



# 2023 Interim Report 中期報告



## WANKA ONLINE INC. 萬咖壹聯有限公司\*

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

Stock Code 股份代號 : 1762

\* For identification purposes only 僅供識別

## Contents 目錄

<b>Corporate Information</b> 公司資料	2
<b>Chairman's Statement</b> 主席報告書	5
<b>Management Discussion and Analysis</b> 管理層討論及分析	8
<b>Other Information</b> 其他資料	22
<b>Interim Condensed Consolidated Statement of Profit or Loss</b> 中期簡明綜合損益表	39
<b>Interim Condensed Consolidated Statement of Comprehensive Income</b> 中期簡明綜合全面收益表	40
<b>Interim Condensed Consolidated Statement of Financial Position</b> 中期簡明綜合財務狀況表	41
<b>Interim Condensed Consolidated Statement of Changes in Equity</b> 中期簡明綜合權益變動表	43
<b>Interim Condensed Consolidated Statement of Cash Flows</b> 中期簡明綜合現金流量表	45
<b>Notes to the Interim Condensed Consolidated Financial Statements</b> 中期簡明綜合財務報表附註	48
<b>Definitions</b> 釋義	76

# CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. GAO Dinan (*Chairman*)

Mr. NIE Xin

Ms. JIANG Yu (*Chief Executive Officer*)

Mr. YU Dingyi (*appointed on 19 July 2023*)

#### Non-executive Director

Mr. ZHENG Wei (*resigned on 19 July 2023*)

#### Independent non-executive Directors

Mr. CHEN Baoguo

Mr. JIN Yongsheng

Mr. YU Limin

### AUDIT COMMITTEE

Mr. CHEN Baoguo (*Chairman*)

Mr. JIN Yongsheng

Mr. YU Limin

### REMUNERATION COMMITTEE

Mr. JIN Yongsheng (*Chairman*)

Mr. CHEN Baoguo

Mr. NIE Xin

### NOMINATION COMMITTEE

Mr. GAO Dinan (*Chairman*)

Mr. JIN Yongsheng

Mr. YU Limin

### COMPANY SECRETARY

Mr. CHANG Eric Jackson

### AUTHORISED REPRESENTATIVES

Mr. GAO Dinan

Mr. CHANG Eric Jackson

### 董事會

#### 執行董事

高弟男先生 (*主席*)

聶鑫先生

蔣宇女士 (*首席執行官*)

于丁一先生 (*於二零二三年七月十九日獲委任*)

#### 非執行董事

鄭煒先生 (*於二零二三年七月十九日辭任*)

#### 獨立非執行董事

陳寶國先生

金永生先生

余利民先生

### 審核委員會

陳寶國先生 (*主席*)

金永生先生

余利民先生

### 薪酬委員會

金永生先生 (*主席*)

陳寶國先生

聶鑫先生

### 提名委員會

高弟男先生 (*主席*)

金永生先生

余利民先生

### 公司秘書

張世澤先生

### 授權代表

高弟男先生

張世澤先生

## AUDITOR

BDO Limited  
*Registered Public Interest Entity Auditor*  
25th Floor, Wing On Centre  
111 Connaught Road Central  
Hong Kong

## LEGAL ADVISERS

*As to Hong Kong law:*  
Wilson Sonsini Goodrich & Rosati  
Suite 1509, 15/F, Jardine House  
1 Connaught Place, Central  
Hong Kong

## REGISTERED OFFICE

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

1001 Admiralty Centre Tower 1  
18 Harcourt Road  
Hong Kong

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN CHINA

4/F, Building No.B22  
Universal Business Park  
No.10 Jiuxianqiao Road  
Chaoyang District, Beijing  
PRC

## CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

## 核數師

香港立信德豪會計師事務所有限公司  
*註冊公共利益實體核數師*  
香港  
中環干諾道中111號  
永安中心25樓

## 法律顧問

*有關香港法律：*  
威爾遜·桑西尼·古奇·羅沙迪律師事務所  
香港  
中環康樂廣場1號  
怡和大廈15樓1509室

## 註冊辦事處

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

## 香港主要營業地點

香港  
夏慤道18號  
海富中心1座1001室

## 總部及中國主要營業地點

中國  
北京朝陽區  
酒仙橋路10號  
恒通商務園  
B22座4層

## 開曼群島主要股份過戶登記處

Conyers Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman KY1-1111  
Cayman Islands

## CORPORATE INFORMATION

### 公司資料

#### HONG KONG SHARE REGISTRAR

Tricor Investor Services Limited  
17/F, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

#### PRINCIPAL BANKS

East West Bank (China) Limited  
33/F, Jin Mao Tower  
88 Century Boulevard  
Pudong New District  
Shanghai, PRC

HSBC Bank (China) Company Limited Beijing Branch  
1/F, Fortune Financial Center  
No. 5 Dongsanhuan Zhong Road  
Chaoyang District  
Beijing, PRC

China Merchants Bank, Huizhong Beili Branch  
1/F, Building 305  
Chaoyang District  
Beijing, PRC

#### COMPANY WEBSITE

[www.wankaonline.com](http://www.wankaonline.com)

#### STOCK CODE

1762

#### 香港股份過戶登記處

卓佳證券登記有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

#### 主要往來銀行

華美銀行(中國)有限公司  
中國上海市  
浦東新區  
世紀大道88號  
金茂大廈33樓

滙豐銀行(中國)有限公司北京分行  
中國北京市  
朝陽區  
東三環中路5號  
財富金融中心1層

招商銀行慧忠北里支行  
中國北京市  
朝陽區  
305號樓1層

#### 公司網站

[www.wankaonline.com](http://www.wankaonline.com)

#### 股份代號

1762

Dear Shareholders,

For the first half of 2023, amidst a gradual recovery of market demand driven by the improvement in the overall performance of the domestic economy, the mobile internet industry met with a period full of changes and opportunities. However, there was no significant rebound in the demand for mobile phones during the first half of the year. The domestic smartphone shipments decreased by 7% on a period-on-period basis according to the analysis report on China mobilephone market issued by China Academy of Information and Communications Technology in June 2023, as consumers continued to extend their replacement cycle. Despite a gradual recovery in the market size with a slight growth, the mobile distribution industry witnessed an increasingly fierce competition for channel resources. Faced with these challenges, we took the initiative to further optimize our mobile distribution services and improve customer experience and satisfaction by persistently pursuing customer-centric, technology-driven and innovation-driven strategies, so as to enhance customer stickiness and loyalty. Furthermore, we redoubled our efforts in the business ecosystem development to improve the competitiveness and influence of the Group. Even though our performance during the period has been affected to certain extent in response to changes in the external environment, we believe that this represents a required process for us to sustain our growth and development. I am pleased to present to the Shareholders our interim results report for 2023.

## FINANCIAL PERFORMANCE

Our total revenue for the first half of 2023 amounted to RMB 1,047.2 million, representing a decrease of 11.5% compared to RMB1,183.9 million for the corresponding period in 2022. Our gross profit decreased by 12.7% on a period-on-period basis to RMB132.5 million, and our profit after tax decreased by 26.7% on a period-on-period basis to RMB43.0 million. Although our financial data in the first half of the year declined to a certain extent as a result of factors such as lower-than-expected market demand and intense competition in the industry, we have remained committed to the strategic policies and core values. Besides focusing on the areas of our expertise, we have continued to expand our service coverage, while improving operational efficiency and quality. All of these efforts aim to create greater value for our customers and business partners.

致各位股東：

二零二三年上半年，國內經濟運行整體向好，市場需求逐步恢復，移動互聯網行業處於充滿變化和機遇的時期。但上半年手機市場需求並未出現明顯的反彈，根據中國信息通信研究院2023年6月國內手機市場運行分析報告，國內智能手機出貨量同比下降7%，消費者更換周期不斷延長，而移動分發行業規模逐步恢復，略有小幅增長，但渠道資源競爭愈發激烈。面對這些挑戰，我們積極應對，堅持以客戶為中心，以技術為驅動，以創新為動力，不斷優化我們的移動分發服務，提升客戶體驗和滿意度，增強客戶粘性和忠誠度。我們亦加大了對業務生態建設的力度，以提高本集團的競爭力和影響力。縱使為應對外部環境變化對我們本期的成績產生了一定影響，但我們認為這些是使我們能夠持續成長和發展所必須經歷的過程。本人欣然向股東提呈我們截至二零二三年中期業績報告。

## 財務表現

我們在二零二三年上半年的總收益為人民幣1,047.2百萬元，較二零二二年同期的人民幣1,183.9百萬元減少11.5%。我們的毛利同比減少12.7%至人民幣132.5百萬元及我們的稅後利潤同比減少26.7%至人民幣43.0百萬元。雖然由於市場需求不及預期和行業環境激烈競爭等因素，上半年我們的財務數據出現了一定程度的下降，但我們始終貫徹以我們的戰略方針和核心價值觀為導向，專注於我們擅長的領域，在不斷擴大我們服務覆蓋範圍的同時持續提升我們的運營效率和質量，為我們的客戶和業務合作夥伴創造更高的價值。

# CHAIRMAN'S STATEMENT

## 主席報告書

### BUSINESS REVIEW

Following the business realignment in 2022, during the first half of this year, we focused more efforts on the mobile distribution sector we always excel at, particularly in the game category. We have expanded our distribution channels. Apart from MHA members, our business coverage extended to Apple and iQIYI in 2023. Leveraging the data accumulated from such platforms and our knowledge and experience in the mobile distribution industry, we have made a good start in these new channels. However, due to limited overall growth of placement amidst the increasingly competitive mobile distribution industry, our overall business revenue declined during the period. For the six months ended 30 June 2023, our revenue from mobile advertising business amounted to RMB1,025.9 million, representing a decrease of 9.2% on a period-on-period basis.

In the first half of 2023, we organised multiple conferences and launched support schemes with the members of the MHA, ecosystem branch of Quick App and Intelligent Terminal Golden Seal Alliance to ensure efficient communication channels among ecosystem participants and achieve synergistic and mutual benefits. On the basis of continuously maintaining a healthy ecosystem of the industry, we also paid more attention to the construction of our own ecosystem operation, especially in-depth cooperation with mobile game customers. We provided customers with more precise placement services, created popular creative promotional materials, and assisted them in operating game communities, offering our customers high-quality and one-stop operation strategies.

In the first half of the year, Quick App focused on optimizing the business ecosystem and community operations. We collaborated with members of the ecosystem branch of Quick App to enhance the capabilities of the Quick App technology embedded in their devices. We aimed to construct and accomplish the underlying capabilities of different devices, further improving the standardisation of the Quick App so as to deliver high-quality experiences. We organised multiple salon events for Quick App developers to receive and address the challenges they face, and discussed with developers new models and directions for commercializing Quick Apps. Various specialised groups of the ecosystem branch of Quick App have been researching and exploring application scenarios on different smart devices so as to provide more directions for function expansion to the members and developers of the ecosystem branch of Quick App.

### 業務回顧

經過二零二二年的業務調整後，今年上半年我們將精力更多集中於我們擅長的移動分發領域，尤其是遊戲品類的相關業務。我們已擴展更多的分發渠道。除了硬核聯盟成員之外，在二零二三年我們的業務已覆蓋至蘋果和愛奇藝。憑借平台積累的數據和我們對於移動分發行業的理解和經驗，在這些新渠道我們已有了良好的開端。但因為移動分發行業整體投放規模增速減緩及行業競爭日益加劇，導致期內我們整體的業務收入有所下降。截至二零二三年六月三十日止六個月，我們的移動廣告業務收益為人民幣1,025.9百萬元，同比減少9.2%。

二零二三年上半年，我們與硬核聯盟、快應用生態分會和移動智能終端生態聯盟的成員舉辦了多場交流會和扶持計劃，以保證生態參與者之間擁有高效的溝通管道，協同共贏。在持續維護行業生態健康的基礎上，我們亦更加注重新身生態運營的建設，特別是與移動遊戲客戶的深度合作。我們為客戶提供更精準的投放服務、創作當前流行的創意推廣素材、協助客戶運營遊戲社群等，為我們的客戶提供高質量一站式運營策略。

快應用在今年上半年致力於優化生態體驗和社區運營。我們協同各家快應用生態分會成員對於其設備中搭載的快應用技術進行能力提升，建設並補齊不同設備的底層能力，使快應用更加標準化且具備高質量的體驗。我們面向快應用開發者舉辦多場沙龍活動，以聆聽並解決開發者面臨的問題，並與開發者一同討論快應用商業化新模式和新方向。快應用生態分會的多個專項小組也在持續研發和探索不同智能設備上的應用場景，為快應用生態分會成員和開發者們帶來更多功能擴展方向。

## BUSINESS OUTLOOK

Our unwavering goal is to position ourselves as a leading provider of ecosystem services and internet marketing services, and to further enhance our market share. Despite various uncertainties in the current market, the digitization and transformation has become a market consensus. In an increasingly competitive environment, we will focus our resources on our advantaged areas within the industry. As China's policies of promoting market development gradually take effect, the market supply is expected to improve, being more conducive to the healthy development of the industry and the Group. In the second half of 2023, we will strive to expand our business scale among the MHA members and accelerate the formation of economies of scale in new channels to solidify our advantages. We will collaborate with alliance members and our partners to further improve and strengthen the community ecosystem, and ensure the mutual and healthy development of the Group and the industry. In line with the constant iteration and update of general artificial intelligence-related technologies, we will enhance our AI placement technologies to make them more automated and intelligent. Simultaneously, we are researching and developing generative AI technologies to efficiently produce creative materials so as to reduce production costs and strengthen innovation capabilities. Furthermore, we keep abreast of technological developments in the industry to comprehensively adapt to customers' evolving needs and provide them with higher quality services that are delivered in a more efficient, convenient and secure manner. In the wake of opportunities and challenges, we believe that by forging ahead with unity, continuing with self-advancement and fostering a spirit of innovation, we will be able to realize our vision and mission, and make our contribution to the development of the industry.

## APPRECIATION

In the first half of 2023, the Group has become healthier and more stable in a challenging and changing environment by virtue of teamwork, innovation and execution. Behind these achievements are the hard work, dedication and sacrifices of all our employees. I hereby express my sincere gratitude and respect to all of our employees. You are the most valuable asset of the Group. I also wish to thank our partners, Shareholders and stakeholders, who are staunch supporters of our success, and it is your trust and support that further bolsters our confidence and provides momentum to move forward.

**Mr. GAO Dinan**

*Chairman and Executive Director*

Hong Kong  
28 August 2023

## 未來展望

做好生態服務商和互聯網精準營銷服務商，進一步提升市場份額是我們不變的宗旨。儘管目前市場還存在多種不確定因素，但數字化轉型已成為市場共識。在競爭愈發激烈的環境下，我們將更集中資源於我們在行業中的優勢領域。隨著我國促進市場發展的相關政策逐步顯效，預期市場供給將得到改善，更有利於行業和本集團的健康發展。二零二三年下半年，我們將努力擴大我們在硬核聯盟成員的業務規模，同時在新拓展渠道中加快形成規模效應並鞏固優勢。我們會攜手聯盟成員和我們的合作夥伴，不斷完善和強化的社區生態，保障本集團和行業共同健康發展。隨著泛人工智能相關技術的不斷疊代更新，我們在加強我們人工智能投放技術使其愈加自動化和智能化的同時，也在研究和發展通過生成式人工智能技術高效創作創意素材以降低創作成本和增強創新能力；我們亦時刻關注行業技術領域的發展，以全面適應客戶的其他新需求，為客戶提供更優質、更高效、更便捷、更安全的服務。我們相信，在這個充滿機遇和挑戰的時期，只要我們團結一心、銳意進取、不斷改進、持續創新，就一定能夠實現我們的願景和使命，為行業發展做出我們的貢獻。

## 致謝

於二零二三年上半年，本集團憑借著團隊精神、創新能力和執行力，使得公司在挑戰和變化的環境中更加健康和穩定。這些成績的背後，是我們所有員工的辛勤付出、奉獻和犧牲。在此我要向所有員工表示最誠摯的感謝和敬意，你們是本集團最寶貴的財富。我也要感謝我們的合作夥伴、股東以及利益相關者，你們是我們成功的重要支持者，是你們對我們的信任和支持讓我們有了更強的信心和動力。

**高弟男先生**

*主席兼執行董事*

香港  
二零二三年八月二十八日



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Six Months Ended 30 June 2023 Compared to Six Months Ended 30 June 2022

截至二零二三年六月三十日止六個月與截至二零二二年六月三十日止六個月之比較

		Six months ended 30 June		Period on period 按期 %
		截至六月三十日止六個月		
		2023	2022	
		二零二三年	二零二二年	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
<b>Revenue</b>	<b>收益</b>	<b>1,047,189</b>	1,183,874	-11.5
Cost of sales	銷售成本	<b>(914,683)</b>	(1,032,175)	-11.4
<b>Gross profit</b>	<b>毛利</b>	<b>132,506</b>	151,699	-12.7
Other income and gains	其他收入及收益	<b>7,232</b>	12,998	-44.4
Selling and distribution expenses	銷售及分銷開支	<b>(11,355)</b>	(9,557)	18.8
Research and development costs	研發成本	<b>(27,314)</b>	(28,284)	-3.4
Impairment loss on accounts receivable	應收賬款減值虧損	<b>(4,783)</b>	(3,965)	20.6
Administrative expenses	行政開支	<b>(25,289)</b>	(31,363)	-19.4
Other expenses and losses	其他開支及虧損	<b>(1,441)</b>	(2,457)	-41.4
Share-based payment expenses	以股份為基礎的 付款開支	<b>(10,064)</b>	(10,629)	-5.3
Finance costs	財務成本	<b>(4,771)</b>	(3,434)	38.9
Share of losses in associates	分佔聯營公司虧損	<b>(2,264)</b>	(2,022)	12.0
<b>Profit before tax</b>	<b>除稅前溢利</b>	<b>52,457</b>	72,986	-28.1
Income tax expenses	所得稅開支	<b>(9,412)</b>	(14,245)	-33.9
<b>Profit for the period</b>	<b>期內溢利</b>	<b>43,045</b>	58,741	-26.7
<i>Non-HKFRS Measures (unaudited)</i>	<i>非香港財務報告準則 計量 (未經審核)</i>			
<b>Adjusted EBITDA<sup>(1)</sup></b>	<b>經調整EBITDA<sup>(1)</sup></b>	<b>72,298</b>	94,030	-23.1
<b>Adjusted net profit<sup>(2)</sup></b>	<b>經調整淨溢利<sup>(2)</sup></b>	<b>53,109</b>	69,370	-23.4

Notes:

(1) Adjusted EBITDA eliminates the effect of depreciation, amortisation, finance costs, income tax and share-based payment expenses.

(2) Adjusted net profit eliminates the effect of share-based payment expenses.

附註：

(1) 經調整EBITDA抵銷折舊、攤銷、財務成本、所得稅及以股份為基礎的付款開支的影響。

(2) 經調整淨溢利抵銷以股份為基礎的付款開支的影響。

## REVENUES

Our revenues from mobile advertising services decreased by 9.2% from RMB1,130.0 million for the six months ended 30 June 2022 to RMB1,025.9 million for the six months ended 30 June 2023, due to the decrease in the number of mobile games we advertised for the six months ended 30 June 2023.

In addition, we generated revenues from our online-video distribution services and game co-publishing services in the amount of RMB5.2 million (30 June 2022: RMB41.1 million) and RMB1.7 million (30 June 2022: RMB2.3 million), respectively.

The following table sets forth the comparative figures for the six months ended 30 June 2023 and 2022.

## 收益

我們來自移動廣告服務的收益由截至二零二二年六月三十日止六個月的人民幣1,130.0百萬元減少9.2%至截至二零二三年六月三十日止六個月的人民幣1,025.9百萬元，原因為我們於截至二零二三年六月三十日止六個月期間推廣的移動遊戲數量減少。

此外，我們分別自網絡視頻產品分發服務及遊戲聯運服務產生收益金額人民幣5.2百萬元（二零二二年六月三十日：人民幣41.1百萬元）及人民幣1.7百萬元（二零二二年六月三十日：人民幣2.3百萬元）。

下表載列截至二零二三年及二零二二年六月三十日止六個月的比較數字。

		Six months ended 30 June 截至六月三十日止六個月			
		2023 二零二三年		2022 二零二二年	
		RMB'000	% of total revenues 佔總收益的 百分比	RMB'000	% of total revenues 佔總收益的 百分比
		人民幣千元	百分比	人民幣千元	百分比
<b>Revenues</b>	<b>收益</b>				
Mobile advertising	移動廣告	1,025,924	98.0%	1,129,998	95.4%
Online-video distribution	網絡視頻產品分發	5,242	0.5%	41,126	3.5%
Game co-publishing	遊戲聯運	1,737	0.2%	2,274	0.2%
Others*	其他*	14,286	1.3%	10,476	0.9%
<b>Total</b>	<b>總計</b>	<b>1,047,189</b>	<b>100%</b>	<b>1,183,874</b>	<b>100%</b>

\* Includes revenues from software maintenance services.

\* 包括軟件維護服務的收益。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Mobile Advertising Services

We generated revenues by distributing advertisements of marketers' mobile apps and mobile games in the distribution channels of our MHA members, non-MHA smartphone manufacturers and non-smartphone manufacturer distribution channel suppliers. We also offered a variety of advertising formats across our distribution channels, including app store search ads, in-feed ads, banner ads, interstitial ads and splash screen ads, to suit our customers' specific needs. The following table sets forth a breakdown of our advertising revenues by source for the six months ended 30 June 2023 and 2022, respectively:

### 移動廣告服務

我們透過在硬核聯盟成員、非硬核聯盟智能手機製造商及非智能手機製造商分發渠道供應商的發分發渠道中分發行業客戶的移動應用程序及移動遊戲廣告以產生收益。我們亦於分發渠道中提供各類廣告形式(包括應用程序商店搜尋廣告、信息流內廣告、橫幅廣告、插頁式廣告及閃屏廣告)以迎合我們客戶的特定需求。下表載列截至二零二三年及二零二二年六月三十日止六個月我們按來源劃分的廣告收益明細：

#### Six months ended 30 June

截至六月三十日止六個月

		2023		2022	
		二零二三年		二零二二年	
		RMB'000	% of total revenues	RMB'000	% of total revenues
		人民幣千元	佔總收益的百分比	人民幣千元	佔總收益的百分比
Mobile game distribution	移動遊戲分發	1,023,243	99.7%	1,114,443	98.6%
Mobile app distribution	移動應用程序分發	2,681	0.3%	15,555	1.4%
<b>Total</b>	<b>總計</b>	<b>1,025,924</b>	<b>100%</b>	<b>1,129,998</b>	<b>100%</b>

Our mobile advertising revenue generated from distribution of mobile games decreased from RMB1,114.4 million for the six months ended 30 June 2022 to RMB1,023.2 million for the six months ended 30 June 2023, representing a decrease of RMB91.2 million, or 8.2%, as compared to the corresponding period in 2022, primarily because the number of mobile games we marketed decreased during the six months ended 30 June 2023. Our mobile advertising revenue from mobile app distribution decreased from RMB15.6 million for the six months ended 30 June 2022 to RMB2.7 million for the six months ended 30 June 2023, representing a decrease of RMB12.9 million, or 82.7%, as compared to the corresponding period in 2022, primarily due to the decrease in the number of mobile apps we marketed during the six months ended 30 June 2023.

我們來自移動遊戲分發的移動廣告收益由截至二零二二年六月三十日止六個月人民幣1,114.4百萬元減少至截至二零二三年六月三十日止六個月人民幣1,023.2百萬元，較二零二二年同期減少人民幣91.2百萬元或8.2%。收益減少主要是因為我們截至二零二三年六月三十日止六個月減少了我們推廣的移動遊戲數量。我們來自移動應用程序分發的移動廣告收益由截至二零二二年六月三十日止六個月人民幣15.6百萬元減少至截至二零二三年六月三十日止六個月人民幣2.7百萬元，較二零二二年同期減少人民幣12.9百萬元，或82.7%，主要是由於截至二零二三年六月三十日止六個月期間我們推廣的移動應用程序數量減少所致。

### Online-video Distribution Services

Leveraging our success and experience in providing advertising services, we have expanded into additional business verticals and begun establishing our online-video distribution network to unleash new monetisation opportunities in 2018.

With our stable relationships with suppliers of content distribution channels and smartphone manufacturers, especially the MHA members, we integrated the operational know-hows and experience in the field of online-video distribution, and expanded our service offerings to a broader range of marketers.

We generated revenue in the amount of RMB5.2 million for this business line during the first half of 2023, representing a decrease of RMB35.9 million, or 87.3%, as compared to the corresponding period in 2022, mainly due to the decrease in the number of online-videos we distributed. The videos we distribute are mainly in the areas of finance, entertainment and movies.

### Game Co-publishing Services

We offer one-stop game co-publishing services to game developers, which include game optimisation, marketing, promotion, distribution, monetisation and other user-related services. Leveraging our extensive experience in game co-publishing, amassed data volume and technical know-how, we actively identified and sourced new as well as optimised existing game content based on our in-depth understanding of user profiles, preferences, tastes, and playing habits. Moreover, based on our close relationship with various smartphone-based distribution channels, we allocated game marketing and promotion resources more efficiently and effectively, with insights into the effect of timing of offer and type of virtual items based on user behavior and in-game spending.

Our revenues from game co-publishing services decreased from RMB2.3 million for the six months ended 30 June 2022 to RMB1.7 million for the six months ended 30 June 2023. As at 30 June 2023, we had co-published 52 mobile games in China.

### 網絡視頻產品分發服務

憑藉我們在提供廣告服務方面的成功及經驗，我們已擴展至更多垂直行業，並於二零一八年開始建立我們的網絡視頻產品分發網絡以釋放新的獲利機會。

憑藉我們與內容分發渠道供應商及智能手機製造商（尤其是硬核聯盟成員）的穩固關係，我們整合於網絡視頻產品分發領域的營運知識經驗，並將我們的服務供應擴展至更廣泛的行業客戶。

該業務在二零二三年上半年產生收益金額人民幣5.2百萬元，而與二零二二年同期相比減少人民幣35.9百萬元，或87.3%，主要乃由於我們所分發的網絡視頻數目減少。我們分發的視頻主要為金融、娛樂及電影領域。

### 遊戲聯運服務

我們向遊戲開發商提供一站式遊戲聯運服務，包括遊戲優化、營銷、推廣、分發、變現及其他用戶相關服務。憑藉我們豐富的遊戲聯運經驗、所積累的數據及技術經驗，我們根據我們對用戶資料、喜好、品位及暢玩習慣的深入了解，積極識別及物色新遊戲內容以及優化現有遊戲內容。此外，憑藉我們與各種基於智能手機的分發渠道的緊密關係，我們能夠基於用戶行為及遊戲內消費洞察推出時間及虛擬物品類型的影響，更為高效且有效地分配遊戲營銷及推廣資源。

我們自遊戲聯運服務取得收益由截至二零二二年六月三十日止六個月人民幣2.3百萬元減少至截至二零二三年六月三十日止六個月人民幣1.7百萬元。於二零二三年六月三十日，我們於中國已聯運52款移動遊戲。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### COST OF SALES

Our cost of sales is primarily comprised of distribution fees incurred for advertisement placements onto the distribution channels, labor costs and amortisation expenses.

Cost of sales decreased by 11.4% from RMB1,032.2 million for the six months ended 30 June 2022 to RMB914.7 million for the six months ended 30 June 2023. This decrease was primarily driven by the decrease in distribution fees to our distribution channels, which was in line with the decrease in our revenues during the first half of 2023.

### GROSS PROFIT AND MARGINS

As a result of the foregoing, our gross profit decreased by 12.7% from RMB151.7 million for the six months ended 30 June 2022 to RMB132.5 million for the six months ended 30 June 2023. The decrease in gross profit was primarily due to the decrease in the transaction volume of our mobile advertising business on our platform during the six months ended 30 June 2023.

The gross profit margin slightly decreased from 12.8% for the six months ended 30 June 2022 to 12.7% for the six months ended 30 June 2023.

### OTHER INCOME AND GAINS

Other income and gains decreased from RMB13.0 million for the six months ended 30 June 2022 to RMB7.2 million for the six months ended 30 June 2023, primarily due to the decrease in our conference service income and the decrease in additional deduction for value-added tax arising from preferential tax treatment we recognised.

### 銷售成本

我們的銷售成本主要包括於分發渠道的廣告投放產生的分發費用、勞工成本及攤銷費用。

銷售成本由截至二零二二年六月三十日止六個月的人民幣1,032.2百萬元減少11.4%至截至二零二三年六月三十日止六個月的人民幣914.7百萬元。該減少主要由於我們分發渠道的分發費用減少，與我們於二零二三年上半年的收益減少一致。

### 毛利及毛利率

由於上述理由，我們的毛利由截至二零二二年六月三十日止六個月的人民幣151.7百萬元減少12.7%至截至二零二三年六月三十日止六個月的人民幣132.5百萬元。毛利減少主要是由於我們截至二零二三年六月三十日止六個月期間我們平台上的移動廣告業務的交易量減少所致。

毛利率由截至二零二二年六月三十日止六個月的12.8%稍微下降至截至二零二三年六月三十日止六個月的12.7%。

### 其他收入及收益

其他收入及收益由截至二零二二年六月三十日止六個月的人民幣13.0百萬元減少至截至二零二三年六月三十日止六個月的人民幣7.2百萬元，主要由於我們的會議服務收入以及我們確認的優惠稅項待遇產生的增值稅加計扣除減少。

## SELLING AND DISTRIBUTION EXPENSES

Selling and distribution expenses primarily consisted of sales employee salaries and related benefit expenses, traveling costs, conference costs and marketing expenses. Our selling and distribution expenses increased by 18.8% from RMB9.6 million for the six months ended 30 June 2022 to RMB11.4 million for the six months ended 30 June 2023, mainly attributable to the increase in the number of sales employees and marketing expenses.

## RESEARCH AND DEVELOPMENT COSTS

Research and development costs primarily included fees paid to third party consulting service providers and employee salaries and related benefit expenses. Our research and development costs decreased by 3.4% from RMB28.3 million for the six months ended 30 June 2022 to RMB27.3 million for the six months ended 30 June 2023, primarily due to the decrease in the number of our research and development staff.

## IMPAIRMENT LOSS ON ACCOUNTS RECEIVABLE

We recorded impairment loss on accounts receivable of approximately RMB4.8 million during the six months ended 30 June 2023, representing an increase of 20.6% from RMB4.0 million for the six months ended 30 June 2022, primarily as a result of the general and specific provision for credit loss from our accounts receivable.

## ADMINISTRATIVE EXPENSES

Our administrative expenses decreased by 19.4% from RMB31.4 million for the six months ended 30 June 2022 to RMB25.3 million for the six months ended 30 June 2023, which was mainly attributable to the decrease in staff costs and related expenses.

## OTHER EXPENSES AND LOSSES

Other expenses and losses decreased by 41.4% from RMB2.5 million for the six months ended 30 June 2022 to RMB1.4 million for the six months ended 30 June 2023, primarily due to the decrease in the foreign exchange loss we recognised.

## 銷售及分銷開支

銷售及分銷開支主要包括銷售僱員薪金及相關福利開支、差旅成本、會議成本及營銷開支。銷售及分銷開支由截至二零二二年六月三十日止六個月的人民幣9.6百萬元增加18.8%至截至二零二三年六月三十日止六個月的人民幣11.4百萬元，主要由於銷售員工人數及營銷開支增加。

## 研發成本

研發成本主要包括向第三方諮詢服務提供商支付的費用及僱員薪金及相關福利開支。我們的研發成本由截至二零二二年六月三十日止六個月的人民幣28.3百萬元減少3.4%至截至二零二三年六月三十日止六個月的人民幣27.3百萬元，主要由於研發員工人數減少。

## 應收賬款減值虧損

截至二零二三年六月三十日止六個月，我們錄得應收賬款減值虧損約為人民幣4.8百萬元，較截至二零二二年六月三十日止六個月人民幣4.0百萬元增加20.6%，主要由於我們應收賬款計提的一般性及特別信貸虧損撥備。

## 行政開支

我們的行政開支由截至二零二二年六月三十日止六個月的人民幣31.4百萬元減少19.4%至截至二零二三年六月三十日止六個月的人民幣25.3百萬元，主要由於員工成本及相關開支減少。

## 其他開支及虧損

其他開支及虧損由截至二零二二年六月三十日止六個月的人民幣2.5百萬元減少41.4%至截至二零二三年六月三十日止六個月的人民幣1.4百萬元，主要由於我們確認外匯虧損減少所致。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### SHARE-BASED PAYMENT EXPENSES

Our share-based payment expenses decreased from RMB10.6 million for the six months ended 30 June 2022 to RMB10.1 million for the six months ended 30 June 2023, because the share-based payment expenses in connection with the RSUs we granted to certain grantees were recognised over the vesting period at a lower weighted-average grant date fair value as compared to the corresponding period in 2022.

### FINANCE COSTS

Our finance costs increased from RMB3.4 million for the six months ended 30 June 2022 to RMB4.8 million for the six months ended 30 June 2023, primarily due to the increased bank borrowings during the six months ended 30 June 2023.

### SHARE OF LOSSES IN ASSOCIATES

We recorded share of losses in associates of approximately RMB2.3 million during the six months ended 30 June 2023, which mainly represented our share of loss from an equity investment in Wanxin Chelian Technology (Shenzhen) Co., Ltd., an associated company of our Company.

### INCOME TAX EXPENSE

Our income tax expense decreased by 33.9% from RMB14.2 million for the six months ended 30 June 2022 to RMB9.4 million for the six months ended 30 June 2023. The decrease was primarily attributable to decrease in taxable profit of our subsidiaries in China.

### PROFIT FOR THE PERIOD

As a result of the reasons discussed above, our profit for the period decreased from RMB58.7 million for the six months ended 30 June 2022 to RMB43.0 million for the six months ended 30 June 2023.

### 以股份為基礎的付款開支

我們以股份為基礎的付款開支由截至二零二二年六月三十日止六個月的人民幣10.6百萬元減少至截至二零二三年六月三十日止六個月的人民幣10.1百萬元，原因為就我們授予多名承授人的受限制股份單位而言，以股份為基礎的付款開支於歸屬期內以低於二零二二年同期的加權平均授出日期公平值確認。

### 財務成本

我們的財務成本由截至二零二二年六月三十日止六個月的人民幣3.4百萬元增加至截至二零二三年六月三十日止六個月的人民幣4.8百萬元，主要由於截至二零二三年六月三十日止六個月銀行借款增加所致。

### 分攤聯營公司虧損

我們於截至二零二三年六月三十日止六個月錄得分攤聯營公司虧損約人民幣2.3百萬元，主要指我們分攤於本公司聯營公司萬信車聯科技(深圳)有限公司之股權投資的虧損。

### 所得稅開支

我們的所得稅開支由截至二零二二年六月三十日止六個月的人民幣14.2百萬元減少33.9%至截至二零二三年六月三十日止六個月的人民幣9.4百萬元。有關減少主要由於我們中國附屬公司的應課稅溢利減少。

### 期內溢利

基於上述所討論的理由，我們的期內溢利由截至二零二二年六月三十日止六個月的人民幣58.7百萬元減少至截至二零二三年六月三十日止六個月的人民幣43.0百萬元。

## NON-HKFRS MEASURES

To supplement our interim condensed consolidated financial statements, which are presented in accordance with the HKFRSs, we also use adjusted EBITDA and adjusted net profit as additional financial measures, which are unaudited and not required by, or presented in accordance with, HKFRSs. We present these financial measures because they are used by our management to evaluate our financial performance by eliminating the impact of items that we do not consider indicative of our business performance. We also believe that these non-HKFRS measures provide additional information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management compare our financial results across accounting periods and with those of our peer companies.

We define adjusted EBITDA as profit for the period without considering depreciation, amortisation, finance cost, income tax and share-based payment expenses (“Adjusted EBITDA”). We define adjusted net profit as profit for the period without considering share-based payment expenses (“Adjusted Net Profit”). The terms Adjusted EBITDA and Adjusted Net Profit are not defined under the HKFRSs. The use of Adjusted EBITDA and Adjusted Net Profit has material limitations as an analytical tool, as they do not include all items that impact our profit or loss for the relevant years. The effect of items eliminated from Adjusted EBITDA and Adjusted Net Profit is a significant component in understanding and assessing our operating and financial performance.

In light of the foregoing limitations for Adjusted EBITDA and Adjusted Net Profit, when assessing our operating and financial performance, you should not view Adjusted EBITDA and Adjusted Net Profit in isolation or as a substitute for our profit for the period or any other operating performance measure that is calculated in accordance with HKFRSs. In addition, because these non-HKFRS measures may not be calculated in the same manner by all companies, they may not be comparable to other similarly titled measures used by other companies.

The following tables reconcile our Adjusted EBITDA and Adjusted Net Profit for the periods presented to the most directly comparable financial measures calculated and presented in accordance with HKFRSs. Adjusted EBITDA and Adjusted Net Profit are not required by, or presented in accordance with, HKFRSs.

## 非香港財務報告準則計量

為補充我們根據香港財務報告準則呈列的中期簡明綜合財務報表，我們亦採用未經審核且並非香港財務報告準則規定或並非按其呈列的經調整EBITDA及經調整淨溢利作為額外財務計量。我們呈列該等財務計量乃由於我們的管理層使用彼等消除我們認為對我們業務表現不具指示性的項目的影響，來評估我們的財務表現。我們亦相信，該等非香港財務報告準則計量為投資者及其他人士提供附加資料，使其採用與協助管理層比較跨會計期及同類公司的財務業績相同的方式了解並評估我們的綜合經營業績。

我們將經調整EBITDA界定為期內溢利並未計及折舊、攤銷、財務成本、所得稅及以股份為基礎的付款開支（「經調整EBITDA」）。我們將經調整淨溢利界定為期內溢利而未計及以股份為基礎的付款開支（「經調整淨溢利」）。香港財務報告準則並無界定經調整EBITDA及經調整淨溢利。使用經調整EBITDA及經調整淨溢利作為分析工具有重大限制，因為其不包括影響相關年度溢利或虧損的全部項目。經調整EBITDA及經調整淨溢利所消除的項目之影響，為了解與評估我們經營及財務表現的重要組成部分。

鑒於上述經調整EBITDA及經調整淨溢利的限制，於評估我們經營及財務表現時，閣下不應單獨閱覽經調整EBITDA及經調整淨溢利或將其視為我們期內溢利，或任何其他按照香港財務報告準則計算的經營表現計量的替代者。此外，由於該等非香港財務報告準則計量可能在不同公司有不同計算方式，因此不可與其他公司使用的類似名稱之衡量方法相比。

下表呈列期內經調整EBITDA及經調整淨溢利調整為根據香港財務報告準則計算及呈列的最具直接可比性的財務計量。經調整EBITDA及經調整淨溢利並非遵照香港財務報告準則規定或按其呈列。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元
<b>Profit for the period</b>	<b>期內溢利</b>	<b>43,045</b>	58,741
Add:	加：		
Depreciation	折舊	<b>3,203</b>	3,535
Amortisation of intangible assets	無形資產攤銷	<b>1,803</b>	3,446
Finance cost	財務成本	<b>4,771</b>	3,434
Income tax expense	所得稅開支	<b>9,412</b>	14,245
Share-based payment expenses	以股份為基礎的付款開支	<b>10,064</b>	10,629
<b>Adjusted EBITDA (unaudited)</b>	<b>經調整EBITDA(未經審核)</b>	<b>72,298</b>	94,030
		<b>2023 二零二三年 RMB'000 人民幣千元</b>	<b>2022 二零二二年 RMB'000 人民幣千元</b>
<b>Profit for the period</b>	<b>期內溢利</b>	<b>43,045</b>	58,741
Add:	加：		
Share-based payment expenses	以股份為基礎的付款開支	<b>10,064</b>	10,629
<b>Adjusted Net Profit (unaudited)</b>	<b>經調整淨溢利(未經審核)</b>	<b>53,109</b>	69,370

## SELECTED FINANCIAL INFORMATION FROM OUR CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 我們綜合財務狀況表的節選財務 資料

		As at 30 June 於六月三十日 2023 二零二三年 RMB'000 人民幣千元	As at 31 December 於十二月三十一日 2022 二零二二年 RMB'000 人民幣千元	Change 變動
Cash and bank balance	現金及銀行結餘	549,589	612,551	-10.3%
Bank borrowings	銀行借款	209,350	260,000	-19.5%
Current assets	流動資產	1,809,558	1,785,626	1.3%
Current liabilities	流動負債	501,896	531,021	-5.5%
Net current assets	流動資產淨值	1,307,662	1,254,605	4.2%
Total equity	股權總額	1,425,999	1,372,824	3.9%

### Cash and Bank Balances

As at 30 June 2023, we had cash and bank balances of RMB549.6 million, as compared with RMB612.6 million as at 31 December 2022. The decrease in cash and bank balances was mainly due to the repayment of borrowings due. Our cash and bank balances were denominated in Renminbi, Hong Kong dollars and US dollars. We currently do not use any financial instruments for hedging purposes.

### Bank Borrowings

Our bank borrowings as at 31 December 2022 amounted to RMB260.0 million, among which, (1) the bank borrowings of RMB71.0 million are secured by pledged deposits of RMB61.7 million provided by three of our subsidiaries, (2) the bank borrowings of RMB95.0 million are guaranteed by two of our subsidiaries, (3) the bank borrowings of RMB100.0 million are guaranteed by our Company and (4) the bank borrowings of RMB200.0 million are guaranteed by Mr. Gao.

### 現金及銀行結餘

於二零二三年六月三十日，我們擁有現金及銀行結餘人民幣549.6百萬元，而於二零二二年十二月三十一日則為人民幣612.6百萬元。我們的現金及銀行結餘減少主要由於償還到期借款。我們擁有的現金及銀行結餘按人民幣、港元及美元計值。我們目前沒有使用任何金融工具進行對沖。

### 銀行借款

於二零二二年十二月三十一日，我們的銀行借款為人民幣260.0百萬元，其中，(1)銀行借款人民幣71.0百萬元以我們的三間附屬公司提供的人民幣61.7百萬元已抵押存款作抵押；(2)銀行借款人民幣95.0百萬元由我們的其中兩間附屬公司擔保；(3)銀行借款人民幣100.0百萬元由本公司擔保；及(4)銀行借款人民幣200.0百萬元由高先生擔保。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

As at 30 June 2023, our bank borrowings decreased to RMB209.4 million, among which, (1) the bank borrowings of RMB10.0 million are secured by pledged deposits of RMB31.1 million provided by one of our subsidiaries, (2) the bank borrowings of RMB137.5 million are guaranteed by two of our subsidiaries, (3) the bank borrowings of RMB50.0 million are guaranteed by our Company and (4) the bank borrowings of RMB199.4 million are guaranteed by Mr. Gao. All the bank borrowings as at 30 June 2023 were denominated in RMB and will be mature within one year, with fixed interest rates ranging from 1.500% to 4.350% per annum. The decrease in bank borrowings was primarily due to the repayment of borrowings due.

### Net Current Assets

Our net current assets were RMB1,307.7 million as at 30 June 2023, compared to RMB1,254.6 million as at 31 December 2022. Our current assets were RMB1,809.6 million as at 30 June 2023, compared to RMB1,785.6 million as at 31 December 2022, primarily due to the increase in accounts receivable and prepayment deposits and other receivables. Our prepayments, deposits and other receivables were RMB614.5 million as at 30 June 2023, compared to RMB571.8 million as at 31 December 2022, mainly attributable to the increase in purchase of prepaid data traffic for the Group's business development needs. Our current liabilities were RMB501.9 million as at 30 June 2023, compared to RMB531.0 million as at 31 December 2022, primarily due to the decrease in bank borrowings.

### Total Equity

As at 30 June 2023, our total equity was RMB1,426.0 million, compared to RMB1,372.8 million as at 31 December 2022, mainly due to the net profit occurred during the six months ended 30 June 2023.

於二零二三年六月三十日，我們的銀行借款減少至人民幣209.4百萬元，其中，(1)銀行借款人民幣10.0百萬元以我們其中一間附屬公司提供的人民幣31.1百萬元已抵押存款作抵押；(2)銀行借款人民幣137.5百萬元由我們的其中兩間附屬公司擔保；(3)銀行借款人民幣50.0百萬元由本公司擔保；及(4)銀行借款人民幣199.4百萬元由高先生擔保。於二零二三年六月三十日，銀行借款全部以人民幣計值，將於一年內到期，固定年利率介於1.500%至4.350%之間。銀行借款減少主要是由於償還到期借款所致。

### 流動資產淨值

我們的流動資產淨值於二零二三年六月三十日為人民幣1,307.7百萬元，而於二零二二年十二月三十一日則為人民幣1,254.6百萬元。我們的流動資產於二零二三年六月三十日為人民幣1,809.6百萬元，而於二零二二年十二月三十一日則為人民幣1,785.6百萬元，主要由於應收賬款及預付款項、按金及其他應收款項增加。我們的預付款項、按金及其他應收款項於二零二三年六月三十日為人民幣614.5百萬元，而於二零二二年十二月三十一日為人民幣571.8百萬元，主要乃因本集團業務發展需求購入預付費數據流量增加所致。我們的流動負債於二零二三年六月三十日為人民幣501.9百萬元，而於二零二二年十二月三十一日則為人民幣531.0百萬元，主要由於銀行借款減少。

### 股權總額

於二零二三年六月三十日，我們的股權總額為人民幣1,426.0百萬元，而於二零二二年十二月三十一日則為人民幣1,372.8百萬元，主要由於截至二零二三年六月三十日止六個月產生淨溢利。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### KEY FINANCIAL RATIOS

### 主要財務比率

		As at 30 June 於六月三十日 2023 二零二三年	As at 31 December 於十二月三十一日 2022 二零二二年
Current ratio (times) <sup>(1)</sup>	流動比率 (倍數) <sup>(1)</sup>	3.6	3.4
Gearing ratio (%) <sup>(2)</sup>	資產負債比率 (%) <sup>(2)</sup>	26.3	28.2
		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年	2022 二零二二年
Adjusted net profit margin (%) <sup>(3)</sup>	經調整淨溢利率 (%) <sup>(3)</sup>	5.1	5.9

Notes:

- (1) Current ratio was calculated based on our total current assets divided by our total current liabilities at the end of each financial period.
- (2) Gearing ratio was calculated based on our total liabilities divided by our total assets at the end of each financial period.
- (3) Adjusted net profit margin was calculated based on our adjusted net profit for the relevant period divided by our total revenue for the same period.

附註：

- (1) 流動比率乃按照我們於各財政期間末的流動資產總值除以我們的流動負債總額計算得出。
- (2) 資產負債比率乃按照我們於各財政期間末的負債總額除以我們的資產總值計算得出。
- (3) 經調整淨溢利率乃按照我們於相關期間的經調整淨溢利除以同一期間的收益總額計算得出。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Current Ratio

Our current ratio increased from 3.4 as at 31 December 2022 to 3.6 as at 30 June 2023, primarily due to the increase in accounts receivable and the decrease in bank borrowings.

### Gearing Ratio

Our gearing ratio decreased from 28.2% as at 31 December 2022 to 26.3% as at 30 June 2023, mainly due to the increase of total assets.

### Adjusted Net Profit Margin

Our adjusted net profit margin slightly decreased from 5.9% for the six months ended 30 June 2022 to 5.1% for the six months ended 30 June 2023, primarily due to the increase in finance cost during the six months ended 30 June 2023 as compared to the six months ended 30 June 2022.

## CAPITAL EXPENDITURE AND INVESTMENTS

Our capital expenditures consist of additions to property, plant and equipment and intangible assets. Our capital expenditures amounted to RMB279,000 and RMB723,000 for the six months ended 30 June 2023 and 2022, respectively.

## FUNDING AND TREASURY POLICIES

We expect to fund our working capital and other capital requirements from a combination of various sources, including but not limited to internal resources and external financing at reasonable market rates. We continue to seek improving the return of the equity and assets while maintaining prudent funding and treasury policies.

## FOREIGN EXCHANGE RISK

Our Group's subsidiaries primarily operate in the PRC and are exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the U.S. dollar and the Hong Kong dollar. Therefore, foreign exchange risk primarily arose from recognised assets and liabilities in our Group's PRC subsidiaries when receiving or to receive foreign currencies from, or paying or to pay foreign currencies to, overseas business partners. We did not hedge against any fluctuation in foreign currency during the six months ended 30 June 2023.

## SIGNIFICANT INVESTMENTS HELD

Our Group did not hold any significant investments in the equity interests of any other companies.

### 流動比率

我們的流動比率由二零二二年十二月三十一日的3.4增至二零二三年六月三十日的3.6，主要由於應收賬款增加及銀行借款減少。

### 資產負債比率

我們的資產負債比率由二零二二年十二月三十一日的28.2%減少至二零二三年六月三十日的26.3%，主要由於總資產增加。

### 經調整淨溢利率

我們的經調整淨溢利率由截至二零二二年六月三十日止六個月的5.9%輕微減少至截至二零二三年六月三十日止六個月的5.1%，主要由於截至二零二三年六月三十日止六個月的融資成本相較截至二零二二年六月三十日止六個月有所增加。

## 資本開支及投資

我們的資本開支包括添置物業、廠房及設備以及無形資產。我們於截至二零二三年及二零二二年六月三十日止六個月的資本開支分別為人民幣279,000元及人民幣723,000元。

## 融資及財務政策

我們預期綜合多種資源方式為我們的營運資金及其他資金需求融資，包括但不限於內部資源以及按合理市價進行外部融資。我們持續致力改善股本及資產回報，同時保持實施審慎融資及財務政策。

## 外匯風險

本集團附屬公司主要於中國經營業務，面臨不同貨幣（主要為美元及港元）所產生的外匯風險。因此，外匯風險主要來自本集團中國附屬公司向境外業務合作夥伴收取或未來收取外幣或支付或未來支付外幣時所確認的資產及負債。截至二零二三年六月三十日止六個月，我們並無對沖任何外幣波動。

## 所持重大投資

本集團並無持有對任何其他公司股權的任何重大投資。

### FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Our Group did not have other plans for material investments and capital assets.

### MATERIAL ACQUISITIONS AND DISPOSALS

Our Group did not have any material acquisitions and disposals of subsidiaries, associated companies or joint ventures.

### PLEDGE OF ASSETS

Certain deposits placed with banks were used as pledged assets for the Group's bank borrowings. For more details, please refer to the Note 16 to the interim condensed consolidated financial statements.

### CONTINGENT LIABILITIES

As at 30 June 2023, we did not have any material contingent liabilities (31 December 2022: Nil).

### INTERIM DIVIDEND

The Board did not recommend the payment of an interim dividend for the six months ended 30 June 2023 (six months ended 30 June 2022: Nil).

### 重大投資及資本資產的未來計劃

本集團並無有關重大投資及資本資產的其他計劃。

### 重大收購及出售

本集團並無任何重大收購及出售附屬公司、聯營公司或合營企業。

### 資產抵押

若干抵押予銀行的存款乃用作本集團銀行借款的抵押資產。更多詳情，請參閱中期簡明綜合財務報表附註16。

### 或然負債

於二零二三年六月三十日，我們並無任何重大或然負債（二零二二年十二月三十一日：無）。

### 中期股息

董事會並不建議就截至二零二三年六月三十日止六個月派付中期股息（截至二零二二年六月三十日止六個月：無）。

## OTHER INFORMATION

### 其他資料

#### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As of 30 June 2023, the interests and short positions of the Directors and the chief executives of the Company 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 have been 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 they were taken or deemed to have taken under such provisions of the SFO), or which were recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 of the Listing Rules were as follows:

#### Interests of Directors and Chief Executives in the Company or Associated Corporation of the Company

Name	Name of Corporation	Capacity/ Nature of Interest	Number of Shares	Long/short position	Approximate Percentage of Shareholding in the Company <sup>(1)</sup> (%) 佔本公司股權概約百分比 <sup>(1)</sup> (%)
姓名	公司名稱	身份／權益性質	股份數目	好倉／淡倉	
Mr. GAO Dinan <sup>(2)</sup>	The Company	Interest in controlled corporations;	475,940,800	Long position	31.19
高弟男先生 <sup>(2)</sup>	本公司	interest held jointly 受控法團權益； 共同持有權益	475,940,800	好倉	31.19
Mr. NIE Xin	The Company	Beneficial owner	1,587,000	Long position	0.11
聶鑫先生	本公司	實益擁有人	1,587,000	好倉	0.11
Ms. JIANG Yu <sup>(3)</sup>	The Company	Beneficial owner	2,790,000	Long position	0.18
蔣宇女士 <sup>(3)</sup>	本公司	實益擁有人	2,790,000	好倉	0.18

Notes:

(1) The calculation is based on the total number of 1,525,743,350 Shares in issue as of 30 June 2023.

#### 董事及主要行政人員於股份、相關股份及債權證中的權益及淡倉

截至二零二三年六月三十日，董事及本公司主要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根據證券及期貨條例第XV部第7及第8分部已通知本公司及聯交所的權益及淡倉（包括根據證券及期貨條例有關條文其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條須予存置的登記冊的權益及淡倉，或根據上市規則附錄10所載標準守則已另行通知本公司及聯交所的權益及淡倉如下：

#### 董事及主要行政人員於本公司或本公司相聯法團擁有的權益

Name	Name of Corporation	Capacity/ Nature of Interest	Number of Shares	Long/short position	Approximate Percentage of Shareholding in the Company <sup>(1)</sup> (%) 佔本公司股權概約百分比 <sup>(1)</sup> (%)
姓名	公司名稱	身份／權益性質	股份數目	好倉／淡倉	
Mr. GAO Dinan <sup>(2)</sup>	The Company	Interest in controlled corporations;	475,940,800	Long position	31.19
高弟男先生 <sup>(2)</sup>	本公司	interest held jointly 受控法團權益； 共同持有權益	475,940,800	好倉	31.19
Mr. NIE Xin	The Company	Beneficial owner	1,587,000	Long position	0.11
聶鑫先生	本公司	實益擁有人	1,587,000	好倉	0.11
Ms. JIANG Yu <sup>(3)</sup>	The Company	Beneficial owner	2,790,000	Long position	0.18
蔣宇女士 <sup>(3)</sup>	本公司	實益擁有人	2,790,000	好倉	0.18

附註：

(1) 該計算乃基於截至二零二三年六月三十日已發行股份總數1,525,743,350股股份。

- (2) Mr. GAO Dinan was deemed to be interested in the entire Shares as of 30 June 2023 (i) held by Wanka Media Limited, a company wholly owned by him and was interested in 277,076,300 Shares; and (ii) held by Mr. ZHENG Wei and his wholly-owned company, Countryside Tech Inc., which was interested in 198,864,500 Shares as they were parties acting in concert.
- (3) Ms. JIANG Yu is interested in (i) 397,000 Shares and (ii) RSUs granted to her under the 2019 Share Incentive Scheme entitling her to receive 2,393,000 Shares.

Save as disclosed above, as of 30 June 2023, none of the Directors or the chief executives of the Company had or was deemed to have any interest or short position in the Shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or required to be 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.

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

As of 30 June 2023, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

- (2) 截至二零二三年六月三十日，高弟男先生被視為於(i) Wanka Media Limited(其全資擁有的公司，並於277,076,300股股份中擁有權益)；及(ii)鄭煒先生及其全資擁有公司 Countryside Tech Inc.(於198,864,500股股份中擁有權益)所持全部股份中擁有權益，原因為彼等乃一致行動人士。
- (3) 蔣宇女士於(i) 397,000股股份及(ii)根據二零一九年股份激勵計劃獲授的受限制股份單位(賦予其權利收取2,393,000股股份)中擁有權益。

除上文披露者外，截至二零二三年六月三十日，董事或本公司最高行政人員概無於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有須根據證券及期貨條例第XV部第7及第8分部通知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其被當作或視為擁有的權益及淡倉)，或須記入根據證券及期貨條例第352條須存置的登記冊的任何權益或淡倉，或根據標準守則須另行通知本公司及聯交所的任何權益或淡倉。

### 主要股東於股份及相關股份的權益及淡倉

截至二零二三年六月三十日，就董事所深知，下列人士(並非董事或本公司最高行政人員)於本公司根據證券及期貨條例第336條規定須存置的登記冊所記錄之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權益或淡倉：



## OTHER INFORMATION

### 其他資料

Name	Capacity/Nature of Interest	Number of Shares	Long/short position	Approximate Percentage of Shareholding in the Company <sup>(1)</sup> (%)
姓名	身份／權益性質	股份數目	好倉／淡倉	佔本公司股權概約百分比 <sup>(1)</sup> (%)
Wanka Media Limited <sup>(2)</sup>	Beneficial Interest; interest held jointly with another person	475,940,800	Long position	31.19
Wanka Media Limited <sup>(2)</sup>	實益權益；與另一人士共同持有的權益	475,940,800	好倉	31.19
Ms. LU Haiyan <sup>(2)</sup>	Interest of spouse	475,940,800	Long position	31.19
陸海燕女士 <sup>(2)</sup>	配偶權益	475,940,800	好倉	31.19
Countryside Tech Inc. <sup>(3)</sup>	Beneficial Interest; interest held jointly with another person	475,940,800	Long position	31.19
Countryside Tech Inc. <sup>(3)</sup>	實益權益；與另一人士共同持有的權益	475,940,800	好倉	31.19
Mr. ZHENG Wei <sup>(3)</sup>	Interest in a controlled corporation; interest held jointly	475,940,800	Long position	31.19
鄭煒先生 <sup>(3)</sup>	受控法團權益；共同持有權益	475,940,800	好倉	31.19
Ms. FENG Chun <sup>(3)</sup>	Interest of spouse	475,940,800	Long position	31.19
馮春女士 <sup>(3)</sup>	配偶權益	475,940,800	好倉	31.19
Korea Investment Partners Co., Ltd. <sup>(4)</sup>	Interest in controlled corporations	104,291,430	Long position	6.84
Korea Investment Partners Co., Ltd. <sup>(4)</sup>	受控法團權益	104,291,430	好倉	6.84
Korea Investment Holdings Co., Ltd. <sup>(4)</sup>	Interest in controlled corporations	104,291,430	Long position	6.84
Korea Investment Holdings Co., Ltd. <sup>(4)</sup>	受控法團權益	104,291,430	好倉	6.84

Notes:

附註：

(1) The calculation is based on the total number of 1,525,743,350 Shares in issue as of 30 June 2023.

(1) 該計算乃基於二零二三年六月三十日已發行股份總數1,525,743,350股股份。

(2) Ms. LU Haiyan, spouse of Mr. GAO Dinan is deemed to be interested in Mr. GAO Dinan's entire interest.

(2) 高弟男先生的配偶陸海燕女士被視為於高弟男先生擁有的全部權益中擁有權益。

- (3) Mr. ZHENG Wei was deemed to be interested in the entire interests as of 30 June 2023 held by (i) Countryside Tech Inc., a company wholly owned by him; and (ii) Mr. GAO Dinan and his wholly-owned company, being Wanka Media Limited, as they were parties acting in concert. Ms. FENG Chun, spouse of Mr. ZHENG Wei, is deemed to be interested in Mr. ZHENG Wei's entire interest.
- (4) The general partnership of both KIP Overseas Expansion Platform Fund ("KIP Overseas") and KIP Bright (Chengdu) Equity Investment Partnership (LP) ("KIP Bright") is Korea Investment Partners Co., Ltd., which is controlled by Korea Investment Holdings Co., Ltd. Therefore, Korea Investment Partners Co., Ltd. and Korea Investment Holdings Co., Ltd. is deemed to be interested in the entire interests as of 30 June 2023 held by KIP Overseas and KIP Bright, namely 98,231,500 and 6,059,930 Shares.

Save as disclosed above, as of 30 June 2023, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

## SHARE INCENTIVE SCHEMES

The Company has adopted the 2016 Share Incentive Scheme and the 2019 Share Incentive Scheme.

The Company also previously adopted a post-IPO share option scheme on 3 November 2018 (the "Post-IPO Share Option Scheme"). Further details of the Post-IPO Share Option Scheme are set out in the Prospectus and the 2022 annual report of the Company. Given that the Company has not granted any options under the Post-IPO Share Option Scheme since its adoption nor does it intend to utilize such scheme in the future, the Post-IPO Share Option Scheme was terminated by resolutions of the Board on 20 April 2023 according to the terms therein, pursuant to which, such scheme may be terminated by resolutions of either of the Board or the Shareholders in general meeting.

### 2016 Share Incentive Scheme

Our Company adopted its 2016 Share Incentive Scheme as approved by the Board resolution passed on 6 January 2016 and amended by the Board resolution passed on 24 May 2018. Certain principal terms and details of the 2016 Share Incentive Scheme are summarised as follows:

- (3) 截至二零二三年六月三十日，鄭煒先生被視為於(1)其全資擁有的公司Countryside Tech Inc.；及(2)高弟男先生及其全資擁有的公司Wanka Media Limited擁有的全部權益中擁有權益，原因為彼等為一致行動人士。鄭煒先生的配偶馮春女士被視為於鄭煒先生擁有的全部權益中擁有權益。
- (4) KIP Overseas Expansion Platform Fund (「KIP Overseas」)及景誠(成都)股權投資基金合夥企業(有限合夥)(「景誠」)的普通合夥為由Korea Investment Holdings Co., Ltd.控制的Korea Investment Partners Co.,Ltd.。因此，Korea Investment Partners Co., Ltd.及Korea Investment Holdings Co., Ltd.被視為於二零二三年六月三十日於KIP Overseas及景誠持有的全部權益(即98,231,500股及6,059,930股股份)中擁有權益。

除上文所披露者外，截至二零二三年六月三十日，董事並不知悉任何人士(並非董事或本公司最高行政人員)於本公司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分部須予披露的權益或淡倉，或根據證券及期貨條例第336條須記入該條所指的登記冊的權益或淡倉。

## 股份激勵計劃

本公司已採納二零一六年股份激勵計劃及二零一九年股份激勵計劃。

本公司於二零一八年十一月三日亦曾採納首次公開發售後購股權計劃(「首次公開發售後購股權計劃」)。有關首次公開發售後購股權計劃的進一步詳情載於招股章程及本公司二零二二年年報。鑒於本公司自採納首次公開發售後購股權計劃以來並無根據該計劃授出任何購股權，亦不擬於日後使用該計劃，首次公開發售後購股權計劃已於二零二三年四月二十日根據其條款(據此，該計劃可通過董事會決議案或股東於股東大會上的決議案予以終止)以董事會決議案方式終止。

### 二零一六年股份激勵計劃

本公司採納於二零一六年一月六日通過的董事會決議案批准的二零一六年股份激勵計劃，並經董事會於二零一八年五月二十四日通過的決議案修訂。二零一六年股份激勵計劃若干主要條款及詳情概述如下：

## OTHER INFORMATION

### 其他資料

The purpose of the 2016 Share Incentive Scheme is to incentivise Directors, senior management and employees for their contribution to our Group, to attract, motivate and retain skilled and experienced personnel to strive for the future development and expansion of our Group by providing them with the opportunity to own equity interests in our Company.

Persons eligible to receive RSUs under the 2016 Share Incentive Scheme are existing employees, directors (whether executive or non-executive, but excluding independent non-executive directors) or officers of our Company or any member of our Group (the “RSU Eligible Persons”). Our Board selects the RSU Eligible Persons to receive RSUs under the 2016 Share Incentive Scheme at its discretion.

The 2016 Share Incentive Scheme shall be valid and effective for a term of ten years commencing from the adoption date of the scheme, being 31 March 2016 (unless it is terminated earlier in accordance with its terms).

The 2016 Share Incentive Scheme only involves existing Shares, and no further grants is permitted thereunder in light of its scheme limit.

Further details of the 2016 Share Incentive Scheme are set out in the Prospectus and the 2022 annual report of the Company.

As of 31 December 2022, we had granted RSUs representing 62,500,000 Shares under the 2016 Share Incentive Scheme, including the following senior management and other current or former key employees of our Company. During the six months ended 30 June 2023, no RSUs were granted or agreed to be granted under the 2016 Share Incentive Scheme. Details of the RSUs granted pursuant to the 2016 Share Incentive Scheme are as set out below:

二零一六年股份激勵計劃的目的為透過向董事、高級管理層及僱員提供擁有本公司股權的機會，獎勵彼等為本集團作出的貢獻，吸引、激勵及挽留技術熟練與經驗豐富的人員為本集團的未來發展及擴張而努力。

本公司或本集團任何成員公司現有僱員、董事（不論執行或非執行董事，但不包括獨立非執行董事）或高級職員均為合資格根據二零一六年股份激勵計劃獲授受限制股份單位的人士（「受限制股份單位合資格人士」）。董事會酌情甄選可根據二零一六年股份激勵計劃獲授受限制股份單位的受限制股份單位合資格人士。

二零一六年股份激勵計劃的有效期為自計劃採納日期（即二零一六年三月三十一日）起計十年，惟根據其條款提前終止除外。

二零一六年股份激勵計劃僅涉及現有股份且因其計劃限額而不允許作出進一步授予。

二零一六年股份激勵計劃的進一步詳情載於本公司的招股章程及二零二二年年報。

截至二零二二年十二月三十一日，我們根據二零一六年股份激勵計劃（包括以下本公司的高級管理人員以及其他現任或前任主要僱員）授出代表62,500,000股股份的受限制股份單位。截至二零二三年六月三十日止六個月，概無根據二零一六年股份激勵計劃已授出或同意授出受限制股份單位。有關根據二零一六年股份激勵計劃已授出的受限制股份單位之詳情載列如下：

## OTHER INFORMATION

## 其他資料

Category/Name of grantee	Date of Grant	Number of Shares underlying the RSUs as at January 1, 2023 截至二零二三年一月一日的受限制股份單位相關股份數目	Number of Shares underlying the exercised RSUs during the Reporting Period 報告期內已行使受限制股份單位相關股份數目	Number of Shares underlying the cancelled RSUs during the Reporting Period 報告期內已註銷的受限制股份單位相關股份數目	Number of Shares underlying the lapsed RSUs during the Reporting Period 報告期內已失效的受限制股份單位相關股份數目	Number of Shares underlying the RSUs as at June 30, 2023 截至二零二三年六月三十日的受限制股份單位相關股份數目	Vesting Period 歸屬期	Exercise Price (US\$) 行使價(美元)	Weighted Average Closing Price of the Shares before exercise 行使前股份的加權平均收市價
--------------------------	---------------	---	--	---	--	--	-----------------------	----------------------------------	---

*Directors/Senior management**董事/高級管理層*

Mr. NIE Xin 聶鑫先生	22 March 2019 二零一九年三月二十二日	1,587,000 Shares 1,587,000股股份	1,587,000 Shares 1,587,000股股份	- -	- -	- -	22 March 2020 二零二零年三月二十二日	0.0000002 0.0000002	HK\$0.183 0.183港元
---------------------	------------------------------	----------------------------------	----------------------------------	--------	--------	--------	------------------------------	------------------------	----------------------

*Other grantees**其他承授人*

52 employees 52名僱員	31 March 2016 to 16 September 2021 二零一六年三月三十一日至二零二一年九月十六日	17,111,275 Shares 17,111,275股股份	7,964,651 Shares 7,964,651股股份	- -	- -	9,146,624 Shares 9,146,624股股份	2018 to 2023 二零一八年至二零二三年	0.0000002 0.0000002	HK\$0.183 0.183港元
-----------------------	--	------------------------------------	----------------------------------	--------	--------	----------------------------------	-----------------------------	------------------------	----------------------

Movements in the number of RSUs outstanding are as follows:

尚未行使的受限制股份單位數目變動如下：

	Number of RSUs 受限制股份單位數目
Outstanding balance as of 1 January 2023 截至二零二三年一月一日的尚未行使結餘	18,698,275
Granted 已授出	-
Forfeited 已沒收	-
Exercised 已行使	(9,551,651)
Outstanding balance as of 30 June 2023 截至二零二三年六月三十日的尚未行使結餘	9,146,624

## OTHER INFORMATION

### 其他資料

#### 2019 Share Incentive Scheme

The 2019 Share Incentive Scheme was approved and adopted by the Board on 29 August 2019 and amended by ordinary resolution of shareholders at the annual general meeting of the Company held on 9 June 2023.

The purpose of the 2019 Share Incentive Scheme is to incentivise Directors, senior management and employees for their contribution to our Group, to attract, motivate and retain skilled and experienced personnel to strive for the future development and expansion of our Group by providing them with the opportunity to own equity interests in our Company.

Persons eligible to receive RSUs under the 2019 Share Incentive Scheme include existing employees, Directors (whether executive or non-executive, but excluding independent non-executive directors) or officers of the Company or any member of the Group (the “2019 RSU Eligible Persons”). Our Board selects the 2019 RSU Eligible Persons to receive RSUs under the 2019 Share Incentive Scheme at its discretion.

The 2019 Share Incentive Scheme shall be valid and effective for a term of ten years commencing from the adoption date of the scheme, being 29 August 2019 (unless it is terminated earlier in accordance with its terms).

Further details of the 2019 Share Incentive Scheme and the said amendments are set out in the circular of the Company dated 25 April 2023.

#### 二零一九年股份激勵計劃

二零一九年股份激勵計劃獲董事會於二零一九年八月二十九日批准及採納，並於二零二三年六月九日召開的本公司股東週年大會上經股東普通決議案修訂。

二零一九年股份激勵計劃的目的為透過向董事、高級管理層及僱員提供擁有本公司股權的機會，獎勵彼等為本集團作出的貢獻，吸引、激勵及挽留技術熟練與經驗豐富的人員為本集團的未來發展及擴張而努力。

本公司或本集團任何成員公司現有僱員、董事（不論執行或非執行董事，但不包括獨立非執行董事）或高級職員均為合資格根據二零一九年股份激勵計劃獲授受限制股份單位的人士（「二零一九年受限制股份單位合資格人士」）。董事會酌情甄選可根據二零一九年股份激勵計劃獲授受限制股份單位的二零一九年受限制股份單位合資格人士。

二零一九年股份激勵計劃的有效期為自計劃採納日期（即二零一九年八月二十九日）起計十年，惟根據其條款提前終止除外。

有關二零一九年股份激勵計劃及上述修訂的進一步詳情載於本公司日期為二零二三年四月二十五日的通函。

## OTHER INFORMATION

### 其他資料

As of 31 December 2022, we had granted RSUs representing 91,738,000 Shares under the 2019 Share Incentive Scheme, including the following senior management and other current or former key employees of the Company. During the six months ended 30 June 2023, no RSUs were granted or agreed to be granted under the 2019 Share Incentive Scheme. Details of the RSUs granted pursuant to the 2019 Share Incentive Scheme are set out below:

截至二零二二年十二月三十一日，我們根據二零一九年股份激勵計劃授出代表91,738,000股股份的受限制股份單位，包括以下本公司高級管理層及其他現任或前次要員。於截至二零二三年六月三十日止六個月，概無根據二零一九年股份激勵計劃授出或同意授出受限制股份單位。有關根據二零一九年股份激勵計劃已授出之受限制股份單位的詳情載列如下：

Category/Name of grantee	Date of Grant	Number of Shares underlying the RSUs as at January 1, 2023 截至二零二三年一月一日的受限制股份單位相關股份數目	Number of Shares underlying the exercised RSUs during the Reporting Period 報告期內已行使受限制股份單位相關股份數目	Number of Shares underlying the cancelled RSUs during the Reporting Period 報告期內已註銷的受限制股份單位相關股份數目	Number of Shares underlying the lapsed RSUs during the Reporting Period 報告期內已失效的受限制股份單位相關股份數目	Number of Shares underlying the RSUs as at June 30, 2023 截至二零二三年六月三十日的受限制股份單位相關股份數目	Vesting Period 歸屬期	Exercise Price (US\$) 行使價(美元)	Weighted Average Closing Price of the Shares before exercise 於行使前股份的加權平均收市價
<b>Directors/Senior management</b> 董事/高級管理人員									
Ms. JIANG Yu 蔣宇女士	24 April 2020, 11 May 2021 二零二零年 四月二十四日， 二零二一年 五月十一日	2,393,000 Shares 2,393,000股股份	-	-	-	2,393,000 Shares 2,393,000股股份	2020- 2022 二零二零年 至二零二二年	0.0000002	N/A 不適用
<b>Other grantees</b> 其他承授人									
28 employees 28名僱員	24 April 2020 to 28 April 2022 二零二零年 四月二十四日至 二零二二年 四月二十八日	51,255,000 Shares 51,255,000股 股份	5,787,000 Shares 5,787,000 股股份	-	-	45,468,000 Shares 45,468,000 股股份	2020 to 2023 二零二零年至 二零二三年	0.0000002	HK\$0.185 0.185港元

Movements in the number of RSUs outstanding are as follows:

尚未行使的受限制股份單位數目變動如下：

	Number of RSUs 受限制股份單位數目
Outstanding balance as of 1 January 2023 截至二零二三年一月一日的尚未行使結餘	53,648,000 53,648,000
Granted 已授出	-
Forfeited 已沒收	-
Exercised 已行使	(5,787,000) (5,787,000)
Outstanding balance as of 30 June 2023 截至二零二三年六月三十日的尚未行使結餘	47,861,000 47,861,000

## OTHER INFORMATION

### 其他資料

Pursuant to the scheme mandate limit adopted by the Shareholders of Company on 9 June 2023 (the “Scheme Mandate Limit”), being a scheme mandate limit on grants of share awards and/or options over new Shares of the Company under all share schemes of the Company, the Shares which may be issued in respect of all options and awards to be granted under the 2019 Share Incentive Scheme and any other share schemes of the Company (if any) (including options and awards that have been cancelled but excluding any options or awards lapsed in accordance with the terms of the respective share schemes) shall not exceed 152,574,335 Shares, representing 10% of the number of Shares in issue as of 9 June 2023, being the date of the Shareholders’ approval of the limit.

The maximum number of Shares underlying all options and awards available for grant under the Scheme Mandate Limit was 152,574,335 Shares as of June 30, 2023.

As no awards were granted under the share schemes of the Company during the six months ended 30 June 2023, the number of Shares that may be issued in respect of options and awards granted under all share schemes of the Company during the Reporting Period is nil. Accordingly, the value of the number of shares that may be issued in respect of options and awards granted under all share schemes of the Company during the Reporting Period divided by the weighted average number of Shares in issue for the Reporting Period is nil.

根據本公司股東於二零二三年六月九日採納的計劃授權限額（「計劃授權限額」），即有關根據本公司所有股份計劃授予股份獎勵及／或本公司新股份之購股權的計劃授權限額，根據二零一九年股份激勵計劃或本公司任何其他股份計劃（如有）授出的所有購股權及獎勵（包括根據相關股份計劃條款已註銷的購股權及獎勵，但不包括已失效的任何購股權或獎勵）可能發行的股份，不得超過152,574,335股股份（相當於截至二零二三年六月九日（即股東批准該限額當日）已發行股份數目的10%）。

截至二零二三年六月三十日，根據計劃授權限額可供授出的所有購股權及獎勵所涉的最高股份數目為152,574,335股。

由於截至二零二三年六月三十日止六個月內並無根據本公司股份計劃授出任何獎勵，報告期內根據本公司所有股份計劃授出之購股權及獎勵可發行之股份數目為零。因此，報告期內根據本公司所有股份計劃授出的購股權及獎勵可發行的股份數目除以報告期內已發行股份加權平均數目為零。

## USE OF NET PROCEEDS FROM LISTING

The Shares of the Company were listed on the Main Board of the Stock Exchange on 21 December 2018 by way of Global Offering, raising total net proceeds of approximately HK\$194.7 million (equivalent to approximately RMB171.2 million) after deducting professional fees, underwriting commissions and other related listing expenses.

As of 30 June 2023, the Group had utilized the proceeds as set out in the table below:

## 上市所得款項淨額用途

本公司股份於二零一八年十二月二十一日以全球發售方式在聯交所主板上市，籌集所得款項淨額總額約194.7百萬港元（相當於約人民幣171.2百萬元）（經扣除專業費用、包銷佣金及其他有關上市開支）。

截至二零二三年六月三十日，本集團已動用下表所載的所得款項：

		Net proceeds from the IPO		Utilization up to 30 June 2023		Utilization during the Reporting Period		Unutilized proceeds		Expected timeline for the use of unutilized proceeds 尚未動用所得款項之預期使用時間表
		首次公開發售所得款項淨額	首次公開發售所得款項淨額	截至二零二三年六月三十日已動用款項	截至二零二三年六月三十日已動用款項	於報告期間已動用款項	於報告期間已動用款項	未動用所得款項	未動用所得款項	
		HK\$' million	RMB' million	HK\$' million	RMB' million	HK\$' million	RMB' million	HK\$' million	RMB' million	
		百萬港元	百萬元	百萬港元	百萬元	百萬港元	百萬元	百萬港元	百萬元	
Strengthening research and development capabilities	加強研發能力	58.4	51.4	58.4	51.4	-	-	-	-	-
Promoting the development standard of Quick Apps	提升快應用程序的開發標準	58.4	51.4	55.6	48.8	2.4	2.0	2.8	2.6	December 2023 二零二三年十二月
Expanding service offerings and strengthening ecosystem	擴大服務範圍及加強生態系統	29.2	25.7	29.2	25.7	-	-	-	-	-
Expanding monetization channels and strengthening sales and marketing capabilities	擴展變現渠道以及增強銷售及營銷能力	29.2	25.7	29.2	25.7	-	-	-	-	-
Working capital and general corporate uses	營運資金及一般企業用途	19.5	17.0	19.5	17.0	-	-	-	-	-
<b>Total</b>	<b>總計</b>	<b>194.7</b>	<b>171.2</b>	<b>191.9</b>	<b>168.6</b>	<b>2.4</b>	<b>2.0</b>	<b>2.8</b>	<b>2.6</b>	

The remaining balance of the net proceeds was placed with banks. There has been no change in the intended use of net proceeds as previously disclosed in the Prospectus and the Group will apply the remaining net proceeds in the manner set out in the Prospectus.

所得款項淨額餘下結餘已存入銀行。招股章程先前披露的所得款項淨額預期用途並無變動，本集團將按招股章程所載方式應用餘下所得款項淨額。



## OTHER INFORMATION

### 其他資料

#### ISSUE FOR CASH OF EQUITY SECURITIES

To strengthen the financial position of the Group and provide working capital to the Group, the Company completed the placing of 135,000,000 new Shares at the placing price of HK\$1.45 per Share (the "Placing") in March 2021, and received the net proceeds from the Placing of approximately HK\$189.0 million (equivalent to approximately RMB157.8 million) after deducting the expenses incurred in connection with the Placing.

To the best knowledge and reasonable belief of the Company, the placees and their ultimate beneficial owners are independent third parties of the Company and its connected persons, and none of such placees had become a substantial shareholder of the Company immediately upon completion of the Placing.

As of 30 June 2023, the Group had utilized the proceeds as set out in the table below:

#### 股本證券發行以換取現金

為加強本集團的財務狀況並向本集團提供營運資金，本公司於二零二一年三月完成以每股1.45港元的配售價配售135,000,000股新股份（「配售事項」），並於扣除就配售事項產生的開支後收取配售事項所得款項淨額約189.0百萬港元（相當於約人民幣157.8百萬元）。

據本公司所知及合理所信，承配人及其最終實益擁有人為本公司及其關連人士的獨立第三方，且概無有關承配人於緊隨配售事項完成後成為本公司的主要股東。

截至二零二三年六月三十日，本集團已動用下表所載的所得款項：

		Net proceeds from the Placing		Utilization up to 30 June 2023		Utilization during the Reporting Period		Unutilized proceeds		Expected timeline for the use of unutilized proceeds 尚未動用所得款項之預期使用時間表
		配售事項所得款項淨額	截至二零二三年六月三十日已動用款項	於報告期間已動用款項	未動用所得款項					
		HK\$' million 百萬港元	RMB' million 人民幣 百萬元	HK\$' million 百萬港元	RMB' million 人民幣 百萬元	HK\$' million 百萬港元	RMB' million 人民幣 百萬元	HK\$' million 百萬港元	RMB' million 人民幣 百萬元	
Further develop the Group's existing business lines	進一步發展本集團現有業務線	113.4	94.7	104.2	87.0	20.6	17.2	9.2	7.7	December 2023 二零二三年十二月
Enhance the Group's digital infrastructure and for research and development of new internet and technological solutions	加強本集團的數字基礎設施，研開新互聯網及技術解決方案	56.7	47.3	33.4	27.9	6.2	5.2	23.3	19.4	December 2023 二零二三年十二月
General working capital uses	一般營運資金用途	18.9	15.8	16.5	13.8	3.0	2.5	2.4	2.0	December 2023 二零二三年十二月
<b>Total</b>	<b>總計</b>	<b>189.0</b>	<b>157.8</b>	<b>154.1</b>	<b>128.7</b>	<b>29.8</b>	<b>24.9</b>	<b>34.9</b>	<b>29.1</b>	

The remaining balance of the net proceeds from the Placing was placed with banks. There has been no change in the intended use of net proceeds and the net proceeds from the Placing have been and will be applied in the manner consistent with the use of proceeds as disclosed above.

## CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining and promoting stringent corporate governance. The principle of the Company's corporate governance is to promote effective internal control measures, uphold a high standard of ethics, transparency, responsibility and integrity in all aspects of business, to ensure that its affairs are conducted in accordance with applicable laws and regulations and to enhance the transparency and accountability of the Board to all shareholders. The Company has adopted the CG Code as set out in Appendix 14 to the Listing Rules as its own code of corporate governance.

For the six months ended 30 June 2023, the Company has complied with all applicable code provisions set out in the CG Code.

The Company will continue to regularly review and monitor its corporate governance practices to ensure compliance with the CG Code and maintain a high standard of corporate governance practices of the Company.

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding directors' securities transactions. Having made specific enquiries of all Directors, each of the Directors has confirmed that he/she has complied with the required standards as set out in the Model Code during the six months ended 30 June 2023.

The Group's employees, who are likely to be in possession of inside information of the Group, are also subject to the Model Code for securities transactions. No incident of non-compliance of the Model Code by the employees was noted by the Company.

配售事項所得款項淨額餘下結餘已存入銀行。所得款項淨額預期用途並無變動且配售事項所得款項淨額已經並將按與上文所披露的所得款項用途一致的方式動用。

## 企業管治常規

本公司致力於維持及推行嚴格的企業管治。本公司企業管治的原則是推廣有效的內部控制措施，於業務各個方面秉持高標準的道德水平、透明度、責任承擔及誠信，確保所有事宜均按照相關法律法規開展，增進董事會工作的透明度及加強董事會對全體股東的責任承擔。本公司已採納上市規則附錄十四所載的企業管治守則作為其自身的企業管治守則。

於截至二零二三年六月三十日止六個月，本公司一直遵守企業管治守則載列的所有適用守則條文。

本公司將繼續定期審閱及監察企業管治常規，確保本公司遵守企業管治守則及維持高標準的企業管治常規。

## 證券交易標準守則

本公司已就董事進行證券交易採納標準守則作為其自身的行為守則。經向全體董事作出具體查詢，各董事已確認，彼於截至二零二三年六月三十日止六個月已遵守標準守則所載的規定標準。

可能掌握本集團內幕消息的本集團僱員亦須遵守證券交易的標準守則。本公司並不知悉有關僱員違反標準守則之事件。

## OTHER INFORMATION

### 其他資料

#### DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group during the six months ended 30 June 2023.

#### RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is the Board's responsibility to ensure that the Company has established and maintained adequate and effective risk management and internal control systems. The Board delegates its responsibility to the Audit Committee to review the establishment and practices of management with respect to risk management and internal control systems formally on a half yearly basis. The Audit Committee also reviews the effectiveness of the risk management and internal control systems on an annual basis. The Board is also responsible for overseeing the key risks of the Company, including determining the level of risk the Company expects and is able to take, and proactively considering, analyzing and formulating strategies to manage the key risks that the Company is exposed to. The Audit Committee oversees the management of the design, implementation and monitoring of risk management and internal control systems. The senior management team also provides all necessary and relevant information to the Board, giving the Directors sufficient explanation and information they need to discharge their responsibilities and make an informed assessment of financial and other information put before them for approval. The internal audit team of the Company has direct reporting lines to the Audit Committee. These systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

#### 董事於競爭業務的權益

於截至二零二三年六月三十日止六個月內，概無董事直接或間接從事任何與本集團業務發生競爭或可能發生競爭的業務或於該等業務中擁有任何權益。

#### 風險管理及內部控制

董事會確認會負責確保本公司設立及維持充分及有效的風險管理及內部監控系統。審核委員會代表董事會每半年度正式審閱管理層在風險管理及內部監控系統方面的建設及執行工作，每年檢討風險管理及內部監控系統的有效性。董事會亦負責監管本公司所面臨的關鍵風險，包括釐定本公司所預期及能夠承受的風險水平，並積極考慮、分析及制訂策略以管理本公司所面臨的關鍵風險。審核委員會監督管理層在風險管理及內部監控系統的設計、執行及監察方面的工作。高級管理團隊亦向董事會提供一切所需及相關的資料，給予董事履行職責所需的充分說明及資料，以及使董事可在財務及其他資料呈待其批准時能作出知情評估。本公司內部審核部門與審核委員會之間建立了直接匯報關係。該等系統旨在管理，而不能完全消除可能令本公司無法實現業務目標的風險，對重大的失實陳述或損失作出合理而非絕對的保證。

We have designated responsible personnel in our Company to monitor the ongoing compliance by our Company with the relevant PRC laws and regulations that govern our business operations and oversee the implementation of any necessary measures. In addition, we plan to provide our Directors, senior management and relevant employees with continuing training programs and/or updates regarding the relevant PRC laws and regulations on a regular basis with a view to proactively identify any concerns and issues relating to any potential non-compliance. In addition, we have adopted a set of internal rules and policies governing the conduct of our employees. We have established a monitoring system to implement anti-bribery and anti-corruption measures so as to ensure that our employees comply with our internal rules and policies as well as the applicable laws and regulations. For example, our management is responsible for conducting a fraud and bribery risk assessment on an annual basis and our Audit Committee reviews and approves our annual risk assessment results and policies. We have also identified certain forbidden conducts in our internal anti-bribery and anti-corruption policies, including, among others, the prohibition to acceptance of bribes or rebates, embezzlement or misappropriation of our assets, and forgery or alteration of our accounting records.

### Risk Management

The Company is committed to continuously improving the risk management system, including structure, process and culture, through the enhancement of risk management ability, to ensure long-term growth and sustainable development of the Company's business. The Company has established a risk management system which sets out the roles and responsibilities of each relevant party as well as the relevant risk management policies and processes. Each business group of the Company, on a regular basis, identifies and assesses risk factors that may negatively impact the achievement of its objectives, and formulates appropriate response measures.

The Audit Committee assists the Board in supervising the overall risk status of the Company and evaluating the change in the nature and severity of the Company's major risks. The Audit Committee considers that the management of the Company has taken appropriate measures to address and manage the key risks which they are responsible for at a level acceptable to the Board.

我們已指定本公司負責人員監督本公司持續遵守中國相關法律及法規(管治我們的業務運營及監督任何必要措施的實施)的情況。此外，我們計劃向董事、高級管理層及相關僱員提供持續培訓課程及／或定期更新中國相關法律及法規的資料，旨在積極發現有關任何潛在不合規情況的任何關切及問題。此外，我們已採納一系列規管我們僱員行為的內部規則及政策。我們已建立監察系統以實施反賄賂及反貪污措施，從而確保僱員遵守內部規則及政策以及適用法律及法規。例如，管理層負責每年進行欺詐及賄賂風險評估，而審核委員會會對我們的年度風險評估結果及政策進行審批。我們亦於內部反賄賂及反貪污政策中列明若干禁止行為，其中包括禁止收受賄賂或回扣、侵佔或挪用我們的資產及偽造或更改我們的會計記錄。

### 風險管理

本公司一直致力不斷完善風險管理系統，包括架構、程序與文化，通過提升風險管理的能力，確保本公司業務的長遠增長和持續發展。本公司已建立風險管理系統，當中載有各相關方的角色及職責，以及相關風險管理政策和流程。本公司各事業群定期對可能對其目標實現產生不利影響的風險因素進行識別和評估，並制訂相應的風險應對措施。

審核委員會協助董事會監察本公司整體的風險狀況，並檢討本公司重大風險的性質及嚴重程度的轉變。審核委員會認為本公司管理層已採取適當的措施以應對及管理關鍵風險至董事會可接受的風險水平。

## OTHER INFORMATION

### 其他資料

The Audit Committee, on behalf of the Board, continuously reviews the risk management and internal control systems. The review process comprises, among other things, meetings with management of business groups, internal audit team, legal, personnel and the external auditors, reviewing the relevant work reports and information of key performance indicators, and discussing the major risks with the senior management of the Company. The Board is of the view that throughout the six months ended 30 June 2023, the risk management and internal control systems of the Company are effective and adequate.

In addition, the Board believes that the Company's accounting and financial reporting functions have been performed by staff with the appropriate qualifications and experience and that such staff receives appropriate and sufficient training and development. Based on the work report from the Audit Committee, the Board also believes that the Company's internal audit function is adequate with sufficient resources and budget. The relevant staff has appropriate qualifications and experience, and receives sufficient training and development.

### HUMAN RESOURCES

The Group had 260 employees as at 30 June 2023. The Group enters into employment contracts with its employees to cover matters such as position, term of employment, wage, employee benefits and liabilities for breaches and grounds for termination. Remuneration of the Group's employees includes basic salaries, allowances, bonus and other employee benefits, and is determined with reference to their experience, qualifications and general market conditions. The emolument policy for the employees of the Group is set up by the Board on the basis of their merit, qualification and competence.

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") for all qualifying employees in Hong Kong under the rules and regulations of the Mandatory Provident Fund Schemes Authority. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees. Contributions are made based on a percentage of the participating employees' relevant income from the Group. When an employee leaves the MPF Scheme, the mandatory contributions are fully vested with the employee. The employees of the PRC subsidiaries are members of the state-managed retirement benefits scheme operated by the PRC government. The employees of the PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to this retirement benefits scheme is to make the required contributions under the scheme.

審核委員會代表董事會持續檢討風險管理及內部監控系統。檢討的程序包括(但不限於)與各事業群管理團隊、內部審核部門、法務人員以及外聘核數師舉行會議，審閱相關工作報告和關鍵業績指標信息，以及與本公司高級管理層討論重大風險。就截至二零二三年六月三十日止六個月而言，董事會認為本公司的風險管理及內部監控系統有效及充足。

另外，董事會信納，本公司的會計及財務報告職能已由具有適當資歷及經驗的員工履行，且該等員工已接受合適而充分的培訓及發展。基於審核委員會的工作報告，董事會亦信納，本公司的內部審核職能充足，具有足夠的資源及預算。相關員工擁有適當的資歷及經驗、已獲得充分的培訓及發展。

### 人力資源

於二零二三年六月三十日，本集團有260名員工。本集團與僱員訂立僱傭合約，訂明職位、僱用年期、工資、僱員福利、違約責任及終止理由等事宜。本集團僱員的薪酬包括基本薪金、津貼、花紅及其他僱員福利，並參考彼等之經驗、資歷及一般市場狀況釐定。本集團僱員的薪酬政策由董事會根據僱員的長處、資歷及能力而制定。

本集團根據強制性公積金計劃管理局之規則及規例為全體香港合資格僱員提供強制性公積金計劃(「強積金計劃」)。強積金計劃資產與本集團資產分開持有，由受託人管理之基金持有。按照參與僱員從本集團所得相關收入之百分比供款。當僱員退出強積金計劃時，強制性供款全數歸僱員所有。中國附屬公司的僱員均為中國政府運作的國家管理退休福利計劃成員。中國附屬公司的僱員須按其薪酬的若干百分比向退休福利計劃供款，以撥付福利。就此退休福利計劃而言，本集團的唯一責任乃根據該計劃作出規定的供款。

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2023.

## AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Audit Committee was established with written terms of reference in compliance with the CG Code. As at the date of this report, the Audit Committee comprises three members, namely Mr. CHEN Baoguo, Mr. JIN Yongsheng and Mr. YU Limin, all of them are independent non-executive Directors. Mr. CHEN Baoguo is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited interim consolidated financial statements of the Group for the six months ended 30 June 2023. The Audit Committee has also reviewed the accounting policies and practices adopted by the Company and discussed matters in relation to, among others, risk management, internal control and financial reporting of the Group with senior management. Based on this review and discussions with the management, the Audit Committee was satisfied that the Group's unaudited interim consolidated financial statements were prepared in accordance with applicable accounting standards and fairly present the Group's financial position and results for the six months ended 30 June 2023.

The interim consolidated financial statements of the Group for the six months ended 30 June 2023 have not been audited or reviewed by BDO Limited, the Company's Auditor.

## CHANGES IN INFORMATION OF DIRECTORS

The changes in the information of the Directors as required to be disclosed pursuant to Rule 13.51B of the Listing Rules, since the publication of the 2022 annual report of the Company, are set out below:

## 購買、出售或贖回本公司上市證券

於截至二零二三年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## 審核委員會及審閱財務報表

審核委員會已告成立，並根據企業管治守則制定其書面職權範圍。於本報告日期，審核委員會包括三名成員，即陳寶國先生、金永生先生及余利民先生，彼等全部為獨立非執行董事。陳寶國先生為審核委員會主席。

審核委員會已審閱本集團於截至二零二三年六月三十日止六個月的未經審核中期綜合財務報表。審核委員會亦已審閱本公司所採納的會計政策及常規，並與高級管理層討論有關（其中包括）本集團風險管理、內部控制及財務匯報等事宜。根據該審閱及與管理層的討論，審核委員會已信納本集團的未經審核中期綜合財務報表已根據適用會計準則編製及公平呈列本集團於截至二零二三年六月三十日止六個月的財務狀況及業績。

本集團截至二零二三年六月三十日止六個月的中期綜合財務報表未經本公司核數師香港立信德豪會計師事務所有限公司審核或審閱。

## 董事資料變更

自本公司刊發二零二二年年報以來，本公司須根據上市規則第13.51B條予以披露的董事資料變動載列如下：

## OTHER INFORMATION

### 其他資料

#### Appointment of Director

**Mr. YU Dingyi**, aged 44, has been appointed as an executive Director of the Company with effect from 19 July 2023. He joined the Group in October 2022 as a vice president of finance and was appointed as the chief financial officer of the Group on 16 December 2022. He has over 22 years of experience in financial management. Prior to joining the Group, he served multiple positions in PetroChina Company Limited (中國石油天然氣股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601857) and the Stock Exchange (stock code: 857), from July 2000 to July 2014, with his last position as the director of finance department of PetroChina Trading Company Limited (中國石油天然氣股份有限公司銷售分公司). He served as the financial controller and a director of APUS Network Technology Co., Ltd. (麒麟合盛網絡技術股份有限公司), from September 2014 to October 2022 and from July 2019 to October 2022, respectively.

Mr. Yu obtained a bachelor's degree in accounting from China University of Petroleum (中國石油大學) in July 2000. He also obtained a master's degree in finance from The Central University of Finance and Economics (中央財經大學) in September 2006. He is a member of the Association of Chartered Certified Accountants since April 2019.

#### Resignation of Director

As disclosed in the Company's announcement dated 19 July 2023, Mr. ZHENG Wei tendered his resignation as a non-executive Director of the Company with effect from 19 July 2023 in order to be more focused on his other job engagements.

## CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

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

## EVENTS AFTER THE REPORTING PERIOD

On 19 July 2023, Mr. Gao and Mr. ZHENG Wei entered into a deed of termination, which terminated the concert party agreement and their acting-in-concert arrangement in relation to the management of the Company with effect from the date thereof. As of the date of this document, Mr. Gao and Mr. ZHENG Wei are no longer deemed to be interest in each other's interests in each other's shares of the Company. Please refer to the announcement of the Company dated 19 July 2023 for details.

Save as disclosed above, there were no other significant events that might affect the Group subsequent to the Reporting Period.

#### 董事委任

**于丁一先生**，44歲，自二零二三年七月十九日起獲委任為本公司執行董事。彼於二零二二年十月加入本集團擔任財務副總裁，並於二零二二年十二月十六日起擔任本集團首席財務官。彼於財務管理方面擁有超過二十二年經驗。加入本集團前，於二零零零年七月至二零一四年七月，彼於中國石油天然氣股份有限公司（一家於上海證券交易所上市（股份代號：601857）及於聯交所上市（股份代號：857）的公司）接連擔任多個職位，其離職前的職銜為中國石油天然氣股份有限公司銷售分公司財務處處長。於二零一四年九月至二零二二年十月及於二零一九年七月至二零二二年十月，彼於麒麟合盛網絡技術股份有限公司分別擔任財務總監及董事。

于先生於二零零零年七月取得中國石油大學之會計學學士學位。彼亦於二零零六年九月取得中央財經大學之金融學碩士學位。彼自二零一九年四月起一直為特許公認會計師公會會員。

#### 董事辭任

誠如本公司日期為二零二三年七月十九日的公告所披露，鄭煒先生已辭任本公司非執行董事之職務，以便更專注於彼其他工作事務，於二零二三年七月十九日起生效。

## 根據上市規則之持續披露責任

除上文披露外，本公司並無上市規則第13.20、13.21及13.22條項下的任何其他披露責任。

## 報告期後事項

於二零二三年七月十九日，高先生與鄭煒先生訂立終止契據，終止一致行動協議及彼等有關本公司管理的一致行動安排，自終止契據日期起生效。於本文件日期，高先生及鄭煒先生不再被視為於對方在本公司股份中的權益中擁有權益。詳情請參閱本公司日期為二零二三年七月十九日的公告。

除上文所披露者外，於報告期後並無其他可能影響本集團的重大事件。

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 中期簡明綜合損益表

截至二零二三年六月三十日止六個月 For the six months ended 30 June 2023

			For the six months ended 30 June 截至六月三十日止六個月	
			2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元	2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元
		Notes 附註		
REVENUE	收益	4	1,047,189	1,183,874
Cost of sales	銷售成本		(914,683)	(1,032,175)
Gross profit	毛利		132,506	151,699
Other income and gains	其他收入及收益	4	7,232	12,998
Selling and distribution expenses	銷售及分銷開支		(11,355)	(9,557)
Research and development costs	研發成本		(27,314)	(28,284)
Impairment loss on accounts receivable	應收款項減值虧損		(4,783)	(3,965)
Administrative expenses	行政開支		(25,289)	(31,363)
Other expenses and losses	其他開支及虧損		(1,441)	(2,457)
Share-based payment expenses	以股份為基礎的付款開支	18	(10,064)	(10,629)
Finance costs	財務成本	5	(4,771)	(3,434)
Share of losses in associates	分攤聯營公司虧損		(2,264)	(2,022)
PROFIT BEFORE TAX	除稅前溢利	6	52,457	72,986
Income tax expenses	所得稅開支	7	(9,412)	(14,245)
PROFIT FOR THE PERIOD	期內溢利		43,045	58,741
PROFIT FOR THE PERIOD ATTRIBUTABLE TO:	以下人士應佔			
Owners of the Company	期內溢利： 本公司擁有人		40,442	58,741
Non-controlling interest	非控股權益		2,603	–
			43,045	58,741
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (expressed in RMB per share)	母公司普通權益持有人應佔每股盈利 (以每股人民幣元列示)	9		
– Basic	– 基本		RMB0.03 人民幣0.03元	RMB0.04 人民幣0.04元
– Diluted	– 攤薄		RMB0.03 人民幣0.03元	RMB0.04 人民幣0.04元



# INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 中期簡明綜合全面收益表

截至二零二三年六月三十日止六個月 For the six months ended 30 June 2023

		For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元	2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元
PROFIT FOR THE PERIOD	期內溢利	43,045	58,741
OTHER COMPREHENSIVE INCOME/(LOSS)	其他全面收入／(虧損)		
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:	待後續期間可重新分類至損益的其他全面收入／(虧損)：		
Exchange differences on translation of foreign operations	換算境外業務產生的匯兌差額	281	(4,385)
Net other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods	待後續期間可重新分類至損益的其他全面收入／(虧損)淨額	281	(4,385)
Other comprehensive (loss)/income that will not be reclassified to profit or loss in subsequent periods:	不會在後續期間重新分類至損益的其他全面(虧損)／收入：		
Exchange differences on translation of the Company	本公司換算產生的匯兌差額	(215)	10,388
Net other comprehensive (loss)/income that will not be reclassified to profit or loss in subsequent periods	不會在後續期間重新分類至損益的其他全面(虧損)／收入淨額	(215)	10,388
OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	期內其他全面收入，除稅後	66	6,003
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	期內全面收入總額	43,111	64,744
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD ATTRIBUTABLE TO:	以下人士應佔期內全面收入總額：		
Owners of the Company	本公司擁有人	40,508	64,744
Non-controlling interest	非控股權益	2,603	—
		43,111	64,744

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 中期簡明綜合財務狀況表

二零二三年六月三十日 30 June 2023

			30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
		Notes 附註		
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	10	1,912	2,065
Right-of-use assets	使用權資產		11,514	10,188
Goodwill	商譽	11	34,800	34,800
Other intangible assets	其他無形資產		5,204	7,006
Investment in associates	於聯營公司的投資		1,301	1,115
Deferred tax assets	遞延稅項資產		13,452	12,135
Prepayments	預付款項	13	57,861	58,165
<b>Total non-current assets</b>	<b>非流動資產總值</b>		<b>126,044</b>	125,474
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Accounts receivable	應收賬款	12	645,424	601,259
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	13	614,545	571,816
Cash and cash equivalents	現金及現金等價物	14	518,481	538,224
Time deposits with original maturity over three months	原到期日超過三個月的定期存款	14	-	12,637
Restricted bank deposits	受限制銀行存款	14	31,108	61,690
<b>Total current assets</b>	<b>流動資產總值</b>		<b>1,809,558</b>	1,785,626
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Accounts payable	應付賬款	15	66,017	52,959
Other payables and accruals	其他應付款項及應計款項		68,327	74,303
Contract liabilities	合約負債		36,900	27,833
Interest-bearing bank borrowings	計息銀行借款	16	209,350	260,000
Lease liabilities	租賃負債		7,194	6,499
Income tax payable	應付所得稅		114,108	109,427
<b>Total current liabilities</b>	<b>流動負債總額</b>		<b>501,896</b>	531,021
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>1,307,662</b>	1,254,605
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>1,433,706</b>	1,380,079

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 中期簡明綜合財務狀況表

二零二三年六月三十日 30 June 2023

			30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
		Notes 附註		
NON-CURRENT LIABILITIES	非流動負債			
Lease liabilities	租賃負債		6,424	5,820
Deferred tax liabilities	遞延稅項負債		1,283	1,435
<b>Total non-current liabilities</b>	<b>非流動負債總額</b>		<b>7,707</b>	7,255
<b>Net assets</b>	<b>資產淨值</b>		<b>1,425,999</b>	1,372,824
EQUITY	股權			
Equity attributable to owners of the parent	母公司擁有人應佔股權			
Issued capital	已發行股本	17	1	1
Treasury shares	庫存股份	17	—*	—*
Other reserves	其他儲備		1,344,016	1,293,444
<b>Non-controlling interest</b>	<b>非控股權益</b>		<b>1,344,017</b>	1,293,445
			<b>81,982</b>	79,379
<b>Total equity</b>	<b>總權益</b>		<b>1,425,999</b>	1,372,824

\* The amount is less than RMB1,000.

\* 金額不足人民幣1,000元。

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 中期簡明綜合權益變動表

截至二零二三年六月三十日止六個月 For the six months ended 30 June 2023

		Attributable to owners of the parent 母公司擁有人應佔										
		Issued capital	Treasury shares	Share premium	Capital reserve	Employee share-based compensation reserve 以股份為基礎的僱員薪酬儲備	Statutory reserve funds 法定儲備金	Exchange fluctuation reserve 匯兌波動儲備	Accumulated losses	Sub-total	Non-controlling interest	Total Equity
		已發行股本 (Unaudited) (未經審核) RMB'000 人民幣千元	庫存股份 (Unaudited) (未經審核) RMB'000 人民幣千元	股份溢價 (Unaudited) (未經審核) RMB'000 人民幣千元	資本儲備 (Unaudited) (未經審核) RMB'000 人民幣千元	薪酬儲備 (Unaudited) (未經審核) RMB'000 人民幣千元	法定儲備金 (Unaudited) (未經審核) RMB'000 人民幣千元	波動儲備 (Unaudited) (未經審核) RMB'000 人民幣千元	累計虧損 (Unaudited) (未經審核) RMB'000 人民幣千元	小計 (Unaudited) (未經審核) RMB'000 人民幣千元	非控股權益 (Unaudited) (未經審核) RMB'000 人民幣千元	總權益 (Unaudited) (未經審核) RMB'000 人民幣千元
At 1 January 2022 (audited)	於二零二二年一月一日 (經審核)	1	- <sup>3</sup>	1,809,951	9,532	62,319	26,001	(41,780)	(475,111)	1,390,913	-	1,390,913
Profit for the period	期內溢利	-	-	-	-	-	-	-	58,741	58,741	-	58,741
Other comprehensive income for the period:	期內其他全面收入：											
Exchange differences	匯兌差額	-	-	-	-	-	-	6,003	-	6,003	-	6,003
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	-	-	6,003	58,741	64,744	-	64,744
Issue of new shares for restricted share units <sup>A</sup>	就受限制股份單位發行新股 <sup>A</sup>	- <sup>3</sup>	- <sup>3</sup>	-	-	-	-	-	-	-	-	-
Vested restricted share units transferred to employees (note 17)	轉讓予僱員的已歸屬受限制股份單位 (附註17)	- <sup>3</sup>	-	8,992	-	(8,992)	-	-	-	-	-	-
Equity-settled share option arrangements (note 18)	以權益結算的購股權安排 (附註18)	-	-	-	-	10,629	-	-	-	10,629	-	10,629
At 30 June 2022 (unaudited)	於二零二二年六月三十日 (未經審核)	1	- <sup>3</sup>	1,818,943	9,532	63,956	26,001	(35,777)	(416,370)	1,466,286	-	1,466,286
At 1 January 2023 (audited)	於二零二三年一月一日 (經審核)	1	- <sup>3</sup>	1,828,109*	9,532*	66,353*	26,001*	(31,903)*	(604,648)*	1,293,445	79,379	1,372,824
Profit for the period	期內溢利	-	-	-	-	-	-	-	40,442	40,442	2,603	43,045
Other comprehensive income for the period:	期內其他全面收入：											
Exchange differences	匯兌差額	-	-	-	-	-	-	66	-	66	-	66
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	-	-	66	40,442	40,508	2,603	43,111
Vested restricted share units transferred to employees (note 17)	轉讓予僱員的已歸屬受限制股份單位 (附註17)	- <sup>3</sup>	-	2,686	-	(2,686)	-	-	-	-	-	-
Equity-settled share option arrangements (note 18)	以權益結算的購股權安排 (附註18)	-	-	-	-	10,064	-	-	-	10,064	-	10,064
At 30 June 2023 (unaudited)	於二零二三年六月三十日 (未經審核)	1	- <sup>3</sup>	1,830,795*	9,532*	73,731*	26,001*	(31,837)*	(564,206)*	1,344,017	81,982	1,425,999

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 中期簡明綜合權益變動表

截至二零二三年六月三十日止六個月 For the six months ended 30 June 2023

# The amount is less than RMB1,000.

\* These reserve accounts comprise the consolidated other reserves of RMB1,344,016,000 (31 December 2022: RMB1,293,444,000) in the interim condensed consolidated statement of financial position.

# 金額不足人民幣1,000元。

\* 該等儲備賬目包括中期簡明綜合財務狀況表內綜合其他儲備人民幣1,344,016,000元(二零二二年十二月三十一日：人民幣1,293,444,000元)。

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 中期簡明綜合現金流量表

截至二零二三年六月三十日止六個月 For the six months ended 30 June 2023

		For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元	2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元
		Notes 附註	
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動的現金流量		
Profit before tax	除稅前溢利		72,986
Adjustments for:	就以下各項作出調整：		
Foreign exchange (gain)/loss, net	外匯(收益)/虧損淨額	6	2,339
Finance costs	財務成本	5	3,434
Bank interest income	銀行利息收入	4	(482)
Impairment loss on accounts receivable	應收賬款減值虧損	6	3,965
Depreciation of property, plant and equipment	物業、廠房及設備折舊	6	352
Depreciation of right-of-use assets	使用權資產折舊	6	3,183
Amortisation of intangible assets	無形資產攤銷	6	3,446
Gain on derecognition of lease	終止確認租賃的收益		(144)
Share of losses in associates	分攤聯營公司虧損		2,022
Share-based payment expenses	以股份為基礎的 付款開支	18	10,629
			76,916
Increase in accounts receivable	應收賬款增加		(9,303)
Increase in prepayments, deposit and other receivables	預付款項、按金及其他 應收款項增加		(12,310)
Increase/(decrease) in accounts payable	應付賬款增加/(減少)		(30,558)
Increase/decrease in contract liabilities	合約負債增加/減少		(8,596)
Decrease in other payables and accruals	其他應付款項及 應計款項減少		(10,885)
Cash generated from operations	營運所得現金		30,078
Interest received	已收利息		455
Income tax paid	已付所得稅		(10,643)
Net cash flows from operating activities	經營活動所得現金 流量淨額		19,890

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 中期簡明綜合現金流量表

截至二零二三年六月三十日止六個月 For the six months ended 30 June 2023

		For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元	2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元
	Note 附註		
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchase of items of property, plant and equipment	投資活動的現金流量 購買物業、廠房及設備項目	(279)	(723)
Acquisition of a subsidiary, net of cash acquired	收購一間附屬公司 (扣除所得現金)	-	(2,584)
Decrease in time deposits with original maturity over three months	原到期日超過三個月的定期存款減少	12,637	-
Capital injection in an associate	注資聯營公司	(2,450)	(1,960)
<b>Net cash flows from investing activities</b>	<b>投資活動所得現金流量淨額</b>	<b>9,908</b>	<b>(5,267)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Drawdown of bank loans	融資活動的現金流量 提取銀行貸款	195,600	36,000
Repayment of bank loans	償還銀行貸款	(246,250)	(12,815)
Principal portion of lease payments	租賃付款的本金部分	(3,087)	(2,283)
Interest paid	已付利息	(4,468)	(3,231)
Decrease of restricted bank deposits	受限制銀行存款減少	30,582	49
<b>Net cash flows used in financing activities</b>	<b>融資活動所用現金流量淨額</b>	<b>(27,623)</b>	<b>17,720</b>
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>			
Cash and cash equivalents at beginning of period	現金及現金等價物 減少淨額	(20,968)	32,343
Net foreign exchange difference	淨外匯差額	538,224	401,102
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>期末現金及現金等價物</b>	<b>1,225</b>	<b>3,665</b>
		<b>518,481</b>	<b>437,110</b>

# INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 中期簡明綜合現金流量表

截至二零二三年六月三十日止六個月 For the six months ended 30 June 2023

		For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元	2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元
		Notes 附註	
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物分析		
Cash and bank balances	現金及銀行結餘	14	518,481
Cash and cash equivalents as stated in the interim condensed consolidated statement of financial position and statement of cash flows	中期簡明綜合財務狀 況表及現金流量表 所示現金及現金等價物	14	518,481



# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二三年六月三十日 30 June 2023

### 1. GENERAL INFORMATION

Wanka Online Inc. (the “Company”) is a limited liability company incorporated in the Cayman Islands on 7 November 2014. Its registered office address is Cricket Square, Hutchins Drive P.O.Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company, together with its subsidiaries, is collectively referred to as the Group.

During the period, the Company and its subsidiaries, including controlled structured entities, were mainly involved in mobile advertising services, online-video distribution services and game co-publishing services.

### 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

#### 2.1. Basis of preparation

These unaudited interim condensed consolidated financial statements for the six months ended 30 June 2023 have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting”, issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The unaudited interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements for the year ended 31 December 2022, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all HKFRSs, HKASs and Interpretations).

The interim condensed consolidated financial statements are unaudited and not reviewed by the auditor, but have been reviewed by the audit committee of the Company.

### 1. 一般資料

萬咖壹聯有限公司(「本公司」)為一家於二零一四年十一月七日在開曼群島註冊成立的有限責任公司。其註冊辦事處地址位於Cricket Square, Hutchins Drive P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司連同其附屬公司統稱為本集團。

於期內，本公司及其附屬公司(包括受控結構性實體)主要從事提供移動廣告服務、網絡視頻產品分發服務及遊戲聯運服務。

### 2. 編製基準及主要會計政策

#### 2.1. 編製基準

該等截至二零二三年六月三十日止六個月的未經審核中期簡明綜合財務報表，乃根據由香港會計師公會所頒佈的香港會計準則(「香港會計準則」)第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則附錄十六的適用披露規定而編製。

未經審核中期簡明綜合財務報表並未包括年度財務報表必要的所有資料及披露，故應與本集團截至二零二二年十二月三十一日止年度的年度財務報表一併閱讀，其根據香港財務報告準則(「香港財務報告準則」，包括所有香港財務報告準則、香港會計準則及詮釋)編製。

中期簡明綜合財務報表未經核數師審核及審閱，惟已獲本公司審核委員會審閱。

## 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES (continued)

### 2.2. Change in accounting policies and disclosures

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2022, except for the adoption of new and revised standards effective as at 1 January 2023. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

For the six months ended 30 June 2023, the Group has applied, for the first time, the following new and revised HKFRSs in the preparation of the Group's interim condensed consolidated financial statements.

Amendments to HKFRS 3  
香港財務報告準則第3號之修訂本

Reference to the Conceptual Framework  
對概念架構的提述

Amendments to HKAS 16  
香港會計準則第16號之修訂本

Property, Plant and Equipment: Proceeds before Intended Use  
物業、廠房及設備：作擬定用途前的所得款項

Amendments to HKAS 37  
香港會計準則第37號之修訂本

Onerous Contracts – Costs of Fulfilling a Contract  
虧損合約 – 履行合約的成本

Annual Improvements to HKFRSs  
香港財務報告準則之年度改進

Annual Improvements to HKFRSs 2018-2020  
二零一八年至二零二零年香港財務報告準則的年度改進

The application of the new and revised standards has had no material impact on the amounts reported in the interim condensed consolidated financial statements and/or disclosures set out in the interim condensed consolidated financial statements.

新訂及經修訂準則的應用對中期簡明綜合財務報表所報告的金額及／或中期簡明綜合財務報表所載的披露並無重大影響。

## 2. 編製基準及主要會計政策 (續)

### 2.2. 會計政策及披露變動

編製中期簡明綜合財務報表與編製本集團截至二零二二年十二月三十一日止年度之年度綜合財務報表所採用之會計政策一致，惟採納於二零二三年一月一日生效之新訂及經修訂準則除外。本集團概無提早採用任何其他已頒佈但未生效之準則、詮釋及修訂。

截至二零二三年六月三十日止六個月，本集團已在本中期簡明綜合財務報表首次應用以下新訂及經修訂香港財務報告準則。

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二三年六月三十日 30 June 2023

### 3. OPERATING SEGMENT INFORMATION

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that is used to make strategic decision.

The Group has four reportable and operating segments. The segments are managed separately as each business offers different services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

Mobile advertising services 移動廣告服務分部	Mobile advertising service income generated from marketers by rendering the advertising services through contents sorting and delivery on mobile distribution channels; 營銷商透過內容分類及於移動分銷渠道交付廣告服務而產生的移動廣告服務收入；
Online-video distribution services 網絡視頻產品分發服務分部	Provision of promotion of video content by video content providers on distribution channels; 視頻內容供應商在分銷渠道推廣視像內容；
Game co-publishing services 遊戲聯運分部	Provision of game co-publishing services income generated from mobile game users for the game co-publishing services; and 提供遊戲聯運的收入產生自遊戲聯運服務的移動遊戲用戶；及
Software maintenance services 軟件維護服務	Software maintenance services income generated from service rendered. 提供服務產生的軟件維護服務收益。

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on segment revenue and segment cost of each operating segment. The selling and distribution expenses, research and development costs and administrative expenses are not included in the measure of the segments' performance which is used by management as a basis for purpose of resource allocation and performance assessment. Other income and gains, other expenses and losses, finance costs, share-based payment expenses and income tax expense are also not allocated to individual operating segments.

The revenue from external customers reported to management is measured as segment revenue, which is the revenue derived from the customers in each segment. Cost of sales primarily represents distribution expenses paid to distribution channels.

### 3. 經營分部資料

本集團根據主要經營決策者審閱用以作出策略性決策的報告釐定經營分部。

本集團有四個呈報及經營分部。由於各項業務提供不同的服務及需要不同的業務策略，故分開管理。以下概述本集團各報告分部的營運：

管理層獨立監察本集團各經營分部的業績，以作出有關資源分配及表現評估的決定。分部表現乃根據各經營分部的分部收益及分部成本評估。銷售及分銷開支、研發成本及行政開支不計入管理層用作資源分配及表現評估基準的分部表現計量。其他收入及收益、其他開支及虧損、財務成本、以股份為基礎的付款開支及所得稅開支亦不會分配至個別經營分部。

向管理層呈報的外部客戶收益計量為分部收益，為來自各分部客戶的收益。銷售成本主要指支付予分銷渠道的分銷開支。

### 3. OPERATING SEGMENT INFORMATION (continued)

Other information, together with the segment information, provided to management, is measured in a manner consistent with that applied in the financial statements. There are no separate segment assets and segment liabilities information provided to management, as management does not use this information to allocate resources or to evaluate the performance of the operating segments.

The segment revenue for the six months ended 30 June 2023 and 2022 are as follows:

### 3. 經營分部資料 (續)

向管理層提供的其他資料連同分部資料使用與財務報表所應用者一致的方式計量。並無向管理層提供單獨的分部資產及分部負債資料，因管理層並不使用該等資料分配資源或評估經營分部表現。

就截至二零二三年及二零二二年六月三十日止六個月的分部收益如下：

		For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元	2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元
Type of goods or services:	商品或服務的類型：		
Mobile advertising services income	移動廣告服務收入	1,025,924	1,129,998
Online-video distribution services income	網絡視頻產品分發 服務收入	5,242	41,126
Game co-publishing services income	遊戲聯運服務收入	1,737	2,274
Software maintenance services income	軟件維護服務收入	14,286	10,476
Total revenue from contracts with customers	客戶合約的總收益	1,047,189	1,183,874

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二三年六月三十日 30 June 2023

### 3. OPERATING SEGMENT INFORMATION (continued)

The revenue of the Group is disaggregated by the timing of revenue, and is recognised at a point in time and over time as the Group's customer simultaneously receives and consumes the benefits provided by the entity's performance as the entity performs.

### 3. 經營分部資料 (續)

本集團的收益按收益時間分類，並按時間點及隨時間確認，原因為本集團的客戶於實體履約時同時取得及消耗實體履約所提供的利益。

		For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元	2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元
Timing of revenue recognition:	收益確認時間：		
Services transferred at a point in time	按時間點轉讓的服務	5,242	41,126
Services transferred over time	隨時間轉讓的服務	1,041,947	1,142,748
Total revenue from contracts with customers	客戶合約的總收益	1,047,189	1,183,874



# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二三年六月三十日 30 June 2023

### 3. OPERATING SEGMENT INFORMATION (continued)

### 3. 經營分部資料 (續)

		Mobile advertising services 移動廣告服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Online-video distribution services 網絡視頻產品分發服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Game co-publishing services 遊戲聯運服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Software maintenance services 軟件維護服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Total 總計 (Unaudited) (未經審核) RMB'000 人民幣千元
For the six months ended 30 June 2022	截至二零二二年 六月三十日止六個月					
Segment revenue	分部收益	1,129,998	41,126	2,274	10,476	1,183,874
Segment cost of sales	分部銷售成本	(998,704)	(27,244)	-	(6,227)	(1,032,175)
Segment results	分部業績	131,294	13,882	2,274	4,249	151,699
Other income and gains	其他收入及收益					12,998
Selling and distribution expenses	銷售及分銷開支					(9,557)
Research and development costs	研發成本					(28,284)
Impairment loss on accounts receivable	應收賬款減值虧損					(3,965)
Administrative expenses	行政開支					(31,363)
Other expenses and losses	其他開支及虧損					(2,457)
Share-based payment expenses	以股份為基礎的 付款開支					(10,629)
Finance costs	財務成本					(3,434)
Share of losses in associates	分佔聯營公司虧損					(2,022)
Profit before tax	除稅前溢利					72,986

The Group have no major customers which contributed more than 10% of the total revenue for the six months ended 30 June 2023 and 2022.

本集團並無截至二零二三年及二零二二年六月三十日止六個月貢獻超過總收益10%的主要客戶。

The Group mainly operates in Mainland China and earns substantially all of the revenue from external customers located in Mainland China.

本集團主要在中國大陸經營，所賺絕大部分收益來自位於中國大陸的外部客戶。

As at 30 June 2023 and 31 December 2022, substantially all of the non-current assets of the Group were located in Mainland China.

於二零二三年六月三十日及二零二二年十二月三十一日，本集團絕大部分非流動資產均位於中國大陸。

**4. REVENUE, OTHER INCOME AND GAINS**

An analysis of the Group's revenue, other income and gains is as follows:

**4 收益、其他收入及收益**

對本集團收益、其他收入及收益的分析如下：

		For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元	2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元
<b>Revenue from contract with customers within the scope of HKFRS 15:</b>	<b>香港財務報告準則 第15號範圍內來自 客戶合約的收益：</b>		
Mobile advertising services	移動廣告服務	1,025,924	1,129,998
Online-video distribution services	網絡視頻產品分發服務	5,242	41,126
Game co-publishing services	遊戲聯運服務	1,737	2,274
Software maintenance services	軟件維護服務	14,286	10,476
		<b>1,047,189</b>	<b>1,183,874</b>
<b>Other income and gains</b>	<b>其他收入及收益</b>		
Other income from contract with customers, within the scope of HKFRS 15:	符合香港財務報告準則 第15號範圍客戶合約 的其他收入：		
Conference service income, net (note (i))	會議服務收入淨額 (附註(i))	1,042	4,100
Bank interest income	銀行利息收入	1,270	482
Government grants (note (ii))	政府補貼(附註(ii))	-	1,059
Foreign exchange gain, net	外匯收益淨額	1,159	-
Additional deduction for value added tax	進項增值稅額外扣減	3,671	6,862
Others	其他	90	495
		<b>6,190</b>	<b>8,898</b>
		<b>7,232</b>	<b>12,998</b>

Notes:

- (i) All the conference service income of the Group is recognised at point in time as those services are provided under HKFRS 15.
- (ii) The Group recognises the government grants when it fulfils all the conditions specified in the relevant law and regulations. There are no unfulfilled conditions or contingencies relating to these grants.

附註：

- (i) 根據香港財務報告準則第15號，本集團於有關服務得以提供的時間點確認所有會議服務收入。
- (ii) 本集團於其達成相關法律及規例規定的所有條件時確認政府補貼。概無與該等補貼有關的未達成條件或或然事項。



# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二三年六月三十日 30 June 2023

### 5. FINANCE COSTS

An analysis of finance costs is as follows:

### 5. 財務成本

對財務成本的分析如下：

		For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元	2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元
Interest on bank borrowings	銀行借款利息	4,482	3,005
Interest on lease liabilities	租賃負債利息	289	429
		<b>4,771</b>	3,434

## 6. PROFIT BEFORE TAX

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

## 6. 除稅前溢利

本集團的除稅前溢利經扣除／(計入)以下各項後得出：

		For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元	2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元
Cost of services	服務成本	914,683	1,032,175
Depreciation and amortisation	折舊及攤銷	5,006	6,981
Employee benefit expenses (excluding directors' and chief executive's remuneration)^:	僱員福利開支(不包括 董事及主要行政 人員的薪酬)^:		
Wages and salaries	工資及薪金	32,913	29,127
Pension scheme contributions^^	退休金計劃供款^^	3,160	2,855
Share-based payment expenses	以股份為基礎的付款開支	10,064	10,629
		46,137	42,611
Impairment loss on accounts receivable	應收賬款減值虧損	4,783	3,965
Foreign exchange (gain)/loss, net*	外匯(收益)／虧損淨額*	(1,159)	2,339
Gain on derecognition of lease	終止確認租賃的收益	-	(144)
Bank interest income	銀行利息收入	(1,270)	(482)

\* Foreign exchange gains, net are included in "Other income and gains" in the interim condensed consolidated statement of profit or loss.

\* 外匯收益淨額計入中期簡明綜合損益表內的「其他收入及收益」下。

^ Employee benefit expense excluding share-based payment expenses are included in "Cost of sales", "Selling and distribution expenses", "Research and development costs" and "Administrative expenses" in the interim condensed consolidated statement of profit or loss.

^ 僱員福利開支(不包括以股份為基礎的付款開支)計入中期簡明綜合損益表內的「銷售成本」、「銷售及分銷開支」、「研發成本」及「行政開支」下。

^^ At 30 June 2023, the Group had no forfeited contributions available to reduce its contributions to the pension schemes in future years (31 December 2022: Nil).

^^ 於二零二三年六月三十日，本集團概無已沒收供款可用以削減其於未來年度對退休計劃的供款(二零二二年十二月三十一日：無)。

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二三年六月三十日 30 June 2023

### 7. INCOME TAX

The Company is incorporated under the law of the Cayman Islands and is not subject to the Cayman Islands income tax.

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the six months ended 30 June 2023 and 2022. The income tax expenses of the Group for the six months ended 30 June 2023 and 2022 represented current tax expenses related to the Group's operations in Mainland China and deferred tax.

The income tax provision of the Group in respect of its operations in Mainland China was calculated at the tax rate of 25% on the estimated assessable profits for the periods, if applicable, based on the existing legislation, interpretations and practice in respect thereof, except for four PRC subsidiaries which are entitled to a preferential tax rate of 15% for three years as they are qualified as a "new high technology enterprise".

### 7. 所得稅

本公司根據開曼群島法律註冊成立，但毋須繳納開曼群島所得稅。

於截至二零二三年及二零二二年六月三十日止六個月，本集團於香港並未產生任何應課稅溢利，故未計提香港利得稅撥備。本集團於截至二零二三年及二零二二年六月三十日止六個月的所得稅開支指與本集團在中國大陸的經營業務及遞延稅項相關的即期稅項開支。

根據中國大陸的現行法律、詮釋及慣例，本集團就中國大陸的經營業務計提的所得稅撥備按各期間估計應課稅溢利25%的稅率計算（如適用），惟四間合資格成為「高新技術企業」而有權享有三年15%的優惠稅率的中國附屬公司除外。

		For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元	2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元
Current – Mainland China	即期－中國大陸		
Charge for the period	期內開支	10,880	16,381
Deferred tax credit	遞延稅項抵免	(1,468)	(2,136)
<b>Total tax charge for the period</b>	<b>期內稅項開支總額</b>	<b>9,412</b>	<b>14,245</b>

**8. DIVIDENDS**

No dividends have been paid or declared by the Company for the six months ended 30 June 2023 (six months ended 30 June 2022: Nil).

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

The calculation of the basic earnings per share amount is based on the profit for the period attributable to owners of the parent, and the weighted average number of ordinary shares of 1,457,829,545 (six months ended 30 June 2022: 1,430,379,833) in issue excluding the treasury shares during the period.

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

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

**8. 股息**

本公司於截至二零二三年六月三十日止六個月概無派付或宣派任何股息（截至二零二二年六月三十日止六個月：無）。

**9. 母公司普通權益持有人應佔每股盈利**

於計算每股基本盈利金額時乃基於母公司擁有人應佔期內溢利以及1,457,829,545股（截至二零二二年六月三十日止六個月：1,430,379,833股）已發行普通股（不包括庫存股份）的加權平均數。

每股攤薄盈利乃通過調整發行在外的普通股加權平均數以假設所有具有潛在攤薄影響的普通股均已轉換而計算得出。

每股基本及攤薄盈利的計算乃基於以下各項：

		For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核)	2022 二零二二年 (Unaudited) (未經審核)
Profit for the period attributable to owners of the parent used in the basic and diluted earnings per share calculation (RMB'000)	計算每股基本及攤薄盈利時所用的母公司擁有人應佔期內溢利（人民幣千元）	40,442	58,741
Weighted average number of ordinary shares in issue during the period used in basic earnings per share	計算每股基本盈利時所用的期內已發行普通股加權平均數	1,457,829,545	1,430,379,833
Effect of dilution – weighted average number of ordinary shares: RSUs	攤薄影響—普通股的加權平均數：受限制股份單位	67,913,805	69,455,450
		1,525,743,350	1,499,835,283
Basic earnings per share (expressed in RMB per share)	每股基本盈利（以每股人民幣元列示）	RMB0.03 人民幣0.03元	RMB0.04 人民幣0.04元
Diluted earnings per share (expressed in RMB per share)	每股攤薄盈利（以每股人民幣元列示）	RMB0.03 人民幣0.03元	RMB0.04 人民幣0.04元

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二三年六月三十日 30 June 2023

### 10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2023, the Group acquired items of property, plant and equipment at a total cost of RMB279,000 (six months ended 30 June 2022: RMB723,000), and did not dispose of or write off any items of property, plant and equipment (six months ended 30 June 2022: Nil).

### 10. 物業、廠房及設備

截至二零二三年六月三十日止六個月，本集團收購物業、廠房及設備項目之總成本為人民幣279,000元（截至二零二二年六月三十日止六個月：人民幣723,000元），概無出售或撇銷任何物業、廠房及設備項目（截至二零二二年六月三十日止六個月：無）。

### 11. GOODWILL

		30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
At 1 January:	於一月一日：		
Cost and net carrying amount	成本及賬面淨值	34,800	183,164
Acquisition of a subsidiary	收購一間附屬公司	-	6,422
Impairment	減值	-	(154,786)
Cost and net carrying amount at end of the year/period	年／期末成本及賬面淨值	34,800	34,800

### 11. 商譽

### 12. ACCOUNTS RECEIVABLE

		30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Accounts receivable	應收賬款	699,930	650,982
Loss allowance	虧損撥備	(54,506)	(49,723)
Total	總計	645,424	601,259

### 12. 應收賬款

**12. ACCOUNTS RECEIVABLE (continued)**

The Group's trading terms with its customers are partially on credit, except for new customers, where payment in advance is normally required. For mobile advertising services, online-video distribution services and game co-publishing services, the credit period generally ranges from three months for major customers. For software maintenance services, the credit period generally ranged from one to two months. The Group seeks to maintain strict control over its outstanding receivables to minimise the credit risk. Overdue balance is reviewed regularly by the management. The Group does not hold any collateral and other credit enhancements over these balances. Accounts receivable are non-interest-bearing.

An ageing analysis of the accounts receivable as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

		<b>30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元</b>	<b>31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元</b>
Within 3 months	3個月內	<b>465,911</b>	344,049
3 to 12 months	3至12個月	<b>162,400</b>	245,806
1 to 2 years	1至2年	<b>17,113</b>	11,404
		<b>645,424</b>	601,259

**12. 應收賬款(續)**

本集團部分以信貸形式與其客戶進行交易，惟新客戶除外，其一般被要求預先支付款項。對於移動廣告服務、網絡視頻產品分發服務及遊戲聯運服務，主要客戶的信貸期一般介乎三個月不等。對於軟件維護服務，信貸期一般介乎一至兩個月不等。本集團致力嚴格控制其未償還應收款項，以將信貸風險降至最低。管理層會對逾期結餘進行定期審查。本集團並無就該等結餘持有任何抵押品及其他信貸強化措施。應收賬款並不計息。

應收賬款(扣除虧損撥備)於報告期間結束時基於發票日期的賬齡分析如下：

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二三年六月三十日 30 June 2023

### 13. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### 13. 預付款項、按金及其他應收款項

		30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Prepayments	預付款項	520,970	515,902
Deposits paid	已付按金	59,666	67,014
Other receivables	其他應收款項	91,770	47,065
		<b>672,406</b>	629,981
Less: prepayments, non-current portion	減：預付款項非流動部分	<b>(57,861)</b>	(58,165)
Current portion	流動部分	<b>614,545</b>	571,816

None of the above assets as at 30 June 2023 and 31 December 2022 is either past due or impaired. The financial assets included in the above balances relate to receivables, for which there was no recent history of default and past due amounts.

於二零二三年六月三十日及二零二二年十二月三十一日，上述資產概無逾期或減值。計入上述結餘內的金融資產涉及並無近期違約記錄及逾期款項的應收款項。

## 14. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

## 14. 現金及現金等價物以及已抵押存款

		30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	549,589	612,551
Less: Restricted bank deposits: Pledged for bank loans (note 16)	減：受限制銀行存款： 就銀行貸款抵押 (附註16)	(31,108)	(61,690)
Time deposits with original maturity over three months	原到期日逾三個月 的定期存款	-	(12,637)
Cash and cash equivalents	現金及現金等價物	518,481	538,224
Denominated in:	以下列貨幣計值：		
- RMB	- 人民幣	496,786	501,437
- USD	- 美元	14,293	28,079
- HKD	- 港元	7,402	8,708
		518,481	538,224

RMB is not freely convertible into other currencies. However, under Mainland China's prevailing rules and regulations over foreign exchange, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between three months and one year depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

人民幣無法自由轉換為其他貨幣。然而，根據中國大陸針對外匯的現行規則及法規，本集團可通過獲授權開展外匯業務的銀行將人民幣兌換為其他貨幣。

銀行現金按基於每日銀行存款利率的浮動利率計息。短期定期存款視乎本集團之實時現金需要，其期限介乎三個月至一年期間不等，按其相應之短期定期存款利率計息。銀行結餘乃存放於聲譽卓著且近期並無違約記錄的銀行內。



# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二三年六月三十日 30 June 2023

### 15. ACCOUNTS PAYABLE

An aged analysis of the Group's accounts payable at the end of the reporting period, based on the invoice date, is as follows:

		30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Within 1 year	1年內	55,663	42,501
1 to 2 years	1至2年	2,524	2,599
More than 2 years	2年以上	7,830	7,859
		<b>66,107</b>	52,959

The accounts payable are non-interest-bearing and are normally settled on terms of 60 to 90 days.

### 15. 應付賬款

本集團的應付賬款於報告期間結束時基於發票日期作出的賬齡分析如下：

應付賬款不計息，並一般於為期60至90日內結算。

16. INTEREST-BEARING BANK BORROWINGS

Details of the Group's interest-bearing bank borrowings as at 30 June 2023 and 31 December 2022 are as follows:

16. 計息銀行借款

本集團於二零二三年六月三十日及二零二二年十二月三十一日的計息銀行借款的詳情如下：

		As at 30 June 2023 於二零二三年六月三十日		
		Effective contractual interest rate (%) 實際訂約利率 (%)	Maturity 到期日	RMB'000 (Unaudited) 人民幣千元 (未經審核)
Current Bank loans – secured	即期 銀行貸款 – 有抵押	1.500-3.000	2023-2024 二零二三年至 二零二四年	10,000
– unsecured	– 無抵押	3.650-4.350	2023-2024 二零二三年至 二零二四年	199,350
				209,350

		As at 31 December 2022 於二零二二年十二月三十一日		
		Effective contractual interest rate (%) 實際訂約利率 (%)	Maturity 到期日	RMB'000 (Audited) 人民幣千元 (經審核)
Current Bank loans – secured	即期 銀行貸款 – 有抵押	1.500-3.000	2023 二零二三年	71,000
– unsecured	– 無抵押	3.650-4.350	2023 二零二三年	189,000
				260,000

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二三年六月三十日 30 June 2023

### 16. INTEREST-BEARING BANK BORROWINGS (continued)

### 16. 計息銀行借款 (續)

	30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Analysed into:		
Bank loans repayable:		
Within one year or on demand	209,350	260,000
	<b>209,350</b>	<b>260,000</b>

Notes:

附註：

(a) As at 31 December 2022, the Group's bank loans of

(a) 於二零二二年十二月三十一日，本集團的銀行貸款中

(i) RMB71,000,000 was secured by pledged deposits of RMB61,690,000 provided by three subsidiaries of the Company, namely, Wanka Holdings Limited, Wanka Huanju Culture Media (Beijing) Co., Ltd. ("Wanka Huanju") and Beijing ChiLe Information Technology Co., Ltd. ("Beijing ChiLe");

(i) 人民幣71,000,000元由本公司三間附屬公司(即玩咖控股有限公司、玩咖歡聚文化傳媒(北京)有限公司(「玩咖歡聚」)及北京池樂信息科技有限公司(「北京池樂」))提供已抵押存款人民幣61,690,000元擔保；

(ii) RMB80,000,000 was guaranteed by Mr. Gao Dinan ("Mr. Gao") (Mr. Gao is an executive director of the Company) and a subsidiary of the Company, Wanka Huanju;

(ii) 人民幣80,000,000元由高弟男先生(「高先生」，為本公司執行董事)及本公司一間附屬公司玩咖歡聚提供擔保；

(iii) RMB5,000,000 was guaranteed by Mr. Gao;

(iii) 人民幣5,000,000元由高先生提供擔保；

(iv) RMB40,000,000 was guaranteed by Mr. Gao and the Company;

(iv) 人民幣40,000,000元由高先生及本公司提供擔保；

(v) RMB15,000,000 was guaranteed by Mr. Gao and a subsidiary of the Company, Huanju Times Culture Media (Beijing) Co., Ltd. ("Huanju Times"); and

(v) 人民幣15,000,000元由高先生及本公司一間附屬公司歡聚時代文化傳媒(北京)有限公司(「歡聚時代」)提供擔保；及

(vi) RMB60,000,000 was guaranteed by Mr. Gao and the Company, in relation to which the Group has failed to fulfill certain financial covenants as stated in the relevant loan agreement during the year ended 31 December 2022, and on 26 June 2023, the Group has obtained the waiver from the relevant bank for strict compliance on the relevant financial covenant requirements.

(vi) 人民幣60,000,000元由高先生及本公司擔保，截至二零二二年十二月三十一日止年度，本集團未能就此履行相關貸款協議所載的若干財務契諾，而於二零二三年六月二十六日，本集團已獲相關銀行豁免嚴格遵守相關財務契諾規定。

**16. INTEREST-BEARING BANK BORROWINGS  
(continued)**

Notes: (continued)

- (b) As at 30 June 2023, the Group's bank loans of
- (i) RMB10,000,000 was secured by pledged deposits of RMB31,108,000 provided by one subsidiary of the Company, namely, Wanka Holdings;
  - (ii) RMB114,500,000 was guaranteed by Mr. Gao and a subsidiary of the Company, Wanka Huanju;
  - (iii) RMB11,850,000 was guaranteed by Mr. Gao;
  - (iv) RMB50,000,000 was guaranteed by Mr. Gao and the Company;
  - (v) RMB23,000,000 was guaranteed by Mr. Gao and a subsidiary of the Company, Huanju Times.

**16. 計息銀行借款(續)**

附註：(續)

- (b) 於二零二三年六月三十日，本集團的銀行貸款中
- (i) 人民幣10,000,000元由本公司一家附屬公司，即玩咖控股提供的抵押存款人民幣31,108,000元擔保；
  - (ii) 人民幣114,500,000元由高先生及本公司附屬公司玩咖歡聚擔保；
  - (iii) 人民幣11,850,000元由高先生擔保；
  - (iv) 人民幣50,000,000元由高先生及本公司擔保；
  - (v) 人民幣23,000,000元由高先生及本公司附屬公司歡聚時代擔保。

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二三年六月三十日 30 June 2023

### 17. SHARE CAPITAL

### 17. 股本

		Issued 已發行				
		Authorised number of shares 法定股份數目 '000 千股	Number of ordinary shares 普通股數目 '000 千股	Total par value of ordinary shares 普通股總面值 RMB 人民幣元	Number of treasury shares 庫存股數目 '000 千股	Total par value of treasury shares 庫存股總面值 RMB 人民幣元
At 31 December 2022 (audited)	於二零二二年 十二月三十一日 (經審核)	250,000,000	1,453,121	1,029	79,181	74
At 30 June 2023 (unaudited)	於二零二三年 六月三十日 (未經審核)	<b>250,000,000</b>	<b>1,468,460</b>	<b>1,039</b>	<b>57,284</b>	<b>73</b>

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

本公司股本的變動概述如下：

		Number of ordinary shares in issue 已發行 普通股數目	Issued capital 已發行股本 (Unaudited) (未經審核) RMB'000 人民幣千元	Share premium 股份溢價 (Unaudited) (未經審核) RMB'000 人民幣千元	Total (Unaudited) (未經審核) RMB'000 人民幣千元
At 1 January 2022 (audited)	於二零二二年一月一日 (經審核)	1,427,695,117	1	1,809,951	1,809,952
Vested restricted share units transferred to employees (note (a))	轉讓予僱員的已歸屬受限制 股份單位 (附註(a))	13,325,958	-*	8,992	8,992
At 30 June 2022 (unaudited)	於二零二二年六月三十日 (未經審核)	1,441,021,075	1	1,818,943	1,818,944
At 1 January 2023 (audited)	於二零二三年一月一日 (經審核)	<b>1,453,121,075</b>	<b>1</b>	<b>1,828,109</b>	<b>1,828,110</b>
Vested restricted share units transferred to employees (note (a))	轉讓予僱員的已歸屬受限制 股份單位 (附註(a))	<b>15,338,651</b>	<b>-*</b>	<b>2,686</b>	<b>2,686</b>
At 30 June 2023 (unaudited)	於二零二三年六月三十日 (未經審核)	<b>1,468,459,726<sup>a</sup></b>	<b>1</b>	<b>1,830,795</b>	<b>1,830,796</b>

**17. SHARE CAPITAL (continued)**

Notes:

- (a) Certain employees of the Group exercised vested restricted share units during the six months ended 30 June 2023 and 2022. 15,338,651 (six months ended 30 June 2022: 13,325,958) issued shares underlying the restricted share units exercised were transferred to such employees which the Company had allotted and issued to the trustee as fully paid up shares.

\* The amount is less than RMB1,000.

& Excluding 24,909,294 and 44,441,606 shares held by Wanka Alliance Limited and Wanka Legend Limited, respectively, as at 30 June 2023.

**17. 股本(續)**

附註：

- (a) 截至二零二三年及二零二二年六月三十日止六個月，本集團若干僱員行使已歸屬之受限制股份單位。已行使的受限制股份單位涉及的15,338,651股（截至二零二二年六月三十日止六個月：13,325,958股）已發行股份已轉讓予本公司向受託人配發及發行並列作繳足股份的該等僱員。

\* 金額不足人民幣1,000元。

& 不包括Wanka Alliance Limited及Wanka Legend Limited於二零二三年六月三十日分別持有的24,909,294股及44,441,606股股份。

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二三年六月三十日 30 June 2023

### 18. SHARE-BASED PAYMENTS

#### 2016 Share Incentive Scheme

The Group adopted the share incentive plan on 31 March 2016 (“2016 Share Incentive Scheme”), under which employees render service as consideration for equity instruments (restricted share units (“RSU(s)”) and options) of the Company.

The Company operates the 2016 Share Incentive Scheme for the purpose of providing incentives and rewards to eligible participants. Eligible participants of the 2016 Share Incentive Scheme include the Company’s directors and certain employees of the Group. The 2016 Share Incentive Scheme became effective on 31 March 2016 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. On 24 May 2018, the 2016 Share Incentive Scheme was amended and a restricted share plan was made effect and such restricted share plan became effective from the date when the 2016 Share Incentive Scheme was adopted, that is 31 March 2016 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

As at 30 June 2023, 66,225,691 (31 December 2022: 56,674,040) RSUs were vested and exercisable under the 2016 Share Incentive Scheme.

The fair value of the services received in exchange for the grant of the equity instruments (RSUs) is recognised as an expense on the consolidated statement of profit or loss with an increase in equity.

The Company has reserved 62,500,000 shares under the 2016 Share Incentive Scheme and had 9,146,624 RSUs outstanding as at 30 June 2023 under the 2016 Share Incentive Scheme. The exercise in full of the outstanding RSUs would, under the present capital structure of the Company, result in a transfer of 62,500,000 ordinary shares of the Company from Wanka Alliance Limited to the employees of the Group.

### 18. 以股份為基礎的付款

#### 二零一六年股份激勵計劃

本集團於二零一六年三月三十一日採納股份激勵計劃（「二零一六年股份激勵計劃」），據此，僱員作為獲取本公司權益工具（受限制股份單位（「受限制股份單位」）及購股權）的代價而提供服務。

本公司運作二零一六年股份激勵計劃，旨在向合資格參與者提供激勵及獎勵。二零一六年股份激勵計劃的合資格參與者包括本公司的董事及本集團的若干僱員。二零一六年股份激勵計劃於二零一六年三月三十一日生效，且除非另外取消或修訂，否則將自該日期起持續十年有效。於二零一八年五月二十四日，二零一六年股份激勵計劃經修訂並進行一項受限制股份計劃，該受限制股份計劃自二零一六年股份激勵計劃獲採納之日（即二零一六年三月三十一日）起生效，除非另外取消或修訂，否則將自該日期起持續十年有效。

於二零二三年六月三十日，根據二零一六年股份激勵計劃，66,225,691（二零二二年十二月三十一日：56,674,040）個受限制股份單位已獲歸屬並可行使。

為授出權益工具（受限制股份單位）而接受的服務的公平值於綜合損益表內確認為開支，增加部分於權益內確認。

本公司在二零一六年股份激勵計劃下儲備62,500,000股股份，於二零二三年六月三十日，在二零一六年股份激勵計劃下擁有9,146,624個尚未行使的受限制股份單位。悉數行使尚未行使的受限制股份單位（就本公司的現有資本架構而言）將致使本公司62,500,000股普通股由Wanka Alliance Limited轉讓予本集團僱員。

**18. SHARE-BASED PAYMENTS (continued)****2019 Share Incentive Scheme**

On 29 August 2019, the Company adopted a new RSU scheme to incentivise directors, senior management and employees of the Group for their contribution to the Group, and to attract, motivate and retain skilled and experienced personnel to strive for the future development and expansion of the Group by providing them with the opportunity to own equity interests of the Company (the “2019 Share Incentive Scheme”).

Subject to early termination by the board of the Company, the 2019 Share Incentive Scheme shall be valid and effective for 10 years from 29 August 2019. The board of the Company can determine the vesting criteria, conditions and the schedule when the RSUs will vest.

In light of the amendments to Chapter 17 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited, the Company has amended the 2019 Share Incentive Scheme to bring the terms of the scheme in alignment with the new requirements under the Listing Rules. The amended 2019 Share Incentive Scheme was approved and adopted by ordinary resolution of shareholders at the annual general meeting of the Company held on 9 June 2023.

As at 30 June 2023, 99,515,000 (31 December 2022: 93,728,000) RSUs were vested and exercisable under the 2019 Share Incentive Scheme.

The fair value of the services received in exchange for the grant of the equity instruments (RSUs) is recognised as an expense on the consolidated statement of profit or loss with an increase in equity.

The Company has reserved 91,738,000 shares under the 2019 Share Incentive Scheme and had 47,861,000 RSUs outstanding as at 30 June 2023 under the 2019 Share Incentive Scheme. The exercise in full of the outstanding RSUs would, under the present capital structure of the Company, result in a transfer of 91,738,000 ordinary shares of the Company from Wanka Legend Limited to the employees of the Group.

**18. 以股份為基礎的付款 (續)****二零一九年股份激勵計劃**

於二零一九年八月二十九日，本公司採納新的受限制股份單位計劃，透過向本集團董事、高級管理層及僱員提供擁有本公司股權的機會，獎勵彼等為本集團作出的貢獻，吸引、激勵及挽留技術熟練與經驗豐富的人員為本集團的未來發展及擴張而努力（「二零一九年股份激勵計劃」）。

除非本公司董事會提前終止，否則二零一九年股份激勵計劃將自二零一九年八月二十九日起計十年期間有效。本公司董事會可決定受限制股份單位的歸屬標準、條件及時間表。

鑒於香港聯合交易所有限公司證券上市規則（「上市規則」）第十七章之修訂，本公司已修訂二零一九年股份激勵計劃，以使該計劃之條款與上市規則新規定一致。經修訂二零一九年股份激勵計劃已於二零二三年六月九日召開的本公司股東週年大會上經股東普通決議案批准及採納。

於二零二三年六月三十日，二零一九年股份激勵計劃項下有99,515,000個（二零二二年十二月三十一日：93,728,000個）受限制股份單位已獲歸屬並可行使。

為授出權益工具（受限制股份單位）而接受的服務的公平值於綜合損益表內確認為開支，增加部分於權益內確認。

本公司在二零一九年股份激勵計劃下儲備91,738,000股股份，於二零二三年六月三十日，在二零一九年股份激勵計劃下擁有47,861,000個尚未行使的受限制股份單位。悉數行使尚未行使的受限制股份單位（就本公司的現有資本架構而言）將致使本公司91,738,000股普通股由Wanka Legend Limited轉讓予本集團僱員。



# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二三年六月三十日 30 June 2023

### 19. CONTINGENT LIABILITIES

At the end of the reporting period, the Group did not have any significant contingent liabilities (31 December 2022: Nil).

### 20. PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's bank loans are included in notes 14 and 16 to the financial statements.

### 21. CAPITAL COMMITMENTS

At the end of the reporting period, the Group did not have any significant capital commitments (31 December 2022: Nil).

### 19. 或然負債

於報告期末，本集團並無任何重大或然負債（二零二二年十二月三十一日：無）。

### 20. 資產抵押

本集團就本集團銀行貸款抵押的資產詳情載於財務報表附註14及16。

### 21. 資本承擔

於報告期末，本集團並無任何重大資本承擔（二零二二年十二月三十一日：無）。

**22. RELATED PARTY TRANSACTIONS**

- (a) There were no related party transactions during the six months ended 30 June 2022 and 2021 except the details stated below.

As disclosed in note 16 to the interim condensed consolidated financial statements, during the six months ended 30 June 2023, the Group's bank loans of RMB199,350,000 were guaranteed by Mr. Gao.

During the six months ended 30 June 2022, the Group's bank loans of RMB165,000,000 were guaranteed by Mr. Gao.

- (b) Compensation of key management personnel of the Group

**22. 關聯方交易**

- (a) 除下文載述詳情外，於截至二零二二年及二零二一年六月三十日止六個月並無關聯方交易。

誠如中期簡明綜合財務報表附註16所披露，於截至二零二三年六月三十日止六個月，本集團的銀行貸款人民幣199,350,000元由高先生擔保。

於截至二零二二年六月三十日止六個月，本集團銀行貸款人民幣165,000,000元由高先生擔保。

- (b) 本集團主要管理人員的薪酬

		For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元	2022 二零二二年 (Unaudited) (未經審核) RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	2,997	2,791
Pension scheme contributions	退休金計劃供款	158	132
Total compensation paid to key management personnel	向主要管理人員支付的薪酬總額	3,155	2,923

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 中期簡明綜合財務報表附註

二零二三年六月三十日 30 June 2023

### 23. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments not measured at fair value at the end of the reporting period, other than those with carrying amounts that reasonably approximate to fair values largely due to the short term maturities of these instruments, are as follows:

#### Financial liabilities

		Carrying amounts 賬面值	
		30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Financial liabilities included in other payables	計入其他應付款項的金融負債		
– current portion	– 即期部分	500	500
		500	500

		Fair values 公平值	
		30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Financial liabilities included in other payables	計入其他應付款項的金融負債		
– current portion	– 即期部分	500	500
		500	500

### 23. 金融工具的公平值及公平值層級

本集團並非按報告期末之公平值計量的金融工具(因到期期限較短而賬面值與公平值合理相若的工具除外)的賬面值及公平值如下：

#### 金融負債

		Carrying amounts 賬面值	
		30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Financial liabilities included in other payables	計入其他應付款項的金融負債		
– current portion	– 即期部分	500	500
		500	500

		Fair values 公平值	
		30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Financial liabilities included in other payables	計入其他應付款項的金融負債		
– current portion	– 即期部分	500	500
		500	500

**23. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)**

Management has assessed that the fair values of pledged deposits, cash and cash equivalents, accounts receivable, accounts payable, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals and interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of financial liabilities included in other payables have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities (level 2).

There were no assets and liabilities measured at fair value as at 30 June 2023 and 31 December 2022.

**24. APPROVAL OF THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION**

The unaudited interim condensed consolidated financial information was approved and authorised for issue by the board of directors on 28 August 2023.

**23. 金融工具的公平值及公平值層級 (續)**

管理層在評估後認為，已抵押存款、現金及現金等價物、應收賬款、應付賬款、計入預付款項、其他應收款項及其他資產的金融資產、計入其他應付款項及應計費用的金融負債及計息銀行借款的公平值主要因該等工具的到期期限較短而與其賬面值相若。

本集團的財務部門負責制定金融工具公平值計量的政策及程序。於各報告日期，財務部門均會分析金融工具的價值變動，並確定估值時所用的重大輸入數據。估值已經首席財務官審閱及批准。

金融資產及負債的公平值按自願雙方當前交易（強制或清算銷售除外）中該工具可換取的金額入賬。

估計公平值時已採用下列方法及假設：

計入其他應付款項的金融負債的非即期部分的公平值乃通過使用具有類似條款、信貸風險及剩餘期限的工具（第二層級）目前適用的比率貼現預期未來現金流量而計算得出。

於二零二三年六月三十日及二零二二年十二月三十一日，並無以公平值計量的資產及負債。

**24. 批准未經審核中期簡明綜合財務資料**

於二零二三年八月二十八日，董事會已批准並授權刊發未經審核中期簡明綜合財務資料。

# DEFINITIONS

## 釋義

二零二三年六月三十日 30 June 2023

<b>“associate(s)”</b> 「聯繫人」	指	has the meaning ascribed to it under the Listing Rules 具有上市規則賦予該詞的涵義
<b>“Audit Committee”</b> 「審核委員會」	指	the audit committee of the Company 本公司審核委員會
<b>“Auditor”</b> 「核數師」	指	BDO Limited, the auditor of the Company 本公司核數師香港立信德豪會計師事務所有限公司
<b>“Beijing Jinchi”</b> 「北京金池」	指	Beijing Jinchi Guangxin Technology Co., Ltd. (北京金池廣信科技股份有限公司), a company incorporated under the laws of the PRC with limited liability on 13 May 2009, which holds 49% of the equity interests in Shanghai ChiLe 北京金池廣信科技股份有限公司，一家於二零零九年五月十三日根據中國法律註冊成立的有限公司，持有上海池樂 49% 股權
<b>“Board” or “Board of Directors”</b> 「董事會」	指	the board of directors of our Company 本公司董事會
<b>“CG Code”</b> 「企業管治守則」	指	the Corporate Governance Code set out in Appendix 14 to the Listing Rules 上市規則附錄十四所載的企業管治守則
<b>“China” or “PRC”</b> 「中國」	指	the People’s Republic of China and, except where the context requires and only for the purpose of this document, references in this annual report to the PRC or China do not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan area 中華人民共和國，除文義另有所指及僅就本文件而言，本年報內所指的中國並不包括香港、中國澳門特別行政區及台灣地區
<b>“Company”, “our Company”, “the Company”</b> 「本公司」	指	Wanka Online Inc. (萬咖壹聯有限公司*), an exempted company with limited liability incorporated under the laws of the Cayman Islands on 7 November 2014 and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1762) Wanka Online Inc. (萬咖壹聯有限公司*)，一家於二零一四年十一月七日根據開曼群島法律註冊成立的獲豁免有限公司，其股份於聯交所主板上市(股份代號：1762)
<b>“Consolidated Affiliated Entities”</b> 「合併聯屬實體」	指	the entity we control through the Contractual Arrangements, namely Shanghai ChiLe and Huanju Times, and their respective subsidiaries 我們透過合約安排控制的實體，即上海池樂及歡聚時代，及其各自附屬公司

<p><b>“Contractual Arrangements”</b></p> <p>「合約安排」</p>	<p>指</p>	<p>the series of contractual arrangements entered into by, among others Shanghai ChiLe and Huanju Times, our Consolidated Affiliated Entities and its shareholders, details of which are described in the section headed “Report of the Directors – Connected Transactions – Contractual Arrangements” of the 2022 annual report of the Company</p> <p>由(其中包括)上海池樂及歡聚時代(我們的合併聯屬實體及其股東)訂立的一系列合約安排，有關詳情載述於本公司二零二二年年報「董事會報告－關連交易－合約安排」一節</p>
<p><b>“Director(s)”</b></p> <p>「董事」</p>	<p>指</p>	<p>the director(s) of our Company</p> <p>本公司董事</p>
<p><b>“Group”, “our Group”, “the Group”, “we”, “us”, or “our”</b></p> <p>「本集團」或「我們」</p>	<p>指</p>	<p>the Company, its subsidiaries and the Consolidated Affiliated Entities (the financial results of which have been consolidated and accounted for as a subsidiary of our Company by virtue of the Contractual Arrangements) from time to time</p> <p>本公司，其不時之附屬公司及合併聯屬實體(其財務業績已因合約安排綜合入賬列作本公司附屬公司)</p>
<p><b>“HKFRS”</b></p> <p>「香港財務報告準則」</p>	<p>指</p>	<p>Hong Kong Financial Reporting Standards</p> <p>香港財務報告準則</p>
<p><b>“Hong Kong”</b></p> <p>「香港」</p>	<p>指</p>	<p>the Hong Kong Special Administrative Region of the PRC</p> <p>中國香港特別行政區</p>
<p><b>“Hong Kong dollars” or “HK dollars” or “HK\$”</b></p> <p>「港元」</p>	<p>指</p>	<p>Hong Kong dollars, the lawful currency of Hong Kong</p> <p>港元，香港法定貨幣</p>
<p><b>“Huanju Times”</b></p> <p>「歡聚時代」</p>	<p>指</p>	<p>Huanju Shidai Culture Media (Beijing) Co., Ltd. (歡聚時代文化傳媒(北京)有限公司), a company established in the PRC on March 7, 2014, owned by Mr. Gao and Mr. ZHENG Wei as to 72% and 28% of its share capital, respectively</p> <p>歡聚時代文化傳媒(北京)有限公司，一家於二零一四年三月七日在中國成立的公司，高先生及鄭煒先生分別擁有其 72% 及 28% 股本</p>
<p><b>“Listing Rules”</b></p> <p>「上市規則」</p>	<p>指</p>	<p>the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)</p> <p>香港聯合交易所有限公司《證券上市規則》(經不時修訂)</p>

# DEFINITIONS

## 釋義

二零二三年六月三十日 30 June 2023

<b>“Main Board”</b>		the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
「主板」	指	聯交所運營的證券交易所(不包括期權市場)，獨立於聯交所 GEM 並與其並行運作
<b>“MHA”</b>		Mobile Hardcore Alliance, a network of seven Android smartphone manufacturers in China, namely Huawei, OPPO, vivo, Coolpad, Lenovo, Meizu and nubia
「硬核聯盟」	指	硬核聯盟，為中國七家安卓智能手機製造商網絡，即華為、OPPO、vivo、酷派、聯想、魅族及努比亞
<b>“Model Code”</b>		the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules
「標準守則」	指	上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》
<b>“Mr. Gao”</b>		Mr. GAO Dinan (高弟男), our chairman of the Board and an executive Director
「高先生」	指	高弟男先生，我們的董事會主席兼執行董事
<b>“Nomination Committee”</b>		nomination committee of the Company
「提名委員會」	指	本公司提名委員會
<b>“Prospectus”</b>		the prospectus of the Company dated 11 December 2018 relating to its initial public offering
「招股章程」	指	本公司日期為二零一八年十二月十一日有關其首次公開發售的招股章程
<b>“Quick App(s)”</b>		mobile apps that allow instant usage without having to visit any app store or download anything, and are easier to develop than traditional mobile apps
「快應用」	指	允許即時使用的移動應用程序，無需訪問任何應用商店或下載任何內容，且比傳統移動應用程序更易於開發
<b>“Reporting Period”</b>		the six months ended 30 June 2023
「報告期」	指	截至二零二三年六月三十日止六個月
<b>“RMB”</b>		Renminbi, the lawful currency of PRC
「人民幣」	指	人民幣，中國法定貨幣
<b>“RSU(s)”</b>		restricted share units
「受限制股份單位」	指	受限制股份單位

“SFO”		the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
「證券及期貨條例」	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)
“Shanghai ChiLe”		Shanghai Chile Information Technology Co., Ltd. (上海池樂信息科技有限公司), a company incorporated under the laws of the PRC with limited liability on 18 June 2014, owned by Mr. Gao and Beijing Jinchi as to 51.0% and 49.0% of its share capital, respectively
「上海池樂」	指	上海池樂信息科技有限公司，一家於二零一四年六月十八日根據中國法律註冊成立的有限公司，由高先生及北京金池分別擁有其 51.0% 及 49.0% 股本
“Share(s)”		ordinary share(s) in the share capital of our Company with a par value of US\$0.0000002 each
「股份」	指	本公司股本中每股面值 0.0000002 美元的普通股
“Shareholder(s)”		holder(s) of Share(s)
「股東」	指	股份持有人
“Stock Exchange”		The Stock Exchange of Hong Kong Limited
「聯交所」	指	香港聯合交易所有限公司
“subsidiary(ies)”		has the meaning ascribed to it under the Listing Rules
「附屬公司」	指	具有上市規則賦予該詞的涵義
“substantial shareholder”		has the meaning ascribed to it under the Listing Rules
「主要股東」	指	具有上市規則賦予該詞的涵義
“United States” or “U.S.”		the United States of America, its territories, its possessions and all areas subject to its jurisdiction
「美國」	指	美利堅合眾國，其領土、屬地及受其司法管轄的所有地區
“US\$”		United States dollars, the lawful currency of the United States
「美元」	指	美元，美國法定貨幣
“%”		per centum
「%」	指	百分比



# DEFINITIONS

## 釋義

二零二三年六月三十日 30 June 2023

“2016 Share Incentive Scheme”		the share incentive scheme adopted by the Company on 6 January 2016 which was amended, restated and replaced in its entirety by a restricted share unit scheme on 24 May 2018, the principal terms of which are set out in the section headed “Report of the Directors – 2016 Share Incentive Scheme” of the 2022 annual report of the Company
「二零一六年股份激勵計劃」	指	本公司於二零一六年一月六日採納的股份激勵計劃，於二零一八年五月二十四日以受限制股份單位計劃經全面修訂、重列及替換，其主要條款載於本公司二零二二年年報「董事會報告－二零一六年股份激勵計劃」一節
“2019 Share Incentive Scheme”		the share incentive scheme adopted by the Company on 29 August 2019, which was further amended and adopted by ordinary resolution of shareholders at the general meeting of the Company held on 9 June 2023, the principal terms of which are set out in the circular dated 25 April 2023 of the Company
「二零一九年股份激勵計劃」	指	本公司於二零一九年八月二十九日採納的股份激勵計劃，並經本公司於二零二三年六月九日舉行的股東大會的普通決議案進一步修訂及採納，其主要條款載於本公司日期為二零二三年四月二十五日的通函

\* for identification purposes only

\* 僅供識別

*The English names of the PRC entities, PRC laws or regulations, and the PRC governmental authorities referred to in this interim report are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail.*

本中期報告所載中國實體、中國法律或法規以及中國政府機關的英文譯名均譯自中文名稱，以供識別。如有歧義，概以中文名稱為準。

*Certain amounts and percentage figures included in this interim report have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them and figures rounded to the nearest thousand, million or billion may not be identical to figures that have been rounded differently to them.*

本中期報告所載若干金額及百分比數字已約整。因此，若干表格所列總數未必等於其上數額的算術總和，約整至最接近千、百萬或十億的數字未必與按不同方式約整的數字相等。

 **WANKAONLINE**  
**WANKA ONLINE INC.**  
**萬咖壹聯有限公司\***