



REGO INTERACTIVE CO., LTD

潤歌互動有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 2422

2022



Annual
Report
年
報

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chen Ping (*Chairman*)
Mr. Tian Huan (*Chief Executive Officer*)
Mr. Zhang Yongli (*Chief Operating Officer*)
Mr. Xiao Yanfeng (*resigned on 5 January 2023*)
Mr. Fan Lianshun (*appointed on 5 January 2023*)
Mr. Xia Yuanbo (*Vice President of Operations*)
(*appointed on 5 January 2023*)
Ms. Zeng Zhen (*appointed on 5 January 2023*)

Independent Non-executive Directors

Ms. Hu Huijun
Mr. Wan Lixiang
Mr. Zhao Zhongping

AUDIT COMMITTEE

Mr. Wan Lixiang (*Chairman*)
Ms. Hu Huijun
Mr. Zhao Zhongping

REMUNERATION COMMITTEE

Mr. Zhao Zhongping (*Chairman*)
Mr. Chen Ping
Mr. Wan Lixiang

NOMINATION COMMITTEE

Mr. Chen Ping (*Chairman*)
Ms. Hu Huijun
Mr. Zhao Zhongping

JOINT COMPANY SECRETARIES

Ms. Yang Chao
Ms. Ho Wing Nga (*FCG HKFCG(PE)*)

董事會

執行董事

陳平先生(*主席*)
田歡先生(*行政總監*)
張永利先生(*運營總監*)
校彥鋒先生(*於2023年1月5日辭任*)
范連順先生(*於2023年1月5日獲委任*)
夏遠波先生(*運營副總監*)
(*於2023年1月5日獲委任*)
曾真女士(*於2023年1月5日獲委任*)

獨立非執行董事

胡惠君女士
萬立祥先生
趙忠平先生

審核委員會

萬立祥先生(*主席*)
胡惠君女士
趙忠平先生

薪酬委員會

趙忠平先生(*主席*)
陳平先生
萬立祥先生

提名委員會

陳平先生(*主席*)
胡惠君女士
趙忠平先生

聯席公司秘書

楊超女士
何詠雅女士(*FCG HKFCG(PE)*)

AUTHORISED REPRESENTATIVES

Mr. Chen Ping
Ms. Ho Wing Nga

授權代表

陳平先生
何詠雅女士

REGISTERED OFFICE

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

註冊辦事處

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN CHINA

2/F, Building 8
Yinhu Innovation Centre
Yinhu Street
Fuyang District
Hangzhou
PRC

總部及中國主要營業地點

中國
杭州市
富陽區
銀湖街道
銀湖創新中心
8幢2樓

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

46/F, Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

香港主要營業地點

香港
灣仔
皇后大道東183號
合和中心46樓

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

主要股份過戶登記處

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



Corporate Information

公司資料

HONG KONG BRANCH SHARE REGISTRAR

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

LEGAL ADVISER IN HONG KONG

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

COMPLIANCE ADVISER

CMBC International Capital Limited
45/F, One Exchange Square
8 Connaught Place
Central
Hong Kong

AUDITORS

BDO Limited
Certified Public Accountants
Registered Public Interest Entity Auditors
25/F, Wing On Centre
111 Connaught Road Central
Hong Kong

香港股份過戶分處

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

香港法律顧問

亞司特律師事務所
香港
中環
康樂廣場1號
怡和大廈11樓

合規顧問

民銀資本有限公司
香港
中環
康樂廣場8號
交易廣場1期45樓

核數師

香港立信德豪會計師事務所有限公司
執業會計師
註冊公眾利益實體核數師
香港
干諾道中111號
永安中心25樓

PRINCIPAL BANKS

Industrial Bank Co., Limited.,
Hangzhou High-Tech Branch
No. 40, Tangmiao Road, West Lake District
Hangzhou, Zhejiang Province
PRC

Industrial and Commercial Bank of China Limited,
Beijing Anzhen Branch
No. A28 Anding Road, Dongcheng District
Beijing
PRC

STOCK CODE

02422

COMPANY WEBSITE

<http://www.regopimc.com>

主要往來銀行

興業銀行股份有限公司
杭州高新支行
中國
浙江省杭州市
西湖區塘苗路40號

中國工商銀行股份有限公司
北京安貞支行
中國
北京
東城區安定路甲28號

股份代號

02422

公司網站

<http://www.regopimc.com>



Chairman's Statement 主席報告

Dear Shareholders,

2022 was a year with historical and commemorative significance for the Company as the Shares were successfully listed on the Main Board of the Stock Exchange on 17 October 2022. I would like to express my gratitude towards our Shareholders, directors, senior management and all parties concerned for their continuous support towards the Company's development. On that note, I would like to present to our Shareholders the annual report of the Group for the year ended 31 December 2022.

With rapid recovery of economy and resurge of consumer's demand since the relaxation of COVID-19 related control measures, we successfully seized market opportunities and reinforced our cooperative relationship with key business partners during the Year. The continuous development of our marketing services and diversification of our means of delivery has contributed to an increase in our total revenue in 2022 by 16.9%. With the listing status and proceeds generated from the Global Offering, we will further expand our online marketing channels and supplier base in 2023. We also intend to acquire more companies in the marketing and related industries to further expand our Group's influence and customer reach in the market.

尊敬的股東：

隨著本公司股份於2022年10月17日在聯交所主板成功上市，2022年成為本公司極具歷史及紀念意義的一年。本人謹向我們的股東、董事、高級管理層及所有相關方致以誠摯謝意，感謝彼等對本公司發展的持續支持。在此，本人謹向股東提呈本集團截至2022年12月31日止年度的年報。

自COVID-19疫情相關防控措施放寬以來，經濟迅速復甦，消費者需求亦有所回升，我們於本年度成功把握市場機遇，並加強與主要業務夥伴的合作關係。於2022年，我們營銷服務的持續發展及交付方式的多樣化帶動總收入增長16.9%。利用上市地位及全球發售所得款項，我們將於2023年進一步擴大線上營銷渠道及供應商基礎。我們亦擬收購營銷及相關行業的更多公司，進一步擴大本集團於市場的影響力及客戶覆蓋。

Chairman's Statement 主席報告

The Board will continue to closely monitor the macroeconomic development and other socio-political development that could potentially affect the Group's business in the PRC. To ensure a steady growth of the Company, we will continue to pay close attention to the industry trends and maintain stable relationship with our major customers and suppliers.

Mr. Chen Ping
Chairman and Executive Director

Hong Kong, 15 April 2023

董事會將繼續密切關注可能潛在影響本集團於中國業務的宏觀經濟發展及其他社會政治發展。為確保本公司的穩定發展，我們將繼續密切關注行業發展趨勢，並與主要客戶及供應商保持穩定關係。

陳平先生
主席兼執行董事

香港，2023年4月15日

Financial Highlights

財務摘要

| | | Year ended 31 December 截至12月31日止年度 | | |
|---|-----------------------|---------------------------------------|-----------------------------------|-------------------------------------|
| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 | Year-on-year Change 同比變動 % |
| Revenue | 收益 | 256,591 | 219,549 | 16.9 |
| Gross profit | 毛利 | 133,458 | 110,206 | 21.1 |
| Profit before income tax | 除所得稅前溢利 | 81,172 | 57,230 | 41.8 |
| Profit for the year attributable to owners of the Company | 本公司擁有人應佔年內溢利 | 68,503 | 49,985 | 37.0 |
| Adjusted net profit ^(Note) | 經調整純利 ^(附註) | 81,200 | 63,615 | 27.6 |

Note: Please refer to "Non-HKFRS Measures: Adjusted Net Profit" on Page 25 of this report.

附註：請參閱本報告第25頁的「非香港財務報告準則計量：經調整純利」。

Four-Year Financial Summary

四年財務概要

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

本集團本年度及過往三個財政年度之業績及資產負債概要(摘錄自己刊發之經審核財務報表)載列如下。

RESULTS

業績

| | | Year ended 31 December 截至12月31日止年度 | | | |
|--------------------------------------|-------------|---------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 | 2020 2020年 RMB'000 人民幣千元 | 2019 2019年 RMB'000 人民幣千元 |
| Revenue | 收益 | 256,591 | 219,549 | 113,040 | 89,372 |
| Gross profit | 毛利 | 133,458 | 110,206 | 75,874 | 44,695 |
| Profit before income tax | 除所得稅前溢利 | 81,172 | 57,230 | 49,891 | 27,175 |
| Income tax expense | 所得稅開支 | (12,669) | (7,245) | (4,416) | (1,231) |
| Profit for the year | 年內溢利 | 68,503 | 49,985 | 45,475 | 25,944 |
| Profit for the year attributable to: | 以下各方應佔年內溢利： | | | | |
| – Owners of the Company | – 本公司擁有人 | 68,503 | 49,985 | 45,779 | 26,416 |
| – Non-controlling interests | – 非控股權益 | – | – | (304) | (472) |

ASSETS AND LIABILITIES

資產及負債

| | | At 31 December 於12月31日 | | | |
|----------------------------|-----------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 | 2020 2020年 RMB'000 人民幣千元 | 2019 2019年 RMB'000 人民幣千元 |
| Total assets | 資產總值 | 399,700 | 235,059 | 154,311 | 78,265 |
| Total liabilities | 負債總額 | 102,239 | 129,156 | 51,660 | 20,549 |
| Total equity | 權益總額 | 297,461 | 105,903 | 102,651 | 57,716 |
| Equity attributable to: | 以下各方應佔權益： | | | | |
| – Owners of the Company | – 本公司擁有人 | 297,461 | 105,903 | 102,651 | 56,718 |
| – Non-controlling interest | – 非控制權益 | – | – | – | 998 |



Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

We are a marketing service provider based in the PRC. Since the commencement of our operation in traditional telecommunications marketing and promotion businesses in the PRC in 2015, we have strived to provide our customers with marketing services that are comprehensive and tailored to their corporate needs. Over the years, we have endeavoured to expand our capacities in providing marketing services in accordance with the prevailing market trends and developments. We offer (i) promotion and advertising services, including (a) traditional marketing and promotion services; (b) advertisement placement services; and (c) advertisement distribution services; and (ii) virtual goods sourcing and delivery services. In addition, with business diversification, enhanced market penetration and potential synergies from possible further business collaboration in mind, we also provide IT solutions services (including mobile game and software development and maintenance services and solutions on lottery related software systems and equipment) in an effort to enhance the quality and variety of our product and service offerings. We have achieved our business diversification by means of constant upgrades to our business through both organic growth and acquisitions, as a result of which there has been a corresponding increase in our customer base and the variety of the forms and channels in which our marketing services have been delivered.

業務回顧

我們為一家於中國運營的營銷服務提供商。自我們於2015年開始於中國運營傳統電信的營銷及推廣業務以來，我們致力於根據客戶的企業需求，為其提供全面及量身定制的營銷服務。多年來，我們根據當前市場趨勢及發展，致力拓展我們提供營銷服務的能力。我們提供(i)推廣及廣告服務，包括(a)傳統營銷及推廣服務；(b)廣告投放服務；及(c)廣告分發服務；及(ii)虛擬商品採購及交付服務。此外，考慮到業務多元化、提升市場滲透率及可能開展的進一步業務合作的潛在協同效應，我們亦提供IT解決方案服務(包括手機遊戲及軟件開發及維護服務以及彩票相關軟件系統及設備解決方案)，以提升我們產品及服務組合的質量及多樣性。我們通過內部增長及收購不斷升級我們的業務，藉此實現了業務的多元化，我們的客戶群及我們交付營銷服務的形式及渠道的多樣性亦因此相應增加。

Management Discussion and Analysis

管理層討論及分析

During the first half of 2022, there had been large-scale outbreaks of COVID-19, including the highly transmissible Omicron variant, in various provinces across the PRC (the “**Resurgence**”). In response to the Resurgence, local governments in PRC have imposed various restrictions on business and social activities, including lockdowns, stringent travel restrictions, heightened quarantine measures and mandated temporary suspension of business operations across certain regions. During the first quarter in 2022, both the number of enterprises which engaged in online advertising and their spending thereon had recorded a decline as compared to the fourth quarter in 2021.

Despite the Resurgence, our revenue has not been negatively affected. We recorded an increase of approximately 16.9% in our overall revenue for the year ended 31 December 2022 as compared to the year ended 31 December 2021. Such increase was mainly attributable to the increase in revenue from our advertisement placement and advertisement distribution services as well as our virtual goods sourcing and delivery services.

於2022年上半年，中國多省出現大規模COVID-19爆發，包括傳染性極高的Omicron變種（「**疫情反彈**」）。因應疫情反彈，中國當地政府實施包含封城、嚴格的出行限制、部份地區加強隔離措施及強制暫時停止業務營運等各種業務及社交活動限制。於2022年第一季度，從事線上廣告的企業數目及其相關支出均較2021年第四季度有所下降。

儘管出現疫情反彈，我們的收益並未受到負面影響。截至2022年12月31日止年度，我們錄得整體收益較截至2021年12月31日止年度增加約16.9%。該增加乃主要由於來自我們廣告投放及廣告分發服務以及虛擬商品採購及交付服務的收益增加。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL PERFORMANCE REVIEW

財務表現回顧

Revenue

收益

During the year ended 31 December 2022, we generated our revenue from the provision of marketing and promotion services and IT solutions services. The following table sets forth the breakdown of our revenue by business segments and sub-segments for the years indicated:

截至2022年12月31日止年度，我們的收益產生自提供營銷及推廣服務以及IT解決方案服務。下表載列我們於所示年度按業務板塊及子板塊劃分的收益明細：

| | | For the year ended 31 December 截至12月31日止年度 | | | |
|---|-----------------|---|--------------|------------------|--------------|
| | | 2022 2022年 | | 2021 2021年 | |
| | | RMB'000 人民幣千元 | % % | RMB'000 人民幣千元 | % % |
| Marketing and promotion services | 營銷及推廣服務 | | | | |
| Promotion and advertising services | 推廣及廣告服務 | | | | |
| – Traditional marketing and promotion services | — 傳統營銷及推廣服務 | 8,967 | 3.5 | 4,724 | 2.2 |
| – Advertisement placement services | — 廣告投放服務 | 14,091 | 5.5 | 6,234 | 2.8 |
| – Advertisement distribution services | — 廣告分發服務 | 133,711 | 52.1 | 107,921 | 49.2 |
| Virtual goods sourcing and delivery services | 虛擬商品採購及交付服務 | 54,777 | 21.3 | 44,629 | 20.3 |
| Sub-total | 小計 | 211,546 | 82.4 | 163,508 | 74.5 |
| IT solutions services | IT解決方案服務 | | | | |
| Mobile game and software development and maintenance services | 手機遊戲及軟件開發及維護服務 | 12,861 | 5.0 | 11,275 | 5.1 |
| Solutions on lottery related software systems and equipment | 彩票相關軟件系統及設備解決方案 | 32,111 | 12.5 | 44,378 | 20.2 |
| Sub-total | 小計 | 44,972 | 17.5 | 55,653 | 25.3 |
| Others (Note) | 其他(附註) | 73 | 0.1 | 388 | 0.2 |
| Total | 總計 | 256,591 | 100.0 | 219,549 | 100.0 |

Note: Others include commission generated from the sale of lottery tickets through our offline shops.

附註：其他包括通過我們的線下商店銷售彩票所產生的佣金。

Management Discussion and Analysis

管理層討論及分析

1. Revenue from Marketing and Promotion Services

The following table sets forth our revenue from marketing and promotion services for the years indicated:

1. 營銷及推廣服務收益

下表載列所示年度我們來自營銷及推廣服務的收益：

| | | For the year ended 31 December 截至12月31日止年度 | | | |
|--|-------------|---|--------------|------------------|--------------|
| | | 2022 2022年 | | 2021 2021年 | |
| | | RMB'000 人民幣千元 | % % | RMB'000 人民幣千元 | % % |
| Promotion and advertising services | 推廣及廣告服務 | 156,769 | 74.1 | 118,879 | 72.7 |
| Virtual goods sourcing and delivery services | 虛擬商品採購及交付服務 | 54,777 | 25.9 | 44,629 | 27.3 |
| Total | 總計 | 211,546 | 100.0 | 163,508 | 100.0 |

We normally enter into annual framework agreements with our customers and charge them for our traditional marketing and promotion services based primarily on a mix of CPA (i.e. cost per action, such as download, installation or registration by end users), CPS (i.e. cost per sales); for advertisement distribution service, media publishers or their agents primarily pay to us service fees determined with reference to a mix of performance parameters of the advertisement distribution services, including but not limited to, impressions, clicks, CTR and/or CPM (i.e. combined performance parameters). For the advertisement placement services, we received top-up amounts from our customers (net of rebates, if any) and the amounts paid by us to the media publishers (or their channel agents) (net of rebates, if any) for topping-up of our customers' accounts maintained on the platforms operated by the media publishers. Our suppliers, being the media publishers or their agents, may also grant us rebates on a quarterly and/or annual basis which are recorded as our revenue.

我們通常與客戶簽訂年度框架協議，並主要基於CPA（即每次操作（如終端用戶的下載、安裝或註冊）成本）、CPS（即每次銷售成本）的組合向我們的傳統營銷及推廣服務的客戶收費；就廣告分發服務而言，媒體出版商或其代理商主要參考廣告分發服務的效果參數組合（包括但不限於展示次數、點擊數、CTR及／或CPM（即綜合效果參數）釐定向我們支付的服務費。就廣告投放服務而言，我們向客戶收取充值金額（扣除返利（如有）），以及我們為客戶於媒體出版商運營的平台開立的賬戶充值而向媒體出版商（或其渠道代理商）支付款項（扣除返利（如有））。我們的供應商（即媒體出版商或其代理商）亦可能會按季度及／或年度基準授予我們返利，其作為我們的收益入賬。

Management Discussion and Analysis

管理層討論及分析

Our revenue from marketing and promotion services increased rapidly by 29.4%, from approximately RMB163.5 million for the year ended 31 December 2021 to approximately RMB211.5 million for the year ended 31 December 2022. For the year ended 31 December 2022, the revenue generated from our marketing and promotion services accounted for 82.4% of our total revenue.

Revenue from marketing and promotion services by type of marketing channels

We provide our marketing and promotion services to our customers through an integration of online and offline marketing channels. Leveraging on our technical capability, we have also been shifting our focus from offline marketing to online marketing in order to cater for the changing market demands. The table below sets forth a breakdown of revenue generated from our marketing and promotion services by type of marketing channels for the years indicated:

我們來自營銷及推廣服務的收益由截至2021年12月31日止年度的約人民幣163.5百萬元迅速增長29.4%至截至2022年12月31日止年度的約人民幣211.5百萬元。於截至2022年12月31日止年度，來自營銷及推廣服務的收益佔我們總收益的82.4%。

按營銷渠道類型劃分的營銷及推廣服務的收益

我們通過整合的線上及線下營銷渠道向我們的客戶提供營銷及推廣服務。憑藉我們的技術能力，我們亦逐漸將重心由線下營銷轉移至線上營銷以迎合不斷變化的市場需求。下表載列於所示年度按營銷渠道類型劃分的營銷及推廣服務產生的收益明細：

| For the year ended 31 December 截至12月31日止年度 | | | | | |
|---|----|------------------|--------|------------------|--------|
| | | 2022 2022年 | | 2021 2021年 | |
| | | RMB'000 人民幣千元 | % % | RMB'000 人民幣千元 | % % |
| Online | 線上 | 208,896 | 98.7 | 159,250 | 97.4 |
| Offline | 線下 | 2,650 | 1.3 | 4,258 | 2.6 |
| | | 211,546 | 100.0 | 163,508 | 100.0 |

Our revenue attributable to online marketing services amounted to RMB159.3 million and RMB208.9 million, representing 97.4% and 98.7% of our total revenue from marketing and promotion services for the years ended 31 December 2021 and 2022, respectively. We consider that the expansion of our online marketing services was and will continue to be one of the major factors for the business growth of our marketing and promotion services.

於截至2021年及2022年12月31日止年度，我們線上營銷服務的收益為人民幣159.3百萬元及人民幣208.9百萬元，分別佔我們營銷及推廣服務收益總額的97.4%及98.7%。我們認為，我們的線上營銷服務的擴展為並將繼續為我們的營銷及推廣服務業務增長的主要因素之一。

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Revenue from marketing and promotion services by type of customers

Customers of our marketing and promotion services include (i) enterprises that have demand for marketing and promotion services for their business; and (ii) advertising agents of the enterprises. The table below sets forth a breakdown of revenue generated from our marketing and promotion services by type of customers for the years indicated:

按客戶類型劃分的營銷及推廣服務的收益

我們營銷及推廣服務的客戶包括(i)其業務具營銷及推廣服務需求的企業；及(ii)企業的廣告代理商。下表載列我們於所示年度按客戶類型劃分的營銷及推廣服務產生的收益明細：

| | | For the year ended 31 December 截至12月31日止年度 | | | |
|--------------------|-------|---|--------|------------------|--------|
| | | 2022 2022年 | | 2021 2021年 | |
| | | RMB'000 人民幣千元 | % % | RMB'000 人民幣千元 | % % |
| Advertising agents | 廣告代理商 | 173,305 | 81.9 | 129,018 | 78.9 |
| Enterprises | 企業 | 38,241 | 18.1 | 34,490 | 21.1 |
| | | 211,546 | 100.0 | 163,508 | 100.0 |

Revenue from marketing and promotion services – Advertisement placement services

Our revenue from advertisement placement services amounted to RMB14.1 million and RMB6.2 million for the years ended 31 December 2022 and 2021, respectively, representing 6.7% and 3.8% of our revenue from marketing and promotion services. In FY2022 and FY2021, the number of our customers of the advertisement placement services amounted to 180 and 159, respectively. The increase in the revenue from advertisement placement services was mainly attributable to: (i) our cooperation with the good reputation customers allow us to provide the top-up services with a larger-scale of top-up amounts; and (ii) the improvement of cost input efficiency on the manpower to cater for the launch of advertisement placement services had been stabilised during FY2022 and FY2021.

營銷及推廣服務的收益—廣告投放服務

於截至2022年及2021年12月31日止年度，我們廣告投放服務的收益為人民幣14.1百萬元及人民幣6.2百萬元，分別佔我們營銷及推廣服務收益的6.7%及3.8%。於2022財年及2021財年，我們廣告投放服務的客戶數目分別為180名及159名。廣告投放服務的收益增加主要由於：(i)我們與聲譽卓著的客戶合作以便我們提供具備較大充值金額的充值服務；及(ii)於2022財年及2021財年，為配合推出廣告投放服務而投入人力的成本效益提升逐步趨穩。

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Revenue from marketing and promotion services – Advertisement distribution services

Our revenue from advertisement distribution services amounted to RMB133.7 million and RMB107.9 million for the years ended 31 December 2022 and 2021, respectively, representing 63.2% and 66.0% of our revenue from marketing and promotion services. In FY2022 and FY2021, the number of our customers of the advertisement distribution services amounted to 16 and 9, respectively. The increase in the revenue from advertisement distribution services was mainly attributable to: (i) our cooperation with more customers at a larger scale for advertisement distribution services; and (ii) we have increased the suppliers with mobile app operators to cater the attractiveness for more customers. The following table set forth the breakdown of our revenue from advertisement distribution services in the years ended 31 December 2022 and 2021 by the types of the mobile app connected to our Rego SDK:

營銷及推廣服務的收益－廣告分發服務

於截至2022年及2021年12月31日止年度，我們廣告分發服務的收益為人民幣133.7百萬元及人民幣107.9百萬元，分別佔我們營銷及推廣服務收益的63.2%及66.0%。於2022財年及2021財年，我們廣告分發服務的客戶數目分別為16名及9名。廣告分發服務的收益增加主要由於：(i)我們就廣告分發服務與更多規模更大的客戶合作；及(ii)我們增加了移動应用程序運營商的供應商，以吸引更多客戶。下表載列於截至2022年及2021年12月31日止年度按與我們的Rego SDK對接的移動应用程序類別劃分的廣告分發服務的收益明細：

| | | For the year ended 31 December 截至12月31日止年度 | | | |
|-----------------------|---------|---|--------|------------------|--------|
| | | 2022 2022年 | | 2021 2021年 | |
| | | RMB'000 人民幣千元 | % % | RMB'000 人民幣千元 | % % |
| Financial services | 金融服務 | 113,767 | 85.1 | 105,020 | 97.3 |
| Utility and lifestyle | 實用及生活服務 | 10,492 | 7.8 | 1,887 | 1.7 |
| E-commerce platform | 電子商務平台 | 5,435 | 4.1 | 711 | 0.7 |
| Others | 其他 | 4,017 | 3.0 | 303 | 0.3 |
| | | 133,711 | 100.0 | 107,921 | 100.0 |

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Revenue from marketing and promotion services – Virtual goods sourcing and delivery services

We generated revenue of RMB54.8 million and RMB44.6 million, respectively, from our virtual goods sourcing and delivery services, representing approximately 25.9% and 27.3% of our revenue from marketing and promotion services for the years ended 31 December 2022 and 2021. The growth in the revenue generated from our virtual goods sourcing and delivery services during FY2021 and FY2022 was mainly driving by (i) offering a wide spectrum of virtual goods to our customers; and (ii) offering higher profit margin on the virtual goods. The table below sets forth a breakdown of revenue generated from our virtual goods sourcing and delivery services by type of virtual goods for FY2022 and FY2021:

營銷及推廣服務的收益－虛擬商品採購 及交付服務

我們虛擬商品採購及交付服務的收益分別為人民幣54.8百萬元及人民幣44.6百萬元，分別佔我們於截至2022年及2021年12月31日止年度營銷及推廣服務收益的約25.9%及27.3%。於2021財年及2022財年內，我們虛擬商品採購及交付服務的收益增長乃主要由於(i)向我們的客戶提供廣泛的虛擬商品；及(ii)提供高利潤率的虛擬商品。下表載列於2022財年及2021財年按虛擬商品類別劃分的來自虛擬商品採購及交付服務的收益明細：

| | | For the year ended 31 December 截至12月31日止年度 | | | |
|--|-------------------|---|--------------|------------------|--------------|
| | | 2022 2022年 | | 2021 2021年 | |
| | | RMB'000 人民幣千元 | % % | RMB'000 人民幣千元 | % % |
| Top-up for telecommunication services | 電信充值服務 | 19,555 | 35.7 | 18,128 | 40.6 |
| Online vouchers and interests (Note 1) | 線上優惠券及權益 (附註1) | 24,584 | 44.9 | 17,721 | 39.7 |
| Gift cards of gas stations | 加油站禮品卡 | 10,636 | 19.4 | 8,760 | 19.6 |
| Others | 其他 | 2 | 0.0 | 20 | 0.1 |
| Total | 總計 | 54,777 | 100.0 | 44,629 | 100.0 |

Note:

- We offer a wide spectrum of online vouchers and interests including but not limited to memberships of online entertainment platforms, gift cards of e-marketplaces, coffee vouchers, membership of online healthcare and medical services and packages combining various types of online vouchers and interests.

附註：

- 我們提供廣泛的線上優惠券及權益，包括但不限於線上娛樂平台的會員資格、電子市場的禮品卡、咖啡券、線上保健及醫療服務的會員資格以及結合各種類型線上優惠券及權益的組合。

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The following table illustrates the reconciliation of the Gross Merchandise Value (“**GMV**”) and our revenue recorded under our virtual goods sourcing and delivery services during the year indicated:

下表載列於所示年度我們虛擬商品採購及交付服務的商品交易總額(「**GMV**」)與錄得的收益的對賬情況：

| | | For the year ended 31 December 截至12月31日止年度 | |
|---|-------------|--|-----------------------------------|
| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
| GMV | GMV | 1,155,506 | 808,005 |
| Less: purchase costs of the virtual goods | 減：虛擬商品的採購成本 | (1,100,729) | (763,376) |
| Revenue | 收益 | 54,777 | 44,629 |

The total GMV of the virtual goods offered by us under our virtual goods sourcing and delivery services amounted to RMB1,155.5 million and RMB808.0 million for the years ended 31 December 2022 and 2021, respectively. The increase in the total GMV of the virtual goods offered by us was primarily due to the increase in our product offerings. The number of virtual goods available on our Rego Virtual Goods Platform increased from 60 in FY2021 to over 100 in FY2022.

於截至2022年及2021年12月31日止年度，我們於虛擬商品採購及交付服務項下提供的虛擬商品的GMV總額分別為人民幣1,155.5百萬元及人民幣808.0百萬元。我們提供的虛擬商品的GMV總額增加，乃主要由於我們的產品組合增加。我們的Rego虛擬商品平台提供的虛擬商品數量由2021財年的60項增加至2022財年的逾100項。

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2. Revenue from our IT Solution Services

We primarily offer IT solution services in relation to (i) mobile game and software development and maintenance services; and (ii) solutions on lottery related software systems and equipment, on a project-by-project basis, in support of the business strategy for our marketing and promotion services, i.e. to facilitate our penetration of targeted marketing segments through technical supports and for diversification of our business.

Our revenue from IT solutions services amounted to RMB45.0 million and RMB55.7 million for FY2022 and FY2021, respectively. Such decrease by 19.2% from approximately RMB55.7 million for the year ended 31 December 2021 to approximately RMB45.0 million for the year ended 31 December 2022 was primarily attributable to delay on the delivery and installation of the software systems and/or equipment near the year ended 31 December 2022 due to the COVID-19 Pandemic.

Our total revenue increased by RMB37.0 million, or 16.9%, from RMB219.5 million for the year ended 31 December 2021 to RMB256.6 million for the year ended 31 December 2022, which primarily reflected an increase of RMB48.0 million in revenue from marketing and promotions services segment and net off with the decrease of RMB10.7 million in revenue from IT solutions services. The increment of revenue mainly attributable to: (i) the endeavour on the capacities of the Group in providing marketing services in accordance with the prevailing market trends and developments. In 2021, the Group had introduced the advertisement placement services, which also led to the increase of revenue and profit margin in 2022; (ii) our cooperation with more customers at a larger scale for advertisement distribution services; and (iii) the in-depth partnerships with customers of the Group, leading to a continuous increase in its revenue, especially for the contribution of higher profit margin and growth in virtual goods sourcing and delivery services.

2. 我們的IT解決方案服務收益

我們主要按個別項目基準提供有關(i)手機遊戲及軟件開發及維護服務；及(ii)彩票相關軟件系統及設備解決方案的IT解決方案服務，以支持我們營銷及推廣服務的業務策略，即透過技術支持及使我們的業務多樣化來促進我們滲透目標營銷板塊。

於2022財年及2021財年，我們來自IT解決方案服務的收益分別為人民幣45.0百萬元及人民幣55.7百萬元。由截至2021年12月31日止年度的約人民幣55.7百萬元下降19.2%至截至2022年12月31日止年度的約人民幣45.0百萬元，乃主要由於截至2022年12月31日止年度前後因COVID-19疫情而延遲交付及安裝軟件系統及／或設備所致。

我們的收益總額由截至2021年12月31日止年度的人民幣219.5百萬元增加人民幣37.0百萬元或16.9%至截至2022年12月31日止年度的人民幣256.6百萬元，主要反映來自營銷及推廣服務板塊的收益增加人民幣48.0百萬元，抵銷了來自IT解決方案服務的收益下降人民幣10.7百萬元。收益增加主要由於：(i)本集團根據當前市場趨勢及發展，致力提高提供營銷服務的能力。於2021年，本集團推出廣告投放服務，亦致2022年的收益及利潤率有所增加；(ii)我們就廣告分發服務與更多規模更大的客戶合作；及(iii)與本集團客戶建立深入的夥伴關係，導致本集團的收益持續增加，尤其是在虛擬商品採購及交付服務方面，促進利潤率增加及增長。



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Cost of Sales

Our cost of sales primarily consists of (i) traffic acquisition cost; (ii) cost of goods sold; and (iii) employee benefit expenses.

Our total cost of sales increased by RMB13.8 million, or 12.6%, from RMB109.3 million for the year ended 31 December 2021 to RMB123.1 million for the year ended 31 December 2022, which was primarily attributable to the increment on the traffic acquisition costs of RMB29.8 million, or 39.3%, from RMB75.9 million for the year ended 31 December 2021 to RMB105.7 million for the year ended 31 December 2022, which primarily aligned with the increase of the revenue on advertisement distribution services. The traffic acquisition costs representing approximately 85.8% and 69.4% of our cost of sales for FY2022 and FY2021 which constituted the largest portion of the cost of sales.

Gross Profit and Gross Profit Margin

Our gross profit consists of our revenue less cost of sales. The Group recorded gross profit of approximately RMB133.5 million for the year ended 31 December 2022, representing an increase of approximately 21.1% as compared to approximately RMB110.2 million for the year ended 31 December 2021, which was mainly attributable to the rapid growth in our revenue.

銷售成本

我們的銷售成本主要包括(i)流量獲得成本；(ii)已售商品成本；及(iii)僱員福利開支。

我們的銷售成本總額由截至2021年12月31日止年度的人民幣109.3百萬元增加人民幣13.8百萬元或12.6%至截至2022年12月31日止年度的人民幣123.1百萬元，主要由於流量獲得成本由截至2021年12月31日止年度的人民幣75.9百萬元增加人民幣29.8百萬元或39.3%至截至2022年12月31日止年度的人民幣105.7百萬元，基本符合廣告分發服務的收益增加。流量獲得成本分別佔本集團2022財年及2021財年銷售成本的約85.8%及69.4%，構成最大部分的銷售成本。

毛利及毛利率

我們的毛利由收益減銷售成本組成。本集團截至2022年12月31日止年度錄得毛利約人民幣133.5百萬元，較截至2021年12月31日止年度的約人民幣110.2百萬元增加約21.1%，主要由於收益快速增長。

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Gross profit margin represents gross profit divided by total revenue, expressed as a percentage. Our gross profit margin increased from 50.2% for the year ended 31 December 2021 to 52.0% for the year ended 31 December 2022, which was mainly attributable to (i) the increment on the gross profit margin of our advertisement placement services from 55.3% for the year ended 31 December 2021 to 75.1% for the year ended 31 December 2022 was mainly attributable to the margin of the relevant transactions calculated as a percentage of the total top-up amounts received from our customers during FY2022 and FY2021 was 2.4% and 1.3%. Also, the improvement of cost input efficiency on the manpower to cater for the launch of advertisement placement services had been stabilised; (ii) the gross profit margin of our IT solution services increased from 49.7% for the year ended 31 December 2021 to 64.5% for the year ended 31 December 2022, which was mainly due to we were engaged in a project related to the development of a supervision platform for a province of the China Welfare Lottery Issuance and Administration Centre during FY2022 which had a relatively higher profit margin; and (iii) net off effect on the decrease in the gross profit margin of our traditional marketing and promotion services from 63.2% for the year ended 31 December 2021 to 24.6% for the year ended 31 December 2022 was mainly attributable to an offline marketing project in connection with the promotion of a leading online audio broadcasting platform in the PRC with a relatively higher gross profit margin conducted during the January 2021.

Other Income and Other Gains or Losses

Our other income and other gains or losses primarily consist of (i) bank interest income; (ii) government grants; (iii) gain on disposal of financial assets acquired through business combination; (iv) others; and (v) foreign exchange differences.

毛利率指毛利除以總收益，以百分比列示。我們的毛利率由截至2021年12月31日止年度的50.2%增長至截至2022年12月31日止年度的52.0%，主要由於(i)我們廣告投放服務的毛利率由截至2021年12月31日止年度的55.3%增長至截至2022年12月31日止年度的75.1%，有關增長主要由於2022財年及2021財年按佔向客戶收取的充值金額總額百分比計算的相關交易溢利率分別為2.4%及1.3%。此外，為配合推出廣告投放服務而投入人力的成本效益提升逐步趨穩；(ii) IT解決方案服務的毛利率由截至2021年12月31日止年度的49.7%增長至截至2022年12月31日止年度的64.5%，有關增長主要由於我們在2022財年參與中國福利彩票發行管理中心某省份監管平台開發項目，該項目的利潤率相對較高；及(iii)傳統營銷及推廣服務的毛利率由截至2021年12月31日止年度的63.2%降低至截至2022年12月31日止年度的24.6%所產生的抵銷影響，有關利潤率下降主要由於2021年1月就推廣中國領先線上音頻廣播平台進行的線下營銷項目產生相對較高毛利率。

其他收入及其他收益或虧損

我們的其他收入及其他收益或虧損主要包括(i) 銀行利息收入；(ii) 政府補助；(iii) 出售透過業務合併收購的金融資產的收益；(iv) 其他；及(v) 匯兌差額。



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Our other income increased by approximately RMB6.2 million, or 83.5%, from approximately RMB7.4 million for the year ended 31 December 2021 to approximately RMB13.5 million for the year ended 31 December 2022. Such changes was primarily due to the increase on the government grants by approximately RMB6.6 million, or 165.4%, which related to subsidies and/or rewards in support of high-tech enterprises and research and development which were given on a one-off basis. In addition to government grant, the Group had been listed on HKEx during the FY2022, therefore, there were an one-off subsidy of RMB5.0 million for successful listing from local government authorities. For the year ended 31 December 2022, there were the loss of RMB1.7 million from the translation of listing proceeds resulting from the declines of RMB against HKD exchanges rates.

Selling and Distribution Expenses

Our selling and distribution expenses primarily comprise of (i) employee benefit expenses, which mainly include salaries, bonuses and other benefits for our sales and marketing personnel; (ii) travel and entertainment expenses; (iii) advertising and promotion expenses; (iv) rentals, depreciation and impairment of right-of-use assets; (v) service fees mainly in relation to technical support, software development and installation of equipment for our solutions on lottery related software system and equipment; and (vi) others.

Our selling and distribution expenses decreased by approximately RMB1.6 million, or 16.8%, from approximately RMB9.6 million for the year ended 31 December 2021 to approximately RMB8.0 million for the year ended 31 December 2022. Such decrease was primarily due to the decrease in travel and entertainment expenses in line with our delay on the project of solutions on lottery related software systems and equipment due to the COVID-19 Pandemic.

我們的其他收入由截至2021年12月31日止年度的約人民幣7.4百萬元增加約人民幣6.2百萬元或83.5%至截至2022年12月31日止年度的約人民幣13.5百萬元。有關變動主要由於政府補助增加約人民幣6.6百萬元或165.4%所致，有關補助與補貼及／或獎勵有關，以支持高科技企業及研發活動，乃一次性作出。除了政府補助外，於2022財年本集團於香港交易所上市，因此獲得來自當地政府部門就成功上市而授出的一次性補貼人民幣5.0百萬元。截至2022年12月31日止年度，因人民幣兌港元匯率下跌導致上市所得款項換算虧損人民幣1.7百萬元。

銷售及分銷開支

我們的銷售及分銷開支主要包括(i)僱員福利開支，其主要包括我們銷售及營銷人員的薪金、花紅及其他福利；(ii)差旅及娛樂開支；(iii)廣告及推廣開支；(iv)租金、使用權資產折舊及減值；(v)主要與我們的彩票相關軟件系統及設備解決方案的技術支持、軟件開發及設備安裝有關的服務費；及(vi)其他。

我們的銷售及分銷開支由截至2021年12月31日止年度的約人民幣9.6百萬元下降約人民幣1.6百萬元或16.8%至截至2022年12月31日止年度的約人民幣8.0百萬元。有關下降主要由於差旅及娛樂開支減少，符合COVID-19疫情導致的彩票相關軟件系統及設備解決方案項目延遲。

Management Discussion and Analysis

管理層討論及分析

Administrative Expenses

Our administrative expenses primarily consist of: (i) employee benefit expenses, which mainly include salaries, bonuses and other benefits for our administrative personnel; (ii) travel and entertainment expenses; (iii) professional fees; (iv) general office expenses; and (v) others.

Our administrative expenses increased by approximately RMB4.7 million, or 34.0%, from approximately RMB13.9 million for the year ended 31 December 2021 to approximately RMB18.6 million for the year ended 31 December 2022. Such increase was primarily due to the increase in intermediary service fees of RMB1.6 million in relation to, among others, the listing of the Company, and the increase of RMB1.0 million resulting from the professional fees with further business expansion.

Research and Development Expenses

Our research and development expenses primarily consist of: (i) employee benefit expenses, which primarily comprise the salaries, bonuses and other benefits of our research and development staff; (ii) technical service and copyright fees, which mainly represent expenses for R&D projects outsourced to a university and other external institutions and acquisition cost for copyrights; and (iii) depreciation of property, plant and equipment.

Our research and development expenses increased by approximately RMB0.3 million, or 1.4%, from approximately RMB18.6 million for the year ended 31 December 2021 to approximately RMB18.9 million for the year ended 31 December 2022.

行政開支

我們的行政開支主要包括(i)僱員福利開支，其主要包括行政人員的薪金、花紅及其他福利；(ii)差旅及娛樂開支；(iii)專業費用；(iv)一般辦公室開支；及(v)其他。

我們的行政開支由截至2021年12月31日止年度的約人民幣13.9百萬元增加約人民幣4.7百萬元或34.0%至截至2022年12月31日止年度的約人民幣18.6百萬元。有關增加主要由於與(其中包括)本公司上市有關的中介服務費增加人民幣1.6百萬元，以及進一步業務擴張相關的專業費用導致增加人民幣1.0百萬元。

研發開支

我們的研發開支主要包括：(i)僱員福利開支，其主要包括我們研發人員的薪金、花紅及其他福利；(ii)技術服務及版權費，其主要指外包給一所大學及其他外部機構的研發項目的開支以及版權的收購成本；及(iii)物業、廠房及設備折舊。

我們的研發開支由截至2021年12月31日止年度的約人民幣18.6百萬元增加約人民幣0.3百萬元或1.4%至截至2022年12月31日止年度的約人民幣18.9百萬元。



Management Discussion and Analysis

管理層討論及分析

Finance Costs

Our finance costs primarily consist of: (i) interest expenses on bank borrowings and (ii) interest expenses on lease liabilities.

Our finance costs increased by approximately RMB1.0 million, or 143.0%, from approximately RMB0.7 million for the year ended 31 December 2021 to approximately RMB1.6 million for the year ended 31 December 2022. Such increase was primarily due to the increase of approximately RMB1.0 million in the interest expenses of our bank borrowings resulting from the increase in bank borrowings in line with business expansion.

Income Tax Expense

Our income tax expenses increased by approximately RMB5.4 million, or 74.9%, from approximately RMB7.2 million for the year ended 31 December 2021 to approximately RMB12.7 million for the year ended 31 December 2022. Our effective income tax rate increased from 12.7% for the year ended 31 December 2021 to 15.6% for the year ended 31 December 2022, which was because the tax effect of expense non-deductible for tax purpose on the provision for impairment losses on financial assets was increased compare with FY2021.

Profit for the Year

Our profit for the Year increased by approximately RMB18.5 million, or 37.0%, from approximately RMB50.0 million for the year ended 31 December 2021 to approximately RMB68.5 million for the year ended 31 December 2022.

融資成本

我們的融資成本主要包括：(i)銀行借款利息開支及(ii)租賃負債利息開支。

我們的融資成本由截至2021年12月31日止年度的約人民幣0.7百萬元增加約人民幣1.0百萬元或143.0%至截至2022年12月31日止年度的約人民幣1.6百萬元。有關增加主要由於配合業務擴張而新增銀行借款導致銀行借款利息開支增加約人民幣1.0百萬元。

所得稅開支

我們的所得稅開支由截至2021年12月31日止年度的約人民幣7.2百萬元增加約人民幣5.4百萬元或74.9%至截至2022年12月31日止年度的約人民幣12.7百萬元。我們的實際所得稅率由截至2021年12月31日止年度的12.7%增加至截至2022年12月31日止年度的15.6%，乃由於就金融資產減值虧損撥備不可扣稅開支的稅務影響較2021財年有所增加所致。

年內溢利

我們的年內溢利由截至2021年12月31日止年度的約人民幣50.0百萬元增加約人民幣18.5百萬元或37.0%至截至2022年12月31日止年度的約人民幣68.5百萬元。

Management Discussion and Analysis

管理層討論及分析

Non-HKFRS Measure: Adjusted Net Profit

To supplement our consolidated financial statements, which are presented in accordance with the HKFRS, we also use adjusted net profit as an additional financial measure, which is not required by, or presented in accordance with, the HKFRS. We believe that such non-HKFRS measures facilitate comparisons of operating performance from year to year and company to company by eliminating potential impacts of items which our management considers to be non-indicative of our operating performance. We believe that such measure provides useful information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management.

However, our presentation of adjusted net profit may not be comparable to similarly titled measures presented by other companies. The use of this non-HKFRS measure has limitations as an analytical tool, and should not be considered in isolation from, or as a substitute for an analysis of, our results of operations or financial condition as reported under HKFRS.

The following table reconcile our adjusted net profit for the years presented to the most directly comparable financial measures calculated and presented in accordance with HKFRS:

非香港財務報告準則計量：經調整純利

為補充根據香港財務報告準則呈列的綜合財務報表，我們亦採用經調整純利作為額外財務計量，該項目並非香港財務報告準則所規定亦並非按香港財務報告準則呈列。我們認為，透過消除管理層認為並不反映我們業績表現的項目的潛在影響，該非香港財務報告準則計量有助於比較不同年度及不同公司的業績表現。我們相信，該計量為投資者及其他人士提供了有用的資料，幫助彼等按其幫助我們管理層的相同方式理解及評估我們的綜合經營業績。

然而，我們呈列的經調整純利未必可與其他公司呈列的類似名稱的計量相比。採用該非香港財務報告準則計量作為分析工具存在局限性，不應將其視為獨立於或可代替我們根據香港財務報告準則呈報的經營業績或財務狀況的分析。

下表將我們所呈列年度的經調整純利與根據香港財務報告準則計算及呈列的最直接可比較財務計量進行對賬：

| | | Year ended 31 December 截至12月31日止年度 | |
|---|--------------------|---------------------------------------|-----------------------------------|
| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
| Profit for the year attributable to owners of the Company | 本公司擁有人應佔年內溢利 | 68,503 | 49,985 |
| Add: | 加： | | |
| Listing expenses | 上市開支 | 10,988 | 13,630 |
| Foreign exchange differences | 換算差異 | 1,709 | - |
| Non-HKFRS Measure | 非香港財務報告準則計量 | | |
| Adjusted net profit | 經調整純利 | 81,200 | 63,615 |



Management Discussion and Analysis

管理層討論及分析

Employees and Remuneration Policies

As of 31 December 2022, we had 181 full-time employees, the majority of whom were based in Hangzhou, China and Xi'an, China.

The remuneration of our employees is determined based on their performance, experience, competence and market comparable. We provide our employees with competitive salaries and bonuses determined by performance, housing subsidies, regular team building activities and internal opportunities of career advancement. Our Group adopts an appraisal system for our employees, where their respective supervisor and our president's office conduct monthly or quarterly performance review depending on their rank and determines the amount of bonus to be awarded accordingly.

Our Group's total staff costs (including Directors' emolument, salaries, bonus, social insurance and provident funds) amounted to approximately RMB39.9 million for the year ended 31 December 2022 (For the year ended 31 December 2021: approximately RMB33.3 million). As required by the PRC laws and regulations, we have made contributions to various mandatory social security funds, including funds for basic pension insurance, unemployment insurance, basic medical insurance, maternity leave insurance and occupational injury.

The remuneration of Directors and members of senior management is determined on the basis of each individual's responsibilities, qualification, position, experience, performance and time commitment. They receive compensation in the form of salaries, allowances, discretionary bonuses and contributions to defined contribution retirement plan.

僱員及薪酬政策

截至2022年12月31日，我們有181名全職僱員，其多數位於中國杭州及中國西安。

僱員的薪酬乃基於彼等的表現、經驗、能力及市場可比水平釐定。我們向僱員提供具競爭力的薪金及績效花紅、住房補貼、定期團建活動及內部職業發展機會。本集團採納僱員評核制度，根據該制度，僱員各自的主管及我們的總裁辦公室根據僱員職級每月或每季度進行績效考核，並據此釐定僱員將獲得的花紅金額。

截至2022年12月31日止年度，本集團的員工成本總額（包括董事酬金、薪金、花紅、社會保險及公積金）約為人民幣39.9百萬元（截至2021年12月31日止年度：約人民幣33.3百萬元）。按中國法律法規規定，我們已向多個強制性社會保障基金作出供款，包括基本養老保險基金、失業保險基金、基本醫療保險基金、生育保險基金及工傷保險基金。

董事及高級管理層成員的薪酬乃根據各自的責任、資歷、職位、經驗、表現及投入時間釐定。彼等以薪金、津貼、酌情花紅及定額供款退休計劃供款等方式收取酬金。

Management Discussion and Analysis

管理層討論及分析

The Company has adopted a share option scheme on 27 July 2022 as incentives or rewards to eligible persons for their contributions to the Group. The purpose of the Share Option Scheme is to incentivise and reward the eligible persons for their contribution to the Group and to align their interests with that of the Company so as to encourage them to work towards enhancing the value of the Company. The Share Option Scheme shall be valid and effective for a period of ten years commencing on the Listing Date, after which period no further options will be granted but the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto which are at that time or become thereafter capable of exercise under the Share Option Scheme, or otherwise to the extent as may be required in accordance with the provisions of the Share Option Scheme. During the Year, no option had been granted or agreed to be granted by the Company under the Share Option Scheme.

Contingent Liabilities and Indebtedness

As at 31 December 2022, the Group had the interest-bearing borrowings of RMB38.0 million which consists RMB8.0 million was unsecured and guaranteed and HK\$30.0 million was unsecured and unguaranteed (As at 31 December 2021: RMB21.1 million which consists RMB13.0 million was unsecured and guaranteed and RMB8.1 million was unsecured and unguaranteed). The maturity profile of the interest-bearing bank borrowings as at 31 December 2022 and 2021 were repayable within one-year or on demand. In addition, as at 31 December 2022, the Group had lease liabilities of RMB351,000 (As at 31 December 2021: nil).

Save as the above, the Group did not have any material contingent liabilities as at 31 December 2022 (As at 31 December 2021: nil).

本公司於2022年7月27日採納一項購股權計劃作為合資格人士對本集團作出貢獻的激勵或獎勵。購股權計劃之目的是透過激勵和獎勵合資格人士對本集團的貢獻，讓僱員的利益與本公司的利益掛鉤，以鼓勵彼等致力提高本公司價值。購股權計劃由上市日期起十年期間內有效及生效，該期間後不得再授出購股權，但購股權計劃的條文仍具十足效力及效用，以致先前授出任何可於當時或其後根據購股權計劃行使的購股權得以行使，或其他方面以致於根據購股權計劃條文規定有效。於本年度內，本公司概無根據購股權計劃授出或同意授出購股權。

或然負債及債項

於2022年12月31日，本集團有計息借款人民幣38.0百萬元，當中人民幣8.0百萬元為無抵押及有擔保以及30.0百萬港元為無抵押及無擔保(於2021年12月31日：人民幣21.1百萬元，當中人民幣13.0百萬元為無抵押及有擔保以及人民幣8.1百萬元為無抵押及無擔保)。於2022年及2021年12月31日計息銀行借款的到期情況為須於一年內償付或於要求時償還。此外，於2022年12月31日，本集團有租賃負債人民幣351,000元(於2021年12月31日：零)。

除上文所述者外，於2022年12月31日，本集團並無任何重大或然負債(於2021年12月31日：無)。

Management Discussion and Analysis

管理層討論及分析

Liquidity, Financial and Capital Resources

During the Year, the Group continued to maintain a healthy and solid liquidity position by adopting a prudent financial management approach on its financing and treasury policies and we have funded our cash requirements principally from cash generated from our operating activities. As of 31 December 2022, cash and cash equivalents increased by RMB125.3 million from RMB61.5 million as of 31 December 2021 to RMB186.8 million. The significantly increase was primarily resulted from the proceeds from the successful initial public offering of the Company. As at 31 December 2022, the Group's cash and cash equivalents were mainly held in RMB and HKD.

We currently do not use any financial instruments for hedging purposes.

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

On 26 December 2022, with an aim to further develop our Group's business layout in the lottery sector in China, our Group, through Xi'an Tiantai Innovation Technology Company Limited (西安天泰創新科技有限公司), an indirect wholly-owned subsidiary of the Company, entered into an investment agreement with Caipingfang Technology Co., Ltd. (彩平方科技有限公司). Our Directors consider that the investment in Caipingfang will strengthen the synergy of our Group's various business segments and promote our Group's business development in the lottery sector. For further details, please refer to the announcement of the Company dated 28 December 2022.

In December 2022, our Group expanded its virtual goods sourcing and delivery service platform by carrying out independent research and development of "Caituan Youxuan" (彩團優選) Platform. Our Directors consider that Caituan Youxuan Platform will diversify our Group's virtual goods sourcing and delivery service business in the lottery sector and effectively promote our Group's business development. For further details, please refer to the announcement of the Company dated 21 December 2022.

流動資金、財務及資本資源

於本年度內，本集團繼續對其融資及庫務政策採取審慎的財務管理方針，以維持穩健的流動資金狀況。我們主要透過經營活動產生的現金撥付現金需求。截至2022年12月31日，現金及現金等價物由2021年12月31日的人民幣61.5百萬元增加人民幣125.3百萬元至人民幣186.8百萬元。該大幅增加主要由於本公司首次公開發售順利，獲得所得款項。於2022年12月31日，本集團的現金及現金等價物主要以人民幣及港幣持有。

我們現時並無使用任何金融工具進行對沖。

重大投資、重大附屬公司、聯營公司及合營企業收購及出售事項

於2022年12月26日，為進一步發展本集團的全國彩票體系業務佈局，本集團透過西安天泰創新科技有限公司(本公司的間接全資附屬公司)與彩平方科技有限公司訂立投資協議。董事認為投資彩平方將加強本集團各業務板塊的協同效應及促進本集團於彩票領域的業務發展。有關進一步詳情，請參閱本公司日期為2022年12月28日的公告。

於2022年12月，本集團在虛擬商品採購及交付服務平台進行拓展，自行研發「彩團優選」平台。董事認為「彩團優選」平台將使本集團的虛擬商品採購及交付服務業務在彩票領域實現多元化，有效地推動本集團業務的發展。有關進一步詳情，請參閱本公司日期為2022年12月21日的公告。

Management Discussion and Analysis

管理層討論及分析

Save as disclosed above, there were no significant investments held by the Company nor any material acquisitions or disposals of subsidiaries, associates and joint ventures during the Year.

Capital Commitments

There are no significant capital commitments outstanding provided for as at 31 December 2022 (as at 31 December 2021: nil).

Charge on the Group's Assets

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

Future Plan for Material Investment and Capital Assets

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

Top Customers

Our top five customers accounted for 66.7% and 71.5% of our revenue for the years ended 31 December 2022 and 2021, respectively. Our largest customer accounted for 42.1% and 41.8% of our revenue for the years ended 31 December 2022 and 2021, respectively.

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

除上文所披露者外，本公司於本年度內並無持有重大投資，亦無進行任何重大的附屬公司、聯營公司及合營企業收購或出售事項。

資本承擔

於2022年12月31日，概無已計提撥備的未履行重大資本承擔(於2021年12月31日：無)。

本集團資產抵押

於2022年12月31日，本集團概無向任何人士或金融機構抵押任何資產(於2021年12月31日：無)。

重大投資及資本資產的未來計劃

除招股章程及本報告內「重大投資、重大附屬公司、聯營公司及合營企業收購及出售事項」及「所得款項用途」章節所披露者外，於本報告日期概無其他重大投資及資本資產計劃。

主要客戶

截至2022年及2021年12月31日止年度我們前五大客戶佔我們收益分別66.7%及71.5%。截至2022年及2021年12月31日止年度我們最大客戶佔我們收益分別42.1%及41.8%。

據我們的董事所深知，董事或彼等各自的緊密聯繫人或擁有我們或附屬公司已發行股本5%以上的任何人士於本年度內概無於我們的任何前五大客戶中擁有任何權益。

Management Discussion and Analysis

管理層討論及分析

Top Suppliers

Our top five suppliers accounted for 77.4% and 74.2% of our total costs of sales for the years ended 31 December 2022 and 2021, respectively. Our largest supplier accounted for 61.4% and 62.6% of our total costs of sales for the years ended 31 December 2022 and 2021, respectively.

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

Key Financial Ratio

The following table sets forth certain financial ratio as of the balance sheet dates indicated:

主要供應商

截至2022年及2021年12月31日止年度，我們前五大供應商佔我們銷售成本總額分別77.4%及74.2%。截至2022年及2021年12月31日止年度，我們最大供應商佔我們銷售成本總額分別61.4%及62.6%。

據我們的董事所深知，董事或彼等各自的緊密聯繫人或擁有我們或附屬公司已發行股本5%以上的任何人士於本年度內概無於我們的任何前五大供應商中擁有任何權益。

主要財務比率

下表載列截至所示資產負債表日期的若干財務比率：

| | | As of 31 December 2022 截至2022年 12月31日 | As of 31 December 2021 截至2021年 12月31日 |
|--|------------------------------------|---|---|
| Profitability ratios | 盈利比率 | | |
| Gross profit margin ⁽¹⁾ | 毛利率 ⁽¹⁾ | 52.0 | 50.2 |
| Net profit margin ⁽²⁾ | 純利率 ⁽²⁾ | 26.7 | 22.8 |
| Adjusted net profit margin under HKFRS measures ⁽³⁾ | 香港財務報告準則計量項下的經調整純利率 ⁽³⁾ | 31.6 | 29.0 |
| Return on equity ⁽⁴⁾ | 權益回報率 ⁽⁴⁾ | 23.0 | 47.2 |
| Return on total assets ⁽⁵⁾ | 資產總值回報率 ⁽⁵⁾ | 17.1 | 21.3 |
| Liquidity ratios | 流動資金比率 | | |
| Current ratio ⁽⁶⁾ | 流動比率 ⁽⁶⁾ | 3.7 times倍 | 1.6 times倍 |
| Quick ratio ⁽⁷⁾ | 速動比率 ⁽⁷⁾ | 3.7 times倍 | 1.5 times倍 |
| Capital adequacy ratios | 資本充足比率 | | |
| Gearing ratio ⁽⁸⁾ | 資產負債比率 ⁽⁸⁾ | 12.9% | 46.1% |
| Debt-to-equity ratio ⁽⁹⁾ | 債務對權益比率 ⁽⁹⁾ | N/A不適用 | N/A不適用 |

Management Discussion and Analysis

管理層討論及分析

Notes:

- (1) The calculation of gross profit margin is based on gross profit for the year divided by revenue and multiplied by 100%.
- (2) The calculation of net profit margin is based on profit for the year divided by revenue and multiplied by 100%.
- (3) Calculated based on the adjusted net profit under non-HKFRS measures and calculated by excluding the effect of listing expenses.
- (4) The calculation of return on equity is based on profit for the year divided by ending balance of total equity and multiplied by 100%.
- (5) The calculation of return on total assets is based on profit for the year divided by ending balance of total assets and multiplied by 100%.
- (6) Current ratio is calculated as current assets divided by current liabilities as at the relevant financial year end.
- (7) Quick ratio is calculated as current assets less inventories divided by current liabilities as at the relevant financial year end.
- (8) Gearing ratio is calculated as total debt divided by total equity and multiplied by 100% as at the relevant financial year end. Total debts refer to all interest-bearing bank loans, amounts due to related parties and lease liabilities of our Group as at the end of the respective year.
- (9) Debt to equity ratio is calculated as net debt (representing total debt minus cash and cash equivalent as at the relevant year end) divided by the total equity as at the end of the respective year and multiplied by 100%. As our cash and cash equivalent is higher than our total debts as at 31 December 2021 and 2022, the debt to equity ratio is not applicable to such periods.

附註：

- (1) 毛利率按年內毛利除以收益再乘以100%計算。
- (2) 純利率按年內溢利除以收益再乘以100%計算。
- (3) 乃按非香港財務報告準則計量項下的經調整純利計算及不計及上市開支的影響計算。
- (4) 權益回報率按年內溢利除以權益總額年末結餘再乘以100%計算。
- (5) 資產總值回報率按年內溢利除以資產總值年末結餘再乘以100%計算。
- (6) 流動比率按相關財政年末流動資產除以流動負債計算。
- (7) 速動比率按相關財政年末流動資產減存貨除以流動負債計算。
- (8) 資產負債比率按相關財政年末債務總額除以權益總額再乘以100%計算。債務總額指於各年末，本集團所有計息銀行貸款、應付關聯方款項及租賃負債。
- (9) 債務對權益比率按於各年末的債務淨額（即於相關年末債務總額減現金及現金等價物）除以權益總額再乘以100%計算。於2021年及2022年12月31日，我們的現金及現金等價物高於我們的債務總額，因此債務對權益比率不適用於該等期間。



Management Discussion and Analysis

管理層討論及分析

Treasury policies

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period under review. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that sufficient financial resources are available in order to meet its funding requirements and commitment timely.

Foreign exchange exposure

Foreign exchange risk refers to the risk of loss caused by the changes in foreign exchange rates. The operations of the Group are mainly located in the PRC with most transactions denominated and settled in Renminbi.

During the year ended 31 December 2022, no financial instrument was used for hedging purposes, and we did not commit to any financial instruments to hedge our exposure to foreign exchange risk, as the expected foreign exchange risk is not significant. The Directors and senior management of the Company will continue to closely monitor the foreign exchange exposure and take measures when necessary to ensure that the foreign exchange risk is within the controllable range.

Capital structure

The shares of the Company were listed on Main Board of the Stock Exchange on the Listing Date. There has been no major change in the capital structure of the Company since then.

庫務政策

本集團在制定庫務政策方面採取審慎的財務管理方針，從而於整個回顧期間維持穩健的流動資金狀況。本集團持續對其客戶進行信貸評估及財務狀況評估，務求降低信貸風險。為管理流動資金風險，董事會密切監察本集團的流動資金狀況，以確保擁有充足的可動用財務資源以滿足其不時的資金需要及承擔。

外匯風險

外匯風險是指因外幣匯率變動而造成損失的風險。本集團的業務主要在中國經營，大部分交易乃以人民幣計值及結算。

於截至2022年12月31日止年度內，由於預期外匯風險並不重大，本集團並無使用任何金融工具進行對沖，亦無承諾使用任何金融工具以對沖其外匯風險敞口。本公司董事及高級管理層將繼續密切監控外匯風險，並於必要時採取措施以確保外匯風險處於可控範圍內。

資本架構

本公司股份於上市日期在聯交所主板上市。自此，本公司的資本架構尚無重大變動。

FUTURE AND OUTLOOK

Despite the Resurgence, the Group's business operations have not been impacted negatively. Fortunately, the travel and quarantine restrictions imposed by local governments, suspension of lottery sales and delay in trade receivables settlements only existed temporarily and there has been no significant impact or disruption to our provision of services and daily business operations.

For the lottery business, we will continue to deploy resources in order to enable us fully penetrate into the industry. We aim to improve the sales of lottery tickets through offline stores by boosting sales from corporate entities. We will expand our lottery sales points and build new business relationships with the remaining provinces. Among them, Zhejiang province will be the key location we wish to break through. In addition to the organic growth of our lottery business, we plan to pursue strategic investment and merger and acquisition opportunities that would help strengthen our product offerings and develop future business in the sports and welfare lottery industry. Through acquisitions, we aim to create the potential for expansion of our lottery retail stores. Through the Group's established customer base, we will convert the widespread lottery retail network in the PRC into our marketing channel. In order to strengthen the trend of "digitalisation", we will provide digital solutions in a comprehensive manner to lottery business operations.

未來及展望

儘管出現疫情反彈，本集團的業務營運並未受到負面影響。幸好，各地政府實施的出行及隔離限制、暫停彩票銷售及延遲應收賬款償付僅是暫時現象，並無對我們服務的提供及日常業務營運造成嚴重影響或中斷。

彩票業務方面，我們將繼續投入資源，全面滲透彩票行業。我們致力提振企業實體銷售，透過線下商店提升彩票銷量。我們將擴展彩票銷售網點，並與其他省份建立新業務關係。當中，我們將浙江省作為突破重點。在促進彩票業務自身增長之餘，我們計劃進行戰略投資及把握併購機會，藉此加強我們的產品組合及發展體育及公益彩票行業的未來業務。我們積極進行業務收購，為擴展彩票零售店創造潛能。透過本集團成熟的客戶群，我們將於中國廣泛的彩票零售網轉化為營銷渠道。為了強化「數字化」趨勢，我們將為彩票業務營運提供全方位的數字化解決方案。



Management Discussion and Analysis

管理層討論及分析

As part of the business diversification process, we will create and strengthen synergies between the marketing and promotion services, lottery solutions and the tobacco industry. With our success in the marketing field, we intend to utilise existing marketing channels and platforms to assist lottery retail stores with enhanced user acquisition, engagement and retention. The lottery buyer base will be significantly increased through connecting offline stores to online platforms. We believe the expansion of marketing operations in the lottery industry will allow cross-selling of our marketing and promotion services and IT solutions services to the relevant marketing participants. This allows the expansion of sales points network of both business segments of the Group and exploration of potential marketing and advertising through the offline outlets.

We also plan to increase our R&D efforts in advertising solutions, enabling our customers to utilise existing user traffic they have created, and monetise such traffic to generate additional income sources. We will continue to carry out independent R&D in virtual goods sourcing and delivery platforms like “Caituan Youxuan”, which serves to refine, streamline and expand business operations and existing customer base. For product offerings, we endeavour to integrate existing supply chains and enrich the scope and quality of services offered. Driven by demands from existing customers and growing competition in the marketing industry, we will carry on the growth momentum through innovative marketing solutions and exploration of new opportunities, thus increasing the revenue generated from the marketing services.

作為業務多元化進程的一部分，我們將創造及加強營銷與推廣服務、彩票解決方案與煙草行業之間的協同效應。憑藉我們於營銷領域取得的成功，我們擬利用現有營銷渠道及平台，提升獲客能力及留存率，為彩票零售店提供助力。透過線下商店與線上平台聯動，可望帶動彩票買家數量大幅增加。我們相信，透過擴大彩票行業營銷業務，可向相關營銷參與者交叉銷售營銷及推廣服務與IT解決方案服務。此舉有助擴大集團該等業務板塊的銷售點網絡，並透過線下網點探索潛在營銷及廣告機會。

我們還計劃加大廣告解決方案的研發投入，助力客戶利用其創造的現有用戶流量，並將有關流量變現以產生新收益來源。我們將繼續就「彩團優選」等虛擬商品採購及交付平台開展獨立研發，有助細分、精簡及擴大業務運營及現有客戶基礎。產品組合方面，我們致力整合現有供應鏈及豐富所提供服務的範疇及質量。受現有客戶需求及營銷行業競爭加劇所推動，我們將透過創新營銷解決方案及挖掘新商機來維持增長勢頭，從而實現營銷服務收益持續攀升。

Management Discussion and Analysis

管理層討論及分析

The uncertainty surrounding COVID-19 ceased to exist and the Chinese borders have been re-opened in January 2023. We believe that the retail sales will be boosted, thus bringing positive business impact to our Group. In terms of marketing services, we have maintained stable business relationships with our customers and will seek to further expand our capabilities in providing comprehensive marketing solutions. Through consistent effort in developing our SaaS enterprise marketing platform, we believe that we are fully capable in dealing with any potential, rapid shift in advertising needs among our customers with respect to the borders reopening.

Use of Proceeds

The Shares were listed on the Main Board of the Stock Exchange on 17 October 2022 by way of Global Offering, raising total net proceeds of HK\$100.7 million (the “**IPO proceeds**”) after deducting professional fees, underwriting commissions and other related listing expenses. The Over-allotment Option has not been exercised and the Over-allotment Option had lapsed on 6 November 2022.

隨著COVID-19疫情的不確定因素消隔，中國於2023年1月重開邊境。我們相信零售銷售將會回升，從而為本集團業務帶來正面影響。營銷服務方面，我們一直與客戶維持穩健業務關係，並將致力進一步擴展我們提供綜合營銷解決方案的能力。透過持續發展SaaS企業營銷平台，我們相信，我們完全具備能力應對因應重開邊境導致客戶廣告需求的任何潛在快速變化。

所得款項用途

股份於2022年10月17日透過全球發售於聯交所主板上市，籌得所得款項淨額總額100.7百萬港元（「**首次公開發售所得款項**」）（已扣除專業費用、包銷佣金及其他相關上市開支）。超額配股權並無獲行使，且超額配股權已於2022年11月6日失效。

Management Discussion and Analysis

管理層討論及分析

As at 31 December 2022, IPO proceeds of HK\$11.2 million has been utilised. An analysis of the net proceeds from the Listing Date up to 31 December 2022 is set out below:

於2022年12月31日，首次公開發售所得款項11.2百萬港元已獲動用。自上市日期直至2022年12月31日的所得款項淨額分析載列如下：

| | | Approximate % of total IPO proceeds | Allocated use of actual IPO proceeds | Utilised IPO proceeds as of 31 December 2022 | IPO proceeds unused balance as of 31 December 2022 | Proposed timetable for utilising the remaining balance of IPO proceeds from the Global Offering |
|---|--------------------------------------|---|---|--|--|---|
| | | 佔首次公開發售 所得款項總額 概約百分比 % | 實際 首次公開發 售所得款項的 分配用途 HK\$ million 百萬港元 | 截至2022年 12月31日 已動用首次 公開發售所得款項 HK\$ million 百萬港元 | 截至2022年 12月31日 首次公開發售 所得款項 未動用結餘 HK\$ million 百萬港元 | 動用全球發售之首次公開發售所得款項 結餘之建議時間表 |
| Developing and expanding our online marketing channels and resources for our marketing and promotion services | 開發及擴展我們營銷及推廣服務的線上營銷渠道及資源 | 42.2 | 42.5 | 6.0 | 36.5 | On or before 31 December 2024 於2024年12月31日或之前 |
| Further developing and expanding our supplier base and types of virtual goods on offer | 進一步開發及擴展我們的供應商基礎及所提供的虛擬商品類型 | 26.7 | 26.9 | 4.5 | 22.4 | On or before 31 December 2024 於2024年12月31日或之前 |
| Acquiring companies in marketing and related industries | 收購營銷及相關行業的公司 | 14.9 | 15.0 | - | 15.0 | On or before 31 December 2023 於2023年12月31日或之前 |
| Developing and operating our SaaS enterprise marketing service platform as a means to expand our marketing channels | 開發及運營我們的SaaS企業營銷服務平台，作為擴展我們營銷渠道的一種方式 | 6.3 | 6.3 | - | 6.3 | On or before 31 December 2024 於2024年12月31日或之前 |
| General working capital | 一般營運資金 | 9.9 | 10.0 | 0.7 | 9.3 | On or before 31 December 2024 於2024年12月31日或之前 |
| Total | 總計 | 100 | 100.7 | 11.2 | 89.5 | |

As at 31 December 2022, the amount of unutilised net proceeds amounted to approximately HK\$89.5 million. The unutilised net proceeds were placed in interest-bearing deposits with authorised financial institutions or licensed banks in Hong Kong and the PRC.

於2022年12月31日，未動用所得款項淨額為約89.5百萬港元。未動用所得款項淨額於香港及中國獲授權金融機構或持牌銀行存作計息存款。

Up to 31 December 2022, the utilised net proceeds were applied in accordance with the planned use as previously disclosed in the Prospectus and the remaining net proceeds are expected to be used as planned. The remaining unutilised net proceeds are expected to be utilised on or before 31 December 2024.

截至2022年12月31日，經動用所得款項淨額已按照章程先前披露的計劃用途動用，而餘下所得款項淨額預期將按計劃動用。餘下未動用所得款項淨額預期將於2024年12月31日或之前動用。

Profiles of Directors and Senior Management

董事及高級管理層履歷詳情

DIRECTORS

董事

Executive Directors

執行董事

Mr. Chen Ping (陳平), aged 58, is the Chairman of the Board. He was appointed as an executive Director of the Company on 28 October 2021. As the Chairman of our Board, Mr. Chen is primarily responsible for the overall strategic planning of our corporate directions, management, development and strategies of our Group. From January 2011 to July 2017, he also served as a director of Hangzhou Rego. Since November 2017, Mr. Chen has been serving as a director of Vichen HK. Mr. Chen has accumulated over 31 years of experience in internet, computer software research and development related industry. Prior to joining the Group in 2011, Mr. Chen has worked at various organisation. Set forth below are the details:

陳平先生，58歲，為董事會主席。彼於2021年10月28日獲委任為本公司執行董事。作為我們的董事會主席，陳先生主要負責本集團公司方向、管理、發展與戰略的整體戰略規劃。自2011年1月至2017年7月，彼亦擔任杭州潤歌的董事。自2017年11月起，陳先生於緯晨HK擔任董事。陳先生已於互聯網、計算機軟件研發相關行業累積逾31年經驗。於2011年加入本集團前，陳先生曾任職於多個組織。詳情載列如下：

| Name of Organisation 組織名稱 | Position 職位 | Period of Service 服務期間 | Responsibilities 職責 |
|---|---|--|--|
| Zhejiang University (浙江大學) in the PRC 中國浙江大學 | Associate professor 副教授 | January 1990 – present 1990年1月至今 | Mentored graduate students in the Department of Computer Science and Technology 於計算機科學與技術學院指導研究生 |
| Shenghua Lande Scitech Limited* (“Shenghua Lande”) (previously known as Zheda Lande Scitech Limited*) (listed on GEM of the Stock Exchange, stock code: 8106) 浙江昇華蘭德科技股份有限公司(「昇華蘭德」，前稱浙江浙大網新蘭德科技股份有限公司)(於聯交所GEM上市，股份代號：8106) | General manager 總經理 | May 1997 – September 2001 1997年5月至2001年9月 | Primarily responsible for the company’s overall operation management, strategic and investment planning, board meetings coordination and administrative matters 主要負責公司整體運營管理、戰略及投資規劃、董事會會議協調及行政事宜 |
| | Chairman of the board and an executive director 董事會主席兼執行董事 | September 2001 – May 2017 2001年9月至2017年5月 | Primarily responsible for strategic and investment planning and business development affairs of the company 主要負責公司戰略及投資規劃以及業務發展事宜 |

Profiles of Directors and Senior Management

董事及高級管理層履歷詳情

| Name of Organisation 組織名稱 | Position 職位 | Period of Service 服務期間 | Responsibilities 職責 |
|---|--|---|---|
| | Executive director 執行董事 | September 2001 – August 2020 2001年9月至2020年8月 | Mainly responsible for strategic and investment planning and overall operation management of the company 主要負責公司戰略及投資規劃以及整體運營管理 |
| | Chief executive officer 行政總裁 | September 2001 – March 2007 2001年9月至2007年3月 | |
| | | May 2009 – February 2017 2009年5月至2017年2月 | |
| | Vice chairman of the board 董事會副主席 | May 2017 – present 2017年5月至今 | |
| | Non-executive director 非執行董事 | August 2020 – present 2020年8月至今 | |
| Shanghai Zhouxin Information Technology Co., Ltd.* ("Shanghai Zhouxin") 上海洲信信息技術有限公司(「上海洲信」) | Executive director and general manager 執行董事兼總經理 | April 2002 – present 2002年4月至今 | Mainly responsible for strategic and investment planning and overall operation management of the company 主要負責公司戰略及投資規劃以及整體運營管理 |
| Zhejiang Lande Entrepreneurial Investment Co., Ltd.* 浙江蘭德創業投資有限公司 | Executive director and general manager 執行董事兼總經理 | July 2010 – present 2010年7月至今 | Mainly responsible for strategic and investment planning and overall operation management of the company 主要負責公司戰略及投資規劃以及整體運營管理 |
| Zhejiang Lande Runguang Investment Management Co., Ltd.* 浙江蘭德潤廣投資管理有限公司 | Executive director and general manager 執行董事兼總經理 | December 2010 – present 2010年12月至今 | Mainly responsible for strategic and investment planning and overall operation management of the company 主要負責公司戰略及投資規劃以及整體運營管理 |

Profiles of Directors and Senior Management

董事及高級管理層履歷詳情

| Name of Organisation 組織名稱 | Position 職位 | Period of Service 服務期間 | Responsibilities 職責 |
|--|--|-------------------------------|--|
| Hangzhou Lande Herun Investment Co., Ltd.* | Executive director and general manager | December 2010 – present | Mainly responsible for strategic and investment planning and overall operation management of the company |
| 杭州蘭德和潤投資有限公司 | 執行董事兼總經理 | 2010年12月至今 | 主要負責公司戰略及投資規劃以及整體運營管理 |
| Zhejiang Xiaochong Technology Co., Ltd.* | Director | May 2016 – October 2020 | Mainly responsible for strategic and investment planning and overall operation management of the company |
| 浙江小蟲科技有限公司 | 董事 | 2016年5月至2020年10月 | 主要負責公司戰略及投資規劃以及整體運營管理 |
| Hangzhou Tax Cloud Network Technology Co., Ltd.* | Executive director | February 2015 – November 2019 | Mainly responsible for these companies' overall operation management and strategic and investment planning |
| 杭州稅雲網絡科技有限公司 | 執行董事 | 2015年2月至2019年11月 | 主要負責該等公司的整體運營管理以及戰略及投資規劃 |
| Hangzhou Baiqu Technology Co., Ltd.* | Director | May 2018 – April 2020 | Mainly responsible for strategic and investment planning and overall operation management of the company |
| 杭州百趣科技有限公司 | 董事 | 2018年5月至2020年4月 | 主要負責公司戰略及投資規劃以及整體運營管理 |



Profiles of Directors and Senior Management

董事及高級管理層履歷詳情

Mr. Chen graduated from the Department of Computer Science and Technology at Zhejiang University in the PRC with a bachelor's degree in computing software and a master's degree in engineering in July 1987 and December 1989, respectively. Since graduation from Zhejiang University, Mr. Chen has been involved in research and development of computer networking and communication platforms, particularly in wireless data communication platforms and was awarded the Zhejiang Province Science and Technology Advancement Second Prize and Third Prize (浙江省科學技術進步二等獎及三等獎) issued by the Zhejiang Provincial People's Government* (浙江省人民政府) in 1993. Mr. Chen published a computer networking academic textbook in the PRC. Mr. Chen received his master's degree in business administration from China Europe International Business School (中歐國際工商學院) in the PRC in September 2005.

Mr. Tian Huan (田歡), aged 55, is the chief executive officer of the Company. He is a founder of our Group and was appointed as an executive Director of the Company on 28 October 2021. As our chief executive officer, Mr. Tian is primarily responsible for the overall management, operations and charting and reviewing of corporate directions and strategies of our Group. He has served various capacities in Hangzhou Rego since 2011. He was appointed as a director of Hangzhou Rego from January 2011 to July 2017; a manager from January 2011 to July 2017; he was then promoted as vice chairman of the board in January 2013; in July 2017, he was further promoted as an executive director; he subsequently redesignated as the chairman of the board in November 2017. He has also been serving as an executive director of Zhejiang Runye, since September 2016; and an executive director and general manager of Hainan Rego since July 2019.

陳先生畢業於中國浙江大學計算機科學與技術學院，分別於1987年7月及1989年12月取得計算機軟件學士學位及工程碩士學位。自畢業於浙江大學後，陳先生一直參與研發計算機網絡及通信平台，特別是無線數據通信平台，並於1993年獲得浙江省人民政府頒發的浙江省科學技術進步二等獎及三等獎。陳先生已於中國出版一本有關計算機網絡的教科書。陳先生於2005年9月自中國中歐國際工商學院取得工商管理碩士學位。

田歡先生，55歲，為本公司行政總裁。彼為本集團創始人，並於2021年10月28日獲委任為本公司執行董事。作為我們的行政總裁，田先生主要負責本集團整體管理、運營及公司方向與戰略的制定及審核。彼自2011年起於杭州潤歌擔任不同職位。自2011年1月至2017年7月，彼獲委任為杭州潤歌的董事；自2011年1月至2017年7月獲委任為其經理；彼隨後於2013年1月晉升為董事會副主席；於2017年7月，彼進一步晉升為執行董事；彼其後於2017年11月獲調任為董事會主席。彼自2016年9月起亦擔任浙江潤也的執行董事；並自2019年7月起擔任海南潤歌的執行董事兼總經理。

Profiles of Directors and Senior Management

董事及高級管理層履歷詳情

Mr. Tian has accumulated over 28 years of experience in sales and marketing of telecommunication appliances and computer system maintenance. Prior to joining our Group, Mr. Tian worked for various information and technology companies. From September 1988 to May 1989, Mr. Tian served as a salesman in the marketing department at Fujian Fuzhou City Science Committee Computer Company* (福建福州市科委福州電腦公司). From June 1989 to September 1991, Mr. Tian served as a department manager at Fuzhou Zhida Computer Co., Ltd.* (福州智達計算機有限公司). From December 1992 to August 1999, Mr. Tian served as a greater district manager at Fuzhou Weifan Computer System Integration Co., Ltd.* (福州威帆電腦系統集成有限公司), where he supervised the sales of integrated computer systems and products. From September 1999 to July 2008, Mr. Tian served as a general manager at Hangzhou Saier Equipment, where he was responsible for the supervision of sales and marketing of telecommunication devices and products. From August 2008 to November 2012, he served as a general manager at Shanghai Lianxin Information Technology Co. Ltd.* (上海連欣通訊科技有限公司), where he supervised the system development and operation of the recharging system. From December 2012 to May 2017, Mr. Tian served as an executive vice president of Shanghai Zhouxin, where he supervised the business of value-added services for mobile carriers.

Mr. Tian graduated from Huaqiao University* (華僑大學) in the PRC with a bachelor's degree in applied mathematics in July 1988.

田先生已於電信裝置及計算機系統維護的銷售及營銷領域累積逾28年經驗。於加入本集團前，田先生曾於多家信息及技術公司任職。自1988年9月至1989年5月，田先生擔任福建福州市科委福州電腦公司市場部的銷售人員。自1989年6月至1991年9月，田先生擔任福州智達計算機有限公司的部門經理。自1992年12月至1999年8月，田先生擔任福州威帆電腦系統集成有限公司的大區經理，監督集成計算機系統及產品的銷售。自1999年9月至2008年7月，田先生擔任杭州賽爾設備的總經理，負責監督電信設備及產品的銷售及營銷。自2008年8月至2012年11月，彼擔任上海連欣通訊科技有限公司的總經理，監督充值系統的系統開發及運營。自2012年12月至2017年5月，田先生擔任上海洲信的常務副總裁，監督移動運營商的增值服務業務。

田先生畢業於中國華僑大學，於1988年7月取得應用數學學士學位。

Profiles of Directors and Senior Management

董事及高級管理層履歷詳情

Mr. Zhang Yongli (張永利), aged 34, is the chief operating officer of the Company. Mr. Zhang joined our Group in September 2016 and was appointed as an executive Director of the Company on 28 October 2021. As our chief operating officer, Mr. Zhang is primarily responsible for overall business development and operations. He has been serving various capacities in different subsidiaries of our Group since 2016. He has been serving as a manager of Zhejiang Runye since September 2016; as a manager and a director of Hangzhou Rego since July 2017 and November 2017 respectively; an executive director of Jiangxi Yunjia (a subsidiary which was deregistered on 5 November 2021) since October 2018; and was appointed as a vice chairman and manager of Yuncaitong from July 2018 to May 2020, and has been serving as the chairman of Yuncaitong since May 2020.

Mr. Zhang has accumulated over nine years of experience in the field of sales and marketing of telecommunication value-added services. Prior to joining our Group in 2016, Mr. Zhang served as a marketing director at Shanghai Zhouxin from June 2008 to January 2015, where he supervised and managed the value-added service business. From February 2015 to October 2016, Mr. Zhang served as an associate general manager at Zhejiang Yuanxing Information Technology Co., Ltd.* (浙江元幸信息科技有限公司), where he was primarily responsible for overall operation of such company. Since May 2020, he has been serving as an executive director of Hangzhou Co-Creation Brilliant Technology Co., Ltd.* (杭州共創輝煌科技有限公司), where he is primarily responsible for overall operation of such company.

Mr. Zhang graduated from Zhejiang Institute of Economics and Trade* (浙江經貿職業技術學院) in the PRC with a diploma in applied electronics in June 2008.

Mr. Fan Lianshun (范連順), aged 59, is appointed as an executive Director of the Company. Prior to joining the Group, Mr. Fan served in the Chinese People's Liberation Army ("PLA") for 21 years and founded Xi'an Tiantai Huitou Enterprise Management Group Co., Ltd. (西安天泰匯投企業管理集團有限公司) in 2019 as the legal representative and an executive director after retirement from the military service in 2003. Mr. Fan graduated from the PLA Information Engineering University (解放軍信息工程大學) in 1987 majoring in computer engineering, and obtained a doctorate degree in business administration from Xi'an Jiaotong University in 2010.

張永利先生，34歲，為本公司運營總監。張先生於2016年9月加入本集團，並於2021年10月28日獲委任為本公司執行董事。作為我們的運營總監，張先生主要負責整體業務發展及運營。自2016年起，彼亦於本集團不同附屬公司擔任不同職務。自2016年9月起，彼擔任浙江潤也的經理；自2017年7月及2017年11月起分別擔任杭州潤歌的經理及董事；自2018年10月起擔任江西雲家（一家於2021年11月5日註銷的附屬公司）的執行董事；並自2018年7月至2020年5月獲委任為雲彩通的副董事長及經理，以及自2020年5月起擔任雲彩通的董事長。

張先生已於銷售及營銷電信增值服務領域累積逾九年經驗。於2016年加入本集團前，自2008年6月至2015年1月，張先生擔任上海洲信的營銷總監，監督及管理增值服務業務。自2015年2月至2016年10月，張先生擔任浙江元幸信息科技有限公司的副總經理，主要負責該公司的整體運營。自2020年5月起，彼於杭州共創輝煌科技有限公司擔任執行董事，主要負責該公司的整體運營。

張先生於2008年6月畢業於中國浙江經貿職業技術學院，取得應用電子文憑。

范連順先生，59歲，獲委任為本公司之執行董事。加入本集團前，范先生在中國人民解放軍服役21年，2003年從軍隊轉業後，於2019年創立西安天泰匯投企業管理集團有限公司，擔任法人、執行董事。范先生於1987年畢業於解放軍信息工程大學，主修計算機工程專業，並於2010年取得西安交通大學工商管理博士學位。

Profiles of Directors and Senior Management

董事及高級管理層履歷詳情

Mr. Xia Yuanbo (夏遠波), aged 39, is the vice president of operations of the Group and is appointed as an executive Director of the Company. Mr. Xia joined the Group in April 2018 and he is primarily responsible for supervision and management of general operations of the Group.

Mr. Xia has also served as other roles in various members of the Group. From April 2018 to October 2018, he was appointed as the general manager of Hangzhou Runsheng and was redesignated as the director of interactive entertainment business from November 2018 to March 2019. He was then appointed as the secretary to the board of Hangzhou Runsheng from April 2019 to December 2019. From January 2020 to June 2020, he was appointed as the secretary to the board of Zhejiang Runye. Since July 2020, he has been serving as the vice president of Hangzhou Rego.

Mr. Xia has accumulated over 13 years of experience in value-added telecommunication industry. From March 2008 to October 2009, Mr. Xia served as an assistant to the manager in Shanghai Zhouxin, where he was responsible for customer and supplier development. He was later redesignated as a district manager from November 2009 to May 2011; as the director of operation department from June 2011 to August 2013; as the deputy general manager from September 2013 to August 2014; and as the general manager of the same company from September 2014 to March 2018, where he was primarily responsible for overall operation and management of value-added service business of the company during these periods. From June 2016 to July 2019, Mr. Xia served as a director of Hubei Elite, where he was primarily responsible for overall management. Mr. Xia graduated from Zhejiang University of Science and Technology* (浙江科技學院) in the PRC with a bachelor's degree in communication engineering in June 2005.

夏遠波先生，39歲，為本集團運營副總裁，並獲委任為本公司執行董事。夏先生於2018年4月加入本集團，彼主要負責監察及管理本集團一般運營。

夏先生亦於本集團各成員公司擔任其他職務。自2018年4月至2018年10月，彼獲委任為杭州潤升的總經理，並於2018年11月至2019年3月調任為互娛事業部的總監。其後，自2019年4月至2019年12月，彼獲委任為杭州潤升的董事會秘書。自2020年1月至2020年6月，彼獲委任為浙江潤也的董事會秘書。自2020年7月起，彼擔任杭州潤歌的副總裁。

夏先生已於增值電信行業累積逾13年經驗。自2008年3月至2009年10月，夏先生擔任上海洲信的經理助理，彼負責客戶及供應商開發。彼其後自2009年11月至2011年5月調任為區域經理；自2011年6月至2013年8月擔任事業部運營總監；自2013年9月至2014年8月擔任副總經理；並自2014年9月至2018年3月於同一公司擔任總經理，於該等期間主要負責公司的增值服務業務整體運營及管理。自2016年6月至2019年7月，夏先生擔任湖北精英的董事，彼主要負責整體管理。夏先生畢業於中國浙江科技學院，於2005年6月取得通信工程學士學位。

Profiles of Directors and Senior Management

董事及高級管理層履歷詳情

Ms. Zeng Zhen (曾真), aged 34, is appointed as an executive Director of the Company. Prior to joining the Group, Ms. Zeng was the secretary to the president of Wonderful Sky Financial Group Holdings Limited (stock code: 01260.HK) in Hong Kong from April 2011 to June 2013. From June 2013 to July 2017, she served as a senior analyst of Simsen International Financial Group Limited. From December 2017 to present, she has served as the director of asset operation department of Zhejiang Mingsound Asset Management Co. Ltd. (浙江銘聲資產管理有限公司). Ms. Zeng graduated from Lingnan University in Hong Kong in 2010 with a major in marketing.

曾真女士，34歲，獲委任為本公司之執行董事。加入本集團前，曾女士自2011年4月至2013年6月擔任香港皓天財經集團控股有限公司(股份代碼：01260.HK)總裁秘書。自2013年6月至2017年7月擔任天行國際金融集團有限公司高級分析師。自2017年12月至今擔任浙江銘聲資產管理有限公司資產運營部總監。曾女士2010年畢業於香港嶺南大學，主修市場營銷學。

Independent Non-executive Directors

Ms. Hu Huijun (胡惠君), aged 60, has been appointed as an independent non-executive Director of the Company since 17 October 2022. She is responsible for supervising and providing independent opinion and judgement to the Board.

獨立非執行董事

胡惠君女士，60歲，自2022年10月17日起獲委任為本公司獨立非執行董事，自本招股章程日期起生效。彼負責監督董事會並向其提供獨立意見及判斷。

Ms. Hu has accumulated over 13 years of experience in innovative product research and development, mainly including the research and development, and design of innovative consumer products. For instance, since 2014, Ms. Hu has been involved in managing the project of Integrated Key Laboratory for Healthy and Smart Kitchen System in Zhejiang Province (浙江省健康智慧廚房系統集成重點實驗室), a project targeting at research and development, and promotion of the smart kitchens and smart homes. In terms of experiences in sales and marketing, Ms. Hu was appointed as the president of the New Retail Professional Committee of China Commerce Association for General Merchandise* (中國百貨業協會新零售專業委員會) (the “**New Retail Committee**”) in March 2019 and has accumulated substantial experiences in the new retail industry, including field research and the promotion of the products. Ms. Hu has also been engaged in organising or participating in several sales and marketing related events with wide regional impact. In October 2020, she was responsible for organising “I am the host of my dream” (我的夢想我主播), a livestream commerce competition in terms of online marketing capabilities as the Chairman of the New Retail Committee.

胡女士已於創新產品研發方面累積逾13年經驗，主要包括創新消費者產品的研發及設計。例如，自2014年起，胡女士即參與管理浙江省健康智慧廚房系統集成重點實驗室項目(目標為研發及推廣智能廚房及智能家居的項目)。就銷售及營銷經驗方面，胡女士於2019年3月獲委任為中國百貨業協會新零售專業委員會(「**新零售委員會**」)之總裁，並已於新零售行業累積大量經驗，包括產品的實地調研及推廣。胡女士亦已組織或參與多項具有廣泛地區影響力的銷售及營銷相關活動。於2020年10月，彼作為新零售委員會之主席負責組織有關線上營銷能力的直播商業競賽「我的夢想我主播」。

Profiles of Directors and Senior Management

董事及高級管理層履歷詳情

Since September 2007, Ms. Hu has been lecturing and conducting academic research of foundation design theory and digital media at China Academy of Art* (中國美術學院). Ms. Hu graduated from Zhejiang University of Technology* (浙江工業大學) in the PRC in July 1999 with an associate degree in industrial and civil architecture. She graduated from Party School of the CPC Zhejiang Provincial Committee* (中共浙江省委黨校) in the PRC with a master's degree in economics with a major in social development in July 2004. In June 2007, Ms. Hu graduated from Edith Cowan University in Australia with a master's degree in education.

In March 2002, Ms. Hu obtained the qualification as senior technician issued by the Bureau of Human Resource of Zhejiang Province* (浙江省人事廳). Ms. Hu has obtained the certificate of associate research fellow issued by the same Bureau in December 2007. She further obtained the certificate of the senior research fellow from Zhejiang Province Human Resources and Social Security Department* (浙江省人力資源和社會保障廳) in October 2010.

Ms. Hu was awarded the 6th Zhejiang Province High Education Teaching Achievement Award Second Prize (浙江省第六屆高等教育教學成果獎二等獎) issued by the Zhejiang Provincial People's Government in December 2007. She was further awarded the National Teaching Achievement First Prize (國家教學成果一等獎) issued by the Ministry of Education of PRC* (中國教育部) in December 2018.

Mr. Wan Lixiang (萬立祥), aged 35, has appointed as an independent non-executive Director and the chairman of the audit committee of the Company since 17 October 2022. He is responsible for supervising and providing independent opinion and judgement to our Board. Mr. Wan has accumulated more than ten years of experience in accounting and finance industry. Prior to joining our Group, Mr. Wan has worked for various accounting firms and companies. Set forth below are the details:

自2007年9月起，胡女士於中國美術學院教授基礎設計理論及數字傳媒並進行相關學術研究。胡女士於1999年7月畢業於中國浙江工業大學，取得工業與民用建築專科學位。彼於2004年7月畢業於中國中共浙江省委黨校，取得經濟學碩士學位，主修社會發展。於2007年6月，胡女士畢業於澳洲伊迪斯科文大學，取得教育學碩士學位。

於2002年3月，胡女士取得浙江省人事廳頒發的高級實驗師資格。胡女士已於2007年12月取得浙江省人事廳頒發的副研究員證書。彼於2010年10月進一步自浙江省人力資源和社會保障廳取得高級研究員證書。

胡女士於2007年12月獲浙江省人民政府頒發浙江省第六屆高等教育教學成果獎二等獎。彼進一步於2018年12月獲中國教育部頒發國家教學成果一等獎。

萬立祥先生，35歲，自2022年10月17日起獲委任為本公司獨立非執行董事及審核委員會主席。彼負責監督董事會並向其提供獨立意見及判斷。萬先生於會計及金融行業已累計逾十年經驗。於加入本集團前，萬先生曾任職於多家會計師事務所及公司。詳情載列如下：

| Name of Organisation 組織名稱 | Position 職位 | Period of Service 服務期間 | Responsibilities 職責 |
|---|-------------------------|---|--|
| BDO China Shu Lun Pan Certified Public Accountants LLP 立信會計師事務所(特殊普通合夥) | Senior auditor 高級審計員 | December 2010 – June 2013 2010年12月至2013年6月 | Primarily responsible for various auditing projects 主要負責多項審計項目 |

Profiles of Directors and Senior Management

董事及高級管理層履歷詳情

| Name of Organisation 組織名稱 | Position 職位 | Period of Service 服務期間 | Responsibilities 職責 |
|---|---|------------------------------|---|
| Huzhou Guanmin Accounting Firm* | Department manager | July 2013 – April 2015 | Primarily responsible for financial auditing and budgeting matters |
| 湖州冠民會計師事務所(普通合夥) | 部門經理 | 2013年7月至2015年4月 | 主要負責財務審計及預算編製事宜 |
| Peking Certified Public Accountants (Special General Partnership) | Department manager | May 2015 – May 2017 | Responsible for financial auditing and budgeting matters |
| 中勤萬信會計師事務所(特殊普通合夥) | 部門經理 | 2015年5月至2017年5月 | 主要負責財務審計及預算編製事宜 |
| Zhejiang Runyang New Material Technology Co., Ltd.* (“ Zhejiang Runyang ”) (a company listed on the Shenzhen Stock Exchange, stock code: 300920) | Assistant to the chairman of the board | June 2017 – August 2017 | Primarily responsible for daily operation management, investors relations and investment planning |
| 浙江潤陽新材料科技股份有限公司(「 浙江潤陽 」)(一家於深圳證券交易所上市的公司，股份代號：300920) | 董事長助理 | 2017年6月至2017年8月 | 主要負責日常運營管理、投資者關係及投資規劃 |
| | Secretary to the board and deputy general manager | August 2017 – present | |
| | 董事會秘書兼副總經理 | 2017年8月至今 | |
| | Chief financial officer | December 2017 – January 2021 | |
| | 財務總監 | 2017年12月至2021年1月 | |
| Ningbo Runyang Yifeng New Material Technology Co., Ltd.* | Director | August 2019 – present | Primarily responsible for the overall business operation and administrative management |
| | 董事 | 2019年8月至今 | |
| | Executive director and general manager | June 2018 – present | |
| 寧波潤陽易豐新材料科技有限公司 | 執行董事兼總經理 | 2018年6月至今 | 主要負責整體業務運營及行政管理 |
| Ningbo Meishan Free Trade Zone Anyang Investment Management Partnership (limited partnership)* | Managing partner | August 2019 – present | Primarily responsible for the overall business operation and administrative management |
| 寧波梅山保稅港區安揚投資管理合夥企業(有限合夥) | 管理合夥人 | 2019年8月至今 | 主要負責整體業務運營及行政管理 |

Profiles of Directors and Senior Management

董事及高級管理層履歷詳情

| Name of Organisation 組織名稱 | Position 職位 | Period of Service 服務期間 | Responsibilities 職責 |
|--|--|---------------------------|--|
| Zhejiang Runyang Equity Investment Co., Ltd.* | Executive director and general manager | January 2021 – present | Primarily responsible for the overall business operation and administrative management |
| 浙江潤陽股權投資有限公司 | 執行董事兼總經理 | 2021年1月至今 | 主要負責整體業務運營及行政管理 |
| Zhejiang Runcheng Enterprise Management Co., Ltd.* | Executive director and general manager | January 2021 – present | Primarily responsible for the overall business operation and administrative management |
| 浙江潤誠企業管理有限公司 | 執行董事兼總經理 | 2021年1月至今 | 主要負責整體業務運營及行政管理 |

Mr. Wan graduated from Huzhou University* (湖州師範學院) in the PRC with a bachelor's degree in international economics and trade in June 2010. He obtained his MBA from Asia Metropolitan University in Malaysia through distance learning in July 2019. Mr. Wan also obtained his certificate of Certified Public Accountant issued by the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) in January 2014. He passed relevant exam and obtained the qualification certificate as board secretary issued by the Shenzhen Stock Exchange (深圳證券交易所) in August 2017. In April 2018, Mr. Wan attended a training course and obtained the qualification certificate as independent director of a listing company issued by the Shenzhen Stock Exchange. In October 2018, Mr. Wan obtained the qualification certificate in securities business issued by the Securities Association of China (中國證券業協會). In November 2018, Mr. Wan passed relevant exam and obtained the qualification certificate as board secretary issued by the Shanghai Stock Exchange (上海證券交易所). In April 2019, Mr. Wan obtained the certificate of senior international finance manager issued by the International Financial Management Association. In September 2019, Mr. Wan was admitted as an associate member of the Association of International Accountants. In June 2020, Mr. Wan obtained the Occupational Qualification Certificate as First Level/Senior Technician issued by the Ministry of Human Resources and Social Security of the PRC* (中國人力資源和社會保障部). In August 2020, Mr. Wan was admitted as a member of the Institute of Public Accountants and an associate of the Institute of Financial Accountants.

萬先生於2010年6月畢業於中國湖州師範學院，取得國際經貿學士學位。於2019年7月，彼透過遠程學習於馬來西亞亞洲城市大學取得工商管理碩士學位。萬先生亦於2014年1月取得中國註冊會計師協會頒發的執業會計師證書。彼於2017年8月通過相關考試並取得深圳證券交易所頒發的董事會秘書資格證書。於2018年4月，萬先生參加培訓課程並取得深圳證券交易所頒發的上市公司獨立董事資格證書。於2018年10月，萬先生取得中國證券業協會頒發的證券業務資格證書。於2018年11月，萬先生通過相關考試並取得上海證券交易所頒發的董事會秘書資格證書。於2019年4月，萬先生取得國際財務管理協會頒發的高級國際財務管理師證書。於2019年9月，萬先生成為國際會計師公會會員。於2020年6月，萬先生取得中國人力資源和社會保障部頒發的一級人力資源管理師(高級)職業資格證書。於2020年8月，萬先生成為公共會計師公會會員及財務會計師公會會員。

Profiles of Directors and Senior Management

董事及高級管理層履歷詳情

Mr. Zhao Zhongping (趙忠平), aged 57, has been appointed as an independent non-executive Director of the Company since 17 October 2022. He is primarily responsible for supervising and providing independent opinion and judgement to our Board.

Mr. Zhao has acquired more than 21 years of experience in investment management and infrastructure. Prior to joining our Group, Mr. Zhao worked as deputy chief for the business development department at Shanghai Pudong Development Bank Co., Ltd.'s Hangzhou Branch* (上海浦東發展銀行股份有限公司杭州分行) from March 1995 to November 1999, he was then redesignated as the chief for credit department at the bank's Wenhui sub-branch* (文暉支行) from November 1999 to February 2002. From February 2002 to December 2004, he worked as manager of the investment department at Shenghua Lande, mainly responsible for the investment management of the company. From December 2004 to March 2012, he worked in Supcon Group Co., Ltd.* (中控科技集團有限公司) ("Supcon") as a vice president responsible for finance, investment and infrastructure of the group, and subsequently put in charge of the group's infrastructure projects between March 2012 and October 2017. From December 2009 to present, he has been the chairman of Zhejiang Yinjia Venture Capital Co., Ltd.* (浙江銀家創業投資有限公司) responsible for its strategic and investment planning. From October 2017 to December 2018, Mr. Zhao worked as vice president for Hangzhou Ewell Technology Co., Ltd.* (醫惠科技有限公司), where he was primarily tasked with the engineering of the company's smart medical products industrialisation base and the office renovation at the company's artificial intelligence industry park. Since January 2019, Mr. Zhao served as a manager of the engineering management centre at Zhejiang Blue and Green Twin City Architectural Design Co., Ltd.* (浙江藍綠雙城建築設計有限公司) primarily responsible for management of construction engineering projects of the company.

Mr. Zhao graduated from Zhejiang University (浙江大學) in July 1987 with a bachelor's degree in basic organic chemical engineering. Mr. Zhao obtained the qualification as an engineer issued by then Hangzhou's Bureau of Personnel* (杭州市人事局) in October 1993, and subsequently acquired the qualification as a senior engineer issued by Zhejiang Province Human Resources and Social Security Department* (浙江省人力資源和社會保障廳) in February 2020.

趙忠平先生，57歲，自2022年10月17日起獲委任為本公司獨立非執行董事。彼主要負責監督董事會並向其提供獨立意見及判斷。

趙先生已於投資管理及基礎設施擁有逾21年的經驗。加入本集團前，自1995年3月至1999年11月，趙先生擔任上海浦東發展銀行股份有限公司杭州分行的業務發展部副主任，隨後，自1999年11月至2002年2月，彼調任為該行文暉支行的信貸部主任。自2002年2月至2004年12月，彼擔任昇華蘭德的投資部經理，主要負責該公司的投資管理。自2004年12月至2012年3月，彼擔任中控科技集團有限公司(「中控科技」)的副總裁，負責該集團財務、投資及基礎設施，隨後於2012年3月至2017年10月期間負責該集團的基礎設施項目。自2009年12月至今，彼擔任浙江銀家創業投資有限公司的董事長，負責其戰略及投資規劃。自2017年10月至2018年12月，趙先生擔任醫惠科技有限公司的副總裁，主要負責該公司的智能醫療產品產業化基地工程及該公司的人工智能產業園辦公室裝修。自2019年1月起，趙先生擔任浙江藍綠雙城建築設計有限公司工程管理中心經理，主要負責管理該公司建築工程項目。

趙先生於1987年7月畢業於浙江大學，取得基礎有機化學工程學士學位。趙先生於1993年10月取得杭州市人事局頒發的工程師資格，其後於2020年2月取得浙江省人力資源和社會保障廳頒發的高級工程師資格。

Profiles of Directors and Senior Management

董事及高級管理層履歷詳情

SENIOR MANAGEMENT

Mr. Yang Lei (楊磊), aged 40, is the general manager of our Group's virtual goods sourcing and delivery services department. Mr. Yang joined our Group in October 2017, and he is primarily responsible for business development of the virtual goods sourcing and delivery services department of our Group. He has also served as other roles in various subsidiaries of our Group. From October 2017 to January 2018, he was appointed as a deputy director of the innovative business department of Hangzhou Rego and has been redesignated as the head of virtual goods sourcing and delivery services department in the same company since July 2020.

He was a deputy general manager of Hangzhou Runsheng from February 2018 to October 2018 and was appointed as a chief officer from April 2019 to December 2019. He has been further appointed as an executive director and general manager of Hangzhou Runsheng since July 2020. Mr. Yang also acted as the deputy chief officer of Zhejiang Runye from November 2018 to March 2019. He was later redesignated as a chief officer of the same company from January 2020 to June 2020.

Mr. Yang has over 16 years of experience in marketing and sales of mobile, internet and lottery business. Among others, Mr. Yang worked as a project manager at Shanghai Zhouxin from January 2005 to January 2011. He served as a manager of the Zhejiang Operation Centre at Shanghai New Continental Yima Information Technology Co., Ltd.* (上海新大陸翼碼信息科技有限公司) from January 2011 to January 2013, where he was primarily responsible for business development management covering the Zhejiang Province. From August 2016 to October 2017, Mr. Yang returned to Shanghai Zhouxin serving as a director of innovative business department, where he was responsible for managing the innovative business development. Mr. Yang has also served as a director of Hangzhou Chongda Technology Co. Ltd.* (杭州充達科技有限公司) from April 2017 to May 2021, where he was primarily responsible for overall business operation and administrative management.

Mr. Yang graduated from Anhui University of Finance and Economics* (安徽財經大學) in the PRC with a diploma in the major of accounting in July 2001.

高級管理層

楊磊先生，40歲，為本集團虛擬商品採購及交付服務事業部的總經理。楊先生於2017年10月加入本集團，主要負責本集團虛擬商品採購及交付服務事業部的業務發展。彼亦擔任本集團不同附屬公司其他職務。自2017年10月至2018年1月，彼獲委任為杭州潤歌創新業務部門的副總監，並自2020年7月起調任為同一公司虛擬商品採購及交付服務事業部的負責人。

自2018年2月至2018年10月，彼為杭州潤升的副總經理，並於2019年4月至2019年12月獲委任為總監。自2020年7月起，彼進一步獲委任為杭州潤升的執行董事及總經理。自2018年11月至2019年3月，楊先生亦擔任浙江潤也的副總監。隨後，彼於2020年1月至2020年6月調任為同一公司總監。

楊先生已於手機營銷及銷售、互聯網及彩票業務擁有逾16年經驗。其中包括，自2005年1月至2011年1月，楊先生擔任上海洲信的項目經理。自2011年1月至2013年1月，彼擔任上海新大陸翼碼信息科技有限公司的浙江營運中心經理，主要負責浙江省的業務發展管理。自2016年8月至2017年10月，楊先生回到上海洲信擔任創新業務部門的總監，負責管理創新業務發展。楊先生自2017年4月至2021年5月亦擔任杭州充達科技有限公司的董事，主要負責整體業務運營及行政管理。

楊先生畢業於中國安徽財經大學，於2001年7月取得會計專業文憑。



Profiles of Directors and Senior Management

董事及高級管理層履歷詳情

Ms. Yang Chao (楊超), aged 31, was appointed as our general manager of compliance department on 21 September 2020. Ms. Yang joined our Group in September 2020 and is responsible for the investor relations and compliance matters of our Group. Prior to joining our Group, Ms. Yang worked as an attorney at the Hangzhou office of AllBright Law Offices (上海錦天城(杭州)律師事務所) from July 2016 to September 2020, where she was primarily responsible for handling corporate and finance law matters.

Ms. Yang graduated from Zhejiang University of Technology* (浙江工業大學) in the PRC with a bachelor's degree in law in June 2014 and subsequently obtained a master's degree in law from East China University of Political Science and Law* (華東政法大學) in the PRC in June 2016. Ms. Yang obtained her Legal Professional Qualification Certificate (法律職業資格證書) in August 2014 issued by the Ministry of Justice of the PRC* (中國司法部), her Lawyer's Practising Certificate* (律師執業證書) in June 2018 issued by the Department of Justice of Zhejiang Province* (浙江省司法廳), and her qualification certificate as board secretary in October 2020 issued by the Shenzhen Stock Exchange.

楊超女士，31歲，於2020年9月21日獲委任為我們的合規部門總經理。楊女士於2020年9月加入本集團，負責本集團投資者關係及合規事宜。於加入本集團前，自2016年7月至2020年9月，楊女士擔任上海錦天城(杭州)律師事務所的律師，主要負責處理公司及金融法律事宜。

楊女士於2014年6月畢業於中國浙江工業大學，取得法學學士學位，並隨後於2016年6月自中國華東政法大學取得法學碩士學位。楊女士於2014年8月取得由中國司法部頒發的法律職業資格證書，並於2018年6月取得由浙江省司法廳頒發的律師執業證書，再於2020年10月獲得深圳證券交易所頒發的董事會秘書資格證書。

Profiles of Directors and Senior Management 董事及高級管理層履歷詳情

JOINT COMPANY SECRETARIES

Ms. Yang Chao (楊超) was appointed as one of our joint secretaries on 28 October 2021.

For further details of Ms. Yang, please refer to the paragraphs headed "Senior Management" in this section.

Ms. Ho Wing Nga (何詠雅), was appointed as one of our joint company secretaries on 24 February 2021. She currently serves as the managing director, head of governance services, of Computershare Hong Kong Investor Services Limited. She is currently a joint company secretary of Financial Street Property Co., Limited (金融街物業股份有限公司) (stock code: 1502), Newlink Technology Inc. (新紐科技有限公司) (stock code: 9600), the company secretary of Central China Management Company Limited (中原建業有限公司) (stock code: 9982) and the Hong Kong Company Secretary of AustAsia Group Ltd. (澳亞集團有限公司) (stock code: 2425). Ms. Ho has over 25 years of experience in corporate secretarial services. She obtained a master's degree in corporate governance from the Hong Kong Polytechnic University in December 2006 and became an associate of The Hong Kong Chartered Governance Institute (the "HKCGI", previously known as the Hong Kong Institute of Chartered Secretaries) in the same month. In March 2015, Ms. Ho became a fellow of both the HKCGI and The Chartered Governance Institute. She is also a holder of the practitioner's endorsement of HKCGI and a member of The Hong Kong Institute of Directors.

聯席公司秘書

楊超女士，於2021年10月28日獲委任為我們的聯席秘書之一。

有關楊女士的進一步詳情，請參閱本節「高級管理層」各段。

何詠雅女士，於2021年2月24日獲委任為我們的聯席公司秘書之一。彼現為香港中央證券登記有限公司董事總經理、治理服務總監。彼現為金融街物業股份有限公司(股份代號：1502)、新紐科技有限公司(股份代號：9600)的聯席公司秘書，中原建業有限公司(股份代號：9982)的公司秘書及澳亞集團有限公司(股份代號：2425)的香港公司秘書。何女士於公司秘書服務方面擁有逾25年經驗。彼於2006年12月獲得香港理工大學公司管治碩士學位，並於同月成為香港公司治理公會(「香港公司治理公會」，前稱香港特許秘書公會)會員。於2015年3月，何女士成為香港公司治理公會及特許公司治理公會資深會員。彼亦持有香港公司治理公會的從業許可及為香港董事學會會員。

* English translated names are for identification purpose only.



Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Group is committed to implementing high standards of corporate governance to safeguard the interests of the Shareholders and enhance the corporate value as well as the responsibility commitments. The Directors recognise the importance of incorporating elements of good corporate governance in the management structures, internal control and risk management procedures of the Group so as to achieve effective accountability. The Board believes that corporate culture is a prominent element to the fulfilment of the Company's mission. The Board places great importance in reviewing and enhancing its risk management and internal controls and procedures in light of changes in regulations and developments, so as to ensure that the Company's purpose, values and strategies are aligned with the corporate culture.

The Company has adopted the CG Code as its own code of corporate governance since the Listing Date. The Company has complied with all the applicable code provisions of the CG Code during the Year. The Group will continue to review and enhance its corporate governance practices to ensure its continued compliance with the CG Code.

MODEL CODE

The Company has adopted the Model Code as its own code of conduct governing the securities transactions by the Directors. Specific enquiries have been made to all the Directors and the Directors have confirmed that they have complied with the Model Code during the Year. The Model Code applies to all Directors and relevant employees of the Group who are likely to be in possession of unpublished price-sensitive information of the Company, on terms no less than the required standard indicated by the Model Code. All Directors have confirmed, following specific enquiry by the Company, that they have complied with the Model Code during the period from the Listing Date to 31 December, 2022. No incident of non-compliance of the Model Code by the Directors and relevant employees was noted during the period from the Listing Date to 31 December, 2022.

企業管治常規

本集團致力於實現高標準企業管治，以保障股東權益及提高企業價值與責任承擔。為達致有效問責，董事確認在本集團管理架構、內部控制及風險管理程序引進良好企業管治元素攸關重要。董事會相信，企業文化為實現本公司宗旨的重要元素。董事會重視根據規例變更及發展檢討及加強其風險管理及內部控制和程序，以確保本公司的目標、價值及策略與企業文化符合一致。

本公司已自上市日期採納企業管治守則作為其本身的企業管治守則。本公司於本年度已遵守企業管治守則的所有適用守則條文。本集團將繼續檢討及提升其企業管治常規，以確保繼續遵守企業管治守則。

標準守則

本公司已採納標準守則，作為董事自身進行證券交易之操守準則。本公司已向全體董事作出具體查詢，而董事已確認彼等於本年度已遵守標準守則。標準守則適用於本集團全體董事及可能掌握本公司未公開價格敏感資訊的相關員工，相關條款不比標準守則所示規定標準寬鬆。經本公司作出具體查詢後，全體董事確認，彼等於上市日期起至2022年12月31日止期間已遵守標準守則。本公司並無發現於上市日期起至2022年12月31日止期間存在董事及相關員工違反標準守則之情況。

Corporate Governance Report

企業管治報告

THE BOARD

Responsibilities, Accountabilities and Contributions of the Board and Management

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

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

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

The Directors have full access to information of the Group and the management has an obligation to supply the Directors with adequate information in a timely manner to enable the Directors to perform their responsibilities. The Company will review these arrangements periodically to ensure that they remain appropriate to the Group's needs.

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

董事會

董事會及管理層的責任、問責及貢獻

董事會負責領導及控制本集團，並監督本集團的業務、戰略決策及表現。董事會已授權執行董事及高級管理層負責日常責任，以履行彼等之職責。

所有董事（包括獨立非執行董事）為董事會帶來了廣泛的寶貴商業經驗、知識和專業精神，使其能有效地運作。執行董事負責監督本集團的日常營運，而獨立非執行董事則經計及本集團高級管理層的建議後，對董事會的決策過程作出獨立判斷。

本集團高級管理層負責本集團業務的日常管理，執行本集團的業務決策，監督整體營運、業務發展、財務、市場推廣及運營以及本集團的其他基本管理職能。

董事可全面取閱本集團之資料，且管理層有義務及時向董事提供充足的資料，使董事能夠履行其責任。本公司將定期檢討該等安排以確保其仍符合本集團的需要。

全體董事須以誠信態度執行職責，並遵守適用法例及法規，且始終以符合本公司及股東利益的方式行事。

Corporate Governance Report

企業管治報告

Composition

As at the date of this report, the Board is comprised of six (6) executive Directors and three (3) INEDs as set out below:

Executive Directors

Mr. Chen Ping (*Chairman*)
Mr. Tian Huan (*Chief Executive Officer*)
Mr. Zhang Yongli (*Chief Operating Officer*)
Mr. Xiao Yanfeng (*resigned on 5 January 2023*)
Mr. Fan Lianshun (*appointed on 5 January 2023*)
Mr. Xia Yuanbo (*Vice President of Operations*)
(*appointed on 5 January 2023*)
Ms. Zeng Zeng (*appointed on 5 January 2023*)

INEDs

Ms. Hu Huijun
Mr. Wan Lixiang
Mr. Zhao Zhongping

The biographical information of the Directors and relationship between the Directors are set out in the section headed "Profiles of Directors and Senior Management" on pages 37 to 51 of this report. There is no other financial, business, family or other material/relevant relationships among the members of the Board or any chief executive.

INEDs

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

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

組成

於本報告日期，董事會由六(6)名執行董事及三(3)名獨立非執行董事組成，載列如下：

執行董事

陳平先生(主席)
田歡先生(行政總裁)
張永利先生(運營總監)
校彥鋒先生(於2023年1月5日辭任)
范連順先生(於2023年1月5日獲委任)
夏遠波先生(運營副總裁)
(於2023年1月5日獲委任)
曾真女士(於2023年1月5日獲委任)

獨立非執行董事

胡惠君女士
萬立祥先生
趙忠平先生

董事的履歷資料及董事之間的關係載列於本報告第37至51頁「董事及高級管理層履歷詳情」一節。董事會成員或任何最高管理人員之間概無任何其他財務、業務、家庭或其他重大／相關關係。

獨立非執行董事

於本年度，董事會已符合上市規則規定獨立非執行董事的人數須佔董事會成員人數的至少三分之一，並符合至少有一名獨立非執行董事具備適當專業資格或會計或相關財務管理專業知識的規定。

本公司已接獲各獨立非執行董事根據上市規則第3.13條書面發出的獨立性確認函，及本公司認為彼等於本年度均為獨立人士。

Board Meetings

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

董事會會議

根據企業管治守則，應每年舉行至少四次常規董事會會議。於本年度，已舉行四次董事會會議及已舉行一次股東週年大會，各董事的出席記錄載於下表：

| Name of the Directors | 董事姓名 | Attendance/ eligible to attend Board meetings 已出席／ 合資格出席 董事會會議次數 | Attendance/ eligible to attend annual general meeting 已出席／ 合資格出席 股東週年大會次數 |
|---|--------------------------|--|--|
| Mr. Chen Ping | 陳平先生 | 4/4 | 1/1 |
| Mr. Tian Huan | 田歡先生 | 4/4 | 1/1 |
| Mr. Zhang Yongli | 張永利先生 | 4/4 | 1/1 |
| Mr. Xiao Yanfeng (resigned on 5 January 2023) | 校彥鋒先生(於2023年 1月5日辭任) | 4/4 | 1/1 |
| Mr. Fan Lianshun (appointed on 5 January 2023) | 范連順先生(於2023年 1月5日獲委任) | N/A 不適用 | N/A 不適用 |
| Mr. Xia Yuanbo (appointed on 5 January 2023) | 夏遠波先生(於2023年 1月5日獲委任) | N/A 不適用 | N/A 不適用 |
| Ms. Zeng Zeng (appointed on 5 January 2023) | 曾真女士(於2023年 1月5日獲委任) | N/A 不適用 | N/A 不適用 |
| Ms. Hu Huijun | 胡惠君女士 | 4/4 | 1/1 |
| Mr. Wan Lixiang | 萬立祥先生 | 4/4 | 1/1 |
| Mr. Zhao Zhongping | 趙忠平先生 | 4/4 | 1/1 |

Corporate Governance Report

企業管治報告

Directors' Induction and Continuous Professional Development

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

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

董事之入職培訓及持續專業發展

每位新任的董事均已接受全面、正式及度身訂造的入職培訓，以確保其對本公司的營運及業務有適當的認識，並充分瞭解上市規則及相關法定要求下董事的責任及義務。

本公司將不時為全體董事安排合適培訓並提供有關經費，發展並更新其對職責及責任之知識及技能，以便其繼續在知情及切合所需之情況下對董事會作出貢獻。本公司亦鼓勵全體董事參加相關培訓課程，費用由本公司承擔，且全體董事已被要求向本公司提供其培訓記錄。根據本公司存置之培訓記錄，各董事於本年度接受之持續專業發展課程概述如下：

| Name of the Directors | 董事姓名 | Type of Trainings 培訓類型 |
|--|----------------------|---------------------------|
| Mr. Chen Ping | 陳平先生 | A & B A及B |
| Mr. Tian Huan | 田歡先生 | A & B A及B |
| Mr. Zhang Yongli | 張永利先生 | A & B A及B |
| Mr. Xiao Yanfeng (resigned on 5 January 2023) | 校彥鋒先生(於2023年1月5日辭任) | A & B A及B |
| Mr. Fan Lianshun (appointed on 5 January 2023) | 范連順先生(於2023年1月5日獲委任) | A & B A及B |
| Mr. Xia Yuanbo (appointed on 5 January 2023) | 夏遠波先生(於2023年1月5日獲委任) | A & B A及B |
| Ms. Zeng Zeng (appointed on 5 January 2023) | 曾真女士(於2023年1月5日獲委任) | A & B A及B |
| Ms. Hu Huijun | 胡惠君女士 | A & B A及B |
| Mr. Wan Lixiang | 萬立祥先生 | A & B A及B |
| Mr. Zhao Zhongping | 趙忠平先生 | A & B A及B |

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

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

A: 參加培訓課程，包括但不限於座談會、簡報會、會議、論壇及研討會。

B: 閱讀有關經濟、一般商務、企業管治以及董事職責及責任的報紙、期刊和最新資料。

Appointment and Re-Election of Directors

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

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

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

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

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

委任及重選董事

各執行董事已與本公司訂立初步任期為三年的服務合約，而各獨立非執行董事已與本公司訂立初步任期為三年的委任函。

概無董事與本公司或其任何附屬公司訂有服務合約或委任函，惟於一年內屆滿或可由僱主於一年內免付賠償（法定賠償除外）而終止的合約／委任函除外。

董事會有權隨時或不時委任任何人士為董事以填補董事會臨時空缺或出任新增董事席位，惟董事人數須不超過股東於股東大會上不時釐定的董事人數上限。

所有董事（包括獨立非執行董事）須根據組織章程細則輪席退任，並合資格膺選連任。在每屆股東週年大會上，屆時三分之一（倘彼等人數並非三或三的倍數，則須為最接近但不少於三分之一的人數）董事須輪席退任，惟每位董事須至少每三年輪席退任一次。退任董事符合資格膺選連任。

任何就填補臨時空缺而由董事會委任的董事的任期應僅至其獲委任後本公司首屆股東大會為止，並須於該大會上膺選連任。任何獲董事會委任以出任現任董事會新增席位之董事的任期應僅至下屆股東週年大會為止，並合資格於會上膺選連任。

Corporate Governance Report

企業管治報告

Remuneration of Directors and Senior Management

The particulars of the Directors' remuneration are set out in note 12 to the consolidated financial statements.

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

董事及高級管理層薪酬

董事薪酬的詳情載於綜合財務報表附註12。

根據企業管治守則第E.1.5條守則條文，高級管理層成員（董事除外）（詳情載於本年報「董事及高級管理層履歷詳情」一節）之薪酬範圍載列如下：

| Remuneration band | 薪酬範圍 | Number of individuals 人數 |
|----------------------|---------------|-----------------------------|
| Nil to HK\$1,000,000 | 零至1,000,000港元 | 3 |

Corporate Governance Function

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

- (a) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (b) to review and monitor the training and continuous professional development of the Directors and senior management;
- (c) to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors;
- (d) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board and report to the Board on such matters;
- (e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report; and
- (f) to review and monitor the Company's compliance with the Company's whistleblowing policy.

企業管治職能

董事會確認，企業管治應屬董事的共同責任，包括：

- (a) 檢討及監察本公司在遵守法律及法規要求方面的政策及常規；
- (b) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (c) 制訂、檢討及監察適用於僱員及董事的行為守則及合規手冊；
- (d) 制訂及檢討本公司的企業管治政策及常規，並就有關事宜向董事會提出建議及進行匯報；
- (e) 檢討本公司遵守企業管治守則的情況及企業管治報告的披露資料；及
- (f) 檢討及監察本公司遵守其舉報政策的情況。

BOARD COMMITTEES

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

Audit Committee

The Company has established the Audit Committee with terms of reference in compliance with the Listing Rules and the CG Code. The Audit Committee consists of three INEDs, namely Mr. Wan Lixiang, Ms. Hu Huijun and Mr. Zhao Zhongping. The chairman of the Audit Committee is Mr. Wan Lixiang.

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

- make recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; and to discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;
- develop and implement policies on engaging an external auditor to supply non-audit services; and identify, make recommendations and report to the Board on any matters where action or improvement is needed;
- monitor the integrity of the Company's financial statements, annual reports, accounts, half yearly reports and, if prepared for publication, quarterly reports, and to review significant financial reporting judgements contained in them;

董事委員會

為監督本公司事務的特定方面，董事會已成立三個董事委員會，包括審核委員會、薪酬委員會及提名委員會。董事會已向董事委員會授權彼等各自職權範圍（可於聯交所及本公司網站查閱）所載的職責。董事委員會已獲提供足夠資源以履行其職責。

審核委員會

本公司已遵照上市規則及企業管治守則成立審核委員會，並訂明其書面職權範圍。審核委員會由三名獨立非執行董事（即萬立祥先生、胡惠君女士及趙忠平先生）組成。審核委員會主席為萬立祥先生。

審核委員會的主要職責包括但不限於：

- 就委任、續聘及罷免外部核數師的事宜向董事會提供建議、批准外部核數師的薪酬及聘用條款，以及處理其辭任或遭辭退的任何問題；
- 按適用標準檢討及監察外部核數師的獨立性及客觀性以及審核程序的有效性。委員會應在審核開始前與核數師討論審核性質及範圍以及申報責任；
- 就委聘外部核數師提供非審核服務制定政策，並予以執行；以及就任何必須採取行動或作出改善的事項向董事會匯報、確認並提出建議；
- 監察本公司的財務報表、年報及賬目、半年度報告及季度報告（如已編製以供刊發）的完整性，並審閱當中所載的重大財務匯報判斷；

Corporate Governance Report

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- review the Company's financial controls, risk management and internal control systems;
- discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems;
- consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
- review the Company and its subsidiaries' and consolidated affiliated entities' operating, financial and accounting policies and practices; and
- report to the Board on the matters in the CG Code.
- 檢討本公司的財務監控、風險管理及內部控制系統；
- 與管理層討論風險管理及內部控制系統，確保管理層已履行職責建立有效的系統；
- 應董事會的委派或主動考慮有關風險管理及內部控制事宜的重要調查結果，以及管理層對該等調查結果的回應；
- 檢討本公司及其附屬公司以及併表聯屬實體的營運、財務及會計政策及慣例；及
- 向董事會報告企業管治守則範圍內的事宜。

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

審核委員會成員應根據審核委員會書面職權範圍，每年至少召開兩次會議。

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

於本年度，審核委員會舉行了兩次會議，其中包括檢討(i)本集團的財務及會計政策及常規；(ii)本集團的財務控制以及風險管理及內部控制制度；(iii)外聘核數師的獨立性及重新委任；及(iv)截至2022年12月31日止年度的經審核綜合年度財務報表，並就此向董事會提出推薦建議，以供董事會考慮及批准。審核委員會認為，相關業績乃按符合適用會計準則及規定予以編製，且已作出充分披露。審核委員會全體成員均出席該等會議。

Corporate Governance Report

企業管治報告

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

各委員會成員出席大會的記錄載於下表：

| Name of the Directors | 董事姓名 | Attendance/ Number of the Meetings 出席／會議次數 |
|-------------------------------------|-----------|---|
| Mr. Wan Lixiang (<i>Chairman</i>) | 萬立祥先生(主席) | 2/2 |
| Ms. Hu Huijin | 胡惠君女士 | 2/2 |
| Mr. Zhao Zhongping | 趙忠平先生 | 2/2 |

Remuneration Committee

薪酬委員會

The Company has established the Remuneration Committee with terms of reference in compliance with the Listing Rules and the CG Code. The Remuneration Committee comprises an executive Director, Mr. Chen Ping and two INEDs, namely Mr. Zhao Zhongping and Mr. Wan Lixiang. The chairman of the Remuneration Committee is Mr. Zhao Zhongping.

本公司已遵照上市規則及企業管治守則成立薪酬委員會，並訂明其書面職權範圍。薪酬委員會由一名執行董事陳平先生及兩名獨立非執行董事(即趙忠平先生及萬立祥先生)組成。薪酬委員會主席為趙忠平先生。

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

薪酬委員會成員應根據薪酬委員會書面職權範圍，每年至少召開一次會議。

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

薪酬委員會的主要職責包括但不限於：

- make recommendations to the Board on the Company's policy and structure for the remuneration of all the Directors and senior management of the Company and on the establishment of a formal and transparent procedure for developing remuneration policy;
- review and approve the management's remuneration proposals with reference to the corporate goals and objectives resolved by the Board from time to time;
- make recommendations to the Board on the remuneration packages of executive Directors and senior management of the Company, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- 就本公司所有董事及高級管理層的薪酬政策及架構，以及設立正式及透明的程序以制定薪酬政策向董事會提供建議；
- 經參照董事會不時議決的企業目的及目標檢討及批准管理層的薪酬建議；
- 向董事會建議本公司執行董事及高級管理層的薪酬組合，包括實物福利、退休金權利及賠償付款(包括任何喪失或終止職務或委任的賠償)；

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- review and/or approve matters relating to share schemes;
- consider factors such as the level of remuneration paid by comparable companies, the time commitment and responsibilities of Directors and senior management of the Company, and the employment conditions of the Company and its subsidiaries and consolidated affiliated entities;
- consider the level of remuneration required to attract and retain Directors to manage the Company successfully; and
- ensure that no Director or any of his/her associates is involved in deciding his or her own remuneration.
- 檢討及／或批准股份計劃相關事宜；
- 考慮可比公司的薪酬水平、本公司董事及高級管理層的工作時間及責任以及本公司及其附屬公司與併表聯屬實體的僱傭條件等因素；
- 考慮吸引並挽留董事成功管理本公司所需的薪酬水平；及
- 確保概無董事或其任何聯繫人參與決策彼等自身的薪酬。

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

於本年度，薪酬委員會舉行了一次會議，以（其中包括）(i)評估及檢討執行董事及高級管理層的表現；及(ii)就董事（包括非執行董事）及高級管理層的薪酬組合向董事會提供建議。薪酬委員會全體成員均出席該會議。

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

各委員會成員出席大會的記錄載於下表：

| Name of the Directors | 董事姓名 | Attendance/ Number of the Meeting 出席／會議次數 |
|--|-----------|--|
| Mr. Zhao Zhongping (<i>Chairman</i>) | 趙忠平先生(主席) | 1/1 |
| Mr. Chen Ping | 陳平先生 | 1/1 |
| Mr. Wan Lixiang | 萬立祥先生 | 1/1 |

Nomination Committee

提名委員會

The Company has established the Nomination Committee with terms of reference in compliance the Listing Rules and the CG Code. The Nomination Committee comprises an executive Director, Mr. Chen Ping and two INEDs, namely Ms. Hu Huijun and Mr. Zhao Zhongping. The current chairman of the Nomination Committee is Mr. Chen Ping.

本公司已遵照上市規則及企業管治守則成立提名委員會，並訂明其職權範圍。提名委員會由一名執行董事陳平先生及兩名獨立非執行董事（即胡惠君女士及趙忠平先生）組成。提名委員會現任主席為陳平先生。

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

提名委員會的主要職責包括但不限於：

- review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship;
- develop and maintain a policy for the nomination of the Directors which includes the nomination procedures and the process and criteria adopted by the Nomination Committee to identify, select and recommend candidates for directorship during the year, and to review periodically and disclose the policy and progress made towards achieving the objectives set in the nomination policy in the corporate governance report of the Company;
- identify individuals who are suitably qualified to become a member (including whether the individuals can bring to the Board the perspectives, skills and experiences and how the individuals can contribute to the diversity of the Board) and to select or make recommendations to the Board on the selection of individuals nominated for directorships with regard to the nomination policy of the Company;
- assess the independence of independent non-executive Directors with regard to the requirements of the Listing Rules (as amended from time to time);
- assess the number of directorship of other listed companies held by candidates to be nominated as the independent non-executive Directors;
- make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors; and
- 至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就為配合本公司的公司策略而對董事會作出的任何擬定變更提出建議；
- 制定物色和評估董事候選人資格以及對其進行評估的標準；
- 制定及維持董事的提名政策，包括提名程序和提名委員會在年內物色、甄選及推薦董事候選人的程序及標準，以及定期檢討及披露政策和達致本公司企業管治報告內提名政策所載目標的進度；
- 物色具備合適資格可擔任董事會成員的人士(包括該等人士是否能為董事會帶來見識、技能及經驗以及該等人士如何促進董事會多元化)，並根據本公司的提名政策挑選獲提名的有關人士出任董事或就此向董事會提供建議；
- 根據上市規則(經不時修訂)的規定評估獨立非執行董事的獨立性；
- 評估將獲提名為獨立非執行董事的候選人出任其他上市公司董事職位的數目；
- 就董事的委任或重新委任以及董事的繼任計劃向董事會提供建議；及

Corporate Governance Report

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- develop a policy concerning diversity of Board members, and disclose the policy or a summary of the policy in the corporate governance report.

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

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

- 制定關於董事會成員多元化的政策，並在企業管治報告中披露該政策或政策概要。

於本年度，提名委員會舉行了一次會議，以（其中包括）(i)檢討董事會的架構、人數及多元性；(ii)評估獨立非執行董事的獨立性；(iii)檢討董事會多元性政策及實施有關政策的可量化目標以及達成該等目標的進度；及(iv)就於應屆股東週年大會上重選退任董事向董事會提供建議。提名委員會全體成員均出席該會議。

各委員會成員出席大會的記錄載於下表：

| Name of the Directors | 董事姓名 | Attendance/ Number of the Meeting 出席／會議次數 |
|-----------------------------------|----------|--|
| Mr. Chen Ping (<i>Chairman</i>) | 陳平先生(主席) | 1/1 |
| Ms. Hu Huijun | 胡惠君女士 | 1/1 |
| Mr. Zhao Zhongping | 趙忠平先生 | 1/1 |

Nomination Policy

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

提名政策

提名政策旨在確保董事會於技能、經驗及多元化觀點方面取得平衡，以配合本公司業務需求及發展。其為提名委員會提供正式、明確及具透明度的程序、流程及準則，以識別及提名合適候選人加入董事會以填補臨時空缺或作為新增董事加入董事會，或向股東就於股東大會進行重選提出推薦建議。

Selection Criteria

甄選準則

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

提名委員會於評估擬任候選人的合適性時，應參考以下因素：

- | | |
|--|--|
| (a) reputation for integrity; | (a) 誠信信譽； |
| (b) commitment in respect of sufficient time, interest and attention to the businesses of the Group; | (b) 為本集團的業務投入足夠的時間、興趣及關注； |
| (c) accomplishment, experience and reputation in the business and industry; | (c) 在商業和行業的成就、經驗及聲譽； |
| (d) board diversity, including but not limited to gender, age, cultural and educational background, ethnicity, skills, knowledge and experience; | (d) 董事會多元化，包括但不限於性別、年齡、文化及教育背景、種族、技能、知識及經驗； |
| (e) the structure, size, composition and needs of the Board and its respective Board committees at the time, taking into account succession planning, where appropriate; | (e) 董事會及各董事委員會當時的架構、規模、組成及需要，以及董事會成員繼任計劃(如合適)； |
| (f) potential/actual conflicts of interest that may arise if the candidate is selected; | (f) 倘候選人當選可能產生的潛在／實際利益衝突； |
| (g) the independence of a candidate proposed to be appointed as an INED, as prescribed under Rule 3.13 of the Listing Rules; | (g) 根據上市規則第3.13條就擬委任為獨立非執行董事的候選人所規定之獨立性； |
| (h) in case of a proposed re-appointment of an INED, the number of years he/she has already served the Company in accordance with the Listing Rules; and | (h) 倘擬重選獨立非執行董事，其根據上市規則已服務本公司的年期；及 |
| (i) any other relevant factors as may be determined by the Nomination Committee or the Board from time to time as appropriate. | (i) 提名委員會或董事會不時酌情釐定的任何其他相關因素。 |

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Nomination Procedures

提名程序

Appointment of Directors

委任董事

1. The Nomination Committee identifies candidate(s) suitably qualified to become Board members, having due regard to the nomination policy and the board diversity policy of the Company, and assesses the independence of the proposed INED(s) as appropriate.
1. 提名委員會經審慎考慮本公司提名政策及董事會多元化政策的情況下，識別具備合適資格成為董事會成員的候選人，並在適當情況下評估建議獨立非執行董事的獨立性。
2. The Nomination Committee makes recommendation(s) to the Board.
2. 提名委員會向董事會提出推薦建議。
3. The Board considers the candidate(s) recommended by the Nomination Committee, having due regard to the nomination policy and the board diversity policy of the Company.
3. 董事會經審慎考慮本公司的提名政策及董事會多元化政策的情況下，考慮提名委員會推薦的候選人。
4. The Board confirms the appointment of the candidate(s) as Director(s) or recommends the candidate(s) to stand for re-election at a general meeting of the Company. Candidate(s) appointed by the Board will be subject to re-election by the Shareholders at the next following AGM in the case of an addition to the existing Board or the first general meeting of the Company after his/her appointment in the case of filling a casual vacancy in accordance with the Articles of Association.
4. 董事會確認委任候選人為董事，或推薦候選人在本公司股東大會上膺選連任。董事會委任的候選人，如屬作為增添加入現有董事會的情況，須於下屆股東週年大會上由股東重選；如屬填補臨時空缺的情況，則須根據組織章程細則於其獲委任後的本公司首次股東大會上接受重選。
5. Shareholders approve the election of candidate(s), who stand(s) for re-election at general meeting of the Company, as Director(s).
5. 股東批准選舉在本公司股東大會上重選的候選人為董事。

Re-appointment of retiring Directors

重選退任董事

1. The Nomination Committee considers each retiring Director, having due regard to the nomination policy and the board diversity policy of the Company, and assesses the independence of each retiring INED as appropriate.
1. 提名委員會經審慎考慮本公司提名政策及董事會多元化政策後，考慮各退任董事，並在適當情況下評估各退任獨立非執行董事的獨立性。
2. The Nomination Committee makes recommendation(s) to the Board.
2. 提名委員會向董事會提出推薦建議。

3. The Board considers each retiring Director recommended by the Nomination Committee, having due regard to the nomination policy and the board diversity policy of the Company.
 4. The Board recommends the retiring Directors to stand for re-election at the AGM in accordance with the Articles and Association.
 5. Shareholders approve the re-election of the retiring Directors at the AGM.
3. 董事會經審慎考慮本公司提名政策及董事會多元化政策後，考慮提名委員會推薦的各退任董事。
 4. 董事會根據組織章程細則推薦退任董事於股東週年大會上膺選連任。
 5. 股東於股東週年大會上批准重選退任董事。

Board Diversity Policy

The Board values diversity as a factor in selecting candidates to serve on the Board, and believes diversity at the Board level can strengthen the business development of the Company. In compliance with the CG Code, the Company will ensure that the Board has the appropriate balance of skills, experience and diversity. The Board currently consists of both male and female Directors to maintain a reasonable balance of gender diversity at Board level. Going forward, the Company will continue to monitor and maintain gender diversity at senior management level as well as employee level.

As at 31 December 2022, among the nine directors and senior management members of the Group, two are female and seven are male. As at 31 December 2022, among the two senior management members of the Group, one is female and one is male.

As at 31 December 2022, approximately 35% of total workforce of the Group are female and 65% total workforce of the Group who are male. The gender ratio of female to male in the workforce of the Group including senior management and other employees was approximately 7:13. For details, please refer to the Environmental, Social and Governance Report on page 99 of this annual report.

董事會多元化政策

董事會甄選候選人進入董事會時重視多元化，並相信董事會成員多元化可增強本公司業務發展。遵循企業管治守則，本公司將確保董事會具備適當技能、經驗及多元化之平衡。董事會現時擁有男性及女性董事成員，維持董事會層級合理的性別多元化平衡。展望未來，本公司將繼續監控及維持高級管理層及僱員層級的性別多元化。

於2022年12月31日，在本集團九名董事及高級管理層中，有兩名女性及七名男性。於2022年12月31日，在本集團兩名高級管理層人員中，一名為女性及一名為男性。

於2022年12月31日，本集團員工團隊總數中約35%為女性及65%為男性。本集團員工團隊（包括高級管理層及其他僱員）的男女性別比為約13:7。有關詳情，請參閱本年報第99頁的環境、社會及管治報告。

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

The Nomination Committee has been delegated with the responsibilities for the review of the board diversity policy regularly, as appropriately, to ensure its continued effectiveness. The Board has reviewed the existing board diversity policy and considers it to be adequate and effective.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING

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

The statement of the independent auditor about its reporting responsibilities and opinion on the consolidated financial statements is set out in the Independent Auditor's Report on pages 147 to 157 of this annual report.

INDEPENDENT AUDITORS' REMUNERATION

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

| Services | 服務 | Fee paid/ payable 已付／應付費用 RMB'000 人民幣千元 |
|--------------------|-------|---|
| Audit services | 審計服務 | 860 |
| Non-audit services | 非審計服務 | 36 |
| Total | 總計 | 896 |

董事會已採納有關甄選候選人進入董事會的董事會多元化政策。根據董事會多元化政策，董事會候選人的甄選將基於多元化角度，包括但不限於本公司的需要、性別、年齡、文化及教育背景、種族、誠信、管理經驗、技能、行業或專業知識及經驗、服務年期、就履行職責付出的時間及努力程度，以及根據上市規則所載的獨立性指引擔任獨立非執行董事的獨立性。最終的決定將基於獲選候選人的優點和對董事會的貢獻。

提名委員會已獲授權負責定期、適當地檢討董事會多元化政策，以確保其持續有效。董事會已檢討現有董事會多元化政策，並認為有關政策充足及有效。

董事就財務匯報之責任

董事確認彼等須負責編製本集團本年度的財務報表。

獨立核數師有關其申報責任的聲明及對綜合財務報表的意見載於本年報第147至157頁的獨立核數師報告。

獨立核數師薪酬

於本年度，就本公司獨立核數師香港立信德豪會計師事務所有限公司提供審計及非審計服務的已付／應付酬金載列如下：

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the establishment and updating of our internal control system while our senior management monitors the daily implementation of internal control procedures and measures with respect to our subsidiaries and functional departments. The Board has formulated internal control measures and procedures in various aspects, including risks relating to information system, human resources, internal control and credit in order to provide reasonable assurance for our operations, reporting and compliance. The Board acknowledges that such risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss. The Company has established an internal audit department which directly reports to the Audit Committee and the Board with updated internal audit management measures clarifying the reporting objects, work scope, duties and responsibilities, reporting system and implementation standards of internal control.

The Company's Risk Management and Internal Control Framework

The Company has commissioned an independent internal control consultant to review and enhance our risk management and internal control systems and measures in certain aspects, including revenue, purchase, fixed assets management, human resources, financial management, information technology and corporate governance. In the risk assessment process, the management have identified the major risks faced by the Company and ranked these risks according to the likelihood and the severity of the impact on the business of the Company, as well as further developed risk management measures to maintain the risks at an acceptable level.

風險管理及內部監控

董事會負責建立及升級我們的內部監控系統，而我們的高級管理層則監督我們附屬公司及職能部門內部監控程序及措施的日常實施。董事會已制定各個方面的內部監控措施及程序，包括與信息系統、人力資源、內部監控及信貸有關的風險，以便為我們的經營、匯報及合規性提供合理保證。董事會知悉有關風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，且僅可就並無重大失實陳述或虧損作出合理而非絕對的保證。本公司成立內部審核部門，直接向審核委員會及董事會匯報，更新內部審核管理辦法，明確內部監控的匯報對象、工作範圍、職責、匯報制度及實施標準。

本公司之風險管理及內部監控框架

本公司已委託獨立內部監控顧問檢討及加強本公司在收入、採購、固定資產管理、人力資源、財務管理、資訊科技及企業管治等方面的風險管理及內部監控制度及措施。於風險評估過程中，管理層已識別本公司面臨的主要風險，並根據對本公司業務造成影響的可能性及嚴重性對該等風險進行排序，同時進一步制定風險管理措施，以將風險維持於可承受程度內。



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

Review of Risk Management and Internal Control System

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

管理層將向審核委員會及董事會匯報所有發現及風險管理及內部監控系統的有效性。審核委員會協助董事會指導管理層監督風險管理及內部監控系統的設計、實施和監控，並提出推薦建議。審核委員會亦確保至少每年對該等系統的有效性進行一次全面檢討，並提交董事會審議。董事會全面負責評估及釐定為實現本公司戰略目標而願意承擔之風險的性質及程度；並確認其對風險管理及內部監控系統的責任以及檢討其有效性。

風險管理及內部監控系統的檢討

董事會及其轄下審核委員會已於本年度對本公司風險管理及內部監控系統的有效性進行檢討，當中包括財務、營運及合規控制，並考慮資源、員工資歷及經驗，以及本公司會計及財務匯報職能之員工所接受的培訓是否充足。本公司已制定程序（其中包括）保障資產使之免遭未經授權使用或處置，控制資本支出，保持適當會計紀錄及確保用於業務及刊發用途之財務資料之可靠性。本公司管理層一直維持及監察該等風險管理及內部監控系統。於本年度，董事會檢討財務、營運及合規監控系統，並經考慮審核委員會、本公司管理層、外聘核數師所進行的工作後評估該等系統的有效性。基於管理層提交的報告，董事會認為本公司的風險管理及內部控制系統屬有效及充足。

DISCLOSURE OF INSIDE INFORMATION

內幕消息披露

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

本集團知悉其根據香港法例第571章證券及期貨條例及上市規則所應履行的責任，整體原則是凡涉及內幕消息，必須在有所決定後即時公佈。處理及發佈內幕消息的程序及內部監控措施如下：

- the Group conducts its affairs with close regard to the disclosure requirements under the Listing Rules as well as the “Guidelines on Disclosure of Inside Information” published by the Securities and Futures Commission of Hong Kong in June 2012;
- the Group has implemented and disclosed its policy on fair disclosure by pursuing broad, non-exclusive distribution of information to the public through channels such as financial reporting, public announcements and the Company’s website;
- the Group has strictly prohibited unauthorised use of confidential or inside information; and
- the Group has established and implemented procedures for responding to external enquiries about the Group’s affairs, so that only the executive Directors of the Company are authorised to communicate with parties outside the Group.
- 本集團處理事務時會充分考慮上市規則下的披露規定以及香港證券及期貨事務監察委員會於2012年6月頒佈的「內幕消息披露指引」；
- 本集團已透過財務報告、公告及本公司網站等途徑向公眾披露廣泛及非獨家資料，以實施並披露其公平披露政策；
- 本集團已嚴格禁止未經授權使用機密或內幕消息；及
- 本集團已就外界查詢本集團事務建立及執行回應程序，據此，只有本公司執行董事方獲授權與本集團外部人士溝通。

JOINT COMPANY SECRETARIES

聯席公司秘書

Ms. Yang Chao was appointed as a joint company secretary of the Company on 28 October 2021.

楊超女士於2021年10月28日獲委任為本公司的聯席公司秘書之一。

Ms. Ho Wing Nga was appointed as a joint company secretary of the Company on 24 February 2021 and is nominated by Computershare Hong Kong Investor Services Limited (“**Computershare**”) pursuant to an engagement letter made between the Company and Computershare to provide certain corporate secretarial services to the Company.

何詠雅女士於2021年2月24日獲委任為本公司的聯席公司秘書之一，且彼乃根據本公司與香港中央證券登記有限公司（「**中央證券**」）訂立的委聘函件（據此中央證券同意向本公司提供若干公司秘書服務）獲中央證券指定。



Corporate Governance Report

企業管治報告

During the Year, Ms. Yang Chao and Ms. Ho Wing Nga had undertaken no less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules. The primary person at the Company with whom Ms. Ho Wing Nga has been contacting in respect of company secretarial matters is Ms. Yang Chao, a joint company secretary of the Company.

DIVIDEND POLICY

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

According to the dividend policy, declaration and payment of any dividends will require the recommendation of the Board and at the Board's discretion. A decision to declare or to pay any dividend and the amount of any dividends will depend on a number of factors, including our results of operations, financial condition, the payment by our subsidiaries of cash dividends to us, and other factors the Board may deem relevant.

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

於本年度，楊超女士及何詠雅女士已遵守上市規則第3.29條接受不少於15小時的相關專業培訓。一直以來，何詠雅女士於本公司有關公司秘書事宜的主要聯繫人為本公司之聯席公司秘書楊超女士。

股息政策

本公司已採納股息政策，據此，本公司可向股東宣派及派付股息。

根據股息政策，宣派及派付任何股息須由董事會提出建議並經其酌情決定。宣派或派付任何股息的決定及任何股息的金額將視乎多項因素而定，包括我們的經營業績、財務狀況、附屬公司向我們派付的現金股息及董事會可能認為相關的其他因素。

股息的宣派及派付以及有關金額須遵守所有適用法律及規例，包括但不限於開曼群島法例第22章公司法及本公司組織章程大綱及細則。除本公司合法可供分配的利潤及儲備外，本公司不應宣派或派付任何股息。過往宣派的股息可能並不代表本公司日後的股息政策。董事對任何股息建議具有絕對酌情權。

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

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

SHAREHOLDERS' RIGHTS

Convening an Extraordinary General Meeting by Shareholders

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

由於本公司為控股公司，宣派及派付股息將取決於自附屬公司（特別是在中國註冊成立的附屬公司）所收取的股息。中國法律規定股息只能從按照中國會計準則計算的純利中支付，而中國會計準則不同於其他司法權區的公認會計準則（包括香港財務報告準則）。中國法律亦規定，外商投資企業（例如在中國的所有附屬公司）須撥出部分純利作為法定儲備，而該等法定儲備不可用作分派現金股息。倘若該等附屬公司出現債務或虧損，或根據本集團未來可能訂立的銀行信貸融資或其他協議的任何限制性契諾的規定，來自該等附屬公司的分派亦可能受到限制。

本公司並無任何預定派息率或分派比例。董事會將定期檢討股息政策。

股東權利

股東召開股東特別大會

根據組織章程細則第64條，任何一名或多名股東於提出要求當日須持有本公司不少於十分之一有權在股東大會上投票的實繳股本。有關要求須以書面形式向董事會或本公司的公司秘書提出，藉以要求董事會就處理有關要求所指明之任何事務而召開股東特別大會。有關會議須在提呈該要求後兩個月內召開。如董事會在提呈日期起計21日內未有安排召開有關會議，則請求人（或多名請求人）可用相同方式自行召開會議，且請求人（或多名請求人）因董事會未有妥為召開會議而招致的所有合理費用，須由本公司償還請求人。



Corporate Governance Report

企業管治報告

Putting Forward Proposals at General Meetings

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

Putting Forward Enquiries to the Board

Shareholders may send enquiries to the Board by post to the Company's principal place of business in Hong Kong at 46/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for the attention of the company secretary of the Company.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS RELATIONS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Company's business performance and strategies. The Company endeavours to maintain an on-going dialogue with the Shareholders and in particular, through AGMs and other general meetings. At the AGM, Chairman and chairman of the Board committees (or their delegates as appropriate) are available to meet the Shareholders and answer their enquiries.

The Company maintains a website at www.regopimc.com as a communication platform with the Shareholders and investors, where the financial information and other relevant information of the Company are available for public access. During the Year, the Company has reviewed the existing communication with Shareholders and considers it to be adequate and effective.

Constitutional Documents

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

於股東大會上提呈建議

組織章程細則或開曼群島公司法(經修訂)並無有關股東於股東大會動議新決議案的條文。股東如欲動議決議案，可按照上一段所載程序要求本公司召開股東大會。

向董事會作出查詢

股東可將查詢郵寄至董事會(本公司於香港灣仔皇后大道東183號合和中心46樓的香港主要營業地點)，並註明收件人為本公司的公司秘書。

與股東溝通及投資者關係

本公司認為有效地與股東溝通對於加強投資者關係，加強投資者對於本公司業務表現及策略的理解不可或缺。本公司致力於與股東維持持續對話，尤其是透過股東週年大會及其他股東大會。於股東週年大會上，主席及董事會委員會主席(或彼等的委託人，倘適用)將與股東會面，並回答其有關查詢。

本公司設有網站www.regopimc.com，作為與股東及投資者的溝通平台，而本公司的財務資料及其他相關資料可於該網站供公眾查閱。於本年度，本公司已檢討與股東之現有溝通，並認為與股東之溝通充足及有效。

章程文件

本公司的章程文件於本年度並無改動。組織章程大綱及組織章程細則可分別於本公司及聯交所網站查閱。

Environmental, Social and Governance Report

環境、社會及管治報告

OVERVIEW OF THE REPORT

Rego Interactive Co., Ltd (the “**Company**”, and its subsidiaries, collectively the “**Group**”, “**we**” or “**us**”) hereby presents its first Environmental, Social and Governance Report (the “**Report**”).

The Report demonstrate the integration of environmental, social and governance considerations in the Group’s business approach. We provide our sustainability performance for the year ended 31 December 2022, and set our sights and plan for the future. The Group, a responsible corporate citizen, acknowledges that prudent environmental and societal management is vital to sustainable economic growth, sound relationship with stakeholders and stellar reputation amidst areas where we base our business and operations in. Various factors, including business related challenges, work ethics, global trends, laws and regulations, etc., are taken into account in order to constantly promote business growth and achieve sustainability. Despite the Coronavirus Disease 2019 (“**COVID-19**”) outbreak since 2020 and continuation in 2022, which affects businesses globally, the Group managed to operate related businesses under the consideration of sustainability, reflecting the Group’s commitment to fulfilling social responsibilities and to building a green environment.

All in all, the Report consolidates the strategy, practice and vision of the Group in respect of issues related to environment, society and governance, and conveys the Group’s devotion for sustainability.

Reporting Scope and Reporting Period

Unless otherwise specified, the scope of the Report covers our businesses and offices in Hong Kong, Hangzhou, Shanghai, Hainan, Shenzhen, Xi’an, Wuhan and Beijing in the People’s Republic of China (the “**PRC**”), which covers the same scope as the annual report.

The Report covers the period from 1 January to 31 December 2022 (the “**Reporting Period**”), which is consistent with the financial year covered by the 2022 Annual Report of the Group.

報告概覽

潤歌互動有限公司(「本公司」，連同其附屬公司統稱「本集團」或「我們」)謹此呈報其首份環境、社會及管治報告(「本報告」)。

本報告展示本集團業務方針中結合的環境、社會及管治考慮因素。我們提供截至2022年12月31日止年度本集團的可持續發展表現，並為未來制定願景及計劃。作為負責任的企業公民，本集團深知，審慎的環境及社會管理對於經濟可持續增長、與持份者的良好關係以及我們在業務及運營所在地區的卓越聲譽至關重要。我們綜合考慮各項因素，包括業務相關挑戰、職業道德、全球趨勢、法律法規等，以不斷促進業務增長並實現可持續發展。儘管2019年冠狀病毒病(「**COVID-19**」)疫情自2020年爆發，並於2022年持續影響全球企業，但本集團在慮及可持續發展的情況下成功經營相關業務，反映本集團致力履行社會責任及建設綠色環境。

總而言之，本報告綜述本集團於環境、社會及管治方面的策略、實踐及願景，並傳遞本集團對於可持續發展的決心。

報告範圍及報告期間

除另有訂明外，本報告範圍涵蓋我們位於中華人民共和國(「**中國**」)香港、杭州、上海、海南、深圳、西安、武漢及北京的業務及辦事處，與年報所涵蓋範圍相同。

本報告涵蓋2022年1月1日至12月31日期間(「**報告期間**」)，與本集團2022年年報涵蓋的財政年度一致。



Environmental, Social and Governance Report

環境、社會及管治報告

Preparation Basis of the Report

The Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and complies with all provisions of “Comply or Explain” as well as the principles of materiality, quantitative, balance and consistency. The Group adopted the emission factors and international standards set out in the ESG Guide Reporting published by the Stock Exchange in the preparation of this Report, and we would ensure the methods being used for computing the relevant Key Performance Indicators (“**KPIs**”) remain the same in the next report for a meaningful comparison. For details of the application of the materiality Reporting principle, please refer to the section headed “Materiality Assessment” in this Report.

The two ESG subject areas, namely Environmental and Social, are disclosed separately, highlighting the impacts of the operations of the Group in Hong Kong, Hangzhou, Shanghai, Hainan, Shenzhen, Xi’an and Beijing or the Reporting Period.

We regard this report as a communication channel with our stakeholders and believe that we should disclose ESG information that is meaningful and important to their decision-making. To serve this purpose, this report is prepared with reference to the fundamental reporting principles set out in the ESG Reporting Guide.

Source of Data and Reliability Statement

The information disclosed in the Report is retrieved from the Group’s internal documents, statistical reports and relevant public information. The Group confirms that the Report does not contain any false information, misleading statement or material omission, and is responsible for the authenticity, accuracy and completeness of the contents.

報告編製基準

本報告乃根據香港聯合交易所有限公司(「**聯交所**」)證券上市規則(「**上市規則**」)附錄27所載的環境、社會及管治報告指引編製，並遵守所有「不遵守就解釋」條文以及重要性、量化、平衡及一致性原則。本集團於編製本報告時採納聯交所頒佈環境、社會及管治報告指引載列的排放係數及國際標準，並將確保在下份報告中用以計算相關關鍵績效指標(「**關鍵績效指標**」)的方法保持不變，以便進行有意義的比較。有關重要性報告原則的應用詳情，請參閱本報告內「重要性評估」一節。

環境、社會及管治的兩個主要範疇(即環境及社會)已分開披露，著重說明本集團於報告期間在香港、杭州、上海、海南、深圳、西安及北京的營運影響。

我們視本報告為與我們的持份者溝通的渠道，並相信我們應披露對彼等決策有意義及重要的環境、社會及管治資料。為達致此目的，本報告乃參考環境、社會及管治報告指引所載的基本報告原則編製。

資料來源及可靠性聲明

本報告所披露的資料來自本集團的內部文件、統計報告及相關公開資料。本集團確認本報告不存在任何虛假資料、誤導性陳述或重大遺漏，並對其內容的真實性、準確性及完整性負責。

Environmental, Social and Governance Report

環境、社會及管治報告

Confirmation and Approval

The Report was approved by the Board of Directors of the Company (the “**Board**”) on 15 March 2023 upon confirmation by the management of the Company. The electronic version of the Report is available on the website of the Stock Exchange (www.hkexnews.hk).

Contact Us

The Group greatly values the readers’ opinions. Should you have any questions or suggestions about the Report, please contact the Group via:

E-mail: yangchao@regopimc.com;
leiqian@regopimc.com
Postal address: 2/F, No. 8 Building, Yinhu Innovation Center,
Fuyang District, Hangzhou, PRC

ESG MANAGEMENT

Statement of the Board

As a responsible corporate citizen, the Group acknowledges that quality management of environmental and societal proof and activities is of great importance to promoting sustainable economic growth. The Report summarises the strategy, practice, and vision of the Group in respect of the issues related to ESG, and conveys a clear message of the Group’s devotion to sustainability. To address the global concern about climate change that affects not only the environmental systems but also our daily lives, the Group has considered the climate-related issues and incorporated them into its risk management system to enhance its resilience and adaptive capacity to potential climate change impacts. To enhance our resilience and adaptive capacity to potential ESG-related risks and opportunities, all potential ESG-related issues that may have impact on the Group’s businesses will be covered and evaluated in the annual risk assessment.

確認及批准

經本公司管理層確認後，本報告已於2023年3月15日獲本公司董事會（「**董事會**」）批准。本報告的電子版可在聯交所網站（www.hkexnews.hk）上查閱。

聯絡我們

本集團非常重視讀者的意見。如閣下對本報告有任何疑問或建議，歡迎透過以下方式聯絡本集團：

電郵： yangchao@regopimc.com;
leiqian@regopimc.com
郵寄地址： 中國杭州市富陽區
銀湖創新中心8幢2樓

環境、社會及管治管理

董事會聲明

作為負責任的企業公民，本集團深知環境及社會程序及活動的優質管理對於促進經濟可持續發展具有極其重大的意義。本報告概述本集團於環境、社會及管治方面的策略、實踐及願景，明確傳遞本集團對於可持續發展的決心。氣候變化不僅影響環境系統，同時亦影響我們的日常生活，為應對全球對氣候變化的關注，本集團已考慮氣候相關事宜，並將其納入我們的風險管理體系，以提高我們對潛在氣候變化影響的抵抗能力及適應能力。為提高我們對潛在環境、社會及管治相關風險及機遇的抵抗能力及適應能力，年度風險評估中將涵蓋及評估所有可能對本集團業務產生影響的潛在環境、社會及管治相關事宜。

Environmental, Social and Governance Report

環境、社會及管治報告

To facilitate an effective management of the ESG-related issues, the Group has established a governance structure to enhance its management of ESG-related issues.

本集團已建立管治架構，以加強對環境、社會及管治相關事宜的管理，從而促進對環境、社會及管治相關事宜的有效管理。

Board 董事會

The Board is responsible for the overall decision-making, oversees the formulation, administration, and assessment of the ESG system.

董事會負責整體決策以及監督環境、社會及管治體系的制定、管理及評估。

ESG Working Group 環境、社會及管治工作小組

The ESG Working Group is responsible for assisting the Board in managing and monitoring the ESG matters on a daily basis.

環境、社會及管治工作小組協助董事會日常管理及監控環境、社會及管治事宜。

Functional Department 職能部門

Functional departments are responsible for the execution of implemented measures to achieve the set strategies and targets.

各職能部門負責執行實施措施，以達成既定策略及目標。

The Board has an overall responsibility for overseeing the Group's ESG-related risks and opportunities, establishing and adopting the ESG-related strategies and targets of the Group, reviewing the Group's annual performance against the ESG-related targets, and revising the ESG-related strategies as appropriate if significant variance from the ESG-related target is identified. In terms of specific approach and process for evaluating and managing the ESG-related issues, the Board is responsible for determining the material KPIs at the beginning of each Reporting Period, and setting targets for each material KPI subsequently. To facilitate an effective management of the ESG-related issues, the Group is also responsible for appointing an ESG Working Group as a supporting role in the ESG reporting, a role that assists the Board in tracing sources of ESG data and monitoring the effectiveness of implemented measures to constantly address the Group's

董事會全面負責監察本集團環境、社會及管治相關風險及機遇、制定及採納本集團環境、社會及管治相關策略及目標、針對環境、社會及管治相關目標檢討本集團的年度表現，以及在識別到環境、社會及管治相關目標重大偏離時適當修訂環境、社會及管治相關策略。就評估及管理環境、社會及管治相關事宜的具體方式及流程而言，董事會負責於各報告期開始時釐定重大關鍵績效指標，並隨後為各重大關鍵績效指標設定目標。為促進對環境、社會及管治相關事宜的有效管理，本集團亦負責委任環境、社會及管治工作小組，以支援環境、社會及管治報告，協助董事會跟蹤環境、社會及管治數據來源，並監控所實施措施的有效性，堅持履行本集團的環境、社會及管治相關責任。

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ESG-related responsibilities. The ESG Working Group, which include Directors of the Company, Board Secretary, Executive Manager to Board Secretary, and Legal Affairs Officers, supports the Board in implementing the ESG-related strategies and targets, conducting materiality assessments of the ESG-related issues, promoting the implementation of measures in relation to ESG-related issues identified, reporting appreciable variance between the ESG performance and targets, if any, during the annual evaluation, and liaising with relevant functional departments of the Group to take prompt rectification actions in relation to such deviations.

環境、社會及管治工作小組由本公司董事、董事會秘書、董事會秘書執行經理及法務部部長組成，以支援董事會執行環境、社會及管治相關策略及目標、進行環境、社會及管治相關議題重要性評估，以及促進就已識別環境、社會及管治相關議題實施措施，於年度評估期間匯報環境、社會及管治表現與目標之間的明顯偏離(如有)，並與本集團相關職能部門聯繫以及時對有關偏離採取糾正措施。



Based on the set goals and targets, the Board will continue to review the Group's progress in relation to ESG-related issues in order to build a more sustainable business and bring greater benefits for the society as a whole.

董事會將繼續根據既定目的及目標檢討本集團有關環境、社會及管治相關事宜的進展，以建立更加可持續發展的業務並為整體社會帶來更廣泛的利益。

Environmental, Social and Governance Report

環境、社會及管治報告

Identification of and Engagement with Stakeholders

持份者識別及參與

In the course of its operation, the Group continues to pay attention to the major concerns of its stakeholders. Through comprehensive and transparent engagement with its stakeholders, the Group continues to improve its sustainable development strategies and plans based on the opinions of its stakeholders. Through addressing the expectation and needs of its stakeholders, the Group aims to consolidate mutual trust and develop cooperative relationships with its stakeholders, and create a future of sustainable economic growth, environmental friendliness and social development.

於營運過程中，本集團持續關注持份者的主要關切事項。經過持份者充分及透明的參與，本集團根據持份者的意見持續完善其可持續發展策略與計劃。透過滿足持份者的期待與需求，本集團致力於與其持份者鞏固相互信任及發展合作關係，以創造經濟可持續增長、環境友好及社會發展的美好未來。

The major ESG concerns of its stakeholders and the means through which the Group engages with such stakeholders are detailed below:

下文詳述持份者的主要環境、社會及管治關注事宜及本集團與有關持份者參與的方式：

| Stakeholders 持份者 | Areas of ESG Concern 環境、社會及管治關注領域 | Means of Engagement 參與方式 |
|--|---|---|
| Stock Exchange 聯交所 | <ul style="list-style-type: none"> Compliance with the Listing Rules; and 遵守上市規則；及 Timely and accurate announcement 及時及準確的公告 | <ul style="list-style-type: none"> Meetings; 會議； Training and seminars; and 培訓與研討會；及 Company's website and announcements 本公司網站及公告 |
| Government and regulatory authorities 政府及監管機構 | <ul style="list-style-type: none"> Operational compliance; 營運合規； Tax payment as legally required; and 依法納稅；及 Disclosure of information and submission of materials 信息披露與資料提交 | <ul style="list-style-type: none"> Annual reviewal process; and 年度審查程序；及 Company's website and announcements 本公司網站及公告 |
| Investors 投資者 | <ul style="list-style-type: none"> Business strategies and performances; 業務策略及表現； Effective corporate governance; 有效企業管治； Sustainable profitability; and 持續盈利；及 Investment returns 投資回報 | <ul style="list-style-type: none"> General meetings; 股東大會； Financial reports and announcements; and 財務報告及公告；及 Company's website 本公司網站 |

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| Stakeholders 持份者 | Areas of ESG Concern 環境、社會及管治關注領域 | Means of Engagement 參與方式 |
|---------------------------|--|--|
| Media and Public 媒體及公眾 | <ul style="list-style-type: none"> • Corporate governance; • 企業管治； • Environmental protection; and • 環境保護；及 • Uphold human rights standards • 堅持人權準則 | <ul style="list-style-type: none"> • Announcements; • 公告； • Company's website; and • 本公司網站；及 • Press conference • 新聞發佈會 |
| Suppliers 供應商 | <ul style="list-style-type: none"> • Payment schedule; • 付款安排； • Demand stability; • 需求穩定性； • Operational compliance; and • 營運合規；及 • Quality services and products • 優質的服務與產品 | <ul style="list-style-type: none"> • Site visits; • 實地訪查； • Meetings; and • 會議；及 • Conference calls and interviews • 電話會議及會談 |
| Customers 客戶 | <ul style="list-style-type: none"> • Quality services and products; • 優質的服務與產品； • Product safety; • 產品安全； • Commercial credibility; • 商業信譽； • Intellectual property rights and protection; and • 知識產權與保護；及 • Operational compliance • 營運合規 | <ul style="list-style-type: none"> • Visits; • 訪查； • Meetings; • 會議； • Conference calls; and • 電話會議；及 • Customers' enquiries handling mechanism • 客戶諮詢處理機制 |

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| Stakeholders 持份者 | Areas of ESG Concern 環境、社會及管治關注領域 | Means of Engagement 參與方式 |
|---------------------|--|---|
| Employees 員工 | <ul style="list-style-type: none"> • Rights and benefits of employees; • 員工權利及福利； • Training and development; • 培訓及發展； • Working environment and occupational safety; and • 工作環境及職業安全；及 • Equal opportunities • 平等機會 | <ul style="list-style-type: none"> • Regular meetings; • 定期會議； • Employee training; • 員工培訓； • Annual appraisal; • 年度考核； • Opinion box; and • 意見箱；及 • WhatsApp and WeChat group • WhatsApp及微信群 |
| Community 社區 | <ul style="list-style-type: none"> • Community development; • 社區發展； • Employment opportunities; • 就業機會； • Environmental protection; and • 環境保護；及 • Social welfare • 社會福祉 | <ul style="list-style-type: none"> • Community service activities; • 社區服務活動； • Media enquiry; and • 媒體諮詢；及 • Press releases and announcements • 新聞發佈及公告 |

Environmental, Social and Governance Report

環境、社會及管治報告

MATERIALITY ASSESSMENT

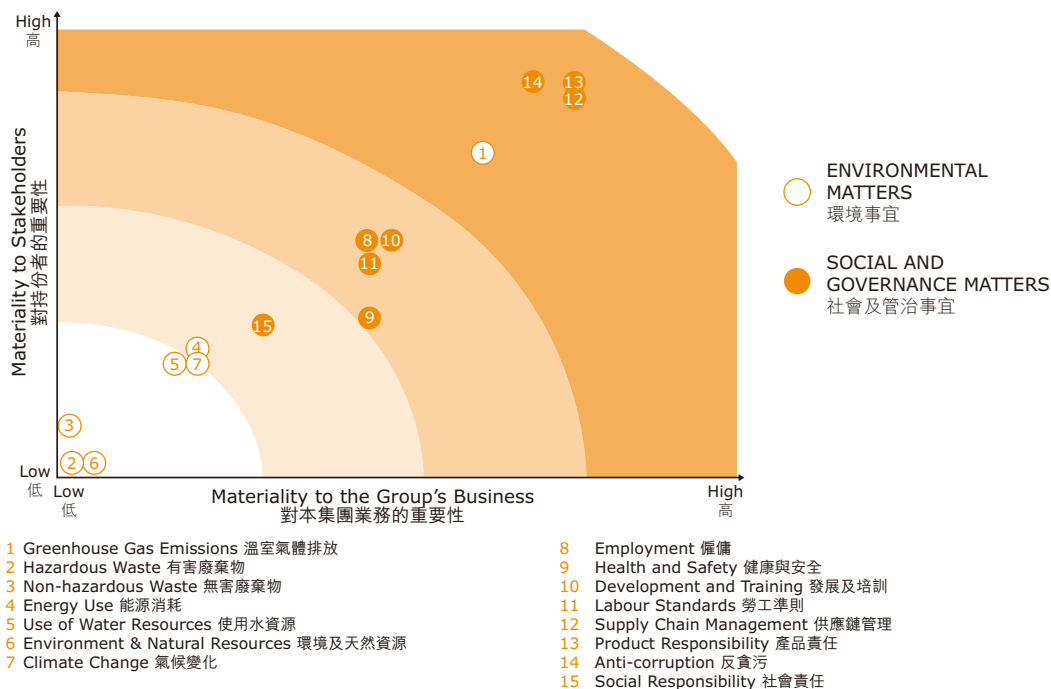
During the annual assessment, the Board and the ESG Working Group would discuss and analysis the areas of ESG concerns, especially those raised by the Group's stakeholders. The Group has identified ESG-related issues that may have potential impacts on its sustainable development from various sources, including the Group's internal policies and some reflected by the industry trends, and the Sustainability Accounting Standards Board's Materiality Map¹. Such ESG-related issues have been analysed with reference to an array of factors, including the Group's overall strategy, development, and goals and targets. The Group has conducted a materiality assessment to rate the identified ESG-related issues that are pertinent to its business and stakeholders, and their respective levels of impact. The Group has adopted relevant measures to cope with these factors, and therefore, the Group believes that these factors do not have a material impact on the financial and operational performance of the Group.

The results of the materiality assessment on the identified ESG-related issues are set out below:

重要性評估

於年度評估中，董事會以及環境、社會及管治工作小組將討論及分析環境、社會及管治關注領域，特別是本集團持份者提出的領域。本集團已識別來自各個來源可能對其可持續發展有潛在影響的環境、社會及管治相關事宜，包括本集團內部政策及部分透過行業趨勢所反映者以及永續會計準則委員會的重要性圖譜¹。在參考一系列因素(包括本集團的整體策略、發展以及目的及目標)後，已進行對有關環境、社會及管治相關事宜的分析。本集團已進行重要性評估，對與其業務及持份者有關的已識別環境、社會及管治相關事宜及彼等各自之影響水平進行評級。本集團已採取相關措施以應對該等因素，故本集團認為該等因素不會對本集團的財務及經營業績產生重大影響。

下表載列對已識別環境、社會及管治相關事宜的重要性評估結果：



¹ Sustainability Accounting Standards Board's Materiality Map, <https://materiality.sasb.org/>

¹ 永續會計準則委員會的重要性圖譜，<https://materiality.sasb.org/>

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環境、社會及管治報告

ENVIRONMENTAL

Overview

The Group is an integrated marketing-promotion and IT solutions services provider. Owing to the business nature, the Group does not produce considerable, if not traceable, amount of gas, posing insignificant impact on the environment. Hence, the environmental impact the Group poses is mainly due to the electricity and water usage, as well as the flights taken by our employees for business trips during the Reporting Period. Paper used and vehicles owned by the Group also resulted in emissions.

Despite having limited emission and waste generation, the Group keeps abreast of environmental protection and the relevant laws, including but not limited to Environmental Protection Law (《環境保護法》), Law on Air Pollution and Control (《大氣污染防治法》), Water Pollution and Control Law (《水污染防治法》), Solid Waste Pollution Prevention and Control Law (《固體廢物污染環境防治法》), and Energy Conservation Law (《節約能源法》). When applicable, the Group strives to comply with the aforementioned laws, fulfilling its obligations. The Group obtained the certificate of ISO 14001:2015 Environmental Management systems, which recognise their willingness and commitment in upholding environmental protection standards during the course of its business operation. On top of that, the Group ensures its vision aligns with the sustainability targets outlined in the 14th Five Year Plan (《「十四五」規劃》) of the PRC, where all of the Group's Business Units locate. During the Reporting Period, the Group has complied with all applicable environmental portion laws and regulations that have a significant impact on the Group.

環境

概覽

本集團為一家集營銷推廣及資訊科技解決方案服務於一體的公司。由於業務性質，本集團產生之氣體不多，甚至不可測量，對環境的影響微不足道。因此，本集團造成的環境影響主要是由於報告期間用電及用水以及員工公幹乘坐航班所致。本集團使用的紙張及擁有的車輛亦導致排放。

儘管產生的排放及廢物有限，本集團緊貼環保及相關法律，包括但不限於《環境保護法》、《大氣污染防治法》、《水污染防治法》、《固體廢物污染環境防治法》及《節約能源法》。在適用的情況下，本集團致力遵守上述法律，履行其義務。本集團獲得ISO 14001:2015環境管理體系認證，認可其在業務運營過程中遵守環保標準的意願及決心。最重要的是，本集團確保其願景與中國(本集團所有業務部門所在地)《「十四五」規劃》中概述的可持續發展目標保持一致。於報告期間，本集團已遵守對本集團有重大影響的所有適用環境部分法律及法規。

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環境、社會及管治報告

Air Emissions

The Group's business does not involve any stationary machines that produce gaseous fuel consumption emissions. The emissions, including Nitrogen Oxides (NO_x), Sulphur Oxides (SO_x) and Particulate Matter (PM), were principally generated from the vehicles owned by the Group.

Details of exhaust gas generated by the Group's vehicles:

氣體排放

本集團的業務不涉及任何產生氣體燃料消耗排放的固定機器排放源。排放物(包括氮氧化物(NO_x)、硫氧化物(SO_x)和顆粒物(PM))主要由本集團的自有車輛產生。

本集團車輛產生的廢氣詳情：

| | | Unit | Year ended 31 December 2022 Total 截至2022年 12月31日 止年度 總計 |
|------------------------------------|------------------------|-------|--|
| Types of Emissions | 排放物種類 | 單位 | |
| Nitrogen Oxides (NO _x) | 氮氧化物(NO _x) | Kg 千克 | 43.33 |
| Sulphur Oxides (SO _x) | 硫氧化物(SO _x) | Kg 千克 | 0.08 |
| Particulate Matter (PM) | 顆粒物(PM) | Kg 千克 | 4.15 |

Greenhouse Gas Emissions

The Group's indirect greenhouse gas ("GHG") emissions result principally from the purchased electricity, the waste paper disposal at landfills, and the business air trips taken by our employees. While direct greenhouse gas emissions incurred fundamentally from the combustion of fuels by the vehicles.

During the Reporting Period, the total GHG emission by the Group weighted 124.37 tonnes. With regard to our 181 employees, the GHG emission intensity was approximately 0.69 tonnes per employee.

溫室氣體排放

本集團的溫室氣體(「溫室氣體」)間接排放主要來源於外購電力、於堆填區處理廢紙以及員工商務航空差旅。溫室氣體直接排放主要來源於車輛的燃料燃燒。

於報告期間，本集團的溫室氣體總排放量為124.37噸。就我們的181名員工而言，溫室氣體的排放密度約為每名員工0.69噸。

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Detailed breakdown of Greenhouse Gases Emissions by the Group: 本集團溫室氣體排放詳情：

| Types of Emissions | 排放物種類 | Unit 單位 | Year ended 31 December 2022 Total 截至2022年 12月31日 止年度 總計 |
|--|---------------------------------|---|--|
| Scope 1 – Energy Direct Emissions | 範圍1 – 能源直接排放 | | |
| Combustion of fuels by the vehicles | 車輛燃料燃燒 | Tonnes CO ₂ e 噸二氧化碳當量 | 15.00 |
| Scope 2 – Energy Indirect Emissions² | 範圍2 – 能源間接排放² | | |
| Electricity | 電力 | Tonnes CO ₂ e 噸二氧化碳當量 | 93.72 |
| Scope 3 – Other Indirect Emissions | 範圍3 – 其他間接排放 | | |
| Business Air Travel | 商務航空差旅 | Tonnes CO ₂ e 噸二氧化碳當量 | 13.29 |
| Paper Consumption | 用紙 | Tonnes CO ₂ e 噸二氧化碳當量 | 2.36 |
| Total Emissions | 總排放量 | Tonnes CO ₂ e 噸二氧化碳當量 | 124.37 |
| Emission Intensity | 排放密度 | Tonnes CO ₂ e/number of employees ³ 噸二氧化碳當量／員工人數 ³ | 0.69 |

² According to The Ministry of Ecology and Environment of People's Republic of China (2022), the National Emission Factors in the PRC is 0.5703 t-CO₂/MWh.

² 根據中華人民共和國生態環境部的數據(2022年)，中國的國家排放係數為0.5703噸二氧化碳／兆瓦時。

³ Intensity calculated by dividing tonnes of carbon dioxide equivalent by total number of employees in the Group. As at 31 December 2022, the total number of employees were 181.

³ 密度以噸二氧化碳當量除以本集團員工總人數計算。於2022年12月31日，員工總人數為181名。

Environmental, Social and Governance Report

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Setting up feasible emission targets on a yearly basis helps the Group to track its greenhouse gas emissions and achieve a higher level of sustainability in its business progressively. Thus, considering possible business expansion and fluctuating needs for business travels in the condition of COVID-19, the Group aims at maintaining the emissions intensity at a stable level in the coming reporting period, i.e. within 80% to 110% of this year's intensity as a short-term target. With our determination of environmental sustainability, several measures are taken by the Group to curb unnecessary emissions, detailed steps taken are outlined in the subsections headed "Measures to Reduce Waste Generation and Emissions" and "Energy Use Efficiency".

Waste Management

Due to the Group's business nature, the Group's ordinary course of business does not generate any kind of material hazardous wastes. Regarding non-hazardous waste, the main solid emission is the paper waste generated during the Reporting Period, which accounts for a total of 0.49 tonnes and the intensity is 0.0027 tonnes per employee.

Details of the emission data of the Group:

每年制定可行的排放目標有助於本集團跟蹤其溫室氣體排放，並在業務上逐步實現更高水準的可持續發展。因此，考慮到在COVID-19疫情下可能出現的業務擴張及差旅需求波動，本集團的短期目標為在下個報告期間將排放密度保持在穩定水平，即在今年密度的80%至110%內。本集團決心促進環境的可持續發展，並採取多項措施以減少不必要的排放，所採取的詳細措施於「減少廢物產生及排放的措施」及「能源使用效率」分節中概述。

廢棄物管理

由於本集團的業務性質，本集團於日常業務過程中不會產生任何類型的重大有害廢棄物。就無害廢棄物而言，主要固體排放物為報告期間產生的廢紙，合共0.49噸及密度為每名員工0.0027噸。

本集團排放數據詳情：

| | | Unit | Year ended 31 December 2022 Total 截至2022年 12月31日 止年度 總計 |
|-------------------------------|---------|---|--|
| Types of Emissions | 排放物種類 | 單位 | |
| Non-hazardous waste | 無害廢棄物 | Tonnes噸 | 0.49 |
| Non-hazardous waste intensity | 無害廢棄物密度 | Tonnes/number of employees ³ 噸／員工人數 ³ | 0.0027 |

³ Intensity calculated by dividing tonnes of carbon dioxide equivalent by total number of employees in the Group. As at 31 December 2022, the total number of employees were 181.

³ 密度以噸二氧化碳當量除以本集團員工總人數計算。於2022年12月31日，員工總人數為181名。



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環境、社會及管治報告

Measures to Reduce Waste Generation and Emissions

As paper waste is the main category of waste generation during the Reporting Period, the Group strives to reduce its generation.

Aiming to minimise the production of waste, the Group actively initiates a series of Green Office practices, intending to influence employees to decrease their use of paper. In terms of actions, the Group sets up double-sided printing as the default mode in all printers and encourages employees to reuse single-sided paper when no confidential information is present. The Group also promotes the four “R” actions in environmental protection (Reduce, Reuse, Recycle, Replace) in its daily operation. To further avoid unnecessary wastage and promote effective use of paper, our employees are encouraged to communicate online and use electronic copies instead of hard copies. Through adopting these steps, the Group, for the next reporting period, hopes to maintain the non-hazardous waste intensity at 90% to 115% of the current level, given that there is no addition of other types of non-hazardous waste.

On top of that, several measures are adopted by the Group to reduce avoidable emissions. The Group promotes reasonable driving and long-distance travelling are subject to strict review to reduce all unnecessary travel, with an aim to mitigate the amount of greenhouse gas and exhaust gas produced by the vehicles. All vehicles are under regular maintenance check to facilitate fuel consumption efficiency, which ensures road safety and keeps air emissions at their minimum. Regarding business air travel, the Group encourage employee to utilise alternative ways, like online conferences and business meetings, to minimise the number of air travel and the respective environmental impact caused. As such, the level of total emissions can remain relatively low, and the level does not pose considerable environmental and social impacts.

減少廢物產生及排放的措施

由於廢紙為報告期間產生的主要廢棄物類別，本集團致力於減少產生廢紙。

為了減少產生廢棄物，本集團積極實施一系列綠色辦公實務，旨在影響員工以減少用紙。在行動方面，本集團將雙面打印設為所有打印機的默認模式並鼓勵員工在單面打印的紙張並無載列保密資料的情況下將其重複使用。本集團亦在日常運營中推廣環保四「R」行動（減少、重用、回收、替代）。為了進一步避免不必要的損耗及提倡高效利用紙張，我們亦鼓勵員工在線溝通及使用電子版本取代打印件。鑒於並無其他類型的無害廢物增加，本集團希望透過採取該等措施於下個報告期間內將無害廢棄物密度保持於現有水平的90%至115%。

此外，本集團亦採取多項措施減少可避免的排放。本集團提倡對合理的駕車及對長途差旅進行嚴格檢討以減少一切不必要的差旅，旨在減少車輛產生的溫室氣體及廢氣。全部車輛均接受定期維護檢查以提升燃料消耗效率，從而確保道路安全並保持最低的廢氣排放。對於商業航空差旅，本集團鼓勵員工採用其他途徑，例如線上會議及商業會議，以便減少航空差旅次數及降低因此造成的相關環境影響，由此將總排放水平保持在不會帶來重大環境及社會影響的較低水平。

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Use of Resources

The Group is committed to becoming a resource-saving and environmentally-friendly enterprise to promote environmental protection. We have been working actively to reduce our usage of resources, as well as our emissions, to reduce the negative impacts on natural environment.

Energy Use Efficiency

The Group's direct energy consumption stems from non-renewable fuel consumed by vehicles and indirect energy consumption stems from purchased electricity.

During the Reporting Period, the energy consumed by unleaded petrol used in vehicles, totalled 54,686.44 kWh, with an intensity of 302.14 kWh per employee; while the units of electricity purchased from electricity providers totalled 164,341.80 kWh, with an intensity of 907.97 kWh per employee. The total energy consumption of the Group during the Reporting Period totalled 219,028.24 kWh, with an intensity of 1,210.11 kWh per employee.

資源利用

本集團致力於成為節約資源及環境友好的企業以促進環保。我們一直積極努力減少資源利用及減少排放以便降低對自然環境的負面影響。

能源使用效率

本集團的直接能耗源自車輛消耗的不可再生燃料及間接能耗源自外購電力。

於報告期間內，車輛所用無鉛汽油消耗能源總計 54,686.44 千瓦時，密度為每名員工 302.14 千瓦時；而購自電力供應商的電力單位總計 164,341.80 千瓦時，密度為每名員工 907.97 千瓦時。本集團於報告期間的總能耗總計 219,028.24 千瓦時，密度為每名員工 1,210.11 千瓦時。

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| | | | Year ended 31 December 2022 Total 截至2022年 12月31日 止年度 總計 |
|--------------------------------------|------------------|--|--|
| | | Unit 單位 | |
| Fuel consumption | 燃料消耗 | kWh千瓦時 | 54,686.44 |
| Fuel consumption intensity | 燃料消耗密度 | kWh/number of employees ³ 千瓦時／僱員人數 ³ | 302.14 |
| Electricity consumption ⁴ | 耗電量 ⁴ | kWh千瓦時 | 164,341.80 |
| Electricity consumption intensity | 耗電密度 | kWh/number of employees ³ 千瓦時／僱員人數 ³ | 907.97 |
| Total energy consumption | 總能耗 | kWh千瓦時 | 219,028.24 |
| Intensity | 密度 | kWh/number of employees ³ 千瓦時／僱員人數 ³ | 1,210.11 |

To reduce the Group's energy consumption, the Group has posted some energy conservation reminders in place. Computers and office lights are switched off during non-business hours and when not-in-use to minimise light pollution and reduce energy consumption. For air conditioners, an optimum temperature of 25 Celsius degree is recommended and blinds are used for heat insulation from outside to reduce power consumption of the air conditioning system. Looking ahead, we would continue to make efforts in reducing our energy consumption and keep up the pace of energy conservation.

為減少本集團的能耗，本集團已設置若干節能提示。非辦公時間及未使用時則關閉電腦及辦公照明以減少光污染及降低能耗。空調的推薦最佳溫度為25攝氏度並將百葉窗用於外部隔熱以降低空調系統的耗電。展望未來，我們將繼續努力降低我們的能耗及保持節能步伐。

³ Intensity calculated by dividing tonnes of carbon dioxide equivalent by total number of employees in the Group. As at 31 December 2022, the total number of employees were 181.

³ 密度以噸二氧化碳當量除以本集團員工總人數計算。於2022年12月31日，員工總人數為181名。

⁴ As the electricity and water charges for Beijing office were included in the management fees, we are unable to collect and disclose relevant usage record. While for Hainan, Wuhan and Hong Kong Offices, no operation and relevant usage of electricity and water were recorded in the Reporting Period. The electricity and water consumption shows the electricity and water usage recorded from the operations of Hangzhou, Shenzhen and Xi'an offices.

⁴ 由於北京辦事處的水電費用已計入管理費內，我們無法收集及披露相關使用記錄，而海南、武漢及香港辦事處方面，報告期間並無運營，故而並無錄得相關水電用量。水電耗量顯示杭州、深圳及西安辦事處運營錄得的水電用量。

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Water Usage

As water is one of the most precious resources in the world, reducing water consumption is one of the fundamental targets of the Group. The Group always encourages the reduction in unnecessary water consumption. The existing water supply is stable and meets the Group's daily operational needs, thus no issue of sourcing water is identified. Water resources are solely used in offices operations.

During the Reporting Period, the total volume of water consumed was 6,745.00 cubic metres, with an intensity of 37.27 cubic metres per employee. Due to the nature of business, no sewage is produced and thus no sewage purification system is installed currently. The following shows the water consumption recorded from the operations of Hangzhou, Shenzhen and Xi'an offices:

用水

由於水是世界上最寶貴的資源之一，降低耗水量是本集團的基本目標之一。本集團始終鼓勵減少不必要的耗水量。現有供水穩定且滿足本集團的日常運營需求，因此並未確認求取水源方面的問題。水資源僅用於辦公室運營。

於報告期間，耗水總量為6,745.00立方米，密度為每名員工37.27立方米。由於業務性質的緣故，並未產生污水，因此目前並未安裝污水淨化系統。以下列示因杭州、深圳及西安辦事處的運營而錄得的耗水量：

| | | Unit | Year ended 31 December 2022 Total 截至2022年 12月31日 止年度 總計 |
|--------------------------------|------------------|---|--|
| | | 單位 | |
| Water consumption ⁴ | 耗水量 ⁴ | Cubic metre立方米 | 6,745.00 |
| Intensity | 密度 | Cubic metre/number of employees ³ 立方米／僱員人數 ³ | 37.27 |

³ Intensity calculated by dividing tonnes of carbon dioxide equivalent by total number of employees in the Group. As at 31 December 2022, the total number of employees were 181.

³ 密度以噸二氧化碳當量除以本集團員工總人數計算。於2022年12月31日，員工總人數為181名。

⁴ As the electricity and water charges for Beijing office were included in the management fees, we are unable to collect and disclose relevant usage record. While for Hainan, Wuhan and Hong Kong Offices, no operation and relevant usage of electricity and water were recorded in the Reporting Period. The electricity and water consumption shows the electricity and water usage recorded from the operations of Hangzhou, Shenzhen and Xi'an offices.

⁴ 由於北京辦事處的水電費用已計入管理費內，我們無法收集及披露相關使用記錄，而海南、武漢及香港辦事處方面，報告期間並無運營，故而並無錄得相關水電用量。水電耗量顯示杭州、深圳及西安辦事處運營錄得的水電用量。



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The Group promotes the ideology of water conservation among our employees. In order to effectively reduce the consumption of water, dysfunctional water faucets are repaired promptly to prevent further leakage and wastage of freshwater. Notices reminding employees to avoid unnecessary use of water are stipulated on washroom walls. Through adopting these practices to reduce energy consumption and water consumption in the offices, the Group aims at keeping next reporting period's energy and water consumption intensities at 90% to 115% of the current levels. The current intensities for energy and water consumption are 907.97 kWh per employee and 37.27 cubic metres per employee respectively.

Packaging Material

As the Group's business field lies in providing marketing-promotion and IT solutions services, the Group in the ordinary course of business does not involve any material usage of packaging materials.

The Environment and Natural Resources

As per the aforementioned data, the Group does not pose significant impacts on environmental or natural resources in its daily operations. Yet, the Group contends that corporate development should not come at the expense of the environment, and ensures that it minimises its carbon footprints by constantly monitoring the use of resources and adhering to the relevant laws.

本集團在員工中倡導節水理念。為了有效降低耗水量，運行不良的水龍頭會得到迅速維修以防進一步洩漏及浪費淡水。洗手間牆上貼有提示，提醒員工避免不必要用水。透過採取該等做法減少各辦事處的能耗及耗水量，本集團旨在將下個報告期間的能耗及用水密度保持在現有水平的90%至115%。能耗及用水的現有密度分別為每名員工907.97千瓦時及每名員工37.27立方米。

包裝材料

由於本集團的業務領域為提供營銷推廣及IT解決方案服務，本集團在正常業務過程中並未涉及對包裝材料的大量使用。

環境及天然資源

按照上述資料，本集團的日常運營對環境或天然資源並無重大影響。但本集團仍認為企業發展不應以環境為代價，並確保透過對資源利用的持續監控及對相關法例的遵守將其碳足跡降至最低。

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Climate Change

The Group reviews and identifies the climate-related risk annually while conducting the risk assessment. We have considered the potential climate-related risks in respect of the recommendations of the Task Force on Climate-related Financial Disclosure, which are the physical risks such as extreme weather conditions and transition risks such as regulatory change on environmental matters, and summarised as below:

氣候變化

本集團在進行風險評估時每年審視及確認氣候相關風險。我們已就氣候相關財務披露工作小組的建議而考慮潛在的氣候相關風險，即極端天氣情況等實質風險及環境事項相關監管變動等過渡風險，並概述如下：

| Risk Type | Risks | Potential Financial Impact | Short (current Reporting Period) 短期 (本報告期間) | Medium (1-3 years) 中期 (1-3年) | Long (4-10 years) 長期 (4-10年) | Mitigation Strategy |
|------------------------|--|--|--|--|--|--|
| 風險類型 | 風險 | 潛在財務影響 | | | | 緩解策略 |
| Physical Risks 實質風險 | <ul style="list-style-type: none"> Extreme weather conditions such as flooding and typhoon 洪水及颱風等極端天氣情況 Sustained elevated temperature 持續性高溫 | <ul style="list-style-type: none"> Reduced revenue from business and supply chain disruptions 減少業務收入及破壞供應鏈 Increased cost related to the rising need for cooling 與製冷需求增加相關的成 本上漲 | ✓ | ✓ | | <ul style="list-style-type: none"> Located our offices in cities where the occurrences extreme weather conditions are relatively rare 將我們的辦事處設於相對較少發生極端天氣情況的城市 Established adverse weather condition policy 制定不利天氣情況政策 Adopted energy conservation measures 採用節能措施 |

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| Risk Type | Risks | Potential Financial Impact | Short (current Reporting Period) 短期 (本報告期間) | Medium (1-3 years) 中期 (1-3年) | Long (4-10 years) 長期 (4-10年) | Mitigation Strategy 緩解策略 |
|--------------------------|--|---|--|--|--|--|
| 風險類型 | 風險 | 潛在財務影響 | | | | |
| Transition Risks 過渡風險 | <ul style="list-style-type: none"> Changes in environmental-related regulations 環境相關法規的變動 Shift in customers' preference to company that incorporate sustainability concept 客戶偏好轉向採納可持續發展理念的公司 | <ul style="list-style-type: none"> Result in higher operating costs to adopt new practices 採納新做法導致經營成本上升 Reduced demand of services and revenue 服務需求及收入降低 | | ✓ | ✓ | <ul style="list-style-type: none"> Our Group has implemented energy conservation measures and taken sustainability and environmental issues into consideration for decision making related to marketing campaign and brand development to meet the expectations of market and customers 本集團已就營銷活動及品牌發展相關決策實施節能措施並將可持續性發展與環境議題納入考慮以符合市場及客戶的期望 |

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SOCIAL

Employment and Labour Standards

For the Group, constructing a meaningful relationship with its employees, which are the internal stakeholders, is deemed equally important as attracting new customers for business, and so is encouraging the employees to shape their competitive edge. As an integrated marketing and information technology solution and cloud services provider, the Group understands that employees with sophisticated technology knowledge are important assets.

As a responsible corporate citizen who genuinely cares for its employees, the Group strictly abides by all applicable laws and regulations related to employment, including but not limited to the "Labour Contract Law" (《中華人民共和國勞動合同法》), "Labour Law" (《中華人民共和國勞動法》), "Regulations on Paid Annual Leave of Employees" (《職工帶薪年休假條例》), "Law on the Protection of Women's Rights and Interests" (《婦女權益保障法》), "Law on the Protection of Disabled Persons" (《殘障人保障法》), "Social Insurance Law" (《社會保險法》) and "Provisions of the State Council on Working Hours of Workers and Staff" (《國務院有關於職工工作時間的規定》) of the PRC, as well as "Employment Ordinance", "Minimum Wage Ordinance" and "Employees' Compensation Ordinance" of Hong Kong.

The Group guarantees that no employee is made to work against his/her will, or work as forced labour, or be subject to coercion related to work. The Group strictly opposes and prohibits any form of child and forced labour. The Human Resources Department will verify the actual age of the applicants by checking their identification documents upon recruitment process. If one in his/her probation period is found providing false information, termination of contract without notice can be resulted. Through the whistle-blowing mechanism, employees are able to voice out injustice they face. For any reported cases, the Management will investigate the case immediately, and take further follow-up actions if necessary. During the Reporting Period, the Group has complied with all applicable labour laws and regulations.

社會

僱傭及勞工準則

與身為內部持份者的員工建立良好的關係，本集團將此視為與為業務吸引新客戶同等重要，由此鼓勵員工塑造其競爭優勢。作為營銷及信息技術解決方案與雲服務的綜合供應商，本集團把具有熟練技術知識的員工視為重要資產。

作為真誠關愛員工的負責任企業公民，本集團嚴格遵守關於僱傭的一切適用法律及法規，包括但不限於《中華人民共和國勞動合同法》、《中華人民共和國勞動法》、《職工帶薪年休假條例》、《婦女權益保障法》、《殘障人保障法》、《社會保險法》及《國務院有關於職工工作時間的規定》，以及香港《僱傭條例》、《最低工資條例》及《僱員補償條例》。

本集團保證並無員工是在違反其意願的情況下工作或作為強制勞工工作，或面臨與工作有關的脅迫。本集團嚴格反對及禁止任何形式的童工及強制勞工。人力資源部將透過在招聘過程中查驗申請人的身份文件核實其真實年齡。如果任何人在試用期內被發現提供虛假資料，則可能導致不經通知即終止合同。透過舉報機制，員工能夠說出其遭遇的不公。對於任何上報的案例，管理層將立即調查案例並在必要情況下採取進一步的跟進行動。於報告期間，本集團已遵守一切適用勞工法律及法規。

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The Group has established the Employee Handbook (員工手冊) to manage the staff recruitment, remuneration, working period, leave entitlement, pay rate, and compensation matters and procedures, with an aim to increase work efficiency and establish a uniform workflow. For staff employed over probation period, they are entitled to the statutory holidays, the mandatory provident fund, the basic social insurance and various types of paid annual in accordance with the relevant laws and regulations.

The Group hopes to recruit the most talented and qualified persons from the job market, in order to bring immense value to the business and to build trust in its clients. The process of recruitment is standardised regardless of department. Competitive remuneration packages and benefits are provided to attract high-calibre talents and motivate existing employees. On top of the five statutory social insurances and one housing fund of the PRC, employees are also entitled to the group accident insurance and reimbursement for work injury insurance. Employees are provided with basic statutory festive holidays, general holidays, marriage leave, maternity leave, paternity leave, compassionate leave, retirement provision, with the standard of 5 workdays per week and 8 work hours per day. Compensation pay or leave is/are provided for overtime work. To better promote women rights, the Group also provide the following leaves:



Pre-natal leave
產檢假



Breastfeeding leave
哺乳假



Miscarriage leave
流產假

Year-end bonus and project-based bonus are rewarded to employees based on individual performance. The Group performs appraisals quarterly to effectively evaluate employees' quality of work outputs and they serve as important bases for rewards and punishment, salary adjustment and promotion. As such, the Group's expectations on its employees, and employee's difficulties encountered are mutually communicated.

本集團已制定員工手冊以管理員工招聘、薪酬、工作時間、休假權益、工資標準及補償事項與程序，旨在提高工作效率並確立一致的工作流程。試用期內的受僱員工有權根據相關法律及法規享有法定假期、強制性公積金、基本社會保險及各種帶薪年假。

本集團希望從就業市場招募最富才華及最有資格的人士以便為業務帶來巨大價值並贏得客戶信賴。不論招聘部門為何，招聘過程為標準化過程。提供具有競爭力的薪酬待遇及福利以吸引高質量人才及激勵現有員工。除中國的五項法定社會保險及一項住房公積金以外，員工還有權獲得團體意外險及工傷保險補償。員工享有基本法定假期、公眾假期、婚假、產假、侍產假、恩恤假、退休金，以及每週5個工作日及每天8個工時的標準安排。加班可獲得補償金或補休假。為了更好地提高婦女權益，本集團亦提供下列休假：

年終獎及項目獎金根據個人表現授予員工。本集團每季進行評核以便有效評估員工的工作產出質素並將此作為獎懲、薪資調整及晉升的重要依據。因此，本集團對員工的期望及員工面臨的困難得以相互溝通。

Environmental, Social and Governance Report

環境、社會及管治報告

Total Number and Classification of Employees

員工總數及分類

As at 31 December 2022, the Group had a total of 181 employees including offices located in Hangzhou, Hainan, Shenzhen, Xian, Wuhan and Hong Kong, with all of them as full-time employees⁵. The detailed employment information for Hangzhou, Hainan, Shenzhen, Xian and Hong Kong offices are as follows:

於2022年12月31日，本集團在杭州、海南、深圳、西安、武漢及香港等地的辦事處共有181名員工，所有人員均為全職員工⁵。杭州、海南、深圳、西安及香港辦事處的員工詳情如下：

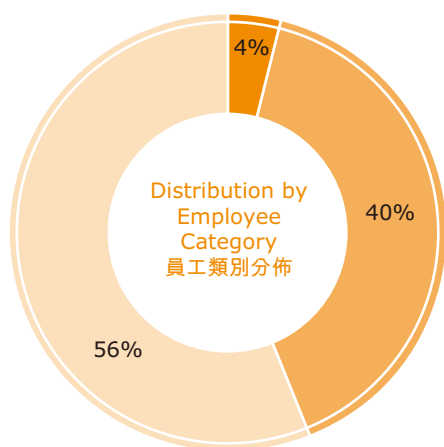
| | | Year ended 31 December 2022 Total 截至2022年 12月31日 止年度 總計 |
|--|---------------|--|
| Total Number of Employees | 員工總數 | 181 |
| Distribution by Gender | 性別分佈 | |
| Female | 女性 | 64 |
| Male | 男性 | 117 |
| Distribution by Age Group | 年齡分佈 | |
| <25 | 25歲以下 | 13 |
| 25-29 | 25-29歲 | 57 |
| 30-39 | 30-39歲 | 71 |
| 40-49 | 40-49歲 | 32 |
| ≥50 | 50歲或以上 | 8 |
| Distribution by Employee Category | 員工類別分佈 | |
| Junior Employee | 初級員工 | 102 |
| Senior Employee | 高級員工 | 72 |
| Management | 管理層 | 7 |
| Distribution by Geographic Region | 地區分佈 | |
| Hangzhou | 杭州 | 98 |
| Hainan | 海南 | 2 |
| Shenzhen | 深圳 | 9 |
| Xi'an | 西安 | 69 |
| Wuhan | 武漢 | 1 |
| Hong Kong | 香港 | 2 |

⁵ Employees in Shanghai office is included under Hangzhou as it is the sub-company to Hangzhou's office, and there is no business operation in the Beijing office, so no employees are involved.

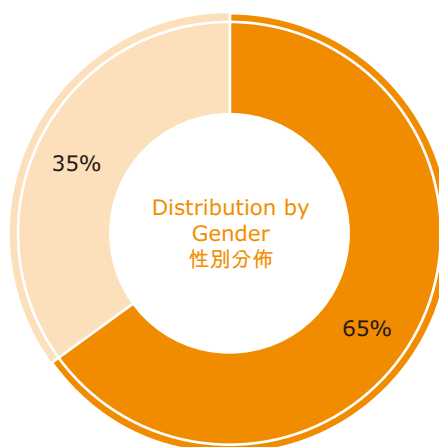
⁵ 上海辦事處為杭州辦事處的分公司，故其員工計入杭州辦事處，而北京辦事處並無業務運營，故並無員工涉及。

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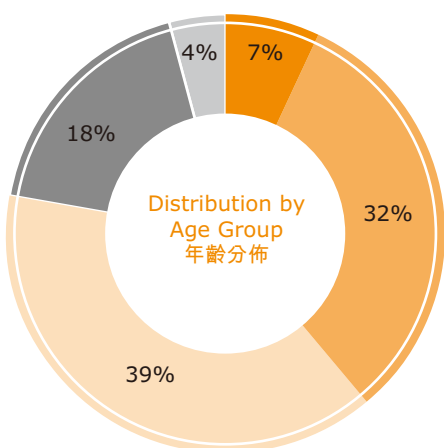
環境、社會及管治報告



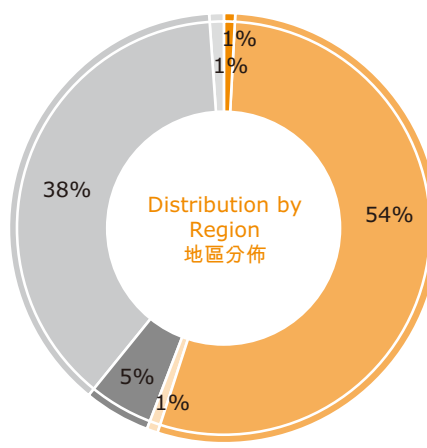
■ Management 管理層 ■ Senior Employee 高級員工
■ Junior Employee 初級員工



■ Male 男性 ■ Female 女性



■ <25 25歲以下 ■ 25-29 25-29歲 ■ 30-39 30-39歲 ■ 40-49 40-49歲 ■ >50 50歲以上



■ Hangzhou 杭州 ■ Hainan 海南 ■ Shenzhen 深圳
■ Xi'an 西安 ■ Wuhan 武漢 ■ Hong Kong 香港

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Pursuant to the “Equality, Participation and Sharing: 70 Years of Protecting the Rights and Interests of Persons with Disabilities” of the PRC, and the “Code of Practice on Employment” under the “Disability Discrimination Ordinance” and “Sex Discrimination Ordinance” of Hong Kong, the Group hires based on experience, expertise and values, regardless of race, colour, creed, national origin, ancestry, sex, marital status, disability, religious or political affiliation, age, or sexual orientation. We formulate equal opportunities and diversity policies for all employees, and are committed to building a diversified and inclusive working environment. As at 31 December 2022, female employees accounted for approximately 35% of the total workforce within the Group. Being partially in the IT sector, which is traditionally considered male-dominated, the Group values gender equality and will continue to strive for a more diversified workforce in the future.

Employee Turnover

As at 31 December 2022, employee turnover across the Group was at 29%. The detailed turnover information is as follows:

根據《平等、參與、共享：新中國殘疾人權益保障70年》，以及香港《殘疾歧視條例》及《性別歧視條例》項下的《僱傭實務守則》，本集團的聘用基於經驗、專長及價值，而無論種族、膚色、信仰、國籍、祖先、性別、婚姻狀況、殘疾、宗教或政治聯繫、年齡或性取向。我們制訂面向全體員工的平等機會及多元化政策，並致力於構築多元包容的工作環境。於2022年12月31日，女性員工約佔本集團員工總數的35%。IT行業從傳統上被視為男性主導的行業，而本集團並不完全處於該行業，本集團珍視性別平等理念並將於日後繼續努力打造更為多元的員工隊伍。

員工流失率

於2022年12月31日，本集團範圍內員工流失率為29%。流失率詳情如下：

| | | Year ended 31 December 2022 Total 截至2022年 12月31日 止年度 總計 |
|--|-------------|--|
| Total Turnover Rate | 總流失率 | 29% |
| Distribution by Gender | 性別分佈 | |
| Female | 女性 | 28% |
| Male | 男性 | 29% |
| Distribution by Age Group | 年齡分佈 | |
| <25 | 25歲以下 | 77% |
| 25–29 | 25–29歲 | 37% |
| 30–39 | 30–39歲 | 25% |
| 40–49 | 40–49歲 | 6% |
| ≥50 | 50歲以上 | 13% |
| Distribution by Geographic Region | 地區分佈 | |
| Hangzhou | 杭州 | 23% |
| Hainan | 海南 | 50% |
| Shenzhen | 深圳 | 167% |
| Xi'an | 西安 | 10% |
| Wuhan | 武漢 | 600% |
| Hong Kong | 香港 | 0% |

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Health and Safety

The Group acknowledges that employees' health and safety are pivotal and it sincerely cares for both their mental and physical health. Any work-related injuries and fatalities will be reported to the Administration Department through filing of Employee Incident Report (工傷報告單). Due to the Group's business nature, employees spend most of their work time in offices, resulting in the low chance of encountering work-related injuries. During the last three reporting periods, no work-related fatalities and lost days due to work injury were recorded by the Group. Moreover, the Group adheres to applicable laws and regulations regarding occupational health standards, including but not limited to the Law on the Prevention and Control of Occupational Diseases of the PRC (《中華人民共和國職業病防治法》), the Provisions on the Supervision and Administration of Occupational Health at Work Sites (《工作場所職業衛生監督管理規定》) of the PRC, and "Occupational Safety and Health Ordinance" of Hong Kong.

To maintain a healthy and pleasant work environment, which is indispensable for both employees' well-being and productivity, certain health and safety measures are implemented, which included but not limited to:

健康與安全

本集團肯定員工的健康與安全至關重要，真誠關愛員工身心健康。如發生任何工傷及死亡事故，會透過提交工傷報告單向行政管理部門報告。基於本集團的業務性質，員工大部分工作時間身處辦公室，面對工傷機會較低。於過往三個報告期間，本集團並無錄得任何因工亡故及因工傷損失工作日數。此外，本集團恪守關於職業健康標準的適用法律及規例，包括但不限於中國的《中華人民共和國職業病防治法》、《工作場所職業衛生監督管理規定》以及香港的《職業安全及健康條例》。

為維持健康愉快的工作環境，促進員工的身心健康及生產力，本集團實施若干健康與安全措施，包括但不限於：

Health and Safety Measures 健康與安全措施

The Group purchased group accident insurance for employees, who are also entitled to work injury compensation claim. Employees who have worked for the Group for more than one year are eligible for annual health checks.
本集團已為員工投購集體意外保險，員工亦可享工傷補償申索。効力本集團超過一年的員工合資格參與年度健康檢查。

The Group has launched several measures, including maintaining accessibility of emergency exits in offices, establishing a smoke-free workplace, conducting fire drills and inspecting fire extinguishers regularly, and providing adequate illumination and suitable temperature in the offices.
本集團已推出多項措施，包括保持辦公室緊急出口暢通無阻，建立無煙工作間，定期舉行火警演習及檢查滅火器，以及在辦公室提供充足照明及調節合適溫度。

The Group is strongly opposed to any form of discrimination, harassment and inappropriate conduct.
本集團強烈反對任何形式的歧視、騷擾及不當行為。

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On the other hand, the Group has listed out the relevant misconducts in the Employee Handbook (員工手冊), reminding employees to stay well-mannered and respectful. To further safeguard the employees, the Group has set up whistle-blowing procedures, so that any concerns about suspected misconduct, malpractice or impropriety can be raised confidentially.

Leading a work-life balance lifestyle is beneficial to employees' well-being. To foster harmonious work culture and enhance team cohesion, the Group regularly organises sport activities for our employees to train their physique and release work pressure. The Group also encourages employees to enrich their leisure activities and have a positive mindset, thus book sharing sessions and conferences are regularly held for our employees.

另一方面，本集團已於員工手冊列出相關不當行為，提醒員工言行得宜，彼此尊重。為進一步保障員工，本集團已制定舉報程序，如有任何懷疑濫用職權、疏忽職守或行為失當，可以秘密地舉報有關事宜。

作息平衡的生活模式有利員工身心健康。為培養和諧的工作文化，增強團隊凝聚力，本集團定期為員工組織體育活動，鍛鍊彼等的體格，緩解工作壓力。本集團亦鼓勵員工豐富消閒活動，建立正向思維，因此定期為員工舉辦書籍分享會及會議活動。

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With regard to the COVID-19 pandemic, the Group has implemented a series of COVID-19 prevention and control policies to ensure employees' safety and minimise the chance of spread and transmission within the Group. Topics covered include actions to improve personal hygiene, prevention and transmission channels of COVID-19, relevant symptoms and procedures for seeking medical attention. Despite the recent relaxation on COVID-19 restrictions in workplace, the Group actively encouraged employees to initiate the preventive actions, such as wearing a mask, avoiding public transportation and cleaning hands with wet wipes or sanitizers regularly. On top of that, the Group implemented a variety of official measures during the Reporting Period, including:

面對COVID-19疫情，本集團已實施一系列COVID-19防控政策，以確保員工安全並盡量減低在本集團內擴散及傳播的機會。主題涵蓋改善個人衛生的行動、COVID-19預防及傳播渠道、相關症狀及求醫程序。儘管最近放寬工作場所有關COVID-19的限制，本集團仍積極鼓勵員工採取防疫行動，例如佩戴口罩、避免乘搭公共交通工具及定期以濕紙巾或消毒液清潔雙手。除此之外，本集團已於報告期間推行多項正式措施，包括：



The Group will continue to assess the development of the COVID-19 outbreak, and regularly review the relevant countermeasures in accordance with the local government regulations to ensure the effectiveness of the measures.

本集團將持續評估COVID-19疫情的發展情況，定期根據當地政府規例檢討相關的應對措施，以確保措施有效。

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Development and Training

Upon joining the Group, we provide induction training for employees to help them familiarise themselves with the Group. Regular performance review is conducted to evaluate the skills and competencies of our employees. Rapidly identifying enterprises' needs and tailor-making solutions for them are the core business of the Group. We reckon that the process depends on its employees' adaptability to the evolving technology. Given the rationale, continuous development and training of employees are exceptionally important for the Group to excel amongst competitors and to drive sustainable growth ultimately.

As outlined in Employee Handbook (員工手冊), internal training can be classified into onboarding ones and on-job training. The former refers to training for new joiners to the Group, which mostly focus on the Group's policies and procedures; while the latter implies further learning opportunities for experienced employees. Internal training sessions given by experienced and managerial colleagues, were available to employees at junior and senior level all year round during the Reporting Period. The scope of the training is diversified and divided into two main categories, which will be illustrated below with examples.

發展及培訓

員工加入本集團時，我們會為其提供入職培訓，幫助熟悉本集團。本集團定期進行績效考核，對員工的技能及能力作出評估。迅速識別企業需要並為彼等提供定制解決方案，乃本集團的核心業務，過程取決於本集團員工對科技演進的適應能力。有鑒於此，員工的持續發展及培訓對本集團尤為重要，始能在同業中脫穎而出，最終推動可持續增長。

誠如員工手冊所載，內部培訓可劃分為入職培訓及在職培訓。前者指對本集團新加入成員的培訓，主要側重於本集團的政策及程序；後者則使資深員工享有進一步學習的機會。於報告期間，初級及高級員工全年均可接受資深及管理層同事提供的內部培訓講座。培訓範圍多元化，分為兩大類，於下文佐以例子闡述。

1) Training to familiarise employees with policies and procedures of the Group 讓員工熟知本集團政策及程序的培訓

With the purpose to enhance employees' understandings about our Group's policies and procedures, the Group held two sessions of on-board training for newcoming staff in August and December 2022. These sessions of training were conducted by respective managerial staff to ensure the credibility, efficacy, and quality of the training.

為加深員工對本集團政策及程序的瞭解，本集團於2022年8月及12月舉行兩次新員工入職培訓講座。該等培訓講座由相關管理員工主持，以確保培訓可信性、有效性及質素。

2) Training to enhance employees' product knowledge and latest technological information 提升員工產品知識及最新科技資訊的培訓

The Group held numerous internal trainings on Cybersecurity, Data Security, Information Security, Software Installation and Management with the purpose to equip employees with the most updated technological information and sharpen their competitive edge.

本集團舉辦多個關於網絡安全、數據安全、信息安全、軟件安裝及管理的內部培訓，旨在使員工具備最新科技資訊，提高彼等的競爭優勢。

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Evidently, the Group is devoted to providing well-rounded training for our employees. Frequent training and relevant seminars create corporate learning culture, inspiring employees to be inquisitive and to embrace life-long learning. The details of the training are as follows:

本集團致力於為員工提供全面培訓，經常舉辦培訓及相關研討會建立企業進修文化，鼓勵員工勤學好問，追求終身學習。培訓詳情如下：

| | | Number of employees 員工人數 | % of all employees 佔全部員工百分比 |
|----------------|--------|------------------------------------|---------------------------------------|
| Total Trainees | 受訓員工總數 | 49 | 27% |

| | | Total hours 總時數 | Hours per employee 每名員工時數 |
|-----------------------------|----------|---------------------------|-------------------------------------|
| Training hours per employee | 每名員工受訓時數 | 434 | 2.40 |

| | | Number of employees 員工人數 | % of trainees 佔受訓員工百分比 |
|-------------------------------|------|------------------------------------|----------------------------------|
| Distribution by Gender | 性別分佈 | | |
| Female | 女性 | 17 | 35% |
| Male | 男性 | 32 | 65% |

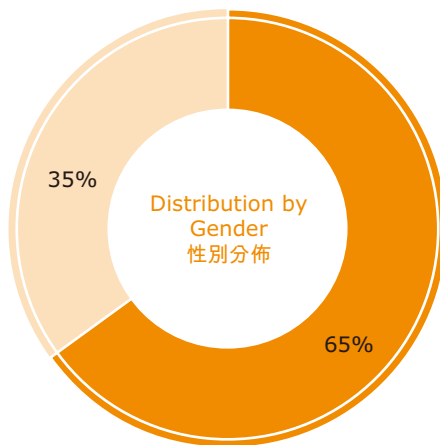
| | | Total hours 總時數 | Hours per employee 每名員工時數 |
|---------------------------------|------------|---------------------------|-------------------------------------|
| Training Hours by Gender | 按性別劃分的培訓時數 | | |
| Female | 女性 | 107.5 | 1.68 |
| Male | 男性 | 326.5 | 2.79 |

| | | Number of employees 員工人數 | % of trainees 佔受訓員工百分比 |
|--|--------|------------------------------------|----------------------------------|
| Distribution by Employee Category | 員工類別分佈 | | |
| Junior Employee | 初級員工 | 22 | 45% |
| Senior Employee | 高級員工 | 20 | 41% |
| Management | 管理層 | 7 | 14% |

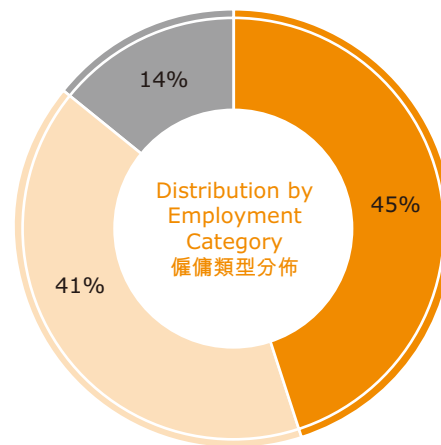
| | | Total hours 總時數 | Hours per employee 每名員工時數 |
|--|--------------|---------------------------|-------------------------------------|
| Training Hours by Employee Category | 按員工類別劃分的培訓時數 | | |
| Junior Employee | 初級員工 | 180 | 1.76 |
| Senior Employee | 高級員工 | 212 | 2.94 |
| Management | 管理層 | 42 | 6.00 |

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■ Male 男性 ■ Female 女性



■ Junior Employee 初級員工 ■ Senior Employee 高級員工
■ Management 管理層

Supply Chain Management

The Group places great emphasis on the procurement principles. In purchasing materials, equipment and services, the Group promotes fair and open competition based on established procurement policies and procedures to ensure that the price, quality, delivery and services are in line with the best economic benefits. As a responsible organisation, the Group adheres to the spirit of contract and abides by the principle, purpose and content of the contract with the supplier. In return, the Group expects its suppliers to uphold the principles of integrity and pragmatism, and provide products and services in compliance with all applicable laws and regulations.

To standardise the procurement procedures of products and services, the group has adopted the Supplier Evaluation Assessment Regulation (供應商評價考核規定), which outlines assessments prior to accepting a supplier as an approved supplier, and also on-going assessments and regular inspections of our approved suppliers.

供應鏈管理

本集團強調採購原則。在購買材料、設備及服務過程中，本集團基於既定的採購政策及程序，促進公平公開競爭，以確保價格、品質、交付及服務均符合最大經濟利益。身為負責任企業，本集團恪守合約精神，遵守與供應商所訂合約的原則、目的及內容。相對地，本集團期望供應商秉持誠信及務實原則，遵守一切適用法律及規例提供產品及服務。

為統一採購產品及服務的程序，本集團已採納供應商評價考核規定，當中載列在接納供應商為認可供應商之前須對其進行的評核，亦載明對認可供應商的持續評核及定期調查。

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Before selecting new suppliers, the purchasing agent assesses their capabilities based on supplier's background information, professional qualifications, product and service quality, reputation. Issues such as human rights management adopted by the suppliers, and compliance with social-related and environmental-related issues are also taken into consideration.

於選擇新供應商前，採購代理基於供應商的背景資料、專業資格、產品及服務質素、聲譽等評核其能力。本集團亦會考慮供應商採納的人權管理以及社會及環境相關合規事宜等議題。

Due to the Group's business nature, a big portion of the purchase belongs to technology-related software. Therefore, professional qualifications such as relevant business licenses, certificates of authorisation and ISO System Certifications are especially crucial for suppliers.

基於本集團的業務性質，大部分採購為技術有關軟件。因此，相關營業執照、授權證及ISO系統認證等專業資格對供應商尤其重要。

The qualified suppliers are included in the Approved Vendor List (客戶評選表) upon the approval of representatives from the Financial Department, the Compliance Department, and the Business Department respectively.

經財務部、合規部及業務部的代表各自批准後，合資格供應商會被納入客戶評選表。

Suppliers who have cooperated with the Group for one year or more, are reviewed at least on an annual basis to ensure that the product qualities, delivery schedule, after-sales service and their environmental and social practices still fulfil the Group's expectations.

供應商如已與本集團合作一年或以上，我們會至少每年對其進行一次評核，以確保產品質素、交付計劃、售後服務以及其環境及社會實務仍符合本集團的預期。

As at 31 December 2022, the Group has a total of 129 suppliers, where they are all located in the PRC. The aforesaid Supplier Evaluation Assessment Regulation applied and were implemented to all suppliers of the Group during the Reporting Period.

於2022年12月31日，本集團共有129名供應商，全部位於中國。於報告期間，上述供應商評價考核規定已對本集團所有供應商應用及執行。

Product and Service Responsibility

The Group emphasises the importance of reliable products and services with high quality and has a strong commitment to improving the quality of its core business: marketing and promotion services, cloud services and integrated information technology solutions. The quality control system is classified into two main components, namely service quality and product quality. While products and services, such as marketing solutions, software and cloud services, of the Group, are intangible goods delivered virtually. Thus, no products sold or shipped are subject to recalls for direct health and safety concerns, and are seen less likely to pose harm and/or threat to customers physically.

產品及服務責任

本集團強調優質可靠產品及服務的重要性，矢志提升營銷及推廣服務、雲服務及綜合信息技術解決方案等核心業務的質素。品質控制系統劃分為兩大組成部分，分別為服務質素及產品質素。本集團的產品及服務（例如營銷解決方案、軟件及雲服務）均為透過虛擬形式交付的無形貨品，因此售出或付運的產品未有因直接的健康與安全疑慮而被召回的情況，亦被視為不大可能對客戶造成人身傷害及／或威脅。

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For product quality control, the Group assigns product quality control team for monitoring and completing respective follow-up, in which their tasks included but not limited to the following:

就產品品質控制而言，本集團指派產品品質控團隊進行監督及完成各自的跟進工作，其任務包括但不限於以下事項：

The team inspects IT products procured from suppliers and sold to customers, ensuring quality control of the procurement, storage and sales of the hardware
該團隊會檢查採購自供應商及售予客戶的信息技術產品，確保硬件採購、倉儲及銷售的品質控制

With the Qualification Certificate of ISO9001, the team follows the supplier management process of ISO9001 to manage the quality of suppliers and subcontractors
透過ISO9001資格認證，該團隊依循ISO9001供應商管理流程，以管理供應商及分包商質素

The team regularly evaluates suppliers' performance quality and is open to forming partnerships with new potential suppliers
該團隊定期評估供應商的表現質素，同時對與潛在的新供應商建立合作關係保持開放態度

Hardware and software products used in the Group's IT services are warranted by the relevant suppliers for around 12 to 36 months
本集團IT服務使用的硬件及軟件產品由相關供應商提供約12至36個月保修期

In case any defects are found, such suppliers will be liable and customers may contact them directly for replacement of the hardware or software
如發現任何瑕疵，有關供應商將承擔責任，客戶可直接聯絡供應商替換有關硬件或軟件

For marketing and advertising service, the Group highly values the quality of products in pursuit of both client satisfaction and brand reputation. The Group strongly believes that clients' feedback and opinions are the best asset for continuous improvement and growing. Hence, periodic monitoring and evaluations are carried out throughout any campaigns to ensure they are executed in accordance with clients' requirement and expectation. Upon the end of contract, the Group would collect clients' feedback for evaluation and further strategy enhancement. Apart from the above, regarding IT solutions service the Group provide, service quality is highly dependent on highly qualified technicians who master the operation of major products and are proficient in the business model of the downstream

營銷及廣告服務方面，本集團高度重視產品的品質，同時追求客戶滿意與品牌聲譽。本集團深信客戶的反饋及意見乃促使不斷改善及成長的最佳資產。因此，任何活動過程均定期進行監督及評核，以確保按客戶的要求及期望執行。合約到期後，本集團將收集客戶的反饋用於評核及進一步改善策略。除此之外，就本集團提供的IT解決方案服務而言，服務質素高度依賴掌握主要產品運營及精通IT解決方案服務行業下游產業業務模式的高質素技術人員。本集團的品質控制團隊負責開發軟平台的用戶界面設計、監督系統服務以及審核產品及服務，以使客戶解決方案及服務質素維持一致。故此，本集團堅決鼓勵員工（尤其是涉及網絡

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industries of IT solution services industry. The Group's quality control team is responsible for the development of user interface design in soft platforms, monitoring of system services and reviewing of products and services to maintain the consistent solutions for customers and service quality. Therefore, the Group firmly encourages its employees, especially those in the cybersecurity and IT positions, to obtain professional qualifications. During the Reporting Period, numerous employees within the Group held certificates and qualifications awarded by renowned units, including China Information Technology Security Evaluation Center, China Cybersecurity Review Technology and Certification Center and Ministry of Human Resources and Social Security of the PRC. The Group believes that employees' knowledge enhancement will contribute to better identification of clients' needs and provision of IT solutions.

Complaints and Responses

The Group takes all feedback and complaints from customers seriously and will ensure that immediate follow up actions are taken upon receiving complaints. Employees from the Compliance Department are responsible for recording and tracking the progress of complaint handling. The employee liable for a complaint then investigate the issues and implement corrective actions. The whole process and measures taken are documented in the Client Complaints Form for the review of the Compliance Department Director. During the Reporting Period, the Group did not record any products and service-related complaints.

Intellectual Property

Core business of the Group includes cloud services and software development, rendering intellectual property a pivotal part in the Group's business cycle. Externally, the Group strictly complies with "Trademark Law" (《中華人民共和國商標法》), "Patent Law" (《中華人民共和國專利法》), "Copyright Law" (《中華人民共和國著作權法》), "Regulations on the Protection of Computer Software" (《計算機軟件保護條例》) and the "Civil Code" (《中國民法典》) of the PRC. Internally, the Group has adopted Intellectual Property Management Handbook (知識產

安全及IT職位的員工)取得專業資格。於報告期間，本集團眾多員工持有中國信息安全測評中心、中國網絡安全審查技術與認證中心及中國人力資源和社會保障部等知名單位頒授的證書及資質。本集團相信，員工知識水平的提升將有利於更好地識別客戶需要及提供IT解決方案。

投訴及應對

本集團認真對待客戶的所有反饋及投訴，並確保接獲投訴後會即時採取跟進行動。投訴部員工負責記錄及追蹤投訴處理流程。負責處理投訴的員工其後會調查事件及採取修正行動。整個流程及措施均以客戶投訴表格形式存檔，以供投訴部總監審閱。於報告期間，本集團並無錄得任何產品及服務相關投訴。

知識產權

本集團的核心業務包括雲服務及軟件開發，使知識產權成為本集團業務循環的重要一環。對外，本集團嚴格遵守《中華人民共和國商標法》、《中華人民共和國專利法》、《中華人民共和國著作權法》、《計算機軟件保護條例》及《中國民法典》。對內，本集團已採納知識產權管理工作手冊，以監察及統一商標、域名、版權及專利管理。任何員工的工作範圍如涉及知識產權，須接受中國國家知識產權局的專業培

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權管理工作手冊) to monitor and standardise the management of trademarks, domains, copyrights and patents. For any staff whose work scope related to Intellectual Property, professional training from the China National Intellectual Property Administration is required to obtain recognition and related certificate. During the Reporting Period, the Group did not receive any material claim against itself for infringement of any intellectual property right nor was it aware of any pending or threatened claims in relation to any such infringement.

Representatives from managerial levels in the Intellectual Property Department and the Administrative Department are responsible for monitoring of the implementation of Corporate Intellectual Property Management Regulations (企業知識產權管理規範) among the Group. Responsibilities include but not limited to:

訓，以取得認可及相關證書。於報告期間，本集團並無接獲任何因侵犯知識產權而被提起的重大申索，亦不知悉有關任何相關侵權的尚未了結或面臨威脅的申索。

知識產權部及行政管理部的管理層代表負責監察企業知識產權管理規範在本集團的實施。有關責任包括但不限於：





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Internally, the Group has established guidelines for the handling of confidential materials, such as the information technology solutions drafted for its clients. Under the Group's Confidentiality Guidelines (保密條例) as stated in the Corporate Intellectual Property Management Regulations (企業知識產權管理規範), employees are reminded that the production, transfer, usage and disposal of internal materials are restricted and regulated by certain rules. As such, the chance of accidental leakage of the Group's intellectual property can be minimised.

Concerning advertising and labelling matters, the Group adheres to the "Advertising Law" (《廣告法》) of the PRC. The Group does not have material issues concerning advertising and labelling matters. Currently, in dealing with its clients, the Group provides complete, true, accurate, clear information on the services and products. On top of that, the Board is liable in ensuring that the Group does not publish or publicly distribute advertisement that misrepresents the actual information.

Privacy Protection

The Group greatly values privacy protection of its existing clients, and asserts that safeguarding the data being handled and processed will contribute to its reputation in the market. Good reputation, in return, will instil trust in its potential clients and usher sustainable business growth. On the other hand, the Group also acknowledges the social responsibility and commits to enhancing the practice of privacy protection.

The Group strictly adheres to applicable laws and regulations, including but not limited to Information Security Technology – "Personal Information Security Specification" (《信息安全技術個人信息安全規範》), "Personal Information Protection Law" (《個人信息保護法》) and "Network Security Law" (《網絡安全法》) of the PRC. The Group also obtained ISO 27001 under the Information Security Management System (ISMS) standards for the recognition of software development. During the Reporting Period, the Group has complied with all applicable laws and regulations relating to information security of the PRC.

對內，本集團已制訂處理機密材料指引，例如為客戶草擬的信息技術解決方案。根據本集團企業知識產權管理規範所載的保密條例，員工已得悉製作、轉移、使用及處理內部材料受到若干規則的限制及規管。故此，本集團能盡量減低意外洩露知識產權的風險。

廣告及標籤事項方面，本集團恪守中國《廣告法》。本集團在廣告及標籤事項方面並無重大問題。目前，本集團向客戶提供完整、真實、準確、清晰的服務及產品資料。此外，董事會負責確保本集團並無發表或公開發佈歪曲實際資料的廣告。

隱私保護

本集團極度重視現有客戶的隱私保護，並堅信保障所接觸及處理的資料將有助建立市場聲譽。建立良好聲譽可孕育潛在客戶的信任，推動可持續業務增長。另一方面，本集團亦深知肩負社會責任，承諾提高隱私保護常規。

本集團嚴格遵從適用法律及規例，包括但不限於中國《信息安全技術個人信息安全規範》、《個人信息保護法》及《網絡安全法》。作為對軟件開發的認可，本集團亦已根據資訊安全管理系統(ISMS)標準取得ISO 27001。於報告期間，本集團已遵守中國有關信息安全的所有適用法律及規例。

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To address the concern on privacy and data security issues, the Group has been strictly following the implementation of Data Usage and Management Regulation (數據使用及管理制度), which outlines the authorised parties for accessing personal data, and the controls to prevent excessive collection and usage of protected personal data. Any information related to the Group and related parties are under confidentiality of infinite duration. Without the approval of the Chief Executive Officer, anyone is not permitted to copy, scan any information in the Group's database or verbally communicate to unauthorised parties. If exposure of sensitive data is found, the responsible personnel is subjected to penalties such as warnings, termination of contract or even transfer to the judiciary. Employees shall undertake the obligation to protect confidential information, in accordance with the scope agreed upon in the aforementioned internal document. The Group believes that prompt handling and investigation are necessary for privacy protection.

Improving Network Security Management

With regard to network security, the Group currently utilises external cloud services to ensure a secure database and data-storing. A properly developed backup system is also available for any risk of collapse of our cloud service providers. The Group has also developed a series of network security management, including prohibiting employees from browsing or logging on unknown and unsafe websites, requiring complication and frequent renewal for passcodes, banning the usage of personal email accounts in offices, and forbidding the downloads of unknown email attachments. The Group believes that such measures will reduce the risk of exposure to cyber-attacks.

為解決隱私及數據安全方面的擔憂，本集團一直嚴格實施數據使用及管理制度，當中概括獲授權接觸個人數據的人士，及防止過度收集及使用受保護個人數據的監控措施。任何與本集團及關連人士有關的資料均會無限期保密。未經行政總裁批准，任何人不得複製或掃描本集團數據庫內任何資料或與未獲授權人士作口頭通訊。如發現洩露敏感資料，則負責人員須接受處分，包括警告、終止合約甚至移交司法機關處理。員工須按照於上述內部文件協定的範圍承擔機密資料保護責任。本集團相信迅速處理及調查乃隱私保護的關鍵。

提升網絡安全管理

網絡安全方面，本集團現時採用外部雲服務來確保數據庫及數據存儲安全。為預防雲服務提供商出現崩潰，我們另妥善開發備份系統。本集團亦已建立一系列網絡安全管理，包括禁止員工瀏覽或登入不明及不安全網站，要求使用複雜密碼並頻密地更新密碼，禁止於辦公室使用個人電郵賬戶，禁止下載不明電郵附件。本集團相信該等措施將減低遭受網絡攻擊的風險。



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Anti-corruption

The Group strictly complies with all applicable laws and regulations regarding anti-corruption, including “Anti-Money Laundering Law” (《反洗錢法》), “Anti-Unfair Competition Law” (《反不正當競爭法》) and “Criminal Law” (《刑法》) of the PRC and “Prevention of Bribery Ordinance” of Hong Kong. As part of the commitment, all forms of bribery and corruptions are despised and will not be tolerated.

Both the Anti-Money Laundering Prevention Regulation (反洗錢制度) and Employee Handbook states that (1) employees shall not accept gifts and benefits that are beyond common business hospitality; (2) employees should not offer bribe to any person for the purpose of obtaining or retaining business; and (3) falsifying documents and furnishing false accounting records are strictly prohibited. Moreover, in the Reporting Period, the Group held two sessions of anti-corruption training conducted by external professionals from the Group’s Legal Department in February and September for our directors and senior management, which totalled 56 hours. The training ensures their understanding regarding anti-corruption and regulatory and raises awareness on anti-corruption monitoring.

For whistle-blowing, the Group values and welcomes our employees to report any suspected malpractices confidentially via email or phone to the Executive Directors or the Independent Non-Executive Directors. A full investigation will then be conducted, and reports will be presented to the Board. Disciplinary action will be applied to the relevant employees upon confirmation of the occurrence.

During the Reporting Period, the Group is not involved in any legal cases regarding corruption, and is not aware of any bribery, extortion, fraud, money laundering or other violations.

反貪污

本集團嚴格遵守所有關於反貪污的適用法律及規例，包括中國《反洗錢法》、《反不正當競爭法》及《刑法》以及香港《防止賄賂條例》。作為承諾一部分，所有形式的賄賂及貪污均遭到摒棄，絕不容忍。

反洗錢制度及員工手冊載列(1)員工不得收受超出正常商務接待的禮物及利益；(2)員工不應為取得或保有業務而賄賂任何人士；及(3)嚴禁竄改文件及偽造會計記錄。此外，於報告期間，本集團分別在2月及9月為董事及高級管理層舉行兩次反貪污培訓座談會，由本集團法務部的外部專業人士主持(培訓共計56小時)，旨在確保彼等對反貪污及相關規例的了解，並提高關於反貪污監管的意識。

舉報方面，本集團重視並歡迎員工秘密地透過電郵或電話向執行董事或獨立非執行董事報告任何懷疑疏忽職守。本集團其後會進行全面調查，並向董事會呈交報告。事件一經確認，涉事員工將會接受紀律行動。

於報告期間，本集團並無涉及任何關於貪污的法律案件，亦不知悉任何賄賂、勒索、欺詐、洗黑錢或其他違法行為。

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Community Investment

The Group practices corporate social and environmental responsibilities and regards public welfare as an important aspect of its corporate culture. Donation to local charity organisation and participation in charity activities are highly recommended to employees. Although the impact of the COVID-19 pandemic has restricted the Group from holding public welfare activities in the Reporting Period, we strive to actively contribute to the education, environment, and cultural aspects of the community in the future. The Group will explore opportunities in the neighborhoods, where it can invest resources and engage employees in the community service.

社區投資

本集團肩負企業社會及環境責任，視公眾利益為企業文化的重要範疇。我們強烈建議員工向當地慈善組織捐款捐物及參與慈善活動。儘管於報告期間，COVID-19疫情影響本集團舉辦公益活動，但我們銳意日後在社區教育、環境及文化方面積極作出貢獻。本集團將會在社區物色可以投放資源及讓員工參與社區服務的機會。

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ENVIRONMENTAL, SOCIAL AND GOVERNANCE GUIDE CONTENT INDEX

環境、社會及管治指引內容索引

| Aspect 層面 | Description 描述 | Chapter/Section 參考章節 |
|--|---|------------------------------------|
| A. Environmental A.環境 | | |
| A1 Emissions A1排放物 | | |
| General Disclosure 一般披露 | <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.</p> <p>有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例</p> <p>的資料。</p> | Overview 概覽 |
| KPI A1.1 關鍵績效指標A1.1 | <p>The types of emissions and respective emissions data.</p> <p>排放物種類及相關排放資料。</p> | Air Emissions 氣體排放 |
| KPI A1.2 關鍵績效指標A1.2 | <p>Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).</p> <p>溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。</p> | Greenhouse Gas Emissions 溫室氣體排放 |
| KPI A1.3 關鍵績效指標A1.3 | <p>Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).</p> <p>所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。</p> | Waste Management 廢棄物管理 |

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| Aspect 層面 | Description 描述 | Chapter/Section 參考章節 |
|---|--|--|
| KPI A1.4 關鍵績效指標A1.4 | Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。 | Waste Management Measures to Reduce Waste Generation and Emissions 廢棄物管理 減少廢物產生及排放的措施 |
| KPI A1.5 關鍵績效指標A1.5 | Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所取得的成果。 | Measures to Reduce Waste Generation and Emissions 減少廢物產生及排放的措施 |
| KPI A1.6 關鍵績效指標A1.6 | Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。 | Measures to Reduce Waste Generation and Emissions 減少廢物產生及排放的措施 |
| A2 Use of Resources A2資源使用 | | |
| General Disclosure 一般披露 | Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。 | Overview Use of Resources 概覽 資源利用 |
| KPI A2.1 關鍵績效指標A2.1 | Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。 | Energy Use Efficiency 能源使用效率 |
| KPI A2.2 關鍵績效指標A2.2 | Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。 | Water Usage 用水 |
| KPI A2.3 關鍵績效指標A2.3 | Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所取得成果。 | Energy Use Efficiency 能源使用效率 |

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| Aspect 層面 | Description 描述 | Chapter/Section 參考章節 |
|---|--|--|
| KPI A2.4 關鍵績效指標A2.4 | Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題、用水效益計劃及所取得成果。 | Water Usage 用水 |
| KPI A2.5 關鍵績效指標A2.5 | Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(倘適用)每生產單位佔量。 | Packaging Material 包裝材料 |
| A3 The Environment and Natural Resources | | |
| A3環境及天然資源 General Disclosure 一般披露 | Policies on minimizing the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。 | The Environment and Natural Resources 環境及天然資源 |
| KPI A3.1 關鍵績效指標A3.1 | Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。 | |
| A4 Climate Change | | |
| A4氣候變化 KPI A4.1 關鍵績效指標A4.1 | Description of the significant climate-related issues which have impacted, the issuer, and the actions taken to manage them. 描述已經對發行人產生影響的重大氣候相關事宜，及應對行動。 | Climate Change 氣候變化 |

Environmental, Social and Governance Report

環境、社會及管治報告

| Aspect 層面 | Description 描述 | Chapter/Section 參考章節 |
|--|---|--|
| B. Social B. 社會 B1 Employment B1 僱傭 General Disclosure 一般披露 | <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.</p> <p>有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p> | <p>Employment and Labour Standards</p> <p>僱傭及勞工準則</p> |
| KPI B1.1 關鍵績效指標B1.1 | <p>Total workforce by gender, employment type, age group and geographical region.</p> <p>按性別、僱傭類型、年齡組別及地區劃分的僱員總數。</p> | <p>Total Number and Classification of Employees</p> <p>員工總數及分類</p> |
| KPI B1.2 關鍵績效指標B1.2 | <p>Employee turnover rate by gender, age group and geographical region.</p> <p>按性別、年齡組別及地區劃分的僱員流失比率。</p> | <p>Employee Turnover</p> <p>員工流失率</p> |

Environmental, Social and Governance Report

環境、社會及管治報告

| Aspect 層面 | Description 描述 | Chapter/Section 參考章節 |
|------------------------------------|---|-----------------------------------|
| B2 Health and Safety | | |
| B2健康與安全 | | |
| General Disclosure 一般披露 | <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p> | Health and Safety 健康與安全 |
| KPI B2.1 關鍵績效指標B2.1 | Number and rate of work-related fatalities. 因工亡故的人數及比率。 | Health and Safety 健康與安全 |
| KPI B2.2 關鍵績效指標B2.2 | Lost days due to work injury. 因工傷損失工作日數。 | Health and Safety 健康與安全 |
| KPI B2.3 關鍵績效指標B2.3 | <p>Description of occupational health and safety measures adopted, how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。</p> | Health and Safety 健康與安全 |
| B3 Development and Training | | |
| B3發展及培訓 | | |
| General Disclosure 一般披露 | <p>Policies on improving employees' knowledge and skills for discharging duties at work. 有關提升僱員履行工作職責的知識及技能的政策。</p> | Development and Training 發展及培訓 |
| KPI B3.1 關鍵績效指標B3.1 | <p>The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比。</p> | Development and Training 發展及培訓 |

Environmental, Social and Governance Report

環境、社會及管治報告

| Aspect 層面 | Description 描述 | Chapter/Section 參考章節 |
|-----------------------------------|---|---|
| KPI B3.2 關鍵績效指標B3.2 | The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。 | Development and Training 發展及培訓 |
| B4 Labour Standards | | |
| B4 勞工準則 | | |
| General Disclosure 一般披露 | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例 的資料。 | Employment and Labour Standards 僱傭及勞工準則 |
| KPI B4.1 關鍵績效指標B4.1 | Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。 | Employment and Labour Standards 僱傭及勞工準則 |
| KPI B4.2 關鍵績效指標B4.2 | Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。 | Employment and Labour Standards 僱傭及勞工準則 |
| B5 Supply Chain Management | | |
| B5 供應鏈管理 | | |
| General Disclosure 一般披露 | Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。 | Supply Chain Management 供應鏈管理 |
| KPI B5.1 關鍵績效指標B5.1 | Number of suppliers by geographical region. 按地區劃分的供應商數目。 | Supply Chain Management 供應鏈管理 |
| KPI B5.2 關鍵績效指標B5.2 | Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。 | Supply Chain Management 供應鏈管理 |

Environmental, Social and Governance Report

環境、社會及管治報告

| Aspect 層面 | Description 描述 | Chapter/Section 參考章節 |
|--|---|---|
| B6 Product and Service Responsibility | | |
| B6 產品及服務責任 | | |
| General Disclosure 一般披露 | <p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.</p> <p>有關所提供產品及服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例</p> <p>的資料。</p> | Product and Service Responsibility 產品及服務責任 |
| KPI B6.1 關鍵績效指標B6.1 | <p>Percentage of total products sold or shipped subject to recalls for safety and health reasons.</p> <p>已售或已交付產品總數中因安全與健康理由而須回收的百分比。</p> | Product and Service Responsibility 產品及服務責任 |
| KPI B6.2 關鍵績效指標B6.2 | <p>Number of products and service related complaints received and how they are dealt with.</p> <p>接獲關於產品及服務的投訴數目以及應對方法。</p> | Complaints and Responses 投訴及應對 |
| KPI B6.3 關鍵績效指標B6.3 | <p>Description of practices relating to observing and protecting intellectual property rights.</p> <p>描述與維護及保障知識產權有關的慣例。</p> | Intellectual Property 知識產權 |
| KPI B6.4 關鍵績效指標B6.4 | <p>Description of quality assurance process and recall procedures.</p> <p>描述品質檢定過程及產品回收程序。</p> | Product and Service Responsibility 產品及服務責任 |
| KPI B6.5 關鍵績效指標B6.5 | <p>Description of consumer data protection and privacy policies, how they are implemented and monitored.</p> <p>描述消費者資料保障及私隱政策，以及相關執行及監察方法。</p> | Privacy Protection Improving Network Security Management 隱私保護 提升網絡安全管理 |

Environmental, Social and Governance Report

環境、社會及管治報告

| Aspect 層面 | Description 描述 | Chapter/Section 參考章節 |
|---|--|------------------------------|
| B7 Anti-corruption B7反貪污 General Disclosure 一般披露 | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例 的資料。 | Anti-corruption 反貪污 |
| KPI B7.1 關鍵績效指標B7.1 | Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the Reporting Period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。 | Anti-corruption 反貪污 |
| KPI B7.2 關鍵績效指標B7.2 | Description of preventive measures, how they are implemented and monitored. 描述防範措施，以及相關執行及監察方法。 | Anti-corruption 反貪污 |
| B8 Community Investment B8社區投資 General Disclosure 一般披露 | Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解發行人營運所在社區需要以及確保其業務活動會考慮社區利益的政策。 | Community Investment 社區投資 |
| KPI B8.1 關鍵績效指標B8.1 | Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。 | Community Investment 社區投資 |
| KPI B8.2 關鍵績效指標B8.2 | Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。 | Community Investment 社區投資 |



Directors' Report

董事會報告

The Directors are pleased to present their report together with the consolidated financial statements of the Group for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The Company was incorporated in the Cayman Islands on 8 August 2017, as an exempted company with limited liability under the Cayman Companies Act. The Company is an investment holding company. The Group is a marketing service provider based in PRC. The Company was listed on the Main Board of the Stock Exchange on 17 October 2022 with stock code 02422.

The activities and particulars of the Company's principal subsidiaries are set out in Note 34 to the consolidated financial statements. An analysis of the Group's revenue and operating profit for the year ended 31 December, 2022 by principal activities is set out in the section headed "Management Discussion and Analysis" in this annual report and Note 6 and 7 to the consolidated financial statements.

BUSINESS REVIEW AND RESULTS

A review of the business of the Group, which includes a discussion of the principal risks and uncertainties faced by the Group, an analysis of the Group's performance using financial key performance indicators, particulars of important events affecting the Group during the year, and an indication of likely future developments in the Group's business, is provided in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" in this annual report.

The results of the Group for the year ended are set out in the consolidated financial statements in this annual report.

董事欣然呈列截至2022年12月31日止年度之董事會報告連同本集團綜合財務報表。

主要業務

本公司根據開曼公司法於2017年8月8日在開曼群島註冊成立為一家獲豁免有限公司。本公司為一家投資控股公司。本集團為一家於中國運營的營銷服務提供商。本公司已於2022年10月17日在聯交所主板上市，股份代號為02422。

本公司主要附屬公司的業務及詳情載於綜合財務報表附註34。本集團於截至2022年12月31日止年度按主要業務劃分的收益及經營溢利分析載於本年報「管理層討論及分析」一節及綜合財務報表附註6及7。

業務回顧及業績

對本集團業務的審視，包括對本集團面對的主要風險及不確定因素的討論、運用主要財務表現指標對本集團表現進行的分析、年內對本集團有影響的重大事件的詳情，以及本集團業務的預期未來發展跡象，載於本年報「主席報告」及「管理層討論及分析」各節。

本集團年內業績載於本年報綜合財務報表。

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2022,

- (i) the Group's largest customer accounted for 42.1% (2021: 41.8%) of its total revenue, and the five largest customers accounted for 66.7% of its total revenue (2021: 71.5%); and
- (ii) the Group's largest supplier accounted for 61.4% (2021: 62.6%) of its total purchases, and the five largest suppliers accounted for 77.4% of its total purchases (2021: 74.2%).

None of the Directors or any of their close associates or any Shareholders of the Company (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers and suppliers for 2022.

KEY RELATIONSHIPS WITH ITS EMPLOYEES, CUSTOMERS AND SUPPLIERS

For details of relationship with the employees, customers and suppliers, please refer to "Employee, Training and Remuneration Policies," "Major Customers and Suppliers" and the "Environmental, Social and Governance Report" in this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group of the year are set out in Note 17 to the consolidated financial statements in this annual report.

SHARE CAPITAL

Details of movements in the share capital of the Company of the year are set out in Note 30 to the consolidated financial statements in this annual report.

主要客戶及供應商

截至2022年12月31日止年度，

- (i) 本集團最大客戶佔收益總額的42.1% (2021年：41.8%)，及五大客戶佔收益總額的66.7%(2021年：71.5%)；及
- (ii) 本集團最大供應商佔採購總額的61.4% (2021年：62.6%)，及五大供應商佔採購總額的77.4%(2021年：74.2%)。

於2022年，概無本公司董事或其任何緊密聯繫人或任何據董事所知擁有超過5%本公司已發行股本的股東於本集團五大客戶及供應商中擁有任何利益。

與其僱員、客戶及供應商的主要關係

有關與僱員、客戶及供應商的關係的詳情，請參閱本年報「僱員、培訓及薪酬政策」、「主要客戶及供應商」及「環境、社會及管治報告」。

物業、廠房及設備

年內本集團物業、廠房及設備的變動詳情載於本年報綜合財務報表附註17。

股本

年內本公司股本的變動詳情載於本年報綜合財務報表附註30。

Directors' Report

董事會報告

DEBENTURES

The Company did not issue any debentures during the Year.

DISTRIBUTABLE RESERVES

The Company's reserves available for distribution to its Shareholders as of 31 December 2022 amounted to RMB79.9 million (31 December 2021: nil).

EQUITY LINKED AGREEMENTS

Details of the share options granted during the Year is set out in "Share Option Scheme" section contained in this report. No shares were under the Share Option Scheme issued during the Year. Subsequent to the Year, the Company has adopted a share award scheme on 17 January 2023. No share award had been granted or agreed to be granted by the Company since the adoption of the scheme.

DIRECTORS

The Directors from the Listing Date and up to the date of this report were:

Executive Directors

Mr. Chen Ping (*Chairman*)
Mr. Tian Huan
Mr. Zhang Yongli
Mr. Xiao Yanfeng (*resigned on 5 January 2023*)
Mr. Fan Lianshun (*appointed on 5 January 2023*)
Mr. Xia Yuanbo (*appointed on 5 January 2023*)
Ms. Zeng Zhen (*appointed on 5 January 2023*)

Independent Non executive Directors

Ms. Hu Huijun
Mr. Wan Lixiang
Mr. Zhao Zhongping

In accordance with the Company's articles of association, Mr. Chen Ping, Mr. Tian Huan, Mr. Zhang Yongli, Mr. Fan Lianshun, Mr. Xia Yuanbo, Ms. Zeng Zhen shall retire or retire by rotation at the forthcoming AGM.

債權證

於本年度內，本公司並無發行任何債權證。

可分派儲備

本公司於截至2022年12月31日可供分派予其股東的儲備達人民幣79.9百萬元(2021年12月31日：無)。

股票掛鈎協議

於本年度內授出的購股權的詳情載於本報告內「購股權計劃」一節。於本年度內概無根據購股權計劃發行任何股份。年後，本公司於2023年1月17日採納一項股份獎勵計劃。自採納該計劃以來，本公司並無授出或同意授出股份獎勵。

董事

自上市日期起及直至本報告日期的董事如下：

執行董事

陳平先生(主席)
田歡先生
張永利先生
校彥鋒先生(於2023年1月5日辭任)
范連順先生(於2023年1月5日獲委任)
夏遠波先生(於2023年1月5日獲委任)
曾真女士(於2023年1月5日獲委任)

獨立非執行董事

胡惠君女士
萬立祥先生
趙忠平先生

根據本公司組織章程細則，陳平先生、田歡先生、張永利先生、范連順先生、夏遠波先生及曾真女士須於應屆股東週年大會上退任或輪值退任。

Mr. Xiao Yanfeng ("Mr. Xiao") resigned on 5 January 2023 as executive director of the Company due to devoting more time on other business commitment. Mr. Xiao has confirmed that he has no disagreement with the Board and there is no matter that needs or is deemed necessary to be brought to the attention of the shareholders, creditors and other stakeholders of the Company as well as the Stock Exchange in relation to his resignation.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND THE SENIOR MANAGEMENT

Biographical details of Directors and senior management are set out in "Director and Senior Management" of this annual report.

As of the date of this report, there was no changes to information which are required to be disclosed by Directors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules.

DIRECTORS' SERVICE CONTRACTS

On 8 August 2017, the executive Directors, Mr. Tian Huan and Mr. Zhang Yongli, have entered into a service contract with our Company for a period of three years subject always to re-election as and when required under the Articles and the provision under the service contract. On 28 October 2021, the executive Directors, Mr. Chen Ping, has entered into a service contract with our Company for a period of three years subject always to re-election as and when required under the Articles and the provision under the service contract. On 5 January 2023, the executive Directors, Mr. Fan Lianshun, Mr. Xia Yuanbo and Ms. Zeng Zhen, have entered into a service contract with our Company for a period of three years subject to re-election as and when required under the Articles and the provision under the service contract. The letters of appointment with each of our independent non-executive Directors are for an initial fixed term of three years since the Listing Date.

校彥鋒先生(「校先生」)因其他業務承擔需要投入更多時間而於2023年1月5日辭任本公司執行董事。校先生已確認，彼與董事會並無意見分歧，亦無有關其辭任之任何事宜須或認為有必要敦請本公司股東、債權人及其他持份者以及聯交所垂注。

董事及高級管理層履歷詳情

董事及高級管理層的履歷詳情載於本年報「董事及高級管理層」一節。

截至本報告日期，概無資料變動須由董事根據上市規則第13.51(2)條第(a)至(e)段及第(g)段予以披露。

董事服務合約

於2017年8月8日，執行董事田歡先生及張永利先生已與本公司訂立服務合約，為期三年，並須遵守細則所規定的膺選連任及服務合約內的條文。於2021年10月28日，執行董事陳平先生已與本公司訂立服務合約，為期三年，並須遵守細則所規定的膺選連任及服務合約內的條文。於2023年1月5日，執行董事范連順先生、夏遠波先生及曾真女士已與本公司訂立服務合約，為期三年，並須遵守細則所規定的膺選連任及服務合約內的條文。與各獨立非執行董事訂立之委任函自上市日期起初步固定為期三年。



Directors' Report

董事會報告

Save as disclosed above, none of the Directors has a service contract with members of the Group that is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTEREST IN COMPETING BUSINESS

During the year ended 31 December 2022, none of the Directors were interested in any business which competes or is likely to compete with the businesses of the Group, which would require disclosure in accordance with Rule 8.10 of the Listing Rules.

CONTRACTS WITH CONTROLLING SHAREHOLDERS

Save as disclosed in the section headed "Related Party Transactions" in this annual report, no contract of significance has been entered into between the Company or any of its subsidiaries and a Controlling Shareholder or any of its subsidiaries during the year ended 31 December 2022.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transactions, arrangements and contracts of significance in relation to the group's business to which the Company's subsidiaries, fellow subsidiaries or its parent company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

除上文所披露者外，概無董事與本集團成員公司訂立本集團不可於一年內終止而毋須支付賠償(法定賠償除外)的服務合約。

董事於競爭業務的權益

截至2022年12月31日止年度，概無董事於與本集團業務構成或可能構成競爭的任何業務中擁有根據上市規則第8.10條須予披露的權益。

與控股股東的合約

除本年報「關聯方交易」一節所披露者外，本公司或其任何附屬公司與控股股東或其任何附屬公司於截至2022年12月31日止年度並無訂立任何重大合約。

董事於交易、安排或合約的權益

概無本公司附屬公司、同系附屬公司或其母公司所訂立與本集團業務有關而本公司董事於當中直接或間接擁有重大權益的任何重大交易、安排及合約於本年度末或於本年度內任何時間存續。

MANAGEMENT CONTRACTS

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

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Directors and senior management receive emolument from the Company in the form of salaries, allowances, discretionary bonus and contributions to defined contribution retirement plan. The Board has established the Remuneration Committee with terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules. The primary duties of the committee include, amongst others, (i) making recommendations to Directors on the policy and structure for remunerations of all Directors and senior management and on the establishment of a formal and transparent procedure for developing policies on such remuneration; and (ii) reviewing and approving performance-based remuneration by reference to corporate goals and objects resolved by Directors from time to time.

Details of the emoluments of the Directors and five highest paid individuals in the Group are set out in Note 12 to the consolidated financial statements in this annual report.

None of the Directors waived or agreed to waive any remuneration and there were no emoluments paid by the Group to any of the Directors or other individuals as an inducement to join, or upon joining the Group, or as compensation for loss of office.

管理合約

於本年度內，概無訂立或存在與本公司整體或任何重大部分業務的管理及行政事務有關的合約。

董事及高級管理層的薪酬

董事及高級管理層以薪金、津貼、酌情花紅及定額供款退休計劃供款的方式自本公司收取酬金。董事會已遵照上市規則第3.25條及上市規則附錄14所載的企業管治守則及企業管治報告成立薪酬委員會，並訂明職權範圍。該委員會的主要職責包括(其中包括)(i)就所有董事及高級管理層的薪酬政策及架構，以及設立正式及透明的程序以制定有關薪酬政策向董事提供建議；及(ii)經參照董事不時議決的企業目的及目標檢討及批准績效薪酬。

有關董事及本集團五名最高薪酬人士薪酬的詳情載於本年報綜合財務報表附註12。

概無董事放棄或同意放棄任何酬金，而本集團亦無向任何董事或其他人士支付酬金作為加入或於加入本集團時的激勵或作為離職補償。

DEFINED CONTRIBUTION RETIREMENT PLAN

Pursuant to the relevant regulations of the PRC government, the Group participates in a central pension scheme operated by the local municipal government (the "**Scheme**"), whereby the subsidiaries of the Company in the PRC is required to contribute a certain percentage of the basic salaries of its employees to the Scheme to fund their retirement benefits. The local municipal government undertakes to assume the retirement benefits obligations of all existing and future retired employees of the subsidiaries of the Company. The only obligation of the Group with respect to the Scheme is to pay the ongoing required contributions under the Scheme. Contributions under the Scheme are charged to profit or loss as incurred.

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "**MPF Scheme**") for Hong Kong subsidiaries, under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the company in an independently administered fund. The Hong Kong subsidiaries' employer contributions vest fully with the employees when contributed into the MPF Scheme.

There were no forfeited contributions utilised by the Group to reduce the existing level of the contributions for the Year.

定額供款退休計劃

根據中國政府的相關法規，本集團參與由地方市級政府辦理的中央退休金計劃（「**計劃**」），據此，本公司的中國附屬公司須按僱員基本薪金的若干百分比向計劃作出供款，以撥付僱員的退休福利。地方市級政府承諾承擔本公司附屬公司所有現有及未來退休僱員的退休福利責任。本集團應就計劃承擔的唯一責任為根據計劃持續作出所需供款。計劃的供款於產生時於損益內扣除。

本集團根據《強制性公積金計劃條例》為香港附屬公司合資格參與香港強積金退休福利計劃（「**強積金計劃**」）的僱員辦理定額供款強積金計劃。供款乃按僱員基本薪金的某一百分比計算，並根據強積金計劃的規則於到期應付時自損益內扣除。強積金計劃的資產與公司資產分開，由獨立管理之資金持有。香港附屬公司的僱主供款於向強積金計劃供款時即悉數撥歸僱員所有。

本集團於本年度內並無動用沒收供款以降低現有供款水平。

EMPLOYEES AND REMUNERATION POLICIES

As of 31 December 2022, we had 181 full-time employees, the majority of whom were based in Hangzhou, China and Xi'an, China.

The remuneration of our employees is determined based on their performance, experience, competence and market comparable. We provide our employees with competitive salaries and bonuses determined by performance, housing subsidies, regular team building activities and internal opportunities of career advancement. Our Group adopts an appraisal system for our employees, where their respective supervisor and our president's office conduct monthly or quarterly performance review depending on their rank and determines the amount of bonus to be awarded accordingly.

Our Group's total staff costs (including Directors' emolument, salaries, bonus, social insurance and provident funds) amounted to approximately RMB39.9 million for the year ended 31 December 2022 (For the year ended 31 December 2021: approximately RMB33.3 million). As required by the PRC laws and regulations, we have made contributions to various mandatory social security funds, including funds for basic pension insurance, unemployment insurance, basic medical insurance, maternity leave insurance and occupational injury.

The remuneration of Directors and members of senior management is determined on the basis of each individual's responsibilities, qualification, position, experience, performance and time commitment. They receive compensation in the form of salaries, allowances, discretionary bonuses and contributions to defined contribution retirement plan.

As regards our corporate governance, we have specific policies on declaration of potential conflicts of interest, anti-money laundering measures and procurement management to ensure compliance with all relevant laws and regulations and avoid corruption in our business operations. For the year ended 31 December 2022, to the best of the knowledge and belief of our Directors, there were no legal proceedings regarding corrupt practices brought against us or any of our directors and employees.

僱員及薪酬政策

截至2022年12月31日，我們有181名全職僱員，其多數位於中國杭州及中國西安。

僱員的薪酬乃基於彼等的表現、經驗、能力及市場可比水平釐定。我們向僱員提供具競爭力的薪金及績效花紅、住房補貼、定期團建活動及內部職業發展機會。本集團採納僱員評核制度，根據該制度，僱員各自的主管及我們的總裁辦公室根據僱員職級每月或每季度進行績效考核，並據此釐定僱員將獲得的花紅金額。

截至2022年12月31日止年度，本集團的員工成本總額（包括董事酬金、薪金、花紅、社會保險及公積金）約為人民幣39.9百萬元（截至2021年12月31日止年度：約人民幣33.3百萬元）。按中國法律法規規定，我們已向多個強制性社會保障基金作出供款，包括基本養老保險基金、失業保險基金、基本醫療保險基金、生育保險基金及工傷保險基金。

董事及高級管理層成員的薪酬乃根據各自的責任、資歷、職位、經驗、表現及投入時間釐定。彼等以薪金、津貼、酌情花紅及定額供款退休計劃供款等方式收取酬金。

在企業管治方面，我們制定了有關潛在利益衝突申報、反洗錢措施及採購管理的具體政策，以確保遵守所有相關法律法規並避免業務運營中的腐敗。截至2022年12月31日止年度，據董事所深知及確信，概無任何就我們或我們的任何董事及僱員的貪腐行為提起的法律訴訟。



Directors' Report

董事會報告

To the of the best knowledge and belief of our Directors, as at the date of this report, we were not subject to any significant environmental, social and climate-related risks that could negatively impact our Group's businesses, strategies and financial performance. Our Directors confirm that for the year ended 31 December 2022, we were not subject to any material claim, lawsuit, penalty or administrative action relating to non-compliance with health, work safety or environmental laws and regulations.

In accordance with the Corporate Governance Code and ESG Reporting Guide set forth in Appendices 14 and 27 to the Listing Rules respectively, we will put in place mechanisms that will effectively enable us to continue to adopt recognised best practices and fulfil our corporate responsibility in respect of corporate governance and ESG matters following the Listing.

ENVIRONMENTAL POLICIES AND PERFORMANCE

It is the corporate and social responsibility of the Company in promoting a sustainable and environmental friendly environment. We have overall responsibility for our strategy and reporting on environmental, social and governance ("ESG") matters. We also strive to fulfilling the environmental and social responsibility, for which they are responsible for identification, assessment and management of our ESG-related risks, and ensuring that appropriate and effective ESG risk management and internal control systems are in place.

Due to the nature of our business as a marketing service provider, we do not operate any production facilities or otherwise impose any material threats to the environment in our daily operations. Nonetheless, we are committed to conducting our business operations to comply with all applicable environmental laws and regulations. Our environmental management system in relation to software design and development has been assessed and certified as meeting the requirements of the ISO 14001:2015 standard. It is also our policy to minimise our impact on the environment in the design and operations of all our facilities and business processes to the largest extent where reasonable and cost-efficient.

據董事所深知及確信，於本報告日期，我們並無面臨任何可能對本集團業務、策略及財務表現造成負面影響的重大環境、社會及氣候相關風險。我們的董事確認，於截至2022年12月31日止年度，我們並無面臨與未遵守健康、工作安全或環境方面的法律法規有關的任何重大索賠、訴訟、處罰或行政訴訟。

我們將分別根據上市規則附錄14及27內所載的企業管治守則及環境、社會及管治報告指引建立機制，以使我們有效地在上市後繼續採納公認的最佳做法，履行我們在企業管治及環境、社會及管治事項方面的企業責任。

環境政策及表現

促進可持續發展及有利保育的環境是本公司的企業及社會責任。我們全面負責我們的有關環境、社會及管治（「環境、社會及管治」）事項的戰略及報告。我們亦努力履行環境及社會責任，為此，其負責識別、評估及管理我們的環境、社會及管治相關風險，並確保設有適當及有效的環境、社會及管治風險管理及內部控制系統。

由於我們作為營銷服務提供商的業務性質，我們在日常運營中不運營任何生產設施或以其他方式對環境造成任何重大威脅。儘管如此，我們致力於在遵守所有適用的環境法律和法規的基礎上開展業務運營。我們與軟件設計和開發相關的環境管理體系已經過評估和認證，符合ISO 14001:2015標準的要求。我們的政策亦為在合理且具有成本效益的情況下，在我們所有設施和業務流程的設計和運營中盡量降低對環境的影響。

In relation to our employment practices, we have put in place a set of social policies to promote health and safety of our employees. In order to provide a safe working environment, we provide our employees with occupational safety training and updates to enhance their awareness of safety issues. We confirm that we had been in compliance with health and work safety requirements in all material respects from the Listing Date to date of this report. We also invest in the training of our employees, including management and recruitment training for potential mid-level staff, and strive to engage with the local community. We encourage our employees to donate to local charities and take part in volunteering and other social activities on a voluntary basis. We intend to organise social activities which integrate our talents to care for those in need in the future.

To our best knowledge and belief, as at the date of this report, we were not subject to any significant environmental, social and climate-related risks that could negatively impact our Group's businesses, strategies and financial performance. We confirm that during the Listing date and up to the report, we were not subject to any material claim, lawsuit, penalty or administrative action relating to non-compliance with health, work safety or environmental laws and regulations.

The environmental, social and governance report of the Company prepared in accordance with Appendix 27 of the Listing Rules is set out in the section headed "Environmental, Social and Governance Report" in this annual report.

在我們的僱傭實踐方面，我們制定了一套社會政策來促進我們僱員的健康和安全。為提供安全的工作環境，我們為僱員提供職業安全培訓及最新資料，以提高其對安全問題的意識。我們確認，於上市日期至本報告日期，我們在所有重大方面均符合健康及工作安全要求。我們亦投資於僱員培訓，包括對準中層員工的管理和招聘培訓，並努力與當地社區互動。我們鼓勵僱員向當地慈善機構捐款，並在自願的基礎上參加志願服務及其他社會活動。我們打算在未來舉辦可整合我們的才智以關愛有需要人士的社會活動。

據董事所深知及確信，於本報告日期，我們並無面臨任何可能對本集團業務、策略及財務表現造成負面影響的重大環境、社會及氣候相關風險。我們確認於上市日期及直至本報告日期，我們並無面臨與未遵守健康、工作安全或環境方面的法律法規有關的任何重大索賠、訴訟、處罰或行政訴訟。

本公司根據上市規則附錄27編製的環境、社會及管治報告載於本年報「環境、社會及管治報告」一節。

Directors' Report

董事會報告

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

As at 31 December 2022, to the best knowledge of the Directors, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

截至2022年12月31日，據董事所深知，董事及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中擁有(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聯交所的權益及淡倉（包括根據證券及期貨條例的有關條文彼等被當作或被視為擁有的權益及淡倉）；或(b)須根據證券及期貨條例第352條記錄於該條所述登記冊內的權益及淡倉；或(c)根據標準守則須知會本公司及聯交所的權益及淡倉如下：

Interest in the Company

於本公司的權益

| Name of Director/ Chief Executive 董事／最高行政人員姓名 | Capacity/ Nature of interest 身份／權益性質 | Number of Shares held ⁽¹⁾ 持有的股份數目 ⁽¹⁾ | Approximate percentage of interest ⁽¹⁾ 權益概約百分比 ⁽¹⁾ |
|---|---|---|---|
| Mr. Tian Huan 田歡先生 | Interest in controlled corporation ^(Note 2) 受控法團權益 ^(附註2) Parties acting in concert ^(Note 5) 一致行動人士 ^(附註5) | 750,000,000 (L) | 75% |
| Mr. Chen Ping 陳平先生 | Interest in controlled corporation ^(Note 3) 受控法團權益 ^(附註3) Parties acting in concert ^(Note 5) 一致行動人士 ^(附註5) | 750,000,000 (L) | 75% |
| Mr. Zhang Yongli 張永利先生 | Interest in controlled corporation ^(Note 4) 受控法團權益 ^(附註4) Parties acting in concert ^(Note 5) 一致行動人士 ^(附註5) | 750,000,000 (L) | 75% |

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

字母「L」指該人士於股份的好倉。

- (1) The calculation is based on the total number of 1,000,000,000 Shares in issue as at 31 December 2022 without taking into account any Shares that may be issued under the Share Option Scheme.
 - (2) As at 31 December 2022, Tanshin Investments directly held 450,000,000 Shares in our Company. Tanshin Investments is wholly-owned by Mr. Tian Huan. By virtue of the SFO, Mr. Tian Huan is therefore deemed to have an interest in the Shares held by Tanshin Investments.
 - (3) As at 31 December 2022, Vicen Investments directly held 187,500,000 Shares in the Company. Vicen Investments is wholly-owned by Mr. Chen Ping. By virtue of the SFO, Mr. Chen Ping is therefore deemed to have an interest in the Shares held by Vicen Investments.
 - (4) As at 31 December 2022, Sprus Investments directly held 112,500,000 Shares in the Company. Sprus Investments is wholly-owned by Mr. Zhang Yongli. By virtue of the SFO, Mr. Zhang Yongli is therefore deemed to have an interest in the Shares held by Sprus Investments.
 - (5) On 22 October 2021, Mr. Tian Huan, Mr. Chen Ping and Mr. Zhang Yongli entered into an acting-in-concert Agreement, pursuant to which Mr. Tian Huan, Mr. Chen Ping and Mr. Zhang Yongli confirmed that they had been acting in concert since 14 July 2017 when they started to own the equity interest of Hangzhou Rego in proportions of 60%, 25% and 15% respectively, directly or indirectly and undertook to vote unanimously for any resolutions proposed at board meetings and shareholder meetings of the Group upon the signing of the acting-in-concert agreement.
- (1) 該計算乃基於於2022年12月31日已發行股份總數1,000,000,000股(並無計及根據購股權計劃可能發行的任何股份)而得出。
 - (2) 於2022年12月31日，天歡投資直接持有本公司450,000,000股股份。天歡投資由田歡先生全資擁有。根據證券及期貨條例，田歡先生因此被視為於天歡投資持有的股份中擁有權益。
 - (3) 於2022年12月31日，緯晨投資直接持有本公司187,500,000股股份。緯晨投資由陳平先生全資擁有。根據證券及期貨條例，陳平先生因此被視為於緯晨投資持有的股份中擁有權益。
 - (4) 於2022年12月31日，雲杉投資直接持有本公司112,500,000股股份。雲杉投資由張永利先生全資擁有。根據證券及期貨條例，張永利先生因此被視為於雲杉投資持有的股份中擁有權益。
 - (5) 於2021年10月22日，田歡先生、陳平先生及張永利先生訂立一致行動協議，據此，田歡先生、陳平先生及張永利先生確認彼等自2017年7月14日(彼等開始分別直接或間接擁有杭州潤歌60%、25%及15%股權之日)起一直一致行動，且承諾於簽署一致行動協議後就於本集團董事會會議及股東大會上提呈的任何決議案進行一致表決。

Directors' Report

董事會報告

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

主要股東於股份及相關股份之權益及淡倉

As at 31 December 2022, to the best of knowledge of the Directors, the following persons, other than Directors or chief executive of the Company, had interests or short positions in the Shares or underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

於2022年12月31日，據董事所深知，下列人士（除董事或本公司最高行政人員外）於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露的權益或淡倉，或記錄於根據證券及期貨條例第336條規定本公司須予備存的登記冊內的權益或淡倉：

| Name of shareholder 股東名稱／姓名 | Capacity/ Nature of interest 身份／權益性質 | Number of shares held 持有的股份數目 | Approximate percentage of interest ⁽¹⁾ 權益概約百分比 ⁽¹⁾ |
|--------------------------------|---|-------------------------------------|---|
| Mr. Tian Huan 田歡先生 | Interest in controlled corporation (Note 2) 受控法團權益(附註2) Parties acting in concert (Note 5) 一致行動人士(附註5) | 750,000,000 (L) | 75% |
| Tanshin Investments 天歡投資 | Beneficial Interest (Note 2) 實益權益(附註2) | 450,000,000 (L) | 45% |
| Ms. Yin Xiaohua 殷筱華女士 | Interest of spouse (Note 2) 配偶權益(附註2) | 750,000,000 (L) | 75% |
| Mr. Chen Ping 陳平先生 | Interest in controlled corporation (Note 3) 受控法團權益(附註3) Parties acting in concert (Note 5) 一致行動人士(附註5) | 750,000,000 (L) | 75% |
| Vicen Investments 緯晨投資 | Beneficial Interest (Note 3) 實益權益(附註3) | 187,500,000 (L) | 18.75% |
| Ms. Yang Jie 楊潔女士 | Interest of spouse (Note 3) 配偶權益(附註3) | 750,000,000 (L) | 75% |
| Mr. Zhang Yongli 張永利先生 | Interest in controlled corporation (Note 4) 受控法團權益(附註4) Parties acting in concert (Note 5) 一致行動人士(附註5) | 750,000,000 (L) | 75% |
| Sprus Investments 雲杉投資 | Beneficial Interest (Note 4) 實益權益(附註4) | 112,500,000 (L) | 11.25% |
| Ms. Chen Yingzhi 陳英志女士 | Interest of spouse (Note 4) 配偶權益(附註4) | 750,000,000 (L) | 75% |

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

字母「L」指該人士於股份的好倉。

- | | |
|---|---|
| <p>(1) The calculation is based on the total number of 1,000,000,000 Shares in issue as at 31 December 2022, without taking into account any Shares that may be issued under the Share Option Scheme.</p> | <p>(1) 該計算乃基於於2022年12月31日已發行股份總數1,000,000,000股(並無計及根據購股權計劃可能發行的任何股份)而得出。</p> |
| <p>(2) As at 31 December 2022, Tanshin Investments directly held 450,000,000 Shares in the Company. Tanshin Investments was wholly-owned by Mr. Tian Huan. By virtue of the SFO, Mr. Tian Huan was therefore deemed to have an interest in the Shares held by Tanshin Investments. Ms. Yin Xiaohua is the spouse of Mr. Tian Huan. By virtue of the SFO, Ms. Yin Xiaohua is deemed to be interested in the same number of Shares in which Mr. Tian is interested.</p> | <p>(2) 於2022年12月31日，天歡投資直接持有本公司450,000,000股股份。天歡投資由田歡先生全資擁有。根據證券及期貨條例，田歡先生因此被視為於天歡投資持有的股份中擁有權益。殷筱華女士為田歡先生的配偶。根據證券及期貨條例，殷筱華女士被視為於田先生擁有權益的相同數目股份中擁有權益。</p> |
| <p>(3) As at 31 December 2022, Vicen Investments directly held 187,500,000 Shares in the Company. Vicen Investments was wholly-owned by Mr. Chen Ping. By virtue of the SFO, Mr. Chen Ping was therefore deemed to have an interest in the Shares held by Vicen Investments. Ms. Yang Jie is the spouse of Mr. Chen Ping. By virtue of the SFO, Ms. Yang Jie is deemed to be interested in the same number of Shares in which Mr. Chen Ping is interested.</p> | <p>(3) 於2022年12月31日，緯晨投資直接持有本公司187,500,000股股份。緯晨投資由陳平先生全資擁有。根據證券及期貨條例，陳平先生因此被視為於緯晨投資持有的股份中擁有權益。楊潔女士為陳平先生的配偶。根據證券及期貨條例，楊潔女士被視為於陳平先生擁有權益的相同數目股份中擁有權益。</p> |
| <p>(4) As at 31 December 2022, Sprus Investments directly held 112,500,000 Shares in the Company. Sprus Investments was wholly-owned by Mr. Zhang Yongli. By virtue of the SFO, Mr. Zhang Yongli was therefore deemed to have an interest held by Sprus Investments. Ms. Chen Yingzhi is the spouse of Mr. Zhang. By virtue of the SFO, Ms. Chen Yingzhi is deemed to be interested in the same number of Shares in which Mr. Zhang is interested.</p> | <p>(4) 於2022年12月31日，雲杉投資直接持有本公司112,500,000股股份。雲杉投資由張永利先生全資擁有。根據證券及期貨條例，張永利先生因此被視為於雲杉投資持有的股份中擁有權益。陳英志女士為張先生的配偶。根據證券及期貨條例，陳英志女士被視為於張先生擁有權益的相同數目股份中擁有權益。</p> |

Save as disclosed above and to the best knowledge of the Directors, as at 31 December 2022, the Directors and the chief executive of the Company are not aware of any other person (other than the Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares which would be required to be notified to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or which would be required to be recorded in the register to be kept by the Company pursuant to Section 336 of the SFO.

除上文所披露者外及據董事所深知，於2022年12月31日，董事及本公司最高行政人員概不知悉任何其他人士(除董事或本公司最高行政人員外)於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須知會本公司及聯交所的權益或淡倉，或須記錄於本公司根據證券及期貨條例第336條將予備存的登記冊內的權益或淡倉。



Directors' Report

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than the Share Option Scheme, at no time during the year ended 31 December 2022, was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of the shares in, or debentures of, the Company or any other body corporate.

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

For the year ended 31 December 2022, neither the Company nor its subsidiaries purchased, redeemed or sold any of the listed securities of the Company.

SHARE OPTION SCHEME

The Share Option Scheme was adopted by the Company on 27 July 2022, as amended from time to time.

(i) Purpose of Share Option Scheme

The purpose of the Share Option Scheme is to incentivise and reward an employee (whether full time or part-time) or a director of a member of the Group (the "**Eligible Persons**") for their contribution to the Group and to align their interests with that of the Company so as to encourage them to work towards enhancing the value of the Company.

(ii) Participants of IPO Share Option Scheme

Eligible Persons to participate in the IPO Share Option Scheme include (i) an employee (whether full time or part-time); (ii) a director of a member of the Group.

董事購買股份或債權證的權利

除購股權計劃外，於截至2022年12月31日止年度任何時間，本公司或其任何附屬公司概無訂立任何安排，以使董事可藉購買本公司或任何其他法人團體的股份或債權證而獲得利益。

購買、出售或贖回本公司上市證券

截至2022年12月31日止年度，本公司及其附屬公司概無購買、贖回或出售本公司任何上市證券。

購股權計劃

購股權計劃已於2022年7月27日獲本公司採納，並經不時修訂。

(i) 購股權計劃之目的

購股權計劃之目的是透過激勵和獎勵本集團成員公司的僱員（不論全職或兼職）或董事（「合資格人士」）對本集團的貢獻，讓彼等的利益與本公司的利益掛鉤，以鼓勵彼等致力提高本公司價值。

(ii) IPO購股權計劃之參與人士

參與IPO購股權計劃之合資格人士包括本集團成員公司的(i)僱員（不論全職或兼職）；(ii)董事。

(iii) Total number of shares available for issue under the Share Option Scheme and percentage of issued shares as at the date of this annual report

The total number of shares available for issue under the Share Option Scheme as at the date of this annual report is 100,000,000 Shares, representing 10% of the Company's issued ordinary shares of the Company as at the date of this annual report.

(iii) 根據購股權計劃可供發行之股份總數及佔於本年報日期已發行股份的百分比

於本年報日期根據購股權計劃可供發行的股份總數為100,000,000股，佔本公司於本年報日期已發行普通股的10%。

(iv) Maximum entitlement of each participant

No options shall be granted to any Eligible Persons under the Share Option Scheme and any Other Schemes of the Company which, if exercised, would result in such Eligible Person becoming entitled to subscribe for such number of Shares as, when aggregated with the total number of Shares already issued or to be issued to him under all options granted to him (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of offer of such options, exceeds 1% of the Shares in issue at such date.

Any further grant of options to an Eligible Person in excess of this 1% limit shall be subject to the approval of the Shareholders in general meeting with such Eligible Person and his close associates (of if such Eligible Person is a connected person of the Company, his associates) abstaining from voting. The Company must send a circular to the Shareholders disclosing the identity of the Eligible Person in question, the number and terms of the options to be granted (and options previously granted to such Eligible Person) and such other information required under the Listing Rule.

The number and terms (including the exercise price) of the options to be granted to such Eligible Person must be fixed before the Shareholders' approval and the date of the Board meeting approving such further grant shall be taken as the date of grant for the purpose of determining the exercise price of the options.

(iv) 每名參與人士可獲授權益上限

倘根據本公司購股權計劃及任何其他計劃向任何合資格人士授出的購股權行使將導致有關合資格人士有權認購的股份數目，加上其於直至有關購股權要約日期(包括該日)止12個月期間根據其獲授的全部購股權(包括已行使、已註銷及尚未行使的購股權)而獲發行或將獲發行的股份總數超過該日已發行股份的1%，則不得授出有關購股權。

倘進一步向合資格人士授出購股權而超出該1%上限，則須經股東於股東大會上批准，而該合資格人士及其緊密聯繫人(倘該合資格人士為本公司關連人士，則為其聯繫人)須放棄投票。本公司必須向股東發出通函，以披露有關合資格人士的身份、將授出購股權的數目及條款(及先前授予該合資格人士的購股權)及上市規則規定的有關其他資料。

向該合資格人士授出的購股權數目及條款(包括行使價)必須於呈提股東批准前釐定，而批准該進一步授出購股權的董事會會議日期應被視為授出日期，以釐定購股權的行使價。

(v) The period within which the option may be exercised by the grantee under the Share Option Scheme

The Share Option Scheme shall be valid and effective for a period of ten (10) years commencing on 17 October 2022 (the Listing Date), after which period no further options will be granted but the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto which are at that time or become thereafter capable of exercise under the Share Option Scheme, or otherwise to the extent as may be required in accordance with the provisions of the Share Option Scheme.

(vi) The vesting period and exercise period of options under the Share Option Scheme

Any option shall be vested on an option-holder immediately upon his acceptance of the offer of options provided that if any vesting schedule and/or conditions are specified in the offer of the option, such option shall only be vested on an option-holder according to such vesting schedule and/or upon the fulfilment of the vesting conditions (as the case may be). Any vested option which has not lapsed and which conditions have been satisfied or waived by the Board in its sole discretion may, unless the Board determines otherwise in its absolute discretion, be exercised at any time from the next business day after the offer of options has been accepted. Any option which remain unexercised shall lapse upon the expiry of the option period, which period shall be determined by the Board and shall not exceed ten years from the offer date of the option.

(v) 承授人根據購股權計劃可行使購股權之期間

購股權計劃由2022年10月17日(上市日期)起十(10)年期間內有效及生效，該期間後不會再授出購股權，但購股權計劃的條文仍具十足效力及效用，以致先前授出任何可於當時或其後根據購股權計劃行使的購股權得以行使，或其他方面以致於根據購股權計劃條文規定有效。

(vi) 購股權計劃項下購股權之歸屬期及行使期

購股權持有人一經接納提呈的購股權後，任何購股權須即時歸屬予購股權持有人，惟倘購股權要約列明任何歸屬時間表及／或條件，則有關購股權僅根據有關歸屬時間表及／或於歸屬條件達成時(視情況而定)歸屬予購股權持有人。除董事會按其全權酌情權另行釐定外，任何已歸屬而未失效的購股權於達成條件或董事會按其全權酌情權決定豁免條件後，可於購股權要約獲接納後的下一個營業日起隨時行使。任何尚未行使的購股權於購股權期限屆滿後將告失效，而該期限由董事會釐定，不得超過購股權要約日期起計十年。

An option shall be subject to such terms and conditions (if any) as may be determined by the Board and specified in the offer of the option, including any vesting schedule and/or conditions, any minimum period for which any option must be held before it can be exercised and/or any performance target which need to be achieved by an option-holder before the option can be exercised. Such terms and conditions determined by the Board must not be contrary to the purpose of the Share Option Scheme and must be consistent with such guidelines (if any) as may be approved from time to time by the Shareholders.

No option may be exercised in circumstances where such exercise would, in the opinion of the Board, be in breach of a statutory or regulatory requirement.

(vii) The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be repaid

An offer may be accepted by a participant within 30 days from the offer date. An amount of HK\$1.00 is payable upon acceptance of the grant of an option and such payment shall not be refundable and shall not be deemed to be a part payment of the exercise price.

購股權須受董事會可能釐定及購股權要約列明的有關條款及條件(如有)限制，包括任何歸屬時間表及／或條件、行使任何購股權前必須持有的任何最短期限及／或購股權持有人於行使購股權前須達成的任何表現目標。董事會釐定的條款及條件不得與購股權計劃的目的有所抵觸，同時必須符合股東不時可能批准的有關指引(如有)。

倘董事會認為行使購股權將違反法定或監管規定，則不得行使。

(vii) 於申請或接納購股權時應付金額以及必須或可能須付款或作出催繳通知或須償還用作該等用途的貸款之期限

參與者可於要約日期起計30天內接納要約。於接納所授出的購股權時須支付1.00港元，而該款項將不予退還，且不應視為行使價的部分款項。



Directors' Report

董事會報告

(viii) The basis of determining the exercise price of options granted

Subject to any adjustment made as described in "Statutory and General Information – D. Share Option Scheme – paragraph (u)" in Appendix IV to the Prospectus, the exercise price shall be such price as determined by the Board and notified to an option-holder and which shall not be less than the higher of:

- (i) the closing price of the Shares as stated in the Stock Exchange daily quotation sheets on the date on which the offer to grant such options is approved by the Board (or where that is not a trading day, the last trading day prior to such date);
- (ii) the average of the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date on which the offer to grant such options is approved by the Board; and
- (iii) the nominal value of the Shares.

(ix) The remaining life of the Share Option Scheme

The Share Option Scheme shall be valid and effective for a period of ten (10) years from the date of adoption, i.e. 17 October 2022.

Details of the options granted to each participant or category of participants involving new shares of the Company for the year

No options have been granted under the Share Option Scheme since its adoption and up to the date of this annual report.

(viii) 釐定所授出購股權之行使價的基準

除按章程附錄四「法定及一般資料 – D.購股權計劃 – 第(u)段」所述作出調整外，行使價須由董事會釐定，並須通知購股權持有人，且不得低於以下較高者：

- (i) 董事會批准授出該等購股權要約日期(或倘該日並非交易日，則有關日期前的最後一個交易日)聯交所每日報價表所報的股份收市價；
- (ii) 緊接董事會批准授出該等購股權要約日期前五個交易日聯交所每日報價表所報的股份平均收市價；及
- (iii) 股份面值。

(ix) 購股權計劃之尚餘期限

購股權計劃由採納日期(即2022年10月17日)起十(10)年期間內有效及生效。

年內向各參與人士或各類別參與人士所授出涉及本公司新股份之購股權的詳情

自購股權計劃獲採納起及直至本年報日期，概無根據購股權計劃授出任何購股權。

(x) Number of options available for grant as at 1 January 2022 and 31 December 2022 are as follow:

(x) 於2022年1月1日及2022年12月31日可供授出之購股權數目如下：

| | | 1 January 2022 2022年 1月1日 | 31 December 2022 2022年 12月31日 |
|-------------------------|------------|------------------------------------|--|
| Share options | 購股權 | | |
| Under the mandate limit | 根據授權上限 | - | 100,000,000 |

For the year ended 31 December 2022, options to subscribe for a total of nil shares were granted under all share options schemes of the Company, representing 0% of the weighted average number of issued ordinary shares of the Company.

截至2022年12月31日止年度，本公司所有購股權計劃項下已授出之購股權合共可認購零股股份，佔本公司已發行普通股加權平均數的0%。

For more information on the Share Option Scheme, please refer to "Statutory and General Information – D. Share Option Scheme" in Appendix IV to the Prospectus.

有關購股權計劃之更多資料，請參閱章程附錄四「法定及一般資料 – D.購股權計劃」。

USE OF PROCEEDS FROM THE GLOBAL OFFERING

全球發售之所得款項用途

The Shares of the Company were listed on the Main Board of the Stock Exchange on 17 October 2022, whereby 25,000,000 new Shares were issued at the offer price of HKD0.64 each by the Company. The net proceeds from the Global Offering received by the Company, after deduction of the underwriting fees and other related expenses payable by the Company, was approximately HKD100.7 million.

本公司股份於2022年10月17日在聯交所主板上市，據此本公司已按發售價每股0.64港元發行25,000,000股新股份。本公司自全球發售獲得的所得款項淨額（已扣除本公司應付的包銷費用及其他相關開支）約為100.7百萬港元。

There was no change in the intended use of net proceeds as previously disclosed in the Prospectus, and the expected timeline for the use of net proceeds will be subject to the business development of the Company. Since the Listing Date and up to the date of this report, the Group has utilised part of the net proceeds as illustrated on page 36 of this report, and will continue to utilise the net proceeds in accordance with the intended purposes as stated in the Prospectus. Please refer to "Future Plans and Use of Proceeds" in the Prospectus for details.

先於前於章程披露之所得款項淨額的擬定用途並無發生變化，且所得款項淨額的預期使用時間將視本公司業務發展情況確定。自上市日期起及直至本報告日期，本集團已按本報告第36頁所示動用部分所得款項淨額，並將繼續按章程所載擬定用途動用所得款項淨額。有關詳情，請參閱章程「未來計劃及所得款項用途」。



Directors' Report

董事會報告

To the extent that the net proceeds have not been immediately utilised, the balance has been placed with banks. There has been no change in the intended use of net proceeds as previously disclosed in the Prospectus and the Group will apply the remaining net proceeds in the manner set out in the Prospectus, pursuant to which the remaining proceeds are expected to be utilised within the next year, i.e. 2024. The utilisation of the net proceeds has been converted from RMB into HKD at the prevailing exchange rate of RMB1.0 to HKD0.9 on 31 December 2022.

LEGAL PROCEEDINGS AND COMPLIANCE

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

ANNUAL GENERAL MEETING

The AGM will be held on Monday, 26 June 2023. A notice convening the AGM will be published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.regopimc.com), and will be dispatched to the Shareholders in accordance with the requirements of the Listing Rules in due course.

FINAL DIVIDEND

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

倘所得款項淨額未即時獲動用，則有關結餘存放於銀行。先前於章程披露之所得款項淨額的擬定用途並無發生變化，且本集團將按章程所載方式動用餘下所得款項淨額，據此預期餘下所得款項將於下一年度（即2024年）內予以動用。所得款項淨額的使用已按2022年12月31日人民幣1.0元兌0.9港元的現行匯率由人民幣換算為港元。

法律訴訟及合規

年內，本集團並無牽涉任何重大法律訴訟。

股東週年大會

股東週年大會將於2023年6月26日（星期一）舉行。召開股東週年大會之通告將刊載於聯交所網站(www.hkexnews.hk)及本公司網站(www.regopimc.com)，並將於適當時候按上市規則的規定寄發予股東。

末期股息

董事會已議決不建議就截至2022年12月31日止年度派付任何末期股息。

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 20 June 2023 to Monday, 26 June 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. (Hong Kong time) on Monday, 19 June 2023.

PRE-EMPTIVE RIGHTS

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

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company's listed securities. If any of the Shareholders is unsure about the taxation implications of purchasing, holding, disposing of, dealing in, or the exercise of any rights in relation to the Shares, he or she is advised to consult an expert.

暫停辦理股份過戶登記

為釐定股東出席股東週年大會並於會上投票的權利，本公司將於2023年6月20日(星期二)至2023年6月26日(星期一)期間(包括首尾兩日)暫停辦理股份過戶登記手續，期間將不會辦理任何股份過戶登記。為符合資格出席股東週年大會並於會上投票，所有股份過戶文件連同相關股票必須於2023年6月19日(星期一)下午四時三十分(香港時間)前提交予本公司的香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以便辦理登記手續。

優先購股權

組織章程細則或開曼群島法例下概無訂有有關優先購股權之條文，規定本公司有責任按比例向其現有股東提呈發售新股份。

稅務寬免及豁免

董事並不知悉股東因其持有本公司上市證券而享有的任何稅務寬免及豁免。倘任何股東不確定購買、持有、出售、買賣或行使有關股份的任何權利所涉及的稅務影響，務請諮詢專家意見。



Directors' Report

董事會報告

FOUR YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last four financial years ended 31 December 2022 is set out on in page 9 of this annual report.

INDEMNITY OF DIRECTORS

Under the Articles of Association, every Director or other officers of the Company acting in relation to any of the affairs of the Company shall be entitled to be indemnified against all actions, costs, charges, losses, damages and expenses which he may incur or sustain in or about the execution of his duties in his office. The Company has arranged appropriate insurance cover in respect of legal action against its Directors and officers.

PUBLIC FLOAT

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

AUDITOR

The consolidated financial statements of the Group for the year ended 31 December 2022 have been audited by BDO Limited.

BDO Limited shall retire at the forthcoming annual general meeting and, being eligible, will offer itself for re-appointment. A resolution for the re appointment of BDO Limited as the auditors of the Company will be proposed at the AGM.

四年財務概要

本集團於截至2022年12月31日止過去四個財政年度之業績及資產與負債概要載於本年報第9頁。

董事之彌償保證

根據組織章程細則，就本公司任何事宜行事之每名董事或本公司其他高級職員在其任期內執行職責而可能產生或持續蒙受之所有法律行動、成本、費用、損失、損害及開支均有權獲得彌償。本公司已就其董事及高級職員可能面臨的法律訴訟提供適當的投保安排。

公眾持股量

於本報告日期，根據本公司所獲得的公開資料及就董事所知，本公司已維持上市規則規定的公眾持股量。

核數師

本集團截至2022年12月31日止年度之綜合財務報表已由香港立信德豪會計師事務所有限公司審核。

香港立信德豪會計師事務所有限公司須於應屆股東週年大會上退任，惟合資格並願意獲續聘連任。於股東週年大會上將提呈有關續聘香港立信德豪會計師事務所有限公司為本公司核數師之決議案。

RESULTS AND APPROPRIATION

The results of the Group for the year are set out in the consolidated financial statements on pages 158 to 272 of this annual report.

DONATION

During the year ended 31 December 2022, the Group made no charitable donations (2021: nil).

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance practices. Detailed information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 52 to 74 of this annual report.

SUBSEQUENT EVENTS

The Company has adopted a share award scheme ("**Share Award Scheme**") as an incentive to recognise the contributions by certain eligible participants and to provide them with incentives in order to retain them for the continued operation and development of the Group as well as to attract suitable personnel for further development of the Group. The Share Award Scheme was adopted by the Board on 17 January 2023 and shall be valid and effective for a term of ten (10) years commencing on 17 January 2023 (i.e. 17 January 2033).

No share awards have been granted under the Share Award Scheme since its adoption and up to the date of this annual report.

Save for the above and the subsequent events as described in Note 41 to the Consolidated Financial Statements in this annual report, there were no other significant events that might affect the Group since the end of the year ended 31 December 2022.

業績及分派

本集團之年內業績載於本年報第158至272頁的綜合財務報表。

捐款

截至2022年12月31日止年度，本集團並無作出慈善捐款(2021年：無)。

企業管治

本公司致力維持高水平的企業管治常規。有關本公司所採納企業管治常規之詳細資料載於本年報第52至74頁的企業管治報告。

期後事項

本公司已採納一項股份獎勵計劃(「**股份獎勵計劃**」)作為獎勵以嘉許若干合資格參與人士的貢獻，並給予獎勵以挽留彼等為本集團之持續經營及發展而努力，亦為本集團進一步發展吸引合適之人才。股份獎勵計劃已由董事會於2023年1月17日採納，並由2023年1月17日起十(10)年期間(即至2033年1月17日)有效及生效。

自股份獎勵計劃獲採納起及直至本年報日期，概無根據股份獎勵計劃授出任何股份獎勵。

除上文所述者及本年報綜合財務報表附註41所述之期後事項外，自截至2022年12月31日止年度結束以來概無其他可能對本集團構成影響之重大事項。



Directors' Report

董事會報告

APPRECIATION

The Board would like to express its sincere gratitude to the management and staff members of the Group for their dedication and hard work during the year under review. Also, the Board would like to extend thanks to all the business partners, customers and shareholders for their support. The Chairman of the Company believes that they will continue to render support to the Group for our continuous growth and success in the future.

On behalf of the Board

Rego Interactive Co., Ltd
Mr. CHEN Ping
Chairman and Executive Director

致謝

董事會謹此對本集團管理層及員工於回顧年度內作出的傑出貢獻和不懈努力表示衷心感謝，同時亦感謝所有業務夥伴、客戶及股東的支持。本公司主席相信，彼等將繼續給予支持，協助本集團未來繼續成功發展。

代表董事會

潤歌互動有限公司
主席兼執行董事
陳平先生

Independent Auditor's Report

獨立核數師報告



Tel : +852 2218 8288
Fax: +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話 : +852 2218 8288
傳真 : +852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

**Independent auditor's report to the Shareholders of
Rego Interactive Co., Ltd**
(Incorporated in the Cayman Islands with limited liability)

致潤歌互動有限公司股東的獨立核數師報告
(於開曼群島註冊成立的有限公司)

OPINION


We have audited the consolidated financial statements of Rego Interactive Co., Ltd (the "**Company**") and its subsidiaries (together the "**Group**") set out on pages 158 to 272, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

意見

吾等經已審計第158至272頁所載之潤歌互動有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)之綜合財務報表，包括於2022年12月31日之綜合財務狀況表及截至該日止年度之綜合損益及其他全面收入表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註(包括重大會計政策概要)。

吾等認為，該等綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的《香港財務報告準則》(「**香港財務報告準則**」)真實而中肯地反映了 貴集團於2022年12月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。



Independent Auditor's Report

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSA**s”) issued by the HKICPA. Our responsibilities under those standards are further described in the “Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements” section of our report. We are independent of the Group in accordance with the HKICPA’s “Code of Ethics for Professional Accountants” (the “**Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

Provision for expected credit losses (“ECLs”) on trade receivables and contract assets

The Group had trade receivables and contract assets, net, of approximately RMB98,111,000 and RMB2,202,000 respectively as at 31 December 2022.

Management applied the simplified approach to measure the lifetime expected loss allowance for its trade receivables and contract assets. In developing the loss allowances of trade receivables and contract assets, management used judgement in making the assumptions about the risk of default and expected credit loss rate with reference to the historical payment profiles of sales, the corresponding historical credit losses rate, forward-looking information. In addition, management also reviewed the credit risk of individual debtors by considering the nature of transactions, relationship with customers and their financial position, etc. to assess whether any increase in credit risk which may trigger further specific provision at the end of the reporting period.

意見基準

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

關鍵審計事項

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

貿易應收款項及合約資產的預期信貸虧損(「預期信貸虧損」)撥備

於2022年12月31日，貴集團有貿易應收款項及合約資產淨額分別約人民幣98,111,000元及人民幣2,202,000元。

管理層應用簡化法計量其貿易應收款項及合約資產的全期預期虧損撥備。於釐定貿易應收款項及合約資產的虧損撥備時，管理層於作出有關違約風險及預期信貸虧損率的假設時會參考過往銷售支付狀況、相應的過往信貸虧損率及前瞻性資料並使用判斷。此外，管理層亦透過考慮交易性質、與客戶之關係及其財務狀況等，檢討個別債務人的信貸風險，從而評估信貸風險有否增加，而可能觸發報告期末的進一步特定撥備。

Independent Auditor's Report

獨立核數師報告

We have identified ECLs assessment of trade receivables and contract assets as a key audit matter because assessing ECLs on trade receivables and contract assets is a subjective area as it requires management's judgement and uses of estimates.

Refer to Notes 5(iii), 21, 27 and 39(a) to the consolidated financial statements and accounting policy in Note 4(h)(ii).

How our audit addressed the key audit matter:

Our audit procedures in relation to management's judgement and uses of estimates on ECLs assessment of trade receivables and contract assets included:

- Obtaining an understanding and evaluating the design, implementation and operating effectiveness of key internal controls which govern credit control, debt collection and estimation of ECLs;
- assessing the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgements, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information and examining the actual losses recorded during the current financial year and assessing whether there was an indication of management bias when recognising loss allowances;
- evaluating techniques and methodology in the ECLs model with reference to the requirements of HKFRS 9;
- involving an auditor's expert to assist our assessment; and
- evaluating the competency, capabilities and objectivity of the management's expert and auditor's expert.


吾等將貿易應收款項及合約資產的預期信貸虧損評估識別為關鍵審計事項，概因評估貿易應收款項及合約資產的預期信貸虧損屬主觀性質，其要求管理層作出判斷及使用估算。

詳見綜合財務報表附註5(iii)、21、27及39(a)以及附註4(h)(ii)的會計政策。

吾等的審計如何處理關鍵審計事項：

吾等對管理層就貿易應收款項及合約資產的預期信貸虧損評估的判斷及使用估計所採用審計程序包括：

- 了解及評估規管信貸控制、收債及估算預期信貸虧損的關鍵內部控制的設計、執行及成效；
- 透過檢查管理層達致有關判斷時所用資料，評估管理層對虧損撥備估計是否合理，包括測試過往違約數據之準確性，根據當前經濟狀況及前瞻性資料評估過往虧損率是否已適當調整及檢查當前財政年度內錄得的實際虧損，並評估在確認虧損撥備時是否存在管理層偏見的跡象；
- 參考香港財務報告準則第9號的規定評估預期信貸虧損模型的技術及方法；
- 委託核數師專家協助吾等評估；及
- 評估管理層專家及核數師專家的資格、能力及客觀性。



Independent Auditor's Report

獨立核數師報告

Impairment of non-financial assets

As at 31 December 2022, the Group had goodwill, property, plant and equipment, intangible assets and right-of-use assets of approximately RMB14,342,000, RMB647,000, RMB17,589,000 and RMB325,000 respectively.

Management is required to perform impairment assessment on the Group's goodwill annually and property, plant and equipment, intangible assets and right-of-use assets where indications of impairment are identified. For the purpose of assessing impairment, assets were tested at cash generating unit(s) (the "CGU(s)") level, and management has assessed the recoverable amounts of these assets based on value-in-use and fair value less costs of disposal. In carrying out the impairment assessments, significant management judgement was used to determine the methodologies adopted and the key assumptions used. Based on the assessment performed, as at 31 December 2022, the management concluded that no provision is considered necessary for the Group's goodwill, property, plant and equipment, right-of-use assets, and intangible assets. To support management's assessment, the Group engaged an independent external valuer as management's expert.

We identified impairment assessment of non-financial assets as a key audit matter due to the involvement of significant management judgement and assumptions in the assessment.

Refer to Notes 5(ii), 5(v), 16, 17, 18 and 19(a) to the consolidated financial statements and accounting policy in Note 4(o).

非金融資產減值

於2022年12月31日，貴集團之商譽、物業、廠房及設備、無形資產及使用權資產分別為約人民幣14,342,000元、人民幣647,000元、人民幣17,589,000元及人民幣325,000元。

如識別減值跡象，管理層須每年對貴集團商譽以及物業、廠房及設備、無形資產及使用權資產進行減值測試。就評估減值而言，資產於現金產生單位（「現金產生單位」）層面進行測試，而管理層已基於使用價值及公平價值減出售成本評估該等資產的可收回金額。於進行減值評估時，採用重大管理層判斷以釐定所採用方法及所使用關鍵假設。根據所進行評估，於2022年12月31日，管理層評定，概不認為需要就貴集團商譽、物業、廠房及設備、使用權資產及無形資產計提撥備。為支援管理層評估，貴集團委聘獨立外部評估師作為管理層專家。

吾等將非金融資產的減值評估識別為關鍵審計事項，乃由於評估涉及重大管理層判斷及假設。

詳見綜合財務報表附註5(ii)、5(v)、16、17、18及19(a)以及附註4(o)的會計政策。

Independent Auditor's Report

獨立核數師報告

How our audit addressed the key audit matter:


Our audit procedures in relation to management's judgement and uses of estimates on Impairment of non-financial assets included:

- assessing the appropriateness of the management's identification of CGUs based on our understanding of the Group's business;
- evaluating the appropriateness of the methodologies applied in respect of the assessment of the recoverable amounts;
- challenging the reasonableness of key assumptions of the cash flow projections including revenue growth rate during budget period, long term growth rate and discount rate based on our knowledge of the Group's business and industry;
- reconciling input data to supporting evidence, such as approved budget and considering the reasonableness of this evidence;
- involving an auditor's expert to assist our assessment; and
- evaluating the competency, capabilities and objectivity of the management's expert and auditor's expert.

吾等的審計如何處理關鍵審計事項：

吾等對管理層就非金融資產減值的判斷及使用估計所採用審計程序包括：

- 基於吾等對 貴集團業務的了解評估管理層識別現金產生單位的合理性；
- 評估就可收回金額評估所應用方法的合理性；
- 基於吾等對 貴集團業務及行業的知識質疑預算期內現金流量預測(包括收益增長率)的關鍵假設的合理性；
- 根據支持性證據(例如經核定的預算)核對輸入數據，及考慮該證據的合理性；
- 委託核數師專家協助吾等評估；及
- 評估管理層專家及核數師專家的資格、能力及客觀性。



Independent Auditor's Report

獨立核數師報告

Revenue recognition of marketing and promotion services – gross or net

For the year ended 31 December 2022, the Group recognised revenue of approximately RMB211,546,000 from marketing and promotion services in which advertisement placement services included in promotion and advertising services and virtual goods sourcing and delivery services representing 32.5% of marketing and promotion services are recognised on net basis.

In determining whether the Group is acting as a principal or as an agent in the provision of promotion and advertising services and virtual goods sourcing and delivery services requires judgements and considerations of all relevant facts and circumstances. The Group follows the accounting guidance for principal-agent considerations to assess whether the Group controls the specified service before it is transferred to the customer, the indicators of which including but not limited to (a) whether the entity is primarily responsible for fulfilling the promise to provide the specified service; (b) whether the entity has inventory risk before the specified service has been transferred to a customer; and (c) whether the entity has discretion in establishing the prices for the specified goods or service.

We focused on this area because the judgements involved in determining the Group's role as a principal or an agent in recognising marketing and promotion services is subject to high degree of judgements. The inherent risk in relation to the determination of revenue recognition on gross or net basis is considered significant due to the management's judgements are subjective.

Refer to Notes 5(i) and 7 to the consolidated financial statements and accounting policy in Note 4(k).

營銷及推廣服務的收益確認－總額或淨額

截至2022年12月31日止年度，貴集團確認來自營銷及推廣服務的收益約人民幣211,546,000元，其中計入推廣及廣告服務以及虛擬商品採購及交付服務的廣告投放服務佔營銷及推廣服務的32.5%，乃按淨額基準確認。

於釐定 貴集團於提供推廣及營銷服務及虛擬商品採購及交付服務過程中是否以委託人或代理人身份行事時，需對所有相關事實及情況作出判斷及考量。 貴集團遵循委託人與代理人考量的會計指引，評估 貴集團於特定服務轉移至客戶前是否擁有對該特定服務的控制權，評估指標包括但不限於(a)實體是否主要負責履行提供特定服務的承諾；(b)實體於特定服務轉移至客戶前是否有存貨風險；及(c)實體是否能酌情權設定特定商品或服務的價格。

我們重點關注該範疇乃由於在確認營銷及推廣服務時就釐定 貴集團作為委託人或代理人涉及高度判斷。由於管理層判斷具主觀性，因此與釐定收益確認基準(總額或淨額)相關的固有風險被視為屬重大。

詳見綜合財務報表附註5(i)及7以及附註4(k)的會計政策。

Independent Auditor's Report

獨立核數師報告

How our audit addressed the key audit matter:


Our audit procedures in relation to management's judgement involved in determining the Group's role as a principal or an agent in recognising marketing and promotion service included:

- Understanding the key controls over management's principal-agent assessment, including management's approval and review of sales contracts;
- Discussing with management and understanding the indicators and judgement which management considered and applied when performing principal agent assessment under different circumstances;
- Inspecting sales contracts, on a sample basis, to understand the terms of service and assess whether management recognised the related revenue in accordance with the Group's accounting policies, with reference to the requirements of the prevailing accounting standards; and
- Considering whether the judgements made by management in assessing gross versus net would give rise to indicators of possible management bias.

吾等的審計如何處理關鍵審計事項：

吾等對管理層於確認營銷及推廣服務時就釐定 貴集團作為委託人或代理人所涉及的判斷採用的審計程序包括：

- 了解管理層評估委託人－代理人的關鍵控制，包括管理層對銷售合約的批准及審閱；
- 與管理層討論並了解管理層在不同情形下進行委託人－代理人評估時所考慮及應用的指標及判斷；
- 抽樣檢查銷售合約以了解服務條款及經參考現行會計準則的規定後評估管理層是否根據 貴集團的會計政策確認相關收益；及
- 考慮管理層於評估總額與淨額時作出的判斷是否會導致管理層出現潛在偏頗的跡象。



Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

年報內其他資料

董事須對其他資料負責。其他資料包括納入 貴公司年報的資料，惟不包括綜合財務報表及吾等就此的核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料，且吾等並無就此發表任何形式的鑒證結論。

就吾等對綜合財務報表的審計而言，吾等的責任為細閱其他資料，且於此過程中，考慮其他資料是否與綜合財務報表或吾等於審計中取得的認知存在重大抵觸，或者似乎有重大錯誤陳述。倘基於吾等所作工作，吾等評定本其他資料存在重大錯誤陳述，吾等須報告此事實，而就此而言，吾等沒有任何報告。

董事對綜合財務報表的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並落實其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制。

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

Independent Auditor's Report 獨立核數師報告

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

董事亦負責監督貴集團財務報告程序。審核委員會協助董事履行彼等於此方面的責任。

核數師就審計綜合財務報表承擔的 責任

吾等的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並根據協定委聘條款僅向全體股東出具包括吾等意見的核數師報告，除此以外吾等的報告不可用作其他用途。吾等並不就本報告之內容對任何其他人士承擔任何責任或接受任何義務。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴該等綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。

Independent Auditor's Report

獨立核數師報告

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
 - evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
 - conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
 - evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 瞭解與審計相關的內部控制，以設計在有關情況下適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
 - 評價董事所採用會計政策的恰當性及所作出會計估計和相關披露的合理性。
 - 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則吾等應當發表非無保留意見。吾等的結論是基於截至核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
 - 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
 - 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以對綜合財務報表發表意見。吾等負責集團審計的方向、監督和執行。吾等為審計意見承擔全部責任。

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

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

Independent Auditor's Report

獨立核數師報告

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

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

吾等還向審核委員會提交聲明，說明吾等已符合有關獨立性的相關職業道德要求，並與他們溝通有可能合理地被認為會影響吾等獨立性的所有關係和其他事項，以及(如適用)為消除威脅而採取的行動或應用的防範措施。

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

BDO Limited
Certified Public Accountants

Chan Wing Fai
Practising Certificate Number P05443

Hong Kong, 15 March 2023

香港立信德豪會計師事務所有限公司
執業會計師

陳永輝
執業證書編號P05443

香港，2023年3月15日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收入表

For the year ended 31 December 2022

截至2022年12月31日止年度

| | | Notes | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|---|--------------------|-------|-----------------------------------|-----------------------------------|
| Revenue | 收益 | 7 | 256,591 | 219,549 |
| Cost of sales | 銷售成本 | | (123,133) | (109,343) |
| Gross profit | 毛利 | | 133,458 | 110,206 |
| Other income and other gains or losses | 其他收入及其他收益或虧損 | 8 | 13,527 | 7,373 |
| Provision for impairment losses on financial assets | 金融資產減值虧損撥備 | 9 | (7,739) | (3,973) |
| Selling and distribution expenses | 銷售及分銷開支 | | (7,950) | (9,561) |
| Administrative expenses | 行政開支 | | (18,623) | (13,900) |
| Research and development expenses | 研發開支 | | (18,875) | (18,611) |
| Listing expenses | 上市開支 | | (10,988) | (13,630) |
| Finance costs | 融資成本 | 11 | (1,638) | (674) |
| Profit before income tax | 除所得稅前溢利 | 10 | 81,172 | 57,230 |
| Income tax expense | 所得稅開支 | 13 | (12,669) | (7,245) |
| Profit for the year | 年內溢利 | | 68,503 | 49,985 |
| Other comprehensive income | 其他全面收入 | | | |
| Item that will not be reclassified to profit or loss: | 不會重新分類至損益的項目： | | | |
| – Exchange differences arising from translation | – 換算產生的匯兌差額 | | 3,433 | 41 |
| Total comprehensive income for the year | 年內全面收入總額 | | 71,936 | 50,026 |
| Earnings per share for the profit attributable to owners of the Company during the year | 本公司擁有人應佔年內溢利之每股盈利 | | | |
| – Basic and diluted (expressed in RMB per share) | – 基本及攤薄(以每股人民幣元列示) | 15 | 0.08 | 0.07 |

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2022

於2022年12月31日

| | | Notes 附註 | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|------------------|-------------|-----------------------------------|-----------------------------------|
| ASSETS AND LIABILITIES | 資產及負債 | | | |
| Non-current assets | 非流動資產 | | | |
| Intangible assets | 無形資產 | 18 | 17,589 | 19,376 |
| Property, plant and equipment | 物業、廠房及設備 | 17 | 647 | 1,188 |
| Right-of-use assets | 使用權資產 | 19(a) | 325 | – |
| Goodwill | 商譽 | 16 | 14,342 | 14,342 |
| Prepayment | 預付款項 | 22 | 2,696 | – |
| | | | 35,599 | 34,906 |
| Current assets | 流動資產 | | | |
| Inventories | 存貨 | 20 | 2,424 | 3,363 |
| Contract assets | 合約資產 | 27 | 2,202 | 3,021 |
| Trade receivables | 貿易應收款項 | 21 | 98,111 | 82,189 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 22 | 74,515 | 50,009 |
| Amounts due from related parties | 應收關聯方款項 | 23 | – | 96 |
| Cash and cash equivalents | 現金及現金等價物 | 24 | 186,849 | 61,475 |
| | | | 364,101 | 200,153 |
| Total assets | 資產總額 | | 399,700 | 235,059 |
| Current liabilities | 流動負債 | | | |
| Trade payables | 貿易應付款項 | 25 | 15,716 | 40,525 |
| Contract liabilities | 合約負債 | 27 | 7,578 | 3,377 |
| Other payables and accruals | 其他應付款項及應計費用 | 26 | 22,611 | 27,895 |
| Amounts due to related parties | 應付關聯方款項 | 23 | – | 27,677 |
| Bank borrowings | 銀行借款 | 28 | 38,000 | 21,100 |
| Lease liabilities | 租賃負債 | 19(b) | 187 | – |
| Income tax payable | 應付所得稅 | | 13,384 | 8,123 |
| | | | 97,476 | 128,697 |
| Net current assets | 流動資產淨值 | | 266,625 | 71,456 |
| Total assets less current liabilities | 資產總值減流動負債 | | 302,224 | 106,362 |
| Non-current liabilities | 非流動負債 | | | |
| Contract liabilities | 合約負債 | 27 | 4,271 | 47 |
| Lease liabilities | 租賃負債 | 19(b) | 164 | – |
| Deferred tax liabilities | 遞延稅項負債 | 29 | 328 | 412 |
| | | | 4,763 | 459 |
| Total liabilities | 負債總額 | | 102,239 | 129,156 |
| NET ASSETS | 資產淨值 | | 297,461 | 105,903 |

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2022

於2022年12月31日

| | | Notes | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|---------------------|-------------|-------|-----------------------------------|-----------------------------------|
| | | 附註 | | |
| EQUITY | 權益 | | | |
| Share capital | 股本 | 30 | 6,790 | 1 |
| Reserves | 儲備 | 31 | 290,671 | 105,902 |
| TOTAL EQUITY | 權益總額 | | 297,461 | 105,903 |

On behalf of the board of directors
代表董事會

Mr. Chen Ping

陳平先生

董事

Director

Mr. Tian Huan

田歡先生

董事

Director

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2022

截至2022年12月31日止年度

| | | Share capital 股本 RMB'000 人民幣千元 (Note 30) (附註30) | Share premium# 股份溢價# RMB'000 人民幣千元 (Note 31(a)) (附註31(a)) | Other reserve# 其他儲備# RMB'000 人民幣千元 (Note 31(b)) (附註31(b)) | Statutory reserve# 法定儲備# RMB'000 人民幣千元 (Note 31(c)) (附註31(c)) | Translation reserve# 匯兌儲備# RMB'000 人民幣千元 (Note 31(d)) (附註31(d)) | Retained earnings# 保留盈利# RMB'000 人民幣千元 (Note 31(e)) (附註31(e)) | Total 總計 RMB'000 人民幣千元 |
|---|-------------------|--|--|--|--|--|--|---------------------------------|
| At 1 January 2022 | 於2022年1月1日 | 1 | - | (47,432) | 7,500 | 107 | 145,727 | 105,903 |
| Profit for the year | 年內溢利 | - | - | - | - | - | 68,503 | 68,503 |
| Other comprehensive income for the year: | 年內其他全面收入： | | | | | | | |
| Exchange differences arising on translation differences | 換算差異產生的匯兌差額 | - | - | - | - | 3,433 | - | 3,433 |
| Total comprehensive income for the year | 年內全面收入總額 | - | - | - | - | 3,433 | 68,503 | 71,936 |
| Appropriation to statutory reserve | 撥入法定儲備 | - | - | - | 1,765 | - | (1,765) | - |
| Capitalisation issue of share (Note 30) | 股份的資本化發行 (附註30) | 5,092 | (5,092) | - | - | - | - | - |
| Transaction costs attributable to the share offering | 股份發售應佔的交易成本 | - | (21,882) | - | - | - | - | (21,882) |
| Issue of shares pursuant to the share offer (Note 30) | 根據股份發售發行股份 (附註30) | 1,697 | 139,807 | - | - | - | - | 141,504 |
| At 31 December 2022 | 於2022年12月31日 | 6,790 | 112,833 | (47,432) | 9,265 | 3,540 | 212,465 | 297,461 |

| | | Share capital 股本 RMB'000 人民幣千元 (Note 30) (附註30) | Share premium# 股份溢價# RMB'000 人民幣千元 (Note 31(a)) (附註31(a)) | Other reserve# 其他儲備# RMB'000 人民幣千元 (Note 31(b)) (附註31(b)) | Statutory reserve# 法定儲備# RMB'000 人民幣千元 (Note 31(c)) (附註31(c)) | Translation reserve# 匯兌儲備# RMB'000 人民幣千元 (Note 31(d)) (附註31(d)) | Retained earnings# 保留盈利# RMB'000 人民幣千元 (Note 31(e)) (附註31(e)) | Total 總計 RMB'000 人民幣千元 |
|---|--------------|--|--|--|--|--|--|---------------------------------|
| At 1 January 2021 | 於2021年1月1日 | 1 | - | (658) | 9,101 | 66 | 94,141 | 102,651 |
| Profit for the year | 年內溢利 | - | - | - | - | - | 49,985 | 49,985 |
| Other comprehensive income for the year: | 年內其他全面收入： | | | | | | | |
| Exchange differences arising on translation differences | 換算差異產生的匯兌差額 | - | - | - | - | 41 | - | 41 |
| Total comprehensive income for the year | 年內全面收入總額 | - | - | - | - | 41 | 49,985 | 50,026 |
| Deem distribution (Note 40) | 視作分派(附註40) | - | - | (46,774) | (3,721) | - | 3,721 | (46,774) |
| Appropriation to statutory reserve | 撥入法定儲備 | - | - | - | 2,120 | - | (2,120) | - |
| At 31 December 2021 | 於2021年12月31日 | 1 | - | (47,432) | 7,500 | 107 | 145,727 | 105,903 |

The total of these balances represents "reserves" in the consolidated statement of financial position.

該等結餘之總和指綜合財務狀況表內之「儲備」。

Consolidated Statement of Cash Flows

綜合現金流量表

At 31 December 2022

於2022年12月31日

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|------------------------|-----------------------------------|-----------------------------------|
| Cash flows from operating activities | 經營活動所得現金流量 | | |
| Profit before income tax | 除所得稅前溢利 | 81,172 | 57,230 |
| Adjustments for: | 調整如下： | | |
| Amortisation of intangible assets | 無形資產攤銷 | 3,993 | 3,788 |
| Bank interest income | 銀行利息收入 | (308) | (249) |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 664 | 1,274 |
| Depreciation of right-of-use assets | 使用權資產折舊 | 29 | – |
| Finance costs | 融資成本 | 1,638 | 674 |
| Gain on disposal of financial assets acquired through business combination | 出售透過業務合併所收購金融資產收益 | – | (910) |
| Inventories written off | 存貨撇銷 | 66 | 295 |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備虧損 | – | 13 |
| (Reversal of)/provision for impairment loss on contract assets | 合約資產減值虧損(撥回)/撥備 | (46) | 136 |
| Provision for impairment loss on trade receivables | 貿易應收款項減值虧損撥備 | 7,793 | 3,875 |
| Reversal of impairment loss on other receivables | 其他應收款項減值虧損撥回 | (8) | (38) |
| Operating profit before working capital changes | 營運資金變動前的經營溢利 | 94,993 | 66,088 |
| Decrease/(increase) in inventories | 存貨減少/(增加) | 873 | (741) |
| Decrease/(increase) in contract assets | 合約資產減少/(增加) | 865 | (941) |
| Increase in trade receivables | 貿易應收款項增加 | (23,715) | (47,984) |
| Increase in prepayments, deposits and other receivables | 預付款項、按金及其他應收款項增加 | (27,194) | (11,382) |
| Decrease/(increase) in amounts due from related parties | 應收關聯方款項減少/(增加) | 96 | (12) |
| Increase in contract liabilities | 合約負債增加 | 8,425 | 421 |
| (Decrease)/increase in trade payables | 貿易應付款項(減少)/增加 | (24,809) | 30,980 |
| (Decrease)/increase in other payables and accruals | 其他應付款項及應計費用(減少)/增加 | (1,851) | 10,881 |
| Decrease in amounts due to related parties | 應付關聯方款項減少 | (27,677) | (16,432) |
| Cash generated from operations | 經營所得現金 | 6 | 30,878 |
| Interest received | 已收利息 | 308 | 249 |
| Income tax paid | 已付所得稅 | (7,492) | (4,542) |
| Net cash (used in)/generated from operating activities | 經營活動(所用)/所得現金淨額 | (7,178) | 26,585 |

Consolidated Statement of Cash Flows

綜合現金流量表

At 31 December 2022

於2022年12月31日

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|---|---------------------|-----------------------------------|-----------------------------------|
| Cash flows from investing activities | 投資活動所得現金流量 | | |
| Disposal of a subsidiary | 出售一家附屬公司 | – | (6,309) |
| Purchases of intangible assets | 購買無形資產 | (2,206) | (2,075) |
| Purchases of property, plant and equipment | 購買物業、廠房及設備 | (123) | (231) |
| Withdrawal of pledged bank deposits | 提取已質押銀行存款 | – | 1,392 |
| Proceeds from disposal of property, plant and equipment | 出售物業、廠房及設備的所得款項 | – | 2 |
| Net cash used in investing activities | 投資活動所用現金淨額 | (2,329) | (7,221) |
| Cash flows from financing activities | 融資活動所得現金流量 | | |
| Proceed from issue of share upon share offer | 於股份配售時發行股份所得款項 | 141,504 | – |
| Transaction cost attributable to the share offer | 股份發售應佔的交易成本 | (21,882) | – |
| Proceeds from bank borrowings | 銀行借款所得款項 | 42,500 | 26,100 |
| Repayments of bank borrowings | 償還銀行借款 | (25,600) | (15,370) |
| Interests paid on bank borrowings | 已付銀行借款利息 | (1,635) | (673) |
| Repayments of principal portion of lease liabilities | 償還租賃負債的本金部分 | (3) | (7) |
| Interests paid on lease liabilities | 已付租賃負債利息 | (3) | (1) |
| Net cash generated from financing activities | 融資活動所得現金淨額 | 134,881 | 10,049 |
| Net decrease in cash and cash equivalents | 現金及現金等價物減少淨額 | 125,374 | 29,413 |
| Cash and cash equivalents at beginning of the year | 年初現金及現金等價物 | 61,475 | 32,062 |
| Cash and cash equivalents at end of the year | 年末現金及現金等價物 | 186,849 | 61,475 |

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022

截至2022年12月31日止年度

1. GENERAL

Rego Interactive Co., Ltd (the “**Company**”) was incorporated in the Cayman Islands, as an exempted company with limited liability under the Cayman Companies Act on 8 August 2017. Its shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The registered office of the Company is located at 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman, KY1-1002, Cayman Islands and its principal place of business is located at People’s Republic of China (“**PRC**”). The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the “**Group**”) were engaged in the following businesses in the PRC.

- Marketing and promotion services
- IT solutions services
- Others

In the opinion of the directors of the Company, the immediate holding companies of the Company are Tanshin Investments Limited (“**Tanshin Investments**”), Vicen Investments Limited (“**Vicen Investments**”) and Sprus Investments Limited (“**Sprus Investments**”) which are incorporated in the British Virgin Islands. The ultimate shareholders of the Company are Mr. Tian Huan (“**Mr. Tian**”), Mr. Chen Ping (“**Mr. Chen**”) and Mr. Zhang Yongli (“**Mr. Zhang**”) who have entered into acting-in-concert agreement on 22 October 2021 and confirmed they have been acting in concert since 14 July 2017. Accordingly, Mr. Tian, Mr. Chen, Mr. Zhang, Tanshin Investments, Vicen Investments and Sprus Investments collectively referred to as the “Controlling Shareholders”.

The consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows of the Group for the year ended 31 December 2021 include the results and cash flows of all companies now comprising the Group as if the current structure had been in existence for the year ended 31 December 2021, or since their respective dates of acquisition/incorporation/establishment/when the combining entity first came under the control of the Controlling Shareholders or up to 17 August 2021 (date of loss of control over Zhejiang Runye), whichever is the shorter period.

1. 一般資料

潤歌互動有限公司(「**本公司**」)於2017年8月8日根據開曼《公司法》在開曼群島註冊成立為獲豁免有限公司。其股份於香港聯合交易所有限公司(「**聯交所**」)主板上市。本公司的註冊辦事處地址位於4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman, KY1-1002, Cayman Islands，而其主要營業地點位於中華人民共和國(「**中國**」)。本公司為一家投資控股公司。本公司及其附屬公司(統稱「**本集團**」)於中國從事以下業務。

- 營銷及推廣服務
- IT解決方案服務
- 其他

本公司董事認為，本公司的直接控股公司為天歡投資有限公司(「**天歡投資**」)、緯晨投資有限公司(「**緯晨投資**」)及雲杉投資有限公司(「**雲杉投資**」)(均於英屬處女群島註冊成立)。本公司的最終股東為田歡先生(「**田先生**」)、陳平先生(「**陳先生**」)及張永利先生(「**張先生**」)，彼等於2021年10月22日訂立一致行動協議及確認彼等自2017年7月14日起皆維持一致行動。因此，田先生、陳先生、張先生、天歡投資、緯晨投資及雲杉投資統稱「**控股股東**」。

本集團截至2021年12月31日止年度的綜合損益及其他全面收入表、綜合權益變動表及綜合現金流量表包括本集團旗下所有成員公司的業績及現金流量，猶如現行架構於截至2021年12月31日止年度或自合併實體收購／註冊成立／成立／首次處於控股股東控制下之相關日期以來或直至2021年8月17日(喪失對浙江潤也控制權之日)(以較短者為準)一直存在。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至2022年12月31日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) Adoption of new/revised HKFRSs – effective 1 January 2022

The Hong Kong Institute of Certified Public Accountants has issued a number of amended HKFRSs that are first effective for the current accounting year of the Group:

| | |
|-------------------------------|--|
| Amendments to HKAS 16 | Property, plant and equipment: Proceed before Intended Use |
| Amendments to HKAS 37 | Onerous Contracts – Cost of Fulfilling a Contract |
| Amendments to HKFRS 3 | Reference to the Conceptual Framework |
| Annual Improvements to HKFRSs | Annual Improvements to HKFRSs 2018–2020 Cycle |

None of these amended HKFRS has a material impact on the Group’s results and financial position for the current year or previous years.

2. 採納香港財務報告準則(「香港財務報告準則」)

(a) 採納新訂／經修訂香港財務報告準則－於2022年1月1日生效

香港會計師公會已頒佈多項經修訂香港財務報告準則，該等準則於本集團當前會計年度內首次生效：

| | |
|------------------|----------------------------|
| 香港會計準則第16號(修訂本) | 物業、廠房及設備：作擬定用途前之所得款項 |
| 香港會計準則第37號(修訂本) | 虧損性合約－履行合約之成本 |
| 香港財務報告準則第3號(修訂本) | 概念框架之提述 |
| 香港財務報告準則年度改進 | 香港財務報告準則2018年至2020年週期之年度改進 |

該等經修訂香港財務報告準則概無對本集團於本年度或過往年度的業績及財務狀況產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022

截至2022年12月31日止年度

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

(b) New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group's consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

| | |
|--|--|
| Amendments to HKAS 1 | Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2022) ² |
| Amendments to HKAS 1 | Disclosure of Accounting Policies ¹ |
| Amendments to HKAS 8 | Definition of Accounting Estimates ¹ |
| Amendments to HKAS 12 | Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹ |
| HKFRS 17 and Amendments to HKFRS 17 (including the October 2020 and February 2022) | Insurance Contracts ¹ |
| Amendments to HKFRS 16 | Lease Liability in a Sale and Leaseback ² |
| Amendments to HKAS 1 | Non-current Liabilities with Covenants ² |
| Amendments to HKFRS 10 and HKAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³ |

¹ Effective for annual periods beginning on or after 1 January 2023.

² Effective for annual periods beginning on or after 1 January 2024.

³ The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined.

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

2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則

以下可能與本集團綜合財務報表有關的新訂／經修訂香港財務報告準則已頒佈但尚未生效且並無獲本集團提前採納。

| | |
|--|--|
| 香港會計準則第1號(修訂本) | 將負債分類為流動或非流動及香港詮釋第5號(2022年)之相關修訂本 ² |
| 香港會計準則第1號(修訂本) | 會計政策之披露 ¹ |
| 香港會計準則第8號(修訂本) | 會計估計之定義 ¹ |
| 香港會計準則第12號(修訂本) | 與單一交易中產生的資產及負債相關的遞延稅項 ¹ |
| 香港財務報告準則第17號及香港財務報告準則第17號(修訂本)(包括2020年10月及2022年2月) | 保險合約 ¹ |
| 香港財務報告準則第16號(修訂本) | 售後租回的租賃負債 ² |
| 香港會計準則第1號(修訂本) | 附帶契諾的非流動負債 ² |
| 香港財務報告準則第10號及香港會計準則第28號(修訂本) | 投資者與其聯營公司或合營企業之間的資產出售或注入 ³ |

¹ 於2023年1月1日或之後開始的年度期間生效。

² 於2024年1月1日或之後開始的年度期間生效。

³ 該等修訂本將提前應用於在待確定之日期或之後開始的年度期間進行的資產出售或注資。

本公司董事預計應用所有新訂及經修訂香港財務報告準則於可見未來不會對綜合財務報表產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022

截至2022年12月31日止年度

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations (hereinafter collectively referred to as the “**HKFRSs**”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

(b) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis.

(c) Functional and presentation currency

Items included in the financial statements of each of the group entities are measured using the currency of the primary economic environment in which the entity operates (the “**functional currency**”). The functional currency of the Company is Hong Kong dollar (“**HKD**”). The Group’s primary subsidiaries are incorporated in the PRC and these subsidiaries consider RMB as their functional currency. As the major operations of the Group are within Mainland China, the Group determined to present its consolidated financial statements in RMB. All values are rounded to the nearest thousand except when otherwise indicated.

3. 編製基準

(a) 合規聲明

綜合財務報表乃根據所有適用香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(下文統稱「香港財務報告準則」)以及香港公司條例之披露規定而編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則所規定之適用披露。

(b) 計量基準

綜合財務報表已根據歷史成本法編製。

(c) 功能及呈列貨幣

每個集團實體的財務報表中包含的項目乃採用該實體經營業務所在主要經濟環境的貨幣(「功能貨幣」)計量。本公司的功能貨幣為港元(「港元」)。本集團主要附屬公司於中國註冊成立及該等附屬公司視人民幣為其功能貨幣。由於本集團主要業務位於中國內地，本集團決定以人民幣呈列其綜合財務報表。除另有指明外，所有數值均約整至最接近的千位數。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022

截至2022年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meet the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive processes and whether the acquired set has the ability to produce outputs.

4. 主要會計政策

(a) 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司的財務報表。集團內各公司間的交易及結餘連同未變現溢利於編製綜合財務報表時全數撇銷。未變現虧損亦作撇銷，除非該項交易提供所轉讓資產減值的證據，於該情況下則在損益中確認虧損。

年內已收購或出售之附屬公司業績，由收購生效日期起或直至出售生效日期（如適合）納入綜合損益及其他全面收入表內。本集團於需要時會對附屬公司之財務報表作出調整，使其會計政策與本集團其他成員公司所用者相一致。

當所收購的一組活動及資產符合業務的定義且控制權轉移至本集團時，本集團就業務合併使用收購法入賬。於釐定一組特定活動及資產是否為一項業務時，本集團會評估所收購的該組資產及活動是否至少包括投入及實質性過程，以及所收購組別是否有能力帶來產出。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至2022年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Business combination and basis of consolidation (Continued)

The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree, if any, is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

4. 主要會計政策(續)

(a) 業務合併及綜合基準(續)

收購成本按所轉讓資產、所產生的負債及本集團(作為收購方)所發行的股本權益於收購日期的公平價值總和計量。所收購的可識別資產及所承擔負債主要按收購日期的公平價值計量。本集團先前於被收購方中所持股權(如有)按收購日期的公平價值重新計量,產生的收益或虧損則於損益內確認。本集團或可選擇以逐筆交易的基準按公平價值或被收購方可識別的資產淨值的比例份額計量代表目前於附屬公司擁有權權益的非控股權益。所有其他非控股權益乃以公平價值計量,惟香港財務報告準則規定的其他計量基準除外。收購產生的成本以開支列賬,惟發行權益工具所產生的成本從權益扣除。

收購方將予轉讓的任何或然代價按於收購日期的公平價值確認。其後對代價之調整於商譽內確認,惟僅以計量期間(自收購日期起計最多12個月)內獲得之與收購日期的公平價值有關的新資料而產生者為限。所有對或然代價的其他其後調整則分類為資產或負債,並於損益中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Business combination and basis of consolidation (Continued)

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to owners of the Company. Profit or loss and each component of other comprehensive income is attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

When the Group loses control of a subsidiary, other than loss of control through distribution in specie ultimately controlled by the same party which is accounted for as deemed distribution, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

4. 主要會計政策(續)

(a) 業務合併及綜合基準(續)

收購後，代表目前於附屬公司擁有權益的非控股權益的賬面值為該等權益於初步確認時的金額加上有關非控股權益應佔的其後權益變動。非控股權益在綜合財務狀況表中的權益內呈列，與本公司擁有人應佔權益分開列示。損益及其他全面收入的各組成部分歸屬於本公司擁有人及非控股權益。全面收入總額歸屬於該等非控股權益，即使此舉會導致該等非控股權益產生虧絀結餘。

倘本集團喪失對一家附屬公司的控制權，除因由同一方最終控制的實物分派而喪失控制權（以視作分派計）外，出售產生的損益乃根據(i)已收代價公平價值與任何保留權益公平價值的總額及(ii)該附屬公司的資產（包括商譽）及負債以及任何非控股權益的過往賬面值兩者間的差額計算。先前於其他全面收入內確認與該附屬公司有關的金額按猶如本集團已出售相關資產或負債的方式入賬。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Business combination and basis of consolidation (Continued)

Upon loss of control of a subsidiary through distribution of interest in the subsidiary to the shareholders of the Company where the subsidiary is ultimately controlled by the same parties both before and after the distribution, the Group (a) derecognises the assets and liabilities of the subsidiary at their carrying amounts at the date when control is lost; and (b) measures the distribution and the liability to distribute non-cash assets as a dividend to its owners at the carrying amount of the net assets to be distributed.

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (i) power over the investee, (ii) exposure, or rights, to variable returns from the investee, and (iii) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

4. 主要會計政策(續)

(a) 業務合併及綜合基準(續)

透過向本公司股東分派附屬公司股權而失去附屬公司控制權時，倘該附屬公司於分派前後均由相同人士最終控制，本集團(a)於失去控制權之日終止按附屬公司資產及負債的賬面值確認該等資產及負債；及(b)按將予分派資產淨值的賬面值計量分派及向其擁有人分派非現金資產作為股息的責任。

(b) 附屬公司

附屬公司乃指本公司可行使控制權的被投資方。倘達成以下全部三項條件，本公司即取得被投資方的控制權：(i)有權控制被投資方；(ii)面臨或享有來自被投資方的可變回報；及(iii)能運用其權力影響該等可變回報。倘有事實及情況顯示任何該等控制權因素變動時，則將重新評估有關控制權。

在本公司之財務狀況表中，於附屬公司的投資按成本扣除減值虧損(如有)列賬。附屬公司的業績由本公司按已收及應收股息基準列賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Goodwill

Goodwill represents the excess of the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree over the fair value of the identifiable assets and liabilities measured as at the acquisition date.

Where the fair value of identifiable assets and liabilities exceed the aggregate of the fair value of consideration paid, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units ("CGUs") that are expected to benefit from the synergies of the acquisition. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A CGU to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount, and whenever there is an indication that the unit may be impaired.

4. 主要會計政策(續)

(c) 商譽

商譽指所轉讓代價的公平價值、被收購方的任何非控股權益的金額及本集團先前於被收購方中所持股權的公平價值的總和超出於收購日期計量之可識別資產及負債的公平價值之部分。

倘可識別資產及負債的公平價值超出已付代價的公平價值、於被收購方的任何非控股權益的金額及收購方先前於被收購方中所持股權於收購日期的公平價值的總和，則超出金額在重估後於收購日期於損益中確認。

商譽按成本扣除減值虧損計量。就減值測試而言，收購產生的商譽會分配至預期受惠於收購所帶來協同效應之各相關現金產生單位（「現金產生單位」）。現金產生單位是產生現金流入的最小可識別資產組別，其產生的現金流入基本上獨立於其他資產或資產組別的現金流入。獲分配商譽的現金產生單位每年會透過比較其賬面值與其可收回金額進行減值測試，及於有跡象顯示該單位可能出現減值時進行減值測試。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Goodwill (Continued)

For goodwill arising on an acquisition in a financial year, the CGU to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal ("FVLCD") (if measurable) or its value in use ("VIU") (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

(d) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

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

4. 主要會計政策(續)

(c) 商譽(續)

就於某一財政年度收購產生的商譽而言，已獲分配商譽的現金產生單位會於該財政年度結束之前進行減值測試。當現金產生單位的可收回金額少於該單位的賬面值，則會首先分配減值虧損以沖減分配至該單位的任何商譽賬面值，然後再根據有關單位各項資產的賬面值按比例分配至該單位的其他資產。然而，分配至各項資產的虧損將不會令個別資產的賬面值減少至低於其公平價值減出售成本（「公平價值減出售成本」）（如可計量）或其使用價值（「使用價值」）（如可釐定）（以較高者為準）。商譽的任何減值虧損於損益中確認且不會於其後期間撥回。

(d) 物業、廠房及設備

物業、廠房及設備按成本扣除累計折舊及累計減值虧損列賬。物業、廠房及設備的成本包括其購買價及購買該項目的直接應佔成本。

僅於後續成本的相關未來經濟利益可能流入本集團，且能可靠計量該項目的成本時，該項成本方可計入有關資產的賬面值或確認為一項獨立資產（如適用）。被替換部分的賬面值會被終止確認。所有其他維修及保養則在其產生的財政年度於損益中確認為開支。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Property, plant and equipment (Continued)

Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of the reporting period. The principal annual rates are as follows:

| | |
|----------------------------------|-------------------------------------|
| Motor vehicles | 10 years |
| Furniture and fixtures | 5 years |
| Leasehold improvements | Shorter of 5 years or lease term |
| Computer and office equipment | 3 years |

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

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net disposal proceeds and its carrying amount, and is recognised in profit or loss on disposal.

4. 主要會計政策(續)

(d) 物業、廠房及設備(續)

物業、廠房及設備採用直線基準按估計可使用年期計提折舊以撇銷其成本(經扣除預期剩餘價值)。可使用年期、剩餘價值及折舊方法於報告期末檢討及於適當時予以調整。有關主要年率如下：

| | |
|---------|------------------------|
| 汽車 | 十年 |
| 傢俱及固定裝置 | 五年 |
| 租賃物業裝修 | 五年或租賃期 (以較短者 為準) |
| 電腦及辦公設備 | 三年 |

倘資產的賬面值高於其估計可收回金額，則資產會即時撇減至其可收回金額。

出售物業、廠房及設備項目的收益或虧損乃為出售所得款項淨額與其賬面值的差額，並於出售時在損益中確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Government grant

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

(f) Leasing

The Group as lessee

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the consolidated statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

4. 主要會計政策(續)

(e) 政府補助

政府補助於可合理確定本集團將符合政府補助附帶的條件及將獲授補助後方予確認。

政府補助於本集團將補助金擬補償的相關成本確認為開支的期間有系統地於損益中確認。

作為已產生開支或虧損的補償或向本集團提供即時財務資助(並無日後相關成本)而可收取的政府補助，會於其成為可收取的期間於損益中確認。

(f) 租賃

本集團作為承租人

所有租賃(不論是經營租賃或融資租賃)須於綜合財務狀況報表內撥充資本作為使用權資產及租賃負債，惟會計政策為實體提供會計政策選項，可選擇不將(i)屬短期租賃的租賃及／或(ii)相關資產屬低價值資產的租賃撥充資本。本集團已選擇不就低價值資產及於租賃開始當日租賃期少於12個月的租賃確認使用權資產及租賃負債。與該等租賃相關的租賃付款已於租賃期內按直線法支銷。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Leasing (Continued)

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-of-use assets by applying a cost model. Under which, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

The Group has leased office premises under tenancy agreements which the Group exercises which is held for own use. As such, the right-of-use asset arising from these properties under tenancy agreements are carried at depreciated cost.

4. 主要會計政策(續)

(f) 租賃(續)

使用權資產

使用權資產應按成本確認，並將包括：(i) 初始計量租賃負債的金額（見下文有關租賃負債入賬的會計政策）；(ii) 於開始日期或之前作出的任何租賃付款減任何已收租賃優惠；(iii) 承租人產生的任何初始直接成本及(iv) 承租人拆除及移除相關資產以符合租賃條款及條件所規定情況時將產生之估計成本，惟該等成本乃為生產存貨而產生則作別論。本集團應用成本模型計量使用權資產。據此，本集團按成本減任何累計折舊及任何減值虧損計量使用權資產，並就租賃負債的任何重新計量作出調整。

本集團已根據其行使的租賃協議租賃持作自用的辦公室物業。因此，租賃協議項下該等物業產生的使用權資產按折舊成本列賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Leasing (Continued)

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed leases payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect change in the lease term, a change in the in substance fixed lease payments.

4. 主要會計政策(續)

(f) 租賃(續)

租賃負債

租賃負債按於租賃開始日期尚未支付的租賃付款現值確認。倘可即時釐定租賃隱含利率，則租賃付款使用該利率貼現。倘不可即時釐定該利率，則本集團將使用其增量借貸利率貼現。

下列就於租賃期內使用相關資產的權利而於租賃開始日期尚未支付的款項被視為租賃付款：(i)固定租賃款項減任何應收租賃獎勵；(ii)視乎某一指數或利率而定的可變租賃付款(初步按於開始日期的指數或利率計量)；(iii)承租人根據餘值擔保預期應付的金額；(iv)購買選擇權的行使價(倘承租人合理確定將行使該選擇權)；及(v)終止租賃的罰款付款(倘租賃期反映承租人行使選擇權終止租賃)。

於開始日期後，本集團以下列方式計量租賃負債：(i)增加賬面值以反映租賃負債利息；(ii)減少賬面值以反映已作出的租賃付款；及(iii)重新計量賬面值以反映任何重新評估或租賃修訂，或以反映租賃期改變、實質固定租賃付款改變。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Leasing (Continued)

Lease liability (Continued)

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases, an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in profit or loss.

When the Group renegotiates the contractual terms of a lease with the lessor, if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease, in all other cases, where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount.

4. 主要會計政策(續)

(f) 租賃(續)

租賃負債(續)

當本集團修改其對任何租賃期的估計(例如因重新評估承租人續期或行使終止選擇權的可能性)時,租賃負債的賬面值亦會予以調整,以反映於經修訂期限內將作出的付款,該付款使用經修訂貼現率進行貼現。當取決於某一利率或指數的未來租賃付款的可變要素獲修訂時,租賃負債的賬面值亦作出類似修訂,惟貼現率保持不變。於此兩種情況下,使用權資產的賬面值均會進行相應調整,經修訂賬面值於餘下(經修訂)租賃期內攤銷。倘使用權資產之賬面值調整至零,則任何進一步扣減均於損益內確認。

當本集團與出租人就租賃合約條款重新協商時,倘重新協商導致一項或多項額外資產獲出租且其金額與所獲得的額外使用權的獨立價格相當,則該修改入賬列為單獨租賃,於所有其他情況下,倘重新協商中擴大了租賃範圍(不論延長租賃期或增加一項或多項租賃資產),則採用修訂日期適用之貼現率對租賃負債進行重新計量,而使用權資產按相同金額予以調整。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Intangible assets (other than goodwill)

(i) Intangible assets acquired separately and in a business combination

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is its fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

For the intangible assets with finite useful lives, amortisation is provided on a straight-line basis over their useful lives, and amortisation expense recognised in profit or loss. The following intangible assets with finite useful lives are amortised from the date when they are available for use and their estimated useful lives are as follows:

| | |
|-------------------|------------|
| Computer software | 10 years |
| Copyrights | 5–10 years |

Both of the period and method of amortisation are reviewed at the end of the reporting period.

4. 主要會計政策(續)

(g) 無形資產(不包括商譽)

(i) 獨立收購及於業務合併中收購的無形資產

獨立收購的無形資產初步按成本確認。於業務合併中收購的無形資產的成本為其於收購日期的公平價值。其後，具有限可使用年期的無形資產按成本減累計攤銷及累計減值虧損列賬。

就具有限可使用年期的無形資產而言，攤銷乃於其可使用年期內按直線基準計提撥備，且攤銷開支於損益中確認。以下具有限可使用年期的無形資產自可供使用日期起攤銷，其估計可使用年期如下：

| | |
|------|------|
| 電腦軟件 | 十年 |
| 著作權 | 五至十年 |

攤銷期間及方法均於報告期末檢討。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Intangible assets (other than goodwill) (Continued)

(ii) Internally generated intangible assets (research and development costs)

Expenditure on internally developed products is capitalised if it can be demonstrated that:

- it is technically feasible to develop the product for it to be sold;
- adequate resources are available to complete the development;
- there is an intention to complete and sell the product;
- the Group is able to sell the product; and
- sale of the product will generate future economic benefits; and expenditure on the project can be measured reliably.

Capitalised development costs are amortised over the periods the Group expects to benefit from selling the products developed. The amortisation expense is recognised in profit or loss and included in cost of sales.

Development expenditure not satisfying the above criteria and expenditure on the research phase of internal projects are recognised in profit or loss as incurred.

4. 主要會計政策(續)

(g) 無形資產(不包括商譽)(續)

(ii) 內部產生的無形資產(研發成本)

內部開發產品的支出在可證明下列情況時予以資本化：

- 開發產品以供銷售具備技術可行性；
- 有足夠資源完成開發；
- 有意完成及銷售產品；
- 本集團有能力銷售產品；及
- 銷售產品會產生未來經濟利益；及能可靠計量項目支出。

資本化的開發成本於本集團預期可從銷售所開發產品中獲利的期間攤銷。攤銷開支於損益中確認，並計入銷售成本。

不能滿足以上條件的開發支出，及於內部項目研究階段所產生的支出，於產生時在損益中確認。

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綜合財務報表附註

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截至2022年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial Instruments

(i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

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

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. Debt instruments that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

4. 主要會計政策(續)

(h) 金融工具

(i) 金融資產

金融資產(除非其為並無重大融資部分的貿易應收款項)初步按公平價值計量加上(就並非按公平價值計入損益的項目而言)與其收購或發行直接相關的交易成本。並無重大融資部分的貿易應收款項初步按交易價格計量。

所有常規方式買賣之金融資產概於交易日期(即本集團承諾購買或出售資產的日期)予以確認。常規方式買賣指遵循一般法規或市場慣例在約定時間內交付資產的金融資產買賣。

附帶嵌入式衍生工具的金融資產於釐定其現金流量是否僅為支付本金及利息時作整體考慮。

債務工具

債務工具的後續計量取決於本集團管理該項資產時的業務模式及該項資產的現金流量特點。為收取合約現金流量而持有且其現金流量僅為支付本金及利息的債務工具按攤銷成本計量。按攤銷成本計量的金融資產其後按實際利率法計量。利息收入、匯兌收益及虧損以及減值於損益中確認。終止確認的任何收益或虧損於損益中確認。

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綜合財務報表附註

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截至2022年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial Instruments (Continued)

(i) Financial assets (Continued)

Debt instruments (Continued)

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

FVTPL: Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

4. 主要會計政策(續)

(h) 金融工具(續)

(i) 金融資產(續)

債務工具(續)

按攤銷成本計量：為收取合約現金流量而持有且其現金流量僅為支付本金及利息的資產按攤銷成本計量。按攤銷成本計量的金融資產其後按實際利率法計量。利息收入、匯兌收益及虧損以及減值於損益中確認。終止確認的任何收益於損益中確認。

按公平價值計入損益：按公平價值計入損益的金融資產包括持作買賣的金融資產、於初步確認時指定按公平價值計入損益的金融資產，或強制要求按公平價值計量的金融資產。倘為於近期出售或購回而收購金融資產，則該等金融資產分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，惟該等衍生工具被指定為有效對沖工具則除外。現金流量並非僅為支付本金及利息的金融資產，不論其業務模式如何，均按公平價值計入損益分類及計量。儘管如上文所述債務工具可按攤銷成本或按公平價值計入其他全面收入分類，但於初步確認時，倘能夠消除或顯著減少會計錯配，則債務工具可指定為按公平價值計入損益。

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綜合財務報表附註

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截至2022年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial Instruments (Continued)

(ii) Impairment loss on financial assets

The Group measured loss allowances for expected credit loss ("ECLs") on trade receivables and other financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

The Group measured loss allowances for trade receivables using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

4. 主要會計政策(續)

(h) 金融工具(續)

(ii) 金融資產減值虧損

本集團就貿易應收款項及其他按攤銷成本計量的金融資產的預期信貸虧損(「預期信貸虧損」)計量虧損撥備。預期信貸虧損按以下基準之一計量：(1)12個月的預期信貸虧損：於報告日期後12個月內可能發生的違約事件而導致的預期信貸虧損；及(2)全期預期信貸虧損：金融工具在預計年限內所有可能發生的違約事件而導致的預期信貸虧損。於估計預期信貸虧損時所考慮的最長期間為本集團面臨信貸風險的最長合約期間。

預期信貸虧損是信貸虧損的概率加權估計。信貸虧損按本集團根據合約應收的所有合約現金流量與本集團預期收到的所有現金流量之間的差額計量。該差額其後按與資產原實際利率相近的比率貼現。

本集團採用香港財務報告準則第9號簡化法計量貿易應收款項的虧損撥備，並已根據全期預期信貸虧損計算預期信貸虧損。本集團已建立基於本集團過往信貸虧損經驗的撥備矩陣，並就債務人特定的前瞻性因素及經濟環境作出調整。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial Instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

For other debt financial assets, ECLs are based on lifetime ECLs excepts when there has not been a significant increase in credit risk since initial recognition, in which case the allowance will be based on the 12 months ECLs.

Significant increase in credit risk

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

4. 主要會計政策(續)

(h) 金融工具(續)

(ii) 金融資產減值虧損(續)

就其他債務金融資產而言，預期信貸虧損根據全期預期信貸虧損釐定，惟當信貸風險自初始確認以來並無顯著增加時，撥備將根據12個月的預期信貸虧損釐定。

信貸風險顯著增加

當釐定金融資產的信貸風險是否自初步確認後顯著上升，並於估計預期信貸虧損時，本集團會考慮相關及無須付出過多成本或努力即可獲得的合理及可靠資料。此包括根據本集團的過往經驗及已知信貸評估得出的定量及定性資料分析，並包括前瞻性資料。

具體而言，評估信貸風險有否顯著增加時會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標嚴重轉差，例如，信貸息差、債務人的信貸違約掉期價格大幅增加；

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4. 主要會計政策(續)

(h) Financial Instruments (Continued)

(h) 金融工具(續)

(ii) Impairment loss on financial assets (Continued)

(ii) 金融資產減值虧損(續)

Significant increase in credit risk (Continued)

信貸風險顯著增加(續)

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

- 現時業務、金融或經濟環境受到不利影響或預測會出現不利影響，並預計會使債務人的債務償還能力嚴重下降；

- 債務人的經營業績實際上或預計會嚴重惡化；及

- 債務人面對的監管、經濟或技術環境在實際上或預計會發生重大不利變動，使債務人的債務償還能力嚴重下降。

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

如不考慮上述的評估結果，除非本集團有合理且具理據的資料另作說明，否則如合約付款逾期超過30日，否則本集團會推定信貸風險自初始確認以來已顯著增加。

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

本集團定期監察就確定信貸風險曾否顯著增加所用標準之成效，並視適當情況修訂有關標準，以確保其能夠於款項逾期前發現信貸風險顯著增加。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial Instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full. Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

4. 主要會計政策(續)

(h) 金融工具(續)

(ii) 金融資產減值虧損(續)

違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制定或取自外界來源的資料顯示債務人不大可能悉數向其債權人(包括本集團)還款時發生。不論上述，本集團認為，違約於金融資產逾期超過90日時發生，除非本集團有合理且具理據資料顯示更加滯後的違約標準更為恰當。

金融資產在一件或多件違約事件(對該金融資產估計未來現金流量構成不利影響)發生時出現信貸減值。金融資產出現信貸減值的證據包括有關以下事件的可觀察數據：

- (a) 發行人或借款人出現重大財務困難；
- (b) 違反合約，如拖欠；
- (c) 借款人的貸款人因有關借款人出現財務困難的經濟或合約理由而向借款人批出貸款人不會另行考慮的優惠；或
- (d) 借款人可能破產或進行其他財務重組。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial Instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

Definition of default (Continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with the corresponding adjustment recognised through a loss allowance account.

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over 180 days past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets, interest income is calculated based on the gross carrying amount.

4. 主要會計政策(續)

(h) 金融工具(續)

(ii) 金融資產減值虧損(續)

違約定義(續)

本集團於損益中就所有金融工具確認減值損益並透過虧損撥備賬確認相應調整。

撇銷政策

本集團於有資料顯示債務人處於嚴重財政困難且無實際復甦前景時，例如債務人處於清盤程序或已進入破產程序時，或者就貿易應收款項而言，相關金額逾期超過180日(以較早者為準)撇銷金融資產。於計及適用法律意見的情況下，已撇銷金融資產可仍然受限於根據本集團的收回程序進行的強制執行工作。所作任何收回於損益中確認。

出現信貸減值的金融資產的利息收入乃根據金融資產的攤銷成本(即賬面總值減虧損撥備)計算。並無出現信貸減值的金融資產的利息收入則根據賬面總值計算。

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For the year ended 31 December 2022

截至2022年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial Instruments (Continued)

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred. Financial liabilities at amortised cost are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

4. 主要會計政策(續)

(h) 金融工具(續)

(iii) 金融負債

本集團按負債產生的目的對其金融負債進行分類。按公平價值計入損益的金融負債初步按公平價值計量而按攤銷成本計量的金融負債初步按公平價值扣減所產生的直接應佔成本計量。按攤銷成本計量的金融負債其後採用實際利率法按攤銷成本計量。有關利息開支在損益中確認。

於終止確認負債及在攤銷過程中，收益或虧損將在損益中確認。

(iv) 實際利率法

實際利率法為計算金融資產或金融負債的攤銷成本及於有關期間分配利息收入或利息開支的方法。實際利率指可透過金融資產或負債的預期年期或較短期間內(如適用)準確貼現估計未來現金收入或付款的利率。

(v) 權益工具

本公司所發行的權益工具按已收所得款項扣除直接發行成本列賬。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Financial Instruments (Continued)

(vi) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

(i) Cash and cash equivalents

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, which are not restricted as to use.

(j) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

4. 主要會計政策(續)

(h) 金融工具(續)

(vi) 終止確認

當就金融資產的未來現金流量的合約權利屆滿時，或金融資產已轉讓且該轉讓符合香港財務報告準則第9號的終止確認規定，本集團終止確認該項金融資產。

當相關合約中訂明的責任獲解除、註銷或到期時，終止確認金融負債。

(i) 現金及現金等價物

就綜合財務狀況表而言，現金及現金等價物包括手頭現金及銀行存款，其用途不受限制。

(j) 存貨

存貨初步按成本確認，其後按成本及可變現淨值兩者中的較低者確認。成本包括所有採購成本、加工成本及將存貨送至現有地點及達致現有狀況所需的成本。成本按加權平均法計算。可變現淨值指日常業務過程中的估計銷售價格減估計完成成本及進行銷售的估計所需成本。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added taxes or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

4. 主要會計政策(續)

(k) 收益確認

客戶合約收益於商品或服務的控制權轉移至客戶時確認，確認金額反映本集團預期就交換該等商品或服務而有權獲得的代價(不包括代表第三方收取的金額)。收益不包括增值稅或其他銷售稅，並經扣除任何交易折扣。

視乎合約條款及適用於合約的法律規定，商品或服務的控制權可能隨時間或在某一時間點轉移。倘本集團於履約過程中滿足下列條件，則商品或服務的控制權乃隨時間轉移：

- 提供客戶同時收取且耗用的所有利益；
- 於本集團履約時創建或增強由客戶控制的資產；或
- 並無創建對本集團具有可替代用途的資產，且本集團有強制執行權就累計至今已完成的履約部分收取款項。

倘商品或服務的控制權隨時間轉移，則收益於整個合約期間參照已完成履約責任的進度確認。否則，收益於客戶獲得商品或服務的控制權的某一時間點確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Revenue recognition (Continued)

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception.

Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

4. 主要會計政策(續)

(k) 收益確認(續)

倘合約包含融資部分，就向客戶轉移商品或服務為客戶提供重大融資利益超過一年，則收益於合約開始時按應收款項的現值計量，並使用本集團與客戶間的單獨融資交易中反映的貼現率貼現。

倘合約包含為本集團提供重大融資利益的融資部分，根據該合約所確認的收益則包括按實際利率法計算的合約負債所產生的利息開支。就付款與轉移約定商品或服務間隔為一年或一年以下的合約而言，交易價格並無使用香港財務報告準則第15號的權宜可行方法而就重大融資部分的影響作出調整。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Revenue recognition (Continued)

(a) Marketing and promotion services

(i) Promotion and advertising services

The Group provides the marketing services to enterprise advertisers or their respective advertising agents through integration of downstream marketing channels, including traditional off-line channels and on-line platforms.

The Group charges advertising customers for traditional marketing and promotion marketing services primarily based on cost per action ("CPA") and on the basis of each action of the mobile device user such as download, installation or registration or cost per sale ("CPS"). The Group recognises revenue when relevant services are provided to the Group's customers. The Group recognise the revenue on a gross basis as the Group bears the sole responsibility for the transaction.

4. 主要會計政策(續)

(k) 收益確認(續)

(a) 營銷及推廣服務

(i) 推廣及廣告服務

本集團透過整合下游營銷渠道(包括傳統線下渠道及線上平台)向企業廣告商或彼等各自的廣告代理商提供營銷服務。

本集團主要根據每次操作成本(「CPA」)及以移動設備用戶的每次操作(如下載、安裝或註冊)或每次銷售成本(「CPS」)為基準向廣告客戶收取傳統營銷及推廣營銷服務費。本集團於提供相關服務予本集團客戶時確認收益。由於本集團承擔有關交易的全權責任，故本集團按總額基準確認收益。

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綜合財務報表附註

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截至2022年12月31日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Revenue recognition (Continued)

(a) Marketing and promotion services (Continued)

(i) Promotion and advertising services (Continued)

For advertisement placement services, the Group charges the customers (advertisers) based on the 2 types of services, including advertisement planning services and top-up services. For the top-up services, the Group recognises revenue when relevant services are provided to the Group's customers (advertisers). The Group recognises the revenue on a net basis as the Group acts as an intermediary in executing transactions on behalf of the media publishers and advertisers. Media publishers may also grant to the Group rebates based on the gross spending of the advertisers (i) in the form of prepayments for future traffic acquisition; (ii) to net off the accounts payables the Group owed to them; or (iii) in cash mainly based on the gross spending of the advertisers. Under these arrangements, media publishers may also grant the Group rebates which are recorded as revenue. For advertisement planning services, the Group recognises revenue when relevant services are provided simultaneously and consumes the benefits provided by the Group's performance as the Group performs. The Group recognise the revenue on a gross basis as the Group primarily responsible for fulfilling the promise to provide the specified service. The Group applies the output method in measuring the progress towards complete satisfaction of the all-in-one service performance obligation over the total estimated broadcast period.

4. 主要會計政策(續)

(k) 收益確認(續)

(a) 營銷及推廣服務(續)

(i) 推廣及廣告服務(續)

就廣告投放服務而言，本集團根據兩種服務向客戶(廣告商)收費，包括廣告策劃服務及充值服務。就充值服務而言，本集團在提供相關服務予本集團客戶(廣告商)時確認收益。本集團按淨額基準確認收益，因本集團擔任代表媒體出版商及廣告商進行交易的中介人。媒體出版商亦可能按廣告商的支出總額，(i)以購買未來流量之預付款項的形式；(ii)以抵銷本集團欠負彼等之應付賬款的方式；或(iii)主要根據廣告商的支出總額以現金的方式向本集團授出返利。根據該等安排，媒體出版商亦可能向本集團授出入賬列作收益的返利。就廣告策劃服務而言，隨著本集團履約，倘提供相關服務的同時本集團履約所提供的利益被耗用，則本集團確認收益。本集團按總額基準確認收益，因本集團主要負責履行提供特定服務的承諾。本集團採用輸出法計量在預計總投放期間完成履行一體化服務之履約責任的進度。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Revenue recognition (Continued)

(a) Marketing and promotion services (Continued)

(i) Promotion and advertising services (Continued)

For advertisement distribution services, the Group charges the customers and the supplier with different pricing mechanism. The Group acquires the advertising traffic of different online platforms from the suppliers. The Group is able to identify and distribute the tailor marketing materials through the acquired advertising traffic from customers. The customers do not designate the target supplier in the contracts. The Group recognises the revenue on a gross basis as the Group decides the selections of the suppliers.

(ii) Virtual goods sourcing and delivery services

The Group arranges virtual goods, including sourcing and delivery services, between the customers and suppliers. The Group retains the revenue from such completed transactions. The Group does not control specific virtual goods prior to the purchase by the downstream users. Therefore, the Group is acting as an agent in the transactions. Revenue from the virtual goods-related services is recognised at a point in time when the virtual goods-related services is rendered. The Group records the net amount that it retains from such completed transaction as revenue.

4. 主要會計政策(續)

(k) 收益確認(續)

(a) 營銷及推廣服務(續)

(i) 推廣及廣告服務(續)

就廣告分發服務而言，本集團以不同的定價機制向客戶及供應商收費。本集團向供應商收購不同線上平台的廣告流量。本集團能透過向客戶收購的廣告流量識別及分配迎合需求的營銷材料。客戶並無於合約中指定目標供應商。由於本集團決定供應商的選擇，故本集團按總額基準確認收益。

(ii) 虛擬商品採購及交付服務

本集團在客戶及供應商之間安排虛擬商品，包括採購及交付服務。本集團保留來自有關完成交易的收益。本集團於下游用戶購買前對特定虛擬商品並無控制權。因此，本集團在交易中以代理商身份行事。來自虛擬商品相關服務的收益於提供虛擬商品相關服務的時間點確認。本集團將其自有關完成交易中保留的淨額入賬列為收益。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Revenue recognition (Continued)

(a) Marketing and promotion services (Continued)

(ii) Virtual goods sourcing and delivery services (Continued)

Variable consideration is contingent on the performance-based and/or volume based, which are finalised on a periodical basis. Variable consideration is estimating by using the data on the platforms which billed on monthly basis and a receivable is expected to be collected within the contracted credit terms. For transactions which the Group acts as an agent, the Group bills the customers in gross amounts with credit terms, which are different from the bills from suppliers. As the Group has no legally enforceable right to set off the bill from the suppliers against the bill to the customer, the Group records the payable and the receivable on gross basis.

4. 主要會計政策(續)

(k) 收益確認(續)

(a) 營銷及推廣服務(續)

(ii) 虛擬商品採購及交付服 務(續)

可變代價取決於基於業績及／或基於銷量，按定期基準確定。可變代價通過使用平台上的數據來估計，按月計費，預計應收款項將在合約信貸期內收回。就本集團擔任代理商的交易而言，本集團按總額向客戶計費，並有信貸期，與供應商的計費方式不同。由於本集團並無法定可執行權以供應商賬單抵銷客戶賬單，本集團按總額基準列賬應付款項及應收款項。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Revenue recognition (Continued)

(b) IT solutions services

(i) Mobile game and software development and maintenance service

The revenue from provision of software development services is recognised at a point in time when the products are delivered and the end customers have physical possession that is control over the software and related products. The Group recognise the revenue on a gross basis as the Group bears the sole responsibility for the transaction.

In addition, the Group also provides mobile game maintenance services which is recognised over-time when the services are delivered for a period of time. The Group recognises the revenue on a gross basis as the customer simultaneously receives and consumes the services provided by the Group's performance as the Group performs. The Group recognises overtime using output method in which the services are performed representing the entity's right to consideration for the services performed to date. The output method recognises revenue on the actual service days to the total agreed periods between the Group and customers.

Variable consideration is contingent on the sharing certain portion of revenue from gross recharge amount on the mobile game platform published by third-party game developers. Variable consideration is estimating by using the data on the platforms which billed on monthly basis and receivable is expected to be collected within the contracted credit terms.

4. 主要會計政策(續)

(k) 收益確認(續)

(b) IT解決方案服務

(i) 手機遊戲及軟件開發及維護服務

提供軟件開發服務的收益於產品交付且終端客戶實際擁有及控制軟件及相關產品的時間點確認。由於本集團承擔有關交易的全權責任，故本集團按總額基準確認收益。

此外，本集團還提供手機遊戲維護服務，並於服務交付一段時間時隨時間確認。由於客戶在本集團履約時同時收取及耗用本集團履約所提供的服務，故本集團按總額基準確認收益。本集團隨履行服務的期間採用輸出法進行確認，即實體就迄今為止已履行服務獲得代價的權利。輸出法通過本集團與客戶協定的總期間按實際服務日數確認收益。

可變代價取決於從第三方遊戲開發商發佈的手機遊戲平台充值總額中分享的特定比例收益。可變代價通過使用平台上的數據來估計，按月計費，預計應收款項將在合約信貸期內收回。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Revenue recognition (Continued)

(b) IT solutions services (Continued)

(ii) Solutions on lottery related software systems and equipment

The Group sells lottery systems and equipment to its customers and recognises when control of the goods has transferred, being when the products are delivered to the customers, the customer has accepted the products, the collection of the related consideration is probable and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Revenue is thus recognised at the point in time when the customers accepted the lottery systems and equipment. There is generally only one performance obligation and the considerations include no variable amount.

The Group provides repair and maintenance services for the lottery related software systems and equipment to its customers. Revenue is recognised when the services are rendered according to the terms of service agreement. The revenue recognised overtime using the output method as the customer simultaneously receives and consumes the maintenance services as time elapsed within the service period as the Group performs. Accordingly, revenue is recognised on a straight-line basis during the service period.

4. 主要會計政策(續)

(k) 收益確認(續)

(b) IT解決方案服務(續)

(ii) 彩票相關軟件系統及設備解決方案

本集團向其客戶銷售彩票系統及設備於商品的控制權轉移(即產品交付予客戶時,客戶已接納產品且可能收回有關代價,以及概無可能影響客戶接納產品的未履行責任)時確認。因此,收益於客戶接納彩票系統及設備的時間點確認。一般僅有一項履約責任,且代價並不包括可變金額。

本集團就彩票相關軟件系統及設備向其客戶提供維修及維護服務。收益於根據服務協議條款提供服務時確認。由於客戶於本集團履約的服務期間內隨時間同時收取及耗用維護服務,故收益按輸出法隨時間確認。因此,收益於服務期間內按直線基準確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Revenue recognition (Continued)

(c) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method.

Contract assets and liabilities

A contract asset represents the Group's right to consideration in exchange for services that the Group has transferred to a customer that is not yet unconditional. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Contract asset is recognised when the customers retain retention money to secure the due performance of the contracts. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. If the considerations (including advances received from customers) exceeds the revenue recognised to date under the output method then the Group recognises a contract liability for the difference.

4. 主要會計政策(續)

(k) 收益確認(續)

(c) 利息收入

利息收入乃根據時間比例基準按實際利率法確認。

合約資產及負債

合約資產指本集團就換取本集團已向客戶轉移的服務而收取代價的權利(尚未成為無條件)。相反，應收款項指本集團收取代價的無條件權利，即代價付款到期前僅需經過一段時間。

合約負債指本集團因已向客戶收取代價(或代價金額已到期)而須向客戶轉移服務的責任。

合約資產於客戶保留質保金以確保妥善履約時確認。先前確認為合約資產的任何金額在向客戶開具發票時重新分類為貿易應收款項。倘代價(包括已收客戶預付款項)迄今超過根據輸出法確認的收益，則本集團就差額確認合約負債。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(k) Revenue recognition (Continued)

(c) Interest income (Continued)

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent). The Group is a principal if it controls the specified goods or service before that goods or service is transferred to a customer. The Group is an agent if its performance obligation is to arrange for the provision of the specified goods or service by another party. In this case, the Group does not control the specified goods or service provided by another party before that goods or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

(l) Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income tax.

4. 主要會計政策(續)

(k) 收益確認(續)

(c) 利息收入(續)

委託人與代理人

當另一方參與向客戶提供商品或服務時，本集團確定其承諾的性質是以自身提供特定商品或服務(本集團為委託人)或安排另一方向客戶提供商品或服務(即本集團為代理人)的履約義務。如果本集團在將特定商品或服務轉移給客戶之前控制該商品或服務，則本集團為委託人。如果履約義務是安排另一方提供特定商品或服務，則本集團為代理人。在這種情況下，本集團在特定商品或服務轉移給客戶前不擁有由另一方提供的商品或服務的控制權。當本集團為代理人時，其應當將因安排另一方向客戶提供特定商品或服務而預期有權獲得的手續費和佣金確認為收入。

(l) 所得稅

年內所得稅包括即期稅項及遞延稅項。

即期稅項乃按日常業務損益基準，對就所得稅而言無須課稅或不可扣稅的項目作出調整，按報告期末已頒佈或實質上已頒佈的稅率計算。應付或應收即期稅項金額為預期將予支付或收取稅項金額的最佳估計，該金額反映與所得稅有關的任何不確定因素。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(1) Income taxes (Continued)

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill not deductible for tax purposes and initial recognition of assets and liabilities that are not part of the business combination which affect neither accounting nor taxable profits, taxable temporary differences arising on investments in subsidiaries where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised, provided that the deductible temporary differences are not arises from initial recognition of assets and liabilities in a transaction other than in a business combination that affects neither taxable profit nor the accounting profit.

Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period, and reflects any uncertainty related to income taxes.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income tax levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

4. 主要會計政策(續)

(1) 所得稅(續)

遞延稅項乃以就財務報告而言資產與負債之賬面值與就稅務而言之相關數值間之暫時差額確認。除不可扣稅的商譽及初步確認並非業務合併部分(不會影響會計或應稅溢利)之資產或負債外，倘於附屬公司的投資產生應課稅暫時差額而本集團能夠控制暫時差額之撥回且暫時差額於可見將來可能不會撥回，則就所有應課稅暫時差額確認遞延稅項負債。遞延稅項資產乃在可運用可扣減暫時差額抵銷應課稅溢利之情況下確認，惟可扣減暫時差額並非因初步確認交易(業務合併除外)的資產及負債而產生，且不會影響應課稅溢利或會計溢利。

遞延稅項乃按適用於預期變現資產或清償負債賬面值的方式以及於報告期末已實施或大致上已實施之稅率計算，並反映與所得稅有關的任何不確定因素。

倘有合法可強制執行權利將即期稅項資產抵銷即期稅項負債，且與同一稅務機關所徵收之所得稅有關，而本集團擬按淨值基準結算其即期稅項資產及負債，則遞延稅項資產及負債可予以抵銷。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Income taxes (Continued)

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

(m) Foreign currencies

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which they operate (the “functional currency”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of the reporting period.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

4. 主要會計政策(續)

(l) 所得稅(續)

遞延稅項資產之賬面值於報告期末檢討，並於不再可能有足夠應課稅溢利以供收回全部或部分資產時作調減。

所得稅於損益內確認，惟所得稅與其他全面收入內確認的項目有關則除外，在此情況下，所得稅亦於其他全面收入內確認，或所得稅與直接於權益內確認的項目有關則除外，在此情況下，所得稅亦直接於權益內確認。

(m) 外幣

集團實體以其經營所在主要經濟環境的貨幣(「功能貨幣」)以外的貨幣訂立的交易，按進行交易時的適用匯率入賬。外幣貨幣資產及負債則按報告期末的適用匯率換算。

以外幣計值按公平價值入賬的非貨幣項目按釐定公平價值當日的現行匯率重新換算。按歷史成本以外幣計值的非貨幣項目則不予以重新換算。

因結算貨幣項目及換算貨幣項目而產生的匯兌差額於產生期間於損益內確認。因重新換算按公平價值入賬的非貨幣項目而產生的匯兌差額於該期間計入損益，惟因重新換算有關收益及虧損在其他全面收入內確認的非貨幣項目而產生的差額則除外，在此情況下，匯兌差額亦於其他全面收入內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(m) Foreign currencies (Continued)

On consolidation, income and expense items of foreign operations are translated into presentation currency of the Group (i.e. RMB) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period. In which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as translation reserve (attributed to non-controlling interest as appropriate). Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as translation reserve.

(n) Employee benefits

(i) Short term employee benefit

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

4. 主要會計政策(續)

(m) 外幣(續)

於綜合賬目時，海外業務的收入及開支項目按該年度的平均匯率換算為本集團的呈列貨幣(即人民幣)，除非期內的匯率大幅波動，則另作別論。在此情況下，則按與進行交易時的適用匯率相若的匯率換算。海外業務的所有資產及負債於報告期末按適用匯率換算。所產生的匯兌差額(如有)於其他全面收入內確認，並於權益內累計為匯兌儲備(歸屬於非控股權益(如適當))。於換算構成本集團於相關海外業務投資淨額一部分的長期貨幣項目時，於集團實體的獨立財務報表的損益內確認的匯兌差額重新分類至其他全面收入，並於權益內累計為換算儲備。

(n) 僱員福利

(i) 短期僱員福利

短期僱員福利為預期將於僱員提供相關服務的年度報告期末後十二個月前悉數結算的僱員福利(離職福利除外)。短期僱員福利於僱員提供相關服務的年度內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Employee benefits (Continued)

(ii) Defined contribution retirement plan

Pursuant to the relevant regulations of the PRC government, the Group participates in a central pension scheme operated by the local municipal government (the “**Scheme**”), whereby the subsidiaries of the Company in the PRC is required to contribute a certain percentage of the basic salaries of its employees to the Scheme to fund their retirement benefits. The local municipal government undertakes to assume the retirement benefits obligations of all existing and future retired employees of the subsidiaries of the Company. The only obligation of the Group with respect to the Scheme is to pay the ongoing required contributions under the Scheme. Contributions under the Scheme are charged to profit or loss as incurred.

The Group operates a Mandatory Provident Fund Scheme (the “**MPF Scheme**”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance. Under the MPF Scheme, the employees are required to contribute 5% of their monthly salaries or up to a maximum of HK\$1,500 and they can choose to make additional contributions. The employer’s monthly contributions are calculated at 5% of the employee’s monthly salaries or up to a maximum of HK\$1,500 (the “**mandatory contributions**”). Contributions are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The employees are entitled to 100% of the employer’s mandatory contributions upon their retirement at the age of 65, death or total incapacity. No forfeited contributions are available to reduce the contribution payable by the Group in the future years.

4. 主要會計政策(續)

(n) 僱員福利(續)

(ii) 定額供款退休計劃

根據中國政府的相關法規，本集團參與由地方市級政府辦理的中央退休金計劃(「**計劃**」)，據此，本公司的中國附屬公司須按僱員基本薪金的若干百分比向計劃作出供款，以撥付僱員的退休福利。地方市級政府承諾承擔本公司附屬公司所有現有及未來退休僱員的退休福利責任。本集團應就計劃承擔的唯一責任為根據計劃持續作出所需供款。計劃的供款於產生時於損益內扣除。

本集團根據《強制性公積金計劃條例》設定一項強制性公積金計劃(「**強積金計劃**」)。根據強積金計劃，僱員需作出其月薪百分之五或最高可達1,500港元的供款，並可選擇作出額外供款。僱主的每月供款按僱員月薪之百分之五計算，或最高可達1,500港元(「**強制供款**」)。根據強積金計劃之規則，供款於到期應付時自損益內扣除。僱員於年滿65歲退休、身故或完全殘疾時可百分百享有僱主所作出的強制供款。並無被沒收的供款可供本集團在未來年度抵減應付供款。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(n) Employee benefits (Continued)

(iii) Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

(o) Impairment of assets (other than financial assets)

At the end of the reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- Goodwill and other intangible assets;
- Property, plant and equipment;
- Right-of-use assets; and
- Investment in subsidiaries

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the impairment loss is treated as a revaluation decrease under the HKFRS.

4. 主要會計政策(續)

(n) 僱員福利(續)

(iii) 終止福利

終止福利乃於以下之較早者確認，當本集團不再可以撤回該等福利之提供時與當本集團確認涉及終止福利付款的重組成本時。

(o) 資產(不包括金融資產)減值

於報告期末，本集團檢討以下資產的賬面值，以釐定是否有任何跡象顯示該等資產已出現減值虧損，或先前確認的減值虧損已不存在或可能已減少：

- 商譽及其他無形資產；
- 物業、廠房及設備；
- 使用權資產；及
- 於附屬公司的投資。

倘資產的可收回金額(即公平價值減出售成本與使用價值兩者中的較高者)估計低於其賬面值，則該資產的賬面值將調低至其可收回金額。減值虧損即時確認為開支，除非有關資產根據另一香港財務報告準則按重估金額列賬，在此情況下，減值虧損根據香港財務報告準則視為重估減值。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(o) Impairment of assets (other than financial assets) (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised in profit or loss immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the reversal of impairment loss is treated as a revaluation increase under that HKFRS.

Value in use is based on the estimated future cash flows expected to be derived from the asset or cash generating unit, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash generating unit.

4. 主要會計政策(續)

(o) 資產(不包括金融資產)減值(續)

倘減值虧損於其後撥回，則資產的賬面值將調升至其經修訂的估計可收回金額，惟調升後的賬面值不得超過假設過往年度並無確認該資產減值虧損而原應釐定的賬面值。減值虧損撥回即時於損益中確認，除非有關資產根據另一香港財務報告準則按重估金額列賬，在此情況下，減值虧損撥回根據該香港財務報告準則視為重估增值。

使用價值乃基於資產或現金產生單位預期產生的估計未來現金流量釐定，並採用除稅前貼現率貼現至其現值，而有關貼現率反映當前市場對貨幣時間價值及有關資產或現金產生單位特定風險的評估。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(q) Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Company's parent.

4. 主要會計政策(續)

(p) 撥備及或然負債

就期限或金額不明確的負債而言，倘本集團因過往事件而須承擔法律或推定責任，而有關責任將可能導致可合理估計的經濟利益流出時，則會確認撥備。

倘須流出經濟利益的可能性不大，或未能可靠估計有關金額時，則該責任會披露為或然負債，除非經濟利益流出的可能性極低則另作別論。可能承擔的責任（其存在與否僅能通過一項或多項未來事件的發生與否來確定）亦會披露為或然負債，除非經濟利益流出的可能性極低則另作別論。

(q) 關聯方

- (a) 倘屬以下人士，則該人士或該人士關係密切的家庭成員與本集團有關聯：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本公司母公司的主要管理層成員。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Company's parent.

4. 主要會計政策(續)

(q) 關聯方(續)

- (b) 倘符合下列任何條件，則一家實體與本集團有關聯：
- (i) 該實體及本集團為同一集團的成員公司（即各母公司、附屬公司及同系附屬公司互相關聯）。
 - (ii) 某一實體為另一實體的聯營公司或合營企業（或另一實體所屬集團的成員公司的聯營公司或合營企業）。
 - (iii) 兩家實體均為同一第三方的合營企業。
 - (iv) 某一實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
 - (v) 該實體為本集團或與本集團有關聯的實體就僱員福利而設的離職後福利計劃。
 - (vi) 該實體受(a)所述人士控制或共同控制。
 - (vii) (a)(i)所述人士對該實體有重大影響力或屬該實體（或該實體的母公司）的主要管理層成員。
 - (viii) 該實體或其所屬集團中的任何成員公司向本集團或本公司母公司提供主要管理層成員服務。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Related parties (Continued)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

(r) Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors of the Group, being the chief operating decision maker ("CODM") for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the CODM are determined the Group's major products and service lines stated in Note 6.

4. 主要會計政策(續)

(q) 關聯方(續)

與一名人士關係密切的家庭成員指在彼等與該實體的交易中預期可影響該人士或受該人士影響的家庭成員，包括：

- (i) 該人士的子女及配偶或同居伴侶；
- (ii) 該人士配偶或同居伴侶的子女；及
- (iii) 該人士或該人士配偶或同居伴侶的受養人。

(r) 板塊報告

本集團定期向本集團執行董事(即主要經營決策者(「主要經營決策者」))報告內部財務資料，以供彼等就本集團業務組成部分的資源分配作決定，以及供彼等檢討該等組成部分的表現，而本集團則根據該等資料劃分經營板塊及編製板塊資料。向主要經營決策者報告之內部財務資料的業務組成部分，乃依照附註6所述本集團之主要產品及服務類別而釐定。

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5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical accounting judgement

(i) Principal vs agent

In determining whether the Group is acting as a principal or as an agent in the provision of marketing and promotion services and virtual goods sourcing and delivery services requires judgements and considerations of all relevant facts and circumstances. The Group follows the accounting guidance for principal-agent considerations to assess whether the Group controls the specified service before it is transferred to the customer, the indicators of which including but not limited to (a) whether the entity is primarily responsible for fulfilling the promise to provide the specified service; (b) whether the entity has inventory risk before the specified service has been transferred to a customer; and (c) whether the entity has discretion in establishing the prices for the specified goods or service.

5. 重大會計判斷及估計不確定因素的主要來源

於應用本集團的會計政策時，董事須就未能於其他來源輕易得出的資產及負債的賬面值作出判斷、估計及假設。估計及相關假設乃基於過往經驗及其他被認為相關的因素。

管理層會持續審閱該等估計及相關假設。倘會計估計之修訂僅影響作出修訂估計之期間，則有關估計修訂將於作出修訂之期間確認，或倘修訂對本期及未來期間均會構成影響，則會於作出修訂之期間及未來期間確認。

關鍵會計判斷

(i) 委託人或代理人

於釐定本集團於提供營銷及推廣服務及提供虛擬商品採購及交付服務過程中是否以委託人或代理人身份行事時，需對所有相關事實及情況作出判斷及考量。本集團遵循委託人與代理人考量的會計指引，評估本集團於特定服務轉移至客戶前是否擁有對該特定服務的控制權，評估指標包括但不限於(a)實體是否主要負責履行提供特定服務的承諾；(b)實體於特定服務轉移至客戶前是否有存貨風險；及(c)實體是否能酌情設定特定商品或服務的價格。

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5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

The key sources of estimation uncertainty

In addition to the information disclosed elsewhere in these consolidated financial statements, other key sources of uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

(i) Estimated useful lives of property, plant and equipment and intangible assets

In determining the useful lives of property, plant and equipment and intangible assets, the Group's management has to consider various factors, such as expected usage of the asset, expected physical wear and tear, the care and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation of the useful life of the asset is based on the experience of the management with similar assets that are used in a similar way. In particular, for intangible assets, computer software are mainly used in the operation of the platforms for marketing and promotion services and the copyrights are mainly related to the software and equipment used in IT solutions services. The Group estimates the useful life of computer software and copyrights based on the estimated period of time during which the computer software and copyrights would generate revenue to the Group. It is expected that further updates to the computer software and copyrights will be required after the expiry of their respective useful life. Depreciation and amortisation charge are revised if the estimated useful lives of items of property, plant and equipment and intangible assets are different from the previous estimation. Estimated useful life is reviewed, at the end of the year, based on changes in circumstances.

5. 重大會計判斷及估計不確定因素的主要來源(續)

估計不確定因素的主要來源

除該等綜合財務報表其他部分所披露資料外，有關於報告期末不確定因素的其他主要來源(具有導致須於下一財政年度內對資產及負債的賬面值作出重大調整的重大風險)的討論如下：

(i) 物業、廠房及設備及無形資產的估計可使用年期

於釐定物業、廠房及設備及無形資產的可使用年期時，本集團管理層須考慮多項因素，如資產預期用途、預期損耗、資產保養維修及資產用途的法定或類似限制。資產可使用年期乃根據管理層於類似用途的類似資產方面的經驗估算。特別是，就無形資產而言，電腦軟件主要用於營銷及推廣服務的平台操作，而著作權主要與IT解決方案服務所用的軟件及設備有關。本集團根據電腦軟件及著作權將為本集團帶來收益的估計期限來估計電腦軟件及著作權的可使用年期。預計在電腦軟件及著作權各自的可使用年期到期後，將需進一步更新該等軟件及著作權。倘物業、廠房及設備以及無形資產項目的估計可使用年期與先前的估計不同，折舊及攤銷費用會作修訂。估計可使用年期乃按情況變化於年末進行審閱。

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5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

The key sources of estimation uncertainty (Continued)

(ii) Impairment of property, plant and equipment, intangible assets and right-of-use assets

The Group's management assesses whether there are any indicators of impairment for property, plant and equipment and intangible assets with finite useful life at the end of the reporting period. The property, plant and equipment and intangible assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. For the purposes of impairment testing, assets are allocated to the respective CGU. Management's judgement is required in the area of asset impairment particularly in assessing: (i) whether the carrying amount of an asset can be supported by the recoverable amount, being the higher of fair value less cost of disposal or value in use; and (ii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate.

5. 重大會計判斷及估計不確定因素的主要來源(續)

估計不確定因素的主要來源(續)

(ii) 物業、廠房及設備、無形資產及使用權資產減值

本集團管理層於報告期末評估物業、廠房及設備及具有有限可使用年期的無形資產是否有任何減值跡象。倘有跡象顯示物業、廠房及設備及無形資產之賬面值可能無法收回時，則會進行減值測試。就減值測試而言，資產乃分配至其各自現金產生單位。於評估：(i)資產之賬面值是否能得到可收回金額(即公平價值減出售成本或使用價值中之較高者)之支持；及(ii)編製現金流量預測時適用之適當關鍵假設(包括該等現金流量預測是否使用適當利率進行貼現)時，尤其需要管理層運用資產減值方面的判斷。

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5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

The key sources of estimation uncertainty (Continued)

(iii) Impairment of trade and other receivables and contract assets

Management determines the provision for the trade receivables and contract assets based on the ECLs which uses a lifetime expected loss allowance for all trade receivables and contract assets. Management also determines the provision for the other receivables based on the ECLs which use either 12 months or lifetime ECLs depending whether the credit risk has increased significantly since initial-recognition or being credit-impaired for all other receivables. The loss allowance for financial assets are based on assumptions about risk of default and expected loss rate. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment which may impact the customers' ability to repay the outstanding balances in order to estimate the ECLs for the impairment assessment.

(iv) Income taxes

The Group is subject to income taxes in the PRC. Significant judgement is required in determining the provision for income taxes. Transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provision in the period in which such determination is made.

5. 重大會計判斷及估計不確定因素的主要來源(續)

估計不確定因素的主要來源(續)

(iii) 貿易及其他應收款項及合約資產減值

管理層基於預期信貸虧損釐定貿易應收款項及合約資產的撥備，當中就所有貿易應收款項及合約資產使用全期預期虧損撥備。管理層亦基於預期信貸虧損釐定其他應收款項的撥備，當中使用12個月或全期預期信貸虧損撥備，惟視乎所有其他應收款項的信貸風險自初步確認以來是否顯著增加或已發生信貸減值而定。金融資產的虧損撥備乃基於有關違約風險及預期虧損率的假設。本集團於作出該等假設及選擇減值計算的輸入數據時會基於本集團的過往信貸虧損經驗運用判斷，並就與債務人及可能影響客戶償還未償還結餘能力的經濟環境有關的特定前瞻性因素作出調整，以就減值評估估計預期信貸虧損。

(iv) 所得稅

本集團須繳納中國的所得稅。在釐定所得稅撥備時須作出重大判斷。於日常業務過程中，存在多項難以釐定最終稅務的交易及計算。倘該等事宜的最終稅務結果與初始記錄的金額有所不同，則該等差額將影響於稅務釐定期內的所得稅及遞延稅項撥備。

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5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

The key sources of estimation uncertainty (Continued)

(v) Impairment assessments of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amounts of the CGUs to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGU (or CGUs) and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or changes in facts and circumstances which results in downward revision of future cash flows, a further impairment loss may arise. Details of the recoverable amount calculation are set out in Note 16.

5. 重大會計判斷及估計不確定因素的主要來源(續)

估計不確定因素的主要來源(續)

(v) 商譽減值評估

於釐定商譽有否減值時，須對獲分配商譽的現金產生單位的可收回金額作出估計，可收回金額為使用價值與公平價值減出售成本的較高者。計算使用價值時，本集團須估計現金產生單位預期產生的未來現金流量及合適的貼現率以計算現值。倘實際未來現金流量少於預期，或事實及情況有變以致未來現金流量下調，則可能產生進一步減值虧損。可收回金額計算詳情載於附註16。

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5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

The key sources of estimation uncertainty (Continued)

(vi) Rebate from media publishers

As disclosed in Note 4(k), media publishers may grant the Group rebates in various forms. The Group records such rebates as revenue. The rebates earned by the Group from media publishers come with a variety of structures and rates, which are primarily determined based on the contract terms with these media publishers, their applicable rebate policies, the business performances of the Group and the discretionary incentive programmes as set up by the media publishers.

The Group accrues rebates from media publishers based on evaluation as to whether the contractually stipulated thresholds of advertising spend are likely to be reached, or other benchmarks or certain prescribed classification are likely to be qualified. This determination requires significant judgement and estimation. In making this judgement and estimation, the Group evaluates based on the past experience and regular monitoring of various performance factors set within the rebate policies. Such rebates as a percentage of gross spending of the Group and the advertisers may fluctuate and are reviewed and adjusted from time to time.

5. 重大會計判斷及估計不確定因素的主要來源(續)

估計不確定因素的主要來源(續)

(vi) 來自媒體出版商的返利

誠如附註4(k)所披露，媒體出版可能以多種形式向本集團提供返利。本集團將該等返利錄作收益。該等本集團自媒體出版商賺取的返利具有各種不同的結構及費率，主要按與該等媒體出版商的合約條款、彼等適用的返利政策、本集團的業務表現及媒體出版商制定的酌情激勵計劃釐定。

本集團評估合約訂明的廣告支出門檻是否可能達成，或其他基準或若干預定分類是否符合資格，據此累計來自媒體出版商的返利。相關釐定需要重大判斷及估計。於作出此判斷及估計時，本集團根據過往經驗及定期監測於返利政策範圍內設定的各種績效因素，以進行評估。有關返利佔本集團及廣告商支出總額的百分比可能出現波動，並不時經審閱及調整。

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6. SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the CODM. The CODM, who is responsible for allocating resources and assessing performance of the operating segment has been identified as executive directors of the Company.

The Group is principally engaged on the provision of marketing and promotion services and IT solutions services on the PRC. The CODM of the Company review the operating results separately, which the Group has the following 3 reporting segments: (i) Marketing and promotion services; (ii) IT solutions services; and (iii) Others.

The CODM assesses the performance of the operating segments based on the segment profit. The reconciliation of segment profit to profit before income tax is shown in the consolidated statement of profit or loss and other comprehensive income. There were no separate segment assets and segment liabilities information provided to the CODM, as the CODM does not use this information to allocate resources or to evaluate the performance of the operating segments.

6. 板塊資料

管理層乃根據主要經營決策者審閱的報告確定經營板塊。主要經營決策者負責分配資源及評估經營板塊的表現，其被認定為本公司執行董事。

本集團主要從事於中國提供營銷及推廣服務及IT解決方案服務。本公司主要經營決策者單獨審閱經營業績，本集團有以下3個報告板塊：(i) 營銷及推廣服務；(ii) IT解決方案服務；及(iii) 其他。

主要經營決策者根據板塊溢利評估經營板塊的表現。板塊溢利與除所得稅前溢利的對賬列於綜合損益及其他全面收入表。主要經營決策者並未取得單獨板塊資產及板塊負債信息，原因為主要經營決策者並不使用該信息來分配資源或評估經營板塊的表現。

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6. SEGMENT INFORMATION (CONTINUED)

6. 板塊資料(續)

(a) Segment revenue and results

(a) 板塊收益及業績

| | | Marketing and promotion services 營銷及推廣服務 RMB'000 人民幣千元 | IT solutions services IT解決方案服務 RMB'000 人民幣千元 | Others 其他 RMB'000 人民幣千元 | Consolidated Total 合併總計 RMB'000 人民幣千元 |
|--|-------------------------|---|--|----------------------------------|---|
| For the year ended 31 December 2022 | 截至2022年12月31日止年度 | | | | |
| Revenue | 收益 | 211,546 | 44,972 | 73 | 256,591 |
| Cost of sales | 銷售成本 | (107,149) | (15,984) | - | (123,133) |
| Segment profit | 板塊溢利 | 104,397 | 28,988 | 73 | 133,458 |
| For the year ended 31 December 2021 | 截至2021年12月31日止年度 | | | | |
| Revenue | 收益 | 163,508 | 55,653 | 388 | 219,549 |
| Cost of sales | 銷售成本 | (81,342) | (28,001) | - | (109,343) |
| Segment profit | 板塊溢利 | 82,166 | 27,652 | 388 | 110,206 |

(b) Revenue from external customers

(b) 來自外部客戶的收益

All significant external customers of the Group are located in Mainland China. Accordingly, no geographical information of external customers is presented.

所有本集團主要外部客戶皆位於中國內地。因此，概無呈列有關外部客戶的地區資料。

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6. SEGMENT INFORMATION (CONTINUED)

(c) Non-current assets

All significant non-current assets of the Group are located in Mainland China. Accordingly, no geographical information of segment assets is presented.

(d) Information about major customers

Revenue attributed from customers that accounted for 10% or more of the Group's total revenue during the year is as follows:

6. 板塊資料(續)

(c) 非流動資產

所有本集團重大非流動資產皆位於中國內地。因此，概無呈列有關板塊資產的地區資料。

(d) 主要客戶資料

本年度，佔本集團收益總額10%或以上的各客戶應佔收益如下：

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|-----------------|-----------------------------------|-----------------------------------|
| Customer "A" from marketing and promotion services | 來自營銷及推廣服務的客戶「A」 | 107,962 | 91,741 |
| Customer "B" from marketing and promotion services | 來自營銷及推廣服務的客戶「B」 | 26,437 | 25,647 |

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7. REVENUE

The amounts of each significant category of revenue recognised during the reporting period are as follows:

7. 收益

於報告期間，已確認各重要類別的收益金額如下：

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|---|-------------------|-----------------------------------|-----------------------------------|
| Revenue from: | 來自以下各項之收益： | | |
| Marketing and promotion services | 營銷及推廣服務 | | |
| – Promotion and advertising services | – 推廣及廣告服務 | 156,769 | 118,879 |
| – Virtual goods sourcing and delivery services | – 虛擬商品採購及交付服務 | 54,777 | 44,629 |
| | | 211,546 | 163,508 |
| IT solutions services | IT解決方案服務 | | |
| – Mobile game and software development and maintenance services | – 手機遊戲及軟件開發及維護服務 | 12,861 | 11,275 |
| – Solutions on lottery related software systems and equipment | – 彩票相關軟件系統及設備解決方案 | 32,111 | 44,378 |
| | | 44,972 | 55,653 |
| Others | 其他 | 73 | 388 |
| Total revenue from contracts with customers | 客戶合約收益總額 | 256,591 | 219,549 |

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7. REVENUE (CONTINUED)

(a) Disaggregated revenue information

7. 收益(續)

(a) 收益資料細分

| | | Marketing and promotion service 營銷及推廣服務 RMB'000 人民幣千元 | IT solutions services IT解決方案服務 RMB'000 人民幣千元 | Others 其他 RMB'000 人民幣千元 | Consolidated Total 合併總計 RMB'000 人民幣千元 |
|--|-------------------------|--|--|----------------------------------|---|
| For the year ended 31 December 2022 | 截至2022年12月31日止年度 | | | | |
| Timing of revenue recognition: | 收益確認時間： | | | | |
| At a point in time | 於某一時間點 | 211,546 | 35,649 | 73 | 247,268 |
| Transferred over time | 隨時間轉移 | - | 9,323 | - | 9,323 |
| Total revenue from contracts with customers | 客戶合約收益總額 | 211,546 | 44,972 | 73 | 256,591 |
| For the year ended 31 December 2021 | 截至2021年12月31日止年度 | | | | |
| Timing of revenue recognition: | 收益確認時間： | | | | |
| At a point in time | 於某一時間點 | 163,508 | 37,666 | 388 | 201,562 |
| Transferred over time | 隨時間轉移 | - | 17,987 | - | 17,987 |
| Total revenue from contracts with customers | 客戶合約收益總額 | 163,508 | 55,653 | 388 | 219,549 |

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7. REVENUE (CONTINUED)

(b) Transaction price allocated to remaining performance obligations

At the end of the reporting period, the transaction price allocated to the performance obligations that is unsatisfied (or partially satisfied) are expected to be satisfied as follows:

7. 收益(續)

(b) 分配至餘下履約責任的交易價格

於報告期末，分配至未履行(或部分履行)履約責任的交易價格預期將達成如下：

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|---------------------------|-----------------------------------|-----------------------------------|
| Remaining performance obligations expected to be satisfied: | 預期將於以下期間達成的餘下履約責任： | | |
| Within 1 year | 一年以內 | 9,984 | 10,169 |
| More than 1 year but less than 2 years | 一年以上但少於兩年 | 1,954 | 3,716 |
| More than 2 years but less than 3 years | 兩年以上但少於三年 | 1,812 | 978 |
| More than 3 years but less than 4 years | 三年以上但少於四年 | 1,140 | 942 |
| More than 4 years but less than 5 years | 四年以上但少於五年 | 940 | 942 |
| More than 5 years | 五年以上 | 631 | 942 |
| | | 16,461 | 17,689 |

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8. OTHER INCOME AND OTHER GAINS OR LOSSES 8. 其他收入及其他收益或虧損

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|-----------------------|-----------------------------------|-----------------------------------|
| Bank interest income | 銀行利息收入 | 308 | 249 |
| Government grants (Note) | 政府補助(附註) | 10,609 | 3,997 |
| Gain on disposal of financial assets acquired through business combination | 出售透過業務合併所收購 金融資產收益 | — | 910 |
| Exchange loss | 匯兌虧損 | (1,709) | — |
| Sundry income | 雜項收入 | 4,319 | 2,217 |
| | | 13,527 | 7,373 |

Note:

For the years ended 31 December 2022 and 2021, the Group enjoyed the tax incentives on input value-added tax according to the related regulations in the PRC. There are no unfulfilled conditions related to these government grants. For the years ended 31 December 2022 and 2021, government grants had been received from the PRC local government authorities as reimbursement of the Group's research and development activities.

附註：

截至2022年及2021年12月31日止年度，根據相關中國法規，本集團就進項增值稅享有稅務優惠。該等政府補助並無任何未履行條件。截至2022年及2021年12月31日止年度，已自中國地方政府機關收取政府補助，作為本集團研發活動的報銷費用。

9. PROVISION FOR IMPAIRMENT LOSSES ON FINANCIAL ASSETS 9. 金融資產減值虧損撥備

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|------------------------------|-----------------------------------|-----------------------------------|
| (Provision for)/reversal of impairment losses on financial assets recognised on: | 於下列項目確認之金融資產減值 虧損(撥備)/撥回： | | |
| – Contract assets | — 合約資產 | 46 | (136) |
| – Trade receivables | — 貿易應收款項 | (7,793) | (3,875) |
| – Other receivables | — 其他應收款項 | 8 | 38 |
| | | (7,739) | (3,973) |

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10. PROFIT BEFORE INCOME TAX

10. 除所得稅前溢利

Profit before income tax is arrived at after charging:

除所得稅前溢利乃經扣除下列各項後達致：

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|-------------------------|-----------------------------------|-----------------------------------|
| Cost of services recognised as expenses | 確認為開支的服務成本 | 115,951 | 89,438 |
| Costs of inventories recognised as expenses (included write-down of inventories) | 確認為開支的存貨成本 (包括存貨撇減) | 7,182 | 19,905 |
| Write-down of inventories | 存貨撇減 | 66 | 295 |
| Auditors' remuneration | 核數師薪酬 | 896 | 102 |
| Amortisation of intangible assets | 無形資產攤銷 | 3,993 | 3,788 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 664 | 1,274 |
| Depreciation of right-of-use assets | 使用權資產折舊 | 29 | - |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備虧損 | - | 13 |
| Short-term leases | 短期租賃 | 2,196 | 2,139 |
| Employees' costs* (including directors' remuneration (Note 12)) | 僱員成本* (包括董事酬金(附註12)) | | |
| - Salaries | —薪金 | 31,607 | 27,326 |
| - Welfare and other expenses | —福利及其他開支 | 2,079 | 1,131 |
| - Contribution to defined contribution retirement plans | —向定額供款退休計劃作出的供款 | 6,253 | 4,855 |
| | | 39,939 | 33,312 |

* Employees' costs of approximately RMB16,177,000(2021: RMB14,724,000) were included in the research and development expenses for the year ended 31 December 2022.

* 僱員成本約人民幣16,177,000元(2021年：人民幣14,724,000元)計入截至2022年12月31日止年度的研發開支。

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11. FINANCE COSTS

11. 融資成本

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|----------|-----------------------------------|-----------------------------------|
| Interest expenses on bank borrowings | 銀行借款利息開支 | 1,635 | 673 |
| Interest expenses on lease liabilities | 租賃負債利息開支 | 3 | 1 |
| | | 1,638 | 674 |

12. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS

12. 董事薪酬及五名最高薪酬人士

(a) Directors' remuneration

(a) 董事薪酬

The remunerations of the directors of the Company are set out below:

本公司董事薪酬載列如下：

| | | Fees | Salaries and other benefits | Discretionary bonus | Contribution to defined contribution retirement plans | Total |
|--|-------------------------|------------------|-----------------------------|---------------------|---|------------------|
| | | 袍金 | 薪金及其他福利 | 酌情花紅 | 定額供款退休計劃供款 | 總計 |
| | | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| Year ended 31 December 2022 | 截至2022年12月31日止年度 | | | | | |
| <i>Executive directors</i> | <i>執行董事</i> | | | | | |
| Mr. Chen | 陳先生 | - | - | - | - | - |
| Mr. Tian | 田先生 | - | 412 | 36 | 64 | 512 |
| Mr. Xiao Yanfeng ("Mr. Xiao") (Note i) | 校彥鋒先生(「校先生」)(附註i) | - | 375 | - | 122 | 497 |
| Mr. Zhang | 張先生 | - | 365 | 34 | 63 | 462 |
| <i>Independent non-executive directors</i> | <i>獨立非執行董事</i> | | | | | |
| Ms. Hu Huijun ("Ms. Hu") (Note ii) | 胡惠君女士(「胡女士」)(附註ii) | 10 | - | - | - | 10 |
| Mr. Wan Lixiang ("Mr. Wan") (Note ii) | 萬立祥先生(「萬先生」)(附註ii) | 10 | - | - | - | 10 |
| Mr. Zhao Zhongping ("Mr. Zhao") (Note ii) | 趙忠平先生(「趙先生」)(附註ii) | 10 | - | - | - | 10 |
| | | 30 | 1,152 | 70 | 249 | 1,501 |

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12. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

12. 董事薪酬及五名最高薪酬人士 (續)

(a) Directors' remuneration (Continued)

(a) 董事薪酬(續)

| | | Fees | Salaries and allowance | Discretionary bonus | Contribution to defined contribution retirement plans | Total |
|--|-------------------------|---------|------------------------|---------------------|---|---------|
| | | 袍金 | 薪金及津貼 | 酌情花紅 | 定額供款退休計劃供款 | 總計 |
| | | 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 |
| Year ended 31 December 2021 | 截至2021年12月31日止年度 | | | | | |
| <i>Executive directors</i> | <i>執行董事</i> | | | | | |
| Mr. Chen | 陳先生 | - | - | - | - | - |
| Mr. Tian | 田先生 | - | 422 | 36 | 65 | 523 |
| Mr. Xiao (Note i) | 校先生(附註i) | - | 379 | - | 96 | 475 |
| Mr. Zhang | 張先生 | - | 338 | 36 | 61 | 435 |
| <i>Independent non-executive directors</i> | <i>獨立非執行董事</i> | | | | | |
| Ms. Hu (Note ii) | 胡女士(附註ii) | - | - | - | - | - |
| Mr. Wan (Note ii) | 萬先生(附註ii) | - | - | - | - | - |
| Mr. Zhao (Note ii) | 趙先生(附註ii) | - | - | - | - | - |
| | | - | 1,139 | 72 | 222 | 1,433 |

Notes:

附註：

- (i) Mr. Xiao was appointed as the executive director on 28 October 2021.
- (ii) Ms Hu, Mr. Wan and Mr. Zhao were appointed as the independent non-executive directors on 27 July 2022.

- (i) 校先生於2021年10月28日獲委任為執行董事。
- (ii) 胡女士、萬先生及趙先生於2022年7月27日獲委任為獨立非執行董事。

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12. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

(a) Directors' remuneration (Continued)

During the current and prior years, none of the Directors waived or agreed to waive any remuneration and there were no emoluments paid by the Group to any of the Directors as an inducement to join, or upon joining the Group, or as compensation for loss of office. The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were mainly for their services as the Directors.

(b) Five highest paid individuals

The five highest-paid individuals with the highest emoluments in the Group included 2 executive directors of the Company for the year ended 31 December 2022 (2021: 1 executive director). The remuneration of the remaining 3 individuals (2021: 4 individuals) were as follows:

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|------------|-----------------------------------|-----------------------------------|
| Salaries and allowances | 薪金及津貼 | 1,273 | 1,642 |
| Discretionary bonus | 酌情花紅 | 36 | 72 |
| Contribution to defined contribution retirements plans | 定額供款退休計劃供款 | 304 | 333 |
| | | 1,613 | 2,047 |

12. 董事薪酬及五名最高薪酬人士 (續)

(a) 董事薪酬(續)

於當前及過往年度，概無董事放棄或同意放棄任何酬金，而本集團亦無向任何董事支付酬金作為加入或於加入本集團時的激勵或作為離職補償。上表所示執行董事酬金乃主要償付其就管理本公司及本集團事務所作服務。上表所示獨立非執行董事酬金乃主要償付其作為董事的服務。

(b) 五名最高薪酬人士

截至2022年12月31日止年度，本集團五名最高薪酬人士分別包括2名本公司執行董事(2021年：1名執行董事)。餘下3名人士(2021年：4名人士)的酬金如下：

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12. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID INDIVIDUALS (CONTINUED)

(b) Five highest paid individuals (Continued)

The remuneration fell within the following band:

| | | 2022 2022年 Number of individuals 人數 | 2021 2021年 Number of individuals 人數 |
|----------------------|---------------|---|---|
| Nil to HK\$1,000,000 | 零至1,000,000港元 | 3 | 4 |

13. INCOME TAX EXPENSE

The income tax expense in the consolidated statement of profit or loss and other comprehensive income represents:

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|------------|-----------------------------------|-----------------------------------|
| Current income tax – the PRC | 即期所得稅－中國 | | |
| – Tax for the year | －一年內稅項 | 12,753 | 7,351 |
| – Over provision in respect of prior years | －過往年度超額撥備 | – | (22) |
| Deferred tax (Note 29) | 遞延稅項(附註29) | (84) | (84) |
| Income tax expense | 所得稅開支 | 12,669 | 7,245 |

Pursuant to the rules and regulations of the Cayman Islands, the Group is not subject to any taxation under the jurisdictions of the Cayman Islands.

12. 董事薪酬及五名最高薪酬人士 (續)

(b) 五名最高薪酬人士(續)

酬金介乎以下範圍：

13. 所得稅開支

綜合損益及其他全面收入表內的所得稅開支指：

根據開曼群島法規及規例，本集團毋須繳納開曼群島司法權區任何稅項。

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13. INCOME TAX EXPENSE (CONTINUED) 13. 所得稅開支(續)

Pursuant to Enterprise Income Tax Law of the PRC (“**EIT Law**”) and the Implementation Regulation on the EIT Law, the tax rate of the Group’s subsidiaries operating in the PRC during the year was 25% of their taxable profits, except for the following:

- (i) Hangzhou Rego was accredited as “Software Enterprise” in 2017 and entitled to full exemption from EIT for two years beginning from their first profitable calendar year and a 50% reduction for the subsequent three calendar years. Therefore, Hangzhou Rego was exempted from income tax from 2017 to 2018 and was entitled with a preferential income tax rate of 12.5% from 2019 to 2021. No such exemption is granted for the year ended 31 December 2022.
- (ii) Xi’an Tiantai was accredited as “High and New Technology Enterprise” in 2016 and 2019 under relevant PRC laws and regulation, and subject to a preferential EIT rate of 15% from 1 January 2016 to 31 December 2022. Hangzhou Rego was accredited as “High and New Technology Enterprise” in 2020 under relevant PRC laws and regulation, would be entitled with a preferential EIT rate of 15% from 1 January 2020 to 31 December 2023, and subject to the preferential EIT from 1 January 2022 to 31 December 2023.

根據《中華人民共和國企業所得稅法》(「《企業所得稅法》」)及《企業所得稅法實施條例》，於本年度內，本集團於中國經營的附屬公司的稅率為其應課稅溢利的25%，惟以下除外：

- (i) 杭州潤歌於2017年獲認證為「軟件企業」，並享有自首個獲利曆年起兩年獲悉數豁免繳納企業所得稅，之後的三個曆年減半徵稅。因此，杭州潤歌自2017年至2018年獲豁免繳納所得稅，並於2019年至2021年享有12.5%的優惠所得稅率。截至2022年12月31日止年度並無獲授有關豁免。
- (ii) 西安天泰根據相關中國法律法規於2016年及2019年獲認證為「高新技術企業」，並自2016年1月1日至2022年12月31日適用15%優惠企業所得稅率。杭州潤歌根據相關中國法律法規於2020年獲認證為「高新技術企業」，自2020年1月1日至2023年12月31日將享有15%的優惠企業所得稅率，並自2022年1月1日至2023年12月31日適用優惠企業所得稅。

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13. INCOME TAX EXPENSE (CONTINUED) 13. 所得稅開支(續)

According to relevant laws and regulations promulgated by the State Tax Bureau of the PRC that was effective and updated from 2017 onwards, enterprises engaging in research and development activities are entitled to claim 175% of their research and development expenses so incurred as tax deductible expenses when determining their assessable profits for the year ("Super Deduction"). The Group has made its best estimate for the Super Deduction to be claimed for the Group's entities in ascertaining their assessable profits during the reporting period.

The income tax expense for the year can be reconciled to the profit before income tax in the consolidated statements of profit or loss and other comprehensive income as follows:

根據中國國家稅務總局頒佈及自2017年起生效並更新的相關法律法規，從事研發活動的企業在釐定其於該年度的應課稅溢利時，有權將其就此產生的研發開支的175%列為可扣稅開支（「加計扣除」）。於釐定本集團實體於報告期間的應課稅溢利時，本集團已就該等實體可申報的加計扣除作出最佳估計。

年內所得稅開支與綜合損益及其他全面收入表內的除所得稅前溢利對賬如下：

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|-----------------------------|-----------------------------------|-----------------------------------|
| Profit before income tax | 除所得稅前溢利 | 81,172 | 57,230 |
| Tax at PRC statutory rate of 25% (2021: 25%) | 按中國法定稅率25% (2021年：25%)計算的稅項 | 20,293 | 14,308 |
| Tax effect of expense not deductible for tax purpose | 不可扣稅開支的稅務影響 | 5,941 | 3,982 |
| Tax effect of income not subject to tax | 無須課稅收入的稅務影響 | (494) | (695) |
| Tax effect of deductible temporary differences not recognised | 未確認可扣減暫時性差額的稅務影響 | 26 | 1,448 |
| Tax effect of tax losses not recognised | 未確認稅務虧損的稅務影響 | 187 | 292 |
| Utilisation of tax losses and deductible temporary differences previously not recognised | 動用先前未確認的稅項虧損及可扣減暫時性差額 | (618) | (366) |
| Income tax at preferential tax rates | 按優惠稅率計算的所得稅 | (9,765) | (7,775) |
| Over provision in prior years | 過往年度的超額撥備 | — | (22) |
| Tax effect of Super Deduction | 加計扣除的稅務影響 | (2,901) | (3,927) |
| Income tax expense | 所得稅開支 | 12,669 | 7,245 |

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14. DIVIDEND

No dividend was paid or proposed for ordinary shares of the Company during the year ended 31 December 2022 (2021: nil).

14. 股息

於截至2022年12月31日止年度，概無就本公司普通股派付或宣派任何股息（2021年：無）。

15. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

15. 本公司擁有人應佔每股盈利

| | | 2022 2022年 | 2021 2021年 |
|---|-------------------------|---------------|---------------|
| Profit attributable to owners of the Company (RMB'000) | 本公司擁有人應佔溢利（人民幣千元） | 68,503 | 49,985 |
| Weighted average number of ordinary shares for the purpose of calculating basic loss per share (in thousands) | 用於計算每股基本虧損的普通股加權平均數（千股） | 808,904 | 750,000 |
| Basic and diluted earnings per share (expressed in RMB per share) | 每股基本及攤薄盈利（以每股人民幣元列示） | 0.08 | 0.07 |

The number of ordinary shares for the purpose of calculating basic earnings per share has been determined on the assumption that the reorganisation and the Capitalisation Issue as described in Note 3 and Note 30 has been effective on 1 January 2021.

用於計算每股基本盈利的普通股數目乃按重組及資本化發行（載於附註3及附註30）已於2021年1月1日生效的假設而釐定。

The Company did not have any potential ordinary shares for the years ended 31 December 2022 and 2021. Accordingly, the diluted earnings per share are the same as the basic earnings per share for the years ended 31 December 2022 and 2021, respectively.

截至2022年及2021年12月31日止年度，本公司並無任何潛在普通股。因此，截至2022年及2021年12月31日止年度，每股攤薄盈利均與每股基本盈利相同。

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16. GOODWILL

16. 商譽

| | | Yuncaitong 雲彩通 RMB'000 人民幣千元 | Xi'an Tiantai 西安天泰 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
|------------------------------------|------------------|---------------------------------------|---|---------------------------------|
| Cost | 成本 | | | |
| At 1 January 2021, | 於2021年1月1日、2021年 | | | |
| 31 December 2021, | 12月31日、2022年1月1 | | | |
| 1 January 2022 and | 日及2022年12月31日 | | | |
| 31 December 2022 | | 4,210 | 10,132 | 14,342 |
| Accumulated impairment loss | 累計減值虧損 | | | |
| At 1 January 2021, | 於2021年1月1日、2021年 | | | |
| 31 December 2021, | 12月31日、2022年1月1 | | | |
| 1 January 2022 and | 日及2022年12月31日 | | | |
| 31 December 2022 | | - | - | - |
| Carrying amount | 賬面值 | | | |
| At 31 December 2022 | 於2022年12月31日 | 4,210 | 10,132 | 14,342 |
| At 31 December 2021 | 於2021年12月31日 | 4,210 | 10,132 | 14,342 |

During the years ended 31 December 2022 and 2021, the Group has engaged Graval Consulting Limited ("Graval") to perform valuations for the purpose to assess the recoverable amounts of Yuncaitong and Xi'an Tiantai.

於截至2022年及2021年12月31日止年度，本集團已委聘博浩企業顧問有限公司（「博浩」）就評估雲彩通及西安天泰的可收回金額進行估值。

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16. GOODWILL (CONTINUED)

Yuncaitong

The recoverable amount of Yuncaitong CGU as within the marketing and promotion services segment is determined based on a VIU calculation which uses cash flow projections based on financial budgets approved by the directors covering a 5 years period, followed by an extrapolation of expected cash flow at 2% (2021: 2%) growth rate which do not exceed the long-term growth rate for the business in which the CGU operates for the year ended 31 December 2022, and a discount rate of 24.62% (2021: 25.12%) per annum for the years ended 31 December 2022. Other key assumptions for the VIU calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin. The discount rate used is pre-tax and reflect specific risks relating to the CGU.

Based on the assessment result, the recoverable amounts of approximately RMB8,280,000 (2021: RMB11,290,000) is greater than the carrying amounts including the goodwill and certain property, plant and equipment of approximately RMB4,327,000 (2021: RMB4,306,000) as at 31 December 2022, respectively. The Directors believe that any reasonably possible changes in other key assumptions on which recoverable amount is based would not cause the carrying amount of Yuncaitong CGU to exceed its recoverable amount. No impairment loss on its goodwill has been recognised for the years ended 31 December 2022 and 2021. Based on the result of the goodwill impairment testing, the headroom of the combined business were approximately RMB3,953,000 (2021: RMB6,984,000) as at 31 December 2022 respectively.

16. 商譽(續)

雲彩通

計入營銷及推廣服務分部內的雲彩通現金產生單位的可收回金額乃根據使用價值計算釐定，使用價值乃採用根據董事批准涵蓋5年期間的財務預算的現金流量預測計算，其後按截至2022年12月31日止年度2%(2021年：2%)的增長率(並無超出現金產生單位所經營業務的長期增長率)，以及按截至2022年12月31日止年度24.62%(2021年：25.12%)的年貼現率推算預期現金流量。使用價值計算的其他主要假設與現金流入／流出的估計有關，包括預算銷售額及毛利率。所採用貼現率為除稅前比率，並反映有關現金產生單位之特定風險。

根據評估結果，於2022年12月31日，可收回金額約人民幣8,280,000元(2021年：人民幣11,290,000元)分別高於賬面值(包含商譽及若干物業、廠房及設備)約人民幣4,327,000元(2021年：人民幣4,306,000元)。董事認為，可收回金額所依據的其他主要假設的任何合理可能變動不會導致雲彩通現金產生單位的賬面值超出其可收回金額。截至2022年及2021年12月31日止年度，概無確認其商譽的減值虧損。根據商譽減值測試的結果，於2022年12月31日，合併業務的淨空分別約為人民幣3,953,000元(2021年：人民幣6,984,000元)。

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16. GOODWILL (CONTINUED)

Yuncaitong (Continued)

The Group performs the sensitivity analysis based on the assumptions that revenue amount or terminal growth rate or discount rate have been changed. Had the estimated key assumptions during the forecast period been changed as below, the headroom would be decreased to as below:

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|-------------|-----------------------------------|-----------------------------------|
| Revenue amount decreases by 1% | 收益金額減少1% | (637) | (814) |
| Gross margin decreases by 1% | 毛利率下降1% | (673) | (879) |
| Terminal growth rate decreases by 0.5% | 最終增長率下降0.5% | (150) | (196) |
| Discount rate increases by 0.5% | 貼現率上升0.5% | (337) | (473) |

Considering there was still sufficient headroom based on the assessment, the management of the Company believes that a reasonably possible change in the above key parameters would not cause the carrying amount of the CGU to exceed its recoverable amount.

16. 商譽(續)

雲彩通(續)

本集團基於收益金額或最終增長率或貼現率出現變動的假設進行敏感度分析。倘於預測期間估計主要假設出現下列變動，淨空將減少至下列金額：

考慮到根據評估，淨空仍屬足夠，故本公司管理層認為上述關鍵參數的合理可能變動不會導致現金產生單位的賬面值超出其可收回金額。

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16. GOODWILL (CONTINUED)

Xi'an Tiantai

The recoverable amount of Xi'an Tiantai CGU as within the IT solutions services segment, is determined based on a VIU calculation which uses cash flow projections based on financial budgets approved by the directors covering a 5 years period, followed by an extrapolation of expected cash flow at 2% (2021: 2%) growth rate which do not exceed the long-term growth rate for the business in which the CGU operates for the year ended 31 December 2022, and a discount rate of 20.57% (2021: 20.95%) per annum for the year ended 31 December 2022, respectively. Other key assumptions for the VIU calculations relate to the estimation of cash inflows/outflows which include budgeted sales and gross margin. The discount rate used is pre-tax and reflect specific risks relating to the CGU. Based on the assessment result, the recoverable amount of approximately RMB54,484,000 (2021: RMB62,627,000) is greater than the carrying amount including the goodwill, certain property, plant and equipment and intangible asset of approximately RMB20,439,000 (2021: RMB20,832,000) as at 31 December 2022 respectively. The Directors believe that any reasonably possible changes in other key assumptions on which recoverable amount is based would not cause the carrying amount of Xi'an Tiantai CGU to exceed its recoverable amount.

16. 商譽(續)

西安天泰

計入IT解決方案服務分部內的西安天泰現金產生單位的可收回金額乃根據使用價值計算釐定，使用價值乃採用根據董事批准涵蓋5年期間的財務預算的現金流量預測計算，其後分別按截至2022年12月31日止年度2%（2021年：2%）的增長率（並無超出現金產生單位所經營業務的長期增長率），以及按截至2022年12月31日止年度為20.57%（2021年：20.95%）的年貼現率推算預期現金流量。使用價值計算的其他主要假設與現金流入／流出的估計有關，包括預算銷售額及毛利率。所採用貼現率為除稅前比率，並反映有關現金產生單位之特定風險。根據評估結果，於2022年12月31日，可收回金額約人民幣54,484,000元（2021年：人民幣62,627,000元），分別高於賬面值（包含商譽、若干物業、廠房及設備及無形資產）約人民幣20,439,000元（2021年：人民幣20,832,000元）。董事認為，可收回金額所依據的其他主要假設的任何合理可能變動不會導致西安天泰現金產生單位的賬面值超出其可收回金額。

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16. GOODWILL (CONTINUED)

Xi'an Tiantai (Continued)

No impairment loss on its goodwill has been recognised for the years ended 31 December 2022 and 2021. Based on the result of the goodwill impairment testing, the headroom of the combined business were approximately RMB34,045,000 (2021: RMB41,795,000) as at 31 December 2022 respectively.

The Group performs the sensitivity analysis based on the assumptions that revenue amount or terminal growth rate or discount rate have been changed. Had the estimated key assumptions during the forecast period been changed as below, the headroom would be decreased to as below:

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|-------------|-----------------------------------|-----------------------------------|
| Revenue amount decreases by 1% | 收益金額減少1% | (3,348) | (3,311) |
| Gross margin decreases by 1% | 毛利率下降1% | (3,569) | (3,535) |
| Terminal growth rate decreases by 0.5% | 最終增長率下降0.5% | 938 | (831) |
| Discount rate increases by 0.5% | 貼現率上升0.5% | 1,978 | (1,871) |

Considering there was still sufficient headroom based on the assessment, the management of the Company believes that a reasonably possible change in the above key parameters would not cause the carrying amount of the CGU to exceed its recoverable amount.

16. 商譽(續)

西安天泰(續)

於截至2022年及2021年12月31日止年度，概無確認其商譽的減值虧損。根據商譽減值測試的結果，於2022年12月31日，合併業務的淨空分別約為人民幣34,045,000元(2021年：人民幣41,795,000元)。

本集團基於收益金額或最終增長率或貼現率出現變動的假設進行敏感度分析。倘於預測期間估計主要假設出現下列變動，淨空將減少至下列金額：

考慮到根據評估，淨空仍屬足夠，故本公司管理層認為上述關鍵參數的合理可能變動不會導致現金產生單位的賬面值超出其可收回金額。

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

| | | Motor vehicles 汽車 RMB'000 人民幣千元 | Furniture and fixtures 傢俱及固定裝置 RMB'000 人民幣千元 | Leasehold improvements 租賃物業裝修 RMB'000 人民幣千元 | Computer and office equipment 電腦及辦公設備 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
|--|----------------------------|---|--|---|--|---------------------------------|
| Cost | 成本 | | | | | |
| At 1 January 2021 | 於2021年1月1日 | 510 | 161 | 420 | 4,283 | 5,374 |
| Additions | 添置 | - | 10 | - | 221 | 231 |
| Disposal | 出售 | - | - | - | (943) | (943) |
| Deemed distribution (Note 40) | 視作分派(附註40) | - | - | - | (1,337) | (1,337) |
| At 31 December 2021 and 1 January 2022 | 於2021年12月31日及 2022年1月1日 | 510 | 171 | 420 | 2,224 | 3,325 |
| Additions | 添置 | - | 3 | 60 | 60 | 123 |
| At 31 December 2022 | 於2022年12月31日 | 510 | 174 | 480 | 2,284 | 3,448 |
| Accumulated depreciation | 累計折舊 | | | | | |
| At 1 January 2021 | 於2021年1月1日 | 111 | 67 | 127 | 2,421 | 2,726 |
| Depreciation | 折舊 | 60 | 59 | 150 | 1,005 | 1,274 |
| Disposal | 出售 | - | - | - | (928) | (928) |
| Deemed distribution (Note 40) | 視作分派(附註40) | - | - | - | (935) | (935) |
| At 31 December 2021 and 1 January 2022 | 於2021年12月31日及 2022年1月1日 | 171 | 126 | 277 | 1,563 | 2,137 |
| Depreciation | 折舊 | 60 | 35 | 97 | 472 | 664 |
| At 31 December 2022 | 於2022年12月31日 | 231 | 161 | 374 | 2,035 | 2,801 |
| Carrying amount | 賬面值 | | | | | |
| At 31 December 2022 | 於2022年12月31日 | 279 | 13 | 106 | 249 | 647 |
| At 31 December 2021 | 於2021年12月31日 | 339 | 45 | 143 | 661 | 1,188 |

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18. INTANGIBLE ASSETS

18. 無形資產

| | | Computer software 電腦軟件 RMB'000 人民幣千元 | Copyrights 著作權 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
|---|----------------------------|--|---------------------------------------|---------------------------------|
| Cost | 成本 | | | |
| At 1 January 2021 | 於2021年1月1日 | 1,497 | 21,062 | 22,559 |
| Addition | 添置 | – | 2,075 | 2,075 |
| At 31 December 2021 and 1 January 2022 | 於2021年12月31日及 2022年1月1日 | 1,497 | 23,137 | 24,634 |
| Addition | 添置 | – | 2,206 | 2,206 |
| At 31 December 2022 | 於2022年12月31日 | 1,497 | 25,343 | 26,840 |
| Accumulated amortisation | 累計攤銷 | | | |
| At 1 January 2021 | 於2021年1月1日 | 182 | 1,288 | 1,470 |
| Amortisation for the year | 年內攤銷 | 149 | 3,639 | 3,788 |
| At 31 December 2021 and 1 January 2022 | 於2021年12月31日及 2022年1月1日 | 331 | 4,927 | 5,258 |
| Amortisation for the year | 年內攤銷 | 150 | 3,843 | 3,993 |
| At 31 December 2022 | 於2022年12月31日 | 481 | 8,770 | 9,251 |
| Carrying amount | 賬面值 | | | |
| At 31 December 2022 | 於2022年12月31日 | 1,016 | 16,573 | 17,589 |
| At 31 December 2021 | 於2021年12月31日 | 1,166 | 18,210 | 19,376 |

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19. LEASES

The Group has lease contract for office premises for its operation. The lease term is within 2 years.

(a) Right-of-use assets

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

19. 租賃

本集團訂有用於業務經營的辦公室物業租賃合約。租期為兩年內。

(a) 使用權資產

本集團使用權資產的賬面值及年內變動如下：

| | | Office premises 辦公室物業 RMB'000 人民幣千元 |
|---|--------------------------------------|---|
| At 1 January 2021, 31 December 2021 and 1 January 2022 | 於2021年1月1日、2021年12月31日及 2022年1月1日 | - |
| Additions | 添置 | 354 |
| Depreciation | 折舊 | (29) |
| At 31 December 2022 | 於2022年12月31日 | 325 |

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19. LEASES (CONTINUED)

(b) Lease liabilities

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

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--------------------------------|-------------|-----------------------------------|-----------------------------------|
| Carrying amount at 1 January | 於1月1日的賬面值 | — | 7 |
| Additions | 添置 | 354 | — |
| Interest expense | 利息開支 | 3 | 1 |
| Payments | 付款 | (6) | (8) |
| Carrying amount at 31 December | 於12月31日的賬面值 | 351 | — |

The present value of future lease payments is analysed as:

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|------------|-----------------------------------|-----------------------------------|
| Not later than one year | 不超過一年 | 187 | — |
| Later than one year and not later than two years | 超過一年但不超過兩年 | 164 | — |
| | | 351 | — |

19. 租賃(續)

(b) 租賃負債

租賃負債賬面值及其於年內的變動如下：

未來租賃付款的現值分析如下：

20. INVENTORIES

20. 存貨

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|----------------|-----|-----------------------------------|-----------------------------------|
| Finished goods | 製成品 | 2,424 | 3,363 |

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21. TRADE RECEIVABLES

21. 貿易應收款項

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|-------------------------------------|----------------|-----------------------------------|-----------------------------------|
| Trade receivables | 貿易應收款項 | | |
| – Due from third parties | – 應收第三方款項 | 111,315 | 87,587 |
| – Due from a related company (Note) | – 應收關聯公司款項(附註) | 433 | 446 |
| | | 111,748 | 88,033 |
| Less: Allowance for credit losses | 減：信貸虧損撥備 | (13,637) | (5,844) |
| Trade receivables, net | 貿易應收款項淨額 | 98,111 | 82,189 |

Note:

The amounts due from a related company of which Mr. Chen, the executive director of the Company is also the substantial shareholder of a related company. The balances are unsecured, interest-free and repayable on credit terms similar to those offered to the major customers of the Group.

The credit period granted to customers is ranging from 5 to 60 days as at the reporting period.

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

附註：

就應收一家關聯公司款項而言，本公司執行董事陳先生亦為一家關聯公司的主要股東。結餘為無抵押、免息及須按與向本集團主要客戶提供的信貸條款相若的信貸條款償還。

於報告期間，授予客戶的信貸期介乎5至60日。

於年末，按發票日期並扣除虧損撥備呈列的本集團貿易應收款項(扣除減值後)賬齡分析如下：

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|---|-------------|-----------------------------------|-----------------------------------|
| Less than 1 month | 一個月內 | 94,073 | 74,322 |
| More than 1 month but less than 3 months | 一個月以上但少於三個月 | 3,676 | 7,679 |
| More than 3 months but less than 6 months | 三個月以上但少於六個月 | 117 | 4 |
| More than 6 months but less than 1 year | 六個月以上但少於一年 | 100 | – |
| More than one year | 一年以上 | 145 | 174 |
| | | 98,111 | 82,189 |

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21. TRADE RECEIVABLES (CONTINUED)

21. 貿易應收款項(續)

Movements in loss on trade receivables were as follows:

貿易應收款項虧損變動如下：

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|---|-------------|--|-----------------------------------|
| At beginning of year | 年初 | 5,844 | 1,996 |
| Provision for impairment losses (Note 9) | 減值虧損撥備(附註9) | 7,793 | 3,875 |
| Deemed distribution | 視作分派 | — | (27) |
| | | 13,637 | 5,844 |

Details of impairment assessment of trade receivables for the year are set out in Note 39(a).

年內的貿易應收款項減值評估詳情載於附註39(a)。

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22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

22. 預付款項、按金及其他應收款項

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|-----------------------------------|------------------|-----------------------------------|-----------------------------------|
| Deposits and other receivables | 按金及其他應收款項 | 7,560 | 8,004 |
| Less: Allowance for credit losses | 減：信貸虧損撥備 | (27) | (35) |
| Advance to suppliers (Note i) | 向供應商支付的預付款項(附註i) | 7,533 | 7,969 |
| Prepaid listing expenses | 預付上市開支 | 65,087 | 34,893 |
| Other prepayments | 其他預付款項 | – | 5,355 |
| | | 1,895 | 1,792 |
| Current portion | 流動部分 | 74,515 | 50,009 |
| Non-current portion | 非流動部分 | | |
| Prepayment (Note ii) | 預付款項(附註ii) | 2,696 | – |

Notes:

- (i) In the normal business arrangement of intermediary services, the Group makes advance to virtual goods suppliers for the virtual goods which is non-refundable. For the advertisement placement services, the Group makes prepayments on advertisement placement services on behalf of advertisers before receiving payments from these advertisers.
- (ii) The balance represents the prepayment for acquisition of 5% equity interest of a company incorporated in the PRC (Note 41).

Details of impairment assessment of deposits and other receivables for the year are set out in Note 39(a).

附註：

- (i) 於中介服務的一般業務安排中，本集團就虛擬商品向虛擬商品供應商支付預付款項，該款項不可退還。就廣告投放服務而言，本集團於收到廣告商付款前代表該等廣告商預付廣告投放服務款項。
- (ii) 該結餘指收購一家於中國註冊成立的公司5%股權的預付款項(附註41)。

年內的按金及其他應收款項減值評估詳情載於附註39(a)。

23. BALANCES WITH RELATED PARTIES

The balances with ultimate shareholders, immediate holding companies and related companies are unsecured, non-interest-bearing and repayable on demand.

23. 與關聯方的結餘

與最終股東、直接控股公司及關聯公司的結餘為無抵押、免息及須按要求償還。

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24. CASH AND CASH EQUIVALENTS

As at 31 December 2022 and 2021, the cash and cash equivalents denominated in RMB were approximately RMB72,564,000 and RMB61,475,000 respectively. The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group are permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

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

24. 現金及現金等價物

於2022年及2021年12月31日，以人民幣計值的現金及現金等價物分別約為人民幣72,564,000元及人民幣61,475,000元。人民幣不能自由兌換為其他貨幣，惟根據中國內地的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團可通過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

銀行結餘按基於每日銀行存款利率的浮動利率賺取利息。銀行結餘乃存放於信譽良好且近期無違約記錄的銀行。

25. TRADE PAYABLES

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|----------------|--------|-----------------------------------|-----------------------------------|
| Trade payables | 貿易應付款項 | 15,716 | 40,525 |

The credit period on purchase from suppliers is generally ranging from 10 to 60 days as at the end of the year.

25. 貿易應付款項

於年末，向供應商採購的信貸期一般介乎10至60日。

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25. TRADE PAYABLES (CONTINUED)

An ageing analysis of the Group's trade payables as at the end of the year, based on invoice date, is as follows:

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|---|-------------|-----------------------------------|-----------------------------------|
| Less than 1 month | 一個月內 | 11,334 | 38,603 |
| More than 1 month but less than 3 months | 一個月以上但少於三個月 | 3,689 | 287 |
| More than 3 months but less than 6 months | 三個月以上但少於六個月 | 1 | 1,481 |
| More than 6 months but less than 1 year | 六個月以上但少於一年 | 518 | 58 |
| More than one year | 一年以上 | 174 | 96 |
| | | 15,716 | 40,525 |

25. 貿易應付款項(續)

於年末，本集團基於發票日期的貿易應付款項賬齡分析如下：

26. OTHER PAYABLES AND ACCRUALS

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|-------------------|--------|-----------------------------------|-----------------------------------|
| Other payables | 其他應付款項 | 487 | 1,003 |
| Accrued expenses | 應計費用 | 4,506 | 7,022 |
| Deposits received | 已收按金 | 15,292 | 16,750 |
| Other tax payable | 其他應付稅項 | 2,326 | 3,120 |
| | | 22,611 | 27,895 |

26. 其他應付款項及應計費用

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27. CONTRACT BALANCES

(a) Contract assets

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|---|----------------------|-----------------------------------|-----------------------------------|
| Contract assets arising from: | 以下項目所產生的合約資產： | | |
| Solutions on lottery related software systems and equipment | 彩票相關軟件系統及設備解決方案 | 2,390 | 3,255 |
| Less: Allowance for credit losses | 減：信貸虧損撥備 | (188) | (234) |
| Current portion | 流動部分 | 2,202 | 3,021 |

Contract assets arising from solutions on lottery related software systems and equipment represent the Group's right to consideration for work completed and not billed because the rights are conditional on the Group's future performance as at the end of the year. The contract assets are transferred to trade receivables when the rights become unconditional.

Movement in loss allowances on contract assets were as follows:

彩票相關軟件系統及設備解決方案所產生的合約資產指本集團就已完成而尚未收款的工作收取代價的權利，因為該等權利取決於本集團於年末的未來表現。合約資產於權利成為無條件時轉為貿易應收款項。

合約資產虧損撥備的變動情況如下：

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|------------------|-----------------------------------|-----------------------------------|
| Balance as at 1 January | 於1月1日的結餘 | 234 | 98 |
| (Reversal) of/provision for impairment losses (note 9) | 減值虧損(撥回)/撥備(附註9) | (46) | 136 |
| Balance as at 31 December | 於12月31日的結餘 | 188 | 234 |

Details of impairment assessment of contract assets for the year are set out in Note 39(a).

年內的合約資產減值評估詳情載於附註39(a)。

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27. CONTRACT BALANCES (CONTINUED) 27. 合約結餘(續)

(b) Contract liabilities

(b) 合約負債

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|---|-----------------|-----------------------------------|-----------------------------------|
| Contract liabilities arising from: | 以下項目所產生的合約負債： | | |
| Solutions on lottery related software systems and equipment | 彩票相關軟件系統及設備解決方案 | 11,849 | 3,424 |
| Less: Portion classified as non-current portion | 減：分類為非流動的部分 | (4,271) | (47) |
| Current portion | 流動部分 | 7,578 | 3,377 |

The Group's contract liabilities arising from solutions on lottery related software systems and equipment represent advance consideration received from customers as at the end of each of the year. Contract liabilities, that are not expected to be settled within the Group's normal operating cycle are classified as current and non-current based on the Group's earliest obligation to transfer goods or services to the customers.

彩票相關軟件系統及設備解決方案所產生的本集團合約負債指於各年末的預收客戶代價。預期未能於本集團正常經營週期內結算的合約負債，根據本集團向客戶轉移貨品或服務的最早責任分類為流動或非流動。

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27. CONTRACT BALANCES (CONTINUED) 27. 合約結餘(續)

(b) Contract liabilities (Continued)

Movements in the contract liabilities during the year are as follows:

(b) 合約負債(續)

年內，合約負債的變動情況如下：

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|---------------------------|-----------------------------------|-----------------------------------|
| Balance as at 1 January | 於1月1日的結餘 | 3,424 | 3,003 |
| Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at beginning of year | 年內確認於年初計入合約負債的收益導致的合約負債減少 | (2,863) | (2,928) |
| Increase in contract liabilities as a result of cash received, excluding amounts recognised during the year | 已收現金導致的合約負債增加(不包括年內已確認金額) | 11,288 | 3,349 |
| Balance as at 31 December | 於12月31日的結餘 | 11,849 | 3,424 |

The Group typically agrees to a one year retention period for 5–10% of the contract value.

本集團通常同意留置合約價值的5%至10%一年。

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28. BANK BORROWINGS

28. 銀行借款

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|------------------------------|-----------|-----------------------------------|-----------------------------------|
| Unsecured and guaranteed | 無抵押及有擔保 | 8,000 | 13,000 |
| Unsecured and unguaranteed | 無抵押及無擔保 | 30,000 | 8,100 |
| | | 38,000 | 21,100 |
| Carrying amounts repayable | 應償還賬面值 | | |
| Within one-year or on demand | 一年內或按要求償還 | 38,000 | 21,100 |

The amount of banking facilities and the utilisation as at 31 December 2022 and 2021 are set out as follows:

於2022年及2021年12月31日的銀行融資金額及其動用情況載列如下：

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|---------------------------|---------|-----------------------------------|-----------------------------------|
| Facilities granted | 獲授融資 | 40,000 | 26,000 |
| Less: facilities utilised | 減：已動用融資 | (38,000) | (21,100) |
| Unused facilities | 未動用融資 | 2,000 | 4,900 |

Bank loans with carrying amounts of approximately RMB30,000,000 (2021: RMB21,100,000) carry at fixed interest rates ranged from 3.65% to 5.50% per annum (2021: 4.00% to 6.60% per annum) as at 31 December 2022.

於2022年12月31日，賬面值約人民幣30,000,000元（2021年：人民幣21,100,000元）的銀行貸款，按固定年利率介乎3.65%至5.50%（2021年：4.00%至6.60%）計息。

A bank loan with carrying amount of approximately RMB8,000,000 (2021: nil) bearing interest rates of China Loan Prime Rate plus 0.1% with an effective interest at floating rate of 3.8% per annum as at 31 December 2022.

於2022年12月31日，賬面值約人民幣8,000,000元（2021年：無）的銀行貸款，按中國貸款市場報價利率加0.1%計息，實際利息按浮動年利率3.8%計算。

As at 31 December 2022 and 2021, the guaranteed bank borrowings are guaranteed by independent third party financial institutions.

於2022年及2021年12月31日，有擔保銀行借款由獨立第三方金融機構擔保。

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28. BANK BORROWINGS (CONTINUED)

As at 31 December 2022, bank facilities of approximately RMB9,000,000 (2021: RMB13,000,000) are subjected to the fulfilment of covenants relating to certain of a subsidiary's balance sheet ratios, as are commonly found in leading arrangements with financial institutions. If the Group were to breach the covenants the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with these covenants. Throughout the reporting period, the Group has complied with the covenants relating to drawn down facilities.

28. 銀行借款(續)

於2022年12月31日，銀行融資約人民幣9,000,000元(2021年：人民幣13,000,000元)一般須達成與金融機構的貸款安排中出現的有關若干附屬公司資產負債表比率的契據後方可作實。倘本集團違反契據，所提取融資將須按要求償還。本集團定期監控其遵守該等契據的情況。於整個報告期間，本集團一直遵守有關提取融資之契據。

29. DEFERRED TAX LIABILITIES

29. 遞延稅項負債

| | | Revaluation of intangible assets 無形資產重估 RMB'000 人民幣千元 |
|--|------------------------|--|
| 1 January 2021 | 於2021年1月1日 | (496) |
| Credited to profit or loss (Note 13) | 計入損益(附註13) | 84 |
| At 31 December 2021 and 1 January 2022 | 於2021年12月31日及2022年1月1日 | (412) |
| Charged to profit or loss (Note 13) | 自損益支銷(附註13) | 84 |
| At 31 December 2022 | 於2022年12月31日 | (328) |

No deferred tax asset has been recognised in respect of the unused tax losses amounted to approximately RMB4,332,000 (2021: RMB3,758,000) arising in PRC as at 31 December 2022, respectively, due to the unpredictability of future profit streams. The unused tax losses can be expired in five years.

由於未來溢利流難以預測，故本集團概無就於2022年12月31日於中國產生之分別約為人民幣4,332,000元(2021年：人民幣3,758,000元)的未動用稅項虧損確認遞延稅項資產。該等未動用稅項虧損可能於五年內到期。

As at 31 December 2022, the aggregate amount of temporary differences associated with investments in subsidiaries for which deferred tax liabilities have not been recognised totalled approximately RMB231,350,000 (2021: RMB150,427,000), as the Directors consider that timing of reversal of the related temporary differences can be controlled and it is probable that such differences will not be reversed in the foreseeable future.

於2022年12月31日，與於附屬公司之投資相關且並無就此確認遞延稅項負債的暫時差額累計總額為約人民幣231,350,000元(2021年：人民幣150,427,000元)，蓋因董事認為相關暫時差額的撥回時間無法控制且有關差額可能於可見未來將不會獲撥回。

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30. SHARE CAPITAL

30. 股本

| | | Number of shares 股份數目 | Amount 金額 RMB'000 人民幣千元 |
|---|---------------------------|-----------------------------|----------------------------------|
| Authorised: | 法定： | | |
| At 1 January 2021 | 於2021年1月1日 | 50,000 | 336 |
| Share subdivision (Note i) | 股份拆細(附註i) | 49,950,000 | - |
| At 31 December 2021 | 於2021年12月31日 | 50,000,000 | 336 |
| Increase in authorised shares | 法定股份增加 | 1,950,000,000 | 13,580 |
| At 31 December 2022 of US\$0.001 each | 於2022年12月31日 每股0.001美元 | 2,000,000,000 | 13,916 |
| Issued and fully paid: | 已發行及繳足： | | |
| At 1 January 2021 | 於2021年1月1日 | 100 | 1 |
| Share subdivision (Note i) | 股份拆細(附註i) | 99,900 | - |
| At 31 December 2021 | 於2021年12月31日 | 100,000 | 1 |
| Capitalisation issue of share (Note ii) | 資本化發行股份(附註ii) | 749,900,000 | 5,092 |
| Issue of shares pursuant to the share offer (Note iii) | 根據股份發售發行股份(附註iii) | 250,000,000 | 1,697 |
| At 31 December 2022 of US\$0.001 each | 於2022年12月31日每股0.001美元 | 1,000,000,000 | 6,790 |

Notes:

- (i) The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 8 August 2017 with an authorised share capital of US\$50,000 divided into 50,000 ordinary shares with a par value of US\$1 each. Upon its incorporation, one fully paid ordinary share of US\$1 was issued to its first subscriber, which was then transferred to Tanshin Investments. On the same date, the Company allotted and issued 79 fully paid ordinary shares of US\$1 each to Tanshin Investments, and 20 fully paid ordinary shares of US\$1 each to Sprus Investments, respectively.

On 28 March 2019, Tanshin Investments transferred 20 ordinary shares to Vican Investments at a consideration of US\$20, and Sprus Investments transferred 5 ordinary shares to Vican Investments at a consideration of US\$5. As such, Tanshin Investments, Vican Investments and Sprus Investments hold 60, 25 and 15 of ordinary shares of the Company, respectively.

附註：

- (i) 於2017年8月8日，本公司在開曼群島註冊成立為獲豁免有限公司，法定股本為50,000美元，分為50,000股每股面值1美元的普通股。於其註冊成立後，向第一位認購人發行一股1美元的繳足普通股，該股份其後轉讓予天歡投資。同日，本公司分別向天歡投資及雲杉投資配發及發行79股每股1美元的繳足普通股及20股每股1美元的繳足普通股。

於2019年3月28日，天歡投資以20美元的代價將20股普通股轉讓予緯晨投資，而雲杉投資以5美元的代價將5股普通股轉讓予緯晨投資。因此，天歡投資、緯晨投資及雲杉投資分別持有本公司60股、25股及15股普通股。

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30. SHARE CAPITAL (CONTINUED)

Notes: (Continued)

(i) (Continued)

Pursuant to an ordinary resolution of the Company dated 29 January 2021, each ordinary share of a par value of US\$1 in the authorised share capital of the Company (including issued and unissued share capital) was subdivided into 1,000 Shares of a par value of US\$0.001 each ("**Share Subdivision**"). Immediately following the Share Subdivision, the authorised share capital of the Company became US\$50,000 divided into 50,000,000 shares of par value of US\$0.001 each, all of which were designated as ordinary shares and that the number of issued ordinary shares to Tanshin Investments, Vicen Investments and Sprus Investments became 60,000 shares of par value of US\$0.001 each, 25,000 shares of par value of US\$0.001 each and 15,000 ordinary shares of par value of US\$0.001 each, respectively.

(ii) On 17 October 2022, the Company capitalised an amount of approximately US\$749,000 (equivalent to RMB5,092,000) standing to the credit of share premium account of the Company and the said sum was applied in paying up full the 749,900,000 shares issued to the shareholders immediately prior to the Listing according to their respective shareholding.

(iii) On 17 October 2022, the Company listed its shares on the Main Board of the Stock Exchange with public offer shares of 250,000,000 at an issue price of HK\$0.64 per share for total proceeds (before related fees and expenses) of HK\$160,000,000 (equivalent to RMB141,504,000). The transaction costs attributable to issue of shares in the Listing amounting to RMB\$21,882,000 was treated as a deduction from share premium.

30. 股本(續)

附註：(續)

(i) (續)

根據本公司日期為2021年1月29日的普通決議案，本公司法定股本中每股面值為1美元的普通股(包括已發行及尚未發行股本)被拆細為1,000股每股面值為0.001美元的股份(「股份拆細」)。緊隨股份拆細後，本公司法定股本為50,000美元，分為50,000,000股每股面值0.001美元的股份，所有股份已指定為普通股，而已發行予天歡投資、緯晨投資及雲杉投資的普通股數目則分別為60,000股每股面值0.001美元的股份、25,000股每股面值0.001美元的股份及15,000股每股面值0.001美元的普通股。

(ii) 於2022年10月17日，本公司將本公司股份溢價賬的進賬額約749,000美元(相當於人民幣5,092,000元)資本化，有關款項用於悉數繳足749,900,000股股份，有關股份於緊接上市前按股東各自持股比例向其發行。

(iii) 於2022年10月17日，本公司將其股份於聯交所主板上市，公開發售股份為250,000,000股，發行價為每股0.64港元，所得款項總額(扣除相關費用及開支前)為160,000,000港元(相當於人民幣141,504,000元)。上市發行股份應佔交易成本人民幣21,882,000元被處理為股份溢價扣除項。

Notes to the Consolidated Financial Statements

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31. RESERVES

Details of the movements on the Group's reserves are set out in the consolidated statement of changes in equity.

Movements on the Company's reserves are as follows:

31. 儲備

本集團儲備變動詳情載於綜合權益變動表。

本公司儲備變動如下：

| | | Share premium 股份溢價 RMB'000 人民幣千元 | Accumulated losses 累計虧損 RMB'000 人民幣千元 | Translation reserve 匯兌儲備 RMB'000 人民幣千元 | Total 總計 RMB'000 人民幣千元 |
|---|----------------------------|--|---|--|---------------------------------|
| 1 January 2021 | 於2021年1月1日 | - | (6,190) | 33 | (6,157) |
| Loss for the year | 年內虧損 | - | (13,642) | - | (13,642) |
| Other comprehensive income for the year | 年內其他全面收入 | - | - | 6 | 6 |
| At 31 December 2021 and 1 January 2022 | 於2021年12月31日及2022年1月1 日 | - | (19,832) | 39 | (19,793) |
| Loss for the year | 年內虧損 | - | (12,575) | - | (12,575) |
| Capitalisation issue of share | 資本化發行股份 | (5,092) | - | - | (5,092) |
| Transaction costs attributable to the share offering | 股份發售應佔交易成本 | (21,882) | - | - | (21,882) |
| Issue of shares pursuant to the share offering | 根據股份發售發行股份 | 139,807 | - | - | 139,807 |
| Other comprehensive income for the year | 年內其他全面收入 | - | - | (585) | (585) |
| At 31 December 2022 | 於2022年12月31日 | 112,833 | (32,407) | (546) | 79,880 |

(a) Share premium

Share premium represented the amount subscribed for share capital in excess of nominal value.

(a) 股份溢價

股份溢價指認購股本的金額超出面值部分。

(b) Other reserves

It represents difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

(b) 其他儲備

其代表非控股權益的調整金額與直接於權益中確認並歸屬於本公司擁有人的已付或已收代價的公平價值之間的差額。

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31. RESERVES (CONTINUED)

(c) Statutory reserves

In accordance with the relevant regulation in PRC, a subsidiary operating in the PRC is required to transfer 10% of its profits after tax, as determined under the accounting regulations in the PRC, to the statutory surplus reserve, until the balance of the fund reaches 50% of its respective registered capital. The statutory surplus reserve is non-distributable, and is subject to certain restrictions set out in the relevant regulations in the PRC. This reserve can be used either to offset against accumulated losses or be capitalised as paid-up capital. However, such balance of the statutory surplus reserve must be maintained at a minimum of 25% of paid-up capital after the above usages.

(d) Translation reserves

It comprises all foreign exchange differences arising from the translation of the financial statements of operations with functional currency other than RMB.

(e) Retained earnings

It represents cumulative net profits recognised in the consolidated statement of profit or loss and other comprehensive income.

32. CAPITAL COMMITMENTS

At the 31 December 2022 and 2021, the Group had no significant capital commitments.

31. 儲備(續)

(c) 法定儲備

根據中國相關規例，於中國經營的附屬公司須轉撥其根據中國會計規例所釐定的10%除稅後溢利予法定盈餘儲備，直至資金結餘達到其各自註冊資本的50%。法定盈餘儲備屬不可分派且須遵守若干載於中國相關規例的限制。該儲備可用作抵銷累計虧損或資本化為實收資本。然而，用於上述用途後之有關法定盈餘儲備結餘須維持於最低實收資本的25%。

(d) 匯兌儲備

其包括換算以除人民幣之外的功能貨幣到值的業務財務報表所產生的所有匯兌差額。

(e) 保留盈利

其指於綜合損益及其他全面收入表確認的累計純利。

32. 資本承擔

於2022年及2021年12月31日，本集團並無重大資本承擔。

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33. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION

33. 控股公司財務狀況表

| | Notes 附註 | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|--------------------|-----------------------------------|-----------------------------------|
| ASSETS AND LIABILITIES | 資產及負債 | | |
| Non-current assets | 非流動資產 | | |
| Investment in subsidiaries | 於附屬公司投資 | —* | —* |
| Current assets | 流動資產 | | |
| Prepayments | 預付款項 | — | 5,355 |
| Amount due from an immediate holding company | 應收一家直接控股公司款項 | — | 15 |
| Amounts due from subsidiaries | 應收附屬公司款項 | 85,032 | 13 |
| Cash and cash equivalents | 現金及現金等價物 | 42,231 | 44 |
| Total assets | 資產總值 | 127,263 | 5,427 |
| Current liabilities | 流動負債 | | |
| Other payables | 其他應付款項 | 821 | 2,528 |
| Amounts due to subsidiaries | 應付附屬公司款項 | 39,772 | 21,490 |
| Amounts due to related parties | 應付關聯方款項 | — | 1,201 |
| | | 40,593 | 25,219 |
| Net current assets/(liabilities) | 流動資產/(負債)淨值 | 86,670 | (19,792) |
| Net assets/(liabilities) | 資產/(負債)淨值 | 86,670 | (19,792) |
| Equity | 權益 | | |
| Share capital | 股本 | 6,790 | 1 |
| Reserves | 儲備 | 79,880 | (19,793) |
| TOTAL EQUITY/CAPITAL DEFICIENCY | 權益/資本虧絀總額 | 86,670 | (19,792) |

* Represents the amount less than RMB1,000

* 指少於人民幣1,000元的金額。

On behalf of the board of directors
代表董事會

Mr. Chen Ping
陳平先生
Director
董事

Mr. Tian Huan
田歡先生
Director
董事

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34. PARTICULARS OF SUBSIDIARIES

34. 附屬公司詳情

The following are the details of the Company's subsidiaries as at 31 December 2022:

本公司附屬公司於2022年12月31日的詳情如下：

| Name 名稱 | Country and date of incorporation/ establishment and form of business structure 註冊成立／成立國家及日期以及業務結構形式 | Issued and paid up share capital 已發行及繳足股本 | Attributable equity interest 應佔股本權益 | | Principal activities and place of operations 主營業務及營業地點 |
|--|---|---|--|----------------|---|
| | | | Direct 直接 | Indirect 間接 | |
| Rego International Holdings Limited ("Rego BVI") 潤歌國際控股有限公司 (「潤歌BVI」) | British Virgin Islands 15 August 2017 Limited liability company 英屬處女群島 2017年8月15日 有限公司 | United States Dollars ("US\$") ¹ 1美元(「美元」) | 100% | – | Investment holding in Hong Kong 於香港投資控股 |
| Vicen International Holdings (Hong Kong) Limited ("Vicen HK") 緯晨國際控股(香港)有限公司 (「緯晨HK」) | Hong Kong 4 August 2017 Limited liability company 香港 2017年8月4日 有限公司 | Hong Kong Dollars ("HK\$") ¹ 港元(「港元」) ¹ | 100% | – | Investment holding in Hong Kong 於香港投資控股 |
| Rego Investments Limited ("Rego HK") 潤歌投資有限公司(「潤歌HK」) | Hong Kong 4 September 2017 Limited liability company 香港 2017年9月4日 有限公司 | HK\$1 1港元 | – | 100% | Investment holding in Hong Kong 於香港投資控股 |

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34. PARTICULARS OF SUBSIDIARIES (CONTINUED)

34. 附屬公司詳情(續)

| Name 名稱 | Country and date of incorporation/ establishment and form of business structure 註冊成立／成立國家及 日期以及業務結構形式 | Issued and paid up share capital 已發行及繳足股本 | Attributable equity interest 應佔股本權益 | | Principal activities and place of operations 主營業務及營業地點 |
|---|--|---|--|----------------|--|
| | | | Direct 直接 | Indirect 間接 | |
| Hangzhou Rego Network Company Limited ("Hangzhou Rego") | PRC 25 June 2009 Limited liability company | RMB15,000,000 | - | 100% | Marketing and promotion Services and IT solutions services in the PRC |
| 杭州潤歌網絡有限公司 (「杭州潤歌」) | 中國 2009年6月25日 有限公司 | 人民幣15,000,000元 | - | 100% | 於中國的營銷及推廣服務 及IT解決方案服務 |
| Hangzhou Runsheng Network Technology Company Limited ("Hangzhou Runsheng") | PRC 16 November 2017 Limited liability company | RMB10,000,000 | - | 100% | Marketing and promotion services in the PRC |
| 杭州潤升網絡科技有限公司 (「杭州潤升」) | 中國 2017年11月16日 有限公司 | 人民幣10,000,000元 | - | 100% | 於中國的營銷及推廣服務 |
| Hainan Rego Network Technology Company Limited ("Hainan Rego") | PRC 22 July 2019 Limited liability company | RMB1,000,000 | - | 100% | Marketing and promotion services in the PRC |
| 海南潤歌網絡科技有限公司 (「海南潤歌」) | 中國 2019年7月22日 有限公司 | 人民幣1,000,000元 | - | 100% | 於中國的營銷及推廣服務 |
| Xi'an Tiantai Innovation Technology Company Limited ("Xi'an Tiantai") | PRC 13 June 2007 Limited liability company | RMB10,000,000 | - | 100% | Solutions on lottery related software systems and equipment in the PRC |
| 西安天泰創新科技有限公司 (「西安天泰」) | 中國 2007年6月13日 有限公司 | 人民幣10,000,000元 | - | 100% | 於中國的彩票相關軟件系 統及設備解決方案 |

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34. PARTICULARS OF SUBSIDIARIES (CONTINUED)

34. 附屬公司詳情(續)

| Name 名稱 | Country and date of incorporation/ establishment and form of business structure 註冊成立／成立國家及 日期以及業務結構形式 | Issued and paid up share capital 已發行及繳足股本 | Attributable equity interest 應佔股本權益 | | Principal activities and place of operations 主營業務及營業地點 |
|---|--|---|--|----------------|--|
| | | | Direct 直接 | Indirect 間接 | |
| Shenzhen Rego Network Technology Company Limited ("Shenzhen Rego") 深圳潤歌網絡科技有限公司 (「深圳潤歌」) | PRC 13 April 2021 Limited liability company 中國 2021年4月13日 有限公司 | RMB1,000,000 人民幣1,000,000元 | - | 100% | Marketing and promotion services in the PRC 於中國的營銷及推廣服務 |
| Yuncaitong Technology (Beijing) Company Limited ("Yuncaitong") 雲彩通科技(北京)有限公司 (「雲彩通」) | PRC 7 March 2016 Limited liability company 中國 2016年3月7日 有限公司 | RMB50,000,000 人民幣50,000,000元 | - | 100% | Marketing and promotion services in the PRC 於中國的營銷及推廣服務 |
| Zhejiang Rego Investment Limited ("Zhejiang Rego") 浙江潤歌股權投資有限公司 (「浙江潤歌」) | PRC 19 October 2022 Limited liability company 中國 2022年 10月19日 有限公司 | RMB50,000,000 人民幣50,000,000元 | - | 100% | Investment holding in PRC 於中國投資控股 |

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35. RELATED PARTY TRANSACTIONS

35. 關聯方交易

(a) Related party transactions

(a) 關聯方交易

Save as disclosed elsewhere in the consolidated financial statements, the Group had the following material transactions with related party during the year:

除該等綜合財務報表其他地方所披露者外，本集團年內與關聯方有下列重大交易：

| Name of related party 關聯方名稱 | Relationship 關係 | Nature of transactions 交易性質 | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|-------------------------|---|-----------------------------------|-----------------------------------|
| Zhejiang Yuanxing Information Technology Co. Ltd 浙江元幸信息科技有限公司 | Related company 關聯公司 | Revenue from provision of marketing and promotion services 提供營銷及推廣服務所得收益 | 651 | 658 |

Note:

附註：

The above related party transactions were conducted in accordance with terms mutually agreed between the parties.

以上關聯方交易按各方一致同意的條款進行。

(b) Compensation of key management personnel

(b) 主要管理人員報酬

Remuneration for key management personnel of the Group, including directors' remuneration as disclosed in Note 12(a), is as follows:

附註12(a)所披露本集團主要管理人員的薪酬(包括董事的薪酬)如下：

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|----------------|-----------------------------------|-----------------------------------|
| Salaries and allowances | 薪金及津貼 | 2,721 | 2,223 |
| Discretionary bonus | 酌情花紅 | 205 | - |
| Contributions to defined contribution retirement plans | 向定額供款退休計劃作出的供款 | 584 | 414 |
| | | 3,510 | 2,637 |

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36. MATERIAL INTERESTS OF DIRECTORS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Except as disclosed in Note 35 to the consolidated financial statements, no contracts of significance to which the Company's subsidiaries was a party and in which a director of the Company or an entity connected with a director had a material interest, whether directly or indirectly, subsisted during or at the end of the financial year.

36. 董事於交易、安排或合約的重大權益

除綜合財務報表附註35所披露者外，概無由本公司附屬公司訂立且本公司董事或董事關連實體於其中擁有重大權益（不論直接或間接）的於財政年度期間或財政年度末仍存續的重大合約。

37. NOTE SUPPORTING CONSOLIDATED STATEMENT OF CASH FLOWS

Reconciliation of liabilities arising from financing activities

37. 綜合現金流量表附註

融資活動所產生負債的對賬

| | | Lease liabilities 租賃負債 RMB'000 人民幣千元 (Note 19(b)) (附註19(b)) | Bank borrowings 銀行借款 RMB'000 人民幣千元 (Note 28) (附註28) |
|--|--------------|--|--|
| As at 1 January 2022 | 於2022年1月1日 | – | 21,100 |
| Changes from cash flows: | 現金流量變動： | | |
| Proceeds from borrowings | 借款所得款項 | – | 42,500 |
| Repayments of borrowings | 償還借款 | – | (25,600) |
| Repayments of principal portion of lease liabilities | 償還租賃負債的本金部分 | (3) | – |
| Interest paid | 已付利息 | (3) | (1,635) |
| Total changes from cash flows | 現金流量變動總額 | (6) | 15,265 |
| Other changes: | 其他變動： | | |
| Addition of lease liabilities | 新增租賃負債 | 354 | – |
| Interest expense | 利息開支 | 3 | 1,635 |
| Total other changes | 其他變動總額 | 357 | 1,635 |
| As at 31 December 2022 | 於2022年12月31日 | 351 | 38,000 |

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37. NOTE SUPPORTING CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

37. 綜合現金流量表附註(續)

Reconciliation of liabilities arising from financing activities (Continued)

融資活動所產生負債的對賬(續)

| | | Lease liabilities 租賃負債 RMB'000 人民幣千元 (Note 19(b)) (附註19(b)) | Bank borrowings 銀行借款 RMB'000 人民幣千元 (Note 28) (附註28) |
|--|----------------------|--|--|
| As at 1 January 2021 | 於 2021年1月1日 | 7 | 10,370 |
| Changes from cash flows: | 現金流量變動： | | |
| Proceeds from borrowings | 借款所得款項 | – | 26,100 |
| Repayments of borrowings | 償還借款 | – | (15,370) |
| Repayments of principal portion of lease liabilities | 償還租賃負債的本金部分 | (7) | – |
| Interest paid | 已付利息 | (1) | (673) |
| Total changes from cash flows | 現金流量變動總額 | (8) | 10,057 |
| Other changes: | 其他變動： | | |
| Interest expense | 利息開支 | 1 | 673 |
| Total other changes | 其他變動總額 | 1 | 673 |
| As at 31 December 2021 | 於 2021年12月31日 | – | 21,100 |

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綜合財務報表附註

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38. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts presented in the consolidated statement of financial position relate to the following categories of financial assets and financial liabilities.

38. 按類別劃分的金融資產及金融負債概要

綜合財務狀況表內所列賬面值與下列類別的金融資產及金融負債有關。

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|--------------|-----------------------------------|-----------------------------------|
| Financial assets | 金融資產 | | |
| Measured at fair value through profits and losses: | 按公平價值計入損益計量： | | |
| Prepayment | 預付款項 | 2,696 | – |
| Measured at amortised cost: | 按攤銷成本計量： | | |
| Trade receivables | 貿易應收款項 | 98,111 | 82,189 |
| Deposits and other receivables | 按金及其他應收款項 | 7,533 | 7,969 |
| Amounts due from related parties | 應收關聯方款項 | – | 96 |
| Cash and cash equivalents | 現金及現金等價物 | 186,849 | 61,475 |
| | | 295,189 | 151,729 |
| Financial liabilities | 金融負債 | | |
| Measured at amortised cost: | 按攤銷成本計量： | | |
| Trade payables | 貿易應付款項 | 15,716 | 40,525 |
| Other payables and accrued expenses | 其他應付款項及應計費用 | 4,993 | 8,025 |
| Amounts due to related parties | 應付關聯方款項 | – | 27,677 |
| Bank borrowings | 銀行借款 | 38,000 | 21,100 |
| | | 58,709 | 97,327 |
| Lease liabilities | 租賃負債 | 351 | – |
| | | 59,060 | (97,327) |

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39. FINANCIAL RISK MANAGEMENT

The Group is exposed to a variety of financial risks which comprise credit risk, liquidity risk, interest rate risk and currency risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

The Group's financial risk management policy seeks to ensure that adequate resources are available to manage the above risks and to create value for its shareholders. As the directors consider that the Group's exposure to financial risk is kept at a minimum level, the Group does not hold or issue derivative financial instruments either for hedging or trading purposes.

The Group's financial risk management policy seeks to ensure that adequate resources are available to manage the above risks and to create value for its shareholders.

(a) Credit risk

The Group's credit risk is primarily attributable to its trade receivables, contract assets, deposits and other receivables, amounts due from related parties and deposits with banks and financial institutions. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

39. 財務風險管理

本集團面臨多種財務風險，包括信貸風險、流動資金風險、利率風險及貨幣風險。本集團的整體風險管理計劃專注於金融市場難以預測的因素，並盡量降低對本集團財務表現造成的潛在不利影響。管理層管理及監控該等風險，以確保能及時有效實行合適的措施。

本集團的財務風險管理政策旨在確保有充足資源可用於管理上述風險，並為股東創造價值。由於董事認為本集團的財務風險維持在最低水平，故本集團並無持有或發行用作對沖或買賣的衍生金融工具。

本集團的財務風險管理政策旨在確保有充足資源可用於管理上述風險，並為股東創造價值。

(a) 信貸風險

本集團的信貸風險主要來自其貿易應收款項、合約資產、按金及其他應收款項、應收關聯方款項及銀行及金融機構存款。管理層訂有信貸政策，並持續監控該等信貸風險。

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39. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Credit risk (Continued)

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customers as well as pertaining to the economic environment in which the customers operate. Ongoing credit evaluation is performed on the financial condition of trade customers and, where appropriate, credit guarantee insurance cover is purchased. Trade receivables are due within 5 to 60 days from the date of billing. Normally, the Group does not obtain collateral from customers.

At 31 December 2022 and 2021, the Group has a concentration of credit risk on trade receivables from 1 and 1 customers respectively. The management of the Group considers the credit risk of the trade receivables from these customers is limited as the Group continuously perform credit evaluation on the financial conditions of these debtors. Given the strong business relationship established with these customers, the regular payments made according to contract terms and the financial capability of these customers, the management of the Group does not expect that there will be any significant credit risk from the non-performance of these customers.

39. 財務風險管理(續)

(a) 信貸風險(續)

就貿易及其他應收款項而言，本集團對於所有要求若干信貸金額的客戶均會進行個別信貸評估。該等評估主要針對客戶過往到期時的還款記錄及現時的還付能力，並考慮客戶的特定資料及客戶所處的經濟環境的資料。本集團會對貿易客戶的財務狀況進行持續信貸評估，並在適當情況下購買信貸擔保保險。貿易應收款項於發票日期起計5至60日內到期。本集團一般不會向客戶收取抵押品。

於2022年及2021年12月31日，本集團分別有來自一名及一名客戶的貿易應收款項的信貸集中風險。由於本集團持續對此等債務人的財務狀況進行信貸評估，故本集團管理層認為來自該等客戶的貿易應收款項的信貸風險有限。鑒於與該等客戶建立的穩固業務關係、根據合約條款作出的定期付款及該等客戶的財務能力，本集團管理層預期不會因該等客戶的不履約而產生任何重大信貸風險。

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39. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Credit risk (Continued)

The Group measures loss allowances for trade receivables and contract assets at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

2022

| | | Expected loss rate 預期 虧損率 % | Gross carrying amount 賬面總值 RMB'000 人民幣千元 | Lifetime ECL 全期預期 信貸虧損 RMB'000 人民幣千元 | Net carrying amounts 賬面淨值 RMB'000 人民幣千元 |
|---|---------------------|---|---|---|--|
| Current (not past due) | 即期(尚未逾期) | 0.76% | 63,645 | (486) | 63,159 |
| Less than 1 month past due | 逾期一個月內 | 2.17% | 27,727 | (602) | 27,125 |
| More than 1 month past due but less than 3 months past due | 逾期一個月以上但少於三個月 逾期 | 5.07% | 8,206 | (416) | 7,790 |
| More than 3 months past due but less than 6 months past due | 逾期三個月以上但少於六個月 逾期 | 22.27% | 662 | (148) | 514 |
| More than 6 months past due but less than 1 year past due | 逾期六個月以上但少於一年 逾期 | 88.46% | 13,583 | (12,015) | 1,568 |
| More than one year past due | 逾期一年以上 | 50.10% | 315 | (158) | 157 |
| | | | 114,138 | (13,825) | 100,313 |

39. 財務風險管理(續)

(a) 信貸風險(續)

本集團使用撥備矩陣按等於全期預期信貸虧損的金額計量貿易應收款項及合約資產的虧損撥備。由於根據本集團的過往信貸虧損經驗，不同細分客戶群發生損失的情況無顯著差異，因此基於過往逾期資料的虧損撥備並未進一步區分本集團之不同客戶群。

2022年

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39. FINANCIAL RISK MANAGEMENT (CONTINUED)

39. 財務風險管理(續)

(a) Credit risk (Continued)

(a) 信貸風險(續)

2021

2021年

| | | Expected loss rate 預期信貸 虧損率 % | Gross carrying amount 賬面總值 RMB'000 人民幣千元 | Lifetime ECL 全期預期 信貸虧損 RMB'000 人民幣千元 | Net carrying amounts 賬面淨值 RMB'000 人民幣千元 |
|---|---------------------|---|---|---|--|
| Current (not past due) | 即期(尚未逾期) | 7.02% | 81,076 | (5,689) | 75,387 |
| Less than 1 month past due | 逾期一個月內 | 1.97% | 9,454 | (186) | 9,268 |
| More than 1 month past due but less than 3 months past due | 逾期一個月以上但少於三個月 逾期 | 4.51% | 399 | (18) | 381 |
| More than 3 months past due but less than 6 months past due | 逾期三個月以上但少於六個月 逾期 | | | | |
| More than 6 months past due but less than 1 year past due | 逾期六個月以上但少於一年 逾期 | n/a不適用 | - | - | - |
| More than one year past due | 逾期一年以上 | n/a不適用 | - | - | - |
| | | 51.53% | 359 | (185) | 174 |
| | | | 91,288 | (6,078) | 85,210 |

Expected credit loss rates are based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment which may impact the customers' ability to repay the outstanding balances in order to estimate the ECLs for the impairment assessment.

預期信貸虧損率乃根據本集團的過往信貸虧損經驗，並就與債務人及可能影響客戶償還未償還結餘能力的經濟環境有關的特定前瞻性因素作出調整，以就減值評估估計預期信貸虧損。

In addition, the directors of the Company considered that the presumption of default has occurred when the instrument is more than 90 days past due would be rebutted by considering the expected subsequent and historical repayment from the trade debtors.

此外，本公司董事認為，經考慮來自貿易債務人的預期後續及歷史還款，工具逾期超過90日則發生違約的假設將被推翻。

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39. FINANCIAL RISK MANAGEMENT (CONTINUED)

(a) Credit risk (Continued)

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The Group defines counterparties as having similar characteristics if they are related entities.

Deposits and other receivables

In respect of deposits and other receivables, the Group monitors the exposures and manages deposits and other receivables based on historical settlement records and past experience. At each reporting date, the credit risk on deposits and other receivables have not increased significantly since initial recognition, the Group measures loss allowances for deposits and other receivables at an amount equal to 12-month ECL.

Amounts due from related parties

The credit risk on amounts due from related parties is limited because of the nature of these balances, credit quality of the counterparties and the historical settlement record.

Deposit with banks and financial institution

All bank balances and bank deposits are held at reputable financial institutions and there is no significant concentration risk to a single counterparty and there is no history of defaults from these counterparties. Therefore, ECL rate of the deposits is assessed to be minimal.

39. 財務風險管理(續)

(a) 信貸風險(續)

本集團並無任何重大信貸風險集中於任何單一對手方或任何一組特質相若之對手方。倘彼等為關聯實體，則本集團將該等對手方定義為具有相似特徵的對手方。

按金及其他應收款項

就按金及其他應收款項而言，本集團根據歷史結算記錄及過往經驗監控風險及管理按金及其他應收款項。於各報告日期，按金及其他應收款項的信貸風險自初步確認以來尚未大幅增加。本集團按等於12個月的預期信貸虧損的金額計量按金及其他應收款項的虧損撥備。

應收關聯方款項

考量有關結餘的性質、對手方的信貸質量以及歷史結算記錄，來自應收關聯方款項的信貸風險屬有限。

銀行及金融機構存款

所有銀行結餘及銀行存款均存放於信譽良好的金融機構，不存在對單一對手方的重大集中風險，該等對手方亦無違約記錄。因此，存款的預期信貸虧損率被評估為極低。

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39. FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Liquidity risk

In the management of liquidity risk, the Group's policy is to regularly monitor its liquidity requirements in order to maintain sufficient reserve of cash and adequate committed lines of funding from major banks, if necessary, to meet its liquidity requirements in the short and long term. The liquidity policies have been followed by the Group during the year and are considered to have been effective in managing liquidity risk.

39. 財務風險管理(續)

(b) 流動資金風險

本集團管理流動資金風險的政策為定期監控其流動資金需求的情況，以維持充足現金儲備，以及從主要銀行獲得足夠承諾資金額度(如必要)，以滿足其短期及長期流動資金需求。於年內，本集團一直沿用該等流動資金政策，並認為有關政策一直有效管理流動資金風險。

| | | Carrying amount | Total contractual undiscounted cash flow 合約未貼現現金流量總額 | Within one year or on demand | Between one to two years |
|-------------------------------------|---------------------|------------------|---|------------------------------|--------------------------|
| | | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| At 31 December 2022 | 於2022年12月31日 | | | | |
| Trade payables | 貿易應付款項 | 15,716 | 15,716 | 15,716 | - |
| Other payables and accrued expenses | 其他應付款項及應計費用 | 4,993 | 4,993 | 4,993 | - |
| Bank borrowings | 銀行借款 | 38,000 | 38,839 | 38,839 | - |
| Lease liabilities | 租賃負債 | 351 | 370 | 202 | 168 |
| | | 59,060 | 59,918 | 59,750 | 168 |

| | | Carrying amount | Total contractual undiscounted cash flow 合約未貼現現金流量總額 | Within one year or on demand | Between one to two years |
|-------------------------------------|---------------------|------------------|---|------------------------------|--------------------------|
| | | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 | RMB'000 人民幣千元 |
| At 31 December 2021 | 於2021年12月31日 | | | | |
| Trade payables | 貿易應付款項 | 40,525 | 40,525 | 40,525 | - |
| Other payables and accrued expenses | 其他應付款項及應計費用 | 8,025 | 8,025 | 8,025 | - |
| Amounts due to related parties | 應付關聯方款項 | 27,677 | 27,677 | 27,677 | - |
| Bank borrowings | 銀行借款 | 21,100 | 22,210 | 22,210 | - |
| | | 97,327 | 98,437 | 98,437 | - |

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39. FINANCIAL RISK MANAGEMENT (CONTINUED)

(c) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances and bank borrowing. The Group currently does not have a policy on cash flow hedges of interest rate risk. However, management monitors interest rate exposure and will consider hedging significant interest rate risk should a need arise.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate bank balances and bank borrowing. The analysis is prepared assuming that the amount of assets and liabilities outstanding at the end of year were outstanding for the whole year. 25 basis points increase or decrease represent management's assessment of the reasonably possible change in interest rates of bank balances.

If interest rates on bank balances and bank borrowing had been 25 basis points higher/lower and all other variables were held constant, the potential effect on the Group's post-tax profit or loss for the years ended 31 December 2022 and 2021 is as follows:

39. 財務風險管理(續)

(c) 利率風險

本集團面臨與浮息銀行結餘及銀行借貸有關的現金流量利率風險。本集團現時並無制定利率風險的現金流量對沖政策。然而，管理層會監控利率風險，並將於需要時考慮對沖重大利率風險。

敏感度分析

下述敏感度分析乃根據有關浮息銀行結餘及銀行借貸的利率風險釐定。編製分析時，已假設於年末的未償還資產及負債金額於整個年度均未償還。上升或下降25個基點為管理層對銀行結餘的利率合理潛在變動進行的評估。

倘銀行結餘及銀行借貸的利率上升／下降25個基點及所有其他變數保持不變，則對本集團截至2022年及2021年12月31日止年度的除稅後溢利或虧損的潛在影響如下：

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|-------------|-----------------------------------|-----------------------------------|
| Increase/(decrease) in profit for the year | 年內溢利增加／(減少) | | |
| – as a result of increase in interest rate | — 由於利率上升 | 407 | 115 |
| – as a result of decrease in interest rate | — 由於利率下降 | (407) | (115) |

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39. FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Currency risk

The Group operates in the PRC with transactions denominated in RMB. At the end of the financial year, certain bank balances and intercompany balances of the Group are denominated in or linked to foreign currencies, details of which are set out in respective notes, expose the Group to foreign currency risk. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's monetary assets and liabilities denominated in HK\$ at the end of the year are as follows:

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|-------------|----|-----------------------------------|-----------------------------------|
| Assets | 資產 | 113,442 | – |
| Liabilities | 負債 | 1,173 | – |

39. 財務風險管理(續)

(d) 貨幣風險

本集團於中國經營業務，交易以人民幣計值。於財政年度末，本集團的若干銀行結餘及公司間結餘乃以外幣計值或與外幣掛鈎，有關詳情載於相關附註，導致本集團承受外幣風險。本集團現時並無制定外幣對沖政策。然而，管理層會監控外匯風險，並將於必要時考慮對沖重大外幣風險。

本集團以港元計值的貨幣資產及負債於年末的賬面值載列如下：

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39. FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Currency risk (Continued)

Sensitivity analysis

The following table details the Group's sensitivity to a 5% increase and decrease in RMB against foreign currencies, the foreign currencies with which the Group may have a material exposure. 5% represents management's assessment of the reasonably possible change in foreign exchange rate. The sensitivity analysis uses outstanding foreign currency denominated monetary items as a base and adjusts their translation at the end of each reporting period for a 5% change in foreign currency rate. A positive number below indicates an increase in profit before tax where foreign currencies strengthen 5% against RMB. For a 5% weakening of foreign currencies against RMB, there would be an equal and opposite impact on profit before tax.

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|--|-------------|-----------------------------------|-----------------------------------|
| Increase/(decrease) in profit for the year | 年內溢利增加／(減少) | | |
| – as a result of increase in foreign currency rate | —由於匯率上升 | 5,731 | – |
| – as a result of decrease in foreign currency rate | —由於匯率下降 | (5,731) | – |

39. 財務風險管理(續)

(d) 貨幣風險(續)

敏感度分析

下表詳列本集團對於人民幣兌外幣(本集團可能面臨重大風險的外幣)升值及貶值5%之敏感度。5%代表管理層對匯率合理可能變動的評估。敏感度分析使用未結以外幣計值貨幣項目為基準，並於各報告期末就匯率變動5%對其換算作出調整。下列正數顯示當外幣兌人民幣升值5%時除稅前溢利的增加。外幣兌人民幣貶值5%時，將會對除稅前溢利造成同等相反影響。

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39. FINANCIAL RISK MANAGEMENT (CONTINUED)

(e) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholder and to maintain an optimal capital structure to reduce the cost of capital.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. No changes in the objectives, policies or processes were made during the year.

The Group monitors capital risk using debt to equity ratio, which is net debts divided by the capital plus net debt. Net debt is calculated as the total of bank borrowing and lease liabilities and amounts due to related parties and less cash and cash equivalents. Capital represents total equity.

39. 財務風險管理(續)

(e) 資本風險管理

本集團管理資本的目標是保障本集團持續經營的能力，以為股東提供回報及維持最佳資本架構，進而削減資本成本。

本集團管理其資本架構並因應經濟狀況變化對其作出調整。為維持或調整資本架構，本集團或會調整支付予股東的股息款額、返還資本予股東、發行新股份或出售資產以削減債務。於年內，有關目標、政策或程序概無任何變動。

本集團使用債務對權益比率監控資本風險，債務對權益比率乃按債務淨額除以資本加債務淨額計算。債務淨額按銀行借款及租賃負債以及應付關聯方款項的總額減現金及現金等價物計算。資本指權益總額。

| | | 2022 2022年 RMB'000 人民幣千元 | 2021 2021年 RMB'000 人民幣千元 |
|---------------------------------|------------|-----------------------------------|-----------------------------------|
| Total debt | 債務總額 | 38,351 | 48,777 |
| Less: Cash and cash equivalents | 減：現金及現金等價物 | (186,849) | (61,475) |
| Net cash | 現金淨額 | (148,498) | (12,698) |
| Total equity | 權益總額 | 297,461 | 105,903 |
| Debt-to-equity ratio | 債務對權益比率 | (0.50) | (0.12) |

(f) Fair value measurements recognised in the consolidated statement of financial position

The directors of the Company considered that the carrying amounts of other current financial assets and financial liabilities recorded at amortised cost approximate their fair values.

(f) 於綜合財務狀況表確認的公平價值計量

本公司董事認為，按攤銷成本計賬的其他流動金融資產及金融負債的賬面值與其公平價值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022
截至2022年12月31日止年度

40. DISPOSAL OF A SUBSIDIARY

As part of reorganisation, on 17 August 2021, the Group disposed of its subsidiary, Zhejiang Runye to Mr. Tian and Mr. Zhang. The net assets of Zhejiang Runye at the date of disposal were as follows:

40. 出售一家附屬公司

作為重組的一部分，於2021年8月17日，本集團出售其附屬公司浙江潤也予田先生及張先生。浙江潤也於出售日期的資產淨值如下：

| | | RMB'000 人民幣千元 |
|---|-----------------|------------------|
| Property, plant and equipment | 物業、廠房及設備 | 402 |
| Trade receivables | 貿易應收款項 | 1,742 |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 60 |
| Amounts due from group companies | 應收集團公司款項 | 48,803 |
| Cash and cash equivalents | 現金及現金等價物 | 6,309 |
| Other payables | 其他應付款項 | (438) |
| Amounts due to group companies | 應付集團公司款項 | (9,450) |
| Income tax payable | 應付所得稅 | (654) |
| Net assets disposed of | 已出售資產淨值 | 46,774 |
| Distribution on disposal of a subsidiary (note) | 出售一家附屬公司的分派(附註) | (46,774) |
| Total consideration | 代價總額 | - |
| Satisfied by: | 以下列方式支付： | |
| Total consideration | 代價總額 | - |
| Net cash inflow arising on disposal: | 出售產生的現金流入淨額： | |
| Cash consideration received | 已收現金代價 | - |
| Cash and cash equivalents disposed of | 已出售現金及現金等價物 | (6,309) |
| | | (6,309) |

Note:

The difference arising as a result of the disposal amounting to RMB46,774,000 was deemed as distribution to the shareholders and transferred to other reserve.

附註：

因出售產生的差額人民幣46,774,000元被視作向股東作出的分派並轉撥至其他儲備。



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022

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41. EVENT AFTER REPORTING PERIOD

The Group entered into an investment agreement with an independent third party in December 2022 to acquire 5% equity interest of a company based in China, namely Caipingfang Technology Co., Ltd, with consideration of RMB2,695,500. which is primarily engaged in the welfare lottery business in December 2022. The transaction was completed on 9 February 2023.

41. 報告期後事項

於2022年12月，本集團與一位獨立第三方訂立一份投資協議，以代價人民幣2,695,500元收購一家中國公司（即彩平方科技有限公司）的5%股本權益，該公司主要從事公益彩票業務。該交易已於2023年2月9日完成。

42. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 15 March 2023.

42. 批准綜合財務報表

綜合財務報表已於2023年3月15日獲董事會批准及授權刊發。

Definitions

釋義

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| “AGM” 「股東週年大會」 | the annual general meeting of the Company to be held on 26 June 2023 or any adjournment thereof 本公司謹訂於2023年6月26日舉行的股東週年大會或其任何續會 |
| “Articles of Association” or “Articles” 「組織章程細則」或「細則」 | the articles of association of the Company, as amended from time to time 本公司之組織章程細則(經不時修訂) |
| “Audit Committee” 「審核委員會」 | the audit committee of the Board 董事會轄下審核委員會 |
| “Board Committees” 「董事會委員會」 | collectively, the Audit Committee, the Remuneration Committee and the Nomination Committee 審核委員會、薪酬委員會及提名委員會之統稱 |
| “Board of Directors” or “Board” 「董事會」 | the board of directors of our Company 本公司董事會 |
| “Cayman Companies Act” 「開曼公司法」 | the Companies Act (As Revised) of the Cayman Islands as amended, supplemented, or otherwise modified from time to time 開曼群島公司法(修訂版)(經不時修訂、補充或以其他方式修改) |
| “CG Code” 「企業管治守則」 | the Corporate Governance Code as set out in Appendix 14 to the Listing Rules 上市規則附錄14所載企業管治守則 |
| “China”, “Mainland China” or “PRC” 「中國」或「中國內地」 | People’s Republic of China, excluding, for the purposes of this annual report and for geographical reference only and except where the context requires otherwise, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan 中華人民共和國，僅就本年報及提述地理區域而言，且除文義另有所指外，不包括香港、中國澳門特別行政區及台灣 |
| “Company”, “our Company”, “Group”, “our Group”, “we” or “us” 「本公司」、「我們公司」、「本集團」、「我們集團」或「我們」 | Rego Interactive Co., Ltd (潤歌互動有限公司), an exempted company incorporated under the laws of Cayman Islands with limited liability on 8 August 2017, and, except where the context indicated otherwise, all of its subsidiaries, or with respect to the period before our Company became the holding company of our current subsidiaries, the business operated by our present subsidiaries or their predecessors (as the case may be) 潤歌互動有限公司，一家根據開曼群島法例於2017年8月8日註冊成立的獲豁免有限公司，以及(除文義另有所指外)其所有附屬公司，或(就本公司成為我們現有附屬公司控股公司之前的期間而言)我們現有附屬公司或其前身公司經營的業務(視乎情況而定) |

Definitions

釋義

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|--|---|
| “controlling shareholder(s)” 「控股股東」 | has the meaning ascribed thereto under the Listing Rules 具有上市規則所賦予的涵義 |
| “COVID-19” 「COVID-19」 | an infectious disease caused by a newly discovered coronavirus (severe acute respiratory syndrome coronavirus) 一種新發現冠狀病毒(嚴重急性呼吸綜合症冠狀病毒)引起的傳染病 |
| “Director(s)” 「董事」 | the director(s) of our Company 本公司董事 |
| “Global Offering” 「全球發售」 | the Hong Kong public offering and the international offering of the Company 本公司的香港公開發售及國際發售 |
| “Hangzhou Rego” 「杭州潤歌」 | Hangzhou Rego Network Company Limited* 杭州潤歌網絡有限公司 |
| “Hangzhou Runsheng” 「杭州潤升」 | Hangzhou Runsheng Network Technology Company Limited* 杭州潤升網絡科技有限公司 |
| “Hangzhou Saier Equipment” 「杭州賽爾設備」 | Hangzhou Saier Telecommunication Equipment Co., Ltd.* 杭州賽爾通信設備有限公司 |
| “HKD” or “HK\$” 「港元」 | Hong Kong dollars, the lawful currency of Hong Kong 港元，香港法定貨幣 |
| “Hong Kong” 「香港」 | the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區 |
| “IFRS” 「國際財務報告準則」 | International Financial Reporting Standards 國際財務報告準則 |
| “IPO” 「IPO」 | initial public offering 首次公開發售 |
| “Jiangxi Yunjia” 「江西雲家」 | Jiangxi Yunjia Technology Company Limited* 江西雲家科技有限公司 |
| “Listing” 「上市」 | the listing of the Shares on the Main Board of the Stock Exchange 股份於聯交所主板上市 |
| “Listing Date” 「上市日期」 | 17 October 2022, on which the Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange 2022年10月17日，即股份於聯交所上市及獲准買賣之日 |

| | |
|-------------------------------------|--|
| “Listing Rules” 「上市規則」 | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time 香港聯合交易所有限公司證券上市規則(經不時修訂或補充) |
| “Model Code” 「標準守則」 | the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules 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 |
| “Nomination Committee” 「提名委員會」 | the nomination committee of the Board 董事會轄下提名委員會 |
| “Prospectus” 「章程」 | the prospectus of the Company dated 30 September 2022 本公司日期為2022年9月30日的招股章程 |
| “Remuneration Committee” 「薪酬委員會」 | the remuneration committee of the Board 董事會轄下薪酬委員會 |
| “Renminbi” or “RMB” 「人民幣」 | the lawful currency of the PRC 中國法定貨幣 |
| “Reporting Period” 「報告期間」 | the year ended 31 December 2022 截至2022年12月31日止年度 |
| “SFO” 「證券及期貨條例」 | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time 香港法例第571章證券及期貨條例(經不時修訂、補充或以其他方式修改) |
| “Shanghai Zhouxin” 「上海洲信」 | Shanghai Zhouxin Information Technology Co., Ltd.* 上海洲信信息技術有限公司 |
| “Share(s)” 「股份」 | ordinary share(s) with par value of US\$0.001 each in the share capital of our Company 本公司股本中每股面值0.001美元的普通股 |
| “Share Option Scheme” 「購股權計劃」 | the share option scheme adopted by the Company on 27 July 2022, the principal terms of which are summarised in “Statutory and General Information – D. Pre-IPO Share Option Scheme” in Appendix IV to the Prospectus 本公司於2022年7月22日採納的購股權計劃，其主要條款於章程附錄四「法定及一般資料－D.首次公開發售前購股權計劃」概述 |
| “Shareholder(s)” 「股東」 | holder(s) of our Share(s) 我們的股份持有人 |

Definitions

釋義

| | |
|--|---|
| “Stock Exchange” 「聯交所」 | The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司 |
| “Substantial Shareholder(s)” 「主要股東」 | has the meaning ascribed to it under the Listing Rules 具有上市規則所賦予的涵義 |
| “Tanshin Investments” 「天歡投資」 | Tanshin Investments Limited 天歡投資有限公司 |
| “United States” 「美國」 | the United States of America, its territories, its possessions and all areas subject to its jurisdiction 美利堅合眾國，其領土、屬地及受其司法管轄的所有地區 |
| “USD” or “US\$” 「美元」 | US dollars, the lawful currency of the United States 美元，美國法定貨幣 |
| “Vicen HK” 「緯晨香港」 | Vicen International Holdings (Hong Kong) Limited 緯晨國際控股(香港)有限公司 |
| “Year” 「本年度」 | the year ended 31 December 2022 截至2022年12月31日止年度 |
| “Yuncaitong” 「雲彩通」 | Yuncaitong Technology (Beijing) Company Limited* 雲彩通科技(北京)有限公司 |
| “Zhejiang Runye” 「浙江潤也」 | Zhejiang Runye Information Technology Company Limited* 浙江潤也信息科技有限公司 |

* English translated names are for identification purpose only.



REGO INTERACTIVE CO., LTD
潤歌互動有限公司