Vobile®

Making Creative Content More Valuable

Annual Report 2023

Vobile Group Limited Stock Code : 3738

Incorporated in the Caymen Islands with limited liability

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CORPORATE INFORMATION

EXECUTIVE DIRECTORS

Mr. Yangbin Bernard WANG (“Mr. Wang”)
(Chairman and Chief Executive Officer)
Mr. WONG Wai Kwan (“Mr. Wong”)
Mr. MATSUZAWA Masaaki (retired on 30 June 2023)

NON-EXECUTIVE DIRECTORS

Mr. TANG Yi Hoi Hermes (“Mr. Tang”) *(Vice-Chairman)*
(appointed on 18 July 2023)
Mr. CHAN Ching Yan Daniel (“Mr. Chan”)
Mr. J David WARGO (“Mr. Wargo”)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Alfred Tsai CHU (“Mr. Chu”)
Mr. Charles Eric EESLEY (“Mr. Eesley”)
Mr. KWAN Ngai Kit (“Mr. Kwan”)

COMPANY SECRETARY

Mr. HO Sai Hong Vincent (“Mr. Ho”)

AUDIT COMMITTEE

Mr. KWAN Ngai Kit *(Chairperson)*
Mr. Alfred Tsai CHU
Mr. Charles Eric EESLEY
Mr. J David WARGO

REMUNERATION COMMITTEE

Mr. Charles Eric EESLEY *(Chairperson)*
Mr. Alfred Tsai CHU
Mr. KWAN Ngai Kit
Mr. Yangbin Bernard WANG
Mr. J David WARGO

NOMINATION COMMITTEE

Mr. Alfred Tsai CHU *(Chairperson)*
Mr. CHAN Ching Yan Daniel
Mr. Charles Eric EESLEY
Mr. KWAN Ngai Kit
Mr. Yangbin Bernard WANG

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AUTHORISED REPRESENTATIVES

Mr. HO Sai Hong Vincent
Mr. WONG Wai Kwan

CORPORATE INFORMATION

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COMPANY WEBSITE

vobile.com

STOCK CODE

3738

CHAIRMAN'S STATEMENT

Dear Shareholders,

2023 marked a pivotal year in the development of Vobile Group, bridging past achievements with future aspirations. The Group has completed the business and operational deployment across major global markets and achieved initial success in promoting high-quality business growth through optimizing strategic resource allocation, significantly improving operational metrics. The Group's annual revenue exceeded two billion Hong Kong dollars, continuing a strong growth trajectory. The operational results over the years validate the foresight of the Group's strategy. The proper strategic positioning has led to sustained business growth, achieving inspiring targets and laying a solid foundation for the next phase of leapfrog.

As a technology growth company, we deeply understand the significant impact of technological transformations on the evolution of industries. The era of AI has arrived, and with the continuous development and popularization of blockchain technology, Web3 has become inevitable. Content production and distribution are entering a new era of exponential growth, and a more complex content ecosystem is making effective copyright management and rights identification mechanisms essential infrastructure for the global digital content market. Our profound insights into media industry trends and our advanced strategic positioning are being validated, allowing us to capture unprecedented growth opportunities.

Over the past decade, Vobile has provided long-term stable and reliable services for major clients in the global media industry, focused on copyright protection and increasing its value. We have earned the trust from our clients and established strong customer relationships. In the new era, Generative AI will fully unleash creative productivity. We are leveraging our technological and brand advantages, together with our trusted clients, to shape the new business models of copyright management and monetization for the Generative AI era. This will become an essential link in the new content ecosystem. In the new year, Vobile is ready to embark on rapid development, capitalize on disruptive changes to once again achieve leapfrog.

Previously, Vobile had already identified Generative AI and Web3 as critical priorities for the next phase of growth, continuing to increase investment in research and development. Vobile is fully committed to building essential technological infrastructure for digital content asset protection and transactions. We are scaling up the efficiency of content rights identification and revenue distribution, laying a solid foundation to provide comprehensive system solutions to our clients. This will soon enable us to offer services on a massive scale, meeting the needs for breakthrough growth in future business.

At the same time, we are actively facing challenges. In 2023, the Hong Kong stock market continued to plummet, and the financial market atmosphere was bleak. Some market participants resorted to abusive short selling and profiting from misconduct, which created difficult situation for many small and medium-sized tech companies listed in Hong Kong Stock Exchange. In response to these challenges, Vobile and relevant stakeholders have been communicating with the appropriate departments and institutions. With the introduction and implementation of policies aimed at the high-quality development of the capital market, we believe that these issues will be resolved, and market misconducts will undoubtedly be penalized. We firmly believe that the company value will eventually be recognized and that Hong Kong as an international financial centre will surely have a brighter future.

Additionally, Vobile Group places high importance on and actively fulfills its corporate social responsibilities. We collaborated with well-known charitable organizations, participating in a diverse array of public welfare projects through donations and providing digital educational equipment, demonstrating our care for vulnerable groups in society. Simultaneously, the Group leveraged professional expertise to organize multiple forums on intellectual property and digital culture, creating platforms for dialogue and promoting the development of the industry. By utilizing our industry resources, we supported numerous artists and creators in holding cultural and artistic events in 2023, fostering the exploration of new models integrating art and technology, and building an innovative and inclusive business environment.

We profoundly recognize the magnitude of the opportunities presented by this new era. We are fully confident in our future development. In the coming year, Vobile will stand on a new starting point. Our global team will collaborate closely to pursue high-quality development, leveraging the advantages of our strategic positioning and efficient execution to achieve our strategic goals. We will further solidify our leading position in the global industry, continue to lead through profound industry transformations, serve content creators worldwide, and fully commit to our mission of ***Making Creative Content More Valuable***.

THANK YOU

On behalf of the Board of Directors, I would like to express my gratitude to all our clients, shareholders, and investors for their unwavering trust and support towards Vobile, as well as to all our employees, experts, consultants, and business partners for their dedication and the outstanding services provided. We will continue to uphold innovation and strive forward along our strategic direction, aiming to deliver greater value and give back to our stakeholders.

Yangbin Bernard WANG
Chairman, Executive Director, and Chief Executive Officer
Vobile Group Limited

31 March 2024

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS OVERVIEW AND PROSPECTS

Company Overview

Vobile Group is a leading global provider of digital content asset protection and transaction software as a service (SaaS). Vobile develops a series of software services based on its core patented VDNA fingerprinting and watermarking technologies to protect copyrights and increase distribution revenue for digital content asset owners, such as movie studios, TV networks, and streaming platforms. The Group is committed to empowering the digital culture industry with AI technologies and offers digital infrastructure service capabilities for digital asset protection and transaction related in the Web3 era. The Group provides customers with efficient professional solutions through subscription and value-added services.

Vobile continues to accumulate its core capabilities of digital content rights protection and transaction, and is committed to building the necessary technical infrastructure for the protection and transaction of digital content assets, and to enhance the effective delivery of the value of the industrial ecosystem. Creative content is the core value of the film and television industry, and the protection and transaction of creative content is the foundation to support the value chain. With the rise of generative AI technologies and its impact on content production and distribution, Vobile continues to strengthen our core competitiveness in the digital content rights protection and transaction field to support our clients to maintain the core value of their digital content assets in the ever-changing content era. We are committed to serving global content creators, and making creative content more valuable.

Industry Ecosystem

The emergence of new technologies has driven significant changes in various aspects of film and television content production and distribution. The circulation and monetization of digital content have evolved from limited distribution two decades ago to high-frequency interactive communication today. From professional institutions to individual creators, the participation of a more diverse range of creators has profoundly changed the production, distribution, and consumption patterns of the media and entertainment industry, unleashing immense industrial value.

In 2023, we witnessed the accelerated development of the global digital economy, especially the tremendous potential of generative AI in leading technological innovation. The rise of new productive forces will push the prosperity of the digital content industry to new heights. It is foreseeable that the future will offer even richer participation opportunities in the content domain and more supportive measures for diverse creators. Generative AI, while changing the ways content is created, will also significantly enhance personalized experiences and interactivity, accelerating the era of a booming creator economy.

According to predictions, by 2035, generative AI is expected to contribute nearly 90 trillion yuan to the global economy. As the forefront of global technological innovation, the North American region has encountered unprecedented opportunities with the emergence of generative AI. The development of this technology enables businesses to respond to market demands more quickly and accurately, drives innovation in personalized services, and brings new growth points and job opportunities to the economy. Developing R&D and product implementation capabilities in the field of generative AI in North America will be key to keeping pace with global development. In China, relevant departments and enterprises are vigorously advancing the construction of a modern industrial system, accelerating the development of new quality productive forces. Strategic emerging industries represented by generative AI are the main battleground of new quality productive forces and the direction for breakthroughs in the next round of significant industrial innovations.

MANAGEMENT DISCUSSION AND ANALYSIS

Vobile has seized the structural opportunity represented by the explosion of UGC (User-generated content) , continuously accumulating core technological capabilities to fully prepare for the arrival of the generative AI era. The liberation of creative productivity by generative AI has led to in a more complex content ecosystem based on UGC, significantly increasing the market's demand for effective copyright management and rights identification mechanisms. Vobile's core capability in digital rights identification and our mature service model are expected to multitude of promising new services and application scenarios, thereby opening up a vast space for business growth. In the face of epic opportunities, Vobile will play a more critical role in industry empowerment, helping our clients maintain the core value of their digital content assets amidst the continuously evolving landscape of content production and distribution.

Our Businesses

In the constantly evolving industry environment, Vobile continues to provide comprehensive digital content rights identification and transaction solutions, ensuring that creators' rights are fully respected and protected. Simultaneously, the Group implements a high-quality development strategy, prioritizing the allocation of resources to key areas of strategic importance. We will seize the opportunities presented by the development of generative AI, promote the implementation of copyright services in the AI field for major content owners, and provide our clients with systematic solutions in the era of generative AI. Additionally, we will grasp the opportunity to upgrade our business, accelerating our expansion from a service provider to an industry ecosystem builder.

Subscription Services

Our subscription-based business model ensures long-term and stable relationships with the world's top content owners and platforms. With our essential proprietary VDNA digital fingerprint and watermark technologies, we help content owners in tracing infringements and preserving timely and powerful evidence, and charging subscription fees tailored to customer needs. Meanwhile, we provide content rights protection services to online video websites and platforms, empowering them to trace infringements under different scenarios for diverse content formats. Our main subscription service includes:

- For major content clients, Vobile offers comprehensive monitoring of video content across the internet for various types of content clients, including major film and television companies, audiovisual content rights holders, streaming platforms, and more. This service helps rights holders identify potential infringement risks and reduce revenue loss due to infringements. With our precise and efficient protection capabilities, our services cover a wide range of different media types including movies, television, sports, music, live events, brands, literature, and commercial images, and more.

- For platform clients aggregating different creators or content, Vobile offers standardized services based on VDNA digital fingerprint and watermark technologies through API Arithmetic Service , helping partners establish a complete copyright management system. API Arithmetic Service provides a safeguarding capacity for platform-level application ecosystems, serving as a crucial component in constructing the foundational infrastructure for the digital economy. Through in-depth cooperation with platform partners, Vobile has gained access to more diverse content creator groups, including small and medium-sized creators.

- After the acquisition of Particle Technology and the successful integration of businesses, we upgraded our capability to interface with mainstream content platforms in China. We provide user subscription services for online content platforms and leading global content providers on telecom operators, broadcast new media, and other video-on-demand platforms.

MANAGEMENT DISCUSSION AND ANALYSIS

Through years of service experience and continuous optimization of technology, we continue to enhance our subscription service product matrix, ensuring we can offer comprehensive copyright protection for a broader range of content clients. To further enhance our professional service capabilities, in 2023, we carried out several technological service upgrades and product developments to optimize the client service experience. Vobile's intelligent data service tools are capable of conducting more detailed granular risk level assessments of infringement websites, more deeply and frequently assist customers' decision-making processes, and provide corresponding high-quality solutions. In 2023, Vobile extended our service capabilities to the broader copyright domains. Throughout the year, we have expanded new clients in the areas such as trademarks, literary works, commercial pictures, and provided intellectual property services for top international competitions. In addition to offering traditional live broadcasting and on-demand services, we have also ventured into other commercial monitoring areas, such as licensed merchandise protection and sponsorship stealth marketing, helping the event achieve great success.

For platform clients, in 2023, we continuously expanded the types of platform services, reaching out to more platform clients. And as a result of the clients' own growth, the scale of Vobile's API calls has continued to increase. We have deepened our cooperation with platform clients, not only providing services in the field of copyright protection but also bringing added value to clients in the field of content transaction and monetization.

Following the successful integration with Particle Technology, Vobile has also achieved several important advancements. Not only have we have newly expanded large UGC platforms as upstream content cooperation partners, achieving full content cooperation and implementations in key provinces cities in China , but we have also reached content operation cooperation with large telecom operators' video base and have achieved scalable revenue.

As the demand for copyright protection from content owners continues to grow, our subscription business has made exciting progress in key business regions. During the reporting period, Vobile Group has achieved a subscription service revenue of HK$868 million, representing a year-on-year increase of about 58%, accounting for about 43% of the total revenue. It is expected that as global awareness of copyright protection continues to rise, the client coverage keeps expanding, and the willingness of copyright owners to pay increases, our subscription services will continue to maintain strong certainty.

Value-added Services

We have established long-term relationships with global major content creators, TV networks, streaming platforms, and other content holders through our subscription services. With the continuous development of our business and the diversified needs of our clients, we leverage our IP protection technology to offer diverse value-added services and help them maximise the value of their IPs. We enhance the penetration rate and profitability of client content by providing a variety of monetization solutions and generate revenue through a revenue-sharing model. In 2023, we continued the trend of contract upgrades with major content owners, achieving larger scale coverage of leading content providers' content libraries, which ensured the steady growth of our value-added services. Currently, our primary value-added services include:

- We offer comprehensive copyright management services for content clients on online content social platforms such as YouTube, Facebook, and Instagram, utilizing our core rights identification technology to help clients protect and monetize their content.

- To address users' content distribution needs on Chinese video-on-demand platforms, such as IPTV, we can provide local resources and services to distribute the content to more than 120 platforms. By integrating the business capabilities of Particle Technology, Vobile was able to gather global premium content through strategic collaborations with leading platform content providers and film and television companies both locally and globally. This approach allows Vobile to gather high-quality global content and monetize it through a variety of formats, including but not limited to individual purchases and integrated packages, across Chinese telecom operators, broadcast and new media platforms, as well as other paid film and television platforms. Revenue from content monetization is derived based on the activity level of content assets and their sales results.

- With the continuous exploration and innovative upgrades of our main clients, we actively developed new products to continuously adapt to evolving needs. With increasing client interest in the digital asset domains such as Web3, we leveraged our own technology and R&D capabilities to actively support their exploration in new areas. For enterprises in need, we build industry-level copyright protection and transaction infrastructure, fully leveraging our expertise in digital asset protection and international platform monetization to provide customers with high-quality and innovative business support.

The demand for Vobile's international monetization services continues to rise in the evolving streaming media landscape. The Group's contracts with major customers are continuously upgraded, significantly enhancing content management penetration with these clients. Additionally, in the China market, we systematically manage our clients' copyrights by building platforms for them, having completed participation in and the construction of multiple projects. Simultaneously, there is a significant demand for Chinese content monetizing abroad. Vobile has currently established ongoing cooperation with several major Chinese content providers, continually expanding the scope of services.

During the reporting period, Vobile Group has achieved a value-added services revenue of HK$1,133 million, representing a year-on-year increase of about 27%, accounting for about 57% of the total revenue. With the ongoing development of the digital content industry, we will continue to introduce new products and technologies while further enhancing our service capabilities. The continued expansion of value-added services and the product lineup will reliably support the ongoing growth in Vobile's performance.

Sustained Strong Growth in Our Major Business Regions

The year 2023 was an essential stage for Vobile to seize significant development opportunities and continuously achieve business leaps and upgrades. During the reporting period, we actively responded to the impacts of the economic environment and other factors, ensuring existing development while firmly planning for the future. During this year, we achieved broader coverage of premium content providers, effectively expanding the depth and breadth of cooperation with clients. The scale and variety of digital content services continued to expand, and content management coverage for international large-scale brand clients was strengthened. Meanwhile, we seized the trend of innovation acceleration and integrated development in the Greater Bay Area, increasing our talent and investment deployment in the area. We have deeply participated in the construction of the regional copyright ecosystem and played a key role in it. A solid business foundation and highly effective business innovation and expansion have allowed us to achieve outstanding performance in the constantly changing industry environment, continuing to consolidate our leadership position in the industry. During the reporting period, Vobile achieved a total revenue of HK$2,001 million, representing an annual growth of approximately 39%. The adjusted EBITDA for the year reached HK$319 million, reflecting a year-on-year increase of about 7%.

MANAGEMENT DISCUSSION AND ANALYSIS

The North American market continues to perform steadily, with both the number of our clients and the volume of active assets we manage on social media platforms experiencing growth. In 2023, the revenue in this region was HK$983 million, representing a year-on-year growth of about 33%, and accounting for about 49% of the total revenue. During this reporting period, we continued to maintain stable cooperation with the world's leading content providers. The excellent performance of top global streaming platforms proved that audiences still maintain a high enthusiasm for paying for premium content, reaffirming the position of quality content as a core competitive element of streaming platforms. Our services provide necessary protection for the exclusivity of streaming content, which is significant for consolidating the competitiveness of streaming platforms. At the same time, we enhanced our capability to monitor copyright infringement of live streaming content on social platforms, deepening our cooperation with relevant clients. The coverage of content management for international large-scale brand clients was also strengthened in 2023, and we continued to secure orders in the music copyright domain. Undoubtedly, Vobile has become an even more important partner for content providers, by helping them reach more users on social media platforms, thereby extending the content lifecycle and unlocking greater value. Large content provider clients have significantly increased their exposure and monetization on YouTube after upgrading their full content library contracts with us. On emerging short video platforms represented by YouTube Shorts, we have also actively expanded and implemented our business. During this performance period, the high-quality services consistently provided by Vobile have earned the ongoing trust of core clients and won the recognition of many new clients.

The Chinese market continues to grow strongly. In 2023, the regional revenues amounted to HK$1,002 million, representing a year-on-year growth of approximately 44% and accounting for approximately 50% of the total revenue. In China, we continue to demonstrate our technological advantages and ample resources, as well as our strong practical initiative and innovation capabilities, to accelerate the implementation of our copyright protection and monetization business models. In 2023, Vobile expanded into commercial areas such as international events, licensed merchandise protection, and sponsor-based stealth marketing, resulting in a continuous expansion of our brand effect. At the same time, we assisted major Chinese content providers in monetizing content on international social media platforms. By leveraging the API model, Vobile expanded our coverage of small and medium-sized creators, assisting in the construction of a new IP literary transaction platform. Additionally, Vobile actively follows the latest industry development trends, exploring new business forms in the digital economy, and making significant progress in innovative business areas such as content digitization, digital content transaction, and technology services for platform clients, continuously enhancing our industry influence. Vobile actively participates in the construction of data-element management platforms, applying rights identification technology to the digital management of Chinese video industry.

Research and Development

Vobile enhances the efficient transmission of value within the industrial ecosystem by developing essential technical infrastructure for digital content asset protection and transactions. Currently, major content owners and large-scale model operators are gradually establishing rule consensus on the use of copyrighted content, with related legislation in major economic regions also advancing rapidly. Offering reliable technical services to these major content owners is crucial for maintaining the effectiveness of these rules. Built on deep mutual trust and real business demands formed over years of partnership with major content owners, Vobile ventured into the AI field in 2020. Leveraging our comprehensive advantages accumulated in the rights confirmation domain, we now offer comprehensive and systematic solutions in the generative AI era, continuing to protect the value of precious content assets and opening up greater business opportunities.

Vobile has established solid industrial resources and set up a new R&D and operation centre to strengthen exploration and cooperation in the application of technologies such as AI with the University of Florida, known as a leader in interdisciplinary AI research. This includes developing AI technologies for digital content rights identification and solutions. The University of Florida is one of the most renowned institutions in the AI field in the United States, boasting advanced technological facilities and a rich talent pool. Additionally, the University of Florida has recruited a team of hundreds of professionals in AI-related fields across various specialties, with tens of thousands of students taking AI courses, ensuring a robust reserve of talent. The operations centre is now fully operational, and the collaboration will support Vobile in advancing technology and product development in AI-related areas.

We have gradually optimized business process efficiency through large model product enhancements. By integrating multimodal large language model capabilities, we have improved the efficiency of text reasoning and understanding in content machine review scenarios. Additionally, in terms of content globalization services, we have significantly enhanced the efficiency of workflows such as automatic identification of video subtitles and multilingual translation through the integration of AI tools, effectively improving the efficacy of content monetization business.

Environmental, Social and Governance Responsibilities

In 2023, Vobile placed high importance on and continued to actively fulfill our corporate social responsibilities. We cooperate with Po Leung Kuk, a well-known charitable organization in Hong Kong, delivering care to vulnerable groups in all walks of life, and creating a society united in health and disability, intergenerational harmony, and mutual love. The Group leverages our professional strengths and industry resource advantages to collaborate with institutions. We organize multiple forums on intellectual property and digital culture-related topics, disseminating industry knowledge, building communication platforms, and effectively promoting industry construction and development. In Hong Kong, we participated in organizing the "Technology Innovation and Youth Opportunities–2023 Shanghai-Hong Kong-Macao Youth Economic Development Forum" event, fostering exchanges between the regions and promoting innovation in technology and youth development.

Simultaneously, Vobile actively cooperated with charitable organizations. Through donations of digital teaching equipment and learning software, we promoted digital learning for children in rural areas and at the grassroots level, leading them to experience the learning opportunities that digitalization brought. By assisting socially disadvantaged children, we aim to create a more caring, loving, and empathetic society. Leveraging our connections with content creators, Vobile supported a number of writers and artists in 2023. The Group organized several influential arts and cultural events in Hong Kong to foster exchanges between cultural and creative industries across various regions. By providing technical support to non-profit charitable cultural organization, we actively promote the exploration of new forms of integration between culture, art, and technology, boosting the development of Hong Kong's cultural and creative industries. By joining industry organizations, we actively participate in promoting social development and construction in related fields, creating an innovative and inclusive industry development environment.

MANAGEMENT DISCUSSION AND ANALYSIS

STRATEGY AND PROSPECTS

Regarding the core strategies for the Group's future development, Vobile decisively chooses a high-quality development path, concentrating resources on business modules with significant potential for sustainable growth, and focusing on areas with opportunities for leapfrog development. We believe these critical strategic deployments will lead Vobile into a new phase of development.

Our strategic growth priorities are:

1. Seizing the Major Opportunities of Generative AI to Drive Industry Transformation and Implement New Business Models for Copyrighted Content

Vobile strongly believes that, regardless of changes in the content production and distribution landscape, creative content remains the core value of the film and television industry. The protection and transaction of creative content is fundamental to supporting industrial value chain. In the era of generative AI, large content owners that Vobile has cooperated deeply with and served for many years, such as film production companies, TV stations and online content platforms, are still the most important stakeholders. In the process of generative AI unleashing creative productivity, a high-quality copyrighted database of materials is one of the cornerstones of industry development. These content owners have been clients of Vobile for many years and have built a deep level of trust. Vobile's accumulated understanding of the industry, technical capabilities, service models, and operational experience will continue to be the key value-assurance capabilities most needed by content owners in the era of generative AI.

The industrial roles of our clients and Vobile ourselves have not changed. As the scale of content rapidly expands and rights usage scenarios become more complex, the copyright protection and monetization industry is poised for rapid expansion. In the era of generative AI, the foundation of creator economy with copyright as the core requires more effective copyright management and rights identification mechanisms. Technology plays a crucial role in copyright management, establishing rules, and maintaining order in the new ecosystem. Digital rights identification technology enables the automation of the copyright management process possible and serves as the foundation for building a transparent transaction and revenue sharing mechanism, providing more reasonable returns for content owners and copyright holders.

Ensuring the rights and interests of content creators is crucial for building a healthy development ecosystem for the media and entertainment industry in the era of generative AI and has always been Vobile's value pursuit. We will seize the significant development opportunities presented by generative AI, promote the implementation of copyright services in the AI domain for major content owners, and provide our clients with systematic solutions in the era of generative AI. We aim to play a key role in creating a win-win ecosystem for all parties involved and unlock new spaces for development.

In the past few years, Vobile has made extensive forward-looking technology reserves and layouts. Our R&D and operations centre in Florida, the United States, has been put into operation. This will enable us to consolidate our technological advantages further and enhance our infrastructure capabilities in the generative AI era, and ensure continued provision of reliable rights identification and monetization services to protect the rights of creators. Moreover, in response to the dramatic increase in content volume and the growing demand for efficient monetization, Web3 has emerged as a powerful tool for enhancing dissemination and distribution efficiency. Vobile and our partners are actively exploring copyright service solutions tailored for small and medium-sized content owners. By fostering the integration of AIGC and Web3 service capabilities, we aim to continuously enhance our service coverage and capabilities.

2. Seizing the Opportunities of the Concentrated Construction Period for Data Management Platforms, Deeply Engaging in the Construction of Regional Copyright Ecosystem

China has proposed improvements to the basic data system, vigorously promote data development, openness, and the circulation of use, which will empower economic development in different application scenarios with data. Vobile, as a natural participant in the data market, stands out particularly in the digital content industry due to our higher degree of digitization. Meanwhile, Vobile has the world's largest film and television VDNA database authorized by copyright owners. Leveraging rich and multi-dimensional data, Vobile can fully empower the creator economy. The Group is deeply involved in developing the regional copyright ecosystem and aims to maximise the value of audio-visual data, enhance the productivity of content creators, and stimulate creative value.

Furthermore, with both cultural and trade attributes, the importance of contemporary cultural trade has been elevated to new heights, making "Cultural Export" a key strategy that various countries actively promote. The "high-quality content + IP" strategy has significantly boosted the international popularity of Chinese culture in recent years, opening up a new trending track. For instance, with the trend of more online literature becoming video-based, short-form videos have surged in popularity in the global market. As the monetization and transaction of micro-short drama content steadily advances, an increasing number of content creators are shifting their focus to the international distribution and copyright management of the content. This shift has carved out new commercial opportunities for Vobile. As a leading company in the protection and transaction of digital content assets, Vobile has a comprehensive data management infrastructure and the capability to monetize content across global social media platforms. Through the accumulation of technology and resources, Vobile has already established a leading advantage in the field of digital cultural trade.

Compared to the Chinese market, short-form videos have a larger user base globally and greater growth potential. Vobile boasts long-term collaborative relationships with major global social media platforms and a continuous, vast content traffic pool, giving us significant advantages in the protection and monetization of film and television content. As more manufacturers focus on exporting short-form videos, this will drive capacity enhancement, diversification of themes, and market scale. Combined with Vobile's strategy for cultural export, supporting the international expansion of short-form videos is also an important direction for the Group's development.

Currently, Vobile has been deeply involved in many major infrastructure projects in China and plays an important role in building a regional copyright ecosystem. Moving forward, Vobile will continue to improve digital infrastructure construction and large-scale service capabilities, further deepen services for the digital content ecosystem, strengthen the management of data elements, provide effective value delivery for creators and platforms, and accelerate the implementation of cultural digitization.

3. Building Infrastructure-Level Service Capabilities to Enhance Service Scale Based on Continuous Accumulation of Comprehensive Advantages

As the industrial environment continuously improves, with the sustained growth of quality digital content production and consumption demands, and the accumulation of Vobile's comprehensive advantages in technology, products, and clients, Vobile is gradually upgrading from a mere copyright service provider to constructing infrastructure-level service capabilities for content protection and monetization. Vobile has gradually built an IP transaction infrastructure ecosystem that connects content creators with content consumers, further enhancing the scale and efficiency of services.

By leveraging new technologies such as blockchain and AI, the IP transaction infrastructure built by Vobile will offer a more transparent, secure, and efficient transaction environment, facilitating direct communication and interaction between content creators and content consumers. This is not only the optimal solution in the foreseeable era of high-frequency transactions but also helps to reinvigorate the innovative vitality of the entire digital content ecosystem. By leveraging a high-frequency transaction model with backward ledgering, Vobile will help high-quality content achieve more comprehensive distribution and monetization. Content creators will be able to earn revenue based on the actual consumption of their content, thereby being motivated to produce higher quality and more attractive content. Content consumers will also be able to pay fees based on their actual consumption and usage, making the content consumption model fairer and more reasonable.

In the long term, as the IP transaction infrastructure continues to improve, Vobile will expand the service content and scale exponentially, providing content creators with a wide variety of creative element choices and more convenient monetization opportunities. By building an infrastructure-level service ecosystem, Vobile will better seize the development opportunities of the digital content industry, fostering a more positive digital industry ecosystem.

The present is a critical period for Vobile to achieve another leapfrog development. The digital content industry is advancing at an unprecedented pace, with new technologies and competitive landscapes emerging rapidly. We feel the significance of this epochal opportunity and are full of confidence in seizing it and in our future development. We will continue to solidify our global leading industry position, lead the profound changes in the industry, and fully practice our vision and mission of "Making Creative Content More Valuable".

FINANCIAL REVIEW

Consolidated Statement of Profit or Loss Highlights

	2023 HK$'000	2022 HK$'000
Revenue	**2,000,989**	1,442,670
Gross profit	**850,157**	590,712
Profit before tax	**47,141**	92,542
(Loss)/profit for the year	**(210)**	58,103
Non-IFRS Adjusted Net Profit	**37,411**	89,896
Non-IFRS Adjusted EBITDA	**319,196**	299,464

Non-IFRS Adjusted Net Profit

Adjusted Net Profit is earnings before equity settled share option expenses and other one-off expenses. This is not a IFRSs measure. Adjusted net profit is presented exclusively as a supplemental disclosure because our Directors believe that it is widely used to measure the performance, and as a basis for valuation. The Group has presented this item because the Group considers it an important supplemental measure of the Group's operational performance used by the Group's management as well as analysts or investors.

The following table sets forth a quantitative reconciliation of Adjusted Net Profit to its most directly comparable IFRS measurement and profit for the year attributable to owners of the Company.

	2023 HK$'000	2022 HK$'000
(Loss)/profit for the year	**(210)**	58,103
Add/(less):		
Equity-settled share compensation expense	**41,900**	52,554
Transaction costs for acquisition of subsidiaries	**—**	3,240
Loss on derecognition of financial liabilities measured at amortised cost	**6,195**	—
Changes in fair value of investment properties	**(3,468)**	(6,962)
Changes in fair value of financial assets at FVTPL	**(7,006)**	(17,039)
Adjusted Net Profit	**37,411**	89,896

MANAGEMENT DISCUSSION AND ANALYSIS

Non-IFRS Adjusted EBITDA

Adjusted EBITDA is earnings before finance costs, finance revenues, income taxes, depreciation and amortisation, equity settled share option expenses, and other one-off expenses. This is not a IFRSs measure. Adjusted EBITDA is presented exclusively as a supplemental disclosure because our Directors believe that it is widely used to measure the performance, and as a basis for valuation. Our Group has presented this item because our Group considers it an important supplemental measure of our Group's operational performance used by our Group's management as well as analysts or investors.

The following table sets forth a quantitative reconciliation of Adjusted EBITDA to its most directly comparable IFRS measurement and (loss)/profit before tax.

	2023 **HK$'000**	2022 HK$'000
(Loss)/profit before tax	**47,141**	92,542
Add/(less):		
Depreciation and amortisation	**135,750**	86,222
Equity-settled share compensation expense	**41,900**	52,554
Bank interest income	**(4,434)**	(4,549)
Finance costs	**92,252**	92,772
Impairment on financial assets	**10,866**	684
Transaction costs for acquisition of subsidiaries	**—**	3,240
Loss on derecognition of financial liabilities measured at amortised cost	**6,195**	—
Changes in fair value of investment properties	**(3,468)**	(6,962)
Changes in fair value of financial assets at FVTPL	**(7,006)**	(17,039)
Adjusted EBITDA	**319,196**	299,464

Revenue

The following table shows our revenue breakdown by each product in our subscription-based SaaS business and transaction-based SaaS business:

	2023 **HK$'000**	2022 HK$'000
Subscription services	**868,458**	549,005
Value-added services	**1,132,531**	893,665
Total revenue	**2,000,989**	1,442,670

Our revenue in 2023 amounted to approximately HK$2,001 million, representing an increase of approximately HK$558 million, or approximately 39% as compared with the revenue of 2022 of approximately HK$1,443 million. The increase was mainly attributed by (a) continued growth in our business in the US; and (b) the expansion of our business in the Mainland China, driven by strategic and commercial partnerships.

MANAGEMENT DISCUSSION AND ANALYSIS

Gross profit and gross profit margin

Our gross profit in 2023 amounted to approximately HK$850 million, representing an increase of approximately HK$259 million as compared to 2022 of approximately HK$591 million. Our gross profit margin increased from 40.9% in 2022 to 42.5% in 2023.

Selling and marketing expenses

Our selling and marketing expenses in 2023 amounted to approximately HK$285 million, representing an increase of approximately HK$133 million as compared to 2022 of approximately HK$152 million. The increase was mainly due to the increase of sales and marketing initiatives during the year and full year inclusion of sales and marketing expenses incurred by Particle Technology as the acquisition of Particle Technology was completed in May 2022.

Administrative expenses

Our administrative expenses in 2023 amounted to approximately HK$203 million, representing an increase of approximately HK$40 million as compared to 2022 of approximately HK$163 million. Administrative expenses increased as the acquisition of Particle Technology was completed in May 2022 and full year of administrative expenses were included in the profit or loss in 2023.

Research and development expenses

Our research and development expenses in 2023 amounted to approximately HK$232 million, representing an increase of approximately HK$99 million as compared to 2022 of approximately HK$133 million. The increase was mainly due to the increase of research and development activities in the current year for new products development to capture strategic growth opportunities.

Other income and gains

Other income mainly consisted of government grant, fair value gain on investment properties and financial assets at FVTPL.

Finance costs

Finance costs mainly consisted of interest expense on convertible bonds and interest-bearing borrowings of approximately HK$91 million (2022: HK$92 million) and interest expense on lease liabilities of approximately HK$1 million (2022: HK$1 million).

Income tax expense

Our income tax expense mainly comprised of tax expense in the Mainland China and deferred tax expense.

(Loss)/profit for the year

The loss for 2023 amounted to approximately HK$0.2 million (2022: profit of approximately HK$58 million). Basic loss per share for 2023 was approximately HK$0.0035 (basic earnings per share for 2022: HK$0.0198) and diluted loss per share for 2023 was approximately HK$0.0035 (diluted earnings per share for 2022: HK$0.0196).

Dividends

The Board does not recommend any payment of dividends for 2023 (2022: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Consolidated Statement of Financial Position Highlights

	2023 HK$'000	2022 HK$'000
Total assets	**3,506,108**	3,260,325
Total liabilities	**1,366,296**	1,586,690
Net assets	**2,139,812**	1,673,635
Total equity	**2,139,812**	1,673,635

Goodwill

Our goodwill amounted to HK$1,170 million as at 31 December 2023 (31 December 2022: HK$1,184 million). Goodwill is tested for impairment periodically and no impairment loss is considered necessary as at 31 December 2023.

Intangible assets

Our intangible assets amounted to HK$437 million as at 31 December 2023, representing an increase of HK$49 million as compared to 31 December 2022 of HK$388 million.

Interest-bearing borrowings

As at 31 December 2023, the Group's interest-bearing borrowings consisted of non-current interest-bearing borrowings with carrying amount of HK$443,951,000, which bear interest at secured overnight financing rate plus seven percent and secured by the shares, intellectual property, trade receivables and bank balances of all material subsidiaries of the Group, and current interest-bearing borrowings with carrying amount of HK$131,303,000, which are unsecured, bear interests at three point five percent to four point eight percent. HK$131,303,000 is repayable within one year, HK$195,204,000 is repayable on or before 29 March 2025 and HK$248,747,000 is repayable on or before 29 March 2026.

Convertible bonds

On 16 August 2022, the Company issued convertible bonds in an aggregate principal amount of HK$117,000,000 to Lucion International Investment Limited, an investment holding company incorporated in Hong Kong. The convertible bonds have an initial conversion price of HK$5.32 per Share. The convertible bonds are convertible into shares of the Company. The convertible bonds bear simple interest on their outstanding principal amount at the rate of 4% per annum, payable annually in arrears, and will mature in the three years from the issue date.

LIQUIDITY AND FINANCIAL RESOURCES

Working capital

As of 31 December 2023, our cash and cash equivalents and pledged deposits in aggregate amounted to approximately HK$255 million, representing a decrease of HK$179 million as compared to 2022 of approximately HK$434 million. As of 31 December 2023, our current ratio, which is equivalent to the current assets divided by the current liabilities, was 2.0 times as compared with 1.2 times as at 31 December 2022.

Significant investments, acquisitions and disposal

We did not have any significant investment nor material disposal during 2023.

Capital expenditures

In 2023, our capital expenditures primarily included purchases of property, plant and equipment, investment properties and intangible assets. The amount of our capital expenditures in 2023 was HK$212 million (2022: HK$123 million).

Foreign exchange exposure

In light of the nature of our business, we are exposed to various foreign currencies, among which, USD and RMB are mostly used apart from HK$. To minimise the impact of foreign currency rate volatility, we monitor foreign currency risk at operational level closely on an ongoing basis to ensure that the net exposure is at an acceptable level. The Company did not use any financial instruments for hedging purposes for the year.

Gearing ratio

Our Group monitors capital using gearing ratio, which is net external debt divided by the capital (equity attributable to owners of the Company) plus net debt. Net debt includes convertible bonds and interest-bearing borrowings, less cash and cash equivalents. As of 31 December 2023, our gearing ratio, calculated as net debt divided by the equity attributable to owners of the Company plus net debt, was 18% (31 December 2022: 31%).

Contingent liabilities, off balance sheet commitments and arrangements and pledge of assets

As of 31 December 2023, we did not have (i) any material contingent liabilities or guarantees, (ii) any liabilities under acceptance trade receivables or acceptable credits, debentures, mortgages, charges, finance leases or hire purchase commitments, guarantee material covenants, or other material contingent liabilities, or (iii) any material off-balance sheet arrangements.

MANAGEMENT DISCUSSION AND ANALYSIS

Use of proceeds from issue of convertible bonds and placement of shares

On 16 August 2022, the Company issued convertible bonds in the aggregate principal amount of HK$117 million, raised net proceeds of HK$106 million. As at 31 December 2023, the Company had fully utilised the net proceeds as intended. The table below sets out the details of actual usage of the net proceeds as at 31 December 2023.

Intended use of proceeds	Initial intended allocation (HK$ million)	Net proceeds utilised during the year ended 31 December 2022 (HK$ million)	Unutilised net proceeds as at 31 December 2022 (HK$ million)	Net proceeds utilised during the year ended 31 December 2023 (HK$ million)	Unutilised net proceeds as at 31 December 2023 (HK$ million)	Expected timeline of full utilisation
Investment in technology relating to (i) digital asset protection and digital asset transactions, and/or (ii) software as a service (SaaS) relating to YouTube shopping	69	47	22	22	—	N/A
General working capital	37	37	—	—	—	N/A
	106	84	22	22	—	

On 7 February 2023, the Company completed the placement of 114,127,000 Shares (the "Placing Shares") with an aggregate nominal value of approximately US$2,853.18 and raised net proceeds of approximately HK$464 million (the "Placing"). The Placing Shares were allotted and issued to no less than six placees ("Placees") at the subscription price of HK$4.12 per Placing Share representing a discount of approximately 11.0% to the closing price of HK$4.63 per Share as quoted on the Stock Exchange on 30 January 2023, being the last trading day immediately prior to the date of the Placing Agreement. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the Placees and their respective ultimate beneficial owners is independent of the Company and its connected persons, and none of the Placees and their respective ultimate beneficial owners has become a substantial shareholder of the Company as a result of the Placing. The net price raised per Placing Share upon completion of the Placing was approximately HK$4.06.

The Board considers that it is in the interests of the Company to raise equity funding through the Placing so as to broaden its Shareholder base, strengthen the capital base and enhance the financial position and net assets base of the Group for its long-term development and growth. As at 31 December 2023, the Company had fully utilised the net proceeds as intended. The table below sets out the details of actual usage of the net proceeds as at 31 December 2023.

Intended use of proceeds	Initial intended allocation (HK$ million)	Net proceeds utilised during the year ended 31 December 2023 (HK$ million)	Unutilised net proceeds as at 31 December 2023 (HK$ million)	Expected timeline of full utilisation
Repayment of interest-bearing borrowings	464	464	—	N/A

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2023, we employed a total of 578 staff (as at 31 December 2022: 572 staff). Salaries, bonuses and benefits are determined with reference to market terms and performance, qualifications and experience of each individual employee, and are subject to review from time to time. In addition, our employees are entitled to participate in the share schemes of the Company, details of which are set out under "Share Schemes" in the Directors' Report.

The remuneration of the Directors is reviewed by the remuneration committee of the Company and approved by the Board. The relevant Director's experience, duties and responsibilities, time commitment, the Company's performance and the prevailing market conditions are taken into consideration in determining the emolument of the Directors.

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2023.

DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Yangbin Bernard WANG ("Mr. Wang"), aged 55, is an executive director, the chairman of our Board and our chief executive officer. As the founder of our group, Mr. Wang established the company in 2005 and has led it to become a global leader in providing Software-as-a-Service (SaaS) for content protection and digital asset transactions. Under Mr. Wang's leadership, Vobile has achieved tremendous growth, evolving from a Silicon Valley startup to a global public company with a successful IPO on the Main Board of the Hong Kong Stock Exchange in 2018.

Mr. Wang earned an MS degree from the Department of Electrical and Computer Engineering at the University of Florida in 1993 and a bachelor's degree in engineering from Zhejiang University in 1991. He serves on the Dean's Advisory Board and West Coast Advisory Board for the Herbert Wertheim College of Engineering at UF.

Mr. WONG Wai Kwan ("Mr. Wong"), aged 56, is a non-executive Director since June 2017 and was re-designated as an executive Director in June 2023. From December 2011 to June 2016, Mr. Wong served as the General Manager of the Financial Audit Department and the Managing Director of the Internal Audit Department of Shanghai Fosun High Technology (Group) Co., Ltd., a wholly-owned subsidiary of Fosun International Limited (Stock Code: 00656). From August 1992 to March 2000, Mr. Wong was employed by Ernst & Young and his last position was Manager in its Assurance Department. Mr. Wong has over 30 years of experience in finance, accounting, and financial management. Currently, Mr. Wong is an independent non-executive director of Starlight Culture Entertainment Group Limited (Stock Code: 01159) and Green Economy Development Limited (Stock Code: 01315). Mr. Wong is a fellow member of Certified Practising Accountants (Australia), a member of the Hong Kong Institute of Certified Public Accountants and a member of the Association of Chartered Certified Accountants. Mr. Wong graduated with a Master of Business Administration from Washington University in St. Louis, Missouri, United States in December 2009. He obtained a Bachelor of Arts with Honours in Accountancy from the City University of Hong Kong in Hong Kong in November 1992.

NON-EXECUTIVE DIRECTORS

Mr. CHAN Ching Yan Daniel ("Mr. Chan"), aged 62, is a non-executive Director since June 2022. He is also a member of our nomination committee. He has been serving Po Leung Kuk since 2010 and becomes the Chairman of Po Leung Kuk 2022-2023 terms and is currently appointed as an advisor. Mr. Chan is currently the Chairman of the Board of Trustees of the Lord Wilson Heritage Trust, HKSAR, a member of the Independent Police Complaints Council (IPCC), HKSAR, a member of the Advisory Committee of Admission of Quality Migrants and Professionals, Immigration Department of the HKSAR, a Governing Committee Member of The Hong Kong Polytechnic University Foundation, an Honorary Director of The University of Hong Kong Foundation, a standing/executive director of Hong Kong Chiu Chow Chamber of Commerce, a member of the Chinese Entrepreneurs Organization and the founder and Managing Director of Paragon International Ltd. In July 2019, Mr. Chan was awarded the Medal of Honour (MH) by the Government of the Hong Kong Special Administration Region in recognition of his dedicated public and community service, particularly his valuable contributions to charitable work and committees related to immigration matters. In 2015, Mr. Chan received the 14th World Outstanding Chinese Award granted by the World Chinese Business Investment Foundation. Mr. Chan obtained a Bachelor of Science in Computer Science from The University of Western Ontario, Canada in June 1983 and an Honorary Doctorate Degree in Business Administration conferred by Sabi University in September 2015.

Mr. J David WARGO ("Mr. Wargo"), aged 70, is a non-executive Director since January 2017. He is also a member of our audit committee and remuneration committee. In 1993, Mr. Wargo founded Wargo & Company, Inc., where he currently serves as President. Mr. Wargo has over 40 years of experience in the telecommunications, media, and technology industries. Since March 2015, Mr. Wargo has been a director of Liberty Broadband Corporation (NASDAQ: LBRDA). Since August 2014, Mr. Wargo has been a director of Liberty TripAdvisor Holdings, Inc. (NASDAQ: LTRPA). From September 2008 through April 2022, he was a director of Discovery Communications, Inc. (NASDAQ: DISCA). Since June 2005, Mr. Wargo has been a director of Liberty Global plc (NASDAQ: LBTYK). From May 2005 to September 2008, he served as a director of Discovery Holding Company. From August 2002 to June 2007, Mr. Wargo served as a director of OpenTV Corp. From 2001 until 2019 he served as a director he served as a director of Strayer Education, Inc. (NASDAQ: STRA). Mr. Wargo graduated with a Masters in Management from the Sloan School of Management at the Massachusetts Institute of Technology, Cambridge, Massachusetts, United States in 1978, and a Masters in Engineering majoring in nuclear engineering in 1976. He has also obtained a Bachelor of Science majoring in Physics from the Massachusetts Institute of Technology in Cambridge, Massachusetts, United States in 1976. Mr. Wargo is also an Executive Producer of the Christopher Nolan film, "Oppenheimer", which won seven Academy Awards in 2024 including Best Picture.

Mr. TANG Yi Hoi Hermes ("Mr. Tang"), aged 59, is a non-executive Director and the vice-chairman of our Board since July 2023. Mr. Tang has joined the Immigration Department of the Hong Kong Special Administrative Region ("HKSAR") in 1985. Mr. Tang subsequently joined the Customs and Excise Department in 1987 and he took up the Commissioner of Customs and Excise post in July 2017 and retired in October 2021. Mr. Tang was appointed as Justices of the Peace (JP) in October 2022. Mr. Tang has been awarded seven Assistant Commissioner of Customs and Excise's Commendations between 1992 and 2006; Commissioner of Customs and Excise's Commendation in 1997; Hong Kong Customs and Excise Long Service Medal in 2005, with the first and second clasps in 2012 and 2017 respectively; Hong Kong Customs and Excise Medal for Meritorious Service in 2014; Hong Kong Customs and Excise Medal for Distinguished Service in 2019; and the Silver Bauhinia Star in 2021. Mr. Tang holds a Bachelor Degree from the Hong Kong Polytechnic University. He has completed the Advanced Management Programme at INSEAD — the Institut Européen d'Administration des Affaires (France) and the Advanced Management Programme at the National Academy of Governance (China).

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Alfred Tsai CHU ("Mr. Chu"), aged 49, is an independent non-executive Director since June 2020. He is also the chairman of our nomination committee and a member of our audit committee and remuneration committee. Leveraging extensive experience in investment, Mr. Chu has been the Founding Partner of Starlite Investment Group since 2009. Furthermore, he has actively collaborated as a partner with various venture capital firms for over two decades, including Yimei Capital, IPV Capital, Tiandi Capital, and Panasonic Venture Capital. Mr. Chu earned his Master of Business Administration in Finance from the Wharton School of the University of Pennsylvania in 2006 and his Bachelor of Science in Business Administration from the University of California, Berkeley in 1996.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Charles Eric EESLEY ("Mr. Eesley"), aged 44, is an independent non-executive Director since December 2017. He is also the chairman of our remuneration committee and a member of our audit committee and nomination committee. Mr. Eesley has over 15 years of experience in education and research focusing on technology and entrepreneurship. Since 2009, Mr. Eesley has worked at Stanford University, and is currently an Associate Professor in the School of Engineering and the W.M. Keck Foundation Faculty Scholar in the Department of Management Science and Engineering. As Associate Director of the Stanford Technology Ventures Program, he conducts research on technology entrepreneurship, specifically the impact of institutions and university environment on high growth technology entrepreneurship. In 2020, he received the Third Annual IACMR-RRBM Responsible Research in Management Award and in 2018, he was the recipient of the TUM Research Excellence Award from the Technical University of Munich. Mr. Eesley obtained a Doctor of Philosophy in Management from the Massachusetts Institute of Technology in Cambridge, Massachusetts, United States in June 2009 and a Bachelor of Science from Duke University in Durham, North Carolina, United States in May 2002.

Mr. KWAN Ngai Kit ("Mr. Kwan"), aged 44, is an independent non-executive Director since June 2021. He is also the chairman of our audit committee and a member of our nomination committee and remuneration committee. Mr. Kwan is the chief financial officer, authorised representative and the company secretary of Modern Dental Group Limited (stock code: 3600) since October 2016. Mr. Kwan has over 15 years of experience in auditing, accounting and corporate management. Prior to March 2014, he worked as a senior manager in both the assurance department and the technical department of Ernst & Young during which he acquired intensive capital market transactions experience. Mr. Kwan is currently an independent non-executive director of A & S Group (Holdings) Limited (stock Code: 1737) which is listed on the Main Board of the Stock Exchange. Mr. Kwan is currently a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Kwan obtained a master's degree in business administration from the Chinese University of Hong Kong in November 2014 and a bachelor's degree in accountancy from The Hong Kong Polytechnic University in November 2002.

SENIOR MANAGEMENT

Mr. Benjamin Russell SMITH ("Mr. Smith"), alias Ben Smith, aged 48, is our Senior Vice President of Business Development. He joined our Group in February 2014 as Senior Vice President of Business Development and is responsible for overseeing our ReClaim product sales and other related business development activities. From April 2012 to January 2014, Mr. Smith was the chief executive officer at Blayze Inc. From September 2003 to October 2009, he served as Strategic Partner Development Senior Associate at Google Inc., where he acquired experience in business development. Mr. Smith graduated with a Bachelor of Arts, majoring in Political Science and minoring in Legal Studies from Beloit College in Beloit, Wisconsin, United States in December 1997.

Mr. Christopher Mark MARSHALL ("Mr. Marshall"), alias Chris Marshall, aged 43, is our Senior Vice President of Business Operations. He joined our Group in November 2019 as Vice President of Channel ID upon the completion of our acquisition of Rights ID and Channel ID businesses from ZEFR, Inc. From 2012 to November 2019, Mr. Marshall worked at ZEFR, Inc. and led the Channel ID business. From 2006 to 2012, Mr. Marshall worked at Select Staffing as National Account Manager. He graduated from Brigham Young University with a Bachelor of Arts, majoring in Marketing Communication and minoring in Creative Advertising in 2005.

Dr. Jian ZHAO ("Dr. Zhao"), aged 60, is our Chief Technology Officer since March 2021. He is responsible for overseeing the development and dissemination of technology for clients to improve and increase business. Prior to joining the Vobile Group, Dr. Zhao was Vice President of Advanced Technologies at Verance Corporation from 2010 to 2022. He served as CTO at Thomson Software and Technology Solutions from 2005 to 2009. Dr. Zhao was also a Founder, President and CTO of MediaSec Technologies, Inc. from 2000 to 2005. He obtained a Doctor of Philosophy in Computer Science from Technology University Darmstadt in Germany and a Master of Computer Science from East China Normal University in Shanghai, China.

Mr. Mark Woodrow HALL ("Mr. Hall"), aged 57, alias Mark Hall, is our Senior Vice President of Products and Innovation. He joined our group in March 2020 and is currently responsible for overseeing the products and innovation function. Prior to joining our Group, Mr. Hall served in Paramount Pictures for 14 years from February 2006 to March 2020 and his last position was Vice President of Digital Content Monetization. He was employed by DreamWorks Studios as an information technologist from July 2005 to February 2006. From December 2003 to June 2005, he was an CTO of Merchants Billing Services. Mr. Hall served as the Director of Network of Cars Direct from 1999 to 2003. From 1996 to 1999, he served as an Infrastructure Engineer of Delaware North. Mr. Hall studied English Literature at San Diego State University from 1989 to 1992.

Mr. Michael Paul WITTE ("Mr. Witte"), alias Mike Witte, aged 65, is an executive Director of our Company from June 2017 to June 2021. He joined our Group in January 2008 as our Executive Vice President of Business Development and Sales and is responsible for overseeing all sales and customer success of our content protection products in the US and other related business development activities, including sourcing new clients and managing and growing our existing client relationships, performing after-sales services and providing ongoing support to our customers, and manages our sales team in Silicon Valley. Mr. Witte has over ten years of experience in the SaaS business since joining our Group. Mr. Witte obtained a Bachelor of Arts majoring in English from the University of California in Santa Barbara, California, US in March 1982.

Mr. HO Sai Hong Vincent ("Mr. Ho"), aged 38, is our Financial Controller and company secretary since November 2016. He is responsible for overseeing overall accounting and financial reporting functions. Mr. Ho has over 10 years of experience in the auditing and accounting fields. From September 2008 to September 2015, Mr. Ho worked at the Assurance Department of Ernst & Young where he last served as Manager. Mr. Ho is currently a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. He graduated with a Bachelor of Business Administration in Economics and Accounting from the Hong Kong University of Science and Technology in Hong Kong in May 2008.

DIRECTORS' REPORT

The Directors present their report and the audited financial statements for the year ended 31 December 2023.

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The Company is a limited liability company incorporated in the Cayman Islands and its headquarters and principal place of business in Hong Kong is Suite 3712, 37/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activities of the Group comprise of the provision of software as a service. The principal activities and other particulars of the subsidiaries of the Company are set out in note 1 to the financial statements. Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the sections headed "Chairman's Statement" and the "Management Discussion and Analysis" set out on pages 4 to 5 and pages 6 to 21 of this annual report, respectively. This discussion forms part of this directors' report.

FIVE YEAR FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the last five financial years is set out in the section headed "Five Year Financial Summary" on page 148 of this annual report. The summary does not form part of the audited financial statements.

RESULTS AND DIVIDEND

The Group's loss for the year ended 31 December 2023 and the Group's financial position as at 31 December 2023 are set out in the financial statements on pages 60 to 147.

The Board does not recommend payment of any dividend in respect of the year ended 31 December 2023 (2022: Nil).

SHARE CAPITAL, SHARE OPTION AND CONVERTIBLE BONDS

During the year ended 31 December 2023, the Company issued a total of 8,720,000 Shares due to exercise of share options by the participants under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme in a total consideration of HK$7,555,000. In addition, on 7 February 2023, the Company completed the placement of 114,127,000 Shares with an aggregate nominal value of US$3,000 (equivalent to HK$22,000) and raised net proceeds of approximately HK$464 million, details of which are set out in the paragraph headed "Use of proceeds from issue of convertible bonds and placement of shares" under the section headed the Management Discussion and Analysis of this report. Details of movements in the Company's share capital, share options and convertible bonds are set out in note 29, 30 and 27 to the financial statements, respectively.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to 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 securities.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2023, except for the purchase of 450,000 Shares on behalf by the trustees of the share award plan adopted by the Group on 6 May 2019, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company's reserves available for distribution mainly represent the share premium account, retained profits, merger reserve and other reserves, amounted to approximately HK$1,955 million.

CHARITABLE DONATIONS

During the year ended 31 December 2023, the Group made charitable donations totalling HK$5,365,000 (2022: HK$920,000).

MAJOR CUSTOMERS AND SUPPLIERS

The Group's top five customers accounted for approximately 44.4% of the total revenue. The top five suppliers accounted for approximately 26.5% of the total purchases for the year. In addition, the Group's largest customer accounted for approximately 17.8% of the total revenue and the Group's largest supplier accounted for approximately 11.6% of the total purchases for the year.

None of the directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's share capital) had any beneficial interest in the Group's five largest customers and suppliers.

DIRECTORS' REPORT

DIRECTORS

The Directors during the year ended 31 December 2023 and up to the date of this report are:

Executive Directors:

Mr. Yangbin Bernard WANG *(Chairman and Chief Executive Officer)*
Mr. WONG Wai Kwan

Non-executive Directors:

Mr. TANG Yi Hoi Hermes *(Vice-Chairman)*
Mr. CHAN Ching Yan Daniel
Mr. J David WARGO

Independent Non-executive Directors:

Mr. Alfred Tsai CHU
Mr. Charles Eric EESLEY
Mr. KWAN Ngai Kit

APPOINTMENTS, RE-ELECTION AND REMOVAL OF DIRECTORS

Each of the executive Directors, non-executive Directors and independent non-executive Directors has entered into a service contract or letter of appointment with the Company for a specific term. The non-executive Directors and independent non-executive Directors have been appointed for a term of 3 years. The term of appointment of each Director is subject to retirement by rotation and re-election at each AGM in accordance with the Articles and the Listing Rules.

Under the Articles, one-third of all Directors are subject to retirement by rotation and re-election at each AGM provided that every Director shall be subject to retirement at least once every three years. A retiring Director is eligible for re-election and continues to act as a Director throughout the meeting at which he/she retires.

The Articles provide that any Director appointed by the Board, either to fill a casual vacancy in the Board or as an addition to the existing Board, shall hold office only until the next following AGM of the Company and shall then be eligible for re-election.

Shareholders of the Company may, at any general meeting convened and held in accordance with the Articles, remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in the Articles or in any agreement between the Company and such Director.

PERMITTED INDEMNITY PROVISION

Permitted indemnity provisions (as defined in section 469 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) for the benefit of the Directors are currently in force and was in force during the year and at the date of this report.

DIRECTORS' SERVICE AGREEMENTS

Each of the Directors has entered into a service agreement or letter of appointment with the Company for a term of three years, which may be terminated by either party by giving one-week written notice or otherwise in accordance with the terms of the service agreement.

Saved as disclosed above, none of the Directors proposed for re-election at the forthcoming AGM has a service contract or letter of appointment with any member of the Group which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2023, the Group employed a total of 578 staff as compared to 572 staff as at 31 December 2022. Salaries, bonuses and benefits are determined with reference to market terms and performance, qualifications and experience of each individual employee, and are subject to review from time to time.

The remuneration of the Directors is reviewed by the Remuneration Committee and approved by the Board. The relevant Director's experience, duties and responsibilities, time commitment, the Company's performance and the prevailing market conditions are taken into consideration in determining the emolument of the Directors. Particulars of the remuneration of employees of the Group during the year ended 31 December 2023 are set out in note 6 to the financial statements.

The Company also adopted a Pre-IPO Share Option Scheme, a Post-IPO Share Option Scheme and a Share Award Plan.

EMOLUMENTS OF DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Particulars of the emoluments of the Directors and the five highest-paid individuals of the Group during the year ended 31 December 2023 are set out in notes 8 and 9 to the financial statements.

SHARE SCHEMES

The Company has three existing share schemes, namely the Pre-IPO Share Option Scheme, the Post-IPO Share Option Scheme and the Share Award Plan.

The number of Shares that may be issued in respect of options and awards granted under the Pre-IPO Share Option Scheme, the Post-IPO Share Option Scheme and the Share Award Plan divided by the weighted average number of ordinary Shares in issue for the year ended 31 December 2023 is 8.15%.

As at 1 January 2023 and 31 December 2023, the number of options and awards available for grant under the scheme mandate was both 154,975,020, representing 7.32% and 6.92% of the issued share capital of the Company on each date, respectively. The details of each share scheme are set out below:

Pre-IPO Share Option Scheme

The following is a summary of all the principal terms of the Pre-IPO Share Option Scheme.

(a) **Purpose of the Pre-IPO Share Option Scheme**
The purpose of the Pre-IPO Share Option Scheme is to offer to employees, Directors (i.e. a member of the Board who is not an employee), consultants or advisers who perform bona fide services for, our Company or its subsidiary the opportunity to acquire equity in our Company through awards of Pre-IPO Share Option Scheme. No amount is payable by the grantees on the grant of options and there is no maximum entitlement of each participant under the Pre-IPO Share Option Scheme.

(b) **Exercise Price and Purchase Price of the Pre-IPO Share Option Scheme**
Minimum exercise price for Pre-IPO Share Option: The exercise price per Share of a Pre-IPO Share Option shall not be less than 100% of the fair market value of a Share on the date of grant; provided, however that the exercise price per share of a Pre-IPO Share Option granted to an individual holding more than 10% of the voting power of our Company shall not be less than 110% of the fair market value of a share on the date of grant.

The purchase price in relation to each award or sale of Shares shall be determined by the Board in its sole discretion, provided that, to the extent an award consists of newly issued Shares, the Board shall require the purchaser to provide consideration having a value not less than the par value of such Shares.

(c) **Vesting of Options**
Subject to the terms and conditions and the fulfilment of all conditions to the vesting of the Pre-IPO Options, each Pre-IPO Option shall have a vesting period of four years from the date of grant of the Pre-IPO Options.

(d) **Exercise of Options**
The Board in its sole discretion shall determine when all or any installment of a Pre-IPO Option is to become exercisable and may, in its discretion, provide for accelerated exercisability in the event of a change in control or other events.

(e) **Lapse of Option or Right**
An option may be exercised in accordance with the terms of the Pre-IPO Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof.

(f) **Total Number of Shares Available for Issue under the Pre-IPO Share Option Scheme**
As at the date of this report, the total number of Shares available for issue under the Pre-IPO Share Option Scheme is 32,000,000, representing 1.43% of the issued share capital of the Company as at the same date. No share option will be available for grant under the Pre-IPO Share Option Scheme.

(g) Duration of the Pre-IPO Share Option Scheme

The Pre-IPO Share Option Scheme will remain in force for a period of 10 years commencing on the adoption date of Pre-IPO Share Option Scheme.

Details of the options granted pursuant to the Pre-IPO Share Option Scheme to the grantees are set at below:

					No. of share options				
Name of Grantee	Date of grant	Vesting period	Exercise period	Exercise price per share	Outstanding as at 1 January 2023	Granted during the year ended 31 December 2023	Exercised during the year ended 31 December 2023	Expired/ lapsed/ cancelled during the year ended 31 December 2023	Outstanding as at 31 December 2023
Director									
Mr. Wang	25 April 2017	Four years from date of grant[1]	25 April 2019 to 25 April 2027	US$0.0344	32,000,000	—	—	—	32,000,000
Employees									
Other employees	25 April 2017	Four years from date of grant[1]	25 April 2019 to 25 April 2027	US$0.0313	120,000	—	(120,000)[2]	—	—
Total					32,120,000	—	(120,000)	—	32,000,000

Notes:

1 50% of the share options shall vest on the second anniversary of the date of grant and 50% shall vest in 24 equal monthly instalments following the second anniversary.

2 The weighted average closing price of the shares immediately before the dates on which the options were exercised is HK$2.92.

Post-IPO Share Option Scheme

The following is a summary of all the principal terms of the Post-IPO Share Option Scheme.

(a) Purpose of the Post-IPO Share Option Scheme

The purposes of the Post-IPO Share Option Scheme are to attract and retain the best available personnel, to provide additional incentive to employees, directors, consultants and advisers of our Group and to promote the success of the business of our Group. HK$1 is payable by the grantees for acceptance of the Post-IPO Share Options.

(b) **Exercise Price of the Post-IPO Share Option Scheme**

The amount payable for each Share to be subscribed for under an option in the event of the option being exercised shall be determined by the Board and shall be not less than the greater of

(i) the closing price of the Shares on the Main Board of the Stock Exchange as stated in the Stock Exchange's daily quotations sheet on the date of grant;

(ii) the average closing price of the Shares on the Main Board of the Stock Exchange as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and

(iii) the nominal value of the Shares.

(c) **Vesting of Options**

The Remuneration Committee in its sole discretion shall determine the vesting period for each grant of options under the Post-IPO Share Option Scheme.

(d) **Time of Exercise of An Option**

An option may be exercised in whole or in part by the option holder in accordance with the terms of the Post-IPO Share Option Scheme at any time during the period to be notified by the Board to each option holder upon the grant of options, such period not to exceed ten years from the date of grant of the relevant option.

(e) **Lapse of Option or Right**

An option shall lapse forthwith (to the extent not already exercised) on the earliest of expiry of the exercise period and under the other provisions as set out in the Post-IPO Share Option Scheme.

(f) **Maximum Number of Shares**

The maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Post-IPO Share Option Scheme and any other schemes of our Company shall not exceed such number of Shares as shall represent 30% of the issued share capital of our Company from time to time. The total number of Shares issued and to be issued upon the exercise of the options granted to each eligible person (including exercised, cancelled and outstanding options) under the Post-IPO Share Option Scheme in any 12-month period shall not exceed 1% of the relevant class of securities of our Company in issue.

(g) **Total Number of Shares Available for Issue under the Post-IPO Share Option Scheme**

As at the date of this report, the total number of Shares available for issue under the Post-IPO Share Option Scheme was 154,975,020, representing 6.92%, of the issued share capital of the Company as at the same date.

(h) **Duration of the Post-IPO Share Option Scheme**

The Share Option Scheme will remain in force for a period of 10 years commencing on the adoption date of the Post-IPO Share Option Scheme.

Details of the options granted pursuant to the Post-IPO Share Option Scheme to the grantees are set at below:

Name of Grantee	Date of grant	Vesting period	Exercise period	Exercise price per share	No. of share options: Outstanding as at 1 January 2023	Granted during the year ended 31 December 2023	Exercised during the year ended 31 December 2023	Lapsed during the year ended 31 December 2023	Expired/cancelled during the year ended 31 December 2023	Outstanding as at 31 December 2023
Directors										
Mr. Wang	12 January 2021	Ten years from date of grant[1]	12 January 2021 to 12 January 2031	HK$5.00	112,000,000	—	—	—	—	112,000,000
Mr. Matsuzawa	23 July 2021	Five years from date of grant[3]	23 July 2022 to 23 July 2032	HK$8.70	10,000,000	—	—	(6,000,000)	—	4,000,000
Sub-total					122,000,000	—	—	(6,000,000)	—	116,000,000
Employees										
Other employees	30 July 2020	Two years from date of grant[2]	30 July 2022 to 30 July 2032	HK$0.875	22,400,000	—	(7,600,000)	—	—	14,800,000
Other employees	23 July 2021	Five years from date of grant[3]	23 July 2022 to 23 July 2032	HK$8.70	5,000,000	—	—	(4,000,000)	—	1,000,000
Other employees	8 July 2022	Five years from date of grant[3]	8 July 2023 to 7 July 2032	HK$5.00	7,320,000	—	—	—	—	7,320,000
Sub-total					34,720,000	—	(7,600,000)	(4,000,000)	—	23,120,000
Consultants										
Consultants	30 July 2020	Two years from date of grant[2]	30 July 2022 to 30 July 2032	HK$0.875	3,000,000	—	(1,000,000)	—	—	2,000,000
Kevin A. Mayer	9 September 2020	Two years from date of grant[2]	9 September 2021 to 9 September 2031	HK$1.02	8,000,000	—	—	—	—	8,000,000
Sub-total					11,000,000	—	(1,000,000)	—	—	10,000,000
Total					167,720,000	—	(8,600,000)	(10,000,000)	—	149,120,000

Notes:

1 The share options have an exercise period of ten years and the vesting periods of ten years from the date of grant. All nine tranches of the 112,000,000 share options in aggregate will become fully vested when the Market Capitalisation of the Company on a Determination Date reaches at least US$10 billion and the Company has achieved at least nine of the Operational Milestones in any combination. Please refer to the circular of the Company dated 1 March 2021 for further details.

The table below shows the Operational Milestones:

Operational Milestone comprised of Annual Revenue of the Company on a Determination Date in Excess of	Operational Milestone comprised of Annual Adjusted EBITDA of the Company on a Determination Date on Excess of
US$50 Million	US$10 Million
US$75 Million	US$15 Million
US$100 Million	US$20 Million
US$125 Million	US$25 Million
US$150 Million	US$30 Million
US$175 Million	US$35 Million
US$200 Million	US$40 Million
US$225 Million	US$45 Million
US$250 Million	US$50 Million

The table below shows the vesting conditions for each Tranche of the Share Options:

Cumulative Number of Operational Milestones Required to be Achieved	Market Capitalisation Milestone Vesting Condition comprised of Market Capitalisation of the Company on a Determination Date in Excess of		Number of vested Share Options in the Tranche
	US$	HK$	
One	2 billion	15.50 billion	12,444,444 Shares
Two	3 billion	23.25 billion	12,444,444 Shares
Three	4 billion	31.00 billion	12,444,444 Shares
Four	5 billion	38.75 billion	12,444,444 Shares
Five	6 billion	46.50 billion	12,444,444 Shares
Six	7 billion	54.25 billion	12,444,444 Shares
Seven	8 billion	62.00 billion	12,444,444 Shares
Eight	9 billion	69.75 billion	12,444,444 Shares
Nine	10 billion	77.50 billion	12,444,448 Shares

2 50% of the share options shall vest on the first anniversary of the date of grant and 50% shall vest in 12 equal monthly instalments following the second anniversary.

3 20% of the share options shall vest on the first anniversary of the date of grant and 80% shall vest in 48 equal monthly instalments following the second anniversary.

4 The weighted average closing price of the Shares immediately before the date of exercise by the participants was HK$2.20.

SHARE AWARD PLAN

On 6 May 2019, the Board adopted a 10-year share award plan (the "Share Award Plan") to (a) incentivise, recognise and reward the contributions of certain Eligible Persons to the growth and development of the Group; (b) attract and retain personnel to promote the long-term growth and development of the Group; and (c) align the interests of the Award Holders with those of the Shareholders to promote the long-term financial performance of the Company. Details of the Share Award Plan were announced in the Company's announcements dated 6 May 2019 and 25 July 2021. A summary of the Share Award Plan is set out below:

(a) Purpose

The purpose of the Share Award Plan is to (a) incentivise, recognise and reward the contributions of certain Eligible Persons to the growth and development of the Group; (b) attract and retain personnel to promote the long-term growth and development of the Group; and (c) align the interests of the Award Holders with those of the Shareholders to promote the long-term financial performance of the Company. No amount is payable by the grantees on acceptance of the awards.

(b) Participants

Under the Share Award Plan Rules, any person being (a) an employee, a director (including, without limitation, an executive, non-executive or independent non-executive director) or officer of any member of the Group; or (b) a consultant or advisor of any member of the Group, is eligible for participation in the Share Award Plan.

(c) Duration

Subject to early termination by the Board, the Share Award Plan shall be valid and effective for a term of ten (10) years commencing from the date of adoption of the Share Award Plan, being 6 May 2019, and ending on the Business Day immediately preceding the tenth (10th) anniversary of the date of adoption of the Share Award Plan.

(d) Share Award Plan Limit

The Board shall not make any further Award if to do so would result in the aggregate number of the Shares awarded under the Share Award Plan exceed 10% of the issued share capital of the Company at any given time.

Where any grant of Award to a Selected Person would result in the aggregate of (a) the number of Awarded Shares underlying all Awards (whether vested or not); and (b) the number of Shares issued and to be issued upon exercise of options (whether exercised or outstanding) under any share option scheme adopted by the Company from time to time, granted to such Eligible Person in the 12-month period up to and including the date of grant of such Award exceeding 1% of the Shares in issue as at the date of grant of such Award, the Award shall be subject to approval by the Shareholders in a general meeting.

(e) Vesting

Awarded Shares and the Related Income shall be vested in an Award Holder in accordance with the Vesting Date(s) specified in the Award and upon the satisfaction of the vesting criteria and conditions (if any) specified by the Board in the offer of grant of the relevant Award. No consideration is required from the grantees at the time of vesting.

(f) Total Number of Shares Available for Issue under the Share Award Plan

As at the date of this report, the total number of Shares available for issue under the Share Award Plan under the general mandate granted by shareholders of the Company is 195,206,907, representing 8.72% of the issued share capital of the Company as at the same date. The Company did not utilise any of the general mandate granted by shareholders of the Company to issue new shares since the adoption of the Share Award Plan and up to the date of this report.

Details of the share awards granted pursuant to the Share Award Plan to the grantees are set at below:

Name of Grantee	Date of grant	Unvested as at 1 January 2023	Granted during the year ended 31 December 2023	Vested during the year ended 31 December 2023	Expired/ lapsed/ cancelled during the year ended 31 December 2023	Unvested as at 31 December 2023
Directors						
Mr. Wong	20 November 2023[3]	—	84,439	(84,439)	—	—
Mr. Chan	20 November 2023[3]	—	84,439	(84,439)	—	—
Mr. Wargo	20 November 2023[3]	—	84,439	(84,439)	—	—
Mr. Chu	20 November 2023[3]	—	84,439	(84,439)	—	—
Mr. Eesley	20 November 2023[3]	—	84,439	(84,439)	—	—
Mr. Kwan	20 November 2023[3]	—	84,439	(84,439)	—	—
Sub-total		—	506,634[4]	(506,634)	—	—
Employees						
Employees	30 December 2022[2]	10,417,329	—	(10,417,329)	—	—
Employees	20 November 2023[3]	—	6,629,231[4]	(6,629,231)	—	—
Sub-total		10,417,329	7,135,865	(10,417,329)	—	—
Total[1]		10,417,329	7,135,865	(10,417,329)[4]	—	—

Notes:

1 No grant has been made to (i) any related entity participant or service provider with options and awards granted in excess of 0.1% of the Company's issued shares over the 12-month period, and (ii) any other participant with options and awards granted in excess of the 1% individual limit, as such terms are used in the Listing Rules. During the year ended 31 December 2023, there were no cancellations of share awards.

2 There are vesting period of six months and no performance target and clawback mechanism in relation to the grants, and no consideration is required from the relevant grantees at the time of vesting.

3 There are no vesting period and performance target in relation to the grants, and no consideration is required from the relevant grantees at the time of vesting. Upon the occurrence of certain events in relation to a grantee, no further Awards may be granted to such grantee and the Awards granted to the grantee shall be clawed back and such Awards shall lapse accordingly on the date as determined by the Board (if such Awards are unvested). In addition, where an Award (or any part thereof) granted to a grantee has already been vested at the time when the grantee's Awards are clawed back, the grantee shall return, by the Board's determination at its sole and absolute discretion, either (i) the exact number of the relevant vested and clawed back underlying Shares in respect of such Awards, or (ii) the monetary amount equivalent to the value of the relevant underlying Share(s) of the Awards on the date of grant, on the date of vesting of the relevant Awards, or on the date of such clawback. In addition, in the event a grantee ceases to be an eligible participant under the Share Award Plan by reason of retirement, resignation or expiration of the employment or service agreement, any unvested Awards in respect of such grantee will automatically lapse with effect from the date on which the grantee's employment or service is terminated.

4 The closing price of the shares immediately before the date on which the awards were granted and fair value of each award was both HK$2.43. Please refer to note 2.4 to the financial statements in respect of the accounting standard and policy adopted for such awards.

5 The weighted average closing price of the shares immediately before the date on which the awards vested was HK$2.70.

RETIREMENT BENEFITS PLANS

Particulars of retirement benefits plans of the Group as at 31 December 2023 are set out in note 2.4 to the financial statements.

DIRECTORS' REPORT

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

As of 31 December 2023, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the 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 have taken or deemed to have under such provisions of the SFO); or (b) to be recorded in the register required to be kept pursuant to Section 352 of the SFO; or (c) as otherwise to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Name of Directors	**Capacity**	**Number of Shares** (note 1)	**Approximate percentage of the issued share capital**
Mr. Wang (note 2)	Beneficial owner; trustee of a trust; beneficiary of a trust	415,961,920	18.57%
Mr. Wargo	Beneficial owner	91,913,960	4.10%
Mr. Wong	Beneficial owner	2,607,604	0.12%
Mr. Chu	Beneficial owner	207,604	0.01%
Mr. Eesley	Beneficial owner	207,604	0.01%
Mr. Kwan	Beneficial owner	163,604	0.01%

Notes:

(1) All interests stated are long positions.

(2) Mr. Wang is a settlor, a trustee and a beneficiary of the JYW Trust. Mr. Wang and the JYW Trust are the settlors and Mr. Wang is the trustee and beneficiary of the YBW Trust. Mr. Wang is interested in 31,200,000 Shares beneficially owned by him, 208,761,920 Shares held by him in his capacity as trustee and beneficiary of the JYW Trust, 32,000,000 Shares in his capacity as trustee and beneficiary of the YBW Trust, 32,000,000 Shares which may be issued pursuant to the exercise of options granted under the Pre-IPO Share Option Scheme and 112,000,000 Shares which may be issued pursuant to the exercise of options granted under the Post-IPO Share Option Scheme.

Save as disclosed above, as of 31 December 2023, so far as is known to the Directors or chief executive of the Company, none of the Directors or chief executive of the Company had interests or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or (c) were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

DIRECTORS' RIGHT TO ACQUIRE SHARES

Save as disclosed in this report, at no time during the year ended 31 December 2023 was the Company, or any of its subsidiaries or its fellow subsidiaries a party to any arrangement to enable the Directors and chief executives of the Company (including their spouses and children under 18 years of age) to hold any interest or short positions in the Shares, or underlying shares, or debentures, of the Company or its associated corporations (within the meaning of Part XV of the SFO).

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

As of 31 December 2023, so far as was known to any Director or chief executive of the Company, the following persons (other than the Directors and chief executive of the Company) had interests and/or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company under section 336 of the SFO:

Name of shareholder	Capacity	Number of Shares[(1)]	Approximate percentage of the issued share capital
LU Jian	Beneficial owner	127,011,920	5.67
Antfin (Hong Kong) Holding Limited[(2)]	Beneficial owner	115,606,936	5.16
Hangzhou Yunqiang Enterprise Management Consulting Co., Ltd[(2)]	Interest in a controlled corporation	115,606,936	5.16
Ant Group Co., Ltd.[(2)]	Interest in a controlled corporation	115,606,936	5.16

Notes:

(1) All interests stated are long positions.

(2) The 115,606,936 Shares are held by Antfin (Hong Kong) Holding Limited. Antfin (Hong Kong) Holding Limited is wholly-owned by Hangzhou Yunqiang Enterprise Management Consulting Co., Ltd., which is in turn wholly-owned by Ant Group Co., Ltd. Ant Group Co., Ltd. is owned as to approximately 22.42% by Hangzhou Junao Equity Investment Partnership (Limited Partnership) and approximately 31.04% by Hangzhou Junhan Equity Investment Partnership (Limited Partnership).

Save as disclosed above, as of 31 December 2023, the Directors have not been notified by any person (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares which shall be disclosed to the Company pursuant to Division 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept pursuant to Section 336 of the SFO.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this report, no transaction, arrangement or contract of significance subsisted in which a Director or an entity connected with a Director was materially interested, whether directly or indirectly, during or as at 31 December 2023.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended 31 December 2023.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2023, none of the Directors or their respective associates had any business or interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors during the reporting period namely, Mr. Chu, Mr. Eesley and Mr. Kwan, an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all of them were independent during the year ended 31 December 2023.

CONTINUING CONNECTED TRANSACTIONS

There was no connected transaction during the year ended 31 December 2023.

ENVIRONMENTAL AND SOCIAL MATTERS

In order to promote the sustainable development, the Group actively promotes green office tips to achieve energy and resource savings and carried out environmental protection measures including saving paper, saving electricity, reasonable use of vehicles, support of green finance development and so on.

The Group believes that talent is the driving force for corporate development and is also an important intellectual asset. The human resources department of the Group has developed human resources policies which aims to regulate matters including recruitment and dismissal, promotion and training, compensation and benefits as well as working hours and holiday arrangements. During the year ended 31 December 2023 and up to the date of this annual report, the Group has not experienced any material labour disputes that have affected our operations and the relationship with employees has been satisfactory.

The Group has also formulated policies on the suppliers' selection to minimise environmental and social risks in the supply chains. During the year ended 31 December 2023 and up to the date of this annual report, the Group has no material disputes between the clients and/or suppliers.

Details of the Company's compliance with the relevant provisions set out in the Environmental, Social and Governance Reporting Guide in Appendix 27 to the Listing Rules for the year are set out in the Environmental, Social and Governance Report.

CORPORATE GOVERNANCE

The Corporate Governance Report is set out on pages 42 to 54 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and within the Directors' knowledge, at least 25% of the Company's total issued share capital was held by the public as at the Latest Practicable Date prior to the issue of this report.

AUDITOR

Ernst & Young retires and a resolution for Ernst & Young's reappointment as auditor of the Company will be proposed at the forthcoming AGM.

On behalf of the Board

Yangbin Bernard WANG
Chairman, Executive Director and Chief Executive Officer

Hong Kong, 25 March 2024

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining high corporate governance standards. The Board believes that good corporate governance standards are essential in providing a framework for the Group to formulate its business strategies and policies, and to enhance its transparency and accountability.

During the year ended 31 December 2023, the Company has applied the principles as set out in the CG Code which are applicable to the Company.

In the opinion of the Directors, during the year ended 31 December 2023, the Company has complied with all applicable code provisions as set out in the CG Code, save and except for code provision C.2.1 which states that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual, details of which are set out in the paragraph headed "Chairman and Chief Executive Officer" of this report.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its code of conduct regarding securities transactions by the Directors. The Company has also set guidelines, at least as strict as the Model Code, on transactions of the Company's securities for relevant employees (as defined in the Listing Rules).

The Company has made specific inquiries to all Directors about their compliance with the Model Code, and they all confirmed that they complied with the standards specified in the Model Code during the year ended 31 December 2023. The Company has made specific inquiries of relevant employees about their compliance with the guidelines on transactions of the Company's securities, without noticing any violation of the guidelines.

BOARD OF DIRECTORS

Composition of the Board of Directors

As at the date of this report, the Board consisted of eight members comprising two executive Directors, three non-executive Directors and three independent non-executive Directors. The composition of the Board is as follows:

Executive Directors:
Mr. Yangbin Bernard WANG *(Chairman and Chief Executive Officer)*
Mr. WONG Wai Kwan

Non-executive Directors:
Mr. TANG Yi Hoi Hermes *(Vice-Chairman)*
Mr. CHAN Ching Yan Daniel
Mr. J David WARGO

Independent Non-executive Directors:
Mr. Alfred Tsai CHU
Mr. Charles Eric EESLEY
Mr. KWAN Ngai Kit

The biographical details of all current Directors and senior management of the Company are set out on pages 22 to 25 of this annual report. To the best knowledge of the Company, save as disclosed under the section headed "Directors and Senior Management" on pages 22 to 25 of this annual report, there are no financial, business, family or other material or relevant relationships among the members of the Board and/or the senior management during the reporting period.

Chairman and Chief Executive Officer

Code provision C.2.1 of the CG Code states that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Yangbin Bernard WANG is both our Chairman and Chief Executive Officer, and is responsible for the overall management of our Group and directing the strategic development and business plans of our Group. We believe Mr. Wang is instrumental to our growth and business expansion since our establishment in 2005. Our Board considers that the roles of chairman and chief executive officer being vested in the same person is beneficial to the business prospects, management and overall strategic direction of our Group by ensuring consistent leadership within our Group and facilitating more effective and efficient overall strategic planning and decision-making for our Group. In addition, the Board meets regularly to consider major matters affecting the operations of the Group and all Directors are properly and promptly briefed on such matters with adequate, complete and reliable information. In addition, under the supervision of the Board which is comprised of two executive Directors, two non-executive Director and three independent non-executive Directors as at the date of this report, the Board is appropriately structured with balance of power to provide sufficient checks to protect the interests of the Company and its shareholders. After considering all the corporate governance measures that have been taken, the Board considers that the balance of power and authority will not be impaired by the present arrangement and the current structure will enable the Company to make and implement decisions more promptly and effectively. Thus, the Company does not segregate the roles of Chairman and Chief Executive Officer.

Independent Non-executive Directors

During the year ended 31 December 2023, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his/her independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

The Company has established the following mechanisms to ensure independent views and input are available to the Board:

- A sufficient number of three independent non-executive Directors representing at least one-third of the Board have been appointed and all of them continue to devote adequate time contribution to the Company;

- All independent non-executive Directors are required to confirm in writing annually their compliance of independence requirements;

- Annual meeting between the Chairman and all independent non-executive Directors without presence of other Directors provides an effective platform for the Chairman to listen to independent views on various issues concerning the Company;

- Independent professional advice would be provided to independent non-executive Directors upon reasonable request to assist them to perform their duties to the Company;

- Non-executive Directors receive fixed fee(s) for their role as members of the Board and Board Committee(s) as appropriate;

- Independent non-executive Directors' independence is assessed upon appointment, annually, and at any other time where the circumstances warrant reconsideration;

- All Directors are encouraged to express freely their independent views and constructive challenges during the Board/Board Committees meetings; and

- An Independent Board Committee consisting of independent non-executive Directors is established by the Board as and when required to manage any connected party transactions.

The Board will review the implementation and effectiveness of such mechanisms on an annual basis.

NON-EXECUTIVE DIRECTORS AND DIRECTORS' RE-ELECTION

Code provision B.2.2 of the CG Code stipulates that non-executive directors shall be appointed for a specific term, subject to re-election, whereas code provision A.4.2 states that all directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Each of the executive Directors, non-executive Directors and independent non-executive Directors is appointed under a service contract for a term of three years which is determinable either party by giving one week's written notice to the other party.

In accordance with the Articles, all Directors are subject to retirement by rotation and re-election at an AGM at least once every three years. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting and any Director appointed by the Board as an addition to the Board shall hold office until the next following AGM after his/her appointment and they will be subject to re-election at such meeting.

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Directors take decisions objectively in the interests of the Company.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

All Directors have full and timely access to all the information of the Company as well as the services and advice from the senior management. The Directors may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his/her responsibilities to the Company.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

Continuous Professional Development of Directors

Directors keep abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company.

Every newly appointed Director will receive formal and comprehensive induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate CPD to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. All Directors are encouraged to attend relevant training courses.

The Directors and senior management have also reviewed the performance of the Company and the sales strategy of the industry and have also discussed the market condition of the industry. All the Directors received from time to time CPD and updates relating to Director's duties and regulatory and business development relevant to the Company and their CPD record for the year ended 31 December 2023 is received and summarised as follows.

Executive Directors:	**Type of training**[1]
Mr. Yangbin Bernard WANG	A and B
Mr. WONG Wai Kwan	A and B
Mr. MATSUZAWA Masaaki (retired on 30 June 2023)	A and B
Non-executive Directors:	
Mr. TANG Yi Hoi Hermes (appointed on 18 July 2023)	A and B
Mr. CHAN Ching Yan Daniel	A and B
Mr. J David WARGO	A and B
Independent Non-executive Directors:	
Mr. Alfred Tsai CHU	A and B
Mr. Charles Eric EESLEY	A and B
Mr. KWAN Ngai Kit	A and B

(1) Type of training

A Attending training sessions, including but not limited to, briefings, seminars, conferences and workshops

B Reading relevant news alerts, newspapers, journals, magazines and relevant publications

BOARD COMMITTEES

The Board has established three committees, namely, the audit committee, the remuneration committee and the nomination committee for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website (vobile.com) and the Stock Exchange's website (www.hkexnews.hk) and are available to shareholders upon request.

The majority of the members of each Board committee are independent non-executive Directors and the list of the chairman and members of each Board committee is set out in the section headed "Corporate Information" in this report.

Audit Committee

As at the date of this annual report, the Audit Committee comprises a non-executive Directors, being Mr. J David WARGO and three independent non-executive Directors, being Mr. Alfred Tsai CHU, Mr. Charles Eric EESLEY and Mr. KWAN Ngai Kit. The chairman of the Audit Committee is Mr. KWAN Ngai Kit. The terms of reference of the Audit Committee are available on the respective websites of the Stock Exchange and the Company.

The primary duties of the audit committee are to review, supervise, and assist our Board in providing an independent view of, our financial reporting processes, and internal control and risk management systems, as well as to oversee the audit process, review our annual and interim financial statements, provide advice and comments to the Board on matters related to corporate governance, and perform other duties and responsibilities as assigned by our Board from time to time.

The Audit Committee held three meetings during the year ended 31 December 2023 to review the interim and annual financial results and reports and significant issues on the financial reporting, operational and compliance controls, the effectiveness of the risk management and internal control systems and internal audit function, appointment of external auditors and relevant scope of work.

The Audit Committee also met the external auditors twice without the presence of the Executive Directors during the year ended 31 December 2023.

Remuneration Committee

As at the date of this annual report, the Remuneration Committee comprises an executive Director, being Mr. Yangbin Bernard WANG, a non-executive Director, being Mr. J David WARGO and three independent non-executive Directors, being Mr. Alfred Tsai CHU, Mr. Charles Eric EESLEY and Mr. KWAN Ngai Kit. The chairman of the Remuneration Committee is Mr. Charles Eric EESLEY. The terms of reference of the Remuneration Committee are available on the respective websites of the Stock Exchange and the Company.

The primary duties of the remuneration committee are to (i) develop and review the policies the structure of the remuneration for our Directors and senior management; (ii) evaluate the performance of, and make recommendations on the remuneration packages and long-term incentive compensation or equity plans for, our Directors and senior management; and (iii) evaluate and make recommendations on employee benefit arrangements.

The Remuneration Committee held two meetings during the year ended 31 December 2023 to determine the remuneration packages of Executive Directors and senior management, to review and make recommendation to the Board on the remuneration policy and structure of the Company, to review and approve matters relating to share schemes, and other related matters.

Details of the fees and other emoluments paid or payable to the Directors and the details of the remuneration by band of the members of the senior management (excluding Directors) for the year ended 31 December 2023 are set out in details in notes 8 and 9 to the audited financial statements contained in this report.

Nomination Committee

As at the date of this annual report, the Nomination Committee comprises an executive Director, being Mr. Yangbin Bernard WANG, a non-executive Director, being Mr. CHAN Ching Yan Daniel and three independent non-executive Directors, being Mr. Alfred Tsai CHU, Mr. Charles Eric EESLEY and Mr. KWAN Ngai Kit. The chairman of the Nomination Committee is Mr. Alfred Tsai CHU. The terms of reference of the Nomination Committee are available on the respective websites of the Stock Exchange and the Company.

The primary functions of the nomination committee are to make recommendations to our Board in relation to the appointment and removal of Directors and senior management, and on matters of succession planning.

The duties and authorities of the Nomination Committee are contained in its terms of reference, which fully comply with code provision B.3.1 of the CG Code and are available on the websites of the Stock Exchange and the Company.

The Nomination Committee has formulated and set out its nomination policy in its terms of reference. The objective of the nomination policy is to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's businesses. To ensure changes to the Board composition can be managed without undue disruption, a formal, considered and transparent procedure is in place for selection, appointment and re-appointment of Directors, as well as plans in place for orderly succession (if considered necessary), including periodical review of such plans. The appointment of a new Director (to be an additional Director or fill a casual vacancy as and when it arises) or any re-appointment of Directors is a matter for decision by the Board upon the recommendation of the proposed candidate by the Nomination Committee.

Before making recommendation to the Board, the criteria to be applied in considering whether a candidate is qualified shall be his or her ability to devote sufficient time and attention to the affairs of the Company, character, qualifications, experience, independence and contribution to the diversity of the Board and ability to effectively carry out the Board's responsibilities. Further details of the selection criteria and the procedure are set out in the terms of reference of the Nomination Committee.

The Board adopts a Board diversity policy which sets out its approach to achieve and maintain its diversity through consideration of a number of measurable objectives including but not limited to professional qualifications, regional and industry experience, educational and cultural background, skills, industry knowledge, reputation and gender, as well as other attributes and strengths that are required for the Company's business from time to time. In assessing the Board composition, the nomination committee would take into account various aspects set out in the Board diversity policy. The Nomination Committee reviews the board diversity policy at least annually and monitor the implementation to ensure continued effectiveness and compliance with regulatory requirements and good corporate governance practices, and discusses and agrees on new measurable objectives for achieving diversity on the Board, where necessary, and recommends them to the Board for adoption.

The Nomination Committee held two meetings during the year ended 31 December 2023 to review the structure, size and composition of the Board and the independence of the Independent Non-executive Directors and to consider the qualifications of the retiring Directors standing for election at the AGM. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained and plans to maintain the female director ratio at current level.

Diversity at Workforce Level

In terms of employment, the Group insists on the principle of fairness and equal treatment regardless of citizenship, nationality, race, gender, religious belief and cultural background, and does not impose any restrictive requirements on gender, ethnicity, nationality and region.

The gender ratio in the workforce of the Group, including senior management, as of 31 December 2023 is set out below:

	As of 31 December 2023	
	Number of employees	Percentage of total number of employees
Male employees	286	49%
Female employees	292	51%
	578	100%

Corporate Governance Functions

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

The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and the guidelines, and the Company's compliance with the CG Code and disclosure in this corporate governance report.

ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

The attendance record of each Director at the Board and Board Committee meetings and AGM of the Company held during the year ended 31 December 2023 is set out in the table below:

Name of Director	Board	Audit Committee	Remuneration Committee	Nomination Committee	AGM
Executive Directors					
Mr. Yangbin Bernard WANG	8/8	N/A	4/4	3/3	1/1
Mr. WONG Wai Kwan	8/8	3/3	N/A	N/A	1/1
Mr. MATSUZAWA Masaaki (retired on 30 June 2023)	5/5	N/A	N/A	N/A	1/1
Non-executive Directors					
Mr. TANG Yi Hoi Hermes (appointed on 18 July 2023)	3/3	N/A	N/A	N/A	1/1
Mr. J David WARGO	8/8	3/3	4/4	N/A	1/1
Mr. CHAN Ching Yan Daniel	8/8	N/A	N/A	3/3	1/1
Independent Non-executive Directors					
Mr. Alfred Tsai CHU	8/8	3/3	4/4	3/3	1/1
Mr. Charles Eric EESLEY	8/8	3/3	4/4	3/3	1/1
Mr. KWAN Ngai Kit	8/8	3/3	4/4	3/3	1/1

During the year, apart from the Board meetings, consents and/or approvals of the Board were also obtained by way of written resolutions on a number of matters/transactions. The Chairman of the Board met all the independent non-executive Directors without the presence of the other Directors after the Board meeting held on 31 August 2023 in compliance with code provision C.2.7 of the CG Code.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2023.

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

The statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the section headed "Independent Auditor's Report" on pages 55 to 59 of this annual report.

AUDITOR'S REMUNERATION

An analysis of the remuneration that should be paid to the external auditor of the Company, Ernst & Young, for the audit of the year ended 31 December 2023 and non-audit services relating to tax advisory services is set out below:

Service Category	**Fee Paid/Payable** HK$'000
Audit services of annual report	4,600
Non-audit services	547

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board is responsible for maintaining an effective risk management and internal control systems and reviewing their effectiveness to safeguard the Company's assets and the interests of Shareholders. The Audit Committee assists the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems. The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

In order to achieve effective and efficient operations and reliable financial reporting and compliance with applicable laws and regulations, the Company has adopted various internal control rules and procedures, including the following:

- To adopt the internal control management measures, which sets out the procedures for effective implementation of internal control measures.

- To engage external professional advisers as necessary and work with our legal teams to conduct review to ensure that all registrations, licenses, permits, filings and approvals are valid and that the renewals of such documents are made in a timely manner.

The Board has engaged an external professional service firm as its risk management and internal control review adviser (the "Adviser") to conduct the annual review of the risk management and internal control systems for the year ended 31 December 2023 as there is no internal audit function within the Group and the Directors considered it to be more cost effective to appoint external independent professionals to perform internal audit functions for the Group. The Directors will continue to review at least annually the need for an internal audit function. Such review is conducted annually and cycles reviewed are under rotation basis. The scope of review was previously determined and approved by the Board. The Adviser has reported findings and areas for improvement to the Audit Committee and management. The Audit Committee are of the view that there are no material internal control defeats noted. All recommendations from the Adviser are properly followed up by the Group to ensure that they are implemented within a reasonable period of time. The Board therefore considered that the risk management and internal control systems are effective and adequate.

CORPORATE GOVERNANCE REPORT

DISSEMINATION OF INSIDE INFORMATION

The Group has in place a framework for the disclosure of inside information by reference to the Guidelines on Disclosure of Inside Information issued by the Securities and Futures Commission. The framework sets out the procedures and internal controls for the handling and dissemination of inside information in an appropriate and timely manner, such as steps to ascertain sufficient details, conduct internal assessment of the matter and its likely impact on the Company, seek professional advice where required and verification of the facts. Before the information is fully disclosed to the public, any persons who possess the knowledge of such information must ensure strict confidentiality and must not deal in any of the Company's securities.

SHAREHOLDERS' RIGHTS

The Company engages with shareholders through various communication channels and a shareholders' communication policy is in place to ensure that shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

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

Convening an Extraordinary General Meeting by Shareholders

Under Article 12.3 of the Articles, any two or more shareholders holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company may at all times have the right, by a written requisition to the Board or the company secretary of the Company, to require the convening of an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 42 days after the deposit of such requisition. If, within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in the same manner, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board shall be reimbursed to the requisitionists by the Company.

Putting Forward Proposals at General Meetings

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

Detailed procedures for shareholders to propose a person for election as a director of the Company are published on the Company's website.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address:	Suite 3712, 37/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong (For the attention of the Board of Directors/Company Secretary)
Email:	ir@vobilegroup.com

For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. The information of the shareholder(s) may be disclosed as required by law.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with its shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with its shareholders and in particular, through annual general meetings and other general meetings, publishing corporate communications such as interim results and annual results, financial reports, announcements and circulars. Shareholders may make enquiries with the Company through channels as mentioned above, and provide comments and recommendations to the Directors. Upon receipt of enquiries from shareholders, the Company will respond as soon as practicable.

The chairman of the Board, respective chairman of the Audit Committee, Remuneration Committee and Nomination Committee, or, in their absence, other members of the respective board committees, will make themselves available at the annual general meetings to meet shareholders of the Company, answer their enquiries, and to understand their views.

During the year under review, an annual general meeting of the Company was held on 30 June 2023 at which all the Directors attended either by person or by means of electronic facilities to communicate with the shareholders of the Company. In addition, all corporate communications and regulatory announcements were published by the Company on its website and the website of the Stock Exchange in a timely manner. The Board considers that the shareholders communication policy is effective during the year ended under review.

CORPORATE GOVERNANCE REPORT

At a general meeting of the Shareholders held on 30 June 2023, Shareholders approved the proposed amendments to the existing amended and restated memorandum and articles of association of the Company (the "Memorandum and Articles") and the proposed adoption of a second amended and restated Memorandum and Articles in order to, among other things, (i) bring the Memorandum and Articles in line with the relevant requirements of the Listing Rules and the applicable laws of Cayman Islands; and (ii) make some other housekeeping improvements. An up to date version of the Articles is available on the websites of the Company and the Stock Exchange.

The Company has in place a Shareholders' Communication Policy to ensure that shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness. During the year of 2023, the Board reviewed the shareholders engagement and communication activities and was satisfied with the implementation and effectiveness of the above Shareholders' Communication Policy.

DIVIDEND POLICY

Pursuant to Code provision F.1.1 of the CG Code, the Company has adopted a dividend policy as set forth below:

Following completion of the global offering, we may distribute dividends by way of cash or by other means that our Directors consider appropriate. A decision to distribute any interim dividend or recommend any final dividend would require the approval of our Board and will be at its discretion. In addition, any final dividend for a financial year will be subject to Shareholders' approval. Our Board will review our Company's dividend policy from time to time in light of the following factors in determining whether dividends are to be declared and paid:

— our financial results;

— Shareholders' interests;

— general business conditions, strategies and future expansion needs;

— the Group's capital requirements;

— the payment by its subsidiaries of cash dividends to the Company;

— possible effects on liquidity and financial position of the Group;

— other factors the Board may deem relevant.

Our Directors may declare dividends after taking into account, among other things, our results of operations, financial condition and position, the amount of distributable profits, our Articles, the Companies Law of the Cayman Islands Law, applicable laws and regulations and other factors that our Directors deem relevant. Prospective investors should note that historical dividend distributions are not indicative of our future dividend distribution policy.

COMPANY SECRETARY

Mr. Ho Sai Hong Vincent, aged 38, is the financial controller and company secretary of our Company. He has complied with requirements set out in Rule 3.29 of the Listing Rules by receiving relevant professional training for not less than 15 hours during the year ended 31 December 2023.

INDEPENDENT AUDITOR'S REPORT

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To the shareholders of Vobile Group Limited
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Vobile Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 60 to 147, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with 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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
Impairment of goodwill As at 31 December 2023, the Group's goodwill amounted to HK$1,170,392,000, of which HK$555,195,000, HK$52,960,000 and HK$562,237,000 were allocated to the Content Monetization cash-generating unit ("CGU"), the Content Protection CGU and the Particle Technology CGU, respectively. The recoverable amounts of the Content Monetization CGU and the Content Protection CGU has been determined based on a value-in-use calculation using five-year cash flow projections, and the recoverable amount of the Particle Technology CGU have been determined based on a value-in-use calculation using seven-year cash flow projections. Considering different nature of business, the management believes that the time period mentioned above is appropriate to each CGU to reflect continuous revenue growth up to terminal growth rate. This process involves management to estimate a projected number of viewership on videos, a projected amount of advertisement insert on videos, the expected future market demand as a result of changes in current market conditions and technology, and the latest invoice prices. An assessment was made at the end of the reporting period. We focused on this area because it requires a high level of management judgement and the amount involved is significant. Related disclosures are included in notes 2.4, 3 and 16 to the consolidated financial statements.	We obtained an understanding of the process in place in the impairment assessment of goodwill. We discussed with management and assessed the reasonableness of allocation of goodwill to different CGUs. We involved our internal specialists to evaluate the assumptions and methodologies used by the Group, such as the pre-tax discount rate and terminal growth rate. We discussed with our internal specialists regarding their valuation results. We assessed the recoverable amount of goodwill by reviewing the operating cash flows of the cash-generating unit, management's forecasts, and the underlying assumptions. We also focused on the adequacy of the Group's disclosures concerning those assumptions to which the outcome of the impairment test is most sensitive, such as the revenue growth rate, gross profit margin and the discount rate. They have the most significant effect on the determination of the recoverable amount of goodwill. We assessed the sufficiency of the sensitivity analysis performed by the directors of the Company.

Key audit matter	How our audit addressed the key audit matter
Recognition of deferred tax assets	
The balance of deferred tax assets as at 31 December 2023 amounted to HK$86,615,000. Deferred tax assets had been provided for the losses available for offsetting against future taxable profits and temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The Group had tax losses and unutilised deduction arising in the United States of HK$105,917,000 as at 31 December 2023 that will expire in twenty years for offsetting against future taxable profits. The deferred tax assets were calculated at a composite statutory tax rate of 29.61%, which consisted of a federal income tax rate and multiple state income tax rates. We focused on this area because it requires a high level of management judgement and the amount involved is significant. Related disclosures are included in notes 2.4, 3 and 28 to the consolidated financial statements.	We obtained an understanding of the deferred tax asset calculation and performed substantive audit procedures on the recognition of deferred tax balances based on local tax regulations, and on the analysis of the recoverability of the deferred tax assets. We evaluated the Group's assumptions and estimates in relation to the likelihood of generating sufficient future taxable income based on budgets and plans, principally by performing sensitivity analyses and evaluating and testing the key assumptions used to determine the amounts recognised. We also involved our internal specialists to support us in these procedures in order to assess the accuracy of the deferred tax asset recognition. We also assessed the adequacy of related disclosures in the consolidated financial statements.

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors of the Company 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- 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.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Wan Yee Hooi .

Ernst & Young
Certified Public Accountants
Hong Kong

25 March 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2023

	Notes	2023 HK$'000	2022 HK$'000
REVENUE	5	**2,000,989**	1,442,670
Cost of services provided		**(1,150,832)**	(851,958)
Gross profit		**850,157**	590,712
Other income and gains	5	**39,903**	53,491
Selling and marketing expenses		**(284,855)**	(151,951)
Administrative expenses		**(203,076)**	(162,912)
Research and development expenses		**(231,533)**	(133,129)
Finance costs	7	**(92,252)**	(92,772)
Share of profits and losses of an associate	18	**1**	(93)
Other expenses		**(31,204)**	(10,804)
PROFIT BEFORE TAX	6	**47,141**	92,542
Income tax expense	10	**(47,351)**	(34,439)
(LOSS)/PROFIT FOR THE YEAR		**(210)**	58,103
Attributable to:			
Owners of the Company		**(7,818)**	42,002
Non-controlling interests		**7,608**	16,101
		(210)	58,103
(LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY			
Basic			
— For (loss)/profit for the year (HK$)	12	**(0.0035)**	0.0198
Diluted			
— For (loss)/profit for the year (HK$)	12	**(0.0035)**	0.0196

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2023

	2023 HK$'000	2022 HK$'000
(LOSS)/PROFIT FOR THE YEAR	**(210)**	58,103
OTHER COMPREHENSIVE LOSS		
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	**(46,060)**	(106,662)
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX	**(46,060)**	(106,662)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY	**(46,270)**	(48,559)
Attributable to:		
Owners of the Company	**(50,730)**	(60,580)
Non-controlling interests	**4,460**	12,021
	(46,270)	(48,559)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2023

	Notes	2023 HK$'000	2022 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment	13	**70,831**	47,140
Investment properties	14	**70,234**	66,446
Right-of-use assets	15(a)	**13,014**	20,129
Goodwill	16	**1,170,392**	1,184,396
Other intangible assets	17	**436,696**	388,056
Investments in associates	18	**999**	1,018
Financial assets at fair value through profit or loss	22	**199,280**	193,481
Deferred tax assets	28	**86,615**	93,785
Prepayments and deposits	21	**2,485**	1,951
Total non-current assets		**2,050,546**	1,996,402
CURRENT ASSETS			
Inventories	19	**4,397**	17,092
Trade receivables	20	**1,057,247**	686,151
Prepayments, other receivables and other assets	21	**128,420**	114,479
Tax recoverable		**10,614**	11,863
Pledged deposits	23	**14,841**	207,843
Cash and cash equivalents	23	**240,043**	226,495
Total current assets		**1,455,562**	1,263,923
CURRENT LIABILITIES			
Trade payables	24	**450,875**	279,691
Other payables and accruals	25	**98,187**	71,089
Interest-bearing borrowings	26	**131,303**	652,654
Lease liabilities	15(b)	**8,398**	11,496
Tax payable		**43,284**	34,606
Convertible bonds	27	**4,680**	4,680
Total current liabilities		**736,727**	1,054,216
NET CURRENT ASSETS		**718,835**	209,707
TOTAL ASSETS LESS CURRENT LIABILITIES		**2,769,381**	2,206,109

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2023

	Notes	2023 HK$'000	2022 HK$'000
NON-CURRENT LIABILITIES			
Convertible bonds	27	**103,000**	97,006
Interest-bearing borrowings	26	**443,951**	351,232
Lease liabilities	15(b)	**5,143**	9,695
Deferred tax liabilities	28	**77,475**	74,541
Total non-current liabilities		**629,569**	532,474
Net assets		**2,139,812**	1,673,635
EQUITY			
Equity attributable to owners of the Company			
Share capital	29	**441**	417
Treasury shares	29	**(32,604)**	(79,893)
Equity component of convertible bonds	27	**8,614**	8,614
Reserves	31	**1,977,715**	1,563,311
		1,954,166	1,492,449
Non-controlling interests		**185,646**	181,186
Total equity		**2,139,812**	1,673,635

Yangbin Bernard WANG
Director

KWAN Ngai Kit
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2023

	Attributable to owners of the Company											
	Share capital HK$'000	Treasury shares HK$'000	Equity component of convertible bonds HK$'000	Share premium* HK$'000	Merger reserve* HK$'000	Other reserve* HK$'000	Share compensation reserve* HK$'000	Exchange fluctuation reserve* HK$'000	Accumulated losses* HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
At 1 January 2023	417	(79,893)	8,614	1,405,598	2,916	199,151	69,089	(92,111)	(21,332)	1,492,449	181,186	1,673,635
(Loss)/profit for the year	—	—	—	—	—	—	—	—	(7,818)	(7,818)	7,608	(210)
Exchange differences related to foreign operations	—	—	—	—	—	—	—	(42,912)	—	(42,912)	(3,148)	(46,060)
Total comprehensive (loss)/income for the year	—	—	—	—	—	—	—	(42,912)	(7,818)	(50,730)	4,460	(46,270)
Issue of shares	22	—	—	471,835	—	—	—	—	—	471,857	—	471,857
Equity-settled share compensation arrangements	2	48,599	—	1,373	—	—	(8,074)	—	—	41,900	—	41,900
Shares repurchased under share award scheme	—	(1,310)	—	—	—	—	—	—	—	(1,310)	—	(1,310)
As at 31 December 2023	441	(32,604)	8,614	1,878,806	2,916	199,151	61,015	(135,023)	(29,150)	1,954,166	185,646	2,139,812

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2023

	Attributable to owners of the Company											
	Share capital HK$'000	Treasury shares HK$'000	Equity component of convertible bonds HK$'000	Share premium* HK$'000	Merger reserve* HK$'000	Other reserve* HK$'000	Share compensation reserve* HK$'000	Exchange fluctuation reserve* HK$'000	Accumulated losses* HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
At 1 January 2022	417	(62,437)	—	1,414,421	2,916	199,151	34,718	10,471	(63,334)	1,536,323	—	1,536,323
Profit for the year	—	—	—	—	—	—	—	—	42,002	42,002	16,101	58,103
Exchange differences related to foreign operations	—	—	—	—	—	—	—	(102,582)	—	(102,582)	(4,080)	(106,662)
Total comprehensive loss for the year	—	—	—	—	—	—	—	(102,582)	42,002	(60,580)	12,021	(48,559)
Acquisition of subsidiaries	—	—	—	—	—	—	—	—	—	—	169,165	169,165
Equity-settled share compensation arrangements	—	27,006	—	(8,823)	—	—	34,371	—	—	52,554	—	52,554
Issue of convertible bonds	—	—	8,614	—	—	—	—	—	—	8,614	—	8,614
Shares repurchased under Share Award Plan	—	(44,462)	—	—	—	—	—	—	—	(44,462)	—	(44,462)
As at 31 December 2022	417	(79,893)	8,614	1,405,598	2,916	199,151	69,089	(92,111)	(21,332)	1,492,449	181,186	1,673,635

* These reserve accounts comprise the consolidated other reserves of HK$1,977,715,000 (2022: HK$1,563,311,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2023

	Notes	2023 HK$'000	2022 HK$'000
CASH FLOWS USED IN OPERATING ACTIVITIES			
Profit before tax		**47,141**	92,542
Adjustments for:			
Finance costs	7	**92,252**	92,772
Interest income	5	**(4,434)**	(4,549)
Depreciation of property, plant and equipment	13	**9,489**	6,523
Changes in fair value of investment properties	14	**(3,468)**	(6,962)
Depreciation of right-of-use assets	15(a)	**11,898**	11,887
Loss on disposal of items of property, plant and equipment and right-of-use assets	13, 15	**—**	460
Amortisation of other intangible assets	17	**114,363**	67,812
Impairment of financial assets	20	**10,866**	684
Changes in fair value of financial assets at FVTPL		**(7,006)**	(17,039)
Share of profits and losses of an associate	18	**(1)**	93
Loss on extinguishment of debts		**6,195**	—
Equity-settled share compensation expense		**41,900**	52,554
		319,195	296,777
Decrease/(increase) in inventories		**12,695**	(9,701)
Increase in trade receivables		**(381,962)**	(163,641)
Decrease/(increase) in prepayments and other assets		**7,919**	(56,339)
(Increase)/decrease in deposits and other receivables		**(22,394)**	267,085
Increase/(decrease) in other payables		**27,098**	(243,682)
Increase/(decrease) in trade payables		**171,184**	(22,579)
Cash generated from operations		**133,735**	67,920
Interest received		**4,434**	4,549
Interest paid		**(776)**	(861)
Overseas taxes paid		**(27,320)**	(34,000)
Net cash flows from operating activities		**110,073**	37,608
CASH FLOWS USED IN INVESTING ACTIVITIES			
Purchases of items of property, plant and equipment		**(33,971)**	(9,511)
Purchases of items of other intangible assets		**(176,109)**	(95,575)
Purchases of investment properties		**(1,778)**	(17,466)
Acquisition of a subsidiary		**—**	(919,149)
Purchases of financial assets		**(2,003)**	—
Proceeds from disposal of financial assets at FVTPL		**—**	13,782
Net cash flows used in investing activities		**(213,861)**	(1,027,919)

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2023

	Notes	2023 HK$'000	2022 HK$'000
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of convertible bonds	27	**—**	106,377
Proceeds from issue of shares		**471,857**	—
New bank loans		**176,931**	914,718
Repayment of bank loans		**(603,880)**	—
Decrease/(increase) in pledged deposits for bank loans		**193,002**	(207,843)
Purchase of shares held under the Share Award Plan	29	**(1,310)**	(44,462)
Interest paid		**(85,410)**	(44,169)
Principal portion of lease payments	33(b)	**(12,210)**	(11,075)
Net cash flows from financing activities		**138,980**	713,546
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		**35,192**	(276,765)
Cash and cash equivalents at beginning of year	23	**226,495**	496,865
Effect of foreign exchange rate changes, net		**(21,644)**	6,395
CASH AND CASH EQUIVALENTS AT END OF YEAR		**240,043**	226,495
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances		**169,770**	203,615
Time deposits with original maturity of less than three months when acquired		**70,273**	22,880
Cash and cash equivalents as stated in the statement of cash flows	23	**240,043**	226,495

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2023

1. CORPORATE AND GROUP INFORMATION

Vobile Group Limited was incorporated as an exempted company with limited liability in the Cayman Islands on 28 July, 2016 under the Companies Law, Chapter 22 of the Cayman Islands. The registered address of the office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company is an investment holding company. During the year, the Group is principally engaged in providing Software as a Service ("SaaS").

Information about subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

Name	Place and date of incorporation/ registration and place of business	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the company Direct	Indirect	Principal activities
Vobile, Inc. ("Vobile US") *	United States 20 May 2005	US$80,000	—	100%	SaaS
Vobile Japan, Inc. ("Vobile Japan") *	Japan 5 September 2009	JPY20,000,000	—	99.75%	SaaS
Vobile Group (HK) Limited ("Vobile HK")	Hong Kong 18 December 2014	HK$1,000,000	—	100%	SaaS
Hangzhou Vobile Technology Co. Ltd. ("Vobile Hangzhou")**	PRC/Mainland China 8 February 2018	RMB200,000,000	—	100%	SaaS
Vobile Australia PTY., Ltd. ("Vobile Australia")	Australia 23 October 2018	AUD1	—	100%	SaaS
Guangzhou Vobile Technology Co. Ltd. ("Vobile Guangzhou")***	PRC/Mainland China 25 March 2019	RMB50,000,000	—	100%	SaaS
Wuhan Vobile Technology Co. Ltd. ("Vobile Wuhan")***	PRC/Mainland China 24 June 2021	RMB50,000,000	—	100%	SaaS
Zhejiang Vobile Media Technology Co. Ltd. ("Vobile Zhejiang")**	PRC/Mainland China 5 July 2021	RMB100,000,000	—	100%	SaaS
Hangzhou Particle Culture Technology Co., Ltd. ("Particle")***	PRC/Mainland China 15 December 2014	RMB41,523,808	—	61.18%	SaaS
Hangzhou New Particle Culture Technology Co., Ltd. ("New Particle")***	PRC/Mainland China 28 January 2022	RMB41,523,808	—	61.18%	SaaS
Zhejiang Yanhua Culture Technology Co. Ltd. ("Zhejiang Yanhua")***	PRC/Mainland China 6 June 2016	RMB100,000,000	—	61.18%	SaaS
Zhejiang Shanxun Network Technology Co. Ltd. ("Zhejiang Shanxun")***	PRC/Mainland China 13 October 2015	RMB20,000,000	—	61.18%	SaaS

Note:

* As at the date of this report, no audited financial statements of Vobile US and Vobile Japan have been prepared since the date of incorporation as these entities were not subject to any statutory audit requirements under the relevant rules and regulations in the jurisdictions of incorporation.

** Registered as wholly-foreign-owned enterprises under PRC law.

*** Registered as a limited liability company under PRC law.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs"), which comprise all standards and interpretations issued by the International Accounting Standards Board (the "IASB") and International Accounting Standards ("IASs") and Standing Interpretations Committee interpretations issued by the International Accounting Standards Committee that remain in effect, and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, derivative financial instruments, wealth management products and equity investments which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2023. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) the contractual arrangement with the other vote holders of the investee;

(b) rights arising from other contractual arrangements; and

(c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

2.1 BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised IFRSs for the first time for the current year's financial statements.

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

The nature and the impact of the new and revised IFRSs that are applicable to the Group are described below:

(a) Amendments to IAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to IFRS Practice Statement 2 *Making Materiality Judgements* provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in note 2 to the financial statements. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group's financial statements.

(b) Amendments to IAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. Since the Group's approach and policy align with the amendments, the amendments had no impact on the Group's financial statements.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(c) Amendments to IAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in IAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions.

Prior to the initial application of these amendments, the Group applied the initial recognition exception and did not recognise a deferred tax asset and a deferred tax liability for temporary differences for transactions related to leases. The Group has applied the amendments on temporary differences related to leases as at 1 January 2022. Upon initial application of these amendments, the Group recognised (i) a deferred tax asset for all deductible temporary differences associated with lease liabilities (provided that sufficient taxable profit is available), and (ii) a deferred tax liability for all taxable temporary differences associated with right-of-use assets at 1 January 2022, with cumulative effect recognised as an adjustment to the balances of retained profits and non-controlling interests at that date.

Upon the application of the amendments, the Group has determined the temporary differences arising from right-of-use assets and lease liabilities separately, which have been reflected in the reconciliation disclosed in note 28 to the financial statements. However, they did not have any material impact on the overall deferred tax balances presented in the consolidated statement of financial position as the related deferred tax balances qualified for offsetting under IAS 12.

(d) Amendments to IAS 12 International Tax Reform — Pillar Two Model Rules introduce a mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The amendments also introduce disclosure requirements for the affected entities to help users of the financial statements better understand the entities' exposure to Pillar Two income taxes, including the disclosure of current tax related to Pillar Two income taxes separately in the periods when Pillar Two legislation is effective and the disclosure of known or reasonably estimable information of their exposure to Pillar Two income taxes in periods in which the legislation is enacted or substantively enacted but not yet in effect. The Group has applied the amendments retrospectively. Since the Group did not fall within the scope of the Pillar Two model rules, the amendments did not have any impact to the Group.

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has not applied the following revised IFRSs, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these revised IFRSs, if applicable, when they become effective.

Amendments to IFRS 10 and IAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*[3]
Amendments to IFRS 16	*Lease Liability in a Sale and Leaseback*[1]
Amendments to IAS 1	*Classification of Liabilities as Current or Non-current (the "2020 Amendments")*[1]
Amendments to IAS 1	*Non-current Liabilities with Covenants (the "2022 Amendments")*[1]
Amendments to IAS 7 and IFRS 7	*Supplier Finance Arrangements*[1]
Amendments to IAS 21	*Lack of Exchangeability*[2]

1 Effective for annual periods beginning on or after 1 January 2024
2 Effective for annual periods beginning on or after 1 January 2025
3 No mandatory effective date yet determined but available for adoption

The directors of the Group considered that the application of the above issued but not yet effective IFRSs will not have a material impact on the Group's consolidated financial results.

2.4 MATERIAL ACCOUNTING POLICIES

Investments in associates

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The Group's share of the post-acquisition results and other comprehensive income of associates is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investments in associates (Continued)

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other case, upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate is classified as held for sale, it is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its financial instruments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1	—	based on quoted prices (unadjusted) in active markets for identical assets or liabilities
Level 2	—	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
Level 3	—	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

(i) has control or joint control over the Group;

(ii) has significant influence over the Group; or

(iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

(i) the entity and the Group are members of the same group;

(ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);

(iii) the entity and the Group 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 employees of either 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 the key management personnel of the entity (or of a parent of the entity); and

(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 parent of the Group.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Computer equipment	10%–25%
Leasehold improvements	Over the shorter of lease terms and 20%
Furniture and fixtures	10%–33%
Motor vehicles	20%–25%
Buildings	10%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Investment properties

Investment properties are interests in land and buildings (including right-of-use assets) held to earn rental income and/or for capital appreciation. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investment properties (Continued)

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be finite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with definite useful lives are amortised on the straight-line basis over the following economic useful lives.

Deferred development cost	10 years
Software	1 to 10 years
Copyright	1 to 5 years
Technology	3 to 10 years
Customer relationship	5 years

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Research and development costs

All research costs are charged to profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products, commencing from the date when the products are put into commercial production.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Offices	2 to 6 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessee (Continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of offices (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value. Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on the equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statements of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Derecognition of financial assets (Continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other receivables, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, other borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of other borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, convertible bonds and Interest-bearing bank and other borrowings.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (trade and other payables, and borrowings)

After initial recognition, trade and other payables, and interest-bearing borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

Convertible bonds

The component of convertible bonds that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On issuance of convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a long-term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position, if and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the specific identification basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognised in accordance with the general policy for provisions above; and (ii) the amount initially recognised less, when appropriate, the amount of income recognised in accordance with the policy for revenue recognition.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Revenue recognition

Revenue from contracts with customers

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.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

Rendering of services

Revenue from the rendering of services is recognised over time or at a point in time with reference to the detailed terms of transactions as stipulated in the contracts entered into with its customers and counterparties.

Revenue on the rendering of services comprises the subscription-based SaaS business and the transaction-based SaaS business.

The subscription-based SaaS business provides content protection services for content owners and video streaming platforms on a subscription basis, and a monthly subscription fee is charged to customers. Revenue generated from subscription fees is recognised over the subscription period on a straight-line basis.

The transaction-based SaaS business generates revenue from the content monetization products. Revenue from the content monetization products is recognised when the relevant services are rendered.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

(a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.

(b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.

(c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

Share-based payments

The Company operates a share option scheme. Employees (including directors) and consultants of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments ("equity-settled transactions"). The cost of equity-settled transactions with employees and consultants is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a Black-Scholes model, further details of which are given in note 30 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification. Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for its employees in Hong Kong. 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 Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of its payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements. Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in Hong Kong dollars ("HK$"), which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than the HK$. As at the end of the reporting period, the assets and liabilities of these entities are translated into HK$ at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into HK$ at the exchange rates that approximate to those prevailing at the dates of the transactions.

2.4 MATERIAL ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation 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 described below.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2023 was HK$1,170,392,000 (2022: HK$1,184,396,000). Further details are given in note 16 to the financial statements.

Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

3. SIGNIFICANT ACCOUNTING ESTIMATES (Continued)

Estimation uncertainty (Continued)

Provision for expected credit losses on trade receivables (Continued)

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables is disclosed in note 20 to the financial statements.

Leases — Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

Fair value of unlisted equity investments

The unlisted equity investments have been valued based on a discounted cash flow method as detailed in note 37 to the financial statements. The valuation requires the Group to determine the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group classifies the fair value of these investments as Level 3. The fair value of the unlisted equity investments at 31 December 2023 was HK$62,266,000 (2022 HK$58,669,000). Further details are included in note 22 to the financial statements.

Fair value of call options

The call options have been valued based on a discounted cash flow method as detailed in note 37 to the financial statements. The valuation requires the Group to determine the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group classifies the fair value of these investments as Level 3. The fair value of the call options at 31 December 2023 was HK$137,014,000. (2022: HK$134,812,000). Further details are included in note 22 to the financial statements.

3. SIGNIFICANT ACCOUNTING ESTIMATES (Continued)

Estimation uncertainty (Continued)

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 December 2023 was HK$31,362,000 (2022: HK$54,237,000). Further details are contained in note 28 to the financial statements.

Useful lives of property, plant and equipment and intangible assets

The Group determines the estimated useful lives and related depreciation/amortisation charges for its property, plant and equipment and intangible assets. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment and intangible assets of similar nature and functions. It could change significantly as a result of technical innovations, or competitor actions in response to severe industry cycles. Management will increase the depreciation/amortisation charge where useful lives are less than previously estimated lives, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

Development costs

Development costs are capitalised in accordance with the accounting policy for research and development costs as disclosed in note 3 to the financial statements. Determining the amounts to be capitalised requires management to make assumptions regarding the expected future cash generation of the assets, discount rates to be applied and the expected period of benefits. At 31 December 2023, the best estimate of the carrying amount of capitalised development costs was HK$169,486,000 (2022: HK$169,327,000). Further details are disclosed in note 17 to the financial statements.

3. SIGNIFICANT ACCOUNTING ESTIMATES (Continued)

Estimation uncertainty (Continued)

Estimation of fair value of investment properties

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

(a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences;

(b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the dates of the transactions that occurred at those prices; and discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The carrying amount of investment properties at 31 December 2023 was HK$70,234,000 (2022: HK$66,446,000). Further details, including the key assumptions used for fair value measurement and a sensitivity analysis, are given in note 14 to the financial statements.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group had only one reportable operating segment, which was offering SaaS to help content owners protect their content from unauthorised use, measure the viewership of their content, and monetize their content during the year. Since this is the only reportable operating segment of the Group, no further operating segment analysis thereof is presented.

Geographical information

(a) Revenue from external customers

	2023 HK$'000	2022 HK$'000
Mainland China	**1,002,314**	697,592
United States	**982,777**	740,031
Other countries/regions	**15,898**	5,047
Total revenue	**2,000,989**	1,442,670

The revenue information above is based on the locations of the customers.

4. OPERATING SEGMENT INFORMATION (Continued)

Geographical information (Continued)

(b) Non-current assets

	2023 HK$'000	2022 HK$'000
Mainland China	**1,137,390**	1,059,136
United States	**618,163**	625,977
Other countries/regions	**9,098**	24,023
Total non-current assets	**1,764,651**	1,709,136

The non-current asset information of continuing operations above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

Information about major customers

Revenue derived from sales to major customers, including sales to a group of entities which are known to be under common control with those customers, which accounted for 10% or more of the Group's revenue for the year ended 31 December 2023 is as follows:

	2023 HK$'000	2022 HK$'000
Customer A	**356,129**	302,302

5. REVENUE, OTHER INCOME AND GAINS

Revenue represents the value of services rendered during the year.

An analysis of revenue, other income and gains is as follows:

	2023 HK$'000	2022 HK$'000
Revenue from contracts with customers		
Rendering of services	**2,000,989**	1,442,670

Revenue from contracts with customers

(i) Disaggregated revenue information

	2023 HK$'000	2022 HK$'000
Types of services		
Subscription services	**868,458**	549,005
Value-added services	**1,132,531**	893,665
Total	**2,000,989**	1,442,670
Timing of revenue recognition		
Services transferred at a point in time	**33,288**	22,642
Services transferred over time	**1,967,701**	1,420,028
Total	**2,000,989**	1,442,670

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

	2023 HK$'000	2022 HK$'000
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Rendering of services	**4,712**	2,409

5. REVENUE, OTHER INCOME AND GAINS (Continued)

Revenue from contracts with customers (Continued)

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Rendering of services

The performance obligation is satisfied over time as services are rendered and advance payments are sometimes received for certain services. For SaaS services, payment is generally due within 30 days to 180 days.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December are as follows:

	2023 HK$'000	2022 HK$'000
Within one year	**3,710**	4,712

	2023 HK$'000	2022 HK$'000
Other income and gains		
Changes in fair value of investment properties	**3,468**	6,962
Changes in fair value of financial assets at FVTPL	**7,006**	17,039
Bank interest income	**4,434**	4,549
Foreign exchange gains	**5,875**	8,347
Government grants	**18,927**	13,991
Others	**193**	2,603
Total other income and gains	**39,903**	53,491

6. PROFIT BEFORE TAX

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

	2023 HK$'000	2022 HK$'000
Cost of services provided	**1,150,832**	851,958
Employee benefit expense (excluding directors'and chief executive's remuneration (note 8)):		
Wages and salaries	**185,979**	176,343
Equity-settled share compensation expense	**35,565**	44,425
Other benefits	**17,955**	22,080
Pension scheme contributions*	**6,929**	5,230
Total	**246,428**	248,078
Depreciation of items of property, plant and equipment (note 13)	**9,489**	6,523
Depreciation of right-of-use assets (note 15(a))	**11,898**	11,887
Amortisation of other intangible assets (note 17)	**114,363**	67,812
Lease payments not included in the measurement of lease liabilities (note 15(c))	**4,229**	3,918
Impairment of trade receivables, net (note 20)	**10,866**	684
Research and development expenses	**231,533**	133,129
Auditor's remuneration	**4,600**	4,530
Bank interest income (note 5)	**(4,434)**	(4,549)
Changes in fair value of investment properties (note 14)	**(3,468)**	(6,962)
Changes in fair value of financial assets at FVTPL	**(7,006)**	(17,039)
Foreign exchange differences, net	**2,777**	(586)

* There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

7. FINANCE COSTS

An analysis of finance costs is as follows:

	2023 HK$'000	2022 HK$'000
Interest on other borrowings (including convertible bonds)	**91,476**	91,911
Interest on lease liabilities	**776**	861
Total	**92,252**	92,772

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	2023 HK$'000	2022 HK$'000
Fees	**3,122**	2,787
Other emoluments:		
Salaries, allowances, and benefits in kind	**4,295**	8,935
Equity-settled share compensation expense	**6,335**	8,129
Performance-based bonus	**—**	—
Pension scheme contributions	**—**	—
Subtotal	**10,630**	17,064
Total	**13,752**	19,851

During the year, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the then ultimate holding company, further details of which are set out in note 30 to the financial statements. The fair value of such options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' and chief executive's remuneration disclosures.

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2023 HK$'000	2022 HK$'000
Mr. Alfred Tsai Chu	**371**	312
Mr. Charles Eric Eesley	**371**	312
Mr. KWAN Ngai Kit	**390**	390
Mr. Chan King Man Kevin*	**—**	214
Total	**1,132**	1,228

* Mr. Chan King Man Kevin retired as the Company's independent non-executive director on 30 June 2022.

There were no other emoluments payable to the independent non-executive directors during the year (2022: Nil).

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Executive directors, non-executive directors, and the chief executive

	Fees HK$'000	Salaries, allowances and benefits in kind HK$'000	Equity-settled share compensation expense HK$'000	Performance-based bonus HK$'000	Pension scheme contribution HK$'000	Total HK$'000
2023						
Executive directors:						
— Mr. Yangbin Bernard Wang*	—	4,295	5,720	—	—	10,015
— Mr. Wong Wai Kwan**	1,093	—	205	—	—	1,298
Subtotal	1,093	4,295	5,925	—	—	11,313
Non-executive directors:						
— Mr. J David Wargo	312	—	205	—	—	517
— Mr. Chan Ching Yan Daniel	312	—	205	—	—	517
— Mr. Tang Yi Hoi Hermes***	273	—	—	—	—	273
Subtotal	897	—	410	—	—	1,307
Total	1,990	4,295	6,335	—	—	12,620
2022						
Executive directors:						
— Mr. Yangbin Bernard Wang*	—	4,288	6,606	—	—	10,894
— Mr. Matsuzawa Masaaki****	—	4,647	807	—	—	5,454
Subtotal	—	8,935	7,413	—	—	16,348
Non-executive directors:						
— Mr. J David Wargo	312	—	358	—	—	670
— Mr. Wong Wai Kwan	1,091	—	358	—	—	1449
— Mr. Chan Ching Yan Daniel	156	—	—	—	—	156
Subtotal	1,559	—	716	—	—	2,275
Total	1,559	8,935	8,129	—	—	18,623

* Mr. Yangbin Bernard Wang is also the chief executive officer of the Company.

** Mr. Wong Wai Kwan was re-designated as the Company's executive director on 30 June 2023.

*** Mr. Tang Yi Hoi Hermes was appointed as the Company's non-executive director on 18 July 2023.

**** Mr. Matsuzawa Masaaki retired as the Company's executive director on 30 June 2023.

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Executive directors, non-executive directors, and the chief executive (Continued)

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

During the year, no emoluments were paid by the Group to any of the persons who are directors of the Company, or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included one director (2022: two), details of whose remuneration are set out in note 8(b) above. Details of the remuneration for the year of the remaining four (2022: three) highest paid employees who are neither a director nor chief executive of the Group are as follows:

	2023 HK$'000	2022 HK$'000
Salaries, allowances, and benefits in kind	**7,184**	5,183
Performance-based bonus	**980**	1,337
Pension scheme contributions	**210**	214
Total	**8,374**	6,734

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2023	2022
HK$1,000,001 to HK$1,500,000	**—**	—
HK$1,500,001 to HK$2,500,000	**4**	3
HK$2,500,001 to HK$3,000,000	**—**	—
Total	**4**	3

During the prior years, share options were granted to a non-director and non-chief executive highest paid employee in respect of the services to the Group, further details of which are included in the disclosures in note 30 to the financial statements. The fair value of such options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

10. INCOME TAX EXPENSE

Income tax represents primarily United States, Mainland China, Hong Kong and Japan enterprise income tax charged on the Group. United States income tax applicable to the Group is charged at the federal tax rate of 21% (2022: 21%) for the year ended 31 December 2023. The income tax applicable to profits arising in Hong Kong was provided at a statutory tax rate of 16.5% (2022: 16.5%) during the year ended 31 December 2023. The income tax applicable to profits arising in Mainland China was provided at a statutory tax rate of 25% during the year ended 31 December 2023 except for certain subsidiaries of the Group in Mainland China, that were accredited as "High and New Technology Enterprises" and entitled to a preferential rate is 15% in 2023 to 2025 and 2022 to 2024, respectively. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

The major components of income tax expense for the year are as follows:

	2023 HK$'000	2022 HK$'000
Current — United States		
Charge for the year	**3,352**	1,607
Current — Mainland China		
Charge for the year	**33,885**	40,237
Current — Japan		
Charge for the year	**10**	10
Deferred tax expense/(credit) (note 28)	**10,104**	(7,415)
Total tax expense for the year	**47,351**	34,439

A reconciliation of the U.S. federal statutory income tax rate of 21.0% (2022: 21.0%) to the Group's effective tax rate is as follows:

	2023 HK$'000	2022 HK$'000
Profit before tax	**47,141**	92,542
Tax at the U.S. federal statutory income tax rate	**9,900**	19,434
U.S. state income taxes, net of federal benefit	**7,420**	2,588
Different tax rates for other jurisdictions	**16,651**	19,866
Expenses not deductible for tax	**1,318**	360
Income not subject to tax	**—**	(3,092)
Additional deductible allowance for research and development costs	**(32,849)**	(15,467)
Others	**44,911**	10,750
Tax expense at the Group's effective tax rate	**47,351**	34,439

11. DIVIDENDS

The board does not recommend the payment of any dividend for the year ended 31 December 2023 (2022: Nil).

12. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic (loss)/earnings per share amounts is based on the (loss)/profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares of 2,222,839,130 (2022: 2,117,596,656) in issue during the year, as adjusted to reflect the issue of shares and exercise of share options during the year.

No adjustment has been made to the basic (loss)/earnings per share amounts presented for the years ended 31 December 2023 in respect of a dilution as the impact of the share option scheme and convertible bonds outstanding had an anti-dilutive effect on the basic (loss)/earnings per share amounts presented.

The calculation of the diluted (loss)/earnings per share amounts for the year ended 31 December 2022 is based on the profit for the year attributable to owners of the Company, adjusted to reflect the interest on the convertible bonds. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic (loss)/earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

The calculations of earnings per share attributable to ordinary equity holders of the Company for each of the years ended 31 December 2023 and 2022 are based on the following data:

	2023 HK$'000	2022 HK$'000
(Loss)/profit		
(Loss)/profit attributable to owners of the Company, used in the basic (loss)/earnings per share calculations	**(7,818)**	42,002
Interest on convertible bonds	**10,644**	3,923
Profit attributable to owners of the Company before interest on convertible bonds	**2,826***	45,925
Shares		
Weighted average number of ordinary shares in issue during the year used in the basic (loss)/earnings per share calculation	**2,222,839,130**	2,117,596,656
Effect of dilution — Weighted average number of ordinary shares:		
Share options	**192,399,671**	199,359,341
Convertible bonds	**21,992,481**	21,992,481
Weighted average number of ordinary share options for the purpose of diluted (loss)/earnings per share calculation	**2,437,231,282***	2,338,948,478

* Because the diluted loss per share amount is decreased when taking share options and convertible bonds into account, the share options and convertible bonds had an anti-dilutive effect on the basic loss per share for the year and were ignored in the calculation of diluted loss per share. Therefore, the diluted loss per share amounts are based on the loss for the year attributable to owners of the Company of HK$7,818,000, and the weighted average number of ordinary shares of 2,222,839,130 in issue during the year.

13. PROPERTY, PLANT AND EQUIPMENT

	Computer equipment HK$'000	Leasehold improvements HK$'000	Furniture and fixtures HK$'000	Motor vehicles HK$'000	Buildings HK$'000	Under Construction HK$'000	Total HK$'000
31 December 2023:							
At 1 January 2023:							
Cost	40,797	14,421	5,539	3,177	—	17,697	81,631
Accumulated depreciation	(23,315)	(6,234)	(3,541)	(1,401)	—	—	(34,491)
Net carrying amount	17,482	8,187	1,998	1,776	—	17,697	47,140
At 1 January 2023: net of accumulated depreciation	17,482	8,187	1,998	1,776	—	17,697	47,140
Additions	33,863	—	108	—	—	—	33,971
Depreciation provided during the year	(6,603)	(1,840)	(434)	(487)	(125)	—	(9,489)
Transfers	—	—	—	—	10,400	(10,400)	—
Exchange realignment	(123)	(214)	(171)	(22)	(67)	(194)	(791)
At 31 December 2023, net of accumulated depreciation	44,619	6,133	1,501	1,267	10,208	7,103	70,831
At 31 December 2023:							
Cost	74,536	13,177	4,819	3,153	10,333	7,103	113,121
Accumulated depreciation	(29,917)	(7,044)	(3,318)	(1,886)	(125)	—	(42,290)
Net carrying amount	44,619	6,133	1,501	1,267	10,208	7,103	70,831

13. PROPERTY, PLANT AND EQUIPMENT (Continued)

	Computer equipment HK$'000	Leasehold improvements HK$'000	Furniture and fixtures HK$'000	Motor vehicles HK$'000	Under Construction HK$'000	Total HK$'000
31 December 2022:						
At 1 January 2022:						
Cost	8,379	3,973	3,097	1,852	23,113	40,414
Accumulated depreciation	(7,782)	(3,973)	(1,559)	(910)	—	(14,224)
Net carrying amount	597	—	1,538	942	23,113	26,190
At 1 January 2022: net of accumulated depreciation	597	—	1,538	942	23,113	26,190
Additions	2,698	—	586	1,326	4,901	9,511
Acquisition of subsidiaries	18,823	548	1,184	—	—	20,555
Disposals	—	—	(605)	—	—	(605)
Depreciation provided during the year	(3,992)	(1,536)	(503)	(492)	—	(6,523)
Transfers	—	9,200	—	—	(9,200)	—
Exchange realignment	(644)	(25)	(202)	—	(1,117)	(1,988)
At 31 December 2022, net of accumulated depreciation	17,482	8,187	1,998	1,776	17,697	47,140
At 31 December 2022:						
Cost	40,797	14,421	5,539	3,177	17,697	81,631
Accumulated depreciation	(23,315)	(6,234)	(3,541)	(1,401)	—	(34,491)
Net carrying amount	17,482	8,187	1,998	1,776	17,697	47,140

14. INVESTMENT PROPERTIES

	2023 HK$'000	2022 HK$'000
Carrying amount at 1 January	**66,446**	45,328
Additions	**1,778**	17,466
Net gain from a fair value adjustment	**3,468**	6,962
Exchange realignment	**(1,458)**	(3,310)
Carrying amount at 31 December	**70,234**	66,446

14. INVESTMENT PROPERTIES (Continued)

The Group acquired investment properties under construction amounting to HK$64,125,000 which will be held to earn rentals and for capital appreciation after completion, are measured using the fair value model, and are classified and accounted for as investment properties. The fair value as at 31 December 2023 assessed by independent professional property valuers amounted to HK$70,234,000. In determining the fair value of the relevant investment properties, the Group engages independent professional property valuers to perform the valuation. Management works closely with the independent professional property valuers to establish the appropriate valuation techniques and inputs to the model. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Management reports the valuation report and findings to the board of directors of the Group annually to explain the cause of fluctuations in the fair value of the investment properties.

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

	Fair value measurement as at 31 December 2023 using			
	Quoted prices in active markets (Level 1) HK$'000	**Significant observable inputs (Level 2) HK$'000**	**Significant unobservable inputs (Level 3) HK$'000**	**Total HK$'000**
Recurring fair value measurement for:				
Commercial properties	**—**	**—**	**70,234**	**70,234**

	Fair value measurement as at 31 December 2022 using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Recurring fair value measurement for:				
Commercial properties	—	—	66,446	66,446

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

14. INVESTMENT PROPERTIES (Continued)

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

	Commercial properties HK$'000
Carrying amount at 31 December 2021 and 1 January 2022	45,328
Additions	17,466
Net gain from a fair value adjustment recognised in other income and gains in profit or loss	6,962
Exchange realignment	(3,310)
Carrying amount at 31 December 2022 and 1 January 2023	66,446
Additions	1,778
Net gain from a fair value adjustment recognised in other income and gains in profit or loss	3,468
Exchange realignment	(1,458)
Carrying amount at 31 December 2023	70,234

As at 31 December 2023, the investment properties at fair value of HK$70,234,000 held by the Group were located in Hangzhou, China, which were held to earn rentals and for capital appreciation and the Group has the ownership certificate.

The Group measured investment properties using the market approach cause the investment properties were held to earn rentals and for capital appreciation and below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

		Valuation techniques	Significant unobservable inputs	Range or weighted average
Commercial properties	2023	Direct comparison	Market unit sale rate RMB/square metre ("sq.m.")	17,879 to 20,297
Commercial properties	2022	Direct comparison	Market unit sale rate RMB/square metre ("sq.m.")	12,917 to 20,400

15. LEASES

The Group as a lessee

The Group has lease contracts for office rental used in its operations. Leases of offices generally have lease terms between 2 and 6 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(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:

	2023 Offices HK$'000	2022 Offices HK$'000
As at 1 January	**20,129**	23,239
Additions	**4,998**	5,429
Additions as a result of acquisition of subsidiaries	**—**	4,952
Disposals	**—**	(1,378)
Depreciation charge	**(11,898)**	(11,887)
Exchange realignment	**(215)**	(226)
As at 31 December	**13,014**	20,129

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

	2023 Lease liabilities HK$'000	2022 Lease liabilities HK$'000
Carrying amount at 1 January	**21,191**	24,263
New leases	**4,998**	5,429
Additions as a result of acquisition of subsidiaries	**—**	4,059
Disposals	**—**	(1,523)
Accretion of interest recognised during the year	**776**	861
Payments	**(12,986)**	(11,936)
Exchange realignment	**(438)**	38
Carrying amount at 31 December	**13,541**	21,191
Analysed into:		
Current portion	**8,398**	11,496
Non-current portion	**5,143**	9,695

15. LEASES (Continued)

The Group as a lessee (Continued)

(b) Lease liabilities (Continued)

The maturity analysis of lease liabilities is disclosed in note 37 to the financial statements.

The Group has applied the practical expedient to all eligible rent concessions granted by the lessors for leases of certain plant and equipment during the year.

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	2023 HK$'000	2022 HK$'000
Nominal interest on lease liabilities	776	861
Depreciation charge of right-of-use assets	11,898	11,887
Expense relating to short-term leases (included in administrative expenses)	4,229	3,918
Total amount recognised in profit or loss	16,903	16,666

(d) The total cash outflow for leases is disclosed in note 33(c) to the financial statements.

16. GOODWILL

	2023 HK$'000	2022 HK$'000
As at 1 January	1,184,396	607,297
Acquisition of a subsidiary	—	569,950
Exchange realignment	(14,004)	7,149
As at 31 December	1,170,392	1,184,396

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the following cash-generating units for impairment testing:

- Content Monetization cash-generating unit ("CM CGU");
- Content Protection cash-generating unit ("CP CGU"); and
- Particle Technology cash-generating unit ("Particle Technology CGU").

16. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

The carrying amount of goodwill allocated to each of the cash-generating units is as follows:

	CM CGU		CP CGU		Particle Technology CGU		Total	
	2023 HK$'000	2022 HK$'000	**2023 HK$'000**	2022 HK$'000	**2023 HK$'000**	2022 HK$'000	**2023 HK$'000**	2022 HK$'000
Carrying amount of goodwill	**555,195**	555,169	**52,960**	52,957	**562,237**	576,270	**1,170,392**	1,184,396

Content Monetization cash-generating unit

The Group acquired the business from ZEFR, Inc. on 16 November 2019. The acquisition brought in technology complementary, expanded monetization, as well as enhanced sales proposition for the Group. The acquired business and the original Transaction-based SaaS Business share similar customer base. Management has restructured the businesses after the acquisition. The acquired business shares the operating, server, administration and research and development resources with the original transaction-based business's team and as a result, the Transaction-based SaaS Business CGU is enlarged with the acquired business. After the restructuring, businesses within this CGU share similar technologies and are able to provide diversified monetization service offerings. Accordingly, the Group considered the acquired business as an integral part of the Content Monetization cash-generating unit in the impairment assessment of goodwill.

The recoverable amount of the CGU has been determined based on a value-in-use calculation using five-year cash flow projections approved by senior management. An assessment was made at the end of the year.

Key assumptions used in the calculation are as follows:

	2023	2022
Revenue (% compound growth rate)	**7%**	7%
Gross margin (% of revenue)	**38%**	35%
Terminal growth rate	**2%**	2%
Pre-tax discount rate	**19%**	19%

Revenue — the basis used to determine the budgeted revenue is based on the historical data and management's expectation of the future market. The compound growth rate of revenue was estimated based on information available at the time of assessment, disregarding information that became available after the assessment. Such information includes the number of contracts signed and the progress of business under negotiation.

16. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

Content Monetization cash-generating unit (Continued)

Gross margin — The basis used to determine the value assigned to the budgeted gross margin is the average gross margins achieved in the year immediately before the budget year for each product, increased for expected efficiency improvements, and expected market development.

Terminal growth rate — The terminal growth rate is based on the historical data and management's expectation on the future market.

Pre-tax discount rate — The pre-tax discount rate used is determined using the capital asset pricing model with reference to the beta coefficient and debt ratio of certain publicly listed companies in the technology industry.

If the pre-tax discount rate rose to 42% or the gross profit margin decreased to 25% (with other assumptions remaining unchanged), the recoverable amount of the cash-generating unit would be decreased to the carrying amount of goodwill. Except for these, any reasonably possible changes in other key assumptions used in the value-in-use assessment model would not affect management's view on impairment at 31 December 2023.

Based on the impairment assessment conducted by the Group utilising the above key assumptions, the recoverable amount of the cash-generating unit estimated from the cash flow forecast exceeded the carrying amount of goodwill and no impairment was considered necessary.

The values assigned to the key assumptions on market development of related services and discount rates are consistent with external information sources.

Content Protection cash-generating unit

The Group acquired the business from IP-Echelon on 19 November 2018, to solidify its leadership position in content protection globally and strengthen its ability to provide comprehensive solutions against any emerging threats of content piracy online. The acquisition also enables the Group to implement its plan to proactively expand geographic coverage internationally. The acquired technology had been incorporated fully into the content protection business and those new contracts had incorporated the technology inside. In 2021, the Group has consolidated all functions of the P2P and blockchain technology into one single product of content protection and started selling it in Mainland China and resulted in a significant growth of revenue.

The recoverable amount of the CGU has been determined based on a value-in-use calculation using five-year cash flow projections approved by senior management. An assessment was made at the end of the year.

16. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

Content Protection cash-generating unit (Continued)

Key assumptions used in the calculation are as follows:

	2023	2022
Revenue (% compound growth rate)	4%	4%
Gross margin (% of revenue)	82%	74%
Terminal growth rate	2%	2%
Pre-tax discount rate	19%	19%

Revenue — the basis used to determine the budgeted revenue is based on the historical data and management's expectation of the future market. The compound growth rate of revenue was estimated based on information available at the time of assessment, disregarding information that became available after the assessment. Such information includes the number of contracts signed and the progress of business under negotiation.

Gross margin — The basis used to determine the value assigned to the budgeted gross margin is the average gross margins achieved in the year immediately before the budget year for each product, increased for expected efficiency improvements, and expected market development.

Terminal growth rate — The terminal growth rate is based on the historical data and management's expectation on the future market.

Pre-tax discount rate — The pre-tax discount rate used is determined using the capital asset pricing model with reference to the beta coefficient and debt ratio of certain publicly listed companies in the technology industry.

If the pre-tax discount rate rose to 172% or the gross margin decreased to 28% (with other assumptions remaining unchanged), the recoverable amount of the cash-generating unit would be decreased to the carrying amount of goodwill. Except for these, any reasonably possible changes in other key assumptions used in the value-in-use assessment model would not affect management's view on impairment at 31 December 2023.

Based on the impairment assessment conducted by the Group utilising the above key assumptions, the recoverable amount of the cash-generating unit estimated from the cash flow forecast exceeded the carrying amount of goodwill and no impairment was considered necessary.

The values assigned to the key assumptions on market development of related services and discount rates are consistent with external information sources.

16. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

Particle Technology cash-generating unit

The Group acquired a 61.18249% interest in the Particle Technology on 9 May 2022 to embrace market opportunities, further consolidate its position as the leader in online video content protection and monetization, and to further realise market potentials in China.

The recoverable amount of the CGU has been determined based on a value-in-use calculation using seven-year cash flow projections estimated by the specialist. An assessment was made at the end of the year.

Key assumptions used in the calculation are as follows:

	2023	2022
Revenue (% compound growth rate)	**17%**	18%
Gross margin (% of revenue)	**29%**	27%
Terminal growth rate	**2%**	2%
Pre-tax discount rate	**17%**	17%

Revenue — the basis used to determine the budgeted revenue is based on the historical data and management's expectation of the future market. The compound growth rate of revenue was estimated based on information available at the time of assessment, disregarding information that became available after the assessment. Such information includes the number of contracts signed and the progress of business under negotiation.

Gross margin — The basis used to determine the value assigned to the budgeted gross margin is the average gross margins achieved in the year immediately before the budget year for each product, increased for expected efficiency improvements, and expected market development.

Terminal growth rate — The terminal growth rate is based on the historical data and management's expectation on the future market.

Pre-tax discount rate — The pre-tax discount rate used is determined using the capital asset pricing model with reference to the beta coefficient and debt ratio of certain publicly listed companies in the technology industry.

If the pre-tax discount rate rose to 28% or the gross margin decreased to 21% (with other assumptions remaining unchanged), the recoverable amount of the cash-generating unit would be decreased to the carrying amount of goodwill. Except for these, any reasonably possible changes in other key assumptions used in the value-in-use assessment model would not affect management's view on impairment at 31 December 2023.

Based on the impairment assessment conducted by the Group utilising the above key assumptions, the recoverable amount of the cash-generating unit estimated from the cash flow forecast exceeded the carrying amount of goodwill and no impairment was considered necessary.

The values assigned to the key assumptions on market development of related services and discount rates are consistent with external information sources.

17. OTHER INTANGIBLE ASSETS

	Deferred development costs HK$'000	Software HK$'000	Copyright HK$'000	Technology HK$'000	Customer relationship HK$'000	Total HK$'000
31 December 2023:						
Cost at 1 January 2023, net of accumulated amortisation	169,327	19,521	7,576	95,329	96,303	388,056
Additions	71,715	7,912	96,482	—	—	176,109
Transfer	(98,549)	98,549	—	—	—	—
Amortisation provided during the year	—	(11,887)	(55,423)	(17,866)	(29,187)	(114,363)
Exchange realignment	(7,601)	(1,026)	22	(2,115)	(2,386)	(13,106)
At 31 December 2023	134,892	113,069	48,657	75,348	64,730	436,696
At 31 December 2023						
Cost	134,892	138,737	112,754	120,058	120,073	626,514
Accumulated amortisation	—	(25,668)	(64,097)	(44,710)	(55,343)	(189,818)
Net carrying amount	134,892	113,069	48,657	75,348	64,730	436,696

17. OTHER INTANGIBLE ASSETS (Continued)

	Deferred development costs HK$'000	Software HK$'000	Copyright HK$'000	Technology HK$'000	Customer relationship HK$'000	Total HK$'000
31 December 2022:						
Cost at 1 January 2022, net of accumulated amortisation	86,212	223	—	17,462	7,552	111,449
Additions	88,431	2,418	4,726	—	—	95,575
Acquisition of subsidiaries	6,513	20,021	29,980	91,882	109,593	257,989
Amortisation provided during the year	(4,611)	(2,407)	(26,071)	(13,842)	(20,881)	(67,812)
Exchange realignment	(7,218)	(734)	(1,059)	(173)	39	(9,145)
At 31 December 2022	169,327	19,521	7,576	95,329	96,303	388,056
At 31 December 2022						
Cost	177,780	25,187	18,937	118,535	122,788	463,227
Accumulated amortisation	(8,453)	(5,666)	(11,361)	(23,206)	(26,485)	(75,171)
Net carrying amount	169,327	19,521	7,576	95,329	96,303	388,056

18. INVESTMENTS IN ASSOCIATES

	2023 HK$'000	2022 HK$'000
Share of net assets	998	1,111
Share of profits and losses of associates	1	(93)
Total	999	1,018

As at 31 December 2023, UHD Big Data Solutions Co., Ltd and Shanghai Lijiu Network Technology Co., Ltd. are associates of the Group, and the proportions of the Group's ownership are 15% and 45.9%, respectively.

19. INVENTORIES

	2023 HK$'000	2022 HK$'000
Contract costs	4,397	17,092

20. TRADE RECEIVABLES

	2023 HK$'000	2022 HK$'000
Trade receivables	1,068,916	686,954
Impairment	(11,669)	(803)*
Net carrying amount	1,057,247	686,151

* As a results of the identification of fair values of the identifiable assets and liabilities of Particle Technology as at the date of acquisition, the loss allowance for impairment of trade receivables amount to HK$14,124,000 was netted against the gross trade receivables.

The Group's trading terms with its debtors are usually 10 to 180 days. The Group always recognises lifetime ECLs for all trade receivables and measures the lifetime ECL on a specific basis according to management's assessment of the recoverability of an individual receivable. Management considers the number of days that an individual receivable is outstanding, historical experience and forward-looking information to determine the recoverability of the trade receivable. The Group does not hold any collateral or other credit enhancements over its trade receivables balances. Trade receivables are unsecured and non-interest-bearing.

20. TRADE RECEIVABLES (Continued)

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

	2023 HK$'000	2022 HK$'000
Within 1 year	1,033,610	676,358
Over 1 years	23,637	9,793
Total	1,057,247	686,151

The movements in loss allowance for impairment of trade receivables are as follows:

	2023 HK$'000	2022 HK$'000
At beginning of year	803	119
Impairment of trade receivables, net	10,866	684
At end of year	11,669	803

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, service type, customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than three years and are not subject to enforcement activity.

20. TRADE RECEIVABLES (Continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2023

		Past due			
	Current	Less than 1 year	1 to 2 years	Over 2 years	Total
Expected credit loss rate	**0.08%**	**4.71%**	**19.46%**	**100%**	**1.09%**
Gross carrying amount (HK$'000)	**946,250**	**92,423**	**29,348**	**895**	**1,068,916**
Expected credit losses (HK$'000)	**714**	**4,349**	**5,711**	**895**	**11,669**

As at 31 December 2022

		Past due			
	Current	Less than 1 year	1 to 2 years	Over 2 years	Total
Expected credit loss rate	0.03%	0.12%	4.69%	N/A	0.12%
Gross carrying amount (HK$'000)	525,931	150,748	10,275	—	686,954
Expected credit losses (HK$'000)	146	175	482	—	803

21. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	2023 HK$'000	2022 HK$'000
Prepayments	91,777	99,696
Deposits and other receivables	39,128	16,734
Total	130,905	116,430
Portion classified as current assets	(128,420)	(114,479)
Non-current portion	2,485	1,951

Other receivables and other assets mainly represent rental deposits and deposits with suppliers. The financial assets included in the above balances relate to deposits and receivables for which there was no recent history of default. The Group has thereby concluded that the expected credit loss rates for trade receivables are a reasonable approximation of the rates for other receivables and other assets. Since other receivables and other assets are related to receivables which are still in current and the payment is not due, the expected credit loss rates of deposits and other receivables are assessed to be minimal. Other receivable due from related party in 2023 is HK$2,209,000. (2022: HK$2,239,000). Details of the amounts due from related parties are disclosed in note 35 to the financial statements.

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2023 HK $'000	2022 HK $'000
Call options	137,014	134,812
Other unlisted investments, at fair value	62,266	58,669
Total	199,280	193,481

The above equity investments were classified as financial assets at FVTPL as the Group has not elected to recognise the fair value gain or loss through other comprehensive income. The unlisted investments for the years ended 31 December 2023 and 31 December 2022 were asset management schemes managed by non-bank financial institutions.

On 9 May 2022, the Group acquired a 61.18249% interest in the Particle Technology, and the purchase agreement contains three call options. The initial amount recognised was HK$130,154,000 and the subsequent fair value gains in 2022 and 2023 were HK$4,769,000 and HK$2,202,000, respectively.

23. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

	Notes	2023 HK$'000	2022 HK$'000
Cash and bank balances		**169,770**	203,615
Time deposits		**85,114**	230,723
Subtotal		**254,884**	434,338
Less: Pledged time deposits:			
Pledged for bank loans	26	**14,841**	207,843
Cash and cash equivalents		**240,043**	226,495
Denominated in HK$		**4,086**	292,493
Denominated in US$		**126,324**	20,732
Denominated in RMB		**123,019**	118,735
Denominated in JPY		**1,102**	2,149
Denominated in AU$		**353**	229
Total cash and cash equivalents and pledged time deposits		**254,884**	434,338

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term time deposits earn interest at deposit rates proposed by the banks. The bank balances are deposited with creditworthy banks with no recent history of default.

The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

24. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2023 HK$'000	2022 HK$'000
Within 1 year	**450,875**	279,691

The trade payables are non-interest-bearing and are normally settled on within 1-year terms.

25. OTHER PAYABLES AND ACCRUALS

	Notes	2023 HK$'000	2022 HK$'000
Other payables	(a)	65,238	35,926
Accruals		7,886	7,129
Contract liabilities	(b)	3,710	4,712
Payroll and welfare accruals		21,353	23,322
Total		98,187	71,089

Notes:

(a) Other payables are non-interest-bearing and repayable on demand.

(b) Details of contract liabilities are as follows:

	2023 HK$'000	2022 HK$'000
Short-term advances received from customers		
Rendering of services	3,710	4,712

Contract liabilities include short-term advances received to render services. The decrease in contract liabilities in 2023 and 2022 was mainly due to the decrease in short-term advances received from customers in relation to the provision of render services at the end of the year.

26. INTEREST-BEARING BORROWINGS

As at 31 December 2023, the Group's interest-bearing borrowings consisted of non-current interest-bearing borrowings with carrying amount of HK$443,951,000, which bear interest at secured overnight financing rate plus seven percent and secured by the shares, intellectual property, trade receivables and bank balances of all material subsidiaries of the Group, and current interest-bearing borrowings with carrying amount of HK$131,303,000, which are unsecured, bear interests at three point five percent to four point eight percent. HK$131,303,000 is repayable within one year, HK$195,204,000 is repayable on or before 29 March 2025 and HK$248,747,000 is repayable on or before 29 March 2026.

On 2 April 2022, Vobile HK entered a senior facility (the "Senior Facility") agreement and a mezzanine facility (the "Mezzanine Facility") agreement with The Hongkong and Shanghai Banking Corporation Limited ("HSBC") as the arranger and agent for loan amount of US$75 million and US$52.5 million, respectively. The Senior Facility was drawn on 21 April 2022, bear interest at secured overnight financing rate plus three point seven five percent to five point seven five percent and is fully repayable on 29 September 2023. The Mezzanine Facility was drawn on 21 April 2022, bear interest at secured overnight financing rate plus nine percent and is fully repayable on 2 July 2024. The interest-bearing borrowings are secured by the shares, intellectual properties, trade receivables and bank balances of all material subsidiaries of the Group. The Senior Facility and Mezzanine Facility had been fully repaid in 2023.

26. INTEREST-BEARING BORROWINGS (Continued)

	2023 HK$'000	2022 HK$'000
Analysed into:		
Bank loans and overdrafts repayable:		
Within one year or on demand	131,303	652,654
In the second year	195,204	351,232
In the third year	248,747	—
Total	575,254	1,003,886

27. CONVERTIBLE BONDS

On 16 August 2022, the Company issued convertible bonds in an aggregate principal amount of HK$117,000,000 to Lucion International Investment Limited, an investment holding company incorporated in Hong Kong. The convertible bonds have an initial conversion price of HK$5.32 per share. The convertible bonds are convertible into shares of the Company. The convertible bonds bear simple interest on their outstanding principal amount at the rate of 4% per annum, payable annually in arrears, and will mature in the three years from the issue date. The annual effective interest rate of the debt component is 10.69%.

The fair value of the liability component was estimated at the issuance date using an equivalent market interest rate for a similar bond without a conversion option. The residual amount is assigned as the equity component and is included in shareholders' equity.

27. CONVERTIBLE BONDS (Continued)

The convertible bonds issued during the year have been split into the liability and equity components as follows :

	2023 HK$'000	2022 HK$'000
Liability component at 1 January	101,686	—
Nominal value of convertible bonds issued during the year	—	117,000
Equity component	—	(8,614)
Direct transaction costs attributable to the equity component	—	(706)
Direct transaction costs attributable to the liability component	—	(9,917)
Liability component at the issuance date	101,686	97,763
Interest expense	10,644	3,923
Interest paid	(4,446)	—
Exchange realignment	(204)	—
Liability component at 31 December	107,680	101,686
Interest payable classified as current liabilities	(4,680)	(4,680)
Non-current portion	103,000	97,006

28. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

	Tax deduction of goodwill HK$'000	Right-of-use assets HK$'000	Total HK$'000
At 1 January 2022	27,543	585	28,128
Acquisition of subsidiaries	50,347	—	50,347
Deferred tax charged/(credited) to profit or loss during the year (note 10)	(3,349)	307	(3,042)
At 31 December 2022 and 1 January 2023	74,541	892	75,433
Deferred tax charged/(credited) to profit or loss during the year (note 10)	2,934	(476)	2,458
Gross deferred tax liabilities at 31 December 2023	**77,475**	**416**	**77,891**

Deferred tax assets

	Losses available for offsetting against future taxable profits HK$'000	Lease liabilities HK$'000	Research and Development costs HK$'000	Others HK$'000	Total HK$'000
At 1 January 2022	52,687	505	14,657	16,339	84,188
Deferred tax credited/(charged) to profit or loss during the year (note 10)	1,550	361	(2,028)	4,490	4,373
Acquisition of subsidiaries	—	—	—	6,116	6,116
At 31 December 2022 and 1 January 2023	54,237	866	12,629	26,945	94,677
Deferred tax credited/(charged) to profit or loss during the year (note 10)	(22,875)	(491)	4,576	11,144	(7,646)
Gross deferred tax assets at 31 December 2023	**31,362**	**375**	**17,205**	**38,089**	**87,031**

28. DEFERRED TAX (Continued)

Deferred tax assets (Continued)

As at 31 December 2023, deferred tax assets related to Vobile US have been calculated at a composite statutory tax rate of 29.61%, which consisted of a federal income tax rate of 21% and multiple state income tax rates.

Deferred tax assets had been provided for the losses available for offsetting against future taxable profits. The Group had tax losses and unutilised deduction arising in the United States of HK$105,917,000 as at 31 December 2023 (2022: HK$200,137,000), that will expire in twenty years from 31 December 2023 for offsetting against future taxable profits.

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	2023 **HK$'000**	2022 HK$'000
Net deferred tax assets recognised in the consolidated statement of financial position	**86,615**	93,785
Net deferred tax liabilities recognised in the consolidated statement of financial position	**77,475**	74,541

The Group has tax losses arising in Hong Kong of HK$202,725,000 (2022: HK$73,184,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

The Group also has tax losses arising in Mainland China of HK$76,744,000 (2022: HK$31,764,000) that will expire in one to five years for offsetting against future taxable profits.

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

At 31 December 2023, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Chinese Mainland. In the opinion of the directors, it is not probable that these subsidiaries and associates will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Chinese Mainland for which deferred tax liabilities have not been recognised totalled approximately HK$402,202,000 as at 31 December 2023 (2022: HK$ 273,994,000).

29. SHARE CAPITAL

	2023 HK$'000	2022 HK$'000
Issued and fully paid (US$0.000025 per share): 2,240,443,656 ordinary shares (2022: US$0.000025 per share for 2,117,596,656 ordinary shares)	**441**	417

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

	Number of shares in issue	Share capital HK$'000	Number of treasury shares	Treasury shares HK$'000
At 1 January 2022	2,117,596,656	417	26,085,418	(62,437)
Shares repurchased for share award plan (a)	—	—	12,566,000	(44,462)
Transferred during the year for share award plan (a)	—	—	(9,772,956)	27,006
At 31 December 2022 and 1 January 2023	2,117,596,656	417	28,878,462	(79,893)
Shares repurchased for share award plan (a)	—	—	450,000	(1,310)
Transferred during the year for share award plan (a)	—	—	(17,553,194)	48,599
Issue of shares (b)	114,127,000	22	—	—
Exercise of share options (c)	8,720,000	2	—	—
At 31 December 2023	2,240,443,656	441	11,775,268	(32,604)

Notes:

(a) On 6 May 2019, the Board adopted a 10-year share award plan (the "Plan") to incentivise, recognise and reward the contributions of certain eligible persons ("Eligible Persons") to the growth and development of the Group.

Pursuant to the Plan, the ordinary shares of US$0.000025 each in the capital of the Company will be acquired by the trustee at the cost of the Company and will be held in trust for the Eligible Persons before vesting. The total number of shares granted under the Plan shall be limited to 10% of the total issued share capital of the Company.

The Board has delegated the power and authority to a trustee to handle operational matters of the Plan but all major decisions in relation to the Plan shall be made by the Board unless expressly provided for in the Plan rules pursuant to the Plan or the Board resolves to delegate such power to the trustee.

Pursuant to the Plan rules, the Board may, from time to time, at its absolute discretion and subject to such terms and conditions as it may think fit, select any participants for participation in the Plan as Eligible Persons and determine the number of awarded shares.

In 2023, 450,000 shares were purchased on behalf by the trustees and 17,553,194 shares (2022: 9,772,956 shares) were granted and transferred under the Plan.

29. SHARE CAPITAL (Continued)

Notes: (Continued)

(b) On 7 February 2023, the Company completed the placement of 114,127,000 Shares to no less than six placees at a subscription price of HK$4.12 per Share.

(c) In 2023, the subscription rights attaching to 8,600,000 and 120,000 share options were exercised at the subscription price of HK$0.875 and US$0.03125 per share, respectively, resulting in the issue of 8,720,000 shares for a total cash consideration, before expenses, of HK$7,555,000. An amount of HK$3,578,000 was transferred from the share compensation reserve to share capital upon the exercise of the share options.

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 30 to the financial statements.

30. SHARE OPTION SCHEME

The Company operates a Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme for the purpose of providing additional incentive to eligible participants of the Group and to promote the success of the Group's operations. Eligible participants of the Pre-IPO Share Option Scheme include employees, Directors, consultants and advisers of the Group, and they could exercise with prices of no less than 100% of the fair value of a share on the date of grant. The Pre-IPO Share Option Scheme became effective on December 30, 2016 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The Post-IPO Share Option Scheme became effective on December 8, 2017 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

Any options granted to a participant who is a director, chief executive or substantial shareholder of the Company or any of their respective associates under the scheme shall be approved by the independent non-executive directors of the Company and in the event that the proposed participant is an independent non-executive director of the Company, the vote of such independent non-executive director shall not be counted for the purpose of approving such grant.

The following share options were outstanding under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme during the year:

	2023		2022	
	Weighted average exercise price HK$ per share	**Number of options '000**	Weighted average exercise price HK$ per share	Number of options '000
At 1 January	**3.8338**	**199,840**	3.8722	195,820
Granted during the year	**—**	**—**	5.0000	7,320
Exercised during the year	**0.8663**	**(8,720)**	—	—
Forfeited during the year	**8.7000**	**(10,000)**	8.7000	(3,300)
At 31 December	**3.7080**	**181,120**	3.8338	199,840

30. SHARE OPTION SCHEME (Continued)

The exercise prices and exercise periods of the share options outstanding as at 31 December 2023 and 2022 are as follows:

2023

Number of options '000	**Exercise price HK$ per share**	**Exercise period**
32,000	**0.2698**	**25 April 2019 to 25 April 2027**
16,800	**0.8750**	**30 July 2022 to 30 July 2030**
4,000	**1.0200**	**9 September 2021 to 9 September 2030**
4,000	**1.0200**	**9 September 2022 to 9 September 2030**
112,000	**5.0000**	**12 January 2021 to 12 January 2031**
5,000	**8.7000**	**23 July 2022 to 23 July 2031**
7,320	**5.0000**	**8 July 2023 to 7 July 2032**

2022

Number of options '000	Exercise price HK$ per share	Exercise period
32,000	0.2698	25 April 2019 to 25 April 2027
120	0.2453	25 April 2019 to 25 April 2027
25,400	0.8750	30 July 2022 to 30 July 2030
4,000	1.0200	9 September 2021 to 9 September 2030
4,000	1.0200	9 September 2022 to 9 September 2030
112,000	5.0000	12 January 2021 to 12 January 2031
15,000	8.7000	23 July 2022 to 23 July 2031
7,320	5.0000	8 July 2023 to 7 July 2032

No share option was granted during the year.

The 8,720,000 share options exercised during the year resulted in the issue of 8,720,000 ordinary shares of the Company and new share capital of HK$2,000 (before issue expenses), as further detailed in note 29 to the financial statements.

31. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 64 and 65 of the financial statements.

31. RESERVES (Continued)

Merger reserve

The merger reserve represents those reserves arising from the reorganisation for the purpose of listing. Details of the movements in the merger reserve are set out in the consolidated statement of changes in equity.

Other reserve

The other reserve of the Group represents certain assignments and share-based payments under the share option scheme made by the Then Ultimate Holding Company on behalf of the Group.

32. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

	2023	2022
Percentage of equity interest held by non-controlling interests:		
Particle Technology	**61.18249%**	61.18249%

	2023 **HK'000**	2022 HK'000
Profit for the year allocated to non-controlling interests:		
Particle Technology	**7,608**	16,101
Accumulated balances of non-controlling interests at the reporting date:		
Particle Technology	**185,646**	181,186

32. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

Particle Technology

	2023 HK'000	2022 HK'000
Revenue	**702,111**	424,417
Total expenses	**(652,512)**	(382,937)
Profit for the year	**19,599**	41,480
Total comprehensive income for the year	**11,490**	30,968
Current assets	**857,676**	863,024
Non-current assets	**284,611**	77,074
Current liabilities	**(623,600)**	(416,291)
Non-current liabilities	**(40,434)**	(46,533)
Net cash flows from operating activities	**(34,939)**	45,946
Net cash flows used in investing activities	**(3,891)**	(93,576)
Net cash flows from financing activities	**31,237**	29,574
Net decrease in cash and cash equivalents	**(7,593)**	(18,056)

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK$4,998,000 (2022: HK$5,429,000) and HK$4,998,000 (2022: HK$5,429,000), respectively, in respect of lease arrangements for offices.

(b) Changes in liabilities arising from financing activities

2023

	Other borrowings HK$'000	Lease liabilities HK$'000	Convertible bonds HK$'000
At 1 January 2023	1,003,886	21,191	101,686
Changes from financing cash flows	(507,913)	(12,210)	(4,446)
New leases	—	4,998	—
Interest expense	80,832	776	10,644
Interest paid classified as operation cash flows	—	(776)	—
Exchange realignment	(1,551)	(438)	(204)
At 31 December 2023	575,254	13,541	107,680

2022

	Other borrowings HK$'000	Lease liabilities HK$'000	Convertible bonds HK$'000
At 1 January 2022	—	24,263	—
Changes from financing cash flows	914,718	(11,075)	106,377
Equity component of convertible bonds	—	—	(8,614)
New leases	—	5,429	—
Disposal	—	(1,523)	—
Interest expense	87,987	861	3,923
Interest paid classified as operation cash flows	—	(861)	—
Additions as a result of acquisition of subsidiaries	1,181	4,059	—
Exchange realignment	—	38	—
At 31 December 2022	1,003,886	21,191	101,686

33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

	2023 HK$'000	2022 HK$'000
Within operating activities	776	861
Within financing activities	12,210	11,075
Total	12,986	11,936

34. COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

	2023 HK$'000	2022 HK$'000
Buildings	33,958	39,256

35. RELATED PARTY TRANSACTIONS

(a) Names and relationships of related parties:

Name	Relationship
視清雲圖大數據有限公司 UHD Big Data Solutions Co., Ltd	Subsidiary of an associate of the group

(b) Outstanding balances with related parties

Due from related parties included in other receivables

	2023 HK$'000	2022 HK$'000
UHD Big Data Solutions Co., Ltd	2,209	2,239

Amounts due from related parties are non-trade in nature, unsecured, non-interest-bearing and repayable within one year.

36. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at 31 December 2023 are as follows:

2023

Financial assets

	Financial assets at FVTPL HK$'000	Financial assets at amortised HK$'000	Total HK$'000
Trade receivables	—	1,057,247	1,057,247
Financial assets included in prepayments, other receivables and other assets	—	39,128	39,128
Financial assets at FVTPL	199,280	—	199,280
Pledged deposits	—	14,841	14,841
Cash and cash equivalents	—	240,043	240,043
Total	199,280	1,351,259	1,550,539

Financial liabilities

	Financial liabilities at amortised HK$'000
Trade payables	450,875
Lease liabilities	13,541
Interest bearing borrowings	575,254
Convertible bonds	107,680
Financial liabilities included in other payables and accruals	73,124
Total	1,220,474

36. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

2022

Financial assets

	Financial assets at FVTPL HK$'000	Financial assets at amortised HK$'000	Total HK$'000
Trade receivables	—	686,151	686,151
Financial assets included in prepayments, other receivables and other assets	—	16,734	16,734
Financial assets at FVTPL	193,481	—	193,481
Pledged deposits	—	207,843	207,843
Cash and cash equivalents	—	226,495	226,495
Total	193,481	1,137,223	1,330,704

Financial liabilities

	Financial liabilities at amortised HK$'000
Trade payables	279,691
Lease liabilities	21,191
Interest bearing borrowings	1,003,886
Convertible bonds	101,686
Financial liabilities included in other payables and accruals	43,055
Total	1,449,509

37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	2023 HK$'000	2022 HK$'000	**2023 HK$'000**	2022 HK$'000
Financial liabilities				
Convertible bonds	**107,680**	101,686	**111,103**	107,680

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, trade receivables, financial assets included in prepayments, deposits and other receivables, trade payables, financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short-term maturities of these instruments. The carrying amount of interest bearing bank borrowings approximates fair value due to variable interest rate terms stick to the market interest rate.

The Group's finance department is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The directors review the results of the fair value measurement of financial instruments periodically for annual financial reporting.

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

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

The fair values of the convertible bonds and interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for interest bearing bank borrowings as at 31 December 2023 were assessed to be insignificant. The fair value of the liability portion of the convertible bonds is estimated by discounting the expected future cash flows using an equivalent market interest rate for a similar convertible bond with consideration of the Group's own non-performance risk.

For the unlisted investment fund measured at FVTPL, management assessed the fair value based on the expected future cash flows using rates currently available for instruments with similar terms, credit risk.

37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

For the call options measured at FVTPL, management assessed the fair value based on the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

Significant unobservable valuation inputs for the fair value measurement of the call options are as follows:

	2023	2022	As at the acquisition date
Discount rate	**14.2%**	15.30%	14.90%
Terminal growth rate	**2%**	2%	2%

A significant increase (decrease) in the profit before tax of the Particle Technology would result in a significant increase (decrease) in the fair value of the call options. A significant increase (decrease) in the discount rate would result in a significant decrease (increase) in the fair value of the call options.

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

As at 31 December 2023

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	**Significant observable inputs (Level 2) HK$'000**	**Significant unobservable inputs (Level 3) HK$'000**	**Total HK$'000**
Financial assets at FVTPL	**—**	**—**	**199,280**	**199,280**

As at 31 December 2022

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level 2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Financial assets at FVTPL	—	—	193,481	193,481

37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

Assets measured at fair value: (Continued)

The movements in fair value measurements within Level 3 during the year are as follows:

	2023 HK$'000	2022 HK$'000
Financial assets at FVTPL		
At 1 January	193,481	48,316
Purchases	2,003	—
Total profit recognised in the statement of profit or loss included in other income and gains	7,006	17,039
Acquisition of subsidiaries	—	130,154
Exchange realignment	(3,210)	(2,028)
At 31 December	199,280	193,481

Liabilities measured at fair value:

The Group did not have any financial liabilities measured at fair value as at 31 December 2023 and 31 December 2022.

Liabilities for which fair values are disclosed:

As at 31 December 2023

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Convertible bonds	—	—	111,103	111,103

37. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

Liabilities for which fair values are disclosed: (Continued)

As at 31 December 2022

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK$'000	Significant observable inputs (Level2) HK$'000	Significant unobservable inputs (Level 3) HK$'000	Total HK$'000
Convertible bonds	—	—	107,680	107,680

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise other borrowings, convertible bonds and cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The directors review and agree policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term bank borrowings with a floating interest rate.

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Interest rate risk (Continued)

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings) and the Group's equity.

	Increase/ (decrease) in basis points	Increase/ (decrease) in profit before tax HK$'000	Increase/ (decrease) in equity* HK$'000
2023			
Other borrowings	**100**	**(8,926)**	**(8,926)**
Other borrowings	**(100)**	**8,926**	**8,926**
2022			
Other borrowings	100	(4,053)	(4,053)
Other borrowings	(100)	4,053	4,053

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units and investing and financing activities by investment holding units in currencies other than the units' functional currencies. The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the major foreign currency exchange rates, with all other variables held constant, of the Group's profit before tax arising from USD and RMB denominated financial instruments and the Group's equity due to the changes of exchange fluctuation reserves of certain overseas subsidiaries of which the functional currencies are currencies other than HK$.

	(Decrease)/ increase in USD/RMB rate %	Increase/ (Decrease) in profit before tax HK$'000
2023		
If the Hong Kong dollar weakens against the USD	**(5)**	**466**
If the Hong Kong dollar strengthens against the USD	**5**	**(466)**
If the Hong Kong dollar weakens against the RMB	**(5)**	**7,350**
If the Hong Kong dollar strengthens against the RMB	**5**	**(7,350)**
2022		
If the Hong Kong dollar weakens against the USD	(5)	3,209
If the Hong Kong dollar strengthens against the USD	5	(3,209)
If the Hong Kong dollar weakens against the RMB	(5)	4,386
If the Hong Kong dollar strengthens against the RMB	5	(4,386)

* Excluding retained profits

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval from management.

Maximum exposure and year-end staging

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2023. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

As at 31 December 2023

	12-month ECLs	Lifetime ECLs			
	Stage 1 HK$'000	Stage 2 HK$'000	Stage 3 HK$'000	Simplified approach HK$'000	Total HK$'000
Trade receivables*	—	—	—	1,068,916	1,068,916
Financial assets included in prepayments, other receivables and other assets — Normal**	39,128	—	—	—	39,128
Pledged deposits — not yet past due	14,841	—	—	—	14,841
Cash and cash equivalents — not yet past due	240,043	—	—	—	240,043
Total	294,012	—	—	1,068,916	1,362,928

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

As at 31 December 2022

	12-month ECLs	Lifetime ECLs			
	Stage 1 HK$'000	Stage 2 HK$'000	Stage 3 HK$'000	Simplified approach HK$'000	Total HK$'000
Trade receivables*	—	—	—	686,954	686,954
Financial assets included in prepayments, other receivables and other assets — Normal**	16,734	—	—	—	16,734
Pledged deposits — not yet past due	207,843	—	—	—	207,843
Cash and cash equivalents — not yet past due	226,495	—	—	—	226,495
Total	451,072	—	—	686,954	1,138,026

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 20 to the financial statements.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

The credit risk of the Group's other financial assets, which mainly comprise cash and cash equivalents, pledged deposits, other receivables and amounts due from and to related parties, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. In addition, trade receivable are monitored on an ongoing basis and the Group's exposure to bad debt is not significant.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 20 to the financial statements.

At the end of the reporting period, the Group had certain concentrations of credit risk as 16.6% (2022:26.4%) and 52.4% (2022: 77.4%) of the Group's trade receivables were due from the Group's largest customer and five largest customers, respectively.

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets and projected cash flows from operations.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

2023

	On demand HK$'000	**Within 1 year HK$'000**	**Over 1 year HK$'000**	**Total HK$'000**
Trade payables	**—**	**450,875**	**—**	**450,875**
Lease liabilities	**—**	**8,780**	**5,396**	**14,176**
Convertible bonds	**—**	**4,680**	**121,680**	**126,360**
Interest bearing borrowings	**—**	**193,048**	**516,599**	**709,647**
Financial liabilities included in other payables and accruals	**73,124**	**—**	**—**	**73,124**
Total	**73,124**	**657,383**	**643,675**	**1,374,182**

2022

	On demand HK$'000	Within 1 year HK$'000	Over 1 year HK$'000	Total HK$'000
Trade payables	—	279,691	—	279,691
Lease liabilities	—	12,672	10,148	22,820
Convertible bonds	—	4,680	126,360	131,040
Interest bearing borrowings	—	961,944	63,835	1,025,779
Financial liabilities included in other payables and accruals	43,055	—	—	43,055
Total	43,055	1,258,987	200,343	1,502,385

38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2023 and 31 December 2022.

The Group monitors capital using a gearing ratio, which is net debt divided by the total capital plus net debt. Net debt includes other borrowings and convertible bonds less cash and cash equivalents. Capital includes equity attributable to owners of the Company. The gearing ratios as at the end of the reporting periods were as follows:

	As at 31 December 2023 HK$'000	As at 31 December 2022 HK$'000
Interest-bearing bank borrowing	**575,254**	1,003,886
Convertible bonds, the liability component	**107,680**	101,686
Less: Cash and cash equivalents and pledged deposits	**(254,884)**	(434,338)
Net debt	**428,050**	671,234
Equity attributable to owners of the Company	**1,954,166**	1,492,449
Net debt and equity	**2,382,216**	2,163,683
Gearing ratio	**18%**	31%

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2023 HK$'000	2022 HK$'000
NON-CURRENT ASSETS		
Investments in subsidiaries	**163,326**	131,962
CURRENT ASSETS		
Prepayments	**2,124**	3,284
Due from subsidiaries	**2,567,359**	1,637,966
Cash and cash equivalents	**14,985**	14,117
Total current assets	**2,584,468**	1,655,367
CURRENT LIABILITIES		
Due to subsidiaries	**268,749**	189,846
Other payables and accruals	**4,961**	8,717
Convertible bonds	**4,680**	4,680
Total current liabilities	**278,390**	203,243
NET CURRENT ASSETS	**2,306,078**	1,452,124
TOTAL ASSETS LESS CURRENT LIABILITIES	**2,469,404**	1,584,086
NON-CURRENT LIABILITIES		
Interest-bearing borrowings	**443,951**	—
Convertible bonds	**103,000**	97,006
Total non-current liabilities	**546,951**	97,006
Net assets	**1,922,453**	1,487,080
EQUITY		
Share capital	**441**	417
Treasury shares	**(32,604)**	(79,893)
Reserves (note)	**1,954,616**	1,566,556
Total equity	**1,922,453**	1,487,080

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note:

A summary of the Company's reserves is as follows:

	Attributable to owners of the Company					
	Share premium HK$'000	**Other reserve** HK$'000	**Equity component of convertible bonds** HK$'000	**Share compensation reserve** HK$'000	**Accumulated losses** HK$'000	**Total** HK$'000
At 1 January 2022	1,414,421	199,151	—	34,718	(81,625)	1,566,665
Loss for the year	—	—	—	—	(34,271)	(34,271)
Issue of convertible bonds	—	—	8,614	—	—	8,614
Equity-settled share compensation arrangement	(8,823)	—	—	34,371	—	25,548
At 31 December 2022 and 1 January 2023	1,405,598	199,151	8,614	69,089	(115,896)	1,566,556
Loss for the year	—	—	—	—	(77,074)	(77,074)
Issue of shares	471,835	—	—	—	—	471,835
Equity-settled share compensation arrangement	1,373	—	—	(8,074)	—	(6,701)
At 31 December 2023	1,878,806	199,151	8,614	61,015	(192,970)	1,954,616

40. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 25 March 2024.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements and restated/reclassified as appropriate, is set out below.

	Year ended 31 December				
	2023 HK$'000	2022 HK$'000	2021 HK$'000	2020 HK$'000	2019 HK$'000
Results					
Revenue	**2,000,989**	1,442,670	686,528	340,294	147,137
Profit/(loss) before tax	**47,141**	92,542	(14,876)	67,138	(63,310)
Income tax (expense)/credit	**(47,351)**	(34,439)	(7,801)	14,049	14,658
(Loss)/profit for the year	**(210)**	58,103	(22,677)	81,187	(48,652)

CONSOLIDATED ASSETS AND LIABILITIES AND NON-CONTROLLING INTERESTS

	As at 31 December				
	2023 HK$'000	2022 HK$'000	2021 HK$'000	2020 HK$'000	2019 HK$'000
Total assets	**3,506,108**	3,260,325	1,770,150	1,153,538	903,009
Total liabilities	**(1,366,296)**	(1,586,690)	(233,827)	(364,672)	(629,679)
Non-controlling interests	**(185,646)**	(181,186)	—	—	—
Total equity	**1,954,166**	1,492,449	1,536,323	788,866	273,330

DEFINITIONS

In this report, unless the context otherwise requires, the following expressions shall have the following meanings:

"Adviser"	internal control review adviser
"AGM"	annual general meeting
"Articles"	the Company's articles of association
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"Bondholder"	Lucion International Investment Limited, a company incorporated under the laws of Hong Kong with limited liability
"CG Code"	the corporate governance code as set out in Appendix C1 to the Listing Rules
"Company"	Vobile Group Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands and the shares of which are listed on the Stock Exchange
"CPD"	continuous professional development
"Determination Date"	a date on which the exercisability of the Share Options is determined, which shall be a day on which the Stock Exchange is open for trading
"Directors"	the directors of the Company
"DTC"	direct-to-consumer
"EBITDA"	earnings before interest, tax, depreciation and amortisation
"FVTPL"	fair value through profit or loss
"Group"	the Company and its subsidiaries
"HK$" or "HKD"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"IAS"	International Accounting Standards
"IFRS"	International Financial Reporting Standards
"IP"	Intellectual property
"Latest Practicable Date"	25 March 2024, being the latest practicable date prior to the publication of this annual report for the purpose of ascertaining of certain information contained therein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Market Capitalisation of the Company on a Determination Date"	the lower of the six-month market capitalisation of the Company on the Determination Date or the thirty-day market capitalisation on the Determination Date
"Market Capitalisation Milestone"	the milestones for exercisability of the tranches of the share options comprising the achievement of increases in Market Capitalisation of the Company on a Determination Date in nine US$1 billion increments
"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules

DEFINITIONS

"Mr. Chan"	Mr. CHAN Ching Yan Daniel
"Mr. Chu"	Mr. Alfred Tsai CHU
"Mr. Eesley"	Mr. Charles Eric EESLEY
"Mr. Ho"	Mr. HO Sai Hong Vincent
"Mr. Kwan"	Mr. KWAN Ngai Kit
"Mr. Matsuzawa"	Mr. MATSUZAWA Masaaki
"Mr. Wargo"	Mr. J David WARGO
"Mr. Wong"	Mr. WONG Wai Kwan
"Operational Milestones"	the vesting criteria for a tranche of the share option relating to annual revenue of the Company on a Determination Date or annual adjusted EBITDA of the Company on a Determination Date
"Particle Technology"	Hangzhou Particle Culture Technology Co., Ltd. and its subsidiaries and Hangzhou New Particle Culture Technology Co., Ltd. and its subsidiaries
"PRC" or "China"	the People's Republic of China. For the purposes of this annual report only and except where the context requires otherwise, excludes Hong Kong, Macau and Taiwan
"Pre-IPO Share Option Scheme"	the share option scheme of the Company adopted on 30 December 2016
"Post-IPO Share Option Scheme"	the share option scheme of the Company adopted on 8 December 2017
"RMB" or "Renminbi"	the lawful currency of the PRC
"SaaS"	Software as a Service
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of US$0.000025 each in the share capital of the Company
"Share Award Plan"	the share award plan adopted by the Company on 6 May 2019, as amended from time to time
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"US$" or "USD"	the lawful currency of the United States
"Vobile HK"	Vobile Group (HK) Limited, a wholly owned subsidiary of the Company