



OURGAME INTERNATIONAL HOLDINGS LIMITED

聯眾國際控股有限公司

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中期報告 2023
Interim Report



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Management Discussion and Analysis

管理層討論及分析

The board (the “**Board**”) of directors (the “**Directors**”) of Ourgame International Holdings Limited (“**Ourgame**” or the “**Company**”) hereby announces the unaudited consolidated interim results of the Company and its subsidiaries (collectively, the “**Group**”) for the six months ended 30 June 2023. These unaudited consolidated interim results have been reviewed and approved by the Company’s audit committee (the “**Audit Committee**”).

BUSINESS REVIEW

In the first half of 2023, under the background of continuous changes in domestic and international environment, the Company continued to insist on its overall strategy of domestic and international “dual-circulation” by continuously exploring the overall existing business and developing it thoroughly while actively developing new business. The Company’s business in China has been growing steadily and healthily, with continuous growth kept in the “game hall” business and mobile game business. Meanwhile, the Company has made progress in the new racetrack of multi-channel network (“**MCN**”) broadcasting. Events at e-Sports venues, offline tournaments and programme production outside China continued to develop with the end of the pandemic.

In respect of our PC game business that is popular among loyal users, significant improvement has seen in the active users and service experience of the traditional Ourgame Hall services. Meanwhile, the Company’s business platform sector has been optimized and fine-tuned in various aspects, such as continuously improving user experience of the premium users, further enhancing our brand stickiness and visibility and combining the traditional products with the hot-pick items, including short videos and live broadcast projects in order to raise the user activities, thereby promoting sustainable and healthy growth of the revenue from PC games in the first half of 2023. The Company will further explore the value of Ourgame Hall platform users in the future to promote the continuous return of existing users and continue to provide hundreds of millions of platform users with better services. Meanwhile, we will further strengthen our efforts in marketing, expand cooperation channels on PC platform, and further attract new and existing users to experience our high-quality services.

聯眾國際控股有限公司(「**聯眾**」或「**本公司**」)董事(「**董事**」)會(「**董事會**」)茲此宣佈本公司及其附屬公司(統稱「**本集團**」)截至二零二三年六月三十日止六個月的未經審核綜合中期業績。該等未經審核綜合中期業績已由本公司審核委員會(「**審核委員會**」)審閱及批准。

業務回顧

於二零二三年上半年，在國內外環境持續變化的背景下，本公司繼續堅持國內國外「雙循環」的整體戰略，持續挖掘整體存量業務，做深做透，同時積極開發新增業務。本公司中國國內業務穩定及健康發展，「聯眾大廳」業務和移動遊戲業務保持持續增長。與此同時，本公司在多渠道網絡(「**MCN**」)直播等新賽道上亦取得不斷進步。另外隨著疫情的結束，在中國境外的電競場館活動、線下賽事開展、節目製作等方面亦持續取得發展。

在深受廣大忠實用戶喜愛的PC端遊戲業務方面，傳統聯眾大廳服務的活躍人數和服務體驗都有了顯著提升。同時，本公司的平台業務板塊也作出了多方面的優化調整，如持續提高優質客戶的體驗感，進一步增強品牌粘性及可視性，並將傳統產品與時下最受歡迎的短視頻及直播項目相結合，以提高用戶活躍度，推動二零二三年上半年PC端收入的持續健康增長。本公司未來將進一步挖掘聯眾大廳平台用戶的價值，促使老用戶持續回歸，並持續為數億平台用戶提供更優質的服務，同時，我們將進一步加大市場推廣力度，拓寬PC平台的合作管道，進一步吸引新老用戶體驗我們的優質服務。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

In respect of the traditional mind sports product projects, Ourgame continued to press ahead with the cooperation strategy with various channels. In addition to the existing well-run traditional products such as Fight Landlord and Mahjong, Ourgame continued to launch a number of mobile-based game products in first half of 2023, such as Farmers Fight Landlord (農家鬥地主), Two-Experts Mahjong (達人二人麻將) and Braves Fight Landlord (智勇鬥地主), which have been promoted on Kuaishou platform and cooperated with multiple advertisers. After nearly one year of operation, such products and services have been widely recognized by the market with higher revenue and more users, becoming the leader of similar products in the market in a quick manner. The Company plans to apply the model of such products to the promotion of other mind sports games products in the future, enlarge product categories jointly promoted with partners, and continue to cultivate the traditional mind sports games market. Meanwhile, the Company also plans to continue to make exploration and layout in leisure and puzzle games, and further provide high-quality services for users of different age groups.

In 2023, the Company continues to strengthen the construction of the MCN operation team. The Company has established extensive connection with internet live streaming platforms such as Kuaishou and Douyin to kick-start various initiatives. Currently, the operation team has built its own superior anchor camp covering various categories, such as chess, mahjong, fight landlord (鬥地主), western chess, Four-nation War Chess (四國軍棋), bridge and other sectors. The relevant live streaming accounts matrix have already had millions of users and fans, and a large number of head accounts have been created, such as Mahjong Competitor (麻將競技君), where competitive mind sports games players interact with fans in real time, providing users with high-quality live streaming and event contents of mind sports games. Meanwhile, we are building a public channel featuring short videos with professional content in various aspects in order to make the best use of our competitive edge from our refined operation as compared to our industry peers. Our live broadcast business has reached a cooperative venture with the official mind sports games of Kuaishou, which has assisted Kuaishou's promotion of its official mind sports games in the live broadcasting sector. The cooperative venture is a new attempt for a win-win cooperation between Ourgame and other mind sports games operators. For offline operations, the Company also actively attempts to operate mind sports games venues and has established Ourgame intelligence eSports venues (聯眾智競館) in many places, so as to provide more and better services for enthusiasts and fans of mind sports games.

在傳統智力運動產品項目方面，聯眾持續推進與不同管道的合作戰略。除現有已經運營良好的鬥地主、麻將等傳統產品外，二零二三年上半年，聯眾持續推出了多款移動化遊戲產品諸如《農家鬥地主》、《達人二人麻將》、《智勇鬥地主》等，於快手平台進行推廣並與多家廣告媒體進行合作，通過近一年的運行，該等產品和服務獲得了廣泛的市場認可，收入和用戶規模也不斷擴大，迅速取得了市場同類產品的龍頭地位。今後本公司計劃將此類產品的模式應用於推廣其他的智力運動遊戲產品，增加與合作方聯合推廣的產品品類，繼續深耕傳統智力運動遊戲市場。同時，本公司也計劃在休閒益智遊戲方面持續進行探索和佈局，進一步為不同年齡階層的用戶提供優質服務。

二零二三年，本公司持續加強MCN運營團隊的建設，與快手、抖音等互聯網直播平台建立了廣泛的聯繫，並積極開展工作。目前，運營團隊已打造優質自有主播陣營，分佈在象棋、麻將、鬥地主、國際象棋、四國軍棋、橋牌等品類。相關直播號矩陣已經有數百萬的用戶粉絲，並產生了諸如《麻將競技君》等一大批頭部賬號，智力運動競技選手與粉絲進行即時互動，為廣大用戶提供優質的智力運動直播和賽事內容。同時，我們也在打造系列專業內容短視頻號，突出自身行業精細化優勢。我們的直播業務與快手官方智力運動遊戲達成合作，助力快手官方智力運動遊戲在直播領域的推廣。這是聯眾與其他智力運動廠商合作共贏的新嘗試。線下方面，本公司也積極嘗試運營智力運動類場館，在多地設立了聯眾智競館，為廣大智力運動愛好者和粉絲提供更多更優質的服務。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

In terms of overseas business, with the company's name officially changed from AESE to AGAE, AGAE's game and entertainment business continues to grow. So far, AGAE's operations mainly consist of eSports gaming operations, which take place at global competitive eSports properties designed to connect players and fans via a network of connected arenas. AGAE offers eSports fans state-of-the-art facilities to compete against other players in eSports competitions, host live events with eSports superstars that potentially stream to millions of viewers worldwide, produce and distribute eSports content at AGAE's on-site production facilities and studios. At HyperX Arena Las Vegas, one of the world's most recognized eSports and entertainment events facilities, AGAE provides an attractive facility for hosting corporate events, tournaments, game launches or other events. Additionally, AGAE has a mobile eSports arena, namely Allied Esports Trucks, which is an 18-wheel semi-trailer that converts into a first class eSports arena and competition stage with full content production capabilities and an interactive talent studio.

In the first half of 2023, AGAE's in-person revenue and multiplatform content revenue continuously increased. AGAE entered into a new naming rights agreement for HyperX Arena Las Vegas and played out the Season 2 of Elevated, a live broadcast of game influencer which had 10 episodes in 2023 compared to 4 episodes in 2022 and recorded rapid growth in revenue from relevant advertisements. Meanwhile, AGAE continues to expand the marketing efforts and operations in existing and new geographies as well as new vertical markets (including live influencer events, experiential entertainment, casual mobile gaming, live streaming platforms and channels, interactive content monetization, and online eSports tournament and gaming subscription platforms), which AGAE will provide continuous and attractive returns on investment from such markets.

Since its establishment over two decades ago, the Company remained its focus on the development of mind sports games despite various challenges in the market. Leveraged on its card and board games business, Ourgame has built a mind sports ecosystem that incorporates online games, competitive sports events, programme production, live sports events and offline experience, continues to expand its gaming and entertainment business in the mainland, Hong Kong, Macau and overseas, and has made great progress after the pandemic. The Company will continue to work hard and forge ahead in order to achieve the goal of shareholder return and social responsibility.

境外業務方面，隨著公司名稱由AESE正式更名為AGAE，AGAE的遊戲及娛樂業務持續發展。截至目前，AGAE的營運主要包括在全球電競競技場館開展的電競遊戲業務，旨在通過聯網競技館將玩家及愛好者相聯。AGAE為電競愛好者提供頂尖設備以使彼等可與其他玩家同台競技，舉辦電競明星現場活動，其全球觀眾流量或達數百萬人，並通過AGAE的現場製作場所及工作室製作並發佈電競內容。在HyperX Arena Las Vegas(全球最知名的電競及娛樂活動場所之一)，AGAE可就舉辦企業活動、錦標賽、遊戲發佈會或其他活動提供具吸引力的場所。此外，AGAE擁有一個移動式電子競技館，即Allied Esports Trucks，其為一輛18輪半拖掛車，可改裝為一流的電競館及對戰舞台，具備完整的內容製作能力及互動式演播室。

於二零二三年上半年，AGAE的個人體驗收入及多平台內容收入持續增加，AGAE訂立了HyperX Arena Las Vegas新冠名權協議及播出了遊戲紅人直播節目Elevated第二季，後者於二零二三年播出十集，而二零二二年則為四集，且相關廣告收入迅速增長。同時，AGAE繼續在現有及新的地區以及新的垂直市場(包括網紅直播活動、體驗式娛樂、休閒移動遊戲、直播平台及渠道、互動內容貨幣以及線上電競錦標賽及遊戲訂閱平台)加大營銷力度及運營，AGAE會在上述市場提供持續具吸引力的投資回報。

本公司成立二十多年來，雖歷經市場挑戰，本公司仍專注於智力運動遊戲並以此為基礎，構建了集在線遊戲、競技賽事、節目製作、賽事直播、線下體驗等為一體的智力運動生態圈，在大陸、港澳及海外不斷拓展遊戲及娛樂業務，並在疫情後取得長足進步。本公司將持續努力，踔厲前行，為了實現股東回報和社會責任的目標而繼續奮進。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FINANCIAL REVIEW

1. Overview

The loss attributable to equity holders of the Company amounted to RMB22.8 million for the six months ended 30 June 2023, as compared with RMB25.6 million for the six months ended 30 June 2022.

2. Revenue

For the six months ended 30 June 2023, revenue of the Group amounted to RMB162.4 million, representing an increase of RMB89.7 million or 123.4% as compared with RMB72.7 million for the corresponding period of 2022. The increase was mainly due to the increase in revenue from online advertising services with enhanced cooperation with various distribution channels during the period.

3. Cost of Revenue and Gross Profit Margin

For the six months ended 30 June 2023, cost of revenue of the Group amounted to RMB109.2 million, representing an increase of RMB73.7 million or 207.3% as compared with RMB35.5 million for the corresponding period of 2022. The gross profit margin of the Group decreased from 51.1% for the six months ended 30 June 2022 to 32.8% for the six months ended 30 June 2023. The decrease in the Group's gross profit margin was mainly due to the significant increase in the online advertising services business with a lower gross profit during the period.

4. Other Income

For the six months ended 30 June 2023, other income of the Group amounted to RMB10.5 million, representing an increase of RMB5.6 million or 115.7% as compared with RMB4.9 million for the corresponding period of 2022. This was primarily due to the increase of other income from AGAE as a result of the interest earned on the short-term investments purchased during the fourth quarter of 2022.

5. Selling and Marketing Expenses

For the six months ended 30 June 2023, selling and marketing expenses of the Group amounted to RMB7.8 million, representing a decrease of RMB6.7 million or 46.1% as compared with RMB14.5 million for the corresponding period of 2022. The decrease was mainly due to the decrease in promotion and marketing activities during the period.

財務回顧

1. 概覽

截至二零二三年六月三十日止六個月，本公司權益持有人應佔虧損為人民幣22.8百萬元，而截至二零二二年六月三十日止六個月為人民幣25.6百萬元。

2. 收入

截至二零二三年六月三十日止六個月，本集團的收入為人民幣162.4百萬元，較二零二二年同期人民幣72.7百萬元增加人民幣89.7百萬元或123.4%。有關增加乃主要由於期內的線上廣告服務收入增加，及加強與多個分銷渠道的合作所致。

3. 收入成本及毛利率

截至二零二三年六月三十日止六個月，本集團的收入成本為人民幣109.2百萬元，較二零二二年同期人民幣35.5百萬元增加人民幣73.7百萬元或207.3%。本集團的毛利率由截至二零二二年六月三十日止六個月的51.1%下降至截至二零二三年六月三十日止六個月的32.8%。本集團毛利率有所下降乃主要由於期內線上廣告服務業務大幅增加及毛利較低影響所致。

4. 其他收入

截至二零二三年六月三十日止六個月，本集團的其他收入為人民幣10.5百萬元，較二零二二年同期的人民幣4.9百萬元增加人民幣5.6百萬元或115.7%。此乃主要由於二零二二年第四季度購買短期投資所賺取的利息導致AGAE的其他收入增加所致。

5. 銷售及市場推廣費用

截至二零二三年六月三十日止六個月，本集團的銷售及市場推廣費用為人民幣7.8百萬元，較二零二二年同期的人人民幣14.5百萬元減少人民幣6.7百萬元或46.1%。該減少乃主要由於期內推廣及營銷活動減少所致。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

6. Administrative Expenses

For the six months ended 30 June 2023, administrative expenses of the Group amounted to RMB56.3 million, representing a decrease of RMB11.6 million or 17.1% as compared with RMB67.9 million for the corresponding period of 2022. This was primarily due to the decrease in general and administrative expenses of AGAE resulted primarily from higher payroll and payroll related expenses during the six months ended June 30, 2022 in connection with the resignation of AGAE's former chief executive officer.

7. Research and Development Expenses

For the six months ended 30 June 2023, research and development expenses of the Group amounted to RMB15.8 million, representing an increase of RMB7.3 million or 86.9% as compared with RMB8.5 million for the corresponding period of 2022. The increase was because the Group put more effort to update the existing versions of online games and more research and development effort was placed on new versions of online games during the period.

8. Fair Value Changes of Financial Assets at Fair Value through Profit or Loss

For the six months ended 30 June 2023, the fair value changes of financial assets at fair value through profit or loss of the Group was RMB10.8 million. There were no fair value changes of financial assets at fair value through profit or loss for the six months ended 30 June 2022.

9. Loss Attributable to Equity Holders of the Company

The loss attributable to equity holders of the Company amounted to RMB22.8 million for the six months ended 30 June 2023, as compared with RMB25.6 million for the six months ended 30 June 2022.

10. Income Tax Expense

For the six months ended 30 June 2023, income tax expense of the Group amounted to RMB0.2 million, as compared with RMB1,000 for the corresponding period of 2022.

6. 行政開支

截至二零二三年六月三十日止六個月，本集團的行政開支為人民幣56.3百萬元，較二零二二年同期的人民幣67.9百萬元減少人民幣11.6百萬元或17.1%。該減少乃主要由於AGAE的一般及行政支出減少，主要因AGAE前任行政總裁辭任導致於截至二零二二年六月三十日止六個月的薪資及薪資相關支出較高。

7. 研發費用

截至二零二三年六月三十日止六個月，本集團的研發費用為人民幣15.8百萬元，較二零二二年同期的人民幣8.5百萬元增加人民幣7.3百萬元或86.9%。該增加乃由於期內本集團加大力度更新線上遊戲的現有版本及對線上遊戲的新版本加大研發力度所致。

8. 按公允值計入損益之金融資產之公允值變動

截至二零二三年六月三十日止六個月，本集團按公允值計入損益之金融資產公允值變動為人民幣10.8百萬元。截至二零二二年六月三十日止六個月，概無按公允值計入損益之金融資產之公允值變動。

9. 本公司權益持有人應佔虧損

截至二零二三年六月三十日止六個月，本公司權益持有人應佔虧損為人民幣22.8百萬元，而截至二零二二年六月三十日止六個月為人民幣25.6百萬元。

10. 所得稅開支

截至二零二三年六月三十日止六個月，本集團所得稅開支為人民幣0.2百萬元，而二零二二年同期為人民幣1,000元。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

11. Liquidity and Source of Funding and Borrowing

As at 30 June 2023, the Group's total bank balances and cash increased by 136.8% from RMB87.3 million as at 31 December 2022 to RMB206.7 million as at 30 June 2023. The increase was mainly due to the maturity of certificate of deposits. As at 30 June 2023, the current assets of the Group amounted to RMB685.1 million, including bank balances and cash of RMB206.7 million, certificate of deposits of RMB362.3 million and other current assets of RMB116.1 million. Current liabilities of the Group amounted to RMB67.9 million, of which RMB56.2 million were trade and other payables and deferred revenue and other current liabilities were RMB11.7 million. As at 30 June 2023, the current ratio (the current assets to current liabilities ratio) of the Group was 10.1 as compared to 11.4 as at 31 December 2022. Gearing ratio is calculated on the basis of total borrowings (net of cash and cash equivalents) over the Group's total equity. The Group's gearing ratio as at 30 June 2023 was nil (31 December 2022: nil). The Group currently intends to finance future expansion, investments and business operations primarily with internal resources, but may further explore alternative sources of finance in appropriate circumstances.

12. Material Investments

Save as disclosed in this report, the Group did not have any material investments during the six months ended 30 June 2023.

13. Material Acquisitions

Save as disclosed in this report, the Group did not have any material acquisitions during the six months ended 30 June 2023.

11. 流動資金與資金及借款來源

於二零二三年六月三十日，本集團之銀行結餘及現金總額由二零二二年十二月三十一日之人民幣87.3百萬元增加136.8%至二零二三年六月三十日之人民幣206.7百萬元。該增加主要由於存款證到期所致。於二零二三年六月三十日，本集團之流動資產為人民幣685.1百萬元，包括銀行結餘及現金人民幣206.7百萬元、存款證人民幣362.3百萬元及其他流動資產人民幣116.1百萬元。本集團之流動負債為人民幣67.9百萬元，其中貿易及其他應付款項以及遞延收入為人民幣56.2百萬元以及其他流動負債為人民幣11.7百萬元。於二零二三年六月三十日，本集團之流動比率（流動資產對流動負債的比率）為10.1，而於二零二二年十二月三十一日則為11.4。資產負債比率乃按借款總額（扣除現金及現金等價物）佔本集團總權益之比率計算。本集團於二零二三年六月三十日之資產負債比率為零（二零二二年十二月三十一日：零）。本集團當前擬主要以內部資源為未來擴張、投資及業務經營撥資，惟可能在適當情形下進一步探索其他融資來源。

12. 重大投資

除本報告所披露者外，本集團於截至二零二三年六月三十日止六個月並無任何重大投資。

13. 重大收購

除本報告所披露者外，本集團於截至二零二三年六月三十日止六個月並無任何重大收購。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

14. Financial Assets at Fair Value through Profit or Loss

The Group makes investments in financial assets at fair value through profit or loss for the purposes of (i) supplementing the Group's games portfolio to drive higher monetization of our user base and profitability, (ii) exploring new business opportunities in related areas of our business ecosystem for acquisitions and strategic and operational synergies, and (iii) leveraging on external financial resources for expertise and scale. As at 30 June 2023, the Group's financial assets at fair value through profit or loss amounted to RMB34.3 million as included as non-current assets (31 December 2022: RMB45.8 million, included as non-current assets).

As at 30 June 2023, the Group's investments in unlisted equity investments amounted to RMB34.3 million as included as non-current assets, which mainly included direct equity investments in selected startup companies mainly engaged in games or mind sports related technological research and development, and direct subscription to the interests in private equity funds (the "Private Equity Funds") that focus on providing early-stage funding for companies in the mind sports sector. A breakdown of the majority of these investments is set out below:

14. 按公允值計入損益之金融資產

本集團於按公允值計入損益之金融資產作出投資，旨在(i)補充本集團之遊戲組合，以推動我們用戶流量變現及提升盈利能力，(ii)探索業務生態系統相關領域之新業務機遇，以進行收購及產生戰略性運營協同效應，及(iii)借助外部財務資源獲得專業知識及擴大規模。於二零二三年六月三十日，本集團按公允值計入損益之金融資產為人民幣34.3百萬元，計入為非流動資產(二零二二年十二月三十一日：人民幣45.8百萬元，計入為非流動資產)。

於二零二三年六月三十日，本集團於非上市權益投資之投資為人民幣34.3百萬元，計入為非流動資產，主要包括於選定創業公司(主要從事遊戲或智力運動相關之技術研發)之直接權益投資及直接認購集中於為在智力運動板塊營運的公司提供前期融資之私募股權基金(「私募股權基金」)之權益。該等投資之大致明細載列如下：

Name of Invested Company/Private Equity Funds 被投資公司/私募股權基金名稱	Amount of Capital Contributed by the Group 本集團注資金額	Percentage of Shareholding 持股百分比	Principal Business 主要業務
Beijing Yilian Investment Centre (L.P.) 北京億聯投資中心(有限合夥)	RMB5,000,000 人民幣5,000,000元	5%	Investment/management 投資/管理
Tong Xiang Juli Fengyuan Equity Investment Fund Management Partnership (L.P.) 桐鄉聚力豐遠股權投資基金管理 合夥企業(有限合夥)	RMB20,000,000 人民幣20,000,000元	64.52%	Investment/management 投資/管理
All In Asia Culture and Tourism Development Company Limited 澳潤亞洲文化旅遊發展有限公司	RMB19,574,700 人民幣19,574,700元	20%	Tourism culture 旅遊文化
Juyou Universe (Suzhou) Culture Science and Technology Development Co.,Ltd. 劇遊宇宙(蘇州)文化科技發展有限公司	RMB1,560,000 人民幣1,560,000元	6.32%	Internet services 網絡服務

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

For the six months ended 30 June 2023, no dividends have been paid from the above invested companies as included as non-current assets. All startup companies invested by the Group are in relatively early stage, and are mainly focused on product development and launching. The startup companies are in the internet, sports and entertainment segment, which is expected to provide us with a platform to leverage on our experience and resources, and to minimise our investment risks. We believe that our investment initiative is an important aspect of our vision to build up our ecosystem as a whole. The Group will continue to seek other investment opportunities that not only create synergies on different levels but also offer high-yield return potential. The Group will continue to monitor its investment in financial assets at fair value through profit or loss in a responsible manner. There are no financial assets at fair value through profit or loss in the Group's investment portfolio that individually constitutes significant investment as none of the investments has a carrying amount that accounts for more than 5% of the Group's total assets as at 30 June 2023.

Movements of Financial Assets at Fair Value through Profit or Loss

The movements of financial assets at fair value through profit or loss for the six months ended 30 June 2023 are set out below:

Included as Non-Current Assets

		Unlisted equity investments 非上市 權益投資 RMB'000 人民幣千元
Balance as at 1 January 2023	於二零二三年一月一日之結餘	45,846
Additions	添置	60
Disposal	出售	(756)
Fair value changes recognized in profit or loss	於損益確認之公允值變動	(10,820)
Fair value as at 30 June 2023	於二零二三年六月三十日之公允值	34,330

15. Material Disposals

Save as disclosed in this report, the Group did not have any material disposals during the six months ended 30 June 2023.

截至二零二三年六月三十日止六個月，上述被計入為非流動資產的被投資公司概無派付股息。本集團投資的所有該等創業公司均處於相對早期開發階段，且主要集中於開發及推出產品。創業公司為互聯網、體育及娛樂行業，預期將為我們提供平台，以利用我們的經驗及資源，並將投資風險減至最低。我們認為，我們之投資舉措為建立整體生態系統願景之重要一環。本集團將繼續尋求不同層面上創造協同效益，同時亦提供高回報潛力之其他投資機遇。本集團將持續盡責地監察按公允值計入損益之金融資產投資。於二零二三年六月三十日，由於有關投資之賬面值並無佔本集團總資產5%以上，故本集團投資組合之按公允值計入損益之金融資產並無個別構成重大投資。

按公允值計入損益之金融資產之變動

截至二零二三年六月三十日止六個月，按公允值計入損益之金融資產之變動載列如下：

計入為非流動資產

15. 重大出售

除本報告所披露者外，於截至二零二三年六月三十日止六個月，本集團並無任何重大出售事項。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

16. Pledge of Assets

As at 30 June 2023, none of the Group's assets was pledged (31 December 2022: nil).

17. Contingent Liabilities

The Group had no material contingent liabilities as at 30 June 2023 (31 December 2022: nil).

18. Foreign Exchange Exposure

During the six months ended 30 June 2023, the Group mainly operated in the PRC and in the United States, and the majority of its transactions were settled in Renminbi ("RMB") or USD, being the functional currencies of the Group entities to which the transactions relate. As at 30 June 2023, the Group did not have significant foreign currency exposure from its operations.

19. Employees' Remuneration and Policy

As at 30 June 2023, the Group had 159 employees, 86 of which were responsible for games development and operation or general administration in the PRC (including Hong Kong), and 73 of which were responsible for the operation of AGAE. The total remuneration expenses (including share-based compensation expense) for the six months ended 30 June 2023 were RMB30.9 million, representing a decrease of 28.1% as compared to the corresponding period of 2022.

20. Events Occurred Since the End of the Six Months Ended 30 June 2023

The Group did not have any material events occurred since the end of the six months ended 30 June 2023.

21. Future Plans for Material Investment or Capital Assets

Save as disclosed in this report, the Group does not have other plans for material investments and capital assets

16. 資產抵押

於二零二三年六月三十日，本集團概無資產抵押(二零二二年十二月三十一日：無)。

17. 或然負債

於二零二三年六月三十日，本集團並無重大或然負債(二零二二年十二月三十一日：無)。

18. 外匯風險

於截至二零二三年六月三十日止六個月，本集團主要於中國及美國經營，且其大部分交易以人民幣(「人民幣」)或美元(即與交易相關之本集團實體之功能貨幣)結算。於二零二三年六月三十日，本集團之業務並無重大外匯風險。

19. 僱員薪酬及政策

於二零二三年六月三十日，本集團有159名僱員，其中86名於中國(包括香港)負責遊戲開發與運營或一般行政，另外73名負責AGAE營運。截至二零二三年六月三十日止六個月之薪酬開支總額(包括以股份為基礎的酬金開支)為人民幣30.9百萬元，較二零二二年同期減少28.1%。

20. 自截至二零二三年六月三十日止六個月末以來發生之事項

自截至二零二三年六月三十日止六個月末以來，本集團並無發生任何重大事項。

21. 重大投資或資本資產之未來計劃

除本報告所披露者外，本集團概無有關重大投資及資本資產之其他計劃。

Other Information

其他資料

INTERIM DIVIDEND

The Board does not declare any interim dividend for the six months ended 30 June 2023 (six months ended 30 June 2022: nil).

中期股息

董事會不宣派截至二零二三年六月三十日止六個月的任何中期股息(截至二零二二年六月三十日止六個月：無)。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 30 June 2023, solely based on the disclosure of interests forms filed by the relevant parties, 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 its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") which (a) were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken, or are deemed to have, under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be recorded in the register required to be kept by the Company; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

董事及主要行政人員於本公司股份、相關股份及債權證中擁有的權益及淡倉

於二零二三年六月三十日，僅根據有關各方提交的權益披露表格，董事及本公司主要行政人員於本公司或其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯合交易所有限公司(「聯交所」)的權益及淡倉(包括根據證券及期貨條例相關條文彼等被當作或被視為擁有的權益及淡倉);或(b)根據證券及期貨條例第352條須記錄於本公司根據該條例存置的登記冊內的權益及淡倉;或(c)根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益及淡倉如下：

Name of Director 董事姓名	Capacity/Nature of interest 身份/權益性質	Number of shares held ⁽⁴⁾ 所持股份數目 ⁽⁴⁾	Approximate percentage of interest in the Company ⁽⁵⁾ 佔本公司權益的概約百分比 ⁽⁵⁾
Shares 股份			
Mr. Lu Jingsheng ("Mr. Lu") 陸京生先生(「陸先生」)	Beneficial owner ⁽¹⁾ 實益擁有人 ⁽¹⁾	22,000,000 (L)	2.04%
Ms. Wang Ruyuan 王茹遠女士	Beneficial owner 實益擁有人	14,523,000(L)	1.35%
Mr. Wang Runqun 王潤群先生	Beneficial owner 實益擁有人	10,913,000(L)	1.01%
Mr. Liu Xueming 劉學明先生	Beneficial owner ⁽²⁾ 實益擁有人 ⁽²⁾	2,250,000 (L)	0.21%
Ms. Xiao Yundan ("Ms. Xiao") 肖雲丹女士(「肖女士」)	Beneficial owner ⁽³⁾ 實益擁有人 ⁽³⁾	1,100,000 (L)	0.10%

Other Information (Continued)

其他資料(續)

Notes:

- (1) The interest was granted to Mr. Lu pursuant to the Share Award Scheme on 30 December 2021.
- (2) The interest was granted to Mr. Liu Xueming pursuant to the Share Award Scheme on 30 December 2021.
- (3) Among the 1,100,000 shares held by Ms. Xiao, 100,000 shares of which were granted to Ms. Xiao pursuant to the 2014 Share Option Scheme on 17 May 2016, 1,000,000 shares of which were granted to Ms. Xiao pursuant to the Share Award Scheme on 1 January 2020.
- (4) The letter "L" denotes the person's long position in such shares.
- (5) These percentages are calculated on the basis of 1,077,799,887 shares of the Company (the "Shares") in issue as at 30 June 2023.

Save as disclosed above, solely based on the disclosure of interests forms filed by the relevant parties, as at 30 June 2023, none of the Directors or chief executives of the Company and their respective associates had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions which the Directors and chief executives of the Company have taken or deemed to have under such provisions of the SFO); or were required, pursuant to section 352 of the SFO, to be recorded in the register required to be kept by the Company; or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

附註：

- (1) 該權益於二零二一年十二月三十日根據股份獎勵計劃授予陸先生。
- (2) 該權益於二零二一年十二月三十日根據股份獎勵計劃授予劉學明先生。
- (3) 於肖女士所持有的1,100,000股股份中，當中100,000股股份根據二零一四年購股權計劃於二零一六年五月十七日授予肖女士，當中1,000,000股股份根據股份獎勵計劃於二零二零年一月一日授予肖女士。
- (4) 字母「L」代表該人士於該等股份的好倉。
- (5) 該等百分比按於二零二三年六月三十日本公司已發行股份1,077,799,887股股份(「股份」)計算。

除上文所披露者外，僅根據有關各方提交的權益披露表格，於二零二三年六月三十日，概無董事或本公司主要行政人員及彼等各自的聯繫人於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有或被視為擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括董事及本公司主要行政人員根據證券及期貨條例有關條文被當作或被視為擁有的權益及淡倉)；或根據證券及期貨條例第352條須記錄在本公司存置的登記冊的權益或淡倉，或根據標準守則將須知會本公司及聯交所的權益或淡倉。

Other Information (Continued)

其他資料(續)

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

主要股東於本公司股份、相關股份及債權證中擁有的權益及淡倉

Solely based on the disclosure of interests forms filed by the substantial shareholders of the Company with the Stock Exchange, as at 30 June 2023, the following persons (other than the Directors or the chief executives of the Company) had interests or short positions in the Shares, underlying Shares and debentures of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

僅根據本公司主要股東向聯交所提交的權益披露表格，於二零二三年六月三十日，於本公司股份、相關股份及債權證中擁有須根據證券及期貨條例第336條記錄於本公司根據該條例存置的登記冊內的權益或淡倉的人士(董事或本公司主要行政人員除外)如下：

Name of shareholder	Capacity/Nature of interest	Number of Shares held ⁽⁷⁾	Approximate percentage of interest in the Company ⁽⁶⁾⁽⁸⁾
股東姓名／名稱	身份／權益性質	所持股份數目 ⁽⁷⁾	佔本公司權益的概約百分比 ⁽⁶⁾⁽⁸⁾
Choi Shun Investment Limited 財信投資有限公司	Beneficial owner ⁽¹⁾ 實益擁有人 ⁽¹⁾	261,777,242 (L)	24.29%
	Other ⁽¹⁾ 其他 ⁽¹⁾	36,235,351 (L)	3.36%
Mr. Li Yangyang 李揚揚先生	Beneficial owner 實益擁有人	21,290,000(L)	1.98%
	Interest of controlled corporation ⁽¹⁾ 受控法團權益 ⁽¹⁾	298,012,593(L)	27.65%
Irena Group Co., Ltd. 體育之窗文化股份有限公司	Interest of controlled corporation ⁽²⁾ 受控法團權益 ⁽²⁾	291,919,848 (L)	27.08%
Yi Jia Investment Limited	Interest of controlled corporation ⁽²⁾ 受控法團權益 ⁽²⁾	291,919,848 (L)	27.08%
Great Sports Group Ltd.	Interest of controlled corporation ⁽²⁾ 受控法團權益 ⁽²⁾	291,919,848 (L)	27.08%
Glassy Mind Holdings Limited 亮智控股有限公司	Beneficial owner ⁽²⁾ 實益擁有人 ⁽²⁾	291,919,848 (L)	27.08%
Mr. Yang Eric Qing ("Mr. Yang") 楊慶先生(「楊先生」)	Beneficial owner ⁽³⁾ 實益擁有人 ⁽³⁾	36,531,064 (L)	3.39%
	Interest of controlled corporation ⁽⁵⁾ 受控法團權益 ⁽⁵⁾	221,653,555 (L)	20.57%

Other Information (Continued)

其他資料(續)

Name of shareholder 股東姓名／名稱	Capacity/Nature of interest 身份／權益性質	Number of Shares held ⁽⁷⁾ 所持股份數目 ⁽⁷⁾	Approximate percentage of interest in the Company ⁽⁶⁾⁽⁸⁾ 佔本公司權益的 概約百分比 ⁽⁶⁾⁽⁸⁾
Mr. Ng Kwok Leung Frank ("Mr. Ng") 伍國樑先生(「伍先生」)	Beneficial owner ⁽⁴⁾ 實益擁有人 ⁽⁴⁾	36,531,064 (L)	3.39%
	Interest of controlled corporation ⁽⁵⁾ 受控法團權益 ⁽⁵⁾	221,653,555 (L)	20.57%
Mr. Zhang Peng ("Mr. Zhang") 張鵬先生(「張先生」)	Beneficial owner 實益擁有人	12,884,425 (L)	1.20%
	Interest of controlled corporation ⁽⁵⁾ 受控法團權益 ⁽⁵⁾	221,653,555 (L)	20.57%
Total Victory Global Limited	Interest of controlled corporation ⁽⁵⁾ 受控法團權益 ⁽⁵⁾	221,653,555 (L)	20.57%
Jian Ying Ourgame High Growth Investment Fund 建贏聯眾高成長投資基金	Beneficial owner ⁽⁵⁾ 實益擁有人 ⁽⁵⁾	200,502,555 (L)	18.60%
Lynch Barry Patrick	Interest of receiver 接管人權益	132,464,366 (L)	12.29%
Middleton Edward Simon	Interest of receiver 接管人權益	132,464,366 (L)	12.29%

Notes:

- (1) Among the 298,012,593 Shares held by Choi Shun Investment Limited (a company controlled by Mr. Li Yangyang), 36,235,351 Shares of which Choi Shun Investment Limited is only entitled to exercise the voting rights.
- (2) The 291,919,848 Shares represent the same block of Shares held by a chain of ownership involving Glassy Mind Holdings Limited.
- (3) Mr. Yang resigned as Chairman of the Board and Chief Executive Officer and an executive Director with effect from 30 June 2020. The interest comprises 20,851,064 underlying Shares and 15,680,000 underlying Shares granted to Mr. Yang pursuant to the Management Pre-IPO Share Option Scheme and the 2014 Share Option Scheme, respectively. Details of the share options granted are set out in the section headed "Share Option Schemes".

附註：

- (1) 於財信投資有限公司(一間由李揚揚先生控制的公司)所持有的298,012,593股股份中，當中36,235,351股股份財信投資有限公司僅擁有權利行使投票權。
- (2) 該等291,919,848股股份指由包括亮智控股有限公司之一連串擁有人持有的同一批股份。
- (3) 楊先生已辭任董事會主席、行政總裁及執行董事，自二零二零年六月三十日起生效。該權益包括分別根據管理層首次公开发售前購股權計劃及二零一四年購股權計劃授予楊先生的20,851,064股相關股份及15,680,000股相關股份。有關已授出購股權的詳情載於「購股權計劃」一節。

Other Information (Continued)

其他資料(續)

- (4) Mr. Ng resigned as an executive Director with effect from 29 June 2019 and a Co-Chief Executive Officer of the Company with effect from 30 August 2019. The interest comprises 20,851,064 underlying Shares and 15,680,000 underlying Shares granted to Mr. Ng pursuant to the Management Pre-IPO Share Option Scheme and the 2014 Share Option Scheme, respectively. Details of the share options granted are set out in the section headed "Share Option Schemes".
- (5) The interest is directly held by Jian Ying Ourgame High Growth Investment Fund in which Total Victory Global Limited, controlled by Mr. Yang, Mr. Ng and Mr. Zhang, has the majority voting rights.
- (6) The percentage figures have been subject to rounding adjustments. Accordingly, figures shown in totals may not be an arithmetic aggregation of the figures preceding them.
- (7) The letter "L" denotes the person's long position in such Shares.
- (8) The percentages are calculated on the basis of 1,077,799,887 Shares in issue as at 30 June 2023.
- (4) 伍先生已辭任執行董事及本公司聯席行政總裁，分別自二零一九年六月二十九日及二零一九年八月三十日起生效。該權益包括分別根據管理層首次公開發售前購股權計劃及二零一四年購股權計劃授予伍先生的20,851,064股相關股份及15,680,000股相關股份。有關已授出購股權的詳情載於「購股權計劃」一節。
- (5) 該權益由建贏聯眾高成長投資基金直接持有，而Total Victory Global Limited(由楊先生、伍先生及張先生控制)於當中擁有大部分投票權。
- (6) 百分比數字已經約整。因此，所示總數未必為其之前數字的算術總和。
- (7) 字母「L」代表該人士於該等股份的好倉。
- (8) 該等百分比按於二零二三年六月三十日已發行股份1,077,799,887股計算。

Save as disclosed above, solely based on the disclosure of interest forms filed by the substantial shareholders of the Company with the Stock Exchange, as at 30 June 2023, the Directors and the chief executives of the Company were not aware of any other person (other than the Directors or chief executives of the Company) who had an interest or short position in the Shares, underlying Shares or debentures of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

除上文所披露者外，僅根據本公司主要股東向聯交所提交的權益披露表格，於二零二三年六月三十日，董事及本公司主要行政人員概不知悉任何其他人士(董事或本公司主要行政人員除外)於股份、相關股份或本公司債權證中擁有須根據證券及期貨條例第336條記錄於本公司根據該條例存置的登記冊內的權益或淡倉。

SHARE OPTION SCHEMES

The Company has adopted three share option schemes, namely (i) the Employee Pre-IPO Share Option Scheme; (ii) the Management Pre-IPO Share Option Scheme and (iii) the 2014 Share Option Scheme.

購股權計劃

本公司已採納三項購股權計劃，即(i)僱員首次公開發售前購股權計劃；(ii)管理層首次公開發售前購股權計劃及(iii)二零一四年購股權計劃。

Employee Pre-IPO Share Option Scheme

The Employee Pre-IPO Share Option Scheme provides the participants with an opportunity to acquire a personal stake in the Company and help motivate such participants to optimize their performance and efficiency, and to retain the participants whose contributions are important to the long term growth and profitability of our Group. The share options entitle participants to obtain existing issued Shares from Blink Milestones Limited and will not involve the Company issuing any new Shares.

僱員首次公開發售前購股權計劃

僱員首次公開發售前購股權計劃旨在為參與者提供一個取得本公司個人股權的機會，有助鼓勵該等參與者提升其表現及效率，並留聘對本集團長期發展及盈利能力有重要貢獻的該等參與者。持有該等購股權之參與者可取得由Blink Milestones Limited持有的本公司現有已發行股份，且不會致使本公司發行任何新股份。

The options under the Employee Pre-IPO Share Option Scheme were fully exercised in 2019. The total number of share options available for grant under the Employee Pre-IPO Share Option Scheme as at 1 January 2023 and 30 June 2023 was nil and nil, respectively.

僱員首次公開發售前購股權計劃項下購股權已於二零一九年獲悉數行使。於二零二三年一月一日及二零二三年六月三十日，僱員首次公開發售前購股權計劃項下可授出的購股權總數分別為零及零。

Other Information (Continued)

其他資料(續)

Management Pre-IPO Share Option Scheme

The purpose of the Management Pre-IPO Share Option Scheme is to give Mr. Yang, Mr. Ng and Mr. Zhang (collectively as the “**Participants**”) an opportunity to acquire a personal stake in our Company and help motivate such Participants to optimize their performance and efficiency, and also to help retain the Participants whose contributions are important to the long-term growth and profitability of our Group. Details of the movements of share options under the Management Pre-IPO Share Option Scheme during the six months ended 30 June 2023 are set out in the table below and in Note 20(a) to the interim consolidated financial statements.

Name of grantees	Position in relevant group companies	Date of grant	Outstanding as at 1 January 2023 於二零二三年 一月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Cancelled during the period 期內註銷	Lapsed during the period 期內失效	Outstanding as at 30 June 2023 於二零二三年 六月三十日 尚未行使	Exercise price per Share 每股行使價
Former Directors									
前董事									
Mr. Yang ⁽¹⁾ 楊先生 ⁽¹⁾	Connected person of the Company 本公司關連人士	20 February 2014 二零一四年二月二十日	20,851,064	—	—	—	—	20,851,064	US\$0.16714303 0.16714303美元
Mr. Ng ⁽²⁾ 伍先生 ⁽²⁾	Connected person of the Company 本公司關連人士	20 February 2014 二零一四年二月二十日	20,851,064	—	—	—	—	20,851,064	US\$0.16714303 0.16714303美元
Former Senior Management									
前高級管理層									
Mr. Zhang ⁽³⁾ 張先生 ⁽³⁾	Connected person of the Company 本公司關連人士	20 February 2014 二零一四年二月二十日	4,517,802	—	—	—	—	4,517,802	US\$0.16714303 0.16714303美元
Total 總計			46,219,930	—	—	—	—	46,219,930	

Notes:

- Mr. Yang resigned as Chairman of the Board, the Chief Executive Officer of the Company and an executive Director with effect from 30 June 2020.
- Mr. Ng resigned as an executive Director with effect from 29 June 2019 and a Co-Chief Executive Officer of the Company with effect from 30 August 2019. Mr. Ng also resigned as a consultant of the Company with effect from 30 June 2020.
- Mr. Zhang resigned as the president of the Company with effect from 25 May 2019. Mr. Zhang also resigned as a consultant of the Company with effect from 30 June 2020.

The total number of share options available for grant under the Management Pre-IPO Share Option Scheme as at 1 January 2023 and 30 June 2023 was nil and nil, respectively.

管理層首次公開發售前購股權計劃

管理層首次公開發售前購股權計劃旨在向楊先生、伍先生及張先生(統稱「該等參與者」)提供取得本公司個人股權的機會，有助鼓勵該等參與者提升其表現及效率，並留聘對本集團長期發展及盈利能力有重要貢獻的該等參與者。管理層首次公開發售前購股權計劃項下購股權於截至二零二三年六月三十日止六個月的變動詳情載於下表及中期綜合財務報表附註20(a)。

附註：

- 楊先生已辭任董事會主席、本公司行政總裁及執行董事，自二零二零年六月三十日起生效。
- 伍先生已辭任執行董事及本公司聯席行政總裁，分別自二零一九年六月二十九日及二零一九年八月三十日起生效。伍先生亦已辭任本公司顧問，自二零二零年六月三十日起生效。
- 張先生已辭任本公司總裁，自二零一九年五月二十五日起生效。張先生亦已辭任本公司顧問，自二零二零年六月三十日起生效。

於二零二三年一月一日及二零二三年六月三十日，管理層首次公開發售前購股權計劃項下可授出的購股權總數分別為零及零。

Other Information (Continued)

其他資料(續)

2014 Share Option Scheme

The Company adopted the 2014 Share Option Scheme on 19 November 2014. The 2014 Share Option Scheme provides key employees, Directors or officers of the Group (the “**Eligible Persons**”) with the opportunity to acquire proprietary interests in the Company and to encourage them to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its shareholders (the “**Shareholders**”) as a whole. The 2014 Share Option Scheme provides the Company with a flexible means of retaining, incentivizing, rewarding, remunerating, compensating and/or providing benefits to Eligible Persons. Any individual, being an employee, director or officer of any member of the Group whom the Board or its delegate(s) considers, in their sole discretion, to have contributed or will contribute to the Group is entitled to be offered and granted options.

Details of the movements of the share options under the 2014 Share Option Scheme during the six months ended 30 June 2023 are set out in the table below and Note 20(b) to the interim consolidated financial statements:

二零一四年購股權計劃

本公司於二零一四年十一月十九日採納二零一四年購股權計劃。二零一四年購股權計劃旨在向本集團主要僱員、董事或高級職員(「**合資格人士**」)提供取得本公司所有權權益的機會，並鼓勵彼等為本公司及其股東(「**股東**」)的整體利益努力提升本公司及其股份的價值。二零一四年購股權計劃將令本公司能以靈活的方式留聘、激勵、獎勵、回報、補償合資格人士及/或向彼等提供福利。董事會或其代表全權酌情認為已對或將為本集團作出貢獻的人士(即本集團任何成員公司的僱員、董事或高級職員)有權獲提供及獲授予購股權。

二零一四年購股權計劃項下購股權於截至二零二三年六月三十日止六個月的變動詳情載於下表及中期綜合財務報表附註20(b)：

Grantees	Exercisable period	Date of grant	Outstanding as at 1 January 2023 於二零二三年一月一日 尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Cancelled during the period 期內註銷	Lapsed during the period 期內失效	Outstanding as at 30 June 2023 於二零二三年六月三十日 尚未行使	Exercise price per Share 每股行使價
Director									
董事									
Ms. Xiao Yundan 肖雲丹女士	17 May 2016 – 16 May 2026 二零一六年五月十七日至 二零二六年五月十六日	17 May 2016 二零一六年五月十七日	100,000	–	–	–	–	100,000	HK\$3.684 3.684港元
Former Directors									
前董事									
Mr. Yang ⁽¹⁾ 楊先生 ⁽¹⁾	5 January 2015 – 4 January 2025 二零一五年一月五日至 二零二五年一月四日	5 January 2015 二零一五年一月五日	11,760,000	–	–	–	–	11,760,000	HK\$2.67 2.67港元
	8 January 2016 – 7 January 2026 二零一六年一月八日至 二零二六年一月七日	8 January 2016 二零一六年一月八日	3,920,000	–	–	–	–	3,920,000	HK\$5.506 5.506港元
Mr. Ng ⁽²⁾ 伍先生 ⁽²⁾	5 January 2015 – 4 January 2025 二零一五年一月五日至 二零二五年一月四日	5 January 2015 二零一五年一月五日	11,760,000	–	–	–	–	11,760,000	HK\$2.67 2.67港元
	8 January 2016 – 7 January 2026 二零一六年一月八日至 二零二六年一月七日	8 January 2016 二零一六年一月八日	3,920,000	–	–	–	–	3,920,000	HK\$5.506 5.506港元

Other Information (Continued)

其他資料(續)

Grantees	Exercisable period	Date of grant	Outstanding as at 1 January 2023 於二零二三年一月一日尚未行使	Granted during the period 期內授出	Exercised during the period 期內行使	Cancelled during the period 期內註銷	Lapsed during the period 期內失效	Outstanding as at 30 June 2023 於二零二三年六月三十日尚未行使	Exercise price per Share 每股行使價
承授人	可行使期間	授出日期							
Employees of the Company 本公司僱員	5 January 2015 – 4 January 2025 二零一五年一月五日至二零二五年一月四日	5 January 2015 二零一五年一月五日	18,223,839	–	–	–	–	18,223,839	HK\$2.67 2.67港元
	9 July 2015 – 8 July 2025 二零一五年七月九日至二零二五年七月八日	9 July 2015 二零一五年七月九日	10,520,000	–	–	–	–	10,520,000	HK\$4.402 4.402港元
	17 May 2016 – 16 May 2026 二零一六年五月十七日至二零二六年五月十六日	17 May 2016 二零一六年五月十七日	600,000	–	–	–	–	600,000	HK\$3.684 3.684港元
	7 September 2016 – 6 September 2026 二零一六年九月七日至二零二六年九月六日	7 September 2016 二零一六年九月七日	1,190,000	–	–	–	–	1,190,000	HK\$3.95 3.95港元
	28 April 2017 – 27 April 2027 二零一七年四月二十八日至二零二七年四月二十七日	28 April 2017 二零一七年四月二十八日	120,000	–	–	–	–	120,000	HK\$2.886 2.886港元
	Total 總計			62,113,839	–	–	–	–	62,113,839

Notes:

- (1) Mr. Yang resigned as Chairman of the Board, the Chief Executive Officer of the Company and an executive Director with effect from 30 June 2020.
- (2) Mr. Ng resigned as an executive Director with effect from 29 June 2019 and a Co-Chief Executive Officer of the Company with effect from 30 August 2019. Mr. Ng also resigned as a consultant of the Company with effect from 30 June 2020.

附註:

- (1) 楊先生已辭任董事會主席、本公司行政總裁及執行董事，自二零二零年六月三十日起生效。
- (2) 伍先生已辭任執行董事及本公司聯席行政總裁，分別自二零一九年六月二十九日及二零一九年八月三十日起生效。伍先生亦已辭任本公司顧問，自二零二零年六月三十日起生效。

The total number of share options available for grant under the 2014 Share Option Scheme as at 1 January 2023 and 30 June 2023 was 72,279,037 and 72,279,037, respectively.

於二零二三年一月一日及二零二三年六月三十日，二零一四年購股權計劃項下可授出的購股權總數分別為72,279,037份及72,279,037份。

Other Information (Continued)

其他資料(續)

Share Award Scheme

On 19 May 2017, the Company adopted a share award scheme (the “**Share Award Scheme**”) with the purpose of aligning the interests of eligible persons of the Share Award Scheme with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to encourage and retain them to make contributions to the long-term growth and profits of the Group. The resolutions to, among other things, approve and adopt the Share Award Scheme and grant a mandate to the Directors to allot, issue, procure the transfer of and otherwise deal with up to 23,607,701 Shares in connection with the Share Award Scheme were passed at the Company’s annual general meeting in May 2017.

On 23 May 2018, the Company extended the scheme mandate to permit the Directors to issue and allot up to 55,084,636 Shares permitted to be granted under the Share Award Scheme, subject to an annual limit of 3% of the total number of issued Shares as at 23 May 2018, being the date of the Company’s annual general meeting at which the relevant resolution was passed.

The total number of awards available for grant under the Share Award Scheme as at 1 January 2023 and 30 June 2023 was 17,071,153 and 17,071,153, respectively.

股份獎勵計劃

於二零一七年五月十九日，本公司採納一項股份獎勵計劃(「**股份獎勵計劃**」)，旨在透過股份持有權、股息及其他就股份作出的分派及／或提升股份價值，使股份獎勵計劃合資格人士的利益與本集團利益一致，以鼓勵及留聘合資格參與者為本集團的長遠發展及溢利作出貢獻。有關(其中包括)批准及採納股份獎勵計劃及授權董事就股份獎勵計劃配發、發行、促使轉讓及另行處置不超過23,607,701股股份的決議案已於本公司於二零一七年五月舉行的股東週年大會上通過。

於二零一八年五月二十三日，本公司擴大計劃授權，准許董事根據股份獎勵計劃發行及配發可授出最多55,084,636股股份，惟受限於二零一八年五月二十三日(即相關決議案於本公司股東週年大會上獲通過當日)已發行股份總數3%的年度上限。

於二零二三年一月一日及二零二三年六月三十日，股份獎勵計劃項下可授出的獎勵總數分別為17,071,153份及17,071,153份。

Other Information (Continued)

其他資料(續)

The table below sets out the details of the award Shares granted or to be granted pursuant to the Share Award Scheme during the six months ended 30 June 2023:

下表為於截至二零二三年六月三十日止六個月根據股份獎勵計劃已授出或將予授出的獎勵股份詳情：

Grantees	Date of Grant	As at 1 January 2023	Granted during the period	Vested during the period	Cancelled during the period	Lapsed during the period	As at 30 June 2023	Vesting Period	Weighted average closing price immediately before the vesting date (HK\$)
承授人	授出日期	於二零二三年一月一日	期內授出	期內歸屬	期內註銷	期內失效	於二零二三年六月三十日	歸屬期	緊接歸屬日期前的加權平均收市價(港元)
Directors									
董事									
Mr. Lu Jingsheng ("Mr. Lu")	30 December 2021	5,500,000	—	—	—	—	5,500,000	50% was vested on the date of grant and 25% will be vested on each anniversary date in the next two years	—
陸京生先生 (陸先生)	二零二一年十二月三十日							50%已於授出日期歸屬及將於未來兩年的每個週年日歸屬25%	
Mr. Liu Xueming	30 December 2021	562,500	—	—	—	—	562,500	50% was vested on the date of grant and 25% will be vested on each anniversary date in the next two years	—
劉學明先生	二零二一年十二月三十日							50%已於授出日期歸屬及將於未來兩年的每個週年日歸屬25%	
Mr. Wang Runqun	30 December 2021	375,000	—	—	—	—	375,000	Four years from the date of grant, 25% on each anniversary date	—
王潤群先生	二零二一年十二月三十日							自授出日期起四年內，每個週年日歸屬25%	
Ms. Xiao Yundan	1 January 2020	500,000	—	250,000	—	—	250,000	Four years from the date of grant, 25% on each anniversary date	0.34
肖雲丹女士	二零二零年一月一日							自授出日期起四年內，每個週年日歸屬25%	
Employees									
僱員									
	1 January 2020	1,000,000	—	500,000	—	—	500,000	Four years from the date of grant, 25% on each anniversary date	0.34
	二零二零年一月一日							自授出日期起四年內，每個週年日歸屬25%	
	1 January 2021	303,374	—	202,248	—	—	101,126	10% on the first day of each quarter	0.3175
	二零二一年一月一日							每個季度的第一天歸屬10%	
	30 December 2021	1,412,500	—	—	—	—	1,412,500	50% was vested on the date of grant and 25% will be vested on each anniversary date in the next two years	—
	二零二一年十二月三十日							50%已於授出日期歸屬及將於未來兩年的每個週年日歸屬25%	
	30 December 2021	1,800,000	—	—	—	—	1,800,000	Four years from the date of grant, 25% on each anniversary date	—
	二零二一年十二月三十日							自授出日期起四年內，每個週年日歸屬25%	
Total		11,453,374	—	952,248	—	—	10,501,126		
Five highest paid individuals⁽¹⁾									
五名最高薪酬人士⁽¹⁾									
	1 January 2020	1,250,000	—	625,000	—	—	625,000	Four years from the date of grant, 25% on each anniversary date	0.34
	二零二零年一月一日							自授出日期起四年內，每個週年日歸屬25%	
	30 December 2021	375,000	—	—	—	—	375,000	Four years from the date of grant, 25% on each anniversary date	—
	二零二一年十二月三十日							自授出日期起四年內，每個週年日歸屬25%	
	30 December 2021	6,912,500	—	—	—	—	6,912,500	50% was vested on the date of grant and 25% will be vested on each anniversary date in the next two years	—
	二零二一年十二月三十日							50%已於授出日期歸屬及將於未來兩年的每個週年日歸屬25%	
Sub-total		8,537,500	—	625,000	—	—	7,912,500		
小計									

Other Information (Continued)

其他資料(續)

Note:

(1) Two of the five highest paid individuals were Mr. Lu and Ms. Xiao, whose interests in award Shares are disclosed under the "Directors" section of the above table.

附註：

(1) 五名最高薪酬人士的其中兩名為陸先生及肖女士，彼等於獎勵股份之權益披露於上表「董事」一節。

Equity Incentive Plan of Principal Subsidiaries

AGAE, being a principal subsidiary of the Company (as defined in Chapter 17 of the Listing Rules), has adopted the 2019 Equity Incentive Plan (as amended on 30 December 2021) (the "AGAE Equity Incentive Plan"). The purpose of the AGAE Equity Incentive Plan is to enable AGAE to offer its employees, officers, and directors of, and consultants to, AGAE and its subsidiaries whose past, present and/or potential future contributions to AGAE and its subsidiaries have been, are or will be important to the success of AGAE, an opportunity to share monetarily in the success of and/or acquire an equity interest in AGAE. The various types of long-term incentive awards that may be provided under the AGAE Equity Incentive Plan will enable AGAE to respond to changes in compensation practices, tax laws, accounting regulations and the size and diversity of its business.

During the six months ended 30 June 2023, the movements of stock options are as follows:

主要附屬公司的股權激勵計劃

本公司的主要附屬公司(定義見上市規則第17章)AGAE已採納二零一九年股權激勵計劃(經於二零二一年十二月三十日修訂)(「AGAE股權激勵計劃」)。AGAE股權激勵計劃旨在令AGAE能夠向其僱員、高級職員以及AGAE及其附屬公司的董事及顧問提供在金錢上分享AGAE的成功及/或獲得AGAE的股權的機會，而彼等對AGAE及其附屬公司的過去、現在及/或潛在未來貢獻已經、正在或將對AGAE的成功至關重要。根據AGAE股權激勵計劃可能提供的各種類型的長期激勵獎勵將令AGAE能夠應對酬金制度、稅法、會計法規以及其業務規模及多元化的變動。

於截至二零二三年六月三十日止六個月內，購股權變動如下：

Grantee/Category of Grantee	Date of Grant	Exercise Price	Exercisable Period	Vesting Period	Outstanding	Granted	Exercised	Cancelled	Lapsed	Outstanding
					as of 1 January 2023	during the period	during the period	during the period	during the period	as of 30 June 2023
承授人/承授人類別	授出日期	行使價	可行使期間	歸屬期	截至二零二三年一月一日尚未行使	期內授出	期內行使	期內註銷	期內失效	截至二零二三年六月三十日尚未行使
Directors/Former Directors										
董事/前董事										
Mr. Lyle Berman	20 September 2019	US\$5.66	20 September 2019 to 19 September 2029	Four years from the date of grant, 25% on each anniversary date	40,000	-	-	-	-	40,000
Lyle Berman先生	二零一九年九月二十日	5.66美元	二零一九年九月二十日至二零二九年九月十九日	自授出日期起計四年，每個週年日歸屬25%						
	11 November 2021	US\$2.21	11 November 2021 to 11 November 2031	Four years from the date of grant, 25% on each anniversary date	50,000	-	-	-	-	50,000
	二零二一年十一月十一日	2.21美元	二零二一年十一月十一日至二零三一年十一月十一日	自授出日期起計四年，每個週年日歸屬25%						
Mr. Bradley Berman	20 September 2019	US\$5.66	20 September 2019 to 19 September 2029	Four years from the date of grant, 25% on each anniversary date	40,000	-	-	-	-	40,000
Bradley Berman先生	二零一九年九月二十日	5.66美元	二零一九年九月二十日至二零二九年九月十九日	自授出日期起計四年，每個週年日歸屬25%						
Mr. Benjamin Oehler	20 September 2019	US\$5.66	20 September 2019 to 19 September 2029	Four years from the date of grant, 25% on each anniversary date	40,000	-	-	-	-	40,000
Benjamin Oehler先生	二零一九年九月二十日	5.66美元	二零一九年九月二十日至二零二九年九月十九日	自授出日期起計四年，每個週年日歸屬25%						

Other Information (Continued)

其他資料(續)

Grantee/Category of Grantee 承授人/承授人類別	Date of Grant 授出日期	Exercise Price 行使價		Exercisable Period 可行使期間	Vesting Period 歸屬期	Outstanding	Granted	Exercised	Cancelled	Lapsed	Outstanding
		as of 1 January 2023 截至二零二三年一月一日 尚未行使	during the period 期內授出			during the period 期內行使	during the period 期內註銷	during the period 期內失效	as of 30 June 2023 截至二零二三年六月三十日 尚未行使		
Mr. Joseph Lahti Joseph Lahti先生	20 September 2019 二零一九年九月二十日	US\$5.66 5.66美元	20 September 2019 to 19 September 2029 二零一九年九月二十日至二零二九年九月十九日	Four years from the date of grant, 25% on each anniversary date 自授出日期起計四年，每個週年日歸屬25%	40,000	—	—	—	—	—	40,000
Mr. Ng 伍先生	20 September 2019 二零一九年九月二十日	US\$5.66 5.66美元	20 September 2019 to 19 September 2029 二零一九年九月二十日至二零二九年九月十九日	Four years from the date of grant, 25% on each anniversary date 自授出日期起計四年，每個週年日歸屬25%	20,000	—	—	—	—	—	20,000
Ms. Chen Yinghua 陳穎華女士	1 July 2020 二零二零年七月一日	US\$2.11 2.11美元	1 July 2020 to 1 July 2030 二零二零年七月一日至二零三零年七月一日	Four years from the date of grant, 25% on each anniversary date 自授出日期起計四年，每個週年日歸屬25%	40,000	—	—	—	—	—	40,000
	11 November 2021 二零二一年十一月十一日	US\$2.21 2.21美元	11 November 2021 to 11 November 2031 二零二一年十一月十一日至二零三一年十一月十一日	Four years from the date of grant, 25% on each anniversary date 自授出日期起計四年，每個週年日歸屬25%	75,000	—	—	—	—	—	75,000
Mr. Jerry Lewin Jerry Lewin先生	6 May 2021 二零二一年五月六日	US\$2.48 2.48美元	6 May 2021 to 6 May 2031 二零二一年五月六日至二零三一年五月六日	Four years from the date of grant, 25% on each anniversary date 自授出日期起計四年，每個週年日歸屬25%	40,000	—	—	—	—	—	40,000
Mr. Lu 陸先生	6 May 2021 二零二一年五月六日	US\$2.48 2.48美元	6 May 2021 to 6 May 2031 二零二一年五月六日至二零三一年五月六日	Four years from the date of grant, 25% on each anniversary date 自授出日期起計四年，每個週年日歸屬25%	40,000	—	—	—	—	—	40,000
Mr. Li Yangyang 李揚揚先生	6 May 2021 二零二一年五月六日	US\$2.48 2.48美元	6 May 2021 to 6 May 2031 二零二一年五月六日至二零三一年五月六日	Four years from the date of grant, 25% on each anniversary date 自授出日期起計四年，每個週年日歸屬25%	40,000	—	—	—	—	—	40,000
Ms. Wu (Claire) Libing 吳厲冰女士	13 July 2021 二零二一年七月十三日	US\$2.48 2.48美元	13 July 2021 to 13 July 2031 二零二一年七月十三日至二零三一年七月十三日	Four years from the date of grant, 25% on each anniversary date 自授出日期起計四年，每個週年日歸屬25%	200,000	—	—	—	—	—	200,000

Other Information (Continued)

其他資料(續)

Grantee/Category of Grantee	Date of Grant	Exercise Price	Exercisable Period	Vesting Period	Outstanding as of 1 January 2023 截至二零二三年一月一日尚未行使	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	Outstanding as of 30 June 2023 截至二零二三年六月三十日尚未行使
承授人/承授人類別	授出日期	行使價	可行使期間	歸屬期		期內授出	期內行使	期內註銷	期內失效	
Senior Management and Employees	20 September 2019	US\$5.66	20 September 2019 to 19 September 2029	Four years from the date of grant, 25% on each anniversary date	100,000	—	—	—	—	100,000
高級管理層及僱員	二零一九年九月二十日	5.66美元	二零一九年九月二十日至二零二九年九月十九日	自授出日期起計四年，每個週年日歸屬25%						
	21 November 2019	US\$4.09	21 November 2019 to 20 November 2029	Four years from the date of grant, 25% on each anniversary date	545,000	—	—	—	85,000 ⁽¹⁾	460,000
	二零一九年十一月二十一日	4.09美元	二零一九年十一月二十一日至二零二九年十一月二十日	自授出日期起計四年，每個週年日歸屬25%						
	21 November 2019	US\$4.09	21 November 2019 to 19 February 2024	Four years from the date of grant, 25% on each anniversary date	170,000	—	—	—	—	170,000
	二零一九年十一月二十一日	4.09美元	二零一九年十一月二十一日至二零二四年二月十九日	自授出日期起計四年，每個週年日歸屬25%						
	6 August 2020	US\$2.17	6 August 2020 to 6 August 2030	Four years from the date of grant, 25% on each anniversary date	120,000	—	—	—	—	120,000
	二零二零年八月六日	2.17美元	二零二零年八月六日至二零二零年八月六日	自授出日期起計四年，每個週年日歸屬25%						
	11 November 2021	US\$2.21	11 November 2021 to 11 November 2031	Four years from the date of grant, 25% on each anniversary date	25,000	—	—	—	—	25,000
	二零二一年十一月十一日	2.21美元	二零二一年十一月十一日至二零三一年十一月十一日	自授出日期起計四年，每個週年日歸屬25%						
Total 總計					1,625,000	—	—	85,000	—	1,540,000

Note:

(1) In connection with the resignation of a senior management on October 26, 2022, 85,000 unvested stock options were cancelled on that date and the remaining 85,000 vested stock options lapsed on January 26, 2023.

附註：

(1) 由於一名高級管理層人員於二零二二年十月二十六日辭任，85,000份未歸屬購股權已於當日註銷，而其餘下85,000份已歸屬購股權已於二零二三年一月二十六日失效。

The total number of stock options/awards available for grant under the AGAE Equity Incentive Plan as at 1 January 2023 and 30 June 2023 was 1,344,904 and 1,479,904, respectively.

於二零二三年一月一日及二零二三年六月三十日，AGAE股權激勵計劃項下可授予的購股權/獎勵總數分別為1,344,904份及1,479,904份。

Purchase, Sale or Redemption of the Company's Listed Securities

During the six months ended 30 June 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities of the Company.

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內，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。

Other Information (Continued)

其他資料(續)

Corporate Governance

The Company is committed to maintaining and promoting stringent corporate governance policies. The principle of the Company's corporate governance is to promote effective internal control measures and to enhance the transparency and accountability of the Board to all Shareholders.

During the six months ended 30 June 2023, the Company has complied with the applicable code provisions set out in the Corporate Governance Code (the "Code") contained in Appendix 14 to the Listing Rules.

The Board will continue to review and monitor the practices of the Company for the purpose of complying with the Code and maintaining a high standard of corporate governance practices of the Company.

Model Code

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules to govern securities transactions by its Directors. Having made specific enquiry of all Directors, all Directors have confirmed that they strictly complied with the required standards set out in the Model Code during the six months ended 30 June 2023.

Audit Committee

The Company has established the Audit Committee in accordance with the Listing Rules. The primary duties of the Audit Committee are to review and supervise the Company's internal control and financial reporting process and to maintain an appropriate relationship with the Company's independent auditor. Currently, the Audit Committee comprised three members, namely, Mr. Zhang Li (independent non-executive Director), Mr. Liu Xueming (non-executive Director) and Mr. Ma Shaohua (independent non-executive Director). Mr. Zhang Li is the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited interim results and interim report of the Group for the six months ended 30 June 2023. The Audit Committee has also discussed matters with respect to the accounting policies and practices adopted by the Company and internal control with senior management of the Company.

企業管治

本公司致力於維持及促進嚴格的企業管治政策。本公司的企業管治原則為推行有效的內部監控措施及提高董事會對全體股東的透明度及問責制度。

於截至二零二三年六月三十日止六個月，本公司已遵守上市規則附錄14所載的企業管治守則(「守則」)的適用守則條文。

董事會將繼續審視及監控本公司之常規以符合守則規定及維持本公司高水準之企業管治常規。

標準守則

本公司已採納上市規則附錄10所載標準守則以規管其董事進行的證券交易。經向全體董事作出具體查詢後，所有董事確認彼等於截至二零二三年六月三十日止六個月內已嚴格遵守標準守則所訂的規定標準。

審核委員會

本公司已根據上市規則設立審核委員會。審核委員會的主要職責是審閱及監督本公司的內部監控及財務申報程序，並與本公司獨立核數師保持適當關係。審核委員會現時包括三名成員，即章力先生(獨立非執行董事)、劉學明先生(非執行董事)及馬少華先生(獨立非執行董事)。章力先生為審核委員會主席。

審核委員會已審閱本集團截至二零二三年六月三十日止六個月的未經審核中期業績及中期報告。審核委員會亦已就本公司採納的會計政策及常規以及內部監控事宜與本公司高級管理層進行討論。

Other Information (Continued)

其他資料(續)

Material Litigation

Loan to Fast Express Trading Limited (“Fast Express”)

During the period from 30 January 2018 to 6 February 2018, the Company provided loans in an aggregate amount of HK\$62,484,799 to Fast Express for a loan term of 30 days from the date of provision of such loans. Subsequent to the maturity of such loans, Fast Express failed to repay the loans as scheduled. After that, a loan agreement dated 30 June 2018 with Merit Horizon Limited (“Merit Horizon”) (the “Merit Horizon Loan Agreement”) was signed, pursuant to which Merit Horizon agreed to repay the loans of Fast Express and all accrued interests since 1 July 2018 (the “Merit Horizon Loan”). On the even date, Ms. Fu Qiang (“Ms. Fu”), the then non-executive Director, executed a letter of guarantee in favour of the Company in respect of the Merit Horizon Loan Agreement (the “Guarantee”), pursuant to which Ms. Fu has provided a guarantee to the Company on her joint and several liabilities with Merit Horizon for the performance of the Merit Horizon Loan Agreement. As Merit Horizon and Ms. Fu failed to honour their respective contractual obligations under the Merit Horizon Loan Agreement and the Guarantee and therefore the Company took relevant legal actions against Merit Horizon and Ms. Fu as follows:

On 10 January 2022, the Company as the plaintiff filed a civil complaint (the “Civil Complaint”) at the Fourth Intermediate People’s Court of Beijing Municipality (北京市第四中級人民法院) against Merit Horizon and Ms. Fu as the defendants in relation to the breach of a loan agreement and a letter of guarantee, respectively. On 7 February 2022, considering relevant factors, the Company applied to the Fourth Intermediate People’s Court of Beijing Municipality for withdrawal of the Civil Complaint, which was approved on 17 February 2022.

重大訴訟事項

快通貿易有限公司(「快通」)貸款

於二零一八年一月三十日至二零一八年二月六日期間，本公司向快通提供貸款共計62,484,799港元，貸款期限為自打款之日起30日。在該等貸款到期後，快通未能如期償還貸款。隨後，與Merit Horizon Limited(「Merit Horizon」)簽署了一份日期為二零一八年六月三十日的貸款協議(「Merit Horizon貸款協議」)，據此，Merit Horizon同意償還快通的貸款及自二零一八年七月一日以來所有應計利息(「Merit Horizon貸款」)。同日，當時之非執行董事傅強女士(「傅女士」)就Merit Horizon貸款協議簽立以本公司為受益人的擔保函(「擔保」)，據此，傅女士就Merit Horizon履行Merit Horizon貸款協議向本公司提供連帶責任擔保。由於Merit Horizon及傅女士未能履行Merit Horizon貸款協議及擔保項下相關合約責任，故本公司對Merit Horizon及傅女士提出相關法律訴訟如下：

於二零二二年一月十日，本公司(作為原告)經北京市第四中級人民法院分別就違反貸款協議及擔保函對Merit Horizon及傅女士(作為被告)提出民事申訴(「民事申訴」)。於二零二二年二月七日，考慮到相關因素，本公司向北京市第四中級人民法院申請撤回民事申訴，並於二零二二年二月十七日獲得批准。

Other Information (Continued)

其他資料(續)

On 7 February 2022, immediately after the Company applied for the Civil Complaint to be withdrawn, the Company further initiated an arbitration before the Hong Kong Arbitral Tribunal (the "**Tribunal**") in relation to the breach of the Merit Horizon Loan Agreement, claiming against Merit Horizon for an aggregate amount of no less than HK\$97,948,090.47, being the principal, accrued interests and liquidated damages and arbitration costs as at 31 December 2021, for breach of the Merit Horizon Loan Agreement. Merit Horizon then added Glassy Mind Holdings Limited (亮智控股有限公司) ("**GMHL**") as a party to the said arbitration case, and proposed six reliefs or remedies against GMHL. According to the disclosure of interest form filed by GMHL, it holds 290,690,848 shares of the Company, representing approximately 26.97% of the issued share capital of the Company. GMHL is also an indirect wholly-owned subsidiary of Irena Group Co., Ltd. (體育之窗文化股份有限公司) ("**iRENA**"). On 22 July 2022, the Company received a consent interlocutory award (the "**Consent Interlocutory Award**") from the Tribunal, which decided and held that, having considered the available evidence, it appeared from the prima facie evidence that the Tribunal has jurisdiction over the case. As at the date of this interim report, the arbitration proceedings are still in progress and no final arbitral award has been made.

On 16 September 2022, the Company (as plaintiff) has further lodged a civil litigation (the "**Litigation**") at the Court of First Instance of the High Court of the Hong Kong Special Administration Region (the "**High Court**") against GMHL, Ms. Fu, a former Director and a shareholder and the chairman of iRENA, and Mr. Gao Hong ("**Mr. Gao**"), a former Director and a shareholder and a director of iRENA, respectively. In the Litigation, the Company has made a claim against GMHL and Ms. Fu pursuant to the undertakings made by GMHL and Ms. Fu to the Company, requesting them to repay the unpaid principal and accrued interests under the loan agreements executed in the name of Fast Express and/or Merit Horizon Limited, and has applied to the High Court for a permanent injunction that Glassy Mind shall not breach its undertaking on exercising its Shareholder's rights. Meanwhile, the Company formally sought damages from Ms. Fu and Mr. Gao for their breach of respective fiduciary duties as former directors of the Company. As at the date of this interim report, the Litigation proceedings are still in progress and no judgment has been made.

Further details of the aforesaid arbitration and Litigation proceedings were set out in the Company's announcements dated 11 January 2022, 10 July 2022, 24 July 2022, 15 September 2022, 16 September 2022, 28 November 2022 and 24 August 2023, respectively.

於二零二二年二月七日，緊接本公司申請撤回民事申訴後，本公司就Merit Horizon貸款協議違約進一步向香港仲裁庭(「**仲裁庭**」)提起仲裁，向Merit Horizon因違反Merit Horizon貸款協議提出索賠合計不少於97,948,090.47港元(截至二零二一年十二月三十一日的貸款本金、應計利息及違約金及仲裁費用)。Merit Horizon隨後將亮智控股有限公司(「**亮智**」)追加為上述仲裁案的當事人，並向亮智提出六項救濟或補救措施。根據亮智呈交的披露權益表格，其持有本公司290,690,848股股份，佔本公司已發行股本約26.97%。亮智亦為體育之窗文化股份有限公司(「**體育之窗**」)之間接全資附屬公司。於二零二二年七月二十二日，本公司接獲仲裁庭發出的同意中間裁決(「**同意中間裁決**」)，仲裁庭決定及認為，在考慮現有證據後，從表面證供來看，仲裁庭對該案具有司法管轄權。於本中期報告日期，仲裁程序仍在進行中及尚未作出最終仲裁裁決。

於二零二二年九月十六日，本公司(作為原告)在香港特別行政區高等法院(「**高等法院**」)原訟法庭分別向亮智、傅女士(前董事，且為體育之窗的股東及董事長)及高宏先生(「**高先生**」)(前董事，且為體育之窗的股東及董事)進一步提起民事訴訟(「**訴訟**」)。在訴訟中，本公司根據亮智及傅女士向本公司作出的承諾，向亮智及傅女士提出申索，要求其償還以快通及/或Merit Horizon Limited之名義所簽署的貸款協議項下未償還之本金及相應的利息，並向高等法院申請永久禁制令禁止亮智違反其關於行使股東權利的承諾，同時，針對傅女士及高先生違反彼等各自作為本公司前董事之授信責任，本公司向二人正式提出索賠。於本中期報告日期，訴訟程序仍在進行中及尚未作出判決。

上述仲裁及訴訟程序的進一步詳情分別載於本公司日期為二零二二年一月十一日、二零二二年七月十日、二零二二年七月二十四日、二零二二年九月十五日、二零二二年九月十六日、二零二二年十一月二十八日及二零二三年八月二十四日的公告。

Other Information (Continued)

其他資料(續)

Arbitration Proceedings against Spoville Co., Ltd. (“Spoville”)

On 14 March 2022, the Company filed an arbitration application to the ICC International Court of Arbitration (the “**ICC Court**”) in respect of a convertible bond subscription agreement entered into between Spoville, Mr. Seung-Hwan Oh, its major shareholder, and the Company, and a supplemental agreement entered into between the same parties. On 20 March 2023, the ICC Court handed down the final judgment (the “**ICC Arbitral Award**”) in respect of the said arbitration, the main contents of which are set out below:

- (1) Spoville and Mr. Seung-Hwan Oh shall immediately pay to the Company jointly and severally the principal of the convertible bonds and its interests as of 18 August 2019 in aggregate of KRW2,184,541,667;
- (2) Spoville and Mr. Seung-Hwan Oh shall immediately pay to the Company jointly and severally the interests corresponding to KRW2,184,541,667, calculated at 1% per annum from 19 August 2019 to 18 March 2023;
- (3) Spoville and Mr. Seung-Hwan Oh shall immediately pay to the Company jointly and severally all legal fees and translation fees in aggregate of RMB727,468;
- (4) Spoville and Mr. Seung-Hwan Oh shall immediately pay to the Company jointly and severally the arbitration costs incurred by the Company in aggregate of US\$85,000; and
- (5) For the amounts determined in clauses 1 to 4 above, Spoville and Mr. Seung-Hwan Oh shall pay to the Company the interests accrued from 20 March 2023 to the day of full settlement of the above amounts at the prescribed rate as stipulated under the Arbitration Ordinance (Chapter 609 of the laws of Hong Kong).

Please refer to the announcement of the Company dated 23 March 2023 for further details.

Save as disclosed above, the Group was not involved in any other material legal proceedings or arbitrations during the six months ended 30 June 2023.

針對 Spoville Co., Ltd. (「Spoville」) 提出仲裁程序

於二零二二年三月十四日，本公司就 Spoville、其大股東 Seung-Hwan Oh 先生與本公司簽署的《可轉換債券認購協議》及相同訂約方簽署的《補充協議》向國際商會國際仲裁院（「國際商會仲裁院」）提起了仲裁申請。於二零二三年三月二十日，國際商會仲裁院就上述仲裁作出最終裁決（「國際商會仲裁裁決」），仲裁裁決的主要內容如下：

- (1) Spoville 和 Seung-Hwan Oh 先生應立即連帶地向本公司支付可轉換債券本金及截至二零一九年八月十八日的利息合計 2,184,541,667 韓元；
- (2) Spoville 和 Seung-Hwan Oh 先生應立即連帶地向本公司支付 2,184,541,667 韓元對應的利息，利息以 1% 年利率自二零一九年八月十九日起計至二零二三年三月十八日；
- (3) Spoville 和 Seung-Hwan Oh 先生應立即連帶地向本公司支付全部律師費及翻譯費共計人民幣 727,468 元；
- (4) Spoville 和 Seung-Hwan Oh 先生應立即連帶地向本公司支付本公司已支出的仲裁費用共計 85,000 美元；及
- (5) 就上述第 1 至 4 項裁決之金額，Spoville 和 Seung-Hwan Oh 先生應按照仲裁條例（香港法例第 609 章）所訂明的利率向本公司支付自二零二三年三月二十日至上述金額全額付清之日止的利息。

有關進一步詳情，請參閱本公司日期為二零二三年三月二十三日的公告。

除上文所披露者外，於截至二零二三年六月三十日止六個月期間，本集團並無涉及任何其他重大法律程序或仲裁事項。

Other Information (Continued)

其他資料(續)

Qualification Requirement

As at 30 June 2023, the Company has no update to disclose in relation to the Qualification Requirement.

Continuing Disclosure Pursuant to Rules 13.18 and 13.21 of the Listing Rules

The Company does not have other disclosure obligation under Rules 13.18 and 13.21 of the Listing Rules.

Appreciation

On behalf of the Board, I wish to express my gratitude to our management team and staff members for their hard work, dedication and support throughout the period.

On behalf of the Board

Lu Jingsheng

Chief Executive Officer and Executive Director

Beijing, 31 August 2023

* For identification purpose only

資格要求

於二零二三年六月三十日，本公司概無有關資格要求的最新披露資料。

根據上市規則第13.18及13.21條而作出的持續披露

根據上市規則第13.18及13.21條，本公司並無其他披露責任。

鳴謝

本人謹代表董事會感謝管理層團隊及僱員於期內的不懈努力、盡忠職守及支持。

代表董事會

行政總裁兼執行董事

陸京生

北京，二零二三年八月三十一日

* 僅供識別

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

		Six months ended 30 June 截至六月三十日止六個月		
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)	
	Notes 附註			
Revenue	收入	4	162,432	72,693
Cost of revenue	收入成本		(109,221)	(35,546)
Gross profit	毛利		53,211	37,147
Other income	其他收益	5	10,541	4,888
Selling and marketing expenses	銷售及市場推廣費用		(7,822)	(14,511)
Administrative expenses	行政開支		(56,324)	(67,921)
Share-based compensation expense	以股份為基礎的酬金開支	20	(2,206)	(5,456)
Research and development expenses	研發費用		(15,827)	(8,469)
Finance charges on lease liabilities	租賃負債之財務費用		(2,296)	(2,358)
Fair value changes of financial assets at fair value through profit or loss	按公允值計入損益之金融資產之公允值變動		(10,820)	—
Impairment of digital assets	數字資產減值		—	(1,065)
Reversal of expected credit losses ("ECL")/ (ECL) allowance on trade and other receivables	貿易及其他應收款項之預期信貸虧損(「預期信貸虧損」)撥回/(預期信貸虧損)撥備		167	(437)
Loss before income tax	除所得稅前虧損	6	(31,376)	(58,182)
Income tax expense	所得稅開支	7	(163)	(1)
Loss for the period	期內虧損		(31,539)	(58,183)
Other comprehensive income for the period	期內其他全面收益			
Items that may be subsequently reclassified to profit or loss:	其後可重新分類至損益的項目：			
Currency translation differences	貨幣換算差額		25,295	43,751
Total comprehensive loss for the period	期內全面虧損總額		(6,244)	(14,432)

Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued)

綜合損益及其他全面收益表(續)

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

Six months ended 30 June

截至六月三十日止六個月

	2023	2022
	二零二三年	二零二二年
Notes	RMB'000	RMB'000
附註	人民幣千元	人民幣千元
	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)

Loss for the period attributable to:	下列人士應佔期內虧損：		
Equity holders of the Company	本公司權益持有人	(22,768)	(25,610)
Non-controlling interests	非控股權益	(8,771)	(32,573)
		(31,539)	(58,183)
Total comprehensive loss for the period attributable to:	下列人士應佔期內全面虧損總額：		
Equity holders of the Company	本公司權益持有人	(14,572)	(2,747)
Non-controlling interests	非控股權益	8,328	(11,685)
		(6,244)	(14,432)
Loss per share	每股虧損		
(expressed in RMB cents per share)	(以每股人民幣分列示)		
Basic loss per share	每股基本虧損	9 (2.14)	(2.38)
Diluted loss per share	每股攤薄虧損	9 (2.14)	(2.38)

The notes on pages 37 to 68 form part of this interim financial statements.

第37至68頁附註為本中期財務報表一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 30 June 2023 於二零二三年六月三十日

			As at 30 June 2023 於二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	12,665	18,429
Right-of-use assets	使用權資產		17,402	21,207
Investment properties	投資物業		2,900	2,900
Investment in associates	於聯營公司的投資		2,166	1,240
Digital assets	數字資產	11	357	344
Intangible assets	無形資產	12	6,094	1,879
Financial assets at fair value through profit or loss	按公允值計入損益之金融 資產	14	34,330	45,846
			75,914	91,845
Current assets	流動資產			
Inventories	存貨		549	549
Trade and other receivables	貿易及其他應收款項	15	79,289	74,701
Loans to third parties	給予第三方之貸款	13	—	—
Financial assets at fair value through profit or loss	按公允值計入損益之 金融資產	14	—	—
Certificate of deposits	存款證	16	362,287	484,602
Restricted bank balances	受限制銀行結餘	17	36,229	34,614
Bank balances and cash	銀行結餘及現金		206,724	87,289
			685,078	681,755
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	18	48,977	46,368
Deferred revenue	遞延收入		7,254	1,289
Lease liabilities	租賃負債	19	10,699	11,128
Bank Loan	銀行貸款		1,000	1,000
Income tax liabilities	所得稅負債		—	—
			67,930	59,785
Net current assets	流動資產淨值		617,148	621,970
Total assets less current liabilities	總資產減流動負債		693,062	713,815

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

As at 30 June 2023 於二零二三年六月三十日

			As at 30 June 2023 於二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	19	43,648	47,599
			43,648	47,599
Net assets	資產淨值		649,414	666,216
EQUITY	權益			
Share capital	股本		335	335
Reserves	儲備		279,349	283,150
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益		279,684	283,485
Non-controlling interests	非控股權益		369,730	382,731
Total equity	權益總額		649,414	666,216

The notes on pages 37 to 68 form part of this interim financial statements.

第37至68頁附註為本中期財務報表一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

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

Equity attributable to equity holders of the Company
本公司權益持有人應佔權益

		Share capital	Share premium	Statutory reserve	Translation reserve	Share option reserve	Other reserve	Shares held under the Share Award Scheme	Retained earnings	Accumulated losses	Sub-total	Non-controlling interests	Total equity
		股本	股份溢價	法定儲備	換算儲備	購股權儲備	其他儲備	根據股份獎勵計劃持有之股份	保留盈利	累計虧損	小計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2022 (Audited)	於二零二二年一月一日之結餘 (經審核)	335	1,023,563	36,837	(2,620)	114,741	12,242	(13,241)	(892,266)	—	279,591	408,396	687,987
Total comprehensive loss for the period	期內全面虧損總額												
Loss for the period	期內虧損	—	—	—	—	—	—	—	(25,610)	—	(25,610)	(32,573)	(58,183)
Other comprehensive loss for the period	期內其他全面虧損												
Currency translation differences	貨幣換算差額	—	—	—	22,863	—	—	—	—	—	22,863	20,888	43,751
		—	—	—	22,863	—	—	—	(25,610)	—	(2,747)	(11,685)	(14,432)
Transactions with owners	與擁有人交易												
Share-based compensation (Note 20)	以股份為基礎的酬金(附註20)	—	—	—	—	—	3,590	1,866	—	—	5,456	—	5,456
Transfer upon forfeiture of share options	於沒收購股權時轉撥	—	—	—	—	(2,411)	—	—	2,411	—	—	—	—
Purchase of shares for share award scheme	就股份獎勵計劃購買股份	—	—	—	—	—	—	(666)	—	—	(666)	—	(666)
Total transactions with owners	與擁有人交易總額	—	—	—	—	(2,411)	3,590	1,200	2,411	—	4,790	—	4,790
Balance at 30 June 2022 (Unaudited)	於二零二二年六月三十日之結餘 (未經審核)	335	1,023,563	36,837	20,243	112,330	15,832	(12,041)	(915,465)	—	281,634	396,711	678,345

Consolidated Statement of Changes in Equity (Continued)

綜合權益變動表(續)

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

Equity attributable to equity holders of the Company 本公司權益持有人應佔權益

		Share	Share	Statutory	Translation	Share	Other	Shares	Retained	Accumulated	Non-controlling	Total	
		capital	premium	reserve	reserve	option	reserve	held	earnings	losses			Sub-total
		股本	股份溢價	法定儲備	換算儲備	購股權儲備	其他儲備	根據股份獎勵計劃持有之股份	保留盈利	累計虧損	小計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Balance at 1 January 2023 (Audited)	於二零二三年一月一日之結餘(經審核)	335	1,023,563	36,837	25,676	112,330	17,449	(13,241)	(919,464)	—	283,485	382,731	666,216
Total comprehensive loss for the period	期內全面虧損總額												
Loss for the period	期內虧損	—	—	—	—	—	—	—	(22,768)	—	(22,768)	(8,771)	(31,539)
Other comprehensive loss for the period	期內其他全面虧損												
Currency translation differences	貨幣換算差額	—	—	—	8,196	—	—	—	—	—	8,196	17,099	25,295
		—	—	—	8,196	—	—	—	(22,768)	—	(14,572)	8,328	(6,244)
Transactions with owners	與擁有人交易												
Share-based compensation (Note 20)	以股份為基礎的酬金(附註20)	—	—	—	—	—	498	1,708	—	—	2,206	—	2,206
Deemed loss on repurchase of a subsidiary's shares	回購一間附屬公司股份之視作虧損	—	—	—	—	—	8,565	—	—	—	8,565	(21,329)	(12,764)
Appropriation of statutory reserve	法定儲備提取	—	—	76	—	—	—	—	(76)	—	—	—	—
Total transactions with owners	與擁有人交易總額	—	—	76	—	—	9,063	1,708	(76)	—	10,771	(21,329)	(10,558)
Balance at 30 June 2023 (Unaudited)	於二零二三年六月三十日之結餘(未經審核)	335	1,023,563	36,913	33,872	112,330	26,512	(11,533)	(942,308)	—	279,684	369,730	649,414

The notes on pages 37 to 68 form part of this interim financial statements.

第37至68頁附註為本中期財務報表一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

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

Six months ended 30 June

截至六月三十日止六個月

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

(Unaudited) (Unaudited)

(未經審核) (未經審核)

Cash flows from operating activities	經營活動所得之現金流量		
Loss before income tax	除所得稅前虧損	(31,376)	(58,182)
Adjustments for non-cash items	就非現金項目作出調整	13,838	28,477
Operating loss before working capital changes	營運資金變動前之經營虧損	(17,538)	(29,705)
Net changes in working capital	營運資金變動淨額	17,292	(12,200)
Cash used in operations	經營所用之現金	(246)	(41,905)
Interest received	已收利息	10,069	92
Income tax paid	已付所得稅	(163)	(420)
Net cash from/(used in) operating activities	經營活動所得/(所用)之現金淨額	9,660	(42,233)
Cash flows from investing activities	投資活動所得之現金流量		
Decrease in certificate of deposits	存款證減少	122,315	—
Purchase of property, plant and equipment	購買物業、廠房及設備	(1,454)	(1,561)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	1,302	—
Purchase of intangible assets	購買無形資產	(4,456)	—
Purchases of financial assets at fair value through profit or loss	購入按公允值計入損益之金融資產	(60)	—
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公允值計入損益之金融資產之所得款項	756	9,851
Receipt of repayment of loan to third party	收到給予第三方貸款之還款	—	4,500
Acquisition of associates	收購聯營公司	(926)	—
Repurchase of a subsidiary's shares	回購一間附屬公司之股份	(4,227)	—
Net cash from investing activities	投資活動所得之現金淨額	113,250	12,790

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

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

Six months ended 30 June

截至六月三十日止六個月

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
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

Cash flows from financing activities	融資活動所得之現金流量		
Interest paid	已付利息	(2,296)	(2,358)
Purchase of shares under Share Award Scheme	根據股份獎勵計劃購買股份	—	(666)
Payment of lease liabilities	租賃負債付款	(4,784)	(1,084)
Net cash used in financing activities	融資活動所用之現金淨額	(7,080)	(4,108)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	115,830	(33,551)
Cash and cash equivalents at beginning of period	期初現金及現金等價物	87,289	609,070
Effect of foreign exchange rate changes	匯率變動之影響	3,605	30,281
Cash and cash equivalents at end of period	期末現金及現金等價物	206,724	605,800
Analysis of balances of cash and cash equivalents:	現金及現金等價物結餘分析：		
Cash and cash equivalents per above	上述現金及現金等價物	206,724	605,800
Add: Restricted bank balances	加：受限制銀行結餘	36,229	36,542
Bank balances and cash per consolidated statement of financial position	於綜合財務狀況表的銀行結餘及現金	242,953	642,342

The notes on pages 37 to 68 form part of this interim financial statements.

第37至68頁附註為本中期財務報表一部分。

Notes to the Interim Consolidated Financial Statements

中期綜合財務報表附註

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

1. GENERAL INFORMATION AND BASIS OF PREPARATION

Ourgame International Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 4 December 2013 as an exempted company with limited liability under the Companies Law [2013 Revision] of the Cayman Islands. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

The Company is an investment holding company and its subsidiaries (collectively, the “**Group**”) are principally engaged in the development and operation of online card and board games, organising and broadcasting online to offline mind-sports events, tournaments, TV shows and contents (collectively, the “**Online Games Business**”) primarily in the People’s Republic of China (the “**PRC**”/“**Lianzhong Group**”) and the United States (the “**US**”/“**AGAE Group**”). The Group is expanding the eSports, sports e-commerce business and other non-card-and-board games new internet businesses (collectively, the “**eSports Business**”) globally.

These unaudited consolidated interim financial statements (the “**Interim Financial Statements**”) is presented in Renminbi (“**RMB**”), unless otherwise stated.

The Interim Financial Statements has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with International Accounting Standard (“**IAS**”) 34 “Interim Financial Reporting”.

The accounting policies and methods of computation used in the preparation of the Interim Financial Statements are consistent with those used in the annual financial statements for the year ended 31 December 2022 except for the adoption of the new and amended International Financial Reporting Standards (“**IFRSs**”) as disclosed in Note 3.

The interim financial report does 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.

1. 一般資料及編製基準

聯眾國際控股有限公司(「**本公司**」)於二零一三年十二月四日根據開曼群島公司法(二零一三年修訂版)在開曼群島註冊成立為獲豁免有限公司。本公司股份於香港聯合交易所有限公司主板上市。

本公司為一家投資控股公司及其附屬公司(統稱為「**本集團**」)主要在中華人民共和國(「**中國**」)(「**聯眾集團**」)及美國(「**美國**」)(「**AGAE集團**」)從事開發及經營在線棋牌遊戲、組織及播放線上線下智力運動、比賽及電視節目(統稱為「**線上遊戲業務**」)。本集團正在全球擴展電子競技、體育電商業務以及其他非棋牌遊戲等新網絡業務(統稱為「**電子競技業務**」)。

除另有說明外，該等未經審核綜合中期財務報表(「**中期財務報表**」)以人民幣(「**人民幣**」)呈列。

中期財務報表按照香港聯合交易所有限公司證券上市規則的適用披露條文(包括符合國際會計準則(「**國際會計準則**」)第34號「中期財務報告」的規定)編製。

編製中期財務報表所採用之會計政策及計算方法與截至二零二二年十二月三十一日止年度之年度財務報表所用者一致，如附註3所披露，惟採納新訂及經修訂國際財務報告準則(「**國際財務報告準則**」)除外。

中期財務報告並未包括年度財務報表所規定之全部資料及披露，且應與本集團截至二零二二年十二月三十一日止年度之年度財務報表一併閱讀。

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

2. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Interim Financial Statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing the Interim Financial Statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the annual financial statements for the year ended 31 December 2022.

3. CHANGES IN SIGNIFICANT ACCOUNTING POLICIES

The consolidated interim financial statements for the six months ended 30 June 2023 have been prepared in accordance with the accounting policies adopted in the Group's annual financial statements for the year ended 31 December 2022, except for the adoption of the following amended IFRSs effective as of 1 January 2023. The Group has not early adopted any other standards, interpretation or amendment that has been issued but is not yet effective.

The Group has applied the following amendments to IFRSs issued by the International Accounting Standard Board to this interim financial report for the current accounting period:

IFRS 17	Insurance Contracts with related amendments
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to IAS 8	Definition of Accounting Estimates
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to IAS 12	International Tax Reform — Pillar Two Model Rules

2. 關鍵會計估計及判斷

編製中期財務報表需要管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響會計政策的應用以及資產及負債、收入及開支的呈報金額。實際結果或會有別於該等估計。

於編製中期財務報表時，管理層於應用本集團會計政策時作出之重大判斷及估計不明朗因素的主要來源與截至二零二二年十二月三十一日止年度的年度財務報表所應用者相同。

3. 主要會計政策變動

截至二零二三年六月三十日止六個月內的綜合中期財務報表根據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所採用的會計政策編製，惟採納以下於二零二三年一月一日生效的經修訂國際財務報告準則除外。本集團並無提早採納已頒佈但尚未生效的任何其他標準、詮釋或修訂本。

於本會計期間，本集團已於本中期財務報告應用以下由國際會計準則理事會所頒佈國際財務報告準則之修訂本：

國際財務報告準則第17號	保險合約及相關修訂
國際會計準則第1號及國際財務報告準則實務聲明第2號(修訂本)	會計政策的披露
國際會計準則第8號(修訂本)	會計估計之定義
國際會計準則第12號(修訂本)	與單一交易產生之資產及負債有關的遞延稅項
國際會計準則第12號(修訂本)	國際稅務改革—支柱二立法模板

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

3. CHANGES IN SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period. Impacts of the adoption of the amended IFRSs are discussed below:

Amendments to IAS 1 and IFRS Practice Statement 2 “Disclosure of Accounting Policies”

The amendments to IAS 1 require entities to disclose material accounting policy information instead of significant accounting policies in its financial statements. The amendments also provide some guidance on how material policy information are being identified and provide some examples of when accounting policy information is likely to be material.

In February 2021, International Accounting Standards Board (“IASB”) issued IFRS Practice Statement 2 “Making Materiality Judgements” to provide entities with non-mandatory guidance on how to make materiality judgements when preparing their general purpose financial statements in accordance with IFRS. IFRS Practice Statement 2 was subsequently revised to provide guidance and examples on how to apply the concept of materiality to accounting policy disclosures.

The amendments to IAS 1 are effective for annual reporting period beginning on or after 1 January 2023 and are applied prospectively. The amendments had no impact on the condensed consolidated interim financial statements of the Group.

3. 主要會計政策變動(續)

本集團並未應用於本會計期間尚未生效之任何新訂準則或詮釋。有關採納經修訂國際財務報告準則之影響討論如下：

國際會計準則第1號及國際財務報告準則實務報告第2號(修訂本)「會計政策之披露」

國際會計準則第1號(修訂本)規定實體須於其財務報表中披露重要會計政策資料而非其主要會計政策。該等修訂本亦就如何識別重要政策資料提供若干指引並舉例說明會計政策資料何時可能為重要。

於二零二一年二月，國際會計準則理事會(「國際會計準則理事會」)頒佈國際財務報告準則實務報告第2號「作出有關重要性之判斷」，就實體根據國際財務報告準則編製一般目的財務報表時如何作出重要性判斷為實體提供非強制指引。國際財務報告準則實務報告第2號隨後進行修訂，就如何將重要性概念應用於會計政策披露提供指引及例子。

國際會計準則第1號(修訂本)於二零二三年一月一日或之後開始的年度報告期間生效並作前瞻性應用。該等修訂本對本集團簡明綜合中期財務報表概無影響。

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

3. CHANGES IN SIGNIFICANT ACCOUNTING POLICIES (Continued)

Amendments to IAS 8 “Definition of Accounting Estimates”

The amendments clarify how entities should distinguish changes in accounting policies from changes in accounting estimates by introducing a definition for accounting estimates, which is now defined as “monetary amounts in the financial statements that are subject to measurement uncertainty”.

Besides, the amendments also clarify the relationship between accounting policies and accounting estimates by specifying that an entity develops an accounting estimate to achieve the objective set out by an accounting policy. Accounting estimates typically involve the use of judgements or assumptions based on latest available reliable information. A change in accounting estimate that results from new information or new development is not correction of an error. Therefore, the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors. In addition, two illustrative examples are added to illustrate how to apply the new definition of accounting estimates.

The amendments are effective for annual reporting period beginning on or after 1 January 2023 and are applied prospectively. The amendments had no impact on the condensed consolidated interim financial statements of the Group.

3. 主要會計政策變動(續)

國際會計準則第8號(修訂本) 「會計估計之定義」

該等修訂本藉引入會計估計之新定義，即「財務報表中受計量不確定性所影響之貨幣金額」，以釐清實體應如何區分會計政策之變動與會計估計變動。

此外，該等修訂本亦透過指明實體制定會計估計以達致會計政策所載目標，釐清會計政策與會計估計之間之關係。會計估計通常涉及按最新可得之可靠資料採用判斷或假設。新資料或新發展而導致會計估計出現變動，並非錯誤之糾正。因此，如非出於前期錯誤之糾正，用於制定會計估計之輸入數據或計量技術之變動影響為會計估計之變動。此外，加入兩個說明性示例以闡明如何應用會計估計之新定義。

該等修訂本於二零二三年一月一日或之後開始的年度報告期間生效並作前瞻性應用。該等修訂本對本集團簡明綜合中期財務報表概無影響。

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

4. REVENUE AND SEGMENT INFORMATION

Revenue

The Group's principal activities are disclosed in Note 1 to the interim financial report. The Group's revenue from external customers recognised during the period is as follows:

Revenue from contract with customers

		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 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Lianzhong Group	聯眾集團		
– Online games revenue	– 線上遊戲收入	47,001	49,575
– Online advertising services income	– 線上廣告服務收入	84,543	–
AGAE Group	AGAE集團		
– In-person revenue	– 個人體驗收入	17,039	21,580
– Multiplatform content revenue	– 多平台內容收入	13,849	1,538
		162,432	72,693

Timing of revenue recognition:

確認收入時間：

		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 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
At a point in time	於某一時間	138,033	59,141
Over time	隨時間	24,399	13,552
		162,432	72,693

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

4. REVENUE AND SEGMENT INFORMATION (Continued)

Segment results, assets and liabilities

The Group has identified the reportable segments as below for the six months ended 30 June 2022 and 2023:

- (i) Lianzhong Group — online card and board games business carried out by Lianzhong Group
- (ii) AGAE Group — eSports businesses carried out by AGAE Group

4. 收入及分部資料(續)

分部業績、資產及負債

本集團已識別截至二零二二年及二零二三年六月三十一日止六個月的可呈報分部：

- (i) 聯眾集團 — 由聯眾集團進行的線上棋牌遊戲業務
- (ii) AGAE集團 — 由AGAE集團進行的電競業務

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

4. REVENUE AND SEGMENT INFORMATION

(Continued)

Segment results, assets and liabilities (Continued)

Segment revenue, segment results and other segment information

4. 收入及分部資料(續)

分部業績、資產及負債(續)

分部收入、分部業績及其他分部資料

Six months ended 30 June 2023 (Unaudited)

截至二零二三年六月三十日止六個月(未經審核)

		Lianzhong Group 聯眾集團 RMB'000 人民幣千元	AGAE Group AGAE集團 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Continuing operations:	持續經營業務:				
Revenue	收入				
— From external customers	— 來自外部客戶	131,544	30,888	—	162,432
Reversal of impairment of assets (note 6)	資產減值撥回(附註6)	167	—	—	167
Reportable segment results	可呈報分部業績	(14,830)	(16,546)	—	(31,376)
Loss before income tax	除所得稅前虧損	(14,830)	(16,546)	—	(31,376)
Income tax expense	所得稅開支				(163)
Loss for the period	期內虧損				(31,539)

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

4. REVENUE AND SEGMENT INFORMATION

(Continued)

Segment results, assets and liabilities (Continued)

Segment revenue, segment results and other segment information (Continued)

4. 收入及分部資料(續)

分部業績、資產及負債(續)

分部收入、分部業績及其他分部資料(續)

Six months ended 30 June 2022 (Unaudited)
截至二零二二年六月三十日止六個月(未經審核)

		Lianzhong Group 聯眾集團 RMB'000 人民幣千元	AGAE Group AGAE集團 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Revenue	收入				
— From external customers	— 來自外部客戶	49,575	23,118	—	72,693
Impairment of assets (Note 6)	資產減值(附註6)	(437)	(1,065)	—	(1,502)
Reportable segment results	可呈報分部業績	(10,995)	(47,187)	—	(58,182)
Loss before income tax	除所得稅前虧損	(10,995)	(47,187)	—	(58,182)
Income tax expense	所得稅開支				(1)
Loss for the period	期內虧損				(58,183)

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

4. REVENUE AND SEGMENT INFORMATION

(Continued)

Segment results, assets and liabilities (Continued)

Segment revenue, segment results and other segment information (Continued)

4. 收入及分部資料(續)

分部業績、資產及負債(續)

分部收入、分部業績及其他分部資料(續)

As at 30 June 2023 (Unaudited)

於二零二三年六月三十日(未經審核)

		Lianzhong Group 聯眾集團 RMB'000 人民幣千元	AGAE Group AGAE集團 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
ASSETS	資產				
Segment assets	分部資產	128,104	632,888	—	760,992
LIABILITIES	負債				
Segment liabilities	分部負債	46,353	65,225	—	111,578

As at 31 December 2022 (Audited)

於二零二二年十二月三十一日(經審核)

		Lianzhong Group 聯眾集團 RMB'000 人民幣千元	AGAE Group AGAE集團 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
ASSETS	資產				
Segment assets	分部資產	139,270	634,330	—	773,600
LIABILITIES	負債				
Segment liabilities	分部負債	44,331	63,053	—	107,384

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

4. REVENUE AND SEGMENT INFORMATION (Continued)

Geographical information

The following illustrates the geographical analysis of the Group's revenue from external customers, based on the country from which the transactions are executed, and information about its non-current assets (other than financial instruments), based on the location of assets and the location of the operations to which they are allocated in the case of the intangible assets and goodwill.

		Revenue 收入	
		Six months ended 30 June 2023 截至 二零二三年 六月三十日 止六個月 RMB'000 人民幣千元	Six months ended 30 June 2022 截至 二零二二年 六月三十日 止六個月 RMB'000 人民幣千元
PRC	中國	131,544	49,575
USA	美國	30,888	22,193
Others	其他	—	925
		162,432	72,693

Information about major customers

The Group has a large number of game players, no revenue from any individual game player or customer exceeded 10% or more of the Group's revenue during the six months ended 30 June 2023 and 2022.

4. 收入及分部資料(續)

地區資料

下表說明本集團來自外部客戶的收入(根據進行交易所在國家釐定),以及有關其非流動資產(金融工具除外)(根據資產所在地及其獲分配之營運地點(就無形資產及商譽而言)劃分)的資料之地區分析。

有關主要客戶的資料

本集團有大量遊戲玩家,截至二零二三年及二零二二年六月三十日止六個月,概無來自任何個別遊戲玩家或客戶的收入超過本集團收入的10%或以上。

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

5. OTHER INCOME

5. 其他收益

		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 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Other revenue	其他收入		
Bank interest income	銀行利息收入	10,069	92
Other net income	其他收益淨額		
Bad debt recovery of loan to third party	給予第三方之貸款壞賬收回	—	4,500
Subsidy income from government	政府補貼收入	—	2
Sundry income	雜項收入	472	294
		472	4,796
		10,541	4,888

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

6. LOSS BEFORE INCOME TAX

Loss before income tax is arrived at after charging/(crediting):

6. 除所得稅前虧損

除所得稅前虧損經扣除/(計入)以下各項後達致：

		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 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Employee benefit expenses	僱員福利開支		
Salaries, bonus and allowances	薪金、花紅及津貼	25,091	28,598
Retirement benefit scheme contributions	退休福利計劃供款	3,329	3,955
Severance payments	遣散費	298	5,019
Share-based compensation expense	以股份為基礎的酬金開支	2,206	5,456
		30,924	43,028
Other items	其他項目		
(Reversal of impairment)/Impairment of assets:	資產(減值撥回)/減值：		
— Impairment of digital assets	— 數字資產減值	—	1,065
— (Reversal of ECL)/ECL allowance on trade and other receivables	— 貿易及其他應收款項之(預期信貸虧損撥回)/預期信貸虧損撥備	(167)	437
		(167)	1,502
Lease charges related to short-term leases	短期租賃相關租賃費用	518	181
Depreciation:	折舊：		
— Owned assets	— 所持資產	6,503	11,257
— Right-of-use assets	— 使用權資產	2,656	2,786
Total depreciation	折舊總額	9,159	14,043
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	12	—
Amortisation of intangible assets	無形資產攤銷	600	609

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

7. INCOME TAX EXPENSE

7. 所得稅開支

		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2022 二零二二年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Current tax	即期稅項		
PRC enterprise income tax — Current period	中國企業所得稅 — 本期間	163	1

8. DIVIDENDS

The Directors do not recommend the payment of an interim dividend in respect of the six months ended 30 June 2023 (six months ended 30 June 2022: nil).

8. 股息

董事不建議派付截至二零二三年六月三十日止六個月的中期股息(截至二零二二年六月三十日止六個月：無)。

9. LOSS PER SHARE

(a) Basic loss per share

Basic loss per share for the six months ended 30 June is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

9. 每股虧損

(a) 每股基本虧損

截至六月三十日止六個月，每股基本虧損按本公司權益持有人應佔虧損除以期內已發行普通股加權平均數計算得出。

		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)
Loss for the period attributable to equity holders of the Company (in RMB'000)	本公司權益持有人應佔期內虧損(以人民幣千元計)	(22,768)	(25,610)
Weighted average number of ordinary shares in issue during the period (Note (i))	期內已發行普通股加權平均數(附註(i))	1,062,193,393	1,075,797,581
Basic loss per share (in RMB cents per share)	每股基本虧損(以每股人民幣分列示)	(2.14)	(2.38)

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

9. LOSS PER SHARE (Continued)

(b) Diluted loss per share from continuing operations and discontinued operation

The calculation of diluted loss per share is based on the loss attributable to equity holders of the Company and the weighted average number of ordinary shares in issue during the period after adjusting for the effects of all dilutive potential ordinary shares.

For the six months ended 30 June 2023 and 2022, the Company has six categories of dilutive ordinary shares, being the Company's share option schemes, options, warrants, restricted common shares, unit purchase options and contingent consideration shares issued by a subsidiary of the Company. The impacts had antidilutive effect on the basic loss per share amounts presented.

Note:

(i) Weighted average number of ordinary shares in issue

The calculation of weighted average number of ordinary shares in issue during the period is based on outstanding ordinary shares less weighted average number of ordinary shares repurchase of ordinary shares for the Share Award Scheme.

10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2023, the Group acquired property, plant and equipment at a cost of RMB1,454,000 (six months ended 30 June 2022: RMB1,561,000) and disposed property, plant and equipment at a carrying amount of RMB1,290,000 (six months ended 30 June 2022: nil).

9. 每股虧損(續)

(b) 來自持續經營業務及已終止經營業務的每股攤薄虧損

每股攤薄虧損乃經調整所有潛在攤薄普通股的影響後，根據本公司權益持有人應佔虧損及期內已發行的普通股加權平均數計算。

截至二零二三年及二零二二年六月三十日止六個月，本公司設有六類具攤薄影響之普通股，即本公司之購股權計劃，以及由本公司一家附屬公司發行之購股權、認股權證、受限制普通股、單位購買期權及或然代價股份。其影響已對所呈列之每股基本虧損金額造成反攤薄效應。

附註：

(i) 已發行普通股加權平均數

期內已發行普通股加權平均數按發行在外普通股減就股份獎勵計劃購回的普通股的普通股加權平均數計算。

10. 物業、廠房及設備

於截至二零二三年六月三十日止六個月，本集團收購物業、廠房及設備的成本為人民幣1,454,000元(截至二零二二年六月三十日止六個月：人民幣1,561,000元)，出售物業、廠房及設備之賬面值為人民幣1,290,000元(截至二零二二年六月三十日止六個月：無)。

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

11. DIGITAL ASSETS

During the six months ended 30 June 2023, there was no addition to digital assets acquired (six months ended 30 June 2022: there was addition to digital assets acquired amounted to RMB266,000 and being accepted as a form of payment of sale of non-fungible tokens by the amount of RMB1,478,000).

11. 數字資產

於截至二零二三年六月三十日止六個月，概無數字資產通過收購增加(截至二零二二年六月三十日止六個月：數字資產透過收購增加人民幣266,000元而獲接納作為非同質化代幣銷售之付款形式款項為人民幣1,478,000元)。

12. INTANGIBLE ASSETS

During the six months ended 30 June 2023, there was additions to intangible assets acquired amounted to RMB4,456,000 (six months ended 30 June 2022: Nil).

12. 無形資產

於截至二零二三年六月三十日止六個月，無形資產透過收購增加人民幣4,456,000元(截至二零二二年六月三十日止六個月：無)。

13. LOANS TO THIRD PARTIES

13. 給予第三方之貸款

		As at 30 June 2023 於二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Current portion	即期部分		
Loans	貸款	41,737	41,737
Interest receivables	應收利息	1,843	1,843
		43,580	43,580
Less: ECL allowance	減：預期信貸虧損撥備	(43,580)	(43,580)
		—	—

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

13. LOANS TO THIRD PARTIES (Continued)

As at 31 December 2022 and 30 June 2023, the loans to third parties of RMB41,737,000 become due within next 12 months and are included in the current portion. The amount comprises of:

- (i) RMB26,452,000 loan secured by a personal guarantee of Ms. Fu Qiang, a former non-executive director of the Company, with interest rate of 5.5% per annum. To recover the relevant loans, the Company has taken various measures, including initiating an arbitration and filing a report with the police force for investigation. For details, please refer to section "Material Litigation" disclosed in "Other Information" in this report;
- (ii) RMB13,285,000 unsecured loan with interest rate of 1% annum. To recover the relevant loans, the Company has taken various measures, including initiating an arbitration. For details, please refer to section "Material Litigation" disclosed in "Other Information" in this report;
- (iii) RMB2,000,000 was secured by unlisted equity interest in companies of the debtors incorporated in the PRC, with interest-free.

14. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

13. 給予第三方之貸款(續)

於二零二二年十二月三十一日及二零二三年六月三十日，給予第三方之貸款人民幣41,737,000元將於未來十二個月內到期且計入即期部分。該款項包括：

- (i) 人民幣26,452,000元的貸款由本公司前非執行董事傅強女士提供的個人擔保抵押，按年利率5.5%計息。為追回相關貸款，本公司已經採取一系列措施，包括提出仲裁及向警方報案等。有關詳情，請參閱本報告「其他資料」所披露之「重大訴訟事項」部分；
- (ii) 人民幣13,285,000元的無抵押貸款以年利率1%計息。為追回相關貸款，本公司已經採取一系列措施，包括提出仲裁。有關詳情，請參閱本報告「其他資料」所披露之「重大訴訟事項」部分；
- (iii) 人民幣2,000,000元由於中國註冊成立的債權人公司的非上市權益抵押，不計息。

14. 按公允值計入損益之金融資產

	As at 30 June 2023 於二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Included in non-current assets		
Unlisted equity investments	34,330	45,856
計入非流動資產 非上市股本投資		

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

15. TRADE AND OTHER RECEIVABLES

15. 貿易及其他應收款項

		As at 30 June 2023 於二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Trade receivables	貿易應收款項		
From third parties	來自第三方	12,737	13,274
Less: ECL allowance	減：預期信貸虧損撥備	(793)	(1,089)
		11,944	12,185
Other receivables	其他應收款項		
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	59,181	61,647
Advances to employees	向僱員作出的墊款	2,140	1,421
Loan to an ex-director of a subsidiary	給予一間附屬公司一名前董事的貸款	4,722	4,722
Interest receivable from certificate of deposits	應收存款證利息	10,826	4,690
		76,869	72,480
Less: ECL allowance	減：預期信貸虧損撥備	(9,524)	(9,964)
		67,345	62,516
		79,289	74,701

The directors of the Group considered that the fair values of trade and other receivables are not materially different from their carrying amounts because these amounts have short maturity periods on their inception.

本集團董事認為貿易及其他應收款項的公允值與其賬面值並無重大差異，此乃由於該等金額於產生後短期內到期。

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

15. TRADE AND OTHER RECEIVABLES (Continued)

The credit terms of trade receivables are usually 30 to 90 days. Ageing analysis based on recognition date of the gross trade receivables at the reporting dates is as follows:

		As at 30 June 2023 於二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
0-30 days	0至30日	8,984	3,164
31-60 days	31至60日	2,806	8,232
61-90 days	61至90日	28	132
91-180 days	91至180日	28	744
181-365 days	181至365日	53	148
Over 1 year	超過1年	838	854
		12,737	13,274

The movement in the ECL allowance is as follows:

預期信貸虧損撥備變動如下：

		Six months ended 30 June 2023 截至 二零二三年 六月三十日止 六個月 RMB'000 人民幣千元 (Unaudited) (未經審核)	Year ended 31 December 2022 截至 二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元 (Audited) (經審核)
At the beginning of the period/year	於期/年初	1,089	943
ECL allowance recognised	已確認預期信貸虧損撥備	61	201
Amount written off during the period/year	於期/年內撇銷的金額	(357)	(55)
At the end of the period/year	於期/年末	793	1,089

The Group applies the simplified approach to provide for expected credit losses prescribed in IFRS 9. Provision for or reversal of impaired receivables have been included in "Impairment of assets" in the consolidated statement of profit or loss and other comprehensive income.

本集團應用簡化法就國際財務報告準則第9號所訂明的預期信貸虧損計提撥備。已減值應收款項撥備或撥回已計入綜合損益及其他全面收益表的「資產減值」。

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

16. CERTIFICATE OF DEPOSITS

As at 30 June 2023, certificate of deposits of US\$54,500,000 (equivalent to RMB394,893,000) (as at 31 December 2022: US\$80,000,000, equivalent to RMB553,831,000) had a maturity of less than one year. Among the total certificate of deposits, an amount of US\$4,500,000 (equivalent to RMB32,606,000) (as at 31 December 2022: US\$10,000,000, equivalent to RMB69,229,000) had a maturity period of three months or less when purchased and was included in cash and cash equivalents. Accrued interest receivable on certificate of deposits of US\$1,494,000 (equivalent to RMB10,826,000) (as at 31 December 2022: US\$677,000 equivalent to RMB4,690,000) was included in other receivables.

16. 存款證

於二零二三年六月三十日，存款證54,500,000美元(相當於人民幣394,893,000元)(於二零二二年十二月三十一日：80,000,000美元，相當於人民幣553,831,000元)於一年內到期。於全部存款證中，4,500,000美元(相當於人民幣32,606,000元)(於二零二二年十二月三十一日：10,000,000美元，相當於人民幣69,229,000元)於購買時的期限為三個月或以下，並計入現金及現金等價物。應收存款證應計利息1,494,000美元(相當於人民幣10,826,000元)(於二零二二年十二月三十一日：677,000美元，相當於人民幣4,690,000元)計入其他應收款項。

17. RESTRICTED BANK BALANCES

17. 受限制銀行結餘

	As at 30 June 2023 於二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Restricted bank balances	36,229	34,614

As at 30 June 2023 and 31 December 2022, restricted bank balances primarily represented US\$5,000,000 (equivalent to RMB36,229,000) (as at 31 December 2022: equivalent to RMB34,614,000) placed into an escrow account to be utilised to develop integrated eSports experience venues at mutually agreed upon shopping malls owned and/or operated by Brookfield Property Partners or any of its affiliates, that will include a dedicated gaming space and production capabilities to attract and to activate eSports and other emerging live events.

於二零二三年六月三十日及二零二二年十二月三十一日，受限制銀行結餘主要指已存入託管賬戶的5,000,000美元(相當於人民幣36,229,000元)(於二零二二年十二月三十一日：相當於人民幣34,614,000元)，其將用於在共同協定的由Brookfield Property Partners或其任何聯屬人士擁有及/或運營的購物中心發展綜合電競體驗場館，該等場館將包括一個專門的遊戲空間，並具備製作能力，以吸引及激活電競及其他新興現場活動。

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

18. TRADE AND OTHER PAYABLES

18. 貿易及其他應付款項

		As at 30 June 2023 於二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Trade payables	貿易應付款項		
To third parties	應付第三方	11,356	13,679
Other payables	其他應付款項		
Other payables and accrued charges	其他應付款項及應計費用	23,882	17,471
Staff costs and welfare accruals	員工成本及應計福利	13,739	15,218
		37,621	32,689
		48,977	46,368

All amounts are short-term and hence the carrying values of trade and other payables as at 30 June 2023 and 31 December 2022 were considered to be a reasonable approximation of their fair values.

所有金額屬短期款項，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貿易及其他應付款項的賬面值因而被視為其公允值的合理約數。

The credit terms granted to the Group are usually 30 to 90 days.

本集團獲授的信貸期通常為30至90日。

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

18. TRADE AND OTHER PAYABLES (Continued)

The ageing analysis of trade payables to third parties based on recognition date is as follows:

18. 貿易及其他應付款項(續)

應付第三方的貿易應付款項按確認日期的賬齡分析如下：

		As at 30 June 2023 於二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
0-30 days	0至30日	7,899	7,804
31-60 days	31至60日	327	2,360
61-90 days	61至90日	—	222
91-180 days	91至180日	73	237
181-365 days	181至365日	1	501
Over 1 year	超過一年	3,056	2,555
		11,356	13,679

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

19. LEASE LIABILITIES

19. 租賃負債

		As at 30 June 2023 於二零二三年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Total minimum lease payments:	最低租賃付款總額：		
Due within one year	於一年內到期	14,796	15,463
Due in the second to fifth year	於第二至五年內到期	50,984	51,554
Due after the fifth year	於第五年後到期	301	5,191
		66,081	72,208
Future finance charges on leases liabilities	租賃負債的未來融資收費	(11,734)	(13,481)
Present value of leases liabilities	租賃負債的現值	54,347	58,727
Present value of minimum lease payments:	最低租賃付款的現值：		
Due within one year	於一年內到期	10,699	11,128
Due in the second to fifth year	於第二至五年內到期	43,355	42,527
Due after the fifth year	於第五年後到期	293	5,072
		54,347	58,727
Less: Portion due within one year included under current liabilities	減：已計入流動負債的於一年內到期部分	(10,699)	(11,128)
Portion due after one year included under non-current liabilities	已計入非流動負債的於一年後到期部分	43,648	47,599

The lease liabilities arising from leases of buildings and eSports arena.

租賃樓宇及電子競技場產生租賃負債。

During the six-months ended 30 June 2023, the total cash outflows for the leases are RMB5,302,000 (six months ended 30 June 2022: RMB1,265,000).

截至二零二三年六月三十日止六個月，租賃的現金流出總額為人民幣5,302,000元(截至二零二二年六月三十日止六個月：人民幣1,265,000元)。

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

20. SHARE-BASED COMPENSATION TRANSACTIONS

(a) Management Pre-IPO Share Option Scheme of the Company in 2014

Details of the Management Pre-IPO Share Option Scheme have been set out in the Group's annual financial statements for the year ended 31 December 2022.

20. 以股份為基礎的酬金交易

(a) 二零一四年本公司管理層首次公開發售前購股權計劃

管理層首次公開發售前購股權計劃的詳情載於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。

	Exercisable period	Exercise price per share	Outstanding as at 1 January 2023 and 30 June 2023
	行使期	每股行使價 US\$ 美元	於二零二三年一月一日及二零二三年六月三十日尚未行使
Former directors 前董事	1 July 2017 to 30 June 2026 二零一七年七月一日至 二零二六年六月三十日	0.16714303	41,702,128
Former employees 前僱員	20 February 2015 to 19 February 2024 二零一五年二月二十日至 二零二四年二月十九日	0.16714303	4,517,802
			46,219,930

During the six months ended 30 June 2023, there was no movement in number of share options.

於截至二零二三年六月三十日止六個月，購股權數目概無變動。

(b) Share Option Scheme adopted by the Company in November 2014

Details of the 2014 Share Option Scheme have been set out in the Group's annual financial statements for the year ended 31 December 2022.

(b) 本公司於二零一四年十一月採納的購股權計劃

二零一四年購股權計劃的詳情載於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。

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

20. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

(b) Share Option Scheme adopted by the Company in November 2014 (Continued)

Movements in the number of share options during the six months ended 30 June 2023 are as follows:

Exercisable period		Exercise price per share	Outstanding as at 1 January 2023 and 30 June 2023
行使期		每股行使價 HK\$ 港元	於二零二三年一月一日及二零二三年六月三十日尚未行使
Director 董事	17 May 2016 to 16 May 2026 二零一六年五月十七日至二零二六年五月十六日	3.684	100,000
Former Directors 前董事	5 January 2015 to 4 January 2025 二零一五年一月五日至二零二五年一月四日	2.67	23,520,000
	8 January 2016 to 7 January 2026 二零一六年一月八日至二零二六年一月七日	5.506	7,840,000
Employees 僱員	5 January 2015 to 4 January 2025 二零一五年一月五日至二零二五年一月四日	2.67	18,223,839
	9 July 2015 to 8 July 2025 二零一五年七月九日至二零二五年七月八日	4.402	10,520,000
	17 May 2016 to 16 May 2026 二零一六年五月十七日至二零二六年五月十六日	3.684	600,000
	7 September 2016 to 6 September 2026 二零一六年九月七日至二零二六年九月六日	3.95	1,190,000
	28 April 2017 to 27 April 2027 二零一七年四月二十八日至二零二七年四月二十七日	2.886	120,000
			62,113,839

During the six months ended 30 June 2023, no options were granted.

20. 以股份為基礎的酬金交易 (續)

(b) 本公司於二零一四年十一月採納的購股權計劃(續)

於截至二零二三年六月三十日止六個月，購股權數目變動如下：

於截至二零二三年六月三十日止六個月，概無授出購股權。

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

20. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

(c) Share Award Scheme adopted by the Company in May 2017

Details of the Share Award Scheme adopted by the Company in May 2017 (the “Share Award Scheme”) have been set out in the Group’s annual financial statements for the year ended 31 December 2022.

Movements in the number of shares held for the Share Award Scheme and awarded shares for the six months ended 30 June 2023 are as follows:

20. 以股份為基礎的酬金交易 (續)

(c) 本公司於二零一七年五月採納的股份獎勵計劃

本公司於二零一七年五月所採納股份獎勵計劃(「股份獎勵計劃」)的詳情載於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。

截至二零二三年六月三十日止六個月的股份獎勵計劃所持股份及獎勵股份數目變動如下：

	2023 二零二三年		2022 二零二二年	
	Weighted average fair value per share 每股加權平均公允值 RMB 人民幣	Number of share award 股份獎勵數目	Weighted average fair value per share 每股加權平均公允值 RMB 人民幣	Number of share award 股份獎勵數目
As at 1 January (Audited) and 30 June (Unaudited) 於一月一日(經審核)及六月三十日(未經審核)	0.39	38,013,483	0.39	38,013,483
Vested as at 30 June 於六月三十日獲歸屬 (i)	0.42	27,512,357	0.44	18,258,989

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

20. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

(c) Share Award Scheme adopted by the Company in May 2017 (Continued)

Note:

- (i) 952,250 shares were vested during the six months ended 30 June 2023 and 27,512,359 shares were vested as at 30 June 2023 (as at 31 December 2022: 26,560,109 shares).

(d) Equity Incentive Plan adopted by the Company's subsidiary, AGAE in 2020

Details of the Equity Incentive Plan adopted by the Company's subsidiary, AGAE in 2020 (the "AGAE's Incentive Plan") have been set out in the Group's annual financial statements for the year ended 31 December 2022.

20. 以股份為基礎的酬金交易 (續)

(c) 本公司於二零一七年五月採納的股份獎勵計劃(續)

附註：

- (i) 截至二零二三年六月三十日止六個月有952,250股股份獲歸屬及於二零二三年六月三十日有27,512,359股股份獲歸屬(於二零二二年十二月三十一日：26,560,109股股份)。

(d) 本公司附屬公司AGAE於二零二零年採納之股權激勵計劃

本公司附屬公司AGAE於二零二零年採納之股權激勵計劃(「AGAE激勵計劃」)的詳情載於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。

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

20. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

(d) Equity Incentive Plan adopted by the Company's subsidiary, AGAE in 2020 (Continued)

Movements in the number of shares held for the AGAE's Incentive Plan for the six months ended 30 June 2023 are as follows:

20. 以股份為基礎的酬金交易 (續)

(d) 本公司附屬公司AGAE於二零二零年採納之股權激勵計劃(續)

截至二零二三年六月三十日止六個月AGAE激勵計劃所持股份數目變動如下：

Exercisable period	Exercise price per share	Outstanding as at 1 January	Lapsed during the period	Outstanding as at 30 June
行使期	每股行使價 US\$ 美元	於一月一日 尚未行使	期內失效	於六月三十日 尚未行使
AGAE's Directors AGAE董事				
20 September 2019 to 19 September 2029 二零一九年九月二十日至 二零二九年九月十九日	5.66	280,000	—	280,000
21 November 2019 to 20 November 2029 二零一九年十一月二十一日至 二零二九年十一月二十日	4.09	715,000	(85,000)	630,000
1 July 2020 to 30 June 2030 二零二零年七月一日至 二零三零年六月三十日	2.11	40,000	—	40,000
6 August 2020 to 5 August 2030 二零二零年八月六日至 二零三零年八月五日	2.17	120,000	—	120,000
13 July 2021 to 11 November 2031 二零二一年七月十三日至 二零三一年十一月十一日	2.21	350,000	—	350,000
6 May 2021 to 5 May 2031 二零二一年五月六日至 二零三一年五月五日	2.48	120,000	—	120,000
		1,625,000	(85,000)	1,540,000
Weighted average exercise price per share (US\$) 每股加權平均行使價(美元)		3.65		3.62
— Equivalent to approximately RMB per share — 每股相當於約人民幣		25.24		26.24
Weighted average remaining contractual life of options outstanding at 30 June 2023 於二零二三年六月三十日尚未行使購股權加權平均剩餘合約有效期				6.92 years 6.92年
Number of options exercisable at 30 June 2023 於二零二三年六月三十日可行使購股權數目				1,215,000

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

20. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

- (e) The Group recognised a total expense of RMB2,206,000 for the six months ended 30 June 2023 (six months ended 30 June 2022: RMB5,456,000) in relation to the above share awards and share options granted by the shareholders or the Company, and the share-based compensation expense were shown as a separate item on the face of the consolidated statement of profit or loss and other comprehensive income.

21. COMMITMENTS

Lease commitments

At the reporting date, the lease commitments for short term leases are as follows:

Within one year	一年內	32	207
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20. 以股份為基礎的酬金交易 (續)

- (e) 於截至二零二三年六月三十日止六個月，本集團就股東或本公司授出的上述股份獎勵及購股權確認的總開支為人民幣2,206,000元(截至二零二二年六月三十日止六個月：人民幣5,456,000元)，而以股份為基礎的酬金開支於綜合損益及其他全面收益表列為單獨項目。

21. 承擔

租賃承擔

於報告日期，短期租賃的租賃承擔如下：

As at 30 June 2023 於二零二三年 六月三十日 RMB'000 (Unaudited) (未經審核)	As at 31 December 2022 於二零二二年 十二月三十一日 RMB'000 (Audited) (經審核)
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Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

22. SIGNIFICANT RELATED PARTY TRANSACTIONS

In addition to the transactions/information disclosed elsewhere in the Interim Financial Statements, during the period, the Group had the following material transactions with related parties:

(a) Key management personnel remuneration

Key management of the Group are members of the board of directors and senior management. Included in employee benefit expenses are key management personnel remuneration which includes the following expenses:

22. 重大關聯方交易

除於本中期財務報表其他章節所披露的交易/資料外，期間本集團與關聯方進行的重大交易如下：

(a) 主要管理層人員酬金

本集團主要管理層為董事會成員及高級管理層。計入僱員福利開支的主要管理層人員酬金包括以下開支：

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	RMB'000
人民幣千元	人民幣千元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

Directors' fees	董事袍金	640	1,218
Basic salaries and allowances	基本薪金及津貼	2,749	2,604
Retirement benefit scheme contributions	退休福利計劃供款	362	194
Share-based compensation	以股份為基礎的酬金	1,487	1,419
		5,238	5,435

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

23. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

The following table presents financial assets and liabilities measured at fair value in the consolidated statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

23. 金融工具的公允值計量

下表根據公允值層級列示綜合財務狀況表中按公允值計量的金融資產及負債。該層級根據用於計量該等金融資產及負債公允值重大輸入數據的相對可靠性將金融資產及負債分為三個級別。公允值層級如下：

第一層級：同類資產及負債於活躍市場的報價(未經調整)；

第二層級：除第一級計入的報價外，自資產或負債可直接(即價格)或間接(自價格衍生)觀察的輸入數據；及

第三層級：並非基於可觀察市場數據(即不可觀察輸入數據)的資產或負債的輸入數據。

根據對公允值計量有重大影響的輸入數據的最低層級按公允值層級將金融資產或金融負債全面加以分類。

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

23. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued) 23. 金融工具的公允值計量(續)

The financial assets and liabilities measured at fair value in the consolidated statement of financial position are grouped into the fair value hierarchy as follows:

綜合財務狀況表中按公允值計量的金融資產及負債組合成以下公允值層級：

As at 30 June 2023 (Unaudited)

於二零二三年六月三十日(未經審核)

		Note 附註	Level 1 第一層級 RMB'000 人民幣千元	Level 2 第二層級 RMB'000 人民幣千元	Level 3 第三層級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Assets	資產					
Financial assets at FVTPL	按公允值計入損益的金融資產					
Unlisted equity investments	非上市股本投資	(a)	—	—	34,330	34,330
Net fair values	公允值淨值		—	—	34,330	34,330

As at 31 December 2022 (Audited)

於二零二二年十二月三十一日(經審核)

		Note 附註	Level 1 第一層級 RMB'000 人民幣千元	Level 2 第二層級 RMB'000 人民幣千元	Level 3 第三層級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Assets	資產					
Financial assets at FVTPL	按公允值計入損益的金融資產					
Unlisted equity investments	非上市股本投資	(a)	—	—	45,846	45,846
Net fair values	公允值淨值		—	—	45,846	46,846

Notes to the Interim Consolidated Financial Statements (Continued)

中期綜合財務報表附註(續)

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

23. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (Continued)

During the six months ended 30 June 2023, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (six months ended 30 June 2022: nil).

Notes:

(a) Unlisted equity investments

The fair value of unlisted equity investments is determined with reference to combinations of various factors including net assets values of the unlisted equity investments. The fair value measurement is positively correlated to the factors including net assets values.

The reconciliation of the carrying amounts of the Group's financial instruments classified within Level 3 of the fair value hierarchy is as follows:

23. 金融工具的公允值計量(續)

截至二零二三年六月三十日止六個月，第一層級與第二層級之間並無轉撥，亦無轉入或轉出第三層級(截至二零二二年六月三十日止六個月：無)。

附註：

(a) 非上市股本投資

非上市股本投資的公允值乃經參考非上市股本投資的資產淨值等多項因素的合併影響而釐定。公允值計量與資產淨值等因素有正比關係。

分類為公允值層級第三級內的本集團金融工具賬面值對賬如下：

		Six months ended 30 June 2023 截至 二零二三年 六月三十日 六個月 RMB'000 人民幣千元 (Unaudited) (未經審核)	Year ended 31 December 2022 截至 二零二二年 十二月三十一 止年度 RMB'000 人民幣千元 (Audited) (經審核)
Unlisted equity investments	非上市股本投資		
At the beginning of the period/year (Audited)	於期/年初(經審核)	45,846	56,192
Additions	添置	60	1,500
Disposal	出售	(756)	(10,561)
Fair value changes recognised in profit or loss	於損益確認的公允值變動	(10,820)	(1,285)
At the end of period/year	於期/年末	34,330	45,846

Fair value gain or loss on unlisted equity investment is recognised in profit or loss and included under "Fair value changes of financial assets at fair value through profit or loss".

非上市股本投資的公允值收益或虧損於損益確認，並計入「按公允值計入損益之金融資產之公允值變動」。

