	31	5,370
因不可收回而於年內 撤銷的應收款項	Receivables written off during the year as uncollectible	(647)	—	—	(647)
於2021年12月31日	At 31 December 2021	14,050	6	174	14,230
於2022年1月1日	At 1 January 2022	14,050	6	174	14,230
金融資產減值虧損淨額	Net impairment losses on financial assets	7,317	22	7	7,346
於2022年12月31日	At 31 December 2022	21,367	28	181	21,576

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

3 財務風險管理(續)

3.1 財務風險因素(續)

3.1.3 流動資金風險

為管理流動資金風險，本集團監督及維持管理層認為足以撥付本集團營運及減低現金流量波動影響的現金及現金等價物水平。

下表按照於各報告期末餘下期間至合同到期日的有關到期組別分析本集團的金融負債及租賃負債。表中所披露金額為合同未貼現現金流量。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

3.1.3 Liquidity risk

To manage the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The table below analyses the Group's financial liabilities and lease liabilities into relevant maturity grouping based on the remaining period at the end of each reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

		一年以內 Less than 1 year 人民幣千元 RMB'000	一至二年 Between 1 and 2 years 人民幣千元 RMB'000	二至五年 Between 2 and 5 years 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
金融負債	Financial liabilities				
於2022年12月31日	As at 31 December 2022				
貿易應付款項、應付 票據及其他應付款項 (不包括應計工資及 其他應付稅項)	Trade, bill and other payables (excluding accrued payroll and other tax payables)	68,502	—	—	68,502
租賃負債	Lease liabilities	10,957	7,351	12,033	30,341
借款	Borrowings	90,477	—	—	90,477
		169,936	7,351	12,033	189,320
於2021年12月31日	As at 31 December 2021				
貿易及其他應付款項 (不包括應計工資及 其他應付稅項)	Trade and other payables (excluding accrued payroll and other tax payables)	108,961	—	—	108,961
租賃負債	Lease liabilities	8,994	7,571	18,877	35,442
借款	Borrowings	59,477	—	—	59,477
		177,432	7,571	18,877	203,880

3 財務風險管理(續)**3.2 資本管理**

本集團資本管理的目的在於確保本集團能持續經營，以為股東提供回報及令其他權益持有人獲益並保持完善的資本架構，減少資金成本。

為維持或調整資本架構，本集團或會調整向股東派付的股息金額、發行新股或為減少債務而出售資產。

本集團基於資產負債比率來監控資本。該比率乃按總負債除以總資產計算。

於2022年及2021年12月31日，本集團資產負債比率如下：

3 FINANCIAL RISK MANAGEMENT (Continued)**3.2 Capital management**

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

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the asset-liability ratio. This ratio is calculated as total liabilities divided by total assets.

As at 31 December 2022 and 2021, asset-liability ratio of the Group are as follows:

		於12月31日	
		As at 31 December	
		2022年	2021年
		2022	2021
資產負債比率	Asset-liability ratio	37%	48%

4 關鍵會計估計及判斷

編製歷史財務資料須使用若干關鍵會計估計，顧名思義，會計估計甚少與實際結果相同。管理層亦需對本集團應用會計政策作出判斷。

估計及判斷獲持續評估。估計及判斷乃基於歷史經驗及其他因素作出，包括可能對實體產生財務影響及於當時情況下視為合理的對未來事件的預期。

(a) 應收呆賬撥備

本集團根據有關違約風險及預期虧損率的假設對應收款項作出撥備。本集團作出上述假設及選擇輸入數據計算減值時，根據本集團過往收款記錄、現行市況及各報告期末的前瞻性估計作出判斷。

當預期情況與原來估計不同，該差異將影響於估計變動期間貿易及其他應收款項作為呆賬開支的賬面值。有關所用主要假設及輸入數據的詳情，請參閱上文附註3.1.2。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of consolidated financial statements requires the use of certain critical accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

(a) Allowance on doubtful receivables

The Group makes allowances on receivables based on assumptions about risk of default and expected loss rates. The Group used judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past collection history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

Where the expectation is different from the original estimate, such difference will impact the carrying amount of trade and other receivables as doubtful debt expenses in the periods in which such estimate has been changed. For details of the key assumptions and inputs used, see Note 3.1.2 above.

4 關鍵會計估計及判斷(續)**(b) 即期及遞延所得稅**

本集團須繳納中國企業所得稅。在釐定稅項撥備金額及相關稅項的支付時間時，須作出判斷。在日常業務過程中，許多交易及計算所涉及的最終稅項釐定並不確定。倘該等事項的最終稅務結果與最初入賬的金額不同，則該等差額將影響作出該等決定期間的所得稅及遞延稅項撥備。

當管理層認為可能有若干暫時差異或稅項虧損可用以抵銷未來的應課稅利潤時，則會確認與該等暫時差異及稅項虧損相關的遞延稅項資產。實際使用的結果或有不同。

5 分部資料**(a) 分部及主要活動概述**

主要經營決策者被認定為本公司的執行董事。執行董事審核本集團的內部報告以評估表現並分配資源。管理層根據此等報告釐定經營分部。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)**(b) Current and deferred income tax**

The Group is subject to corporate income taxes in the PRC. Judgement is required in determining the amount of the provision for taxation and the timing of payment of the related taxations. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

5 SEGMENT INFORMATION**(a) Description of segments and principal activities**

The CODM has been identified as executive directors of the Company. The executive directors review the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

5 分部資料(續)

(a) 分部及主要活動概述(續)

執行董事從產品角度研究業務狀況。本集團確定經營分部如下：

(i) CRM PaaS服務

CRM PaaS服務主要提供cPaaS，將三大電信網絡運營商的信息通信能力封裝在客戶的業務系統中，從而使客戶能夠獲得通信能力並將其用作一項服務。

(ii) CRM SaaS服務

CRM SaaS服務包括營銷雲、銷售雲及客服雲，使本集團能為客戶提供一站式智慧CRM服務，貫穿從初始營銷到售後服務的全生命週期。

主要經營決策者根據各分部的毛利評估經營分部的表現。由於主要經營決策者並不使用任何獨立分部資產及分部負債資料分配資源或評估經營分部的表現，因此其並無獲提供有關資料。

於2022年及2021年12月31日，大部分資產乃位於中國。

5 SEGMENT INFORMATION (Continued)

(a) Description of segments and principal activities (Continued)

The executive directors consider the business from product perspective. The Group has identified the following operating segments:

(i) CRM PaaS services

CRM PaaS services mainly provides cPaaS to encapsulate messaging communication capabilities of the three major telecommunication network operators for the customers to be integrated into the customer's business systems, thereby enabling the customers to access and utilise the communication capabilities as a service.

(ii) CRM SaaS services

CRM SaaS services comprises of marketing cloud, sales cloud and service cloud, which enable the Group to provide the customer with a one-stop intelligent CRM services throughout their entire business cycle, from initial marketing to after-sales services.

The CODM assesses the performance of the operating segments based on the gross profit of each segment. There were no separate segment assets and segment liabilities information provided to the CODM, as CODM does not use this information to allocate resources or to evaluate the performance of the operating segments.

As at 31 December 2022 and 2021, majority of the assets were located in the PRC.

5 分部資料(續)

(b) 分部表現

向執行董事提供有關截至2022年12月31日止年度可呈報分部的分部資料如下：

5 SEGMENT INFORMATION (Continued)

(b) Segment performance

The segment information provided to the executive directors for the reportable segments for the year ended 31 December 2022 is as follows:

		截至2022年12月31日止年度 Year ended 31 December 2022		
		CRM PaaS 服務 CRM PaaS services 人民幣千元 RMB'000	CRM SaaS 服務 CRM SaaS services 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
收益	Revenue	569,177	474,201	1,043,378
銷售成本	Cost of sales	(524,339)	(293,392)	(817,731)
毛利	Gross profit	44,838	180,809	225,647
銷售及分銷開支	Selling and distribution expenses			(111,317)
行政開支	Administrative expenses			(76,361)
研發開支	Research and development expenses			(82,724)
金融資產減值 虧損淨額	Net impairment losses on financial assets			(7,346)
其他收入	Other income			13,918
其他收益—淨額	Other gains — net			4,831
經營虧損	Operating loss			(33,352)
融資收入	Finance income			1,150
融資成本	Finance costs			(4,100)
融資成本—淨額	Finance costs — net			(2,950)
除所得稅前虧損	Loss before income tax			(36,302)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

5 分部資料(續)**(b) 分部表現(續)**

向執行董事提供有關截至2021年12月31日止年度可呈報分部的分部資料如下：

5 SEGMENT INFORMATION (Continued)**(b) Segment performance (Continued)**

The segment information provided to the executive directors for the reportable segments for the year ended 31 December 2021 is as follows:

		截至2021年12月31日止年度 Year ended 31 December 2021		
		CRM PaaS 服務	CRM SaaS 服務	總計
		CRM PaaS services	CRM SaaS services	Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
收益	Revenue	554,643	437,298	991,941
銷售成本	Cost of sales	(494,056)	(265,493)	(759,549)
毛利	Gross profit	60,587	171,805	232,392
銷售及分銷開支	Selling and distribution expenses			(91,024)
行政開支	Administrative expenses			(68,515)
研發開支	Research and development expenses			(66,126)
金融資產減值 虧損淨額	Net impairment losses on financial assets			(5,370)
其他收入	Other income			12,557
其他收益—淨額	Other gains — net			393
經營利潤	Operating profit			14,307
融資收入	Finance income			750
融資成本	Finance costs			(2,577)
融資成本—淨額	Finance costs — net			(1,827)
除所得稅前利潤	Profit before income tax			12,480

5 分部資料(續)

(b) 分部表現(續)

約人民幣215,347,000元(2021年：人民幣164,046,000元)的收益來自一名客戶，該客戶單獨貢獻本集團截至2022年12月31日止年度總收益的10%或以上。該收益歸屬於CRM PaaS服務分部。除此之外，本集團亦擁有大量客戶，但當中並無任何客戶貢獻本集團截至2022年及2021年12月31日止年度收益的10%或以上。

6 收益

收益主要包括提供CRM PaaS服務及CRM SaaS服務所得款項。本集團截至2022年及2021年12月31日止年度按類別劃分的收益分析如下：

5 SEGMENT INFORMATION (Continued)

(b) Segment performance (Continued)

Revenue of approximately RMB215,347,000 was from one customer who individually contributed 10% or more of the Group's total revenue for the year ended 31 December 2022 (2021: RMB164,046,000). This revenue was attributed to the CRM PaaS services segment. Other than that, the Group had a large number of customers and none of whom contributed 10% or more of the Group's revenue for the years ended 31 December 2022 and 2021.

6 REVENUE

Revenue mainly comprises of proceeds from providing CRM PaaS services and CRM SaaS services. The analysis of the Group's revenue by category for the year ended 31 December 2022 and 2021 was as follows:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
CRM PaaS服務	CRM PaaS services	569,177	554,643
CRM SaaS服務	CRM SaaS services	474,201	437,298
		1,043,378	991,941

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**財務報表附註(續)**

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

6 收益(續)

於截至2022年及2021年12月31日止年度，按收益確認時間對客戶合同收益分析如下：

6 REVENUE (Continued)

The analysis of revenue from contracts with customers by the timing of revenue recognition for the year ended 31 December 2022 and 2021 was as follows:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
於某個時點	At a point in time	1,006,767	956,142
於一段時間	Over time	36,611	35,799
		1,043,378	991,941

(a) 合同資產

本集團已確認以下與收益相關的合同資產：

(a) Contract assets

The Group has recognised the following revenue-related contract assets:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
合同資產	Contract assets	373	101
減：合同資產撥備	Less: allowance for contract assets	(28)	(6)
		345	95

6 收益(續)

(b) 合同負債

本集團已確認以下與收益相關的合同負債：

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
合同負債	Contract liabilities	31,086	31,924

(i) 合同負債的重大變動

本集團的合同負債主要由尚未提供相關服務時客戶支付的墊款所引致。

(ii) 針對合同負債確認的收益

下表列示於當前報告期間內就結轉合同負債確認的收益。

6 REVENUE (Continued)

(b) Contract liabilities

The Group has recognised the following revenue-related contract liabilities:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
合同負債	Contract liabilities	31,086	31,924

(i) Significant changes in contract liabilities

Contract liabilities of the Group mainly arise from the advance payments made by customers while the underlying services are yet to be provided.

(ii) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities.

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
計入年初合同負債 餘額的已確認收益	Revenue recognised that was included in the balance of contract liabilities at the beginning of the year		
合同負債	Contract liabilities	18,885	22,577

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

6 收益(續)

(b) 合同負債

(iii) 未達成履約責任

本集團選擇可行權宜方法不披露餘下履約責任，原因是履約責任屬並無固定交易價格總額的合同的一部分。

(iv) 因獲得合同的增量成本而確認的資產

於截至2022年及2021年12月31日止年度，本公司於獲得合同方面並無產生重大增量成本。

6 REVENUE (Continued)

(b) Contract liabilities

(iii) Unsatisfied performance obligations

The Group has elected the practical expedient for not to disclose the remaining performance obligations because the performance obligation is part of contracts that do not have fixed aggregate amount of transaction price.

(iv) Assets recognised from incremental costs to obtain a contract

During the years ended 31 December 2022 and 2021, there was no significant incremental costs incurred to obtain contracts.

7 按性質劃分的開支

計入銷售成本、銷售及分銷開支、研發開支及行政開支內的開支分析如下：

7 EXPENSES BY NATURE

Expenses including in cost of sales, selling and distribution expenses, research and development expenses and administrative expenses are analysed as follows:

		截至12月31日止年度	
		Year ended 31 December	
		2022年	2021年
		2022	2021
		人民幣千元	人民幣千元
		RMB'000	RMB'000
電信資源成本	Costs of telecommunications resources	780,836	728,366
僱員福利開支(附註8)	Employee benefit expenses (Note 8)	206,147	170,959
上市開支	Listing expenses	22,971	15,617
差旅及酬酢開支	Travel and entertainment expenses	17,564	16,538
折舊及攤銷開支 (附註14、15及16)	Depreciation and amortisation expenses (Notes 14, 15 and 16)	13,243	13,588
外包客戶服務開支	Outsourcing customer service expenses	12,450	11,691
基礎設施及設備開支	Infrastructure and equipment expenses	8,792	8,272
營銷及推廣開支	Marketing and promotion expenses	6,049	4,072
專業服務費	Professional service fees	4,518	5,670
外包實施成本	Outsourcing implementation costs	2,857	1,426
會議及辦公室開支	Conference and office expenses	2,342	2,342
核數師酬金	Auditors' remuneration	2,300	310
稅項及其他徵費	Taxes and other levies	1,727	2,270
短期租約的租賃付款 (附註26)	Lease payments on short term leases (Note 26)	486	115
其他	Others	5,851	3,978
		1,088,133	985,214

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

8 僱員福利開支**8 EMPLOYEE BENEFIT EXPENSES**

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
薪金、工資及花紅	Salaries, wages, and bonuses	184,135	153,451
社會保險開支、住房福利及 其他僱員福利(附註(a))	Social insurance expenses, housing benefits and other employee benefits (Note (a))	22,012	17,508
		206,147	170,959

(a) 本集團的中國附屬公司僱員須參與由地方市政府管理及營運的定額供款退休計劃。本集團的中國附屬公司按僱員薪金若干百分比對該計劃供款，以撥付僱員的退休福利。

其他僱員福利主要包括團建開支、餐補及交通補貼。

(a) Employees in the Group's PRC subsidiaries are required to participate in a defined contribution retirement scheme administrated and operated by the local municipal government. The Group's PRC subsidiaries contribute funds which are calculated on certain percentage of the employee salary to the scheme to fund the retirement benefits of the employees.

Other employee benefits mainly include team building expenses, meal and traveling allowances.

8 僱員福利開支(續)

(b) 五名最高薪酬人士

截至2022年12月31日止年度，本集團五名最高薪酬人士包括零名(2021年：1名)董事，其酬金已反映於附註32所示分析內。截至2022年12月31日止年度，應付予其餘五名(2021年：4名)人士的酬金如下：

8 EMPLOYEE BENEFIT EXPENSES (Continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group included nil director for the year ended 31 December 2022 (2021: 1) whose emolument is reflected in the analysis shown in Note 32. The emoluments payable to the remaining 5 individuals during the year ended 31 December 2022 (2021: 4) are as follows:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
基本工資、住房補貼、 購股權、其他津貼及 實物利益	Basic salaries, housing allowances, share options, other allowances and benefits in kind	4,187	3,562
向退休金計劃一定額 供款計劃供款	Contribution to pension scheme — defined contribution plans	40	29
酌情花紅	Discretionary bonuses	408	363
加盟或加盟本集團後的 獎勵金	Inducement fee to join or upon joining the Group	—	—
離職補償	Compensation for loss of office	—	—
		4,635	3,954

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**財務報表附註(續)**

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

8 僱員福利開支(續)

(c) 上述酬金屬於以下組別：

		截至12月31日止年度 Year ended 31 December	
		2022年 2022	2021年 2021
酬金組別(港元)	Emolument bands in HK\$		
零至1,000,000港元	Nil – HK\$1,000,000	2	—
1,000,001港元至1,500,000港元	HK\$1,000,001 – HK\$1,500,000	3	4
		5	4

(d) 退休金成本 — 定額供款退休計劃

於截至2022年及2021年12月31日止年度，本集團並無其可予動用以減少其供款的沒收供款。

8 EMPLOYEE BENEFIT EXPENSES (Continued)

(c) The emoluments fell within the following bands:

(d) Pension costs — defined contribution retirement plans

During the years ended 31 December 2022 and 2021, the Group has no forfeited contributions that were able to be utilised by the Group to reduce its contributions.

9 其他收入

9 OTHER INCOME

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
政府補助(附註(a))	Government grants (Note (a))	2,947	480
增值稅返還(附註(b))	Value-added tax refund (Note (b))	4,050	4,096
加計扣除增值進項稅 (附註(c))	Additional deduction of value-added input tax (Note (c))	6,523	7,814
其他	Others	398	167
		13,918	12,557

(a) 政府補貼是指從政府有關部門獲得的各種補貼，主要包括產業關鍵技術研發補貼、廣州知識產權補貼和專利計劃開發補貼。

(b) 自2019年4月1日起，根據《財政部稅務總局海關總署關於深化增值稅改革有關政策的公告》(財政部稅務總局海關總署公告2019年第39號)，銷售電腦軟件的增值稅適用稅率由16%調整為13%。

根據財稅[2011]100號通知，在中國境內銷售自行開發軟件的軟件企業，其在中國銷售軟件的增值稅實際稅負超過3%的部分，可享受增值稅返還。

(a) Government grants represented various subsidies received from relevant government authorities, mainly including research and development subsidy on industrial key technologies, Guangzhou intellectual property subsidy and patent program development subsidy.

(b) From 1 April 2019, according to the circular "Announcement of Ministry of Finance, the General Administration of Taxation and the General Administration of Customs on deepening policies related to VAT reformation" (Announcement of Ministry of Finance, the General Administration of Taxation and the General Administration of Customs [2019] No. 39 財政部稅務總局海關總署公告[2019年]第39號), the application VAT rate for sales of computer software has been adjusted from 16% to 13%.

According to the circular Cai Shui [2011] No. 100 (財稅[2011]100號), software enterprises which engage in the sales of self-developed software in the PRC are entitled to VAT refund to the extent that the effective VAT rate of the sales of the software in the PRC exceeds 3%.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

9 其他收入(續)

- (c) 自2019年4月1日起，根據《財政部稅務總局海關總署關於深化增值稅改革有關政策的公告》(財政部稅務總局海關總署公告[2019年]第39號)，在中國從事CRM SaaS和CRM PaaS服務供應的集團公司可享受10%的增值稅加計抵減。

9 OTHER INCOME (Continued)

- (c) From 1 April 2019, according to the Circular “Announcement of Ministry of Finance, the General Administration of Taxation and the General Administration of Customs on deepening policies related to VAT reformation” (Announcement of Ministry of Finance, the General Administration of Taxation and the General Administration of Customs [2019] No. 39 財政部稅務總局海關總署公告[2019年]第39號), the group companies engaged in the provision of CRM SaaS and CRM PaaS services in the PRC are entitled to an extra 10% VAT deduction.

10 其他收益—淨額

10 OTHER GAINS — NET

		截至12月31日止年度	
		Year ended 31 December	
		2022年	2021年
		2022	2021
		人民幣千元	人民幣千元
		RMB'000	RMB'000
出售物業、廠房及設備的虧損淨額	Net losses from disposal of property, plant and equipment	(32)	(913)
外匯收益淨額	Net foreign exchange gain	3,564	—
投資按公允值計入損益的金融資產所得公允值收益淨額	Net fair value gain on investments in financial assets at fair value through profit or loss	1,293	1,209
其他	Others	6	97
		4,831	393

11 融資成本—淨額

11 FINANCE COSTS — NET

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
融資收入	Finance income		
銀行存款所得利息收入	Interest income from bank deposits	1,150	750
融資成本	Finance costs		
租賃負債之利息開支 (附註26)	Interest expenses of lease liabilities (Note 26)	(1,380)	(634)
借款之利息開支	Interest expenses of borrowings	(2,720)	(1,943)
		(4,100)	(2,577)
融資成本—淨額	Finance costs — net	(2,950)	(1,827)

12 所得稅抵免

12 INCOME TAX CREDIT

(a) 開曼群島及英屬維爾京群島所得稅

本公司是於開曼群島註冊成立的一家獲豁免有限責任公司，因此獲豁免繳納開曼群島所得稅。本公司在英屬維爾京群島的直接附屬公司乃根據英屬維爾京群島《國際商業公司法》註冊成立，因此獲豁免繳納英屬維爾京群島所得稅。

(b) 香港利得稅

香港利得稅稅率為16.5%。截至2022年及2021年12月31日止年度，由於本集團並無產生自香港的應評稅利潤，故並無就香港利得稅計提撥備。

(a) Cayman Islands and BVI Income Tax

The Company was incorporated in the Cayman Islands as an exempted company with limited liability and accordingly, is exempted from Cayman Islands income tax. The Company's direct subsidiary in the BVI was incorporated under the International Business Companies Act of the BVI and, accordingly, is exempted from British Virgin Islands income tax.

(b) Hong Kong Profits Tax

Hong Kong profits tax rate is 16.5%. No provision for Hong Kong profits tax was provided as the Group did not have assessable profit in Hong Kong during the years ended 31 December 2022 and 2021.

12 所得稅抵免(續)**(c) 中國企業所得稅**

本集團中國內地業務的所得稅撥備是根據現行法例、解釋及慣例，按年內估計應評稅溢利的適用稅率計算。

中國的企業所得稅率通常為25%。

本公司附屬公司廣州市玄武無線科技股份有限公司(「玄武」)已向有關稅務局提出申請及於2012年獲認定為高新技術企業(「高新技術企業」)，並於2021年更新資質，該資質將於2024年12月到期。該資質可享受優惠所得稅率15%。根據管理層評估，玄武極有可能仍將繼續符合高新技術企業的認定要求。

本集團於中國的若干附屬公司自2019年起符合「小型微利企業」資格。「小型微利企業」有權享有根據兩級利得稅稅率制度計算的優惠所得稅稅率。自2022年1月1日至2024年12月31日，合資格實體應課稅收入的首個人民幣1,000,000元按2.5%繳稅，而超過人民幣1,000,000元及低於人民幣3,000,000元的應課稅收入按5%繳稅。因此，該等附屬公司於截至2022年12月31日止年度按2.5%或5%的優惠所得稅率繳稅(2021年：2.5%或10%)。

12 INCOME TAX CREDIT (Continued)**(c) PRC Enterprise Income Tax**

Income tax provision of the Group in respect of operations in Mainland China has been calculated at the applicable tax rate on the estimated assessable profits for the year, based on the existing legislation, interpretations and practices in respect thereof.

The general corporate income tax rate in PRC is 25%.

Guangzhou Xuan Wu Wireless Technology Co., Ltd. ("Xuan Wu"), a subsidiary of the Company, had applied to the relevant tax bureau and was granted the qualification as High and New Technology Enterprise ("HNTE") in 2012 and it has renewed the qualification of HNTE in 2021, which will expire in December 2024. It is subject to a preferential income tax rate of 15%. Based on management's assessment, it is highly probable that Xuan Wu will continue to meet the requirements of High-tech Enterprise.

Certain subsidiaries of the Group in the PRC were qualified as "Small Low-Profit Enterprise" since 2019. "Small Low-Profit Enterprise" was entitled to a preferential income tax rate that was calculated in accordance with the two-tiered profits tax rates regime. From 1 January 2022 to 31 December 2024, the first RMB1,000,000 of the taxable income of qualified entities are taxed at 2.5%, and the taxable income above RMB1,000,000 and less than RMB3,000,000 are taxed at 5%. Thus the subsidiaries were subject to a preferential income tax rate of 2.5% or 5% for the year ended 31 December 2022 (2021: 2.5% or 10%).

12 所得稅抵免(續)

(c) 中國企業所得稅(續)

根據2007年12月6日發佈的《企業所得稅法實施條例》，以中國公司2008年1月1日之後產生的溢利向其外國投資者分配的股息應繳納10%的預扣所得稅，而如果中國內地附屬公司的直接控股公司註冊成立於香港，並符合中國內地與香港之間的稅收協定安排的相關規定，則可適用較低的5%預扣所得稅率。

12 INCOME TAX CREDIT (Continued)

(c) PRC Enterprise Income Tax (Continued)

Pursuant to the Detailed Implementation Regulations for Implementation of the Corporate Income Tax Law issued on 6 December 2007, dividends distributed from the profits generated by the PRC companies after 1 January 2008 to their foreign investors shall be subject to this withholding income tax of 10%, a lower 5% withholding income tax rate may be applied when the immediate holding companies of the subsidiaries in Mainland China are incorporated in Hong Kong and fulfill the requirements to the tax treaty arrangements between Mainland China and Hong Kong.

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
即期所得稅	Current income tax	1	97
遞延所得稅(附註27)	Deferred income tax (Note 27)	(1,335)	(2,968)
所得稅抵免	Income tax credit	(1,334)	(2,871)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

12 所得稅抵免(續)

(c) 中國企業所得稅(續)

本集團除稅前(虧損)/利潤之稅項與採用適用於集團實體利潤的加權平均稅率計算之理論稅額差異如下：

12 INCOME TAX CREDIT (Continued)

(c) PRC Enterprise Income Tax (Continued)

The tax on the Group's (loss)/profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the group entities as follows:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
除所得稅前(虧損)/利潤	(Loss)/profit before income tax	(36,302)	12,480
以中國法定稅率25%計算的稅款	Tax calculated at the statutory PRC tax rate of 25%	(9,076)	3,120
以下各項的稅務影響：	Tax effects of:		
— 適用於本集團中國附屬公司的優惠稅率影響	— Effects of preferential tax rates applicable to PRC subsidiaries of the Group	4,757	(647)
— 不可扣稅開支	— Expenses not deductible for tax purposes	677	703
— 確認並無遞延所得稅資產的稅項虧損及可抵扣暫時性差異	— Tax losses and deductible temporary differences for which no deferred income tax asset was recognised	11,426	243
— 動用先前未確認的稅項虧損	— Utilisation of previously unrecognised tax losses	(25)	(28)
— 適用於附屬公司的稅率變動影響	— The impact of change in tax rate applicable to subsidiaries	(106)	143
— 研發開支的超額扣除(附註(i))	— Super deduction of research and development expenses (Note(i))	(8,987)	(6,405)
所得稅抵免	Income tax credit	(1,334)	(2,871)

12 所得稅抵免(續)

(c) 中國企業所得稅(續)

- (i) 根據企業所得稅法及實施條例，自2008年起，允許企業為開發新技術、新產品和新工藝而發生的研發費用申請50%的加計扣減。2018年至2023年，根據財稅[2018]99號文，稅前可加計扣除研發費用實際發生額的75%。2022年10月1日至2022年12月31日，根據財稅[2022]28號文，稅前可加計扣除研發費用實際發生額的100%。因此，玄武雲在2021年1月1日至2022年9月30日前稅前可加計扣除研發費用實際發生額的75%，而2022年10月1日至2022年12月31日則可加計扣除100%。

獲認定為「科技型中小企業」的公司於截至2021年12月31日止年度可申請稅前加計扣除研發費用的75%，截至2022年12月31日止年度可申請稅前加計扣除100%。

12 INCOME TAX CREDIT (Continued)

(c) PRC Enterprise Income Tax (Continued)

- (i) According to the CIT laws and Detailed Implementation Rules, an enterprise is allowed to claim an additional deduction of 50% of research and development expenses incurred for the development of new technologies, new products and new craftsmanship from 2008 onwards. From 2018 to 2023, according to Caishui [2018] No. 99 (財稅[2018]99號), an extra 75% of the actual amount of research and development expenses can be deducted before tax. From 1 October 2022 to 31 December 2022, according to Caishui [2022] No. 28 (財稅[2022]28號), an extra 100% of the actual amount of research and development expenses can be deducted before tax. As a result, Xuan Wu was subject to an extra 75% deduction of the actual amount of research and development expenses before tax from 1 January 2021 to 30 September 2022, and 100% from 1 October 2022 to 31 December 2022.

For those companies which were granted the qualification as “Small and Medium-sized Sci-tech Enterprise”, they could claim additional 75% deduction of their research and development expenses before tax during the years ended 31 December 2021 and a super deduction ratio of 100% during the years ended 31 December 2022.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

13 每股(虧損)/盈利

(a) 每股基本(虧損)/盈利

截至2022年及2021年12月31日止年度的每股基本(虧損)/盈利乃按本公司擁有人應佔(虧損)/溢利除以發行在外的普通股加權平均數計算。於釐定發行在外的普通股加權平均數時，分別於2021年4月26日、2021年8月3日及2022年6月15日發行的1,000股股份、52,592,000股股份及473,337,000股股份(附註22(a))被視作自2021年1月1日起已發行，猶如本公司在當時已註冊成立。

13 (LOSSES)/EARNINGS PER SHARE

(a) Basic (losses)/earnings per share

The basic (losses)/earnings per share is calculated by dividing the (loss)/profit attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the years ended 31 December 2022 and 2021. In determining the weighted average number of ordinary shares outstanding, the 1,000 shares, 52,592,000 shares and 473,337,000 shares issued on 26 April 2021, 3 August 2021 and 15 June 2022 (Note 22(a)), were deemed to be issued on 1 January 2021 as if the Company has been incorporated by then.

		截至12月31日止年度 Year ended 31 December	
		2022年 2022	2021年 2021
本公司擁有人應佔(虧損)/溢利(人民幣千元)	(Loss)/profit attributable to owners of the Company (RMB'000)	(35,676)	14,513
被視作已發行的普通股加權平均數(千股)	Weighted average number of ordinary shares deemed to be in issue (in thousands)	542,437	525,930
年內本公司擁有人應佔每股基本(虧損)/盈利(以每股人民幣列示)	Basic (losses)/earnings per share attributable to the owners of the Company during the year (expressed in RMB per share)	(0.066)	0.028

(b) 每股攤薄(虧損)/盈利

每股攤薄(虧損)/盈利乃通過將發行在外普通股加權平均數調整至假設轉換所有潛在攤薄普通股的數額進行計算。由於截至2022年及2021年12月31日止年度並無發行在外的潛在攤薄普通股，故每股攤薄(虧損)/盈利等於每股基本(虧損)/盈利。

(b) Diluted (losses)/earnings per share

Diluted (losses)/earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. Diluted (losses)/earnings per share is equal to basic (losses)/earnings per share as there were no potential diluted ordinary shares outstanding during the years ended 31 December 2022 and 2021.

14 物業、廠房及設備

14 PROPERTY, PLANT AND EQUIPMENT

		電腦及 電子設備 Computer and electronic equipment 人民幣千元 RMB'000	辦公室 傢俱及設備 Office furniture and equipment 人民幣千元 RMB'000	租賃 物業裝修 Leasehold improvements 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
截至2021年12月31日	Year ended 31 December				
止年度	2021				
期初賬面淨值	Opening net book amount	4,130	38	784	4,952
添置	Additions	1,465	690	4,128	6,283
出售	Disposals	(326)	(31)	(556)	(913)
折舊費用	Depreciation charge	(1,622)	(21)	(305)	(1,948)
期末賬面淨值	Closing net book amount	3,647	676	4,051	8,374
於2021年12月31日	At 31 December 2021				
成本	Cost	11,897	793	4,183	16,873
累計折舊	Accumulated depreciation	(8,250)	(117)	(132)	(8,499)
賬面淨值	Net book amount	3,647	676	4,051	8,374
截至2022年12月31日	Year ended 31 December				
止年度	2022				
期初賬面淨值	Opening net book amount	3,647	676	4,051	8,374
添置	Additions	1,360	76	406	1,842
出售	Disposals	(29)	(3)	—	(32)
折舊費用	Depreciation charge	(1,254)	(234)	(925)	(2,413)
期末賬面淨值	Closing net book amount	3,724	515	3,532	7,771
於2022年12月31日	At 31 December 2022				
成本	Cost	12,629	767	4,589	17,985
累計折舊	Accumulated depreciation	(8,905)	(252)	(1,057)	(10,214)
賬面淨值	Net book amount	3,724	515	3,532	7,771

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

14 物業、廠房及設備(續)

折舊開支已於綜合全面收入表中列支於以下類別：

14 PROPERTY, PLANT AND EQUIPMENT (Continued)

Depreciation expenses were charged to the following categories in the consolidated statements of comprehensive income:

		截至12月31日止年度	
		Year ended 31 December	
		2022年	2021年
		2022	2021
		人民幣千元	人民幣千元
		RMB'000	RMB'000
銷售成本	Cost of sales	269	160
銷售及分銷開支	Selling and distribution expenses	292	201
行政開支	Administrative expenses	739	871
研發開支	Research and development expenses	1,113	716
		2,413	1,948

於2022年及2021年12月31日，概無限制或質押任何物業、廠房及設備，用以抵押負債。

No property, plant and equipment is restricted or pledged as security for liabilities as at 31 December 2022 and 2021.

15 使用權資產

15 RIGHT-OF-USE ASSETS

辦公室

Offices

人民幣千元

RMB'000

截至2021年12月31日止年度	Year ended 31 December 2021	
期初賬面淨值	Opening net book amount	7,435
添置	Additions	34,361
折舊費用	Depreciation charge	(9,843)
期末賬面淨值	Closing net book amount	31,953
於2021年12月31日	At 31 December 2021	
成本	Cost	37,693
累計折舊	Accumulated depreciation	(5,740)
賬面淨值	Net book amount	31,953
截至2022年12月31日止年度	Year ended 31 December 2022	
期初賬面淨值	Opening net book amount	31,953
添置	Additions	1,596
折舊費用	Depreciation charge	(8,842)
期末賬面淨值	Closing net book amount	24,707
於2022年12月31日	At 31 December 2022	
成本	Cost	35,534
累計折舊	Accumulated depreciation	(10,827)
賬面淨值	Net book amount	24,707

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

15 使用權資產(續)

折舊開支已於綜合全面收益表中列支於以下類別：

15 RIGHT-OF-USE ASSETS (Continued)

Depreciation expenses were charged to the following categories in the consolidated statements of comprehensive income:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
銷售成本	Cost of sales	715	616
銷售及分銷開支	Selling and distribution expenses	3,459	3,688
行政開支	Administrative expenses	2,929	3,434
研發開支	Research and development expenses	1,739	2,105
		8,842	9,843

於2022年及2021年12月31日，概無限制或質押任何使用權資產，用以抵押負債。

No right-of-use assets was restricted or pledged as security for liabilities as at 31 December 2022 and 2021.

16 無形資產

16 INTANGIBLE ASSETS

		軟件	平台	商譽 (附註(a)) Goodwill (Note(a))	總計 Total
		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
截至2021年12月31日 Year ended 31 December					
止年度 2021					
期初賬面淨值	Opening net book amount	3,329	1,288	10,490	15,107
添置	Additions	803	—	—	803
攤銷費用	Amortisation charge	(1,153)	(644)	—	(1,797)
期末賬面淨值	Closing net book amount	2,979	644	10,490	14,113
於2021年12月31日 At 31 December 2021					
成本	Cost	5,044	2,844	10,490	18,378
累計攤銷	Accumulated amortisation	(2,065)	(2,200)	—	(4,265)
賬面淨值	Net book amount	2,979	644	10,490	14,113
截至2022年12月31日 Year ended 31 December					
止年度 2022					
期初賬面淨值	Opening net book amount	2,979	644	10,490	14,113
添置	Additions	597	—	—	597
攤銷費用	Amortisation charge	(1,344)	(644)	—	(1,988)
期末賬面淨值	Closing net book amount	2,232	—	10,490	12,722
於2022年12月31日 At 31 December 2022					
成本	Cost	5,641	2,844	10,490	18,975
累計攤銷	Accumulated amortisation	(3,409)	(2,844)	—	(6,253)
賬面淨值	Net book amount	2,232	—	10,490	12,722

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

16 無形資產(續)

攤銷開支已於綜合全面收益表中列支於以下類別：

16 INTANGIBLE ASSETS (Continued)

Amortisation expenses were charged to the following categories in the consolidated statements of comprehensive income:

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
銷售成本	Cost of sales	683	676
銷售及分銷開支	Selling and distribution expenses	245	121
行政開支	Administrative expenses	471	522
研發開支	Research and development expenses	589	478
		1,988	1,797

於2022年及2021年12月31日，概無限制或質押任何無形資產，用以抵押負債。

No intangible assets was restricted or pledged as security for liabilities as at 31 December 2022 and 2021.

(a) 商譽減值測試

人民幣10,490,000元的商譽是指所轉讓的收購代價和廣州德久信息科技有限公司(「德久」)的非控股權益金額超過所收購可識別資產淨值於收購日期的公允值的部分。管理層按與德久相關的語音通信及視頻通信能力業務現金產生單位層面監察商譽。已根據相關的現金產生單位評估商譽，以進行減值測試。

(a) Impairment test for goodwill

The goodwill of RMB10,490,000 represents the excess of the acquisition consideration transferred and amount of non-controlling interests in Guangzhou Dejiu Information Technology Co., Ltd. ("Dejiu") over the fair value of the net identifiable assets acquired as at the acquisition date. Goodwill is monitored by the management at the level of voice and video communication capabilities business CGU related to Dejiu. Goodwill has been assessed based on the related CGU for impairment testing.

16 無形資產(續)

(a) 商譽減值測試(續)

下表列示管理層為進行2022年及2021年12月31日的商譽減值測試而基於其五年現金流預測的各項關鍵假設：

預測期收益年增長率	Annual growth rate of revenue during the projection period
預測期毛利(佔收益百分比)	Gross margin during the projection period (% of revenue)
長期增長率	Long term growth rate
除稅前貼現率	Pre-tax discount rate

於2022年12月31日，德久現金產生單位的可收回金額估計超過現金產生單位賬面值約人民幣41,732,000元(2021年12月31日：人民幣32,221,000元)。現金產生單位的可收回金額乃根據使用價值計算方法而確定。該計算方法要求本集團估計預期將從現金產生單位產生的未來現金流量和適當貼現率，以計算現值。

於2022年12月31日，商譽減值測試中的餘量百分比分別為43%(2021年12月31日：35%)。

主要參數並無將導致現金產生單位賬面值超過其可收回金額的合理可能變動。

經參照於2022年及2021年12月31日評估的可收回金額，本公司董事認為於前述日期無需就商譽作出減值撥備。

16 INTANGIBLE ASSETS (Continued)

(a) Impairment test for goodwill (Continued)

The following table sets forth each key assumption on which management has based its 5 years cash flow projections to undertake impairment testing of goodwill as at 31 December 2022 and 2021:

		於12月31日 As at 31 December	
		2022年 2022	2021年 2021
預測期收益年增長率	Annual growth rate of revenue during the projection period	15%	5%–15%
預測期毛利(佔收益百分比)	Gross margin during the projection period (% of revenue)	51%–54%	50%–51%
長期增長率	Long term growth rate	3%	3%
除稅前貼現率	Pre-tax discount rate	20%	20%

As at 31 December 2022, the recoverable amount of the CGU in Dejiu is estimated to exceed the carrying amount of the CGU by approximately RMB41,732,000 (31 December 2021: RMB32,221,000). Such recoverable amount of the CGU is determined based on VIU calculations. The calculation requires the Group to estimate the future cash flows expected to arise from CGU and a suitable discount rate in order to calculate the present value.

As at 31 December 2022, the percentage of headroom in the goodwill impairment test is 43% (31 December 2021: 35%).

There is no reasonably possible change in key parameters that would cause the carrying amount of the CGU to exceed its recoverable amount.

By reference to the recoverable amount assessed as at 31 December 2022 and 2021, the directors of the Company determined that no impairment provision on goodwill was required as at 31 December 2022 and 2021.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

17 按類別劃分的金融工具

17 FINANCIAL INSTRUMENTS BY CATEGORY

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
按攤銷成本列賬的金融資產	Financial assets at amortised cost		
貿易應收款項、應收票據及其他應收款項(向供應商作出的預付款項、預付稅項及遞延上市開支除外)(附註19)	Trade, bill and other receivables (excluding prepayments to suppliers, prepaid taxes and deferred listing expenses) (Note 19)	300,826	280,036
受限制現金(附註20)	Restricted cash (Note 20)	3,589	1
現金及現金等價物(附註21)	Cash and cash equivalents (Note 21)	160,972	88,256
		465,387	368,293
按公允值計入損益的金融資產	Financial assets at fair value through profit or loss		
		—	21,476
		465,387	389,769
按攤銷成本列賬的金融負債	Financial liabilities at amortised cost		
借款(附註24)	Borrowings (Note 24)	88,481	58,480
貿易應付款項、應付票據及其他應付款項(應計薪資及其他應付稅項除外)(附註25)	Trade, bill and other payables (excluding accrued payroll and other taxes payables) (Note 25)	68,502	108,961
租賃負債(附註26)	Lease liabilities (Note 26)	28,083	31,880
		185,066	199,321

18 合同履約成本

18 CONTRACT FULFILMENT COSTS

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
合同履約成本	Contract fulfilment costs	10,317	5,587

合同履約成本主要包括與現有合同直接相關的實施成本，將用作日後達成履約責任。

Contract fulfilment costs mainly comprise the implementation cost directly related to an existing contract that will be used to satisfy performance obligations in the future.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

19 貿易應收款項、應收票據及其他應收款項及預付款項 19 TRADE, BILL AND OTHER RECEIVABLES AND PREPAYMENTS

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
貿易應收款項	Trade receivables		
— 第三方(附註(d))	— Third parties (Note (d))	306,349	278,303
減：貿易應收款項減值撥備	Less: allowance for impairment of trade receivables	(21,367)	(14,050)
		284,982	264,253
應收票據	Bill receivable		
— 第三方	— Third parties	228	—
其他應收款項	Other receivables		
— 第三方(附註(b))	— Third parties (Note (b))	15,797	15,957
減：其他應收款項減值撥備	Less: allowance for impairment of other receivables	(181)	(174)
		15,616	15,783
向供應商預付款項	Prepayments to suppliers		
— 第三方(附註(c))	— Third parties (Note (c))	140,859	86,666
預付稅項	Prepaid taxes	2,776	1,990
遞延上市開支	Deferred listing expenses	—	956
總計	Total	444,461	369,648
減：預付款項非流動部分	Less: non-current portion of prepayments	(248)	(336)
貿易應收款項、應收票據及其他應收款項及預付款項流動部分	Current portion of trade, bill and other receivables and prepayments	444,213	369,312

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

19 貿易應收款項、應收票據及其他應收款項及預付款項(續)

- (a) 於2022年及2021年12月31日，貿易應收款項、應收票據及其他應收款項及預付款項乃以人民幣計值。
- (b) 應收第三方的其他應收款項主要指保證金及投標保證金。
- (c) 向供應商預付款項主要指預付電信開支及其他預付開支。
- (d) 本集團一般向其客戶授出介乎30天至90天的信貸期。於2022年及2021年12月31日的貿易應收款項基於確認日期的賬齡分析如下：

19 TRADE, BILL AND OTHER RECEIVABLES AND PREPAYMENTS (Continued)

- (a) As at 31 December 2022 and 2021, the trade, bill and other receivables and prepayment were denominated in RMB.
- (b) Other receivables due from third parties mainly represent deposits and tender deposits.
- (c) Prepayments to suppliers mainly represents prepaid telecommunication expenses and other prepaid expenses.
- (d) The Group normally allows credit terms to its customers ranging from 30 to 90 days. Ageing analysis of the trade receivables as at 31 December 2022 and 2021, based on recognition date were as follows:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
賬齡	Ageing		
不超過三個月	Up to 3 months	201,722	218,343
三至六個月	3 to 6 months	39,801	34,833
六個月至一年	6 months to 1 year	42,370	14,303
一至兩年	1 to 2 years	14,313	2,901
兩年以上	Over 2 years	8,143	7,923
		306,349	278,303

本集團採用簡化方法就香港財務報告準則第9號規定的預期信貸虧損作出撥備。於2022年12月31日，就貿易應收款項總額作出的撥備為人民幣21,367,000元(2021年12月31日：人民幣14,050,000元)(附註3.1.2)。

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9. As at 31 December 2022, a provision of RMB21,367,000 (31 December 2021: RMB14,050,000) was made against the gross amounts of trade receivables (Note 3.1.2).

20 受限制現金

20 RESTRICTED CASH

		於12月31日	
		As at 31 December	
		2022年	2021年
		2022	2021
		人民幣千元	人民幣千元
		RMB'000	RMB'000
以人民幣列值	Denominated in RMB		
受限制現金	Restricted cash	3,589	1

於2022年12月31日，受限制現金主要包括應付票據的保證金。

As at 31 December 2022, the restricted cash mainly comprised of guarantee deposits for bill payable.

21 現金及現金等價物

21 CASH AND CASH EQUIVALENTS

		於12月31日	
		As at 31 December	
		2022年	2021年
		2022	2021
		人民幣千元	人民幣千元
		RMB'000	RMB'000
銀行存款	Cash at bank	160,972	88,256
列值貨幣：	Denominated in:		
— 人民幣	— RMB	129,172	88,256
— 港元	— HK\$	31,777	—
— 美元	— US\$	23	—
		160,972	88,256

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

22 股本及股份溢價**22 SHARE CAPITAL AND SHARE PREMIUM****(a) 股本****(a) Share capital**

		普通股數目 Number of ordinary shares	股本 Share capital 千美元 US\$'000
法定	Authorised		
於2021年4月26日 (本公司註冊成立日期) 及2021年12月31日	As at 26 April 2021 (date of incorporation of the Company) and 31 December 2021	500,000,000	50
於2022年1月1日	As at 1 January 2022	500,000,000	50
新增(附註(i))	Addition (Note (i))	500,000,000	50
於2022年12月31日	As at 31 December 2022	1,000,000,000	100

22 股本及股份溢價(續)

(a) 股本(續)

- (i) 根據股東於2022年6月15日通過的決議案，法定股本透過增設500,000,000股股份增加至100,000美元，分為1,000,000,000股股份，該等新增股份在所有方面均與現有已發行股份享有同等地位並即時生效。

22 SHARE CAPITAL AND SHARE PREMIUM

(Continued)

(a) Share capital (Continued)

- (i) Pursuant to the resolutions of the shareholders passed on 15 June 2022, authorised share capital increased to US\$100,000, divided into 1,000,000,000 shares by the creation of additional 500,000,000 shares, all of which shall rank equally in all respects with the existing shares in issue with immediate effect.

		普通股數目 Number of ordinary shares	股本 Share capital 千美元 US\$'000	等價股本 Equivalent share capital 人民幣千元 RMB'000
已發行	Issued			
於2021年4月26日 (本公司註冊成立 日期)	As at 26 April 2021 (date of incorporation of the Company)	1,000	—	—
向本公司股東發行 普通股	Issue of ordinary shares to the shareholders of the company	52,592,000	5	34
於2021年12月31日	As at 31 December 2021	52,593,000	5	34
於2022年1月1日	As at 1 January 2022	52,593,000	5	34
就資本化發行發行 股份(附註(ii))	Issue of shares in connection with the capitalisation issue (Note (ii))	473,337,000	47	303
就本公司上市發行 股份(附註(ii))	Issue of shares in connection with the Company's listing (Note (ii))	34,390,500	3	23
於2022年12月31日	As at 31 December 2022	560,320,500	55	360

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

22 股本及股份溢價(續)

(a) 股本(續)

- (ii) 於2022年6月15日，本公司透過待本公司股份溢價賬因全球發售(「全球發售」)錄得進賬後將金額47,000美元(約人民幣303,000元)資本化而向普通股擁有人發行473,337,000股普通股(每股面值0.0001美元)。

於2022年7月8日，本公司因完成全球發售而按每股6.24港元的價格發行合共34,390,500股面值0.0001美元的普通股，總代價為214,597,000港元(約人民幣183,480,000元)(未扣除股份發行成本)。就首次公開發售發行普通股直接應佔的人民幣12,877,000元的股份發行成本被視為自股份溢價扣除。

於資本化發行及全球發售完成後，本公司的已發行股份總數增至560,320,500股。

22 SHARE CAPITAL AND SHARE PREMIUM

(Continued)

(a) Share capital (Continued)

- (ii) On 15 June 2022, the Company issued 473,337,000 ordinary shares (US\$0.0001 each) to ordinary owners by way of capitalisation of US\$47,000 (approximately RMB303,000) conditional on the share premium amount of the Company being credited as a result of the global offering (the "Global Offering").

On 8 July 2022, the Company issued a total of 34,390,500 ordinary shares at par value of US\$0.0001 and at a price of HK\$6.24 per share for a total consideration of HK\$214,597,000 (approximately RMB183,480,000) in aggregate (without deducting share issuance costs) as a result of the completion of the Global Offering. Share issuance costs of RMB12,877,000 that were directly attributable to the issuance of ordinary shares in connection with the initial public offering were treated as a deduction from share premium.

Number of total issued shares of the Company was increased to 560,320,500 shares upon completion of the capitalisation issue and the Global Offering.

22 股本及股份溢價(續)

22 SHARE CAPITAL AND SHARE PREMIUM

(Continued)

(b) 股份溢價

(b) Share premium

		股份溢價 Share premium 人民幣千元 RMB'000
於2021年4月26日(本公司 註冊成立日期)	At 26 April 2021 (date of incorporation of the Company)	—
完成重組	Completion of the Reorganization	269,292
於2021年12月31日	At 31 December 2021	269,292
於2022年1月1日	As at 1 January 2022	269,292
就資本化發行發行股份 (附註(a)(ii))	Issue of shares in connection with the capitalisation issue (Note (a)(ii))	(303)
就本公司上市發行股份 (附註(a)(ii))	Issue of shares in connection with the Company's listing (Note (a)(ii))	183,457
股份發行成本(附註(b)(i))	Share issuance costs (Note (b)(i))	(12,877)
於2022年12月31日	As at 31 December 2022	439,569

(i) 股份發行成本主要包括股份包銷佣金、律師費用、申報會計師費用及與上市有關的其他相關成本。發行新股份直接應佔的增量成本人民幣12,877,000元被視為對發行產生股份溢價的扣減。

(i) Share issuance cost mainly included share underwriting commissions, lawyers' fees, reporting accountant's fee and other related costs associated with the listing. Incremental costs that were directly attributable to the issue of the new shares amounting RMB12,877,000 was treated as a deduction against the share premium arising from the issuance.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

23 其他儲備**23 OTHER RESERVES**

		合併資本 Combined capital	資本儲備 Capital reserves	併購儲備 Merger reserves	法定儲備 Statutory reserves	總儲備 Total reserves
		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
於2021年1月1日	As at 1 January 2021	52,593	189,979	—	3,197	245,769
撥付法定儲備	Appropriation of statutory reserves	—	—	—	3,629	3,629
完成重組	Completion of the Reorganisation	(52,593)	(189,979)	(26,720)	—	(269,292)
於2021年12月31日	As at 31 December 2021	—	—	(26,720)	6,826	(19,894)
於2022年1月1日	As at 1 January 2022	—	—	(26,720)	6,826	(19,894)
撥付法定儲備	Appropriation of statutory reserves	—	—	—	218	218
於2022年12月31日	As at 31 December 2022	—	—	(26,720)	7,044	(19,676)

24 借款**24 BORROWINGS**

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
即期	Current		
銀行借款	Bank borrowings	88,481	58,480

(a) 於2022年12月31日，所有銀行借款均由本公司擔保。

(a) As at 31 December 2022, all bank borrowings were guaranteed by the Company.

24 借款(續)

24 BORROWINGS (Continued)

- (b) 於2022年及2021年12月31日，應還借款如下：

- (b) As at 31 December 2022 and 2021, the borrowings were repayable as follows:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
一年內	Within 1 year	88,481	58,480

- (c) 借款的加權平均實際年利率載列如下：

- (c) The weighted average effective interest rates per annum of borrowings were as follows:

		於12月31日 As at 31 December	
		2022年 2022	2021年 2021
銀行借款	Bank borrowings	2.43%	3.29%

- (d) 於2022年12月31日，未動用銀行融資金額為人民幣120,000,000元(2021年12月31日：人民幣65,000,000元)。

- (d) The amounts of unused banking facilities As at 31 December 2022 are RMB120,000,000 (31 December 2021: RMB65,000,000).

- (e) 於2022年及2021年12月31日，所有借款均以人民幣計值。受到期日較短所致，其賬面值視為與其公允值相同。

- (e) As at 31 December 2022 and 2021, all borrowings were denominated in RMB. Due to the short-term maturities, their carrying amount is considered to be the same as their fair value.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

25 貿易、票據及其他應付款項

25 TRADE, BILL AND OTHER PAYABLES

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
貿易應付款項	Trade payables		
— 第三方(附註(a))	— Third parties (Note (a))	48,327	94,133
其他應付款項	Other payables		
— 第三方	— Third parties	18,417	14,828
應付票據	Bill payable		
— 第三方	— Third parties	1,758	—
應計薪資	Accrued payroll	30,808	25,621
其他應付稅項	Other tax payables	4,778	3,793
		35,586	29,414
		104,088	138,375

(a) 應付第三方的貿易應付款項主要指應付電信開支及應付服務器租用費。

於2022年及2021年12月31日，貿易應付款項基於確認日期的賬齡分析如下：

(a) Trade payable due to third parties mainly represents telecommunication expenses payables and server rental fees payables.

As at 31 December 2022 and 2021, the ageing analysis of the trade payables based on recognition date are as follows:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
賬齡	Ageing		
不超過三個月	Up to 3 months	19,911	86,604
三至六個月	3 to 6 months	1,281	899
六個月以上	Over 6 months	27,135	6,630
		48,327	94,133

26 租賃

26 LEASES

(a) 於綜合財務狀況表確認的金額

(a) Amounts recognised in the consolidated statements of financial position

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
使用權資產	Right-of-use assets		
物業(附註15)	Properties (Note 15)	24,707	31,953
租賃負債	Lease liabilities		
流動	Current	9,918	7,644
非流動	Non-current	18,165	24,236
		28,083	31,880

(b) 於綜合全面收益表確認的金額

(b) Amounts recognised in the consolidated statements of comprehensive income

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
折舊費用	Depreciation charge		
物業(附註15)	Properties (Note 15)	8,842	9,843
利息開支(計入融資成本) (附註11)	Interest expenses (included in finance costs) (Note 11)	1,380	634
與短期租賃相關的開支 (計入銷售及分銷開支以及行政開支)(附註7)	Expenses relating to short-term leases (included in selling and distribution expense and administrative expenses) (Note 7)	486	115
租賃付款產生現金流出	Cash outflows for lease payments	7,259	10,890

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

26 租賃(續)

(c) 本集團之租賃活動以及如何入賬有關活動

本集團租賃若干辦公室。辦公室的租賃合約通常定為一至五年。租賃條款按個別基準商議，包含大量各異的條款及條件。所租資產不可用作借款抵押物。

(d) 延期及終止選項

本集團的租約中均未包含終止及延期選項。此等選項的使用，對於管理本集團營運所用資產而言，可最大限度地實現營運靈活性。

26 LEASES (Continued)

(c) The Group's leasing activities and how these are accounted for

The Group leases certain offices. Rental contracts for offices are typically made for fixed periods of 1 to 5 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. Leased assets may not be used as security for borrowing purposes.

(d) Extension and termination options

No termination and extension options are included in the leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations.

27 遞延所得稅

倘有法律上可執行的權利將即期所得稅資產與即期所得稅負債抵銷，且當遞延所得稅與同一稅務機關有關，則可將遞延所得稅資產與負債抵銷。

綜合財務狀況表所示數額如下：

27 DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income taxes relate to the same tax authority.

The amounts are shown on the consolidated statements of financial position as follows:

		於12月31日	
		As at 31 December	
		2022年	2021年
		2022	2021
		人民幣千元	人民幣千元
		RMB'000	RMB'000
遞延所得稅資產：	Deferred income tax assets:		
— 將於逾12個月之後收回	— to be recovered after more than 12 months	6,416	6,445
— 將於12個月內收回	— to be recovered within 12 months	3,464	2,180
— 根據抵銷條文抵銷遞延所得稅負債	— Set-off of deferred income tax liabilities pursuant to set-off provisions	(113)	(161)
		9,767	8,464
遞延所得稅負債：	Deferred income tax liabilities:		
— 將於逾12個月之後收回	— to be recovered after more than 12 months	—	—
— 將於12個月內收回	— to be recovered within 12 months	(113)	(193)
— 根據抵銷條文抵銷	— Set-off of deferred income tax liabilities pursuant to set-off provisions	113	161
		—	(32)
		9,767	8,432

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**財務報表附註(續)**

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

27 遞延所得稅(續)

截至2022年及2021年12月31日止年度，遞延所得稅資產的變動如下(未計及同一稅務機關內的結餘抵銷)：

27 DEFERRED INCOME TAX (Continued)

The movement in deferred income tax assets during the years ended 31 December 2022 and 2021, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

		呆賬撥備 Allowance on doubtful debts	稅項虧損 Tax losses	租賃 Lease	總計 Total
		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
於2021年1月1日	As at 1 January 2021	1,390	4,247	—	5,637
計入損益	Credited to profit or loss	789	2,199	—	2,988
於2021年12月31日	As at 31 December 2021	2,179	6,446	—	8,625
於2022年1月1日	As at 1 January 2022	2,179	6,446	—	8,625
計入/(扣除自) 損益	Credited/(charged) to profit or loss	1,014	(30)	271	1,255
於2022年12月31日	As at 31 December 2022	3,193	6,416	271	9,880

於2022年12月31日，根據附註2.19(b)所載會計政策，本集團概無就累計稅項虧損人民幣101,718,000元(2021年12月31日：人民幣19,232,000元)確認遞延稅項資產，皆因有關稅務司法權區及實體未來不大可能產生可動用虧損予以抵銷的應稅利潤。中國內地的未確認稅項虧損將於2023年至2032年到期，而開曼群島、英屬處女群島及香港的未確認稅項虧損可無限期結轉。

As at 31 December 2022, in accordance with the accounting policy set out in Note 2.19(b), the Group has not recognised deferred tax assets in respect of cumulative tax losses of RMB101,718,000 (31 December 2021: RMB19,232,000), as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity. Unrecognized tax losses in mainland China will expire from 2023 to 2032 and unrecognized tax losses in Cayman Islands, British Virgin Islands and Hong Kong can be carried forward indefinitely.

27 遞延所得稅(續)

截至2022年及2021年12月31日止年度，遞延所得稅負債的變動如下(未計及同一稅務機關內的結餘抵銷)：

27 DEFERRED INCOME TAX (Continued)

The movement in deferred income tax liabilities during the years ended 31 December 2022 and 2021, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

		按公允值計入 損益的金融 資產投資之 公允值收益淨額 Net fair value gain on investments in financial assets at fair value through profit or loss	業務合併 產生重估盈餘 Revaluation surplus arising from business combinations	總計 Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於2021年1月1日 (扣除自)/計入損益	As at 1 January 2021 (Charged)/credited to profit or loss	(16)	(30)	(127)
		(43)	(41)	64
於2021年12月31日	As at 31 December 2021	(59)	(71)	(63)
於2022年1月1日 (扣除自)/計入損益	As at 1 January 2022 (Charged)/credited to profit or loss	(59)	(71)	(63)
		(54)	71	63
於2022年12月31日	As at 31 December 2022	(113)	—	—

於2022年12月31日，概無就預扣稅確認遞延所得稅負債人民幣3,988,000元，此筆應付稅款乃根據截至2022年12月31日止年度的利潤就中國附屬公司未匯出盈利而計算。倘暫時性差額的轉回時間由本集團控制，且董事已確認有關盈利在可預見的未來不會在中國境外分配，則不會確認遞延所得稅負債。

As at 31 December 2022, deferred income tax liabilities of RMB3,988,000 have not been recognised for the withholding tax that would be payable on the unremitted earnings of subsidiaries in the PRC based on the profits for the year ended 31 December 2022. Deferred income tax liability is not recognised where the timing of the reversal of the temporary difference is controlled by the Group and the directors have confirmed that such earnings will not be distributed out of the PRC in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

28 股息

董事會並無建議派發截至2022年12月31日止年度的股息(2021年：無)。

28 DIVIDEND

No dividend for the year ended 31 December 2022 has been proposed by the board of directors (2021: nil).

29 現金流資料

(a) 營運所用現金

29 CASH FLOW INFORMATION

(a) Cash used in operations

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
除所得稅前(虧損)/利潤	(Loss)/profit before income tax	(36,302)	12,480
就以下各項作出調整：	Adjustments for:		
— 物業、廠房及設備折舊 (附註14)	— Depreciation of property, plant and equipment (Note 14)	2,413	1,948
— 使用權資產折舊 (附註15)	— Depreciation of right-of-use assets (Note 15)	8,842	9,843
— 無形資產攤銷(附註16)	— Amortisation of intangible assets (Note 16)	1,988	1,797
— 金融資產減值虧損 淨額(附註3.1.2)	— Net impairment losses on financial assets (Note 3.1.2)	7,346	5,370
— 出售物業、廠房及 設備的虧損(附註10)	— Losses on disposal of property, plant and equipment (Note 10)	32	913
— 匯兌收益淨額(附註10)	— Net foreign exchange gain (Note 10)	(3,564)	—
— 按公允值計入損益的 金融資產投資公允值 收益淨額(附註10)	— Net fair value gains on investment in financial assets at fair value through profit or loss (Note 10)	(1,293)	(1,209)
— 融資成本淨額(附註11)	— Finance costs — net (Note 11)	2,950	1,827
		(17,588)	32,969
營運資金變動：	Changes in working capital:		
— 合同履約成本	— Contract fulfilment cost	(4,730)	2,037
— 合同資產	— Contract assets	(272)	279
— 貿易應收款項、應收 票據及其他應收款項 及預付款項	— Trade, bill and other receivables and prepayments	(83,203)	(74,272)
— 合約負債	— Contract liabilities	(838)	(2,097)
— 貿易、票據及其他 應付款項	— Trade, bill and other payables	(34,148)	22,937
— 受限制現金	— Restricted Cash	(3,588)	37
營運所用現金	Cash used in operations	(144,367)	(18,110)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

29 現金流資料(續)

29 CASH FLOW INFORMATION (Continued)

(b) 融資活動產生之負債對賬

(b) Reconciliation of liabilities generated from financing activities

		借款	租賃負債	其他應 付款項— 關聯方 Other payables — related parties	總計
		Borrowings	Leases liabilities		Total
		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
於2021年1月1日	As at 1 January 2021	39,512	7,660	5	47,177
現金流	Cash flows				
— 融資活動流入	— Inflow from financing activities	88,258	—	125	88,383
— 融資活動流出	— Outflow from financing activities	(71,233)	(10,775)	(130)	(82,138)
非現金變動	Non-cash changes				
— 收購—租賃	— Acquisition — leases	—	34,361	—	34,361
— 已確認融資開支	— Finance expense recognised	—	634	—	634
— 應計利息	— Accrued interest	1,943	—	—	1,943
於2021年12月31日	As at 31 December 2021	58,480	31,880	—	90,360
於2022年1月1日	As at 1 January 2022	58,480	31,880	—	90,360
現金流	Cash flows				
— 融資活動流入	— Inflow from financing activities	128,920	—	—	128,920
— 融資活動流出	— Outflow from financing activities	(101,639)	(6,773)	—	(108,412)
非現金變動	Non-cash changes				
— 收購—租賃	— Acquisition — leases	—	1,596	—	1,596
— 已確認融資開支	— Finance expense recognised	—	1,380	—	1,380
— 應計利息	— Accrued interest	2,720	—	—	2,720
於2022年12月31日	As at 31 December 2022	88,481	28,083	—	116,564

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

30 承擔

(a) 於2022年及2021年12月31日，本集團概無任何重大資本承擔或經營租賃承擔。

(b) 或有事項

於2022年及2021年12月31日，本集團概無任何重大或有負債。

30 COMMITMENTS

(a) The Group did not have any material capital commitments or operating leases commitments as at 31 December 2022 and 2021.

(b) Contingencies

The Group did not have any material contingent liabilities as at 31 December 2022 and 2021.

31 關聯方交易

如一方能夠直接或間接控制另一方，或在另一方作出財務及營運決策時施加重大影響，則被視為關聯方。如各方受共同控制，則亦被視為關聯方。本集團主要管理層成員及其近親家庭成員亦被視為關聯方。

31 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operational decisions. Parties are also considered to be related if they are subjected to common control. Members of key management and their close family members of the Group are also considered as related parties.

(a) 關聯方姓名及關係

姓名
Name

陳永輝先生
Mr. Chen Yonghui

黃仿傑先生
Mr. Huang Fangjie

李海榮先生
Mr. Li Hairong

宋小虎先生
Mr. Song Xiaohu

謝樂軍先生
Mr. Xie Lejun

(a) Name and relationship with related parties

與本集團的關係
Relationship with the Group

本公司控股股東
Controlling shareholder of the Company

本公司控股股東
Controlling shareholder of the Company

本公司控股股東
Controlling shareholder of the Company

本公司股東
Shareholder of the Company

本公司股東
Shareholder of the Company

31 關聯方交易(續)

(b) 主要管理人員酬金

除附註32所披露之董事酬金外，主要管理人員的酬金載列如下。

31 RELATED PARTY TRANSACTIONS (Continued)

(b) Key management compensation

Compensations for key management other than those for directors and as disclosed in Note 32 is set out below.

		截至12月31日止年度 Year ended 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
薪金及其他短期僱員福利	Salaries and other short-term employee benefits	3,080	3,358

(c) 股東提供之財務擔保

(c) Financial guarantees provided from shareholders

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
擔保	Guarantees		
— 陳先生、宋先生、黃先生、李先生及謝先生	— Mr. Chen, Mr. Song, Mr. Huang, Mr. Li and Mr. Xie	—	58,480

於2022年12月31日，若干股東提供的該等擔保由本公司解除及替代。

As at 31 December 2022, such guarantees provided by certain shareholders were released and replaced by the Company.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

32 董事福利及權益

(a) 董事酬金

於截至2022年12月31日止年度，董事向本集團收取酬金(包括彼等在成為本公司董事前因擔任集團實體的僱員／董事而收取的服務酬金)如下：

姓名	Name	袍金 Fees 人民幣千元 RMB'000	薪金及花紅 Salaries and bonus 人民幣千元 RMB'000	住房補貼及 退休福利 計劃供款 Housing allowance and contributions to a retirement benefit scheme 人民幣千元 RMB'000	總計 Total 人民幣千元 RMB'000
執行董事	Executive Directors				
— 陳先生	— Mr. Chen	—	584	33	617
— 黃先生	— Mr. Huang	—	632	14	646
— 李先生	— Mr. Li	—	654	14	668
— 郭先生	— Mr. Guo	—	839	34	873
非執行董事	Non-executive Director				
— 徐欣先生(附註(i))	— Mr. Xuxin (Note (i))	—	—	—	—
獨立非執行董事	Independent Non-executive Directors				
— 杜劍青先生 (附註(ii))	— Mr. Du Jianqing (Note (ii))	42	—	—	42
— 吳瑞風女士 (附註(ii))	— Ms. Wu Ruifeng (Note (ii))	42	—	—	42
— 鄒金濤教授 (附註(ii))	— Prof. Wu Jintao (Note (ii))	42	—	—	42
		126	2,709	95	2,930

於截至2021年12月31日止年度，董事向本集團收取酬金(包括彼等在成為本公司董事前因擔任集團實體的僱員／董事而收取的服務酬金)如下：

32 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The directors received emoluments from the Group (including emoluments for services as employee/directors of the group entities prior to becoming the directors of the Company) for the year ended 31 December 2022 as follows:

The directors received emoluments from the Group (including emoluments for services as employee/directors of the group entities prior to becoming the directors of the Company) for the year ended 31 December 2021 as follows:

32 董事福利及權益(續)

32 BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

(a) 董事酬金(續)

(a) Directors' emoluments (Continued)

姓名	Name	袍金 Fees 人民幣千元 RMB'000	薪金及花紅 Salaries and bonus 人民幣千元 RMB'000	住房補貼及 退休福利 計劃供款 Housing allowance and contributions to a retirement benefit scheme	總計 Total
				人民幣千元 RMB'000	人民幣千元 RMB'000
執行董事 Executive Directors					
— 陳先生	— Mr. Chen	—	618	30	648
— 黃先生	— Mr. Huang	—	599	13	612
— 李先生	— Mr. Li	—	613	13	626
— 郭先生	— Mr. Guo	—	919	31	950
		—	2,749	87	2,836

(i) 截至2022年及2021年12月31日止年度，徐欣先生因向上海復星惟實一期股權投資基金合夥企業(有限合夥)(「上海復星」，本公司股東)提供的服務而自上海復星收取酬金。該等薪酬未被分配至本集團，原因為管理層認為並無合理分配的基準。

(ii) 杜劍青先生、吳瑞風女士及鄔金濤教授於2022年6月15日獲委任為獨立非執行董事。

(iii) 截至2022年及2021年12月31日止年度，本集團概無向任何此等董事支付酬金，作為吸引彼等加入或加入本集團時之獎勵或離職補償。

(iv) 截至2022年及2021年12月31日止年度，本公司董事概無放棄或同意放棄其酬金。

(i) For the year ended 31 December 2022 and 2021, Mr. Xu Xin received emoluments from Shanghai Fosun Weishi Fund ("Shanghai Fosun"), a shareholder of the Company, in relation to his service rendered for Shanghai Fosun. The emoluments were not allocated to the Group as the management considers there is no reasonable basis of allocation.

(ii) Mr. Du Jianqing, Ms. Wu Ruifeng and Prof. Wu Jintao, the independent non-executive directors were appointed on 15 June 2022.

(iii) During the years ended 31 December 2022 and 2021, no emoluments were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

(iv) During the years ended 31 December 2022 and 2021, none of the directors of the Company waived their emoluments nor has agreed to waive their emoluments.

32 董事福利及權益(續)**(b) 董事退休福利及離職福利**

於截至2022年及2021年12月31日止年度，除根據中國有關規則及規例向退休福利計劃作出供款外，董事概無接獲任何離職福利或其他退休福利。

(c) 為獲取董事服務而向第三方支付支付的代價

於截至2022年及2021年12月31日止年度，本集團概無向任何第三方支付代價以獲取董事服務。

(d) 有關以董事、該董事的受控法團及關連實體為受益人之貸款、準貸款及其他交易之資料

於截至2022年及2021年12月31日止年度，本公司或其附屬公司(如適用)概無訂立以董事為受益人的貸款、準貸款及其他交易。

(e) 董事於交易、安排或合約中之重大權益

於2022年及2021年12月31日或截至2022年及2021年12月31日止年度任何時間，概無存續由本公司訂立且本公司董事於其中直接或間接擁有重大權益而與本集團業務相關的重大交易、安排及合約。

32 BENEFITS AND INTERESTS OF DIRECTORS**(Continued)****(b) Directors' retirement benefits and termination benefits**

During the years ended 31 December 2022 and 2021, there were no termination benefit nor no additional retirement benefit received by the directors except for the attributions to a retirement benefit scheme in accordance with the rules and regulations in the PRC.

(c) Consideration provided to third parties for making available directors' services

During the years ended 31 December 2022 and 2021, the Group did not pay consideration to any third parties for making available directors' services.

(d) Information about loans, quasi-loans and other dealings in favor of director, controlled bodies corporate by and connected entities with such director

During the years ended 31 December 2022 and 2021, there were no loans, quasi-loans and other dealings entered into by the Company or subsidiaries undertaking of the Company, where applicable, in favor of director.

(e) Directors' material interest in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted as at 31 December 2022 and 2021 or at any time during the years ended 31 December 2022 and 2021.

33 本公司財務狀況表及權益變動 33 THE COMPANY'S STATEMENT OF FINANCIAL POSITION AND EQUITY MOVEMENT

(a) 本公司財務狀況表如下：

(a) The Company's statement of financial position is as follows:

		於12月31日 As at 31 December	
		2022年 2022 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000
資產	Assets		
非流動資產	Non-current assets		
於一家附屬公司的投資	Investment in a subsidiary	269,292	269,292
流動資產	Current assets		
其他應收款項	Other receivables	151,294	956
現金及現金等價物	Cash and cash equivalents	13,630	38
		164,924	994
總資產	Total assets	434,216	270,286
權益	Equity		
股本	Share capital	360	34
股份溢價	Share premium	439,569	269,292
累計虧損	Accumulated losses	(42,128)	(16,478)
總權益	Total equity	397,801	252,848
負債	Liabilities		
流動負債	Current liabilities		
其他應付款項	Other payables	36,415	17,438
負債總額	Total liabilities	36,415	17,438
權益及負債總額	Total equity and liabilities	434,216	270,286

本公司資產負債表經董事會於2023年3月28日批准，並由以下人士代表簽署。

The balance sheet of the Company was approved by the Board of Directors on 28 March 2023 and was signed on its behalf.

Mr. Chen Yonghui
陳永輝先生
Director
董事

Mr. Huang Fangjie
黃仿傑先生
Director
董事

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

33 本公司財務狀況表及權益變動 (續) **33 THE COMPANY'S STATEMENT OF FINANCIAL POSITION AND EQUITY MOVEMENT (Continued)**

(b) 本公司權益變動如下：

(b) Movement of the Company's equity is as follows:

		股本 Share capital 人民幣千元 RMB'000	股份溢價 Share premium 人民幣千元 RMB'000	累計虧損 Accumulated losses 人民幣千元 RMB'000
於2021年4月26日 (註冊成立日期)	At 26 April 2021 (date of incorporation)	—	—	—
年內虧損	Loss for the year	—	—	(16,478)
視作出資	Deemed contribution	34	—	—
重組完成	Completion of the Reorganization	—	269,292	—
於2021年12月31日 的結餘	Balance at 31 December 2021	34	269,292	(16,478)
於2022年1月1日的 結餘	Balance at January 1 2022	34	269,292	(16,478)
年內虧損	Loss for the year	—	—	(25,650)
就資本化發行發行 股份	Issue of shares in connection with the capitalisation issue	303	(303)	—
就本公司上市發行 股份	Issue of shares in connection with the Company's listing	23	183,457	—
股份發行成本	Share issuance costs	—	(12,877)	—
於2022年12月31日 的結餘	Balance at 31 December 2022	360	439,569	(42,128)

34 主要附屬公司

於2022年及2021年12月31日，本集團於以下附屬公司中擁有直接或間接權益：

34 PRINCIPAL SUBSIDIARIES

The Group had direct or indirect interests in the following subsidiaries as at 31 December 2022 and 2021:

公司名稱	註冊成立/ 成立國家/ 地點及日期	註冊/ 已發行資本	本集團應佔股權 Attributable equity interest of the Group 於12月31日 As at 31 December		主要活動及營業地點
	Country/place and date of incorporation/ establishment	Registered/ issued capital	2022年 2022	2021年 2021	
Company name					Principal activities and place of operation
Directly owned:					
直接擁有：					
玄武雲維爾京有限公司	英屬維爾京群島， 2021年5月28日	50,000美元	100%	100%	於英屬維爾京群島從事 投資控股
Xuan Wu Cloud (BVI) Limited	BVI, 28 May 2021	US\$50,000			Investment holding in BVI
Indirectly owned:					
間接擁有：					
玄武雲香港有限公司	香港， 2021年6月17日	10,000港元	100%	100%	於香港從事投資控股
Xuan Wu Cloud HK Limited	Hong Kong, 17 June 2021	HKD10,000			Investment holding in Hong Kong
玄韜	中國， 2021年8月6日	11,000,000美元	100%	100%	於廣州從事投資控股
Xuantao	The PRC, 6 August 2021	US\$11,000,000			Investment holding in Guangzhou
廣州玄武	中國， 2010年11月2日	人民幣 52,593,000元	100%	100%	於廣州提供智慧CRM服務
Guangzhou Xuan Wu	The PRC, 2 November 2010	RMB52,593,000			Intelligent CRM services in Guangzhou
廣州市即信通信科技有限公司	中國， 2017年5月5日	人民幣 10,000,000元	100%	100%	於廣州承擔碼號資源及 向運營商採購渠道資源
Guangzhou Jixin Communication Technology Co., Ltd.	The PRC, 5 May 2017	RMB10,000,000			Undertaking code numbers and procurement of channel resources from operators in Guangzhou

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

34 主要附屬公司(續)

34 PRINCIPAL SUBSIDIARIES (Continued)

公司名稱 Company name	註冊成立/ 成立國家/ 地點及日期 Country/place and date of incorporation/ establishment	註冊/ 已發行資本 Registered/ issued capital	本集團應佔股權 Attributable equity interest of the Group 於12月31日 As at 31 December		主要活動及營業地點 Principal activities and place of operation
			2022年 2022	2021年 2021	
廣州市玄訊信息技術有限公司 Guangzhou Xuanxun Information Technology Co., Ltd.	中國， 2014年5月20日 The PRC, 20 May 2014	人民幣 10,000,000元 RMB10,000,000	100%	100%	於廣州承擔碼號資源及 向運營商採購渠道資源 Undertaking code numbers and procurement of channel resources from operators in Guangzhou
廣州市煦鑫信息科技有限公司 Guangzhou Xuxin Information Technology Co., Ltd.	中國， 2013年2月18日 The PRC, 18 February 2013	人民幣 10,000,000元 RMB10,000,000	100%	100%	於廣州承擔碼號資源及 向運營商採購渠道資源 Undertaking code numbers and procurement of channel resources from operators in Guangzhou
廣州市正君信息科技有限公司 Guangzhou Zhengjun Information Technology Co., Ltd.	中國， 2013年1月28日 The PRC, 28 January 2013	人民幣 10,000,000元 RMB10,000,000	100%	100%	於廣州承擔碼號資源及 向運營商採購渠道資源 Undertaking code numbers and procurement of channel resources from operators in Guangzhou
廣州中邁廣維信息科技有限公司 Guangzhou Zhongmai Guangwei Information Technology Co., Ltd.	中國， 2012年9月26日 The PRC, 26 September 2012	人民幣 10,000,000元 RMB10,000,000	100%	100%	於廣州承擔碼號資源及 向運營商採購渠道資源 Undertaking code numbers and procurement of channel resources from operators in Guangzhou
廣州市廣瀚信息科技有限公司 Guangzhou Guanghan Information Technology Co., Ltd.	中國， 2011年10月21日 The PRC, 21 October 2011	人民幣 10,000,000元 RMB10,000,000	100%	100%	於廣州承擔碼號資源及 向運營商採購渠道資源 Undertaking code numbers and procurement of channel resources from operators in Guangzhou

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

34 主要附屬公司(續)

34 PRINCIPAL SUBSIDIARIES (Continued)

公司名稱	註冊成立/ 成立國家/ 地點及日期	註冊/ 已發行資本	本集團應佔股權 Attributable equity interest of the Group 於12月31日 As at 31 December		主要活動及營業地點
Company name	Country/place and date of incorporation/ establishment	Registered/ issued capital	2022年 2022	2021年 2021	Principal activities and place of operation
廣州市商域無線科技有限公司 Guangzhou Shangyu Wireless Technology Co., Ltd.	中國， 2007年6月4日 The PRC, 4 June 2007	人民幣 10,000,000元 RMB10,000,000	100%	100%	於廣州承擔碼號資源及 向運營商採購渠道資源 Undertaking code numbers and procurement of channel resources from operators in Guangzhou
北京秀武文昱科技有限公司 Beijing Xiuwu Wenyu Technology Co., Ltd.	中國， 2008年5月9日 The PRC, 9 May 2008	人民幣 10,000,000元 RMB10,000,000	100%	100%	於北京承擔產品銷售業務、 碼號資源及向運營商採購 渠道資源 Undertaking the product sales business, code numbers and procurement of channel resources from operators in Beijing
河南上方通信技術有限公司 Henan Shangfang Communication Technology Co., Ltd.	中國， 2011年6月14日 The PRC, 14 June 2011	人民幣 10,010,000元 RMB10,010,000	100%	100%	於河南承擔碼號資源及 向運營商採購渠道資源 Undertaking code numbers and procurement of channel resources from operators in Henan
德久 Dejiu	中國， 2017年1月4日 The PRC, 4 January 2017	人民幣 10,000,000元 RMB10,000,000	70%	70%	於廣州提供語音及視頻 通信能力 Provision of voice and video communication capabilities in Guangzhou
天津行健信通科技有限公司 Tianjin Xingjian Xintong Technology Co., Ltd.	中國， 2017年5月9日 The PRC, 9 May 2017	人民幣 10,000,000元 RMB10,000,000	70%	70%	於天津承擔碼號資源 Undertaking code numbers in Tianjin

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

財務報表附註(續)

(All amounts expressed in RMB unless otherwise stated) (除另有指明外，所有金額均以人民幣列示)

34 主要附屬公司(續)

公司名稱	註冊成立/ 成立國家/ 地點及日期	註冊/ 已發行資本	本集團應佔股權 Attributable equity interest of the Group 於12月31日 As at 31 December	2021年 2021	主要活動及營業地點
Company name	Country/place and date of incorporation/ establishment	Registered/ issued capital	2022年 2022		Principal activities and place of operation
廣州行健信通科技有限公司	中國， 2020年3月10日	人民幣 1,000,000元	70%	70%	於廣州承擔碼號資源
Guangzhou Xingjian Xintong Technology Co., Ltd.	The PRC, 10 March 2020	RMB1,000,000			Undertaking code numbers in Guangzhou
廣州市玄氦科技有限公司	中國， 2022年8月19日	人民幣 10,000,000元	100%	不適用	於廣州承擔碼號資源及 向運營商採購渠道資源
Guangzhou Xuanke Technology Co., Ltd.	The PRC, 19 August 2022	RMB10,000,000		Not applicable	Undertaking code numbers and procurement of channel resources from operators in Guangzhou

35 資產負債表日期後事項

於2023年1月6日，本集團議決透過股份獎勵計劃向僱員授出4,985,000股股份。

除上述者外，本公司或本集團於截至2023年3月28日概無出現任何重大期後事項。

35 EVENT AFTER THE BALANCE SHEET DATE

On 6 January 2023, the Group resolved to grant 4,985,000 shares to employees via share award scheme.

Other than that, there are no material subsequent events undertaken by the Company or by the Group up to 28 March 2023.

1. 關於本報告

1.1 序言

本公司特此呈報本集團的2022年環境、社會及管治報告(「**本報告**」)。本報告基於重要性、量化及一致性的原則，全面披露了本集團在解決相關環境、社會及管治(「**環境、社會及管治**」)議題方面的理念、實質性進展及成效。

1.2 報告標準

本報告乃根據上市規則附錄二十七所載的環境、社會及管治報告指引(「**環境、社會及管治指引**」)編製。本報告符合環境、社會及管治指引的「不遵守就解釋」條文，對不適用或未遵守的披露條文提供詳細闡述。

1. ABOUT THE REPORT

1.1 Preliminary

The Company hereby presents the 2022 Environmental, Social and Governance Report (“**Report**”) of the Group. On the basis of the principles of materiality, quantitative and consistency, the Report provides comprehensive disclosures on the Group’s philosophy, material progress and effectiveness on addressing the relevant environmental, social and governance (“**ESG**”) issues.

1.2 Reporting Standard

The Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “**ESG Guide**”) set out in Appendix 27 of the Listing Rules. The Report is in compliance with the “comply or explain” provisions set out in the ESG Guide, with detailed explanation provided in respect of inapplicable or non-complied disclosure provisions.

1. 關於本報告(續)

1.2 報告標準(續)

本報告的編製遵守以下匯報原則：

- 重要性：
- Materiality:
- 量化：
- Quantitative:
- 一致性：
- Consistency

1.3 報告範圍

除另有說明外，本報告所載政策、聲明及資料涵蓋本集團的實際業務營運。本報告涵蓋自2022年1月1日至2022年12月31日期間。本報告所採用貨幣為人民幣。

1.4 資料來源及可靠性聲明

本報告所使用的所有數據及資料均來自本集團官方記錄、統計報告及相關公開資料。董事會對本報告內容的真實性、準確性及完整性負責。

1. ABOUT THE REPORT (Continued)

1.2 Reporting Standard (Continued)

The Report is presented according to the following reporting principles:

本公司通過利益相關方溝通及重要性評估，已識別出ESG重要議題，並在本報告中作出充分披露。

The Company has identified material ESG issues through engagement with relevant stakeholders and assessment on materiality, both of which are fully disclosed in the Report.

本公司已量化披露其環境、社會及管治政策及關鍵績效指標(「**關鍵績效指標**」)資料，並附上書面說明。

The Company has quantitatively disclosed its ESG policies and key performance indicators (“**KPIs**”) information, together with written explanations.

本公司已採用貫徹一致的披露方法，以利益相關方分析及評估本公司在不同時期的表現。

The Company has adopted consistent methodology of disclosures so as to allow relevant stakeholders to analyse and assess the Company’s performance during different period.

1.3 Scope of Report

Unless otherwise stated, the policies, statements and information in the Report covers the actual business operation of the Group. The Report covers the period from 1 January 2022 to 31 December 2022. The currency used in the Report is RMB.

1.4 Source of Data and Reliability Statement

All data and information used in the Report comes from the official records, statistical reports and relevant published information of the Group. The Board takes responsibility for the truthfulness, accuracy and completeness of the Report.

1. 關於本報告(續)

1.5 確認及批准

本公司管理層已確認本報告內容，及本報告2023年3月28日正式獲董事會批准。

2. 公司信息

2.1 公司簡介

本集團為中國的綜合智慧CRM服務供應商，通過廣州玄武提供服務。本集團於2010年成立，目前在41家附屬公司及分支機構擁有近900名僱員，業務覆蓋34個城市，已建立全國營銷網絡及全面的服務架構。

作為擁有超過10年歷史的智慧CRM服務行業的領導者，本集團已開發aPaaS平台、cPaaS、AI及DI能力。本集團的CRM SaaS服務包括營銷雲、銷售雲及客服雲三大雲服務，其將傳統CRM功能與雲、經升級及封裝的通信能力以及AI及DI能力整合，為許多大規模和高增長行業客戶提供服務，例如快消品、金融、政企以及TMT行業，為彼等提供全生命週期的一站式智慧CRM服務。

1. ABOUT THE REPORT (Continued)

1.5 Confirmation and Approval

The management of the Company confirmed the content of the Report and the Report is duly approved by the Board on 28 March 2023.

2. CORPORATE INFORMATION

2.1 Company Profile

The Group is a comprehensive intelligent CRM services provider in the PRC through Guangzhou Xuan Wu. Founded in 2010, the Group currently has close to 900 employees across 41 subsidiaries and branch offices covering business operation in 34 cities, which built a nation-wide marketing network and comprehensive service structure.

As a leader in the intelligent CRM services industry with more than 10 years of history, the Group has developed aPaaS platform, cPaaS, AI and DI capabilities. The Group's CRM SaaS services comprise three cloud services, namely Marketing Cloud, Sales Cloud and Service Cloud, which integrate the traditional CRM functions with cloud, upgraded and encapsulated communication capabilities as well as AI and DI capabilities, which offer clients across many large scale and high-growth industries, such as FMCG, financial, Government-related and TMT industries, with one-stop intelligent CRM services throughout their entire business cycle.

2. 公司信息(續)

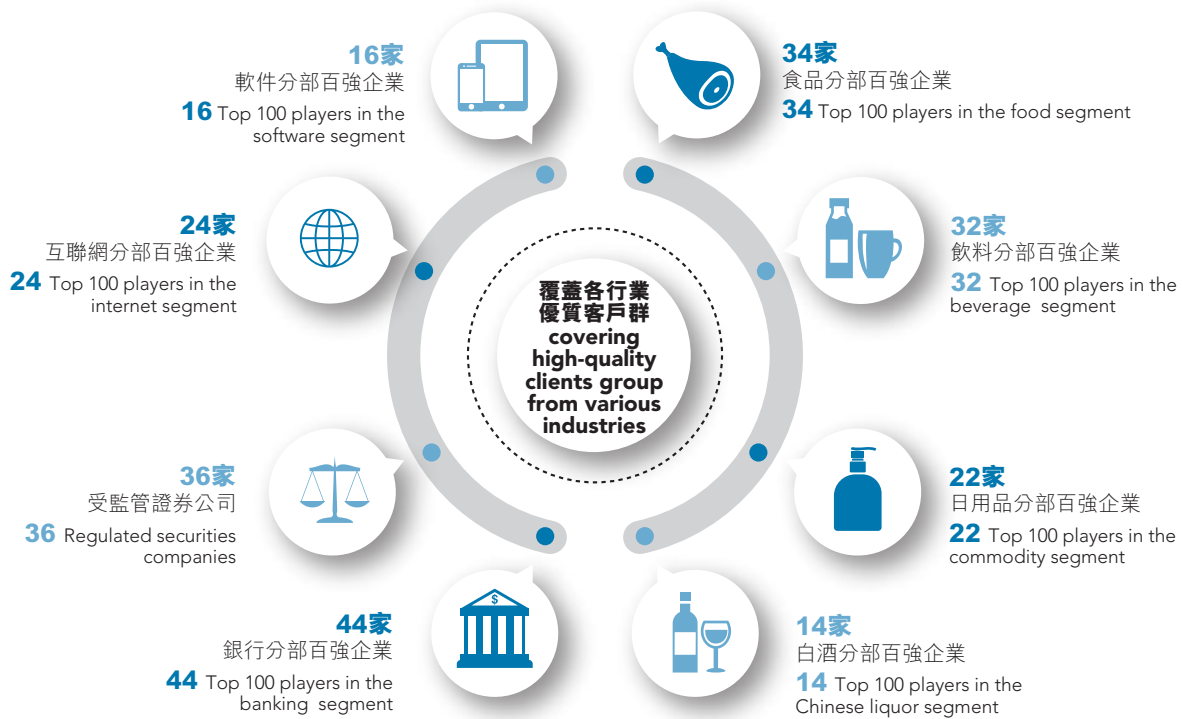
2.2 行業地位及聲譽

憑藉多年的行業深耕，本集團已積累寶貴的實踐經驗及行業專業知識，且本集團已積累各行業優質客戶群。就快消品行業而言，於2022年，我們分別覆蓋食品及飲料分部百強企業中的34家及32家以及日用品及白酒分部百強企業中的22家及14家。就金融行業而言，於2022年，我們分別覆蓋了銀行分部百強企業中的44家和140家受監管證券公司中的36家。就TMT行業而言，於2022年，我們分別覆蓋了互聯網及軟件分部百強企業中的24家及16家。

2. CORPORATE INFORMATION (Continued)

2.2 Industry Status and Honors

With years of cultivation in the industry, the Group accumulated valuable practical experience and industry expertise, and the Group accumulated high-quality customer base amongst various industries. For the FMCG industry, the Group has covered 34 and 32 of the top 100 players in the food and beverage segments, and 22 and 14 of the top 100 players in the commodity and Chinese liquor segments, respectively, in 2022. For the financial industry, the Group has covered 44 of top 100 players in the banking segment and 36 of the 140 regulated securities companies, respectively, in 2022. For the TMT industry, the Group has covered 24 and 16 of the top 100 players in the internet and software segments, respectively, in 2022.



2. 公司信息(續)

2.2 行業地位及聲譽(續)

深耕行業十年以來，本集團已獲授多項榮譽及認證，多項服務通過公安部三級認證以及華為雲鯤鵬技術認證、統信服務器操作系統V20認證及銀河麒麟高級服務器操作系統V10認證等國內技術適配認證。

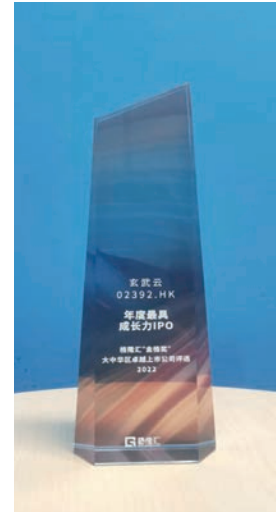
於2022年獲得的榮譽及認可：



CGCA 2021中國消費品行業
CIO年會一年度消費品行業
智慧服務獎
Intelligent Services of the Year in
the Consumer Goods Industry
awarded by CGCA 2021 Chinese
Consumer Goods Industry Chief
Information Officer Conference



2022第七屆亞太銀行數字化創新
峰會暨2022華鷹獎頒獎典禮—
融合通信解決方案傑出提供商
2022 Huaying Award in Integrated
Communication Solutions awarded
by 2022 the Seventh Asia-Pacific
Bank Digital Innovation Summit



格隆匯「金格獎」一
年度最具成長力IPO
Jin Ge Award in Highest Growth
Potential IPO of the Year awarded
by Gelonghui

2. CORPORATE INFORMATION (Continued)

2.2 Industry Status and Honors (Continued)

With decade-long cultivation in the industry, the Group has been rewarded with numerous honor and qualifications with multiple services passing the Ministry of Public Security Level 3 certifications and adaption certifications by domestic technology such as Kunpeng Technology Certification of Huawei Cloud, Certification of Uniontech Server Operation System V20 and Certification of KylinOS Advanced Server Operation System V10.

Honors and Recognitions in 2022:

2. 公司信息(續)

2.2 行業地位及聲譽(續)

於2022年獲得的榮譽及認可：(續)



本公司在36氪發佈的企業服務領域年度榜單中獲評為「WISE2022新經濟之王年度企業」
 The Company was named as the “WISE2022 King of the New Economy” in the annual list in the field of corporate services released by 36Kr

2. CORPORATE INFORMATION (Continued)

2.2 Industry Status and Honors (Continued)

Honors and Recognitions in 2022: (Continued)



本公司獲智通財經評為「最佳TMT公司」
 The Company was named as the “Best TMT Company” by Zhitongcaijing



深圳雲服IT部落2022年度慶典—2022年度大灣區優秀數字化轉型服務商
 2022 Outstanding Digital Transformation Service Provider in the Greater Bay Area awarded by the 2022 Annual Gala of Shenzhen Cloud Service IT Tribe



第十二屆公益節獲北京紐利文文化傳媒有限公司授予2022科技企業社會責任獎
 The 12th Philanthropy Festival 2022 Tech Company Social Responsibility Award awarded by Beijing Niuliwen Culture Media Co., Ltd.



獲瀘州銀行股份有限公司評為「2022年優秀外包供應商」
 2022 Outstanding Outsourcing Service Provider awarded by Luzhou Bank Co., Ltd.



創業邦2022數字化發展峰會—2022數智化轉型與創新實踐案例優秀技術服務商
 2022 Outstanding Service Provider in Digital and Intelligence Transformation and Innovative Practice awarded by CYZone 2022 Digital Development Summit

2. 公司信息(續)

2.2 行業地位及聲譽(續)

於2022年獲得的榮譽及認可：(續)



本公司獲知名科技產業研究平台第一新聲列入MarTech行業優秀廠商圖譜
The Company was named as the Outstanding Enterprises in the MarTech Industry Chart, released by the well-known technology industry research platform First New Voice

2. CORPORATE INFORMATION (Continued)

2.2 Industry Status and Honors (Continued)

Honors and Recognitions in 2022: (Continued)



2022第三屆亞洲快消品行業創新峰會一年度卓越智慧CRM服務商獎
Outstanding Intelligent CRM Services Provider of the Year awarded by 2022 the Third Asia FMCG Industrial Innovation Summit



本公司入選T研究CRM年度優秀廠商
The Company was named as an Outstanding CRM Service Provider of the Year by T Research



本公司入選艾瑞諮詢集團發佈的2022年中國企業級SaaS行業研究報告中的典型廠商
The Company was named as a typical services provider in the 2022 China Enterprise-level SaaS Industry Research Report, released by iResearch Consulting Group



本公司及其附屬公司廣州市玄訊信息技術有限公司(「廣州玄訊」)在中國蒙牛乳業有限公司舉辦的「牛客松」大賽中名列20強
The Company and one of its subsidiaries, Guangzhou Xuanxun Information Technology Co., Ltd. ("Guangzhou Xuanxun") were ranked top 20 in the "Niukesong" competition, organised by China Mengniu Dairy Company Limited

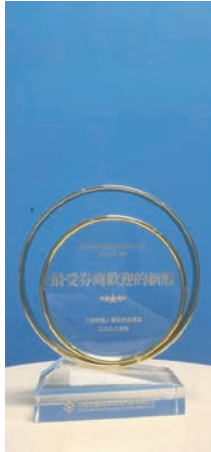


本公司的華彬快消數字化營銷「智慧」之路入選創業邦數智化轉型與創新實踐優秀案例
The Company's case of "intelligent digital marketing empowerment of Reignwood Group" was elected as an Outstanding Case of Retail Digital Intelligence Transformation and Innovation by CYZone

2. 公司信息(續)

2.2 行業地位及聲譽(續)

於2022年獲得的榮譽及
 認可：(續)



獲評沙利文捷利(深圳)
 雲科技有限公司
 最受券商歡迎的新股

The most popular IPO newly listed company
 among securities companies by
 Sullivan Tele-Trend (Shenzhen) Cloud
 Technology Co., Ltd.

證書：



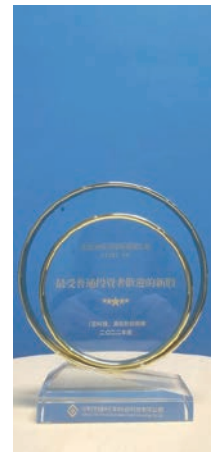
CMMI協會頒發的軟件能力
 成熟度認證三級證書

Certification of Level 3 Maturity
 Level issued by CMMI Institute

2. CORPORATE INFORMATION (Continued)

2.2 Industry Status and Honors (Continued)

Honors and Recognitions in 2022: (Continued)



獲評沙利文捷利(深圳)
 雲科技有限公司
 最受普通投資者歡迎的新股

The most popular newly listed company
 among ordinary investors by
 Sullivan Tele-Trend (Shenzhen) Cloud
 Technology Co., Ltd.

Certifications:



中國電子工業標準化技術協會
 頒發的信息技術服務運行維護
 三級證書

Certification of Level 3 Operational
 Maintenance Standard Conformity
 in Information Technology Service
 issued by China Electronics
 Standardization Association



中華人民共和國公安部頒發的
 國家信息系統安全等級保護三級
 (UMP系統)備案證明

Level 3 Filing Certification of
 Information System Security
 Protection in UMP System issued
 by the Ministry of Public Security
 of the PRC

2. 公司信息(續)

2.2 行業地位及聲譽(續)

證書：(續)



中華人民共和國公安部頒發的信息系統安全等級保護三級(ICC系統)備案證明
Level 3 Filing Certification of Information System Security Protection in ICC System issued by the Ministry of Public Security of the PRC

2. CORPORATE INFORMATION (Continued)

2.2 Industry Status and Honors (Continued)

Certifications: (Continued)



中華人民共和國公安部頒發的信息系統安全等級保護三級(智慧CRM系統)備案證明
Level 3 Filing Certification of Information System Security Protection in Intelligent CRM System issued by the Ministry of Public Security of the PRC



中華人民共和國公安部頒發的信息系統安全等級保護三級(MOS系統)備案證明
Level 3 Filing Certification of Information System Security Protection in MOS System issued by the Ministry of Public Security of the PRC



廣州賽寶認證中心服務有限公司頒發的ISO27001信息安全管理体系認證證書
ISO27001 Certification of Information Security Management System issued by Guangzhou Ceprei Certification Center Services Limited



中國網絡安全審查技術與認證中心頒發的信息安全服務資質認證三級(軟件安全開發服務)證書
Level 3 Certification of Information Security Service Qualification in Software Security Development Service issued by China Cybersecurity Review Technology and Certification Center



興原認證中心有限公司頒發的ISO20000-1信息技術服務管理體系認證證書
ISO20000-1 Certification of Information Technology Service Management System issued by Xingyuan Certification Center Co., Ltd.

2. 公司信息(續)

2.2 行業地位及聲譽(續)

證書：(續)



方圓標誌認證集團頒發的ISO9001
 質量管理體系認證證書
 ISO9001 Certification of Quality
 Management System issued
 by China Quality Mark
 Certification Group

2. CORPORATE INFORMATION (Continued)

2.2 Industry Status and Honors (Continued)

Certifications: (Continued)



中知(北京)認證有限公司頒發的
 知識產權管理體系認證證書
 Certification of Intellectual Property
 Management System issued by
 Zhongzhi (Beijing) Certification
 Co., Ltd.



興原認證中心有限公司頒發的
 ISO14001環境管理體系認證證書
 ISO14001 Certification of
 Environmental Management System
 issued by Xingyuan Certification
 Center Co., Ltd.



興原認證中心有限公司頒發的
 ISO45001職業健康安全管
 理體系認證證書
 ISO45001 Certification of
 Occupational Health And Safety
 Management System issued by
 Xingyuan Certification Center
 Co., Ltd.



北京普華正信國際信用評
 價有限公司頒發的企業信用等級
 AAA級證書
 AAA Grade Enterprise Credibility
 Grading Certificate issued by Beijing
 Puhua Zhengxin International Credit
 Evaluation Co., Ltd.

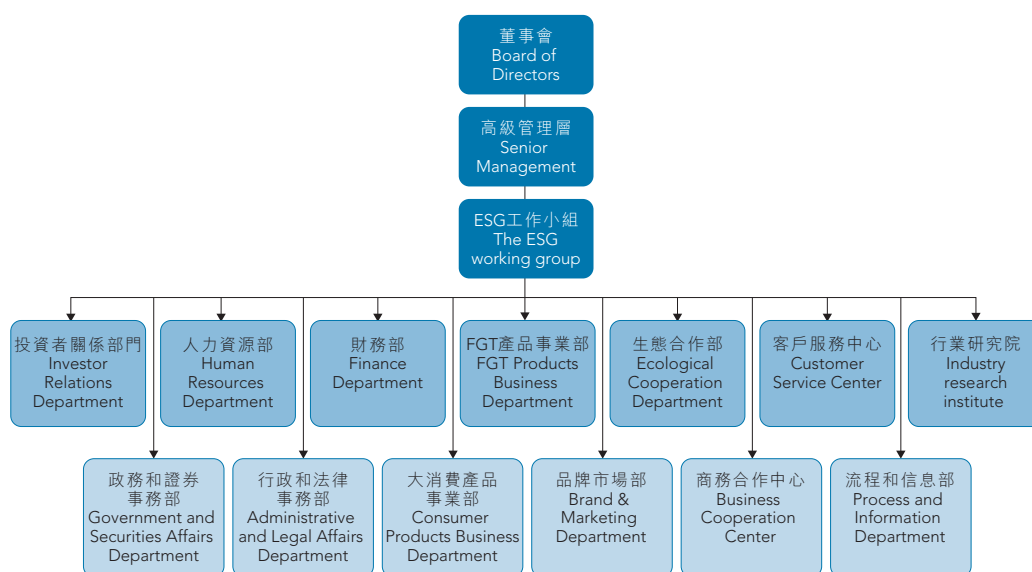


中國電子信息行業聯合會頒發的
 信息系統建設和服務能力等級
 CS2級證書
 Certification of CS2 Grade in Ability
 of Establishment and Service of
 Information System issued by China
 Federation of Electronics and
 Information Industry

3. 落實ESG管治

3.1 ESG管治架構

本集團深知提高環境及社會效益以實現可持續業務營運的重要性，於制定其業務策略時已考慮ESG風險及機遇。本集團已建立四層ESG管治架構，於日常營運中開展ESG管理工作。



於該四層架構中，董事會評估及識別ESG風險並制定相應的ESG相關策略及方向，以確保ESG管理政策的實施依法合規。同時，董事會及總裁辦成員負責識別可能對相關持份者造成重大影響的重要ESG議題，進行實質性評估，並審閱及批准年度ESG報告。此外，ESG工作小組由多個部門組成，負責開展特定ESG管理工作。ESG工作小組還每年對ESG工作的實施情況進行審查，並向董事會報告結果及發現，以便董事會及時了解ESG風險及工作進展，並最終於公司規劃及日常營運中制定及調整ESG政策及策略，確保ESG政策及策略適合及適用於本集團的業務營運。

3. IMPLEMENTATION OF ESG GOVERNANCE

3.1 ESG Governance Structure

The Group has taken ESG risks and opportunities into consideration when formulating its business strategies as it is fully aware of the importance in enhancing environmental and social benefit in order to achieve sustainable business operations. The Group has established a four-tier ESG governance structure to carry out ESG management during its daily operation.

Amongst the four-tier structure, the Board assesses and identifies ESG risks and formulates ESG-related strategies and directions accordingly so as to ensure ESG management policies are implemented in compliance with laws and regulations. Meanwhile, the Board and president office members are responsible for identifying important ESG issues that might bring significant impacts to relevant stakeholders, conducting materiality assessment as well as reviewing and approving annual ESG reports. Besides, the ESG working group comprises of various departments and is responsible for carrying out specific ESG management tasks. The ESG working group also reviews the implementation of ESG tasks annually and reports the results and findings to the Board so as to allow the Board to be aware of ESG risks and work progress in a timely manner and ultimately, formulate and adjust ESG policies and strategies during corporate planning and daily operation to ensure the ESG policies and strategies are suitable and applicable to the Group's business operation.

3. 落實ESG管治(續)

3.2 識別持份者並與之溝通

本集團已通過各種溝通機制與政府及監管機構、投資者及股東、僱員、客戶、供應商及商業夥伴以及社區及慈善組織建立密切關係，積極回應持份者的期望及請求。

3. IMPLEMENTATION OF ESG GOVERNANCE

(Continued)

3.2 Identification of and Communication With Stakeholders

The Group has established close relationship with government and regulatory authorities, investors and shareholders, employees, clients, suppliers and business partners and community and charitable organisations through various communication mechanisms to respond actively to the expectations and requests from stakeholders.

持份者 Stakeholders

期望及要求 Expectation and Requirements

溝通機制 Communication Mechanisms

政府部門及監管機構

- 營運及稅項合規
- 反貪污及合規管理
- 企業管治標準

本集團注重與中介機構的溝通並積極參加外部機構組織的培訓課程、講座或研討會，以便不時對監管要求有清晰的了解。本集團亦已制定關連交易、內幕交易、董事會管理及其他政策以提高其內部企業管治水平。此外，本集團委聘外部專業顧問就合規提供專業意見，以便確保本集團依法合規營運。

Governmental departments and regulatory authorities

- Operation and taxation compliance
- Anti-corruption and compliance management
- Corporate governance standards

The Group focuses on communication with intermediaries and actively engages in training sessions, talks or seminars organised by external institutions so as to have clear understanding on regulatory requirements from time to time. The Group has also established connected transactions, insider dealings, Board managements and other policies in order to enhance the its internal corporate governance standard. Further, the Group engages external professional advisers to provide professional advice on compliance so as to ensure the Group operates in a legal and compliant manner.

3. 落實ESG管治(續)

3. IMPLEMENTATION OF ESG GOVERNANCE

(Continued)

3.2 識別持份者並與之溝通(續)

3.2 Identification of and Communication With Stakeholders (Continued)

持份者 Stakeholders	期望及要求 Expectation and Requirements	溝通機制 Communication Mechanisms
投資者及股東 Investors and shareholders	<ul style="list-style-type: none"> 財務業績 資料披露 投資者關係 投資者及股東權利保護 Financial results Information disclosures Investor relations Protection of investors and shareholders rights 	<p>本集團透過定期刊發財務報告及組織業績發佈會、股東大會及路演等多個渠道與投資者及股東進行溝通以確保市值管理。</p> <p>The Group communicates with investors and shareholders to ensure market capitalisation management through multiple channels such as issuing financial reports and organising result announcement meetings, shareholders meeting and road shows regularly.</p>
僱員 Employees	<ul style="list-style-type: none"> 僱員權利保護 僱員溝通及關懷 員工培訓及團建 職業健康及安全 Protection of employee rights Communication and caring of employees Staff training and team development Occupational health and safety 	<p>本集團制定切實可行的機制保障僱員福利及利益、提供明確的事業晉升路綫、確保機會平等及安全的工作環境。</p> <p>The Group formulates practical mechanisms to safeguard employees' benefits and interests, provide clear career advancement, ensure equal opportunities and safe working environment.</p>

3. 落實ESG管治(續)

3. IMPLEMENTATION OF ESG GOVERNANCE

(Continued)

3.2 識別持份者並與之溝通(續)

3.2 Identification of and Communication With Stakeholders (Continued)

持份者 Stakeholders	期望及要求 Expectation and Requirements	溝通機制 Communication Mechanisms
客戶	<ul style="list-style-type: none"> • 服務創新以及研究及發展 • 服務質量及服務 • 資料安全及數據隱私 • 與客戶溝通及客戶滿意度 	<p>本集團建立AI實驗室及行業研究院，促進技術創新，掌握行業前沿資訊及技術。本集團的所有服務均配備全面詳細的客戶服務指引及制度，以便及時回應客戶要求、完善隱私安全管理及提高整體服務質量。</p>
Clients	<ul style="list-style-type: none"> • Service innovation and research and development • Quality of services and services • Information security and data privacy • Communication with and satisfaction of clients 	<p>The Group established an AI laboratory and an industry research institution to promote technological innovation and grasp the cutting-edge information and technologies of the industry. All of the Group's services are accompanied with comprehensive and detailed customer services guideline and system so as to allow timely response to clients' requests, improvement on privacy security management and overall quality of services.</p>

3. 落實ESG管治(續)

3. IMPLEMENTATION OF ESG GOVERNANCE

(Continued)

3.2 識別持份者並與之溝通(續)

3.2 Identification of and Communication With Stakeholders (Continued)

持份者 Stakeholders	期望及要求 Expectation and Requirements	溝通機制 Communication Mechanisms
供應商及商業夥伴 Suppliers and business partners	<ul style="list-style-type: none"> • 行業溝通 • 履行承諾 • 公平、公開、公正採購 	<p>本集團透過建立快消百億俱樂部為快消品行業管理人員創建行業內密切交流的社交生態圈。於日常合作中，本集團以公平、公開、公正的方式履行其合同承諾。於採購過程中，本集團設有一系列有關供應商的審查及監督機制，並定期與供應商進行溝通及對供應商進行審查，以確保其質量。</p> <p>Through establishing FMCG billionaires club, the Group created a social ecological circle for managerial personnel from FMCG industry for close communication within the industry. In daily collaboration, the Group fulfils its contractual promises in an equal, open and fair manner. During the course of procurement, the Group has a series of review and supervision mechanisms in relation to its suppliers in place and would communicate with suppliers and conduct review on its suppliers regularly to ensure their quality.</p>
社區及慈善組織 Community and charitable organisations	<ul style="list-style-type: none"> • 社區參與 • 慈善活動 • Community involvement • Charitable events 	<p>本集團積極參與社會活動並定期組織慈善活動。</p> <p>The Group actively engages in social events and organises charitable events regularly.</p>

3. 落實ESG管治(續)

3.3 重要性評估

為進一步了解持份者對本集團ESG議題的關注，評估本集團的重大ESG議題及完善本集團ESG管理及相關資料披露機制，本集團已於其重要性評估中採取以下三個主要步驟：

(1) 識別年度ESG議題：

除業務發展、行業特點及國家政策外，本集團亦考慮持份者期望並參考ESG指引以識別2022年ESG議題。

(2) 釐定ESG議題的重要性：

本集團根據本集團的日常營運以及與管理層及僱員等持份者的溝通了解不同持份者的期望。除對相關部門進行訪談及調查外，本集團亦進行同業基準及趨勢分析，以釐定重大ESG議題的排序及矩陣。

(3) 回應與溝通：

根據重要性評估結果，本集團討論及確定本報告的主要披露資料，並制定本集團未來ESG工作的優先事項。

3. IMPLEMENTATION OF ESG GOVERNANCE

(Continued)

3.3 Materiality Assessment

To further understand stakeholders' concern on the Group's ESG issues, evaluate on the Group's material ESG issues as well as to improve ESG management and relevant information disclosures mechanisms of the Group, the Group has taken out with the following three major steps in its materiality assessment:

(1) Identification of annual ESG issues:

Apart from business development, industry characteristics and national policy, the Group also considered expectations from its stakeholders and referenced to ESG guide for the identification of 2022 ESG issues.

(2) Determination of the materiality of the ESG issues:

Based on the Group's daily business operation and communications with stakeholders such as management and employees, the Group understands the expectations of different stakeholders. In addition to interviewing and surveying relevant departments, the Group also conducted peer benchmarking and trend analysis to determine the ranking and matrix of material ESG issues.

(3) Responses and communication:

Based on the results of the materiality assessment, the Group discussed and determined the major disclosures in the Report and formulated the Group's priority on ESG tasks in the future.

3. 落實ESG管治(續)

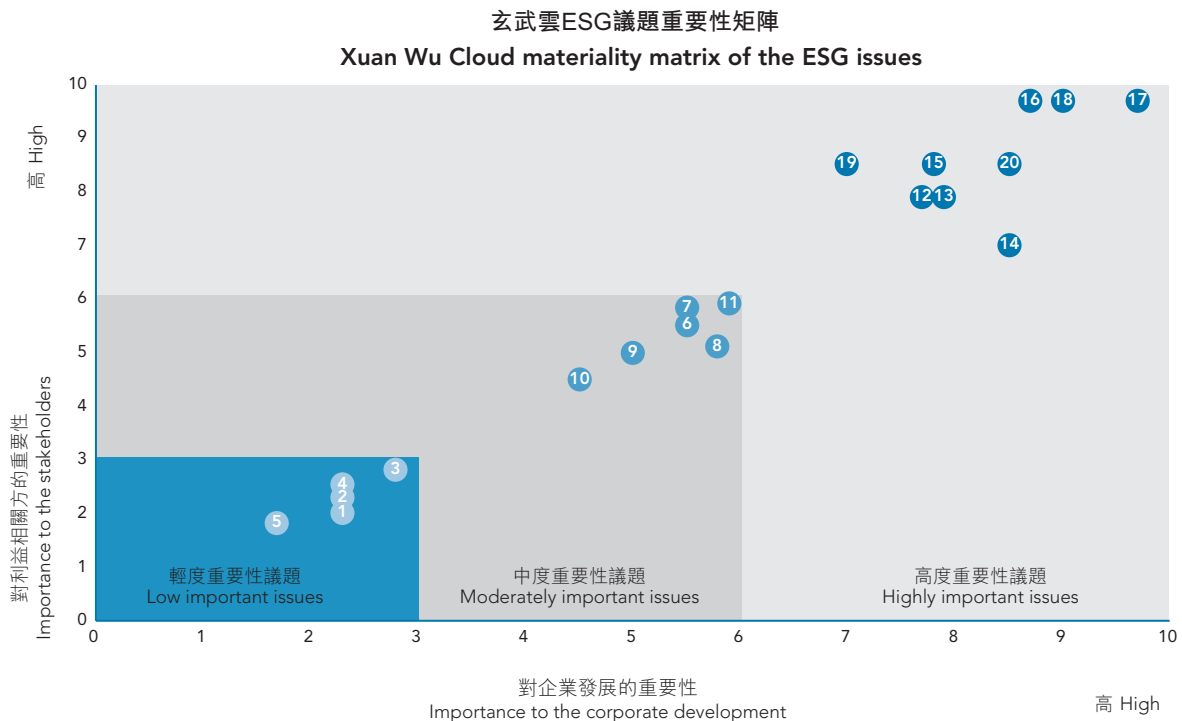
3. IMPLEMENTATION OF ESG GOVERNANCE
(Continued)

3.3 重要性評估(續)

3.3 Materiality Assessment (Continued)

於2022年，本集團的ESG議題重要性排序及矩陣如下：

The Group’s materiality ranking and matrix of the ESG issues in 2022 are as follows:



輕度重要性議題
Low important issues

1. 溫室氣體排放與管理
Greenhouse gas emission and management
2. 廢棄物管理
Waste management
3. 節能降耗
Energy-saving
4. 氣候變化
Climate change
5. 可持續資源發展與利用
Consumption and management of sustainable resources

中度重要性議題
Moderately important issues

6. 員工平等與多元化
Employee equality and diversity
7. 職業健康與安全
Occupational health and safety
8. 員工培訓與團隊發展
Staff training and team development
9. 採購及供貨商管理
Procurement and supplier management
10. 社會公益服務與貢獻
Community and charity services and contribution
11. 推動行業進步
Promote industry growth

高度重要性議題
Highly important issues

12. 員工溝通與關懷
Employee communication and caring
13. 員工招聘與挽留人才
Recruitment of employees and retainer of talents
14. 員工權益保護
Protection of interests of employees
15. 知識產權管理
Intellectual property management
16. 產品及服務質量
Quality of services and services
17. 客戶溝通及滿意度
Client communication and satisfaction
18. 信息與隱私保護
Data and privacy protection
19. 產品創新與研發
Service innovation and research and development
20. 反貪腐及合規管理
Anti-corruption and compliance management

4. 服務優勢

4.1 深化技術創新，提升服務組合

本集團作為一家綜合智慧CRM服務供應商，尤為注重研發。為了提高服務發展及技術創新的可持續性，本集團率先成立了AI實驗室，是目前唯一擁有全棧自主研發AI能力的智慧CRM服務供應商。AI實驗室由一支擁有近50名來自騰訊、華為及阿里巴巴的AI計算科學博士及碩士的員工組成。本集團擁有30多項技術專利和20多項軟件著作權，涉及計算視覺技術及消費品大數據領域，日均處理超過4.5百萬張圖片。

4. SERVICES ADVANTAGES

4.1 Deepen Technological Innovation and Improve Matrix of Services

As a comprehensive intelligent CRM services provider, the Group places particular emphasis on research and development. In order to enhance sustainability of service development and technological innovation, the Group pioneered in its establishment of a AI laboratory and is currently the only intelligent CRM services provider with full stack self-developed AI capabilities. The AI laboratory comprises of a professional team of close to 50 employees, including AI computing scientist with doctoral researcher and master qualification from Tencent, Huawei and Alibaba. The Group possessed more than 30 technical patents and more than 20 software copyright relating to computing visionary technologies and consumer goods big data areas, which processed an average of more than 4.5 million photos daily.

4. 服務優勢(續)

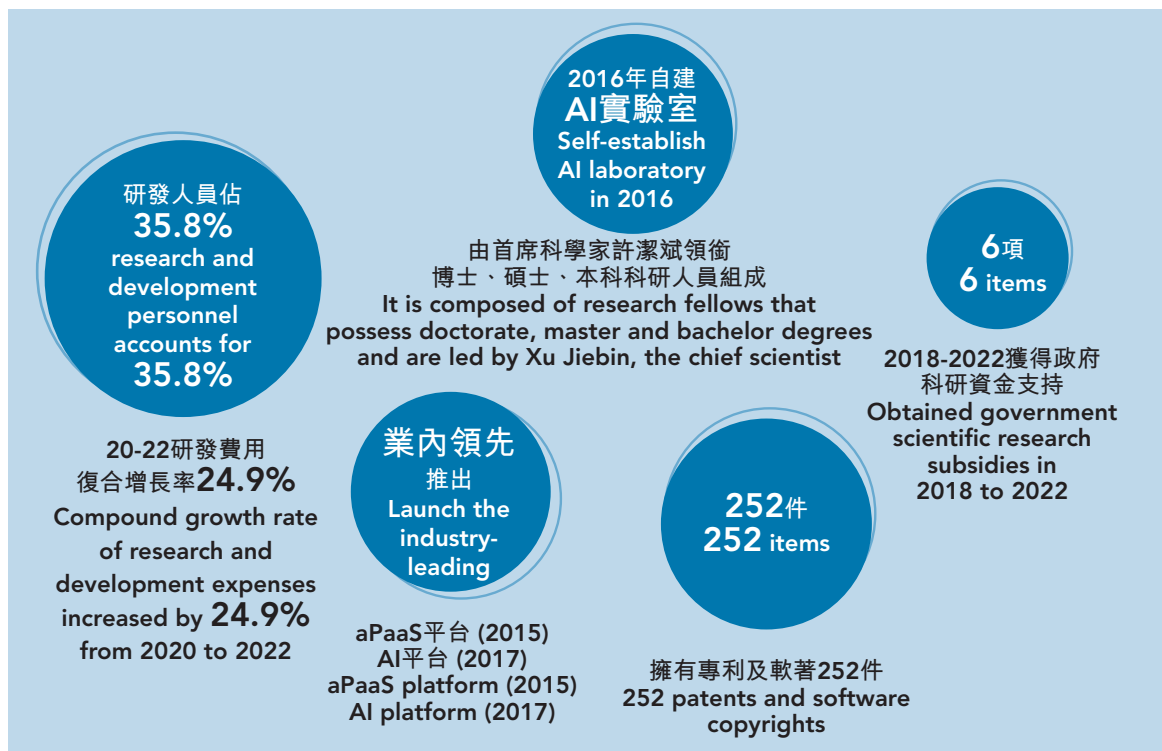
4.1 深化技術創新，提升服務組合(續)

此外，具有研發職能的僱員佔本集團員工總數的35.8%。本集團早在2014年開始研發aPaaS平台，匯聚了不同背景的客户。本集團還在2022年成立了一家行業研究院，掌握行業前沿知識，開發領先的解決方案。本集團在AI、DI及其他智慧CRM服務方面已經取得90多項專利及160多項軟件著作權。未來，本集團將繼續深耕並努力引領行業突破技術壁壘，為客戶及其業務提供更有力的技術支撐。

4. SERVICES ADVANTAGES (Continued)

4.1 Deepen Technological Innovation and Improve Matrix of Services (Continued)

Besides, the percentage of employees with research and development function accounted for 35.8% of the total number of employees of the Group. The Group started the initiative in developing the aPaaS platform back in 2014, which accommodate clients from different backgrounds. The Group has also established an industry research institution in 2022 to grasp the cutting-edge industry knowledge and develop leading solutions. The Group had obtained more than 90 patents and more than 160 software copyrights in relation to AI, DI and other intelligent CRM services. In the future, the Group will make continuous effort in leading the industry to breakthrough technical barriers and provide stronger technological support to its clients and clients' businesses.



本集團的智慧CRM服務基於PaaS四大要素中的一個或多個，即aPaaS及cPaaS平台，由AI及DI能力提供支持。

The Group's intelligent CRM services are built on one or more than one of the four elements of PaaS, i.e. aPaaS and cPaaS platforms and powered by AI and DI capabilities.

4. 服務優勢(續)

4.1 深化技術創新，提升服務組合(續)

(1) aPaaS平台

aPaaS平台是一個高效集中的軟件開發平台，它提供了一個簡單易用的可視化開發環境及低代碼設置開發。借助aPaaS平台，本集團的研發團隊在開發軟件的過程中能夠減少重複工作。因此，本集團的研發團隊可以專注於個人的業務需求及要求，同時高效完善軟件，從而在保證效率的情況下縮減研發時間和成本。該平台適合於銷售雲下應用模塊的本地化，如面向企業客戶的銷售能力自動化(「SFA」)、分銷商管理系統(「DMS」)、交易促銷管理(「TPM」)、促銷員商品管理(「PMM」)、零售管理系統(「RMS」)。

4. SERVICES ADVANTAGES (Continued)

4.1 Deepen Technological Innovation and Improve Matrix of Services (Continued)

(1) aPaaS platform

The aPaaS platform is an efficient and highly integrated software development platform, which provided an easy-to-use of visionary development environment and low code setting development. The aPaaS platform enables the Group's research and development team to reduce repeated work in the course of their development of software. As such, the Group's research and development team can focus on individual business needs and demands while improve its software in an efficient way, thereby reducing research and development time and cost without compromising efficiency. This platform is suitable for local establishment of application modules under Sales Cloud, e.g. SFA, DMS, TPM, PMM, RMS for enterprise clients.

4. 服務優勢(續)

4.1 深化技術創新，提升服務組合(續)

(1) aPaaS平台(續)

優勢：

- 基於元數據的全自動多租戶架構，「FlyCode」作為國內領先的定制開發語言，提供跨平台的用戶界面，適配國內關鍵技術；
- 本集團能夠在短時間內開發及升級服務，以滿足不斷變化的客戶需求及技術革新。我們為超過100名快消品行業業內領先客戶提供服務，擁有超過500個行業組件模塊；及
- 本集團已取得40多項專利授權，並獲得了多項省級及市級資金支持。

4. SERVICES ADVANTAGES (Continued)

4.1 Deepen Technological Innovation and Improve Matrix of Services (Continued)

(1) aPaaS platform (Continued)

Strengths:

- The full automation of multi-tenant metadata architecture, "Flycode", is a domestic leading customised development language offering cross-platform user interfaces that adapt to key technologies in the PRC;
- The Group is able to develop and to make updates to its services within a short period of time which can cater the evolving clients' needs and technological innovation. It served more than 100 industry leading clients in FMCG industry with more than 500 industry component models; and
- The Group obtained more than 40 patents authorisation with number of provincial and city funding supports.

4. 服務優勢(續)

4.1 深化技術創新，提升服務組合(續)

(2) cPaaS平台

cPaaS平台是一個基於公有雲的電信服務平台，致力於通過提供穩定、高效、安全的電信服務來豐富客戶通信渠道。它以易於部署的應用編程接口(「API」)或軟件開發工具包(「SDK」)的形式提供短信、5G信息、視頻信息、話音信息、企業微信信息、抖音信息及電子郵件等電信服務。客戶能夠簡單、高效及靈活地訪問及使用通信功能，以滿足其通信需求。客戶可以通過cPaaS平台將通信功能整合到業務系統中，而毋需花費巨大成本建立及維護自有通信基礎設施，從而節省開發時間及成本。

4. SERVICES ADVANTAGES (Continued)

4.1 Deepen Technological Innovation and Improve Matrix of Services (Continued)

(2) cPaaS platform

The cPaaS platform is a telecommunication services platform based on public cloud, which focuses on enriching customer communication channel through the provision of stable, efficient and secured telecommunication services. It provides telecommunication services such as short message, 5G message, video message, voice message, WeCom message, Douyin messages and e-mails in the form of easily-deployed APIs or SDKs. It allows clients to access and utilise communication capabilities in an easy, efficient and flexible way which suits their communications needs. Through cPaaS platform, clients can integrate the communication capabilities into their business systems without incurring enormous costs in establishing and maintaining their own communication infrastructure therefore reducing clients' development time and costs.

4. 服務優勢(續)

4.1 深化技術創新，提升服務組合(續)

(2) cPaaS平台(續)

優勢：

- 客戶能夠通過覆蓋多消息頻道的全觸點通信能力接觸到終端用戶。目前，cPaaS平台支持12個電信渠道，包括5G信息、企業微信信息及抖音信息；
- 通過雲計算及插件架構，cPaaS平台可以利用自動擴展來最小化資源成本；
- 客戶可以透過API或SDK輕鬆整合電信能力，而毋需承擔額外的開發時間及成本；以及
- 平台支持每月的穩定、高效及安全通訊。

4. SERVICES ADVANTAGES (Continued)

4.1 Deepen Technological Innovation and Improve Matrix of Services (Continued)

(2) cPaaS platform (Continued)

Strengths:

- It enables clients to reach end users with multi-touch communication capability covering various types of messaging channel. It supports 12 telecommunication channels currently including 5G message, WeCom message and Douyin messages;
- With cloud-built and plug-in structure, it can utilise auto scaling to minimise the resource costs;
- Clients can easily integrate the telecommunication capability through APIs or SDKs without the need to incur extra development time and costs; and
- The platform can support stable, efficient and secured telecommunication monthly.

4. 服務優勢(續)

4.1 深化技術創新，提升服務組合(續)

(3)及(4) AI及DI能力

憑藉我們對實時數據傳輸至關重要的全觸點通信能力，本集團已就智慧CRM服務開發具備自主學習及分析能力的AI及DI能力。AI及DI模塊可輕鬆集成至智慧CRM服務中。

本集團的AI模塊專注于應用程序層面、PaaS層面及SaaS層面的視覺計算應用，這一應用為客戶配備圖像識別功能(例如監測商品展示)，及本集團使用IoT技術連接與客戶系統相連的所有設備。一旦AI模塊開始其掃描及識別過程，商品的圖像信息將實時傳輸回客戶的CRM SaaS系統進行進一步分析。

4. SERVICES ADVANTAGES (Continued)

4.1 Deepen Technological Innovation and Improve Matrix of Services (Continued)

(3) and (4) AI and DI capabilities

Leveraging the Group's comprehensive multi-touch communication capabilities which are essential for real-time data transmission, the Group has also developed its AI and DI capabilities with self-learning and analysis abilities for intelligent CRM services. The AI and DI modules can be easily integrated into the intelligent CRM services.

The Group's AI modules focus on visionary computing applicable to application level, PaaS level and SaaS level, which equip clients with image recognition function (such as monitoring the goods display) and the Group uses IoT technology to connect all devices linked to clients' systems, the image information of the goods will be transferred real-time back to clients' CRM SaaS systems for further analysis once the AI module begins its scanning and recognition process.

4. 服務優勢(續)

4.1 深化技術創新，提升服務組合(續)

(3)及(4) AI及DI能力(續)

我們的AI模塊包括兩個自主研發的計算機視覺識別引擎，分別稱為「RetailVision」及「ManuVision」(「視覺引擎」)，覆蓋適用於各行業企業的零售及生產場景，令我們的客戶可結合使用該等視覺引擎與其他DI相關模塊，以改善其銷售管理及零售店管理。經過分析的數據亦能夠協助客戶評估其銷售及營銷策略的有效性。

本集團亦能夠進行數據集成、開發、可視化及分析，以提升客戶的營運效率。我們的DI能力可通過私有雲、公有雲或混合雲獲得，並集成至我們的解決方案作為智慧CRM服務的一部分，幫助用戶在一個統一的平台完成所有數據分析任務。

本集團允許客戶訪問我們的封裝AI及DI能力、計算及建模能力以及其他核心能力，令客戶能夠根據自身需求及時高效地開發CRM解決方案。

4. SERVICES ADVANTAGES (Continued)

4.1 Deepen Technological Innovation and Improve Matrix of Services (Continued)

(3) and (4) AI and DI capabilities (Continued)

The AI modules also consist of two self-developed computer visual recognition engines called "RetailVision" and "ManuVision" (the "**Vision Engines**"), covering retail and production scenario applicable to enterprises of various industries and they allow clients to utilise these Vision Engines together with other DI related modules to improve their sales management as well as retail store management. The analysed data could also help clients to assess the effectiveness of their sales and marketing strategy.

The Group is also capable of data integration, development, visualisation and analysis to improve clients' operational efficiency. The Group's DI capabilities can be accessed through private cloud, public cloud or hybrid cloud and integrated into the Group's solutions as part of its intelligent CRM services, which allows the users to complete full data analysis tasks on a unified platform.

By granting access to clients with the Group's encapsulated AI and DI capabilities, computing and modelling abilities, as well as other core capabilities, which enable them to develop CRM solutions in a timely and efficient manner according to their own needs.

4. 服務優勢(續)

4.1 深化技術創新，提升服務組合(續)

(3)及(4) AI及DI能力(續)

優勢：

- 本集團的AI能力可實現平均每天建模350個SKU，模型準確率可達95-97%。
- AI已覆蓋16個應用場景的照片識別方案，複雜環境下的圖像識別率可達92%。
- 本集團的DI能力取得技術突破，實現離線和在線的大數據處理並有效提高數據處理能力及效率。
- 建立基於自然語言處理技術及地理位置計算的終端門店融合模型。
- 為快消品行業建立專業的標籤系統，終端覆蓋率超85%。

4. SERVICES ADVANTAGES (Continued)

4.1 Deepen Technological Innovation and Improve Matrix of Services (Continued)

(3) and (4) AI and DI capabilities (Continued)

Strengths:

- The Group's AI capabilities can achieve an average of 350 SKU modeling per day and a modeling accuracy rate of 95 to 97%.
- AI has covered 16 application scenarios and can achieve an image recognition rate of 92% under complex circumstances.
- The Group's DI capability has made a technological breakthrough, enabling offline and online big data processing and effectively improving data processing capability and efficiency.
- A retail outlet fusion model based on natural language processing technology and geographic location calculation has been built.
- A professional labeling system for FMCG industry has been established, with the terminal presence rate of over 85%.

4. 服務優勢(續)

4.1 深化技術創新，提升服務組合(續)

(5) 營銷雲

營銷雲通過以創新的一站式解決方案開展營銷活動，為本集團客戶提供卓越的體驗。

服務：

統一消息溝通平台(「UMP」) 模塊為一種基於私有雲的解決方案，是可同時處理數百萬條消息的新一代消息模塊。其可連接客戶的辦公自動化(「OA」)、CRM、ERP及數據庫系統，而無需於本地安裝任何額外軟件或APP。

數據管理平台(「DMP」)是一個整合長期短信基礎和增值功能的模塊，為各行業客戶提供全渠道、一站式的營銷雲服務，幫助客戶進行適配多種渠道方式的精準營銷。

5G消息雲平台是一個聚焦客戶體驗的模塊，以幫助用戶準確、快速地使用5G消息為宗旨，通過支持用戶零門檻發送5G消息，賦能用戶開創全新的應用場景，為客戶提供5G消息從過渡時期到全面覆蓋階段的完整解決方案。

4. SERVICES ADVANTAGES (Continued)

4.1 Deepen Technological Innovation and Improve Matrix of Services (Continued)

(5) Marketing Cloud

The Marketing Cloud provides exceptional experience to the Group's clients by carrying out marketing activities through innovative one-stop solutions.

Services:

UMP module, is a private cloud-based solution which is a new generation messaging module that can simultaneously process millions of messages. It can connect with clients' Office Automation ("OA"), CRM, ERP and database systems without locally installing any additional software or APP.

DMP, is a module integrated with long-established messaging and value-added functions, which provided all-channel and one-stop marketing cloud services to clients from all industries, which helps clients to achieve precision marketing with multi-channel applicable solutions.

5G message cloud platform, is a module focused on client experience, which aims to help its users to use 5G message accurately and quickly through providing barriers-free means for users to send 5G messages, so as to allow them to develop new application scenario, and to provide comprehensive 5G message ability to clients since their transition to 5G era.

4. 服務優勢(續)

4.1 深化技術創新，提升服務組合(續)

(5) 營銷雲(續)

服務：(續)

消息操作系統(「MOS」) 模塊是一個基於公有雲的即時通訊平台，一端連接客戶的APP、OA、CRM系統及網站，彼端連接互聯網及電信供應商的頻道，無需於本地安裝任何額外軟件或APP。應用MOS後，其允許透過電信網絡以SMS、多媒體信息服務(「彩信」)及豐富的媒體視頻消息服務等不同頻道發送消息，涵蓋廣泛的用途，例如身份驗證、支付認證、客戶通知及營銷活動。

優勢：

- **雲結構**：解決方案可適用於公有雲、私有雲及混合雲，為客戶提供更高的靈活性；

4. SERVICES ADVANTAGES (Continued)

4.1 Deepen Technological Innovation and Improve Matrix of Services (Continued)

(5) Marketing Cloud (Continued)

Services: (Continued)

MOS module, is a public cloud-based instant messaging platform that linked clients' APP, OA, CRM systems and websites on the one hand, and internet and channels of telecommunication providers on the other hand without locally installing any additional software or APP. With the application of MOS, it allows messages to be disseminated through various channels including SMS, multi-media message service ("MMS") as well as rich media video message service through the telecommunication network, covering a wide scope of purposes for instance, identity verification, payment authentication, customer notification and marketing campaign.

Strengths:

- **Cloud structure**: The solutions can be adapted to public cloud, private cloud and hybrid cloud which give higher flexibility to clients;

4. 服務優勢(續)

4.1 深化技術創新，提升服務組合(續)

(5) 營銷雲(續)

優勢：(續)

- **高穩定性及安全性：**本集團在不同地點部署相關基礎設施，透過其自主開發的AMS平台支持業務應急計劃，確保對系統負載及性能狀態的持續監控。本集團亦為其客戶提供一個安全的數據傳輸平台，具有保密協議、雙重驗證、防洩露及定期數據清理機制；及
- **傳達範圍廣：**透過營銷雲解決方案傳遞的消息將按其性質或目的進行分類，並按不同的優先級發送，以確保傳遞關鍵消息的高成功率。此外，本集團與主要電信網絡運營商保持平均長達八年的密切、長期、穩固關係在與本集團的持續合作下，其客戶獲得更廣的電信網絡覆蓋，從而進一步提高信息傳遞的成功率。

4. SERVICES ADVANTAGES (Continued)

4.1 Deepen Technological Innovation and Improve Matrix of Services (Continued)

(5) Marketing Cloud (Continued)

Strengths: (Continued)

- **High stability and security:** The Group deploys relevant infrastructures in different locations to support business contingency plans with its self-developed AMS platform, which ensures ongoing monitoring of the system load and performance status. The Group also provides its clients with a secured data transmitting platform with confidentiality protocol, two-factor authentication, anti-leakage and regular data cleaning mechanisms; and
- **Broad outreach:** The messages delivered via Marketing Cloud solutions would be categorised by their natures or purposes, and sent with different priorities to ensure a high success rate in delivering the key messages. In addition, the Group has close and long-established relationship with the major telecommunication network operators for an average of eight years. By the Group's ongoing cooperation, its clients are provided with broad telecommunication coverage which can further enhance the success rate in message delivery.

4. 服務優勢(續)

4.1 深化技術創新，提升服務組合(續)

(6) 銷售雲

銷售雲通過創新的一站式解決方案開展本集團客戶的銷售活動，為其提供卓越體驗。

服務：

智慧100是本集團面向高度涉及分銷模式的行業客戶(特別是快消品行業)在先前的快銷100模塊的基礎上建立。其可透過應用AI及銷售團隊自動化、交易促銷管理、促銷員商品管理、分銷商管理系統及零售管理系統功能提升客戶的服務質素及能力。同時，其讓我們的客戶能夠從不同的角度建立多渠道營銷及銷售系統。以下為我們不同產品組合的詳情介紹：

SFA，主要用於管理基礎數據和績效、制定拜訪計劃、執行客戶實地拜訪、分析銷售數據及統計資料；

TPM，幫助客戶搭建成本控制平台，從而實現營銷費用的閉環管理；

DMS，幫助快消品行業的客戶實現分銷商採購訂單及分銷訂單的閉環管理；

4. SERVICES ADVANTAGES (Continued)

4.1 Deepen Technological Innovation and Improve Matrix of Services (Continued)

(6) Sales Cloud

The Sales Cloud provides exceptional experience to the Group's clients by carrying out their sales campaigns through innovative one-stop solutions.

Services:

Smart Sales 100, is built on the Group's previous Fast Sales 100 module, for clients in industries that are highly involved in distribution model, especially FMCG industry. It can enhance clients' service quality and ability through the application of AI and SFA, TPM, PMM, DMS, and RMS functions. Meanwhile, it enables our clients to built up multi-channel marketing and sales system from different aspects. Below is the detailed introduction of our different product portfolios:

SFA, is mainly used to manage fundamental data and performance, planning the visiting schedules, executing on-site client visits, and analysing sales data and statistics;

TPM, serves to help clients build up a cost control platform, thus a closed-loop management in handling marketing costs;

DMS, serves to help clients in FMCG industry in executing closed-loop management of placing and allocating orders with their distributors;

4. 服務優勢(續)

4.1 深化技術創新，提升服務組合(續)

(6) 銷售雲(續)

服務：(續)

PMM，幫助客戶有效管理及監督彼等的促銷員。其主要功能包括在本集團的AI能力的支持下進行考勤及排班管理；

RMS，是一個主要為品牌商客戶的零售店管理而設計的功能，主要價值為協助零售店經理接觸及監測其終端客戶；

U客100建立在LTC銷售管理模型之上及具備DI能力，旨在令客戶能夠適應瞬息萬變的市場趨勢。

AIoT智能冰櫃是一項基於線下終端冰櫃的商品銷售服務，深度結合AI和IoT技術，實時識別商品陳列和動銷狀況，並通過消息提醒和智能數據分析能力，幫助客戶有效提升終端冰櫃的商品銷量。

4. SERVICES ADVANTAGES (Continued)

4.1 Deepen Technological Innovation and Improve Matrix of Services (Continued)

(6) Sales Cloud (Continued)

Services: (Continued)

PMM, serves to help clients with managing and supervising their promoters effectively. Its major functions include management of work attendance, work shift, with the support from the Group's AI capabilities;

RMS, is a function mainly designed for the management of retail stores of brand owner clients, and its major values are to help retail store managers reach and monitor their end customers;

U-Client 100, is a module deployed to empowers clients to adapt to ever-changing market trends, founded on the LTC sales management model with DI capabilities.

AIoT intelligent fridge, is a service based on sales of products in offline fridge terminals, which deeply integrated with AI and IoT technologies, to identify display and sales of product in real time, combined with message notification and intelligent data analysis abilities to improve the sales of products in fridge terminals for clients in an effective way.

4. 服務優勢(續)

4.1 深化技術創新，提升服務組合(續)

(6) 銷售雲(續)

優勢：

- **全渠道營銷管理：**本集團銷售雲解決方案為客戶提供全渠道營銷管理，透過有關管理，客戶可通過線上渠道(即微店)及線下渠道(即終端門店)管理其銷售週期；
- **AI及DI能力：**透過融合AI及DI能力，本集團賦能客戶以圖像識別、數據採集及分析能力通過縮短數據採集及數據分析所需的時間及精力，其將有助客戶降低銷售費用，從而提高其運營效率；及
- **根據不斷變化的客戶需求持續開發業務場景：**本集團已於快消品行業深耕十餘年，憑藉其豐富的行業經驗及專業知識，本集團能不斷開發及拓展業務場景覆蓋面，助力客戶提升競爭力。

4. SERVICES ADVANTAGES (Continued)

4.1 Deepen Technological Innovation and Improve Matrix of Services (Continued)

(6) Sales Cloud (Continued)

Strengths:

- **All-channel marketing management:** The Group's Sales Cloud solutions provide all-channel marketing management to clients, through which clients are able to manage clients' sales cycle via online (i.e. WeChat store) and offline channels (i.e. terminal stores);
- **AI and DI capabilities:** Through the integration of AI and DI capabilities, the Group's clients are empowered with image recognition, and data collection and analytic capabilities. By shortening the time and effort required for data collection and data analysis, it would help clients to reduce their sales expenses, thereby increasing their operational efficiency; and
- **Continuous development in business scenario based on evolving clients' needs:** The Group has been cultivating in FMCG industry for more than 10 years. Leveraging on its extensive industry experience and expertise, the Group is able to develop and expand business scenario coverage continuously, and thereby enabling clients to improve their competitiveness.

4. 服務優勢(續)

4.1 深化技術創新，提升服務組合(續)

(7) 客服雲

客服雲解決方案致力於提高本集團客戶的雲語音相關服務能力。

服務：

AI 機器人，是客服雲解決方案的一大功能，每日在特定時間點通過各種渠道進行智能電話呼叫或語音消息，能夠在不產生過多勞動成本的情況下觸達相當數量的客戶。

雲呼叫中心，是建立在我們支持語音及多媒體內容的通信能力上，基於雲計算。透過集成電話、短信、語音消息、電子郵件、網絡電話等流行通信渠道，客戶的客服人員能夠透過終端客戶指定的最便捷的通信渠道作出回應及自其終端客戶獲取反饋。

4. SERVICES ADVANTAGES (Continued)

4.1 Deepen Technological Innovation and Improve Matrix of Services (Continued)

(7) Service Cloud

The Service Cloud solutions are dedicated to enhancing the Group's clients' abilities on cloud-voice related services.

Services:

AI Robot, is a function of Service Cloud solution that carries out intelligent phone calls or voice messages via various channels every day at specific time points, which is able to reach out to a considerable amount of customers without incurring much labor costs.

Cloud Call Centre, is built upon the Group's communication capability that supports voice and multi-media content, and is based on cloud computing. By integration of the prevalent communication channels, such as phone call, SMS, voice message, e-mail, internet-based call and client's customer service staffs can provide responses and obtain feedbacks from their end customers through the most convenient communication channels designated by the end customers.

4. 服務優勢(續)

4.1 深化技術創新，提升服務組合(續)

(7) 客服雲(續)

優勢：

- **基於雲：**由於本集團的客戶不需要維護或開發解決方案，故本集團為其提供易於部署的基於雲的客戶服務；
- **通信能力：**本集團的客戶可從其通信能力中獲益，這使彼等得以通過多個渠道回應或取得客戶的反饋；及
- **智能：**本集團的客戶可使用其基於語音識別、語義分析及數據處理技術的檢驗功能，從而得以優化工作流程及提高運營效率。

4. SERVICES ADVANTAGES (Continued)

4.1 Deepen Technological Innovation and Improve Matrix of Services (Continued)

(7) Service Cloud (Continued)

Strengths:

- **Cloud-based:** The Group offers its clients with cloud-based customer service, which is easy to deploy, as its clients would not be required to maintain or develop the solution;
- **Communication capability:** The Group's clients can be benefited from its communication capability, which enables them to respond or obtain feedbacks from their customers via various channels; and
- **Intelligent:** The Group's client can access to its inspection function which is based on voice recognition, semantic analysis and data processing technologies, enabling them to optimise their work processes and improve their operational efficiency.

4. 服務優勢(續)

4.2 持續控制服務質量，加強與客戶的關係

發展優質服務對本集團而言至關重要。本集團擁有一套囊括最初服務規劃至交付服務的完整質量保證及控制程序，亦訂有《質量保證協議》及《質量保證及售後服務承諾》，就檢查過程、發現問題、排除故障、解決及優化問題、指標分析、資質及認證審核、应急管理、質量保證期限及內容等程序制定嚴格的控制機制，助力達成質量目標，為客戶提供優質服務體驗，持續為客戶創造價值。

本集團已為在系統使用過程中遇到困難的客戶制定排除故障解決方案，一經收到客戶的客服請求，即可根據問題的嚴重程度及時提供解決方案。該方案可有效提升服務質量及回應時間，對提升用戶的滿意度具有重要影響。此外，本集團亦於質量保證期內提供值班電話服務、QQ群服務、現場技術維護等服務，針對發現的問題進行相應的支援解決方案，以便及時回應。

4. SERVICES ADVANTAGES (Continued)

4.2 Keeping Control of Service Quality and Strengthening Relationship With Clients

Development of high-quality service is of utmost importance to the Group. It has a comprehensive set of procedures for quality assurance and control, from initial service planning to delivery of service. The Group has also formulated *Quality Assurance Protocols and Quality Assurance and After-Sales Service Commitments*, which lay down the stringent control mechanism of procedures in relation to process of inspection, problem finding, troubleshooting, problem solving and optimisation, metric analysis, qualification and certification audit, emergency management, quality assurance period and content to support the achievement of quality goals and provide clients with high-quality service experience, and create value for clients continuously.

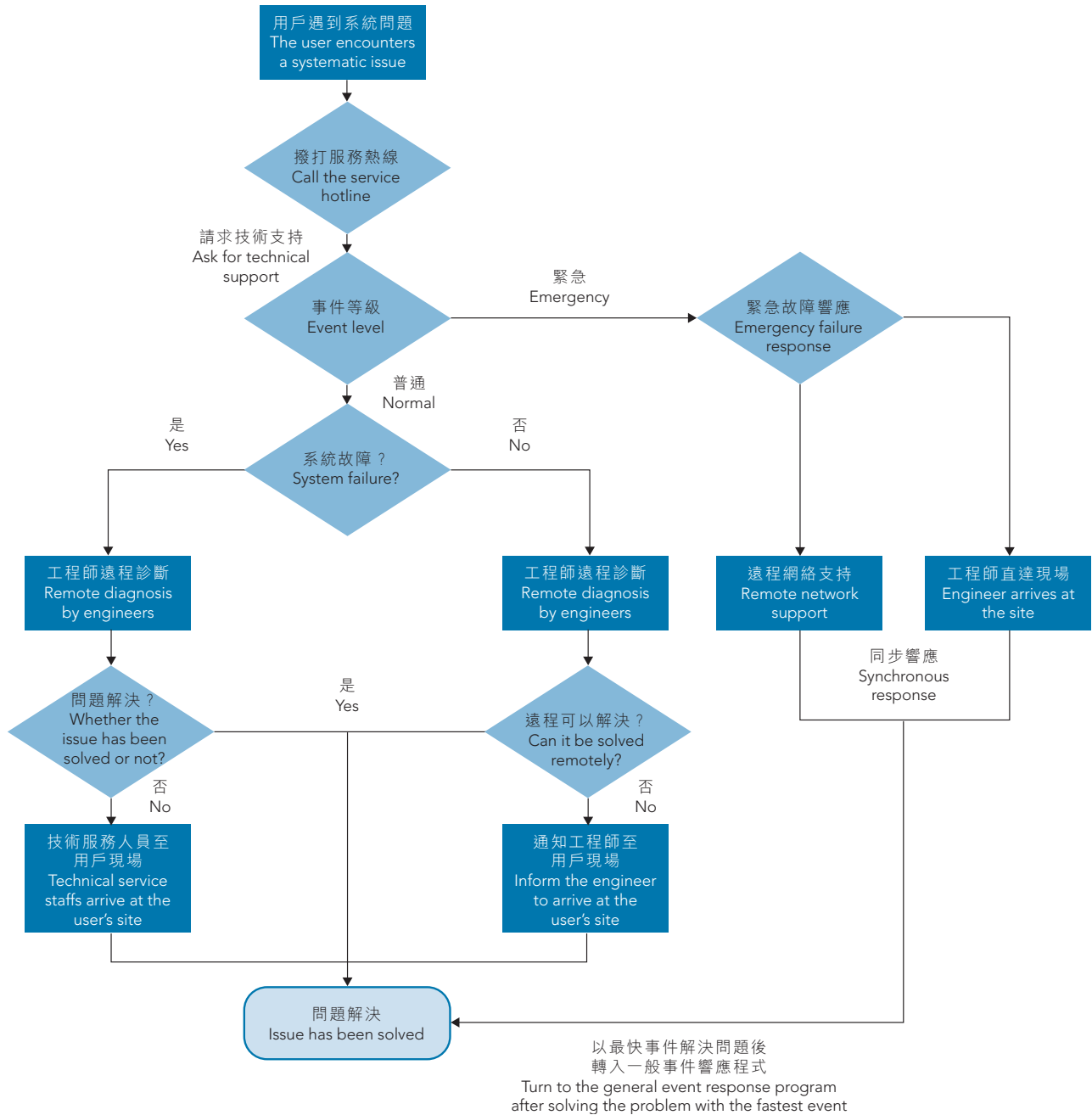
The Group has developed a troubleshooting solution for clients who encountered difficulties to solve problems arises during their use of system, which can provide prompt solutions in accordance with the criticality of problem upon receipt of clients' customer service request. It can effectively improve the service quality and response time, which has a crucial impact on enhancing users' satisfaction. In addition, during the quality assurance period, the Group also provides on-call telephone service, QQ group service, on-site technical maintenance and other services to carry out corresponding support solution to address the problems identified in order to achieve timely response.

4. 服務優勢(續)

4.2 持續控制服務質量，加強與客戶的關係(續)

4. SERVICES ADVANTAGES (Continued)

4.2 Keeping Control of Service Quality and Strengthening Relationship With Clients (Continued)



4. 服務優勢(續)

4.2 持續控制服務質量，加強與客戶的關係(續)

4. SERVICES ADVANTAGES (Continued)

4.2 Keeping Control of Service Quality and Strengthening Relationship With Clients (Continued)

問題嚴重程度 Criticality of problem	優先級 Priority	描述 Description	回應時間 Response time
一級	緊急	<ol style="list-style-type: none"> 極頻繁使用的功能或頁面發生嚴重錯誤，客服雲的相關業務功能無法進行到下一步，導致客戶無法進入系統，且客戶自己無法解決，從而令系統無法繼續使用，且並無其他解決方法。 系統外部服務已暫停超30分鐘，直接影響客戶使用。 	<p>5分鐘內作出電話回應及遠程技術回應。</p> <p>問題解決時限：12小時</p>
Level 1	Urgent	<ol style="list-style-type: none"> A serious error occurs in a very frequently used function or page, and Service Cloud failed to proceed to next step, which leads to clients' failure in engaging the system, and it cannot be solved by clients themselves, resulting in the system not being able to continue to be used, and there is no other way to solve. External service of the system has been suspended for more than 30 minutes, which directly impact to the clients' usage. 	<p>Telephone response and remote technical response within 5 minutes.</p> <p>Time limit for solving: 12 hours</p>

4. 服務優勢(續)

4.2 持續控制服務質量，加強與客戶的關係(續)

問題嚴重程度 Criticality of problem	優先級 Priority	描述 Description	回應時間 Response time
二級	重大	<ol style="list-style-type: none"> 1. 頻繁使用的模組或頁面發生嚴重錯誤，嚴重影響系統正常使用，但系統修復後可恢復使用，或存在其他減輕影響的方法。 2. 系統外部服務已中斷超15分鐘，或內部系統頻繁發生故障(即每天數次)，對系統造成極大的運行風險或影響客戶的正常業務營運。 	<p>10分鐘內作出電話回應及遠程技術回應。</p> <p>問題解決時限：24小時</p>
Level 2	Major	<ol style="list-style-type: none"> 1. A serious error occurs in a frequently used module or page, which seriously affect the normal usage of the system, but the system can be restored after the fix, or there are other ways to mitigate the impact. 2. External service of system has been interrupted for more than 15 minutes or frequent internal system failure (i.e. several times a day), causing great operational risk to the system or affecting the normal business operations of clients. 	<p>Telephone response and remote technical response within 10 minutes.</p> <p>Time limit for solving: 24 hours</p>

4. SERVICES ADVANTAGES (Continued)

4.2 Keeping Control of Service Quality and Strengthening Relationship With Clients (Continued)

4. 服務優勢(續)

4.2 持續控制服務質量，加強與客戶的關係(續)

4. SERVICES ADVANTAGES (Continued)

4.2 Keeping Control of Service Quality and Strengthening Relationship With Clients (Continued)

問題嚴重程度 Criticality of problem	優先級 Priority	描述 Description	回應時間 Response time
三級	一般	<ol style="list-style-type: none"> 不經常使用的功能或頁面或用戶界面的小錯誤以及其他錯誤，通常不影響系統正常使用。 系統外部服務已中斷超5分鐘，且系統模組明顯出現小故障，導致服務中斷，可於15分鐘內解決。 	<p>15分鐘內作出電話回應及遠程技術回應。</p> <p>問題解決時限：48小時</p>
Level 3	Moderate	<ol style="list-style-type: none"> Functions that are not used very often or minor error in pages or user interface and other errors, which do not affect the normal usage of system usually. External service of system has been interrupted for more than 5 minutes, and it is clear that there is a minor failure of the system module that causes service interruption which can be solved within 15 minutes. 	<p>Telephone response and remote technical response within 15 minutes.</p> <p>Time limit for solving: 48 hours</p>

4. 服務優勢(續)

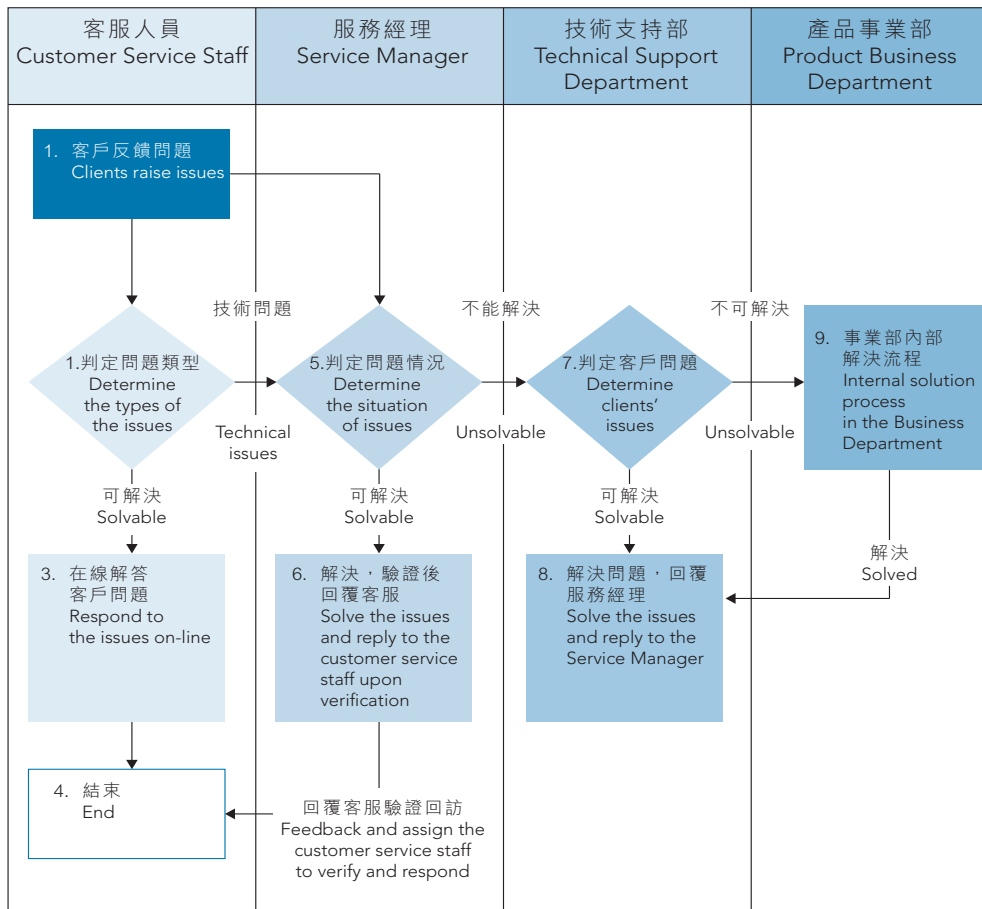
4.2 持續控制服務質量，加強與客戶的關係(續)

本集團秉承「用心成就客戶」的理念，透過建立全國性的營銷服務網絡，能夠提供快速的本地化回應以及全面的服務。本集團亦成立內部客戶服務中心，負責追蹤客戶反映的問題，並按照以下流程圖處理客戶投訴。根據400熱線電話的統計數據，「客戶投訴與建議」及「玄訊客戶來電」兩方面的客戶滿意度接近100%。

4. SERVICES ADVANTAGES (Continued)

4.2 Keeping Control of Service Quality and Strengthening Relationship With Clients (Continued)

The Group adheres to the concept of “Achieving clients’ success with complete devotion”. By establishing a nationwide marketing service network, the Group is able to provide rapid localised response as well as comprehensive service. The Group also established an internal customer service center, which is responsible for the tracking issues reported by clients and handling clients’ complaints in accordance with the below flow chart. According to the statistics from 400 Hotlines, customer satisfaction in areas of “Client complaint and recommendation” and “Xuanxun clients’ call” is nearly 100%.



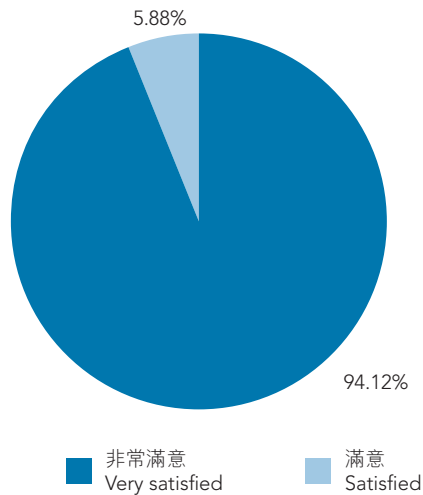
客戶投訴處理流程圖

The flow chart of processing clients' complaints

4. 服務優勢(續)

4.2 持續控制服務質量，加強與客戶的關係(續)

投訴與建議
Complaints and recommendations

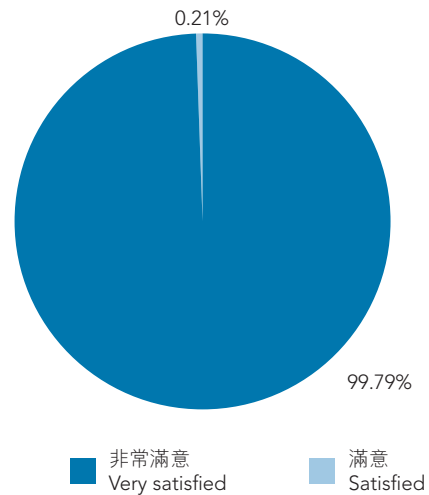


此外，為維持來自現有客戶的穩定收益，指定服務團隊負責調查現有客戶對本集團服務的滿意度，以提升客戶的滿意率以及留存率及單客年價(即某一年度每名客戶產生的平均收益)。2022年，本集團亦制定《客戶滿意度運作指引》，推進由客戶服務中心、客戶成功部、大消費營銷中心及PMO辦公室共同領導的「客滿100項目」(「項目」)。於項目第一階段，對51家企業客戶進行正式訪談，訪談內容分為業務價值、功能體驗、交付週期、系統穩定與運維保障、問題回應、新需求回應、客戶引領等7個維度。狀態根據參考訪談結果的評分系統分為3類。評分機制如下表所示。

4. SERVICES ADVANTAGES (Continued)

4.2 Keeping Control of Service Quality and Strengthening Relationship With Clients (Continued)

玄訊客戶來電
Xuanxun clients' calls



In addition, in order to maintain stable revenue from existing clients, the designated client service teams are responsible for conducting surveys with existing clients regarding their level of satisfaction to the Group's services, so as to improve clients' satisfaction rate as well as retention rate and the annual price per clients (i.e. the average revenue generated per client for a given year). In 2022, the Group has also formulated the "Customer Satisfaction Operational Guidelines" to promote "Customer Satisfaction 100 Project" (the "Project"), which was jointly led by the customer service center, the customer success department, the consumer marketing center and the Project Management Office. During the first phase of the Project, formal interviews were conducted with 51 enterprise clients, and the interviews were divided into seven dimensions including business value, functional experience, delivery cycle, system stability and maintenance, response to issue, response to new demand, and client leadership. The status would be divided into 3 categories according to the scoring system which would reference to the interview results. The scoring mechanism is defined in the table below.

4. 服務優勢(續)

4.2 持續控制服務質素，加強與客戶的關係(續)

4. SERVICES ADVANTAGES (Continued)

4.2 Keeping Control of Service Quality and Strengthening Relationship With Clients (Continued)

狀態 Status	評分範圍 Scoring band	釋義 Definition
紅燈 Red-light	70分或以下 70 or lower	客戶對現有系統及服務不滿或頻繁投訴，正在尋找其他競爭對手的更優方案，續約及二次營銷風險增加。 Clients who are dissatisfied with or complaining frequently about the existing systems and services, which lead to higher risk in securing contract renewal and promoting second-time marketing as clients are looking for better options from other competitors.
黃燈 Yellow-light	70分至80分 70 to 80	客戶對現有系統及服務不滿，我們需要加強交付/服務或為客戶成功提供指引及解決方案，否則競爭對手有可能與客戶接觸。 Clients who are dissatisfied with the existing systems and services, there is a need to enhance the delivery/service or to provide guidance and solution for clients' success, otherwise there is possibility for competitors to engage with the clients.
綠燈 Green-light	80分或以上 80 or above	客戶對現有系統及服務感到滿意，與本集團簽訂繼續業務合作的相互協議，不存在競爭對手與客戶接觸的風險。 Clients who are satisfied with the existing systems and services, there are mutual agreements between clients and the Group to continue their business cooperation and no risk of competitors engaging with the clients.

本集團根據客戶狀態開展定期訪談，紅燈及黃燈客戶須至少每兩個月回訪一次，綠燈客戶須每半年回訪一次，以將紅燈及黃燈狀態轉為綠燈狀態。最後，本集團亦定期制定客戶滿意度階段性報告，以實現項目問題的閉環管理，促進線索向商機的轉化。項目目標是使90%以上客戶處於綠燈狀態。

Regular interviews would be conducted based on status of customers, which the red-light and yellow-light customers are required to be reviewed at least once every two months while green-light customers are required to be reviewed once every six months, to achieve the transformation of red-light and yellow-light status into green-light status. Lastly, the Group also formulates customer satisfaction stage reports on a regular basis, so as to complete the closed-loop management of the Project's issues, and to promote the conversion of leads to business opportunities. The goal of the Project is to have 90% or above of clients with green-light status.

4. 服務優勢(續)

4.3 加強合規管理及隱私保護

4.3.1 信息及數據安全風險管理

為保證本集團業務的健康及持續發展，本集團已建立及維護完善的信息安全管理及經營風險管理系統(包括政策及程序)，確保本集團符合相關中國法律法規，包括但不限於《中華人民共和國刑法》、《中華人民共和國網絡安全法》、《中華人民共和國民法典》、《個人信息安全規範》、《App違法違規收集使用個人信息行為認定方法》及《中華人民共和國個人信息保護法》。本集團已根據ISO27001信息安全管理体系認證及ISO27701隱私信息管理認證制定《玄武科技信息安全管理策略方針》、《風險管理制度》、《玄武科技數據安全管理制度》、《玄武科技信息安全管理制度》等政策。

4. SERVICES ADVANTAGES (Continued)

4.3 Strengthening Compliance Management and Privacy Protection

4.3.1 Risk management on information and data security

To ensure a healthy and sustainable development of the Group's business, it has built and maintained well-functioning information security management and operational risk management systems, including policies and procedures, to ensure the Group's compliance with the relevant PRC laws and regulations, including but not limited to *the Criminal Law of the PRC, Cybersecurity Law of the PRC, the Civil Code of the PRC, the Personal Information Security Specification, Measures for Determining the Illegal Collection and Use of Personal Information by Apps, the Personal Information Protection Law of the PRC*. The Group had formulated policies with reference to ISO27001 information security management certification and ISO27701 privacy information management certification, such as *Xuan Wu Technology Information Security Management Strategy Policy, Risk Management Policy, Xuan Wu Technology Data Security Management Policy and Xuan Wu Technology Information Security Management Policy*.

4. 服務優勢(續)

4.3 加強合規管理及隱私保護(續)

4.3.1 信息及數據安全風險管理(續)

為了加強數據保護，本集團在軟件或應用程序和基礎設施層面部署了不同的加密方法。在業務過程中收集的數據被儲存在本集團由防火牆保護的數據庫中，並受額外的加密和解密程序保障。本集團採用安全散列算法(「SHA」)SHA-256及m5d+salt加密方式對數據進行加密和解密，以避免數據洩漏及保證通訊和數據傳輸的安全。此外，為了減少濫用數據的風險，本集團定期為員工提供數據安全和保護培訓。根據內部政策，本集團的員工會因違反我們的數據安全政策而受到處罰。本集團還設有應急計劃並定期進行數據備份和恢復測試，以提高系統的彈性、可靠性和穩定性。



入職培訓
Orientation training

4. SERVICES ADVANTAGES (Continued)

4.3 Strengthening Compliance Management and Privacy Protection (Continued)

4.3.1 Risk management on information and data security (Continued)

To enhance data protection, the Group deployed different encryption methods at the software or application and infrastructure level. The data collected in the course of business is stored in the Group's database protected by firewalls and secured by additional encryption and decryption procedures. The Group adopted secure hash algorithm ("SHA") SHA-256 and m5d+salt encryption to encrypt and decrypt the data to avoid data leakage and ensure security on communication and data transmission. Also, to reduce the risk of data misuse, the Group provided regular training to employees on data security and protection. In accordance with internal policy, the Group's employees are subject to penalties for violating data security policy. The Group also had contingency plans in place and conducted regular data backup and recovery tests to improve the flexibility, reliability and stability of systems.



員工培訓
Staff training

4. 服務優勢(續)

4.3 加強合規管理及隱私保護(續)

4.3.1 信息及數據安全風險管理(續)

本集團已成立一個由18名成員組成的數據安全小組，負責數據安全及數據合規。該18名成員中，部分已取得ITIL(信息技術基礎架構庫)IT服務管理基礎證書及核心成員具備至少三年IT行業工作經驗。本集團的系統已經通過了國際公認的信息安全管理系統標準ISO27001(信息安全管理認證)。於2022年，本集團並未遭遇任何重大數據洩漏或數據丟失，且並未受到有關網絡安全、數據保護或其他類似事件的任何行政調查或處罰。

4. SERVICES ADVANTAGES (Continued)

4.3 Strengthening Compliance Management and Privacy Protection (Continued)

4.3.1 Risk management on information and data security (Continued)

The Group had established a data security team comprising of 18 members, which was responsible for data security and data compliance. Among the 18 members, several of them had obtained ITIL (Information Technology Infrastructure Library) IT Service Management Foundation Certificate and core members had at least three years of experience in the IT industry. The Group's systems were awarded with the ISO27001 (Information Security Management Certification), which was an internationally recognised standard for information security management systems. In 2022, the Group did not experience any significant data breaches or data loss, and was not subject to any administrative investigations or penalties related to cybersecurity, data protection or other similar incidents.

4. 服務優勢(續)

4.3 加強合規管理及隱私保護(續)

4.3.2 知識產權管理

為了嚴格遵守相關中國法律法規(包括但不限於《中華人民共和國商標法》、《中華人民共和國專利法》、《中華人民共和國著作權法》及《中華人民共和國反不正當競爭法》)，本集團已制定《專利管理制度》、《商標管理制度》、《著作權管理制度》、《知識產權獎罰制度》及《知識產權應急方案》等一系列內部政策，就知識產權相關事宜為僱員提供指引。除作出商標註冊及專利登記申請外，本集團亦已制定下列措施以管理我們的知識產權風險：

- (1) 建立一個專門的知識產權法律小組，以指導、管理、監督及監控我們在知識產權方面的日常工作；
- (2) 在我們開展相關業務之前進行知識產權註冊申請；
- (3) 及時註冊、備案和申請本集團知識產權的所有權；

4. SERVICES ADVANTAGES (Continued)

4.3 Strengthening Compliance Management and Privacy Protection (Continued)

4.3.2 Intellectual property management

To abide strictly by the relevant PRC laws and regulations, including but not limited to the *Trademark Law of the PRC*, the *Patent Law of the PRC*, the *Copyright Law of the PRC* and the *Anti-Unfair Competition Law of the PRC*, the Group had formulated a series of internal policies such as the *Patent Management Policy*, the *Trademark Management Policy*, the *Copyright Management Policy*, the *Intellectual Property Reward and Penalty Policy* and the *Intellectual Property Emergency Plan* to provide employees with guidance on matters related to intellectual property. In addition to trademark filing and patent registration applications, the Group had also developed the following practices to manage intellectual property risks:

- (1) establishment of a dedicated intellectual property legal team to guide, manage, oversee and monitor daily work in the area of intellectual property;
- (2) to make intellectual property registration applications prior to the start of the related business;
- (3) to register, file and make intellectual property application in a timely manner on intellectual property rights owned by the Group;

4. 服務優勢(續)**4.3 加強合規管理及隱私保護(續)****4.3.2 知識產權管理(續)**

- (4) 一旦發現與本集團知識產權有任何潛在衝突的情況，積極跟蹤知識產權的註冊及授權狀態並及時採取行動；
- (5) 將技術開發區域及商業機密保護區域的實體區域分開，這些區域只能在嚴格的訪問規則下獲得授權方可訪問；及
- (6) 在本集團與其他方訂立的所有僱傭合同及商業合同中明確聲明所有權及保護知識產權的權利及義務。

4. SERVICES ADVANTAGES (Continued)**4.3 Strengthening Compliance Management and Privacy Protection (Continued)****4.3.2 Intellectual property management (Continued)**

- (4) to take the initiative to track the registration and licensing status of intellectual property rights, and if any potential conflicts related to the Group's intellectual property rights are identified, to take action promptly;
- (5) separation of the technology development area and the protected trade secrets area in office, which can only be accessed with authorisation under strict access rules; and
- (6) state clearly the rights and obligations of ownership and protection of intellectual property rights in all employment contracts and commercial contracts entered into by the Group and other parties.

4. 服務優勢(續)

4.3 加強合規管理及隱私保護(續)

4.3.3 商業道德

本集團嚴格遵守相關中國法律法規(包括但不限於《中華人民共和國公司法》及《中華人民共和國反洗錢法》)。為了確保持續合規，本集團已制定內部政策防止商業賄賂及促進公平競爭。內部政策旨在引導僱員及相關持份者依法行事、誠實守信並自覺抵制欺騙、欺詐等腐敗行為。同時，本集團亦在《員工手冊》及《反腐敗反賄賂管理辦法》等若干內部政策中強調，僱員應避免以任何方式向客戶或其他方索取回扣及收受客戶或其他方的禮物。本集團亦於每年為全體僱員提供反腐敗培訓，以進一步增強彼等的反腐敗意識。

此外，本集團已設立暢通的舉報渠道，嚴格保密舉報人的身份和信息，鼓勵對違法違規行為進行舉報。僱員可通過電子郵件或直接溝通的方式向管理層舉報任何涉嫌違法違規行為，如發現所舉報行為屬實，本集團將根據具體情況向提供相關有用線索及證據材料的舉報人給予獎勵。

於2022年，本集團及其僱員概無涉及任何有關腐敗的法律訴訟。

4. SERVICES ADVANTAGES (Continued)

4.3 Strengthening Compliance Management and Privacy Protection (Continued)

4.3.3 Business ethics

The Group is in strict compliance with relevant PRC laws and regulations, including but not limited to the *Company Law of the PRC* and the *Anti-Money Laundering Law of PRC*. To ensure ongoing compliance, the Group formulated internal policies to prevent commercial bribery and promote fair competition. The internal policy strives to guide employees and relevant stakeholders to act in accordance with the relevant law, to act in an honest and trustworthy manner, and to consciously resist corruptive practices such as deception and fraud. At the same time, the Group also stressed in several internal policies such as the *Employee Handbook* and the *Anti-Corruption and Anti-Bribery Management Measures* that employees should refrain from demanding kickbacks and accepting gifts from clients or other parties by any means. The Group also provide anti-corruption training for all employees every year to further enhance their anti-corruption awareness.

In addition, the Group encouraged the reporting of illegal and irregular behavior with the establishment of a smooth reporting channel which keeps the identity and information of the whistleblower strictly confidential. The employees can report any suspected illegal and irregular behavior through email or direct communication to the management, if the reported behavior is found to be true, the whistleblower who provided relevant and meaningful clues and evidence materials would be rewarded according to specific circumstances.

In 2022, none of the Group nor its employees were engaged in any corruption-related lawsuits.

4. 服務優勢(續)

4.3 加強合規管理及隱私保護(續)

4.3.4 保護客戶數據隱私

在業務開展過程中，本集團將處理客戶的數據，這些數據存儲在公有雲平台上。除透過客戶提供的電話號碼發送文本信息外，本集團不會收集或使用該等數據，並僅會按客戶的要求提供報告或分析。本集團從未因違反中國相關數據安全或網絡安全法律而受到任何處罰或申索。本集團已部署嚴格的加密算法對數據進行加密並實施嚴格的數據訪問及傳輸政策，以確保從客戶接收的數據的機密性。本集團亦已制定嚴格的內部控制政策及數據訪問機制，以及有關處理客戶數據的具體審批流程及操作流程。在該等機制及流程下，任何違反信息安全條例的操作均會施以內部紀律處分。一般而言，本集團員工可以訪問的用戶信息是匿名及非敏感信息。員工預期會參加本集團定期組織的數據保護培訓。

本集團亦有全面的數據備份系統，通過該系統，數據被加密並存儲在不同位置的服務器上，以減少數據丟失的風險。此外，本集團定期進行數據恢復測試，以檢查備份系統的狀態。

4. SERVICES ADVANTAGES (Continued)

4.3 Strengthening Compliance Management and Privacy Protection (Continued)

4.3.4 Data privacy protection for clients

In the course of business, the Group would handle and process clients' data, of which was stored on a public cloud platform. Except for sending text messages through the phone number provided by client, the Group would not collect or utilise the data, and would only provide reports or analysis per requests from respective clients. The Group had never been subject to any penalties or claims for violating the relevant data security or cybersecurity laws in the PRC. The Group has deployed strict encryption algorithms to encrypt data and implemented strict data access and transmission policies to ensure the confidentiality of data received from clients. The Group has also established strict internal control policies and data access mechanisms, as well as specific approval processes and operational procedures for the handling of clients' data. Under these mechanisms and processes, any violation of information security regulations would be subject to internal disciplinary actions. In general, the user information accessible by the Group's employees is anonymous and non-sensitive. The employees are expected to participate in data protection training organised by the Group on a regular basis.

The Group also has a comprehensive data back-up system in place, through which data was encrypted and stored on servers in different locations to reduce the risk of data loss. In addition, the Group would also perform regular data recovery tests to check the status of the back-up system.

4. 服務優勢(續)

4.3 加強合規管理及隱私保護(續)

4.3.4 保護客戶數據隱私(續)

此外，數據安全小組亦負責監測任何可疑的數據提取及傳輸活動，以及根據中國相關法律法規的變化及不時的技術發展，加強我們的數據保護系統；同時，該小組負責檢查、討論及改進信息安全技術及內部控制系統，以確保客戶的數據得到充分有效的保護。

4.4 服務質量控制及頻密的行業交流

本集團嚴格遵守並要求供應商遵守中國的相關法律法規，包括但不限於《中華人民共和國招標投標法》、《中華人民共和國反不正當競爭法》及《關於禁止商業賄賂行為的暫行規定》。本集團的主要供應商分為三大類，即電信網絡運營商、軟硬件服務提供商及後勤服務提供商。本集團核心供應商為電信網絡運營商，提供通用短信、專用短信、多媒體短信、視頻短信、國際短信等電信資源。本集團不斷加強與其他平台的合作，同時打造自身的服務商及合作夥伴生態鏈，從而為客戶提供更好的服務。在合作過程中，本集團亦關注與其供應商相關的環境及社會風險，因此已制定《駁雲部資源管理辦法》(「該辦法」)，以規範供應商管理，確保供應充足及時以及溝通有效。

4. SERVICES ADVANTAGES (Continued)

4.3 Strengthening Compliance Management and Privacy Protection (Continued)

4.3.4 Data privacy protection for clients (Continued)

Furthermore, the data security team is responsible for monitoring any suspicious data extraction and transmission activities, as well as enhancing the data protection systems in accordance with changes in relevant laws and regulations in the PRC and technological developments from time to time. The team is also responsible for reviewing, discussing and improving information security management technologies and internal control systems to ensure that the data of clients is adequately and effectively protected.

4.4 Control of Service Quality and Frequent Industry Communication

The Group strictly abides by and requires its suppliers to comply with relevant laws and regulations in the PRC, including but not limited to the *Bidding Law of the PRC*, the *Anti-Unfair Competition Law of the PRC* and the *Interim Provisions on Prohibition of Commercial Bribery*. The Group's major suppliers are divided into three main categories, i.e. telecommunication network operators, software and hardware services providers, and logistics services providers. The Group's core suppliers are telecommunication network operators, which provide telecommunication resources such as general short messages, special short messages, multi-media messages, video messages and international messages. The Group continues to strengthen its cooperation with other platforms, and to build its own ecological chain of service providers and partners at the same time, to provide better services to clients. During the course of cooperation, the Group is also concerned about the environmental and social risks associated with its supplier, as such it has formulated the *Resource Management Measures for Harnessing the Cloud Department* (the "**Measures**") to standardise supplier management so as to ensure adequate and timely supply as well as efficient communication.

4. 服務優勢(續)

4.4 服務質量控制及頻密的行業交流(續)

該辦法明確規定供應商應具備的資質條件，如(1)有效營業執照以及法定代表人身份證及開戶許可證複印件；(2)註冊資本不低於人民幣10百萬元；及(3)相關供應商的有效增值電信業務經營許可證（增值電信業務第二類下的信息服務）。

本集團將對現有及新部署的資源進行季度評分評估。在評估中，1代表資源較差，2代表資源一般，3代表資源優秀。再者，供應商將分為三個等級，總分在11至14分之間的供應商被評為S，總分在8至10分之間的供應商被評為A，總分低於8分的供應商被評為B。評估結果與供給量掛鉤。

4. SERVICES ADVANTAGES (Continued)

4.4 Control of Service Quality and Frequent Industry Communication (Continued)

The Measures has clearly stated the required qualifications of suppliers, such as (1) valid business license together with copy of the its legal representative's ID card and account opening permit; (2) registered capital of not less than RMB10 million; and (3) valid value-added telecommunication business license (information service under the category II of value-added telecommunication business) for relevant suppliers.

The Group will conduct scoring assessment quarterly on existing and newly deployed resources. In the assessment, 1 represents poor resource, 2 represents average resource, and 3 represents excellent resource. Suppliers are then divided into three bands, suppliers with total score between 11 to 14 are ranked S, suppliers with total score between 8 to 10 are ranked A and suppliers with total score lower than 8 are ranked B. The assessment results are linked to the volume of supplies.

4. 服務優勢(續)

4.4 服務質量控制及頻密的行業交流(續)

4. SERVICES ADVANTAGES (Continued)

4.4 Control of Service Quality and Frequent Industry Communication (Continued)

按地理位置劃分的供應商數量(2022年)
Number of suppliers by geographical locations (2022)

類型	位置	供應商數量
Type	Location	Number of suppliers
後勤服務提供商	中國	8
Logistics services providers	the PRC	
軟硬件服務提供商	中國	5
Software and hardware services providers	the PRC	
電信網絡運營商	中國	325
Telecommunication network operators	the PRC	
總計		338
Total		

4. 服務優勢(續)

4.4 服務質量控制及頻密的行業交流(續)

本集團深知行業發展機遇與挑戰並存，成功的關鍵在於打造互利共贏的行業生態鏈。2022年，本集團繼續與多家機構合作，獲得廣東省食品流通協會、福建省食品工業協會及湖南省食品行業聯合會會員及理事資格，並與多家知名企業形成戰略合作。本集團亦積極主辦及參加行業活動，在十餘場直播中探討行業新動態，體現本集團在行業中的重要性及影響力。

4. SERVICES ADVANTAGES (Continued)

4.4 Control of Service Quality and Frequent Industry Communication (Continued)

The Group is fully aware of the fact that challenges come together with opportunities in industry development and the key to success is to create a mutually beneficial ecological chain for the industry. In 2022, the Group continues to cooperation with various organisation, and has acquired membership and directorship of Guangdong Provincial Food Distribution Association, Fujiansheng Shipin Gongye Xiehui, Hunan Provincial Food Industry Association, and formed strategic cooperation with various renowned enterprises. The Group also actively hosted and participated in industry campaigns and discussed the new developments in the industry in more than ten live broadcasting, which reflected its importance and influence in the industry.

4. 服務優勢(續)

4.4 服務質量控制及頻密的行業交流(續)

參加行業活動：



山東省2022年數字賦能實體經濟暨山東CIO智庫年會於2022年7月7日至2022年7月10日在山東省煙台市成功舉辦。本次活動由山東省工業和信息化廳指導，山東省數字經濟協會主辦，煙台黃渤海新區管理委員會、煙台經濟技術開發區工業互聯網產業聯盟、戴爾科技集團共同協辦。

The 2022 Digital Empowerment for Real Economy in Shandong and the annual meeting of Shandong CIO Think Tank were successfully held in Yantai, Shandong from 7 July 2022 to 10 July 2022. The event was guided by the Department of Industry and Information Technology of Shandong, hosted by Shandong Digital Economy Association, and co-organised by Yantai Huangbohai New Area Management Committee, Yantai Economic and Technological Development Zone Industrial Internet Industry Alliance and Dell Technologies.

4. SERVICES ADVANTAGES (Continued)

4.4 Control of Service Quality and Frequent Industry Communication (Continued)

Participation in industry campaigns:



由廣州玄訊快消百億俱樂部 and 湛江國聯水產開發股份有限公司(「國聯」)聯合於2022年7月15日至2022年7月16日舉辦的「走進國聯」活動在湖南長沙圓滿落幕。作為預製菜行業的龍頭企業，國聯分享其在預製菜行業的分析與展望，以及在企業數字化管理層面的佈局。本次活動在湖南長沙舉辦，與來自快消行業的同行們齊聚一堂，共論傳統快消企業數字佈局經驗。

The event "Walk into Guolian", jointly organised by Guangzhou Xuanxun FMCG Billion Club and Zhanjiang Guolian Aquatic Products Co., Ltd. ("Guolian"), was successfully concluded in Changsha, Hunan from July 15, 2022 to July 16, 2022. As a leading enterprise in the pre-made food industry, Guolian shared its analysis and prospect in the pre-made food industry and its planning in the digital management of the enterprise. The event was held in Changsha, Hunan, with attendance by peers from FMCG industry to discuss the experience of digital planning of traditional FMCG enterprises.

4. 服務優勢(續)

4.4 服務質量控制及頻密的行業交流(續)

參加行業活動：(續)



2022年8月4日至2022年8月5日，由數字精英俱樂部、CIOValue、CGCA CIO等多個知名組織聯合主辦的CGCA 2022中國消費品行業CIO大會在浙江杭州召開。幾百位知名CIO來自全國各地歡聚一堂，共同探索「洞察數字、預見未來」的企業數字化轉型和變革。

CGCA 2022 China Consumer Goods Industry Chief Information Officer Conference, jointly organised by Digital Elite Club, CIOValue, CGCA CIO and other well-known organisations, held in Hangzhou, Zhejiang, from 4 August 2022 to 5 August 2022. The conference gathered hundreds of well-known CIOs from all over China to explore the digital transformation and revolution of enterprises on the topic of "Foreseeing the future with digital insight".

4. SERVICES ADVANTAGES (Continued)

4.4 Control of Service Quality and Frequent Industry Communication (Continued)

Participation in industry campaigns: (Continued)



華東區金融業數字化領軍人物晚宴於2022年10月15日舉行，聚焦金融業數字化轉型。晚宴期間，領軍人物從金融行業和科技賦能雙重角度，分享數字化轉型落地經驗以及科技公司最新最前沿的技術，助力金融行業數字化發展。

A dinner with leaders in digitalisation of financial industry from Eastern China region was held on 15 October 2022, which focused on the digital transformation of finance industry. During the dinner, the leaders shared their experiences in carrying out digital transformation and the latest and most cutting-edge technologies of technology enterprises from the perspectives of the financial industry and advanced technologies, which contributed to the digital development of the financial industry.

4. 服務優勢(續)

4.4 服務質量控制及頻密的行業交流(續)

參加行業活動：(續)



本集團於2022年11月5日至2022年11月6日攜手匯部落、CIO創享於蘇州聯合舉辦「消費品行業專題研討會暨遊湖品蟹」活動。邀請一眾消費品行業企業進行探討：體驗經濟已經滲透到每個消費環節，消費品行業在新環境中該如何進行升級轉型。

The Group, together with HuiBuLuo and CIO Chuangxiang, jointly held a seminar on consumer goods industry and crab tasting in Suzhou from 5 November 2022 to 6 November 2022. Enterprises in the consumer goods industry were invited to discuss how to upgrade and transform the consumer goods industry in the new era when experience economy has fully penetrated the consumer segment.

4. SERVICES ADVANTAGES (Continued)

4.4 Control of Service Quality and Frequent Industry Communication (Continued)

Participation in industry campaigns: (Continued)



2022年11月24日，浙江銀行信息技術負責人與科技企業探討了信息技術應用創新產業體系開發推廣經驗。

On 24 November 2022, the information technology leaders of Zhejiang Bank and technology enterprises discussed the development and promotion experience of ITAI industrial system.

4. 服務優勢(續)

4.4 服務質量控制及頻密的行業交流(續)

直播：



2022年8月4日，廣州玄訊邀請高級行業顧問徐嘉城先生探討食品行業的數字化渠道轉型，徐先生於重慶市涪陵榨菜集團股份有限公司、鄭州三全食品股份有限公司、蠟筆小新休閒食品集團有限公司及福建聖農食品有限公司等食品龍頭企業的項目方面擁有豐富經驗。

On 4 August 2022, Guangzhou Xuanxun invited senior industry consultant Mr. Xu Jiacheng, who has extensive experience in projects of leading food enterprises such as Chongqing Fuling Zhacai Group Co., Ltd, Zhengzhou Sanquan Food Co., Ltd., Labixiaoxin Snacks Group Limited and Fujian Sunner Food Co., Ltd., to discuss the transformation of digital channels in the food industry.

4. SERVICES ADVANTAGES (Continued)

4.4 Control of Service Quality and Frequent Industry Communication (Continued)

Live broadcasting:



2022年9月23日，廣州玄訊與快消品企業及行業專家共同舉辦「智慧快消韧性增長」發佈會，探討快消品行業的技術轉型，於危機新常態下實現業務穩定增長。

On 23 September 2022, Guangzhou Xuanxun jointly held a seminar titled “Smart FMCG, Resilient Growth” with FMCG enterprises and industry experts to discuss the technological transformation of FMCG industry to achieve steady business growth under the new norms of crisis.

4. 服務優勢(續)

4.4 服務質量控制及頻密的行業交流(續)

直播：(續)



2022年10月13日，券商與科技企业共同探討常態化後疫情時代如何透過數字智能加速證券業營銷與服務轉型。

On 13 October 2022, brokerage firms and technology enterprises jointly discuss how to accelerate the transformation of marketing and services in the securities industry by means of digital intelligence in the normalised post-epidemic era.

4. SERVICES ADVANTAGES (Continued)

4.4 Control of Service Quality and Frequent Industry Communication (Continued)

Live broadcasting: (Continued)



2022年11月2日，廣州玄訊邀請本公司AIoT產研部總監陳毅成先生及思碼高級諮詢顧問周明欣女士共同探討如何於飲料行業困難時期提高及管理銷量。

On 2 November 2022, Guangzhou Xuanxun invited Mr. Chen Yicheng, the Director of AIoT Product Research Department of the Company, and Ms. Zhou Mingxin, the Senior Consultant of Insightcode Consulting Company, to discuss the means on improving and managing sales volume during the difficult time in the beverage industry.

4. 服務優勢(續)

4.4 服務質量控制及頻密的行業交流(續)

直播：(續)



2022年11月30日，第二屆金融科技應用與金融數字化轉型戰略發展高峰年會探討非銀行金融企業數字化轉型的必然發展之路。

On 30 November 2022, the 2nd Annual Summit on Fintech Applications in Financial Digitalisation Strategy Development discussed the mandatory development in digital transformation of non-bank finance enterprises.

4. SERVICES ADVANTAGES (Continued)

4.4 Control of Service Quality and Frequent Industry Communication (Continued)

Live broadcasting: (Continued)



2022年12月7日，主題為「科技賦能思變行遠」的2022年農村金融科技創新與共享發展會議召開，32家農業信貸機構科技部負責人及若干IT專家線上出席會議，會上分享省級協會及農商銀行的最新技術創新成果，並以鄉村振興為目標，探索中小農村銀行數字化轉型的新模式和新路徑。

On 7 December 2022, the 2022 Rural Financial Technology Innovation and Shared Development Conference was held with the theme of "Technological Empowerment for Change of Minds and Actions", which was attended online by heads of technology departments of 32 agricultural credit institutions and some IT experts to share the latest achievements of technological innovation of provincial associations and agricultural commercial banks, and to explore new models and paths for digital transformation of small and medium rural banks with the aim to revitalise rural areas.

5. 僱員關懷

5.1 人才管理

為嚴格遵守中國相關法律法規，包括但不限於《中華人民共和國勞動法》、《中華人民共和國勞動合同法》及《禁止使用童工規定》，尤其是結合實際業務情況，本集團制定《員工手冊》、《玄武科技薪酬績效管理手冊》、《行政管理手冊》、《玄武科技任職資格管理制度》及《人力資源部、行政部、IT管理部及商務合作中心檢訂機制》等內部政策。制定實施上述政策有效保障全體僱員的福利及基本權利，禁止僱用童工及強迫勞工，保障僱員的職業健康與安全，確保全體僱員及應聘者享有平等機會。本集團認為人才招聘乃其成功的一部分，因此於各級僱員的職業發展與培訓方面投入大量資源，提供大量線上及線下培訓課程，以提高僱員的軟硬技能，助力彼等以可持續的方式擴寬職業道路。

5. CARING OF EMPLOYEES

5.1 Talent Management

To strictly comply with the relevant laws and regulations in the PRC, including but not limited to the *Labour Law of the PRC*, the *Labour Contract Law of the PRC* and the *Provisions on the Prohibition of Using Child Labour*, with particular reference to the actual circumstances of the business, the Group formulated internal policies including *Employee Handbook*, *Xuan Wu Technology Compensation and Management Handbook*, *Administrative Management Handbook*, *Xuan Wu Technology Qualification Management Policy*, *Review Mechanisms of Human Resource Department*, *Administration Department*, *IT Management Department* and the *Business Collaboration Centre*. The establishment and implementation of the above policies effectively protect the welfare and basic rights of all employees, prohibit the recruitment of child labor and forced labor, safeguard the occupational health and safety of employees, and ensure that all employees and job seekers enjoy equal opportunities. The Group believes that recruitment of talents is an integral part to its success and therefore it has invested significant resources in career development and training for employees of all levels through provision of a number of online and offline training sessions to enhance hard and soft skills of its employees, as well as to help with broadening their career path in a sustainable manner.

5. 僱員關懷(續)

5.1 人才管理(續)

5.1.1 多渠道招聘人才，僱員間嚴格分配工作

2022年，本集團透過Boss直聘、51job、獵聘及校園招聘計劃等多種渠道招聘人才，為本集團補充具備基本素質的僱員，支持其業務穩定增長。為培養符合本集團核心價值觀的僱員，本集團近年積極於校園尋找合適僱員，並透過提供具競爭力的薪酬待遇及培訓計劃吸引及挽留人才，提升品牌效應，提升本集團於招聘市場的競爭力。

5. CARING OF EMPLOYEES (Continued)

5.1 Talent Management (Continued)

5.1.1 Recruitment of talent through multiple channel and implementation of strict work allocation amongst employees

In 2022, the Group recruited talents through various channels such as Boss, 51job, Liepin and campus recruitment programs, which supplemented the Group with employees of essential qualities to support steady growth of its business. In order to cultivate employees' value in line with Group's core value, the Group has been actively seeking suitable employees in campus in recent years, and the Group increased its competitiveness in the job market by continuing its efforts in boosting its branding to attract and retain talents through offering competitive remuneration package and training programs.

5. 僱員關懷(續)

5.1 人才管理(續)

5.1.1 多渠道招聘人才，僱員間 嚴格分配工作(續)

案例研究：
2023年校園招聘計劃



自2022年9月起，本集團於廣州、武漢、長沙及西安等多個城市推出技術研發、服務需求、服務實施等管培生招聘計劃，吸引大批畢業生。

5. CARING OF EMPLOYEES (Continued)

5.1 Talent Management (Continued)

5.1.1 Recruitment of talent through multiple channel and implementation of strict work allocation amongst employees (Continued)

Case study:
2023 Campus recruitment program

Since September 2022, the Group announced its recruitment plan of management trainees in multiple cities including Guangzhou, Wuhan, Changsha and Xi'an in four areas, i.e. technological research and development, service demands, service implementation and etc, which attracted dozens of graduates.

5. 僱員關懷(續)

5.1 人才管理(續)

5.1.1 多渠道招聘人才，僱員間嚴格分配工作(續)

案例研究：(續)

2023年校園招聘計劃(續)

本集團嚴格把控招聘流程，以於招聘流程的各個環節(如簡歷篩選、筆試、面試及入職審查)盡可能招攬符合其願景及價值觀的人才。各級僱員(包括實習生)一經錄用，本集團將向其提供詳盡的招聘資料，當中訂明各職位所需的資質。本集團嚴格遵守中國有關招聘的相關法律法規，例如嚴格進行背景資料調查，確保申請人的年齡及資質符合本集團的要求。倘本集團發現任何所提供的資料不準確，如隱瞞年齡或存在強迫勞工的情況，本集團將進行相應調查，倘調查結果顯示存在上述情況，本集團將終止僱傭合同並進行內部審核及整改。2022年，本集團概無違反有關聘用童工或強迫勞工的法律。

5. CARING OF EMPLOYEES (Continued)

5.1 Talent Management (Continued)

5.1.1 Recruitment of talent through multiple channel and implementation of strict work allocation amongst employees (Continued)

Case study: (Continued)

2023 Campus recruitment program (Continued)

The Group has been tightening the recruitment process in order to maximise its ability in searching for talents in line with its visions and values during each step of recruitment process (e.g. resume screening, written test, interview and application review). Once hired, the Group would provide detailed recruitment information to all level of employees including interns, which specified the qualification for each position. The Group strictly abide by the relevant laws and regulations in the PRC relating to recruitment, e.g. it would conduct strict background information review to ensure applicants' age and qualification are able to satisfy the Group's requirements. If the Group identified any inaccurate information provided, such as age concealment or existence of forced labour, the Group would carry out investigation accordingly, and if the result of investigation reaffirmed the abovementioned situation, the Group would then terminate the employment contract and conduct internal review and rectification. In 2022, there was no breach of law relating to engagement of child labour or forced labour by the Group.

5. 僱員關懷(續)

5.1 人才管理(續)

5.1.2 反歧視及平等機會常規

本集團嚴格遵守反歧視原則，為僱員及應聘者提供平等機會，在僱用、晉升及薪酬待遇方面不會考慮僱員的民族、種族、婚姻狀況、性別、地區或宗教信仰，以建立一個多元包容的人才架構。本集團內部倡導互幫互助、共同成長的價值觀，考慮僱員的職業發展時，不會顧及僱員的職級和工作年限。本集團堅持「公開招聘、內部優先、公平競爭、擇優錄取」的招聘原則，制定有效的內部招聘及晉升機制，為優秀員工提供一個展示自身潛力及能力的平台。

5. CARING OF EMPLOYEES (Continued)

5.1 Talent Management (Continued)

5.1.2 Practice of anti-discrimination and equal opportunities

The Group strictly follows the principle of anti-discrimination by providing equal opportunities to employees and job applicants, which the Group would not take their ethnicity, race, marital status, gender, region or religious beliefs into consideration when offering employment, promotion and remuneration packages so as to build a diversified and inclusive structure of talents. The Group promotes the value of mutual assistance and common growth internally by disregarding employees' ranking and years of experience when it came to the consideration of employees' career progression. The Group consciously adhered to the recruitment principles of "open recruitment, internal priority, fair competition and selection of excellent talent", and formulated effective internal recruitment and promotion mechanisms so as to provide a platform for talented staffs to show their potential and abilities.

5. 僱員關懷(續)

5. CARING OF EMPLOYEES (Continued)

5.1 人才管理(續)

5.1 Talent Management (Continued)

5.1.2 反歧視及平等機會
常規(續)5.1.2 Practice of anti-discrimination and equal
opportunities (Continued)

按性別、僱傭類型、年齡組別及地區劃分的僱員總數

Total employees by gender, employment type, age group and geographical region

		僱員人數 (人)	百分比 (%)
		Number of employees	Percentage
		(person)	(%)
按性別 By gender	男性 Male	611	68.73%
	女性 Female	278	31.27%
按僱傭類型 By employment type	全職 Full-time	824	92.69%
	兼職 Part-time	65	7.31%
按年齡組別 By age group	30歲以下 Under 30	530	59.62%
	30至50歲 Between 30 to 50	353	39.71%
	50歲以上 Above 50	6	0.67%
按地區 By geographical region	中國內地 Mainland China	889	100.00%
僱員總數 Total employees		889	

5. 僱員關懷(續)

5. CARING OF EMPLOYEES (Continued)

5.1 人才管理(續)

5.1 Talent Management (Continued)

5.1.2 反歧視及平等機會
常規(續)5.1.2 Practice of anti-discrimination and equal
opportunities (Continued)

按性別、年齡組別及地理區域劃分之僱員數量及流失率

The number and turnover rate of employees by gender, age group and geographical region

		僱員人數 (人)	百分比 (%)
		Number of employees	Percentage (%)
		(person)	(%)
按性別劃分 By gender	男性 Male	239	20.71%
	女性 Female	121	21.38%
按年齡組別劃分 By age group	30歲以下 Under 30	294	23.43%
	30至50歲 Between 30 to 50	66	14.41%
	50歲以上 Above 50	0	0%
按地理區域劃分 By geographical region	中國大陸 Mainland China	360	20.93%

5. 僱員關懷(續)

5.2 保留及關愛僱員

5.2.1 薪酬及待遇

本集團根據相關僱員的職位性質、實際職能及責任設有兩種薪酬待遇模式，即月薪模式及年薪模式。月薪模式適用於二級部門管理人員以下的僱員，主要組成部分為月薪、項目獎金、年度獎金、股份獎勵及其他獎金，而年薪模式適用於二級部門管理人員至中高級管理職位的僱員，主要組成部分為月薪、績效獎金、股份獎勵及其他獎勵。本集團的薪酬模式體現以下五項原則：

- | | |
|-----------------------------|--|
| (1) 市場匹配： | 經考慮本集團的戰略目標及發展階段，本集團保證薪金與市場水平相匹配，以吸引、激勵及挽留重要人才； |
| (1) Market-matching: | Taking into account of the Group's strategic goals and stage of development, the Group assured that the salary would match the market rate in order to attract, motivate and retain key talents; |
| (2) 寬頻薪酬： | 為建立雙向的職業發展道路，即業務發展及管理，本集團採納寬頻薪酬，以提供薪金發展空間； |
| (2) Bandwidth remuneration: | In order to establish a dual-direction career path, i.e. business development and management, the Group adopted bandwidth remuneration to provide a salary development space; |
| (3) 績效掛鉤： | 僱員收入與其績效掛鉤，獎金則乃參考個人考核及本集團的整體表現發放； |
| (3) Performance-related: | Employees' income is linked to their performance while the bonus is paid with reference to personal appraisal and the overall performance of the Group; |

5. CARING OF EMPLOYEES (Continued)

5.2 Retaining and Caring of Employees

5.2.1 Remuneration and benefits

The Group has two mode of remuneration package, i.e. monthly salary package and annual salary package, based on the nature of position and the actual functions and responsibilities borne by the relevant employees. Monthly salary package is applicable to employees who ranked under tier two department managerial personnel, the major components are monthly salary, process bonus, annual bonus, share award and other bonuses, whereas annual salary package is applicable to employees who ranked between tier two department managerial personnel to mid-to-high level management positions, the major components being monthly salary, performance bonus, share award and other awards. The Group's remuneration packages reflect the following five principles:

5. 僱員關懷(續)

5.2 保留及關愛僱員(續)

5.2.1 薪酬及待遇(續)

(4) 可持續發展：

(4) Sustainable development:

(5) 動態性：

(5) Dynamic nature:

5. CARING OF EMPLOYEES (Continued)

5.2 Retaining and Caring of Employees (Continued)

5.2.1 Remuneration and benefits (Continued)

本集團參考各僱員創造的經濟價值分配收入，並根據本集團的戰略發展、就業市場競爭力、規範企業治理架構及內部管理制定薪金分配模式，以促進本集團的可持續發展；及

The Group distributes income with reference to the economic value created by respective employees, and establishes a salary distribution model based on the Group's strategic development, the competitiveness of the job market, regulated corporate governance structure and internal management, to promote the sustainable development of the Group; and

根據多項因素及時調整整體薪酬架構及薪金支付，如業務運營效率、市場水平及宏觀因素變動，以適應本集團不斷變化的業務及人力資源發展需求。

The overall remuneration structure and salary payment shall be adjusted in a timely manner based on number of factors, such as the efficiency of business operation, market rate and changes in macroeconomic factors so as to adapt to the changing business and human resource development needs of the Group.

5. 僱員關懷(續)

5.2 保留及關愛僱員(續)

5.2.1 薪酬及待遇(續)

本集團相信，吸引、挽留及激勵合格人員的能力乃其成功的關鍵因素。除提供社會保險及住房公積金外，本集團亦提供餐補、交通補貼及手提電腦津貼。本集團採用每週工作五日、40個小時的工作安排，鼓勵其僱員於正常工作時間內高效完成任務，不提倡加班。倘切實需於國家節假日及週末工作，僱員需提前尋求批准，本集團將為其安排調休並給予加班津貼。本集團僱員可享受國家節假日、帶薪年假、婚假、孕假、產假及計劃生育假、病假及喪假。本集團認為上述政策自其成立以來成功助其吸引及挽留核心僱員。

5. CARING OF EMPLOYEES (Continued)

5.2 Retaining and Caring of Employees (Continued)

5.2.1 Remuneration and benefits (Continued)

The Group believes that the abilities to attract, retain and motivate qualified personnel are the key factors to its success. Apart from the provisions of social insurance and housing provident funds, the Group also provides meals, travel and laptop allowances. Apart from adopting five working days and 40 working hours per week, the Group encourages its employees to complete their tasks efficiently during normal working hours and not to work overtime. If there is a genuine need to work during national holidays and weekends, employees are required to seek prior approval and the Group will re-arrange holidays and offer overtime allowances to them. The Group's employees are entitled to national holidays, paid annual leaves, marriage leaves, pregnancy leaves, maternity and family planning leaves, sick leaves and bereavement leaves. The Group believes that the above policies help to attract and retain its core employees successfully since its establishment.

5. 僱員關懷(續)

5.2 保留及關愛僱員(續)

5.2.2 職業健康及僱員關懷

- (1) 豐富的社交活動：本集團定期組織多種文體活動，如籃球比賽、羽毛球比賽及棋牌遊戲活動，令僱員有機會進行鍛煉及休息，從而放鬆身心，增加工作團隊的凝聚力。



籃球比賽
Basketball competition



棋牌遊戲活動
Board-game event



羽毛球比賽
Badminton competition

5. CARING OF EMPLOYEES (Continued)

5.2 Retaining and Caring of Employees (Continued)

5.2.2 Occupational health and caring of employees

- (1) *Plentiful social events*: The Group organised various cultural and sport events such as basketball competition, badminton competition and board-game event regularly to provide employees with opportunities to exercise and rest so that employees can relax and ultimately be more cohesive to the working team.

5. 僱員關懷(續)

5.2 保留及關愛僱員(續)

5.2.2 職業健康及僱員關懷(續)

- (2) *僱員健康*：本集團將僱員的職業健康及安全放在首位，嚴格遵守中國相關法律法規，包括但不限於《中華人民共和國消防法》等。本集團採取多項措施保護僱員的職業健康及安全，包括每月檢視消防設備，確保辦公室的消防安全；每年組織僱員體檢及心理健康講座(「**玄愛週**」)；疫情期間每天提供口罩及對工作場所進行消毒並設有允許感染COVID-19病毒的僱員居家辦公或休息的機制。

5. CARING OF EMPLOYEES (Continued)

5.2 Retaining and Caring of Employees (Continued)

5.2.2 Occupational health and caring of employees (Continued)

- (2) *Healthcare of employees*: The Group prioritises occupational health and safety of the employees and complied strictly with the relevant laws and regulations in the PRC, including but not limited to the *Fire Control Law of the PRC*, etc. The Group took a number of measures to protect occupational health and safety of employees, including conducting monthly inspection of fire-fighting equipment to ensure fire safety of the office, organizing annual body check-ups for employees and mental health talks (“**Xuan Ai Week**”), providing masks daily and disinfecting the workplace during epidemic and mechanisms for employees who caught COVID-19 to work from home or rest at home.

5. 僱員關懷(續)

5.2 保留及關愛僱員(續)

5.2.2 職業健康及僱員關懷(續)

(2) (續)

由於本集團業務性質，僱員主要於辦公室場所工作，不受塵土、放射性物質及其他有毒有害因素的侵擾。因此，本集團並無存在任何職業安全隱患。於過去三年，本集團並無發生工作致死事件。於報告期內，並無因工傷而損失的工作天數。



辦公室消毒

Disinfection of the office



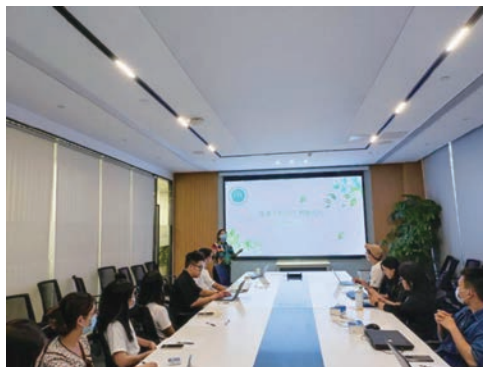
健身計劃—背部運動

Fitness program — back exercises



有關體檢報告指標的講座

Talk regarding indicators of body check reports



心理健康講座

Mental health talk

5. CARING OF EMPLOYEES (Continued)

5.2 Retaining and Caring of Employees (Continued)

5.2.2 Occupational health and caring of employees (Continued)

(2) (Continued)

Due to the nature of the Group's operation, employees mainly work in office place, and they are not exposed to dust, radioactive substances and other toxic and harmful factors. Consequently, the Group is not involved in any occupational health risks. In the past three years, the Group recorded no work-related fatal incident. During the Reporting Period, there is no loss of working days due to work-related injuries.

5. 僱員關懷(續)

5.3 職業發展及員工培訓

如上所述，本集團相信，吸引、挽留及激勵人才乃其成功的關鍵因素。因此，本集團努力持續實現其業務及發展目標，創造價值，從而能夠反哺人才。本集團已為各級僱員的職業發展及培訓投入大量資源，包括入職培訓、在職培訓、專業發展研討會及認證教育課程。本集團亦推出線上學習平台*X-Learning*，本集團在該平台上總結僱員日常工作的最佳實踐，以便其靈活學習。同時，僱員可於線上學習平台*X-Learning*上獲得最新學習材料，有助其開闊視野。

5. CARING OF EMPLOYEES (Continued)

5.3 Career Development and Staff Training

As mentioned, the Group believes that attract, retain and motivate talents is the key to its success, so the Group strives to consistently achieve its business and development targets in order to create value which will enable reinvestment in talents. The Group has invested significant resources in career development and training to employees of all levels, which includes newcomers' training, on-the-job training, professional development seminars and accredited educational courses. The Group also launched an online learning platform, *X-Learning*, on which the Group would summarise the best practices on daily work done by employees so as to allow them to learn in a flexible approach. At the same time, the employees, through the online learning platform *X-Learning*, would have access to the latest learning materials, which would help broadening their horizons.

5. 僱員關懷(續)

5.3 職業發展及員工培訓(續)

5. CARING OF EMPLOYEES (Continued)

5.3 Career Development and Staff Training
(Continued)

受訓僱員百分比(2022年)

Percentage of employees trained (2022)

僱員人數	受訓僱員人數	受訓僱員百分比	總培訓時間	平均培訓時間
Number of employees	Number of employees trained	Percentage of employees trained	Total training hours	Average training hours
889	804	90.44%	44,644.50	55.53

按性別劃分的受訓僱員人數(2022年)

Number of employees trained by gender (2022)

男性 僱員人數	受訓男性 僱員人數	受訓男性 僱員百分比	男性僱員 總受訓 時長	男性僱員 平均受訓 時長	女性 僱員人數	受訓女性 僱員人數	受訓女性 僱員百分比	女性僱員 總受訓 時長	女性僱員 平均受訓 時長
Number of male employees	Number of male employees trained	Percentage of male employees trained	Total training hours of male employees	Average training hours of male employees	Number of female employees	Number of female employees trained	Percentage of female employee trained	Total training hours of female employees	Average training hours of female employees
611	562	91.98%	31,251	55.61	278	242	87.05%	13,393.5	55.35

5. 僱員關懷(續)

5. CARING OF EMPLOYEES (Continued)

5.3 職業發展及員工培訓(續)

5.3 Career Development and Staff Training

(Continued)

按級別劃分的受訓僱員人數(2022年)
Number of employees trained by rank (2022)

高級管理層人數 Number of senior management	受訓高級管理層人數 Number of senior management trained	受訓高級管理層百分比 Percentage of senior management trained	高級管理層總受訓時長 Total training hours of senior management	高級管理層平均受訓時長 Average training hours of senior management
11	11	100.00%	151	13.73
中級管理層人數 Number of middle management	受訓中級管理層人數 Number of middle management trained	受訓中級管理層百分比 Percentage of middle management trained	中級管理層總受訓時長 Total training hours of middle management	中級管理層平均受訓時長 Average training hours of middle management
47	47	100.00%	1,528	32.51
初級僱員人數 Number of junior employees	受訓初級僱員人數 Number of junior employees trained	受訓初級僱員百分比 Percentage of junior employees trained	初級僱員總受訓時長 Total training hours of junior employees	初級僱員平均受訓時長 Average training hours of junior employees
831	746	89.77%	42,965.5	57.59

5. 僱員關懷(續)

5. CARING OF EMPLOYEES (Continued)

5.3 職業發展及員工培訓(續)

5.3 Career Development and Staff Training (Continued)



X-Learning 平台

X-Learning platform



產品經理培訓—產品路標規劃

Product manager training —
 Direction on planning of products



後備核心管理層培訓—
 提升領導力表現管理工具

Back-up core management training
 — Elevating Leaders Performance
 management tools



優才計劃第9期—人生加速器

Phase 9 of Talent Program —
 Life accelerator



在中國華西區舉行的普通消費
 行業的銷售專業培訓。
 Profession training on sales of
 general consumption industry held
 in Western China.



3個主要職位的軟技能培訓—
 高質量溝通
 Soft skill training for 3 major
 positions — high quality
 communication

6. 落實綠色發展

於2022年，本集團堅守綠色發展的理念。本集團遵守《中華人民共和國環境保護法》，持續全面推進綠色營運，利用先進技術減少排放量，並運用前沿商業模式及科學運營思維減少了日常業務運營對環境的影響。由於本集團業務性質所致，本集團於其日常運營過程中並無明顯污染物排放或消耗大量能源，因此，本集團不會對環境及自然資源造成重大負面影響。

6.1 節能減排

為響應中國政府提出的「2030年前實現碳達峰，2060年前實現碳中和」行動，本集團一直遵循低碳排放理念，並通過實施節能措施及提供環保教育，提高全體僱員的節能意識。

本集團已採取的措施包括：

- 鼓勵綠色出行，包括乘坐公交及地鐵等公共交通工具；
- 在正常辦公時間及工作日，所有空調設置為統一溫度，4月至9月為26攝氏度及12月至3月為20攝氏度，並在下班後及非工作日關閉所有空調；

6. IMPLEMENTATION OF GREEN DEVELOPMENT

In 2022, the Group adheres to the idea of green development. By continuously enhancing all aspects of green operation in compliance with the *Environmental Protection Law of the PRC*, the Group has reduced its emission with advanced technologies, and reduced the impact on environment during daily business operations with application of cutting-edge business model and scientific operational thinking. Due to the nature of the Group's business, the Group does not have obvious emission of pollutants or consume significant energy during its daily operation, thus the Group would not cause significant negative impact on the environment and natural resources.

6.1 Energy Conservation and Emission Reduction

In response to the campaign of "Reaching peak of CO₂ emission by 2030 and achieving carbon-neutral by 2060" proposed by the PRC government, the Group has been following the concept of low carbon emission and promoting the idea of energy-saving amongst all employees by implementation of energy-saving measures and provision of environmental protection education.

The measures adopted by the Group including:

- Encourage green travelling including taking public transport such as bus and railway;
- Set all air-conditioner to a unified temperature of 26 degree Celsius from April to September and 20 degree Celsius from December to March, during normal office hours and working days, and switch off all air-conditioners after office hours and on non-working days;

6. 落實綠色發展(續)**6.1 節能減排(續)**

- 會議室不使用時，關閉會議室的空調，並在會議室的出入口張貼提示，提醒僱員離開時關閉空調；
- 安排技術人員定期維護空調冷卻系統；
- 定期清理垃圾並嚴格分類，回收並鼓勵循環利用主要的可重複使用廢棄物；
- 鼓勵無紙化辦公，盡量減少圖片複印及打印，並鼓勵雙面打印及廢紙再利用；
- 通過使用電話及線上渠道組織會議，促進綠色會議；
- 在茶水間提供微波爐，鼓勵僱員自帶餐盒以減少一次性餐具的使用；

6. IMPLEMENTATION OF GREEN DEVELOPMENT (Continued)**6.1 Energy Conservation and Emission Reduction (Continued)**

- Switch off the air-conditioning of conference room when the meeting room is not in use, and to post reminders at the entrances and exits of conference rooms to remind employees to switch off the air-conditioners when they leave;
- Arrange technicians to maintain the air-conditioning cooling systems on a regular basis;
- Remove trash regularly with strict classification, and to recycle and encourage the re-using major reusable wastes;
- Encourage paperless working to minimise photocopying and printing, and encourage double-side printing and reusing of waste paper;
- Promote green meetings by organising meetings through the usage of phone and online channels;
- Provide microwave in pantry to encourage employees to bring their own meal box so as to reduce the use of one-time cutlery;

6. 落實綠色發展(續)

6.1 節能減排(續)

- 採用多模控制照明系統以及使用LED及節能燈具；
- 午餐時間關閉辦公室的所有照明電燈，下班後關閉全部電器，如電燈、電腦、打印機及飲水機；
- 會議室不使用時，關閉會議室的電燈，並在會議室的出入口張貼提示，提醒僱員離開時關閉電燈；
- 購買新電器時選擇節能綠色產品；
- 鼓勵僱員自帶筆記本電腦並給予現金報銷，以減少不必要的電子污染；及
- 所有馬桶沖洗器及水龍頭採用自動感應系統，以避免因僱員忘記關閉沖洗器及水龍頭而浪費水資源。

6. IMPLEMENTATION OF GREEN DEVELOPMENT (Continued)

6.1 Energy Conservation and Emission Reduction (Continued)

- Adopt multi-control lighting system, and use LED and energy-saving light bulbs;
- Switch off all office light during the lunch hour, and all electric appliances such as lighting, computers, printers and water dispensers will be switched off after office hour;
- Switch off the lighting of conference room when the meeting room is not in use, and to post reminders at the entrances and exits of conference rooms to remind employees to switch off the lights when they leave;
- Opt for energy-saving green products when purchasing new electric appliances;
- Encourage employees to bring their own laptop with cash reimbursement so as to reduce unnecessary electrical waste; and
- Apply automatic system with all toilet flushes and handwashing taps to avoid water wastage when employees forgot to shut the flushes and taps.

6. 落實綠色發展(續)

6.1 節能減排(續)

溫室氣體排放類型
Type of GHG emissions

範圍1直接排放
Scope 1 Direct emissions
範圍2間接排放
Scope 2 Indirect emissions

總計
Total

密度
Intensity

6. IMPLEMENTATION OF GREEN DEVELOPMENT (Continued)

6.1 Energy Conservation and Emission Reduction (Continued)

二氧化碳排放量
CO₂ emissions

二氧化碳
當量排放
Equivalent CO₂
emissions
2022年
2022

不適用(附註1)
N/A^(Note 1)
193,576.95 千克
193,576.95 kg

193,576.95 千克
193,576.95 kg

26.25 千克/平方米
26.25 kg/m²

附註1:基於以下原因,未能獲得與直接排放範圍有關的排放數據:(i)本集團並無擁有任何私家車;(ii)本集團的業務不會產生大量直接溫室氣體排放;(iii)本集團的空調系統為中央空調系統,由物業部門負責維護。

Note 1: Emission data in relation to scopes of direct emissions was not available based on the following reasons: (i) the Group did not own any private vehicle; (ii) the Group's business would not generate significant amount of direct greenhouse gas emissions; (iii) the Group's air-conditioning system was a central system, which was maintained by the property management.

能源消耗
Energy Consumption

能源類型
Type of energy

2022年
2022

電力(千瓦時)
Electricity (kWh)

333,178.91

能源密度
Energy intensity

45.18 千瓦時/平方米
45.18 kWh/m²

6. 落實綠色發展(續)

6.1 節能減排(續)

廢棄物種類 Type of waste

有害廢棄物
Hazardous wastes
無害廢棄物
Non-hazardous waste

2022年
2022

不適用(附註2)
N/A(附註2)
600 千克(附註3)
600 kg(附註3)

密度 Intensity

0.08 千克/平方米
0.08 kg/m²

附註2: 由於業務性質, 本集團不會產生大量有害廢棄物, 因此本集團產生的有害廢棄物數量甚微, 不會對環境造成重大影響。

附註3: 本集團產生的無害廢棄物主要是食品廢棄物及一般辦公室廢棄物。

6. IMPLEMENTATION OF GREEN DEVELOPMENT (Continued)

6.1 Energy Conservation and Emission Reduction (Continued)

廢棄物 Wastes

Note 2: Due to the business nature, the Group does not generate significant hazardous wastes, and therefore the amount of hazardous wastes generated by the Group is minimal and will not cause significant impact on the environment.

Note 3: Non-hazardous waste generated by the Group are mainly food waste and general office waste.

6.2 對抗氣候變化

近年來, 暴雨及颱風等極端天氣事件頻繁發生, 造成電力供應中斷及洪水等連鎖反應, 這可能會對本團的CRM PaaS服務及CRM SaaS服務的安全造成重大風險及影響。本集團一直在積極識別氣候變化給本集團業務帶來的潛在影響, 並採取了一些應急措施, 以盡量降低氣候變化對集團業務運營造成的潛在影響。例如, 本集團將在暴雨及颱風等極端天氣事件發生前將天氣情況告知僱員, 並向彼等提供如何應對極端天氣事件的信息, 確保服務持續可用及穩定; 並將其大部分計算資源存放在雲存儲系統及定期備份數據。

6.2 COMBATING CLIMATE CHANGE

In recent years, extreme weather events such as heavy rains and typhoons occurred frequently, resulting in chain reaction such as disruption of power supply and flooding, which could potentially lead to significant risk and impact on the security of the Group's CRM PaaS services and CRM SaaS services. The Group has been identifying actively the possible impact of climate change on the Group's business and has put in place of some emergency measures in order to minimise the potential impact caused by climate change to the Group's business operation. For example, the Group would inform its employees about the weather prior to extreme weather events such as heavy rains and typhoons, and provide them with information on how to prepare for extreme weather events so as to ensure the availability and stability of services; and place most of its computing resources onto cloud storage system and to back-up data on a regular basis.

7. 積極投入社會公益事項

本集團大力支持社會公益事項，並積極履行其社會責任。2022年，本集團組織了多項社會及慈善活動，以構建社會主義和諧社會，向公眾傳遞溫暖及善意。未來，本集團將繼續參與社會及慈善活動，旨在成為最具影響力的企業之一。本集團組織了多項慈善活動，例如向防疫工作人員提供免費飲料、鼓勵僱員參與捐贈圖書援建貧困山區圖書館、鼓勵僱員參加「行走捐」及「愛心蛋」等外部慈善活動，為心臟病患者籌集資金。本公司共有100名僱員參加了上述慈善活動。

7. ENTHUSIASM ABOUT SOCIAL WELFARE

The Group is committed to supporting social welfare and fulfil its social responsibilities actively. In 2022, the Group organised multiple social and charitable events to build a socialist harmonious society and delivered warmth and kindness to the public. In the future, the Group will continue to participate in social and charitable events to become one of the most influential enterprises. The Group had organised several charitable events such as providing free drinks to epidemic prevention workers, organising books donation to participate in the building of libraries for the poor to in mountain areas, encouraging employees to participate in external charitable events such as “donation of walking steps” and “Aixin dan” to raise money for heart disease patients. A total of 100 employees were participated in the abovementioned charitable events.



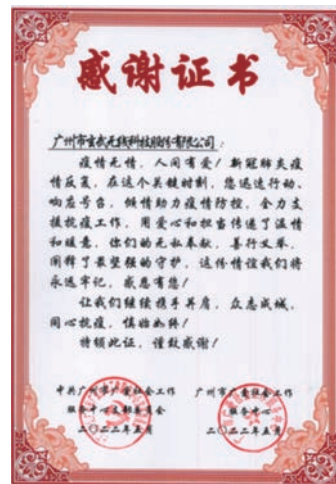
圖書捐贈

Book Donations



有關慈善活動的內部通知

Internal notice on charitable event



防疫辦公室的感謝信

Thank you letter from epidemic prevention office

附錄一 — 環境、社會及管治指引 索引

APPENDIX I — ESG GUIDE INDEX

層面 Aspect	規定 Requirement	章節 Chapter
A1 : 排放物	<p>一般披露</p> <p>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：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例</p> <p>的資料。</p>	6—落實綠色發展
A1: Emissions	<p>General Disclosure</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.</p> <p>附註： 廢氣排放包括氮氧化物、硫氧化物及其他受國家法律及規例規管的污染物。</p> <p>Note: Air emissions include NO_x, SO_x, and other pollutants regulated under national laws and regulations.</p> <p>溫室氣體包括二氧化碳、甲烷、氧化亞氮、氫氟碳化合物、全氟化碳及六氟化硫。</p> <p>Greenhouse gases include carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons and sulphur hexafluoride.</p> <p>有害廢棄物指國家規例所界定者。</p> <p>Hazardous wastes are those defined by national regulations.</p>	6— IMPLEMENTATION OF GREEN DEVELOPMENT

層面 Aspect	規定 Requirement	章節 Chapter
關鍵績效指標 A1.1	排放物種類及相關排放數據。	不適用。本集團並無擁有任何私家車，因此概無有關數據。
KPI A1.1	The types of emissions and respective emissions data.	<i>Not applicable.</i> The Group does not own any private car so there is no such data.
關鍵績效指標 A1.2	溫室氣體排放總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	6.1—節能減排
KPI A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	6.1—ENERGY CONSERVATION AND EMISSION REDUCTION
關鍵績效指標 A1.3	所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	於報告期內，本集團並無產生重大有害廢棄物。
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	The Group did not generate significant hazardous waste during Reporting Period.
關鍵績效指標 A1.4	所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	6.1—節能減排
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	6.1—ENERGY CONSERVATION AND EMISSION REDUCTION
關鍵績效指標 A1.5	描述減排措施及所得成果。	6.1—節能減排
KPI A1.5	Description of measures to mitigate emissions and results achieved.	6.1—ENERGY CONSERVATION AND EMISSION REDUCTION

層面 Aspect	規定 Requirement	章節 Chapter	
	關鍵績效指標 A1.6 KPI A1.6	描述如何處理有害及無害廢棄物、減排的措施及所得成果。 Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved.	6.1—節能減排 6.1—ENERGY CONSERVATION AND EMISSION REDUCTION
A2 : 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—落實綠色發展	
A2: Use of Resources	General Disclosure Policies on the efficient use of resources, including energy, water and other raw materials. 附註 : Note:	6— IMPLEMENTATION OF GREEN DEVELOPMENT	
	資源可用於生產、儲存、運輸、樓宇、電子設備等。 Resources may be used in production, in storage, transportation, in buildings, electronic equipment, etc.		
	關鍵績效指標 A2.1 KPI A2.1	按類型劃分的直接及/或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。 Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	6.1—節能減排 6.1—ENERGY CONSERVATION AND EMISSION REDUCTION
	關鍵績效指標 A2.2 KPI A2.2	耗水總量及密度(如以每產量單位、每項設施計算)。 Water consumption in total and intensity (e.g. per unit of production volume, per facility).	不適用。本集團於租賃場所內運營，供水及排水由建築管理部門控制，個別用戶不設分戶水錶。 <i>Not applicable.</i> The Group operates in leased premises with supply and discharge of water controlled by building management and no sub-metering for individual occupants.

層面 Aspect	規定 Requirement	章節 Chapter
關鍵績效指標 A2.3	描述能源使用效益計劃及所得成果。 Description of energy use efficiency initiatives and results achieved.	6.1—節能減排 6.1—ENERGY CONSERVATION AND EMISSION REDUCTION
關鍵績效指標 A2.4	描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。 Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved.	6.1—節能減排 6.1—ENERGY CONSERVATION AND EMISSION REDUCTION
關鍵績效指標 A2.5	製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位估量。 Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	不適用。本集團的業務經營並不直接牽涉使用包裝材料。 <i>Not applicable.</i> The Group's business does not involve the use of any packaging material.

層面 Aspect	規定 Requirement	章節 Chapter
A3 : 環境及天然資源	一般披露 減低發行人對環境及天然資源造成重大影響的政策。	6.1—節能減排
A3: The Environment and Natural Resources	General Disclosure Policies on minimising the issuer's significant impact on the environment and natural resources.	6.1—ENERGY CONSERVATION AND EMISSION REDUCTION
	關鍵績效指標 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。 A3.1 KPI A3.1	6.1—節能減排 6.1—ENERGY CONSERVATION AND EMISSION REDUCTION
A4 : 氣候變化	一般披露 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—落實綠色發展
A4: Climate Change	General Disclosure Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	6— IMPLEMENTATION OF GREEN DEVELOPMENT
	關鍵績效指標 描述已經及可能會對發行人產生影響的重大氣候相關事宜及已採取管理有關影響的行動。 A4.1 KPI A4.1	6.2—對抗氣候變 化 6.2—COMBATING CLIMATE CHANGE
	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	

層面 Aspect	規定 Requirement	章節 Chapter
B1 : 僱傭	<p>一般披露</p> <p>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：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例</p> <p>的資料。</p>	5.1 — 人才管理
B1: Employment	<p>General Disclosure</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p>	5.1 — TALENT MANAGEMENT
	<p>relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.</p>	
	<p>關鍵績效指標 按性別、僱傭類型(如全職或兼職)、年齡組別劃分及地區劃分的僱員總數。</p> <p>B1.1 KPI B1.1 Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.</p>	<p>5.1.2 — 反歧視及平等機會常規</p> <p>5.1.2 — Practice of anti-discrimination and equal opportunities</p>
	<p>關鍵績效指標 按性別、年齡組別劃分及地區劃分的僱員流失比率。</p> <p>B1.2 KPI B1.2 Employee turnover rate by gender, age group and geographical region.</p>	<p>5.1.2 — 反歧視及平等機會常規</p> <p>5.1.2 — Practice of anti-discrimination and equal opportunities</p>

層面 Aspect	規定 Requirement	章節 Chapter
B2 : 健康與安全	<p>一般披露</p> <p>有關提供安全工作環境及保障僱員避免職業性危害的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例</p> <p>的資料。</p>	5.1 — 人才管理
B2: Health and Safety	<p>General disclosure</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to providing a safe working environment and protecting employees from occupational hazards.</p>	5.1 — TALENT MANAGEMENT
關鍵績效指標 B2.1	<p>過去三年(包括匯報年度)每年因工亡故的人數及比率。</p> <p>KPI B2.1 Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.</p>	5.2.2 — 職業健康及 僱員關懷 5.2.2 — Occupational health and caring of employees
關鍵績效指標 B2.2	<p>因工傷損失工作日數。</p> <p>KPI B2.2 Lost days due to work injury.</p>	5.2.2 — 職業健康及 僱員關懷 5.2.2 — Occupational health and caring of employees
關鍵績效指標 B2.3	<p>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。</p> <p>KPI B2.3 Description of occupational health and safety measures adopted, how they are implemented and monitored.</p>	5.2 — 保留及關愛 僱員 5.2 — RETAINING AND CARING OF EMPLOYEES

層面 Aspect	規定 Requirement	章節 Chapter
B3 : 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。	5.3—職業發展及 員工培訓
B3: Development and Training	General Disclosure Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 附註： Note:	5.3 — CAREER DEVELOPMENT AND STAFF TRAINING
	培訓指職業培訓，可包括由僱主付費的內外部課程。 Training refers to vocational training. It may include internal and external courses paid by the employer.	
關鍵績效指標 B3.1	按性別及僱員類別(如高級管理層、中級管理層)劃分的受訓僱員百分比。	5.3—職業發展及 員工培訓
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	5.3 — CAREER DEVELOPMENT AND STAFF TRAINING
關鍵績效指標 B3.2	按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	5.3—職業發展及 員工培訓
KPI B3.2	The average training hours completed per employee by gender and employee category.	5.3 — CAREER DEVELOPMENT AND STAFF TRAINING

層面 Aspect	規定 Requirement	章節 Chapter
B4 : 勞工準則	一般披露 有關防止童工及強制勞工的： (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。	5.1.1 — 多渠道招聘 人才，僱員間嚴格 分配工作
B4: Labour Standards	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	5.1.1 — Recruitment of talent through multiple channels and implementation of strict work allocation amongst employees
關鍵績效指標 B4.1	描述審核招聘慣例的措施以避免童工及強制勞工。	5.1.1— 多渠道招聘 人才，僱員間嚴格 分配工作
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	5.1.1 — Recruitment of talent through multiple channels and implementation of strict work allocation amongst employees
關鍵績效指標 B4.2	描述在發現違規情況時消除有關情況所採取的步 驟。	5.1.1 — 多渠道招聘 人才，僱員間嚴格 分配工作
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	5.1.1 — Recruitment of talent through multiple channels and implementation of strict work allocation amongst employees

層面 Aspect	規定 Requirement	章節 Chapter
B5 : 供應鏈管理	一般披露	4.4—服務質量控制及頻密的行業交流
	管理供應鏈的環境及社會風險政策。	
B5: Supply Chain Management	General Disclosure	4.4 — CONTROL OF SERVICE QUALITY AND FREQUENT INDUSTRY COMMUNICATION
	Policies on managing environmental and social risks of the supply chain.	
	關鍵績效指標 按地區劃分的供應商數目。	4.4—服務質量控制及頻密的行業交流
	B5.1	
	KPI B5.1	Number of suppliers by geographical region.
		4.4 — CONTROL OF SERVICE QUALITY AND FREQUENT INDUSTRY COMMUNICATION
	關鍵績效指標	4.4—服務質量控制及頻密的行業交流
	B5.2	
	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。	
	KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.
		4.4 — CONTROL OF SERVICE QUALITY AND FREQUENT INDUSTRY COMMUNICATION
	關鍵績效指標	4.4—服務質量控制及頻密的行業交流
	B5.3	
	描述用於識別供應鏈的環境及社會風險的慣例以及有關慣例的執行及監察方法。	
	KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.
		4.4 — CONTROL OF SERVICE QUALITY AND FREQUENT INDUSTRY COMMUNICATION

層面 Aspect	規定 Requirement	章節 Chapter
	<p>關鍵績效指標 描述用於甄選供應商時推動環保產品及服務的慣例以及有關慣例的執行及監察方法。</p> <p>B5.4</p>	4.4—服務質量控制及頻密的行業交流
	<p>KPI B5.4 Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.</p>	4.4 — CONTROL OF SERVICE QUALITY AND FREQUENT INDUSTRY COMMUNICATION
B6 : 產品責任	<p>一般披露</p> <p>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：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例</p> <p>的資料。</p>	4—服務優勢
B6: Product Responsibility	<p>General Disclosure</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.</p>	4 — SERVICES ADVANTAGES
	<p>關鍵績效指標 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。</p> <p>B6.1</p>	不適用。本集團的業務不涉及安全與健康方面的任何風險。
	<p>KPI B6.1 Percentage of total products sold or shipped subject to recalls for safety and health reasons.</p>	Not Applicable. The Group's business does not involve any risk in terms of safety and health.

層面 Aspect	規定 Requirement	章節 Chapter
關鍵績效指標 B6.2	接獲關於產品及服務的投訴數目以及應對方法。	4.2—持續控制服務質量，加強與客戶的關係
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	4.2 — KEEPING CONTROL OF SERVICE QUALITY AND STRENGTH RELATIONSHIP WITH CLIENTS
關鍵績效指標 B6.3	描述與維護及保護知識產權有關的慣例。	4.3.2—知識產權管理
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	4.3.2 — Intellectual property management
關鍵績效指標 B6.4	描述質量檢定過程及產品回收程序。	4.2—持續控制服務質量，加強與客戶的關係
KPI B6.4	Description of quality assurance process and recall procedures.	4.2 — KEEPING CONTROL OF SERVICE QUALITY AND STRENGTH RELATIONSHIP WITH CLIENTS
關鍵績效指標 B6.5	描述消費者資料保障及私隱政策，以及相關執行及監察方法。	4.3.4—保護客戶數據隱私
KPI B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored.	4.3.4 — Data privacy protection for clients

層面 Aspect	規定 Requirement	章節 Chapter
B7 : 反貪污	<p>一般披露</p> <p>有關防止賄賂、勒索、欺詐及洗黑錢的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例</p> <p>的資料。</p>	4.3.3 — 商業道德
B7: Anti-corruption	<p>General Disclosure</p> <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to bribery, extortion, fraud and money laundering.</p>	4.3.3 — Business Ethnics
關鍵績效指標 B7.1	<p>於報告期間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。</p>	4.3.3 — 商業道德
KPI 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.	4.3.3 — Business Ethnics
關鍵績效指標 B7.2	描述防範措施及舉報程序，以及相關執行及監察方法。	4.3.3 — 商業道德
KPI B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	4.3.3 — Business Ethnics
關鍵績效指標 B7.3	描述向董事及員工提供的反貪污培訓。	4.3.3 — 商業道德
KPI B7.3	Description of anti-corruption training provided to directors and staff.	4.3.3 — Business Ethnics

層面 Aspect	規定 Requirement	章節 Chapter
B8 : 社區投資	一般披露 有關以社區參與來了解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—積極投入社會 公益事項
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—ENTHUSIASM ABOUT SOCIAL WELFARE
關鍵績效指標 B8.1	專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	7—積極投入社會 公益事項
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	7—ENTHUSIASM ABOUT SOCIAL WELFARE
關鍵績效指標 B8.2	在專注範疇所動用資源(如金錢或時間)。	7—積極投入社會 公益事項
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	7—ENTHUSIASM ABOUT SOCIAL WELFARE

FINANCIAL SUMMARY

財務概要

截至12月31日止年度

Year ended 31 December

		2018年 2018 人民幣千元 RMB'000	2019年 2019 人民幣千元 RMB'000	2020年 2020 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000	2022年 2022 人民幣千元 RMB'000
收益	REVENUE	518,835	600,201	796,762	991,941	1,043,378
毛利	GROSS PROFIT	185,501	196,694	193,793	232,392	225,647
經營(虧損)/利潤	OPERATING (LOSS)/PROFIT	30,432	11,956	29,663	14,307	(33,352)
除所得稅前(虧損)/ 利潤	(LOSS)/PROFIT BEFORE INCOME TAX	30,545	10,581	27,358	12,480	(36,302)
年內(虧損)/利潤及 全面收益總額	(LOSS)/PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE YEAR	29,804	13,478	29,307	15,351	(34,968)
經調整(虧損)/利潤 淨額	ADJUSTED NET (LOSS)/PROFITS	29,804	13,478	29,307	30,968	(11,997)

於12月31日

As at 31 December

		2018年 2018 人民幣千元 RMB'000	2019年 2019 人民幣千元 RMB'000	2020年 2020 人民幣千元 RMB'000	2021年 2021 人民幣千元 RMB'000	2022年 2022 人民幣千元 RMB'000
資產	ASSETS					
非流動資產	Non-current assets	40,572	37,843	33,636	63,240	55,215
流動資產	Current assets	273,639	291,553	434,603	484,727	619,436
總資產	Total assets	314,211	329,396	468,239	547,967	674,651
負債	LIABILITIES					
非流動負債	Non-current liabilities	11,739	6,341	382	24,268	18,165
流動負債	Current liabilities	104,461	142,775	196,088	236,545	233,697
負債總額	Total liabilities	116,200	149,116	196,470	260,813	251,862
權益	EQUITY					
本公司擁有人應佔權益	Equity attributable to owners of the Company	197,735	180,924	270,854	285,401	420,328
非控股權益	Non-controlling interests	276	(644)	915	1,753	2,461
總權益	Total equity	198,011	180,280	271,769	287,154	422,789
權益及負債總額	Total equity and liabilities	314,211	329,396	468,239	547,967	674,651

DEFINITIONS

釋義

於本年報內，除文義另有所指外，下列詞彙具有以下涵義：

In this annual report, the following expressions have the meanings set out below unless the context requires otherwise:

「管理委員會」 “Administration Committee”	指 獲董事會授予權力及授權管理受限制股份獎勵計劃的董事會轄下委員會，其成員將由董事會主席不時諮詢董事會轄下薪酬委員會主席後決定 a sub-committee of the Board, members of which shall be determined by the chairman of the Board from time to time, with consultation with the chairman of the remuneration committee of the Board, delegated with the power and authority by the Board to administer the Restricted Share Award Scheme;
「聯屬人士」 “affiliate”	指 直接或間接控制特定人士或直接或間接受特定人士控制或與特定人士受直接或間接共同控制的任何其他人士 any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
「股東週年大會」 “AGM”	指 本公司將於2023年6月26日或前後舉行的應屆股東週年大會 the forthcoming annual general meeting of the Company to be held on or around 26 June 2023
「AI」 “AI”	指 人工智能 artificial intelligence
「全渠道」 “all-channel”	指 企業與其客戶之間的線上及線下渠道，旨在進行產品及服務分銷或交付 the online and offline channels between enterprises and their customers for the purpose of products and services distribution or delivery
「AMS」 “AMS”	指 預警及維護系統 alarm and maintenance system
「aPaaS」 “aPaaS”	指 應用平台即服務 application platform as a service
「API」 “API”	指 應用編程接口 application programming interface
「細則」或 「組織章程細則」 “Articles” or “Articles of Association”	指 經修訂及重列的本公司組織章程細則 the amended and restated articles of association of the Company
「審計委員會」 “Audit Committee”	指 本公司董事會轄下的審計委員會 the audit committee of the Board of the Company
「核數師」 “Auditor”	指 本公司核數師羅兵咸永道會計師事務所 PricewaterhouseCoopers, the auditor of the Company
「獎勵股份」 “Award Share(s)”	指 根據受限制股份獎勵計劃的條款及條件授予的股份 Shares granted pursuant to terms and conditions of the Restricted Share Award Scheme

「董事會」 "Board"	指 董事會 the board of Directors
「英屬維爾京群島」 "BVI"	指 英屬維爾京群島 British Virgin Islands
「企業管治守則」 "CG Code"	指 上市規則附錄十四所載的《企業管治守則》 the Corporate Governance Code as set out in Appendix 14 to the Listing Rules
「基於雲」 "cloud-based"	指 通過互聯網向用戶提供的應用程序、服務或資源，由雲計算供應商的服務器按需提供，可訪問共享的可配置資源池 applications, services or resources made available to users on demand via the internet from a cloud computing provider's server with access to shared pools of configurable resources
「本公司」或「玄武」 "Company" or "Xuan Wu"	指 玄武雲科技控股有限公司，一家在開曼群島註冊成立的獲豁免有限公司，其股份於聯交所上市(股份代號：2392) Xuan Wu Cloud Technology Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange under stock code 2392
「綜合聯屬實體」 "Consolidated Affiliated Entities"	指 本公司通過合同安排控制的實體，即廣州玄武及其附屬公司(各自為一家「 綜合聯屬實體 」)，由於合同安排，其財務業績已併入本集團並作為本集團附屬公司入賬 the entities the Company control through the contractual arrangements, namely, Guangzhou Xuan Wu and its subsidiaries (each a " Consolidated Affiliated Entity "), the financial results of which have been consolidated and accounted for as the subsidiaries of the Group by virtue of the contractual arrangements
「合同安排」 "Contractual Arrangements"	指 玄韜、廣州玄武及其附屬公司以及登記股東之間訂立的一系列合同安排 the series of contractual arrangements entered into between Xuantao, Guangzhou Xuan Wu and its subsidiaries and the Registered Shareholders
「cPaaS」 "cPaaS"	指 通信平台即服務 communication platform as a service
「CRM」 "CRM"	指 客戶關係管理 customer relationship management
「DI」 "DI"	指 數據智能，公司為更好地了解資訊並從中獲得洞察力而採用的所有分析工具及方法 data intelligence, all the analytical tools and methods a company employs to form a better understanding of and get insights from the information
「董事」 "Director(s)"	指 本公司董事 the director(s) of the Company
「DMS」 "DMS"	指 分銷商管理系統 distributor management system

DEFINITIONS (CONTINUED)

釋義(續)

「員工持股計劃平台」	指	廣州玄東投資有限合夥企業(有限合夥)、廣州玄西投資有限合夥企業(有限合夥)、廣州玄南投資有限合夥企業(有限合夥)及廣州玄北投資有限合夥企業(有限合夥)或如文義所指，其中任何一家或多家公司
“ESOP Platforms”		Guangzhou Xuandong Investment Co., Ltd. (Limited Partnership) (廣州玄東投資有限合夥企業(有限合夥)), Guangzhou Xuanxi Investment Co., Ltd. (Limited Partnership) (廣州玄西投資有限合夥企業(有限合夥)), Guangzhou Xuannan Investment Co., Ltd. (Limited Partnership) (廣州玄南投資有限合夥企業(有限合夥)) and Guangzhou Xuanbei Investment Co., Ltd. (Limited Partnership) (廣州玄北投資有限合夥企業(有限合夥)) or any one or more of them as the context requires
「除外僱員」	指	任何居於任何國家或司法權區的僱員，而根據該國或該司法權區的法律及法規，本公司不得根據受限制股份獎勵計劃向該僱員授予任何獎勵股份或向該僱員支付任何款項或轉讓任何歸屬於該僱員的獎勵股份予代名人賬戶，或本公司進行上述事宜時須遵守該國或該司法權區的法律及法規，但董事會完全認為有關規定過份繁瑣或不可行，則董事會可就此在其認為必需或適宜的情況下全權酌情決定不將該僱員納入可享有相關行為的利益
“Excluded Employee”		any employee who resides in any country or jurisdiction where the grant of any Award Shares or making of any payment to him or transfer of any Award Shares vested in him to the Nominee Account under the Restricted Share Award Scheme would not be permitted under the laws and regulations of such country or jurisdictions or would be subject to such requirements under those laws and regulations compliance with which would, in the sole view of the Board, be unduly burdensome or impractical and the Board, in its sole and absolute discretion, considers it necessary or expedient to exclude such employee from the benefit of such act
「外商投資負面清單」	指	由商務部及國家發改委於2021年12月27日聯合頒佈並於2022年1月1日生效的《外商投資准入特別管理措施(負面清單)(2021年版)》
“Foreign Investment Negative List”		the Special Administrative Measures on Access to Foreign Investment (Negative List) (2021 Edition) (外商投資准入特別管理措施(負面清單)(2021年版)) which was promulgated jointly by the MOFCOM and the NDRC on 27 December 2021 and became effective on 1 January 2022
「全球發售」	指	香港公開發售及國際發售發售股份
“Global Offering”		the Hong Kong public offering and the international offering of the offer shares
「授予」	指	個別或共同地根據受限制股份獎勵計劃授予獎勵股份
“Grant”		individually or collectively, a grant of Award Shares under the Restricted Share Award Scheme
「本集團」	指	本公司及其綜合聯屬實體或其中的任何一員
“Group”		the Company and its consolidated affiliated entities or any of them
「廣州玄武」	指	廣州市玄武無線科技股份有限公司，一家於2010年11月2日在中國註冊成立的股份有限公司，為我們的綜合聯屬實體之一
“Guangzhou Xuan Wu”		Guangzhou Xuan Wu Wireless Technology Co., Ltd. (廣州市玄武無線科技股份有限公司), a joint stock limited company incorporated in the PRC on 2 November 2010, which is one of our Consolidated Affiliated Entities

「香港財務報告準則」 “HKFRS”	指 《香港財務報告準則》 Hong Kong Financial Reporting Standards
「香港」 “Hong Kong”	指 中國香港特別行政區 the Hong Kong Special Administrative Region of the PRC
「ICC」 “ICC”	指 融合通信中台 integrated communication centre
「IoT」 “IoT”	指 物聯網 internet of things
「最後實際可行日期」 “Latest Practicable Date”	指 2023年4月20日，即確定本年報所載若干資料的最後實際可行日期 20 April 2023, being the latest practicable date for ascertaining certain information in this annual report
「上市日期」 “Listing Date”	指 2022年7月8日，即股份於聯交所上市及開始買賣的日期 8 July 2022, being the date on which the Shares became listed and commenced trading on the Stock Exchange
「上市規則」 “Listing Rules”	指 聯交所《證券上市規則》，經不時修訂、補充或以其他方式修改 the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
「標準守則」 “Model Code”	指 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》 the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
「模組」 “module”	指 在描述我們的技術基礎設施時，模組是指系統或應用程序的一部分，可以運行以支持特定的功能或用例，如呼叫、消息及管理，一個模組通常由多個功能元件組成 in the context of describing our technology infrastructure, a module refers to a part of a system or application that can operate to support specific functionality or use cases such as call, message and management, and a module is usually comprised of multiple functions
「MOS」 “MOS”	指 消息操作系統 message operating system
「全觸點」 “multi-touch”	指 包含各種形式連接(如線上、線下、商業(統一營銷管理及營運通訊)及社交(整合用戶在不同電信渠道和主流社交渠道的聯絡資料))的網絡，其促進企業與其客戶之間的互動 a net containing various forms of connection, such as, online, offline, business (unified management of marketing and operational communications) and social (integrating contact information of users over various telecom channels and mainstream social media channels) which facilitates the interaction between enterprises and their customers

DEFINITIONS (CONTINUED)

釋義(續)

「代名人賬戶」 “Nominee Account”	指 由(i)本公司就管理受限制股份獎勵計劃委聘的受託人，或任何新增或替任的受託人運營的賬戶，或(ii)由管理委員會的全權酌情決定指定的管理人運營的任何其他在線門戶設施 an account operated by (i) the trustee(s) be appointed by the Company for administration of the Restricted Share Award Scheme or any additional or replacement trustee, or (ii) any other online portal facilities operated by an administrator designated by the Administration Committee in its sole and absolute discretion
「PaaS」 “PaaS”	指 平台即服務 platform as a Service
「參與者」 “Participant”	指 (i)本公司或任何綜合聯屬實體的董事及僱員(包括根據受限制股份獎勵計劃獲授獎勵股份作為與該等公司訂立僱傭合同的獎勵的人士)；(ii)本公司的控股公司、同系附屬公司或聯營公司的董事及僱員；及(iii)服務提供者 (i) directors and employees of the Company or any of its consolidated affiliated entities (including persons who are granted Award Shares under the Restricted Share Award Scheme as an inducement to enter into employment contracts with these companies); (ii) directors and employees of the holding companies, fellow subsidiaries or associated companies of the Company; and (iii) Service Providers
「PMM」 “PMM”	指 促銷員商品管理 promoter merchandiser management
「中國」 “PRC” or “China”	指 中華人民共和國，僅就本年報而言，不包括香港、中國澳門特別行政區及台灣 the People’s Republic of China, excluding, for the purposes of this annual report only, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
「招股章程」 “Prospectus”	指 本公司日期為2022年6月24日的招股章程 the prospectus of the Company dated 24 June 2022

「登記股東」	指 廣州玄武的登記股東，即陳永輝先生、宋小虎先生、黃仿傑先生、李海榮先生、員工持股計劃平台、上海復星惟實一期股權投資基金合夥企業(有限合夥)、謝樂軍先生、廣發乾和投資有限公司、郭海球先生、廣州正信投資合夥企業(有限合夥)、共青城蘭石創業投資合夥企業(有限合夥)、深圳市中歐潤隆投資管理有限公司、陳正旭先生、吳富貴先生、廣發證券股份有限公司、成大沿海產業(大連)基金壹期(有限合夥)、張煒先生、中信証券股份有限公司、珠海擎石投資合夥企業(有限合夥)、張博曉先生、唐斌先生及孫軍文先生的統稱
“Registered Shareholders”	the registered shareholders of Guangzhou Xuan Wu, collectively, Mr. Chen Yonghui (陳永輝), Mr. Song Xiaohu (宋小虎), Mr. Huang Fangjie (黃仿傑), Mr. Li Hairong (李海榮), the ESOP Platforms, Shanghai Fosun Weishi Fund (上海復星惟實一期股權投資基金合夥企業(有限合夥)), Mr. Xie Lejun (謝樂軍), GF Qianhe Investment Co., Ltd. (廣發乾和投資有限公司), Mr. Guo Haiqiu (郭海球), Guangzhou Zhengxin Investment Partnership (Limited Partnership) (廣州正信投資合夥企業(有限合夥)), Gongqing City Blue Stone Investment Partnership (Limited Partnership) (共青城蘭石創業投資合夥企業(有限合夥)), Shenzhen Zhongou Runlong Investment Management Co., Ltd. (深圳市中歐潤隆投資管理有限公司), Mr. Chen Zhengxu (陳正旭), Mr. Wu Fugui (吳富貴), GF Securities Co., Ltd. (廣發證券股份有限公司), Chengda Coastal Industry (Dalian) Fund Phase I (Limited Partnership) (成大沿海產業(大連)基金壹期(有限合夥)), Mr. Zhang Wei (張煒), CITIC Securities Company Limited (中信証券股份有限公司), Zhuhai Qingshi Investment Partnership (Limited Partnership) (珠海擎石投資合夥企業(有限合夥)), Mr. Zhang Boxiao (張博曉), Mr. Tang Bin (唐斌) and Mr. Sun Junwen (孫軍文)
「報告期」 “Reporting Period”	指 截至2022年12月31日止年度 the year ended 31 December 2022
「受限制股份獎勵計劃」 “Restricted Share Award Scheme”	指 董事會於2022年12月1日批准及採納的受限制股份獎勵計劃(經不時修訂) the restricted share award scheme approved and adopted by the Board on 1 December 2022 or as amended from time to time
「人民幣」 “RMB”	指 人民幣，中國法定貨幣 Renminbi yuan, the lawful currency of the PRC
「RMS」 “RMS”	指 零售管理系統 retail management system
「SaaS」 “SaaS”	指 軟件即服務 software as a service
「SDK」 “SDK”	指 軟件開發工具包 software development kit
「選定參與者」 “Selected Participant(s)”	指 管理委員會根據受限制股份獎勵計劃的條款選定及根據受限制股份獎勵計劃可予授予的任何參與者 any Participant selected by the Administration Committee in accordance with the terms of and entitled to receive a grant under the Restricted Share Award Scheme

DEFINITIONS (CONTINUED)

釋義 (續)

「服務提供者」 “Service Provider(s)”	指 在本集團的一般及日常業務過程中持續或經常性地為本集團提供服務，並有利於本集團的長期發展的人士(不包括配售代理、財務顧問、核數師及估值師等專業服務提供者) persons who provide services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group (excluding placing agents, financial advisers, professional service providers such as auditors and valuers)
「SFA」 “SFA”	指 銷售能力自動化 sales forces automation
「證券及期貨條例」 “SFO”	指 香港法例第571章《證券及期貨條例》，經不時修訂、補充或以其他方式修改 the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
「股份」 “Share(s)”	指 本公司股本中每股面值0.0001美元的本公司普通股 ordinary share(s) of the Company with nominal value of US\$0.0001 each in the share capital of the Company
「股東」 “Shareholder(s)”	指 股份持有人 holder(s) of Shares
「SKU」 “SKU”	指 庫存量單位 stock keeping unit
「SMS」 “SMS”	指 短信服務 short message service
「聯交所」 “Stock Exchange”	指 香港聯合交易所有限公司 The Stock Exchange of Hong Kong Limited
「附屬公司」 “subsidiary(ies)”	指 具有上市規則賦予該詞的涵義 has the meaning ascribed thereto under the Listing Rules
「TPM」 “TPM”	指 交易促銷管理 trade promotion management
「UMP」 “UMP”	指 統一消息溝通平台 universal message platform
「玄韜」 “Xuantaotao”	指 廣州市玄韜智慧雲科技有限公司，一家於2021年8月6日在中國註冊成立的有限公司，為本公司間接全資附屬公司 Guangzhou Xuantaotao Intelligent Cloud Technology Co., Ltd. (廣州市玄韜智慧雲科技有限公司), a limited liability company incorporated in the PRC on 6 August 2021, which is our indirect wholly-owned subsidiary

Note: The English transliteration of the Chinese name(s) in this annual report, where indicated by an asterisk (*), is included for identification purpose only, and should not be regarded as the official English name(s) of such Chinese name(s).



玄武雲科技控股有限公司

Xuan Wu Cloud Technology Holdings Limited

Stock Code 股份代號：2392

