



OURGAME INTERNATIONAL HOLDINGS LIMITED

聯眾國際控股有限公司

STOCK CODE 股份代碼: 06899

年度報告 2022
Annual Report



Contents 目錄

2	Financial Highlights 財務摘要
3	Five Years Financial Summary 五年財務摘要
4	Chairman's Statement 主席報告
7	Management Discussion and Analysis 管理層討論及分析
16	Directors' Report 董事會報告
98	Corporate Governance Report 企業管治報告
123	Independent Auditor's Report 獨立核數師報告
130	Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表
132	Consolidated Statement of Financial Position 綜合財務狀況表
134	Consolidated Statement of Changes in Equity 綜合權益變動表
136	Consolidated Statement of Cash Flows 綜合現金流量表
138	Notes to the Consolidated Financial Statements 綜合財務報表附註

Financial Highlights

財務摘要

		Year ended 31 December 截至十二月三十一日止年度		Changes 變動
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	
Revenue	收入	217,712	143,815	51.4%
(Loss)/Profit attributable to equity holders of the Company	本公司權益持有人應佔(虧損)/溢利	(29,609)	(74,367)	(60.2)%
— Continuing operations ⁽¹⁾	— 持續經營業務 ⁽¹⁾	—	100,871	(100.0)%
— Discontinued operations ⁽¹⁾	— 已終止經營業務 ⁽¹⁾	—	—	—
		(29,609)	26,504	(211.7)%
(Loss)/Earnings per share attributable to equity holders of the Company (expressed in RMB cents per share)	本公司權益持有人應佔每股(虧損)/盈利 (以每股人民幣分列示)			
Basic (loss)/earnings per share	每股基本(虧損)/盈利			
— From continuing operations ⁽¹⁾	— 來自持續經營業務 ⁽¹⁾	(2.76)	(7.05)	(60.9)%
— From discontinued operations ⁽¹⁾	— 來自已終止經營業務 ⁽¹⁾	—	9.56	(100.0)%
		(2.76)	2.51	(210.0)%
Diluted (loss)/earnings per share	每股攤薄(虧損)/盈利			
— From continuing operations ⁽¹⁾	— 來自持續經營業務 ⁽¹⁾	(2.76)	(7.05)	(60.9)%
— From discontinued operations ⁽¹⁾	— 來自已終止經營業務 ⁽¹⁾	—	9.56	(100.0)%
		(2.76)	2.51	(210.0)%

REVENUE BY GEOGRAPHICAL AREAS

按地理位置劃分收入

		Year ended 31 December 截至十二月三十一日止年度		Changes 變動
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	
The People's Republic of China (the "PRC") ⁽¹⁾	中華人民共和國(「中國」) ⁽¹⁾	174,983	111,836	56.5%
Outside the PRC ⁽²⁾	中國境外 ⁽²⁾	42,729	31,979	33.6%
Total revenue	總收入	217,712	143,815	51.4%

(1) For the purpose of this annual report, the revenue from the PRC does not include those from Hong Kong, Macau and Taiwan (if any).

(2) The revenue of the continuing operations outside the PRC was primarily derived from Allied Gaming & Entertainment Inc. (formerly known as Allied Esports Entertainment, Inc.) ["AGAE"], an indirect non-wholly owned subsidiary of the Company, which is separately listed on the Nasdaq Stock Exchange ["NASDAQ"] and operates eSports business.

(1) 就本年報而言，來自中國的收入並未包括來自香港、澳門及台灣的收入(如有)。

(2) 中國境外持續經營業務之收入主要來自本公司間接非全資附屬公司Allied Gaming & Entertainment Inc. (前稱Allied Esports Entertainment, Inc.) (「AGAE」，其於納斯達克證券交易所(Nasdaq Stock Exchange, 「納斯達克」)獨立上市，並營運電競業務)。

Five Years Financial Summary

五年財務摘要

		2018	2019	2020	2021	2022
		二零一八年	二零一九年	二零二零年	二零二一年	二零二二年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue	收入	389,166	144,661	110,407	143,815	217,712
Gross profit	毛利	154,927	51,898	24,662	56,145	83,915
(Loss)/Profit for the year	年度(虧損)/溢利	(697,513)	(456,265)	(402,588)	194,326	(77,414)
Attributable to equity holders of the Company	本公司權益持有人應佔	(622,970)	(419,213)	(186,392)	26,504	(29,609)
Attributable to non-controlling interests	非控股權益應佔	(74,543)	(37,052)	(216,196)	167,822	(47,805)
Assets and liabilities	資產及負債					
Total assets	總資產	1,266,430	978,802	735,367	810,025	773,600
Total liabilities	總負債	286,456	321,583	247,481	122,038	107,384
Total equity	總權益	979,974	657,219	487,886	687,987	666,216

Note:

On 19 January 2021, AGAE entered into a stock purchase agreement (the "SPA"), which was subsequently amended on 19 March 2021 and 29 March 2021, respectively, for the disposal of entire equity interest of its wholly-owned subsidiary, Club Services, Inc. ("CSI"). CSI owns 100% of each of the legal entities that collectively operate or engage in the Company's poker-related business, commonly known as the World Poker Tour ("WPT"). WPT is the premier name in an internationally televised gaming and entertainment company that has been involved in the sport of poker since 2002 and created a television show based on a series of high-stakes poker tournaments. As the Group has committed to a plan to sell the WPT business (the "Disposal Group") prior to 31 December 2020, the Disposal Group has been reclassified as "Discontinued operations" and its assets and liabilities also reclassified as "Assets of disposal group classified as held for sale" and "Liabilities of disposal group classified as held for sale". Details of which are set out in the Company's announcements on 19 January 2021, 23 March 2021, 29 March 2021 and 30 March 2021 and the circular of the Company dated 10 March 2021, respectively.

To supplement its financial statements which is presented in accordance with International Financial Reporting Standards ("IFRS"), the Group has also used non-IFRS adjusted financials as an additional financial measure to evaluate our financial performance since the listing of the Company's shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") in 2014. Given that the difference between IFRS and non-IFRS financials is insignificant and will not provide meaningful information to the shareholders of the Company (the "Shareholders"), the Company determines that it will no longer disclose non-IFRS measures.

附註：

於二零二一年一月十九日，AGAE訂立股份購買協議（「購股協議」），其後分別於二零二一年三月十九日及二零二一年三月二十九日修訂以出售其全資附屬公司Club Services, Inc.（「CSI」）的全部股權。CSI擁有共同營運或從事本公司撲克相關業務的各法定實體的全部權益，一般稱為World Poker Tour（「WPT」）。WPT為國際性電視播放遊戲及娛樂公司之頂級名稱，其自二零零二年起一直涉足撲克運動，並根據一系列高檔撲克賽事創製一個電視節目。由於本集團已於二零二零年十二月三十一日之前承諾進行出售WPT業務的計劃（「出售組別」），故出售組別已重新分類為「已終止經營業務」，而其資產及負債亦已重新分類為「分類為持作銷售的出售組別資產」及「分類為持作銷售的出售組別負債」。有關詳情分別載於本公司日期為二零二一年一月十九日、二零二一年三月二十三日、二零二一年三月二十九日及二零二一年三月三十日之公告以及本公司日期為二零二一年三月十日之通函。

為補充根據國際財務報告準則（「國際財務報告準則」）呈列之財務報表，自本公司股份於二零一四年在香港聯合交易所有限公司（「聯交所」）上市後，本集團亦使用非國際財務報告準則經調整財務數據作為額外評估財務表現之指標。鑒於國際財務報告準則與非國際財務報告準則之間之財務數據差異並不重大，且不會向本公司股東（「股東」）提供具有意義之資料，故此本公司決定將不再披露非國際財務報告準則計量指標。

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the Board of Ourgame International Holdings Limited (the "Company", together with its subsidiaries, the "Group"), I hereby present to you the results of the Group for the year ended 31 December 2022.

In 2022, Ourgame recorded significant increase in its overall revenue despite impact of various adverse factors on its domestic and overseas businesses such as the policy environment and repeated pandemic. The annual revenue of the Company amounted to RMB217.7 million, representing an increase of approximately 51.4% as compared with last year. The increase in revenue was attributable to the trust and support of all users and partners of Ourgame, as well as the Company's efforts in all aspects of the business, especially in mobile-based and diversified fields.

In respect of our PC game business that is popular among loyal users, while continuing to provide traditional Ourgame Hall services, the Company's business platform sector has also been optimised and fine-tuned in various aspects, such as continuously improving user experience of the premium users, further enhancing our brand stickiness and visibility and combining the traditional products with the hot-pick items, including short videos and live broadcast projects in order to raise the user activities, thereby promoting sustainable and healthy growth of the revenue from PC games in 2022. The Company will further explore the value of Ourgame Hall platform users in the future and continue to provide hundreds of millions of platform users with better services. Meanwhile, we will further strengthen our efforts in marketing, expand cooperation channels on PC platform, and further attract new and existing users to experience our high-quality services.

In respect of the traditional card and board games projects, Ourgame continued to press ahead with the cooperation strategy with various channels. In addition to the existing well-run traditional products such as Fight Landlord and Mahjong, Ourgame launched a number of mobile-based game products in 2022, such as Experts Fight Landlord (達人鬥地主), Let's Fight Landlord (鬥地主總動員) and Masters Fight Landlord (大師鬥地主), which have been promoted on Kuaishou platform and cooperated with multiple advertisers. After more than half a year of operation, such products and services have been widely recognised by the market with higher revenue and more users. The Company plans to apply the model of such products to the promotion of other card and board games products in the future, enlarge product categories jointly promoted with partners, and continue to cultivate the traditional card and board games market. Meanwhile, the Company also plans to continue to make exploration and layout in leisure and puzzle games, and further provide high-quality services for users of different age groups.

致各股東：

本人代表聯眾國際控股有限公司(「本公司」，與其附屬公司統稱「本集團」)董事會茲此向閣下提呈本集團截至二零二二年十二月三十一日止年度的業績。

二零二二年，聯眾的境內外業務儘管受政策環境、疫情反復等諸多不利因素的影響，整體收入仍然取得了較大程度的增長，本公司全年收入達人民幣217.7百萬元，較去年增長約51.4%。收入的增加來自於聯眾全體用戶及合作方的信任和支援以及本公司在業務各方面特別是移動化和多元化所作出的努力。

在深受廣大忠實用戶喜愛的PC端遊戲方面，在持續提供傳統聯眾大廳服務的同時，本公司的平台業務板塊也作出了多方面的優化調整，如持續提高優質客戶的體驗感，進一步增強品牌粘性及可視性，並將傳統產品與時下最受歡迎的短視頻及直播項目相結合，以提高用戶活躍度，推動二零二二年PC端收入的持續健康增長。本公司未來將進一步挖掘平台聯眾大廳用戶的價值，並持續為數億平台用戶提供更優質的服務，同時，我們將進一步加大市場推廣力度，拓寬PC平台的合作管道，進一步吸引新老用戶體驗我們的優質服務。

在傳統棋牌項目上，聯眾持續推進與不同渠道的合作戰略。除現有已經運營良好的傳統鬥地主、麻將等產品外，二零二二年，聯眾推出了多款移動化遊戲產品諸如《達人鬥地主》、《鬥地主總動員》、《大師鬥地主》等，並通過與快手平台進行推廣並與多家廣告媒體進行合作，通過半年多的運行，該等產品和服務獲得了廣泛的市場認可，收入和使用規模也不斷擴大。今後本公司計劃將此類產品的模式應用於推廣其他的棋牌產品，增加與合作方聯合推廣的產品品類，繼續深耕傳統棋牌市場。同時，本公司也計劃在休閒益智遊戲方面持續進行探索和佈局，進一步為不同年齡階層的用戶提供優質服務。

Chairman's Statement (Continued)

主席報告(續)

In 2022, based on our industrial competitive edge in card and board games sector, the Company has established a live broadcast association and operation team that focuses on card and board games contents. The Company has established extensive connection with internet live streaming platforms such as Kuaishou and Douyin to kick-start various initiatives. Currently, the operation team has built its own superior anchor camp covering various categories, such as chess, mahjong, fight landlord (鬥地主), western chess, Four-nation War Chess (四國軍棋), bridge and other sectors. The relevant live streaming accounts have already had millions of users and fans, and a large number of head accounts have been created, such as Mahjong Competitor (競技麻將君), where competitive card and board games players interact with fans in real time, providing users with high-quality live card and board games and events. Meanwhile, we are building a public channel featuring short videos with professional content in various aspects in order to make the best use of our competitive edge from our refined operation as compared to our industry peers. Our live broadcast business has reached a cooperative venture with the official card and board games of Kuaishou, which has assisted Kuaishou's promotion of its official card and board games in the live broadcasting sector. The cooperative venture is a new attempt for a win-win cooperation between Ourgame and other card and board games operators. For offline operations, the Company also actively attempts to operate card and board games venues to provide more and better services for enthusiasts and fans of card and board games.

In terms of overseas business, following the disposal of the World Poker Tour ("WPT") business with significant gains on capital, as at 31 December 2022, AGAE's business includes operation of HyperX Arena Las Vegas, one of the world's most recognized eSports and entertainment events facilities, two mobile arenas, namely Allied Esports Trucks, and original content studio which creates and produces proprietary content series to serve brand launching and promotion, fans and community engagement. AGAE offers a variety of eSports and gaming-related content, including world class tournaments, live and virtual entertainment and gaming events, and original programming to continuously foster an engaged gaming community. In December 2022, AGAE completed a strategic review of its business operations and announced to expand its focus of the existing eSports business to include a broader array of entertainment and gaming products and services. Under this plan, AGAE intends to pursue multiple channels of opportunities to leverage its location-based-entertainment expertise with a focus on gaming lifestyle and experiential entertainment, as well as growing its digital footprint and monetization capabilities through mobile gaming. The gaming and entertainment business of AGAE will continue to utilize AGAE's three-pillar strategy — in-person experiences, multiplatform content, and interactive services both independently and in connection with its strategic partners, and provide the best services for users globally.

二零二二年，基於棋牌領域的行業優勢，本公司組建了專注於棋牌遊戲內容的直播公會運營團隊，已與快手、抖音等互聯網直播平台建立了廣泛的聯繫，並積極開展工作。目前，運營團隊已打造優質自有主播陣營，分佈在象棋、麻將、鬥地主、國際象棋、四國軍棋、橋牌等品類。相關的直播號已經有數百萬的用戶粉絲，並產生了諸如《競技麻將君》等一大批頭部帳號，棋牌競技選手與粉絲進行即時互動，為廣大用戶提供優質的棋牌直播和賽事內容。同時，我們也在打造系列專業內容短視頻號，突出自身行業精細化優勢。直播業務與快手官方棋牌遊戲達成合作，助力快手官方棋牌遊戲在直播領域的推廣。這是聯眾與其他棋牌廠商合作共贏的新嘗試。線下方面，本公司也積極嘗試棋牌類場館的運營服務，為廣大棋牌愛好者和粉絲提供更多更優質的服務。

境外業務方面，在出售World Poker Tour (「WPT」)業務並取得較大的資金回報後，於二零二二年十二月三十一日，AGAE的業務包括經營HyperX Arena Las Vegas (為全球最知名的電競及娛樂活動設施之一)、兩個移動競技場，即Allied Esports Trucks及原創內容工作室，該工作室創作並製作專有內容系列，為品牌啟動及推廣、粉絲及社區參與提供服務。AGAE提供各種電競及遊戲相關內容，包括世界級的錦標賽、現場及虛擬娛樂及遊戲活動以及原創節目，以不斷培養一個引人入勝的遊戲社區。於二零二二年十二月，AGAE完成了對其業務運營的戰略審查，宣佈擴大現有電競業務的重點領域，以包括更廣泛的娛樂及遊戲產品及服務。根據這一計劃，AGAE擬尋求多種管道機會，以利用其基於位置的娛樂專業知識，專注於遊戲生活方式及體驗式娛樂，以及通過移動遊戲提高其數字足跡及變現能力。AGAE的遊戲及娛樂業務將繼續利用AGAE的三大支柱戰略 — 親身體驗、多平台內容及互動服務，既可獨立開展業務亦可與戰略夥伴展開合作，為全球的使用者提供最優質的服務。

Chairman's Statement (Continued)

主席報告(續)

Despite various challenges such as the market environment and repeated pandemic, Ourgame continues to focus on the development and operation of card and board games. On such basis, Ourgame has built a mind sports ecosystem that incorporates online games, competitive sports events, programme production and live broadcasting, and continues to focus on emerging market opportunities and march towards the global sports and entertainment markets, which forms a strong linkage with domestic and international "dual-circulation" around Hong Kong and the United States stock markets. It is expected that in the future, Ourgame will continue to stride forward and move towards the goal of becoming the world's top sports and entertainment company.

雖歷經市場環境及疫情反復等諸多挑戰，聯眾繼續專注於棋牌遊戲的開發及運營，並以此為基礎，構建了集在線遊戲、競技賽事、節目製作、在線直播等為一體的智力運動生態圈，並持續關注新興市場機會，繼續邁向全球體育娛樂市場，形成港股、美股聯動海內外「雙循環」態勢。相信在日常發展中，聯眾將向著全球頂級體育娛樂公司的目標繼續邁進。

Management Discussion and Analysis

管理層討論及分析

1. OVERVIEW

The loss attributable to equity holders of the Company amounted to RMB29.6 million for the year ended 31 December 2022, as compared with profit attributable to equity holders of the Company of RMB26.5 million (which comprised loss of RMB74.4 million from continuing operations and profit of RMB100.9 million from discontinued operations) for the year ended 31 December 2021. The profit attributable to equity holders of the Company for the year ended 31 December 2021 was primarily due to the gain on the disposal of the WPT business.

2. REVENUE

In 2022, revenue of the Group amounted to RMB217.7 million, representing an increase of RMB73.9 million or 51.4% as compared with RMB143.8 million for the year ended 31 December 2021. The increase was mainly arisen from the increase in online advertising services income with enhanced co-operation with multiple distribution channels during the year. In addition, the in-person experience revenues of AGAE increased, primarily attributable to the increase in sponsorship revenue from a new contract entered into in the first quarter of 2022, and the increase in food and beverage, ticket and gaming and merchandising revenue was primarily attributable to the removal of COVID-19 pandemic-related capacity restrictions at AGAE's HyperX Esports Arena in Las Vegas.

3. COST OF REVENUE AND GROSS PROFIT MARGIN

In 2022, cost of revenue of the Group amounted to RMB133.8 million, representing an increase of RMB46.1 million or 52.6% as compared with RMB87.7 million for the year ended 31 December 2021. The gross profit margin of the Group slightly decreased from 39.0% for the year ended 31 December 2021 to 38.5% for the year ended 31 December 2022.

1. 概覽

截至二零二二年十二月三十一日止年度，本公司權益持有人應佔虧損為人民幣29.6百萬元，而截至二零二一年十二月三十一日止年度，本公司權益持有人應佔溢利為人民幣26.5百萬元（包括來自持續經營業務的虧損人民幣74.4百萬元及來自已終止經營業務的溢利人民幣100.9百萬元）。截至二零二一年十二月三十一日止年度，本公司權益持有人應佔溢利主要由於出售WPT業務所得收益所致。

2. 收入

於二零二二年，本集團的收入為人民幣217.7百萬元，較截至二零二一年十二月三十一日止年度的人民幣143.8百萬元增加人民幣73.9百萬元或51.4%。有關增加主要由於年內的線上廣告服務收入增加，同時加強與多個分銷渠道的合作。此外，AGAE的個人體驗收入有所增加，主要歸因於來自二零二二年第一季度所訂立新合約的贊助收入增加，而餐飲、票務、遊戲及商品收入增加則主要歸因於AGAE位於拉斯維加斯HyperX Esports Arena與新型冠狀病毒疫情相關的容量限制取消。

3. 收入成本及毛利率

於二零二二年，本集團的收入成本為人民幣133.8百萬元，較截至二零二一年十二月三十一日止年度的人民幣87.7百萬元增加人民幣46.1百萬元或52.6%。本集團的毛利率由截至二零二一年十二月三十一日止年度的39.0%輕微減少至截至二零二二年十二月三十一日止年度的38.5%。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

4. OTHER INCOME

In 2022, other income of the Group amounted to RMB21.6 million, representing an increase of RMB11.1 million or 104.5% as compared with RMB10.5 million in 2021. This was primarily due to the increase in interest income from certificate of deposits, bad debt recovery of loan to third party and written back of other payables during the year.

5. SELLING AND MARKETING EXPENSES

In 2022, selling and marketing expenses of the Group amounted to RMB21.5 million, representing a decrease of RMB0.5 million or 2.1% as compared with RMB22.0 million in 2021.

6. ADMINISTRATIVE EXPENSES

In 2022, administrative expenses of the Group amounted to RMB121.7 million, representing a decrease of RMB7.2 million or 5.5% as compared with RMB128.9 million in 2021. The decrease was mainly attributable to the decrease in legal and professional fees related to the sale of the WPT business in 2021 and the decrease in corporate payroll and bonus of AGAE as compared to the year of 2021.

4. 其他收益

於二零二二年，本集團的其他收益為人民幣21.6百萬元，較二零二一年的人民幣10.5百萬元增加人民幣11.1百萬元或104.5%。此乃主要由於年內來自存款證利息收入增加、向第三方授出貸款的壞賬收回及撥回其他應付款項所致。

5. 銷售及市場推廣費用

於二零二二年，本集團的銷售及市場推廣費用為人民幣21.5百萬元，較二零二一年的人民幣22.0百萬元減少人民幣0.5百萬元或2.1%。

6. 行政開支

於二零二二年，本集團的行政開支為人民幣121.7百萬元，較二零二一年的人民幣128.9百萬元減少人民幣7.2百萬元或5.5%。該減少乃主要由於有關二零二一年出售WPT業務的法律及專業費用減少以及AGAE的企業薪資及花紅較二零二一年度減少所致。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

7. RESEARCH AND DEVELOPMENT EXPENSES

In 2022, research and development expenses of the Group amounted to RMB18.8 million, representing a decrease of RMB5.3 million or 22.2% as compared with RMB24.1 million in 2021. The decrease was mainly due to lower development efforts on new or updated versions of online games and costs incurred in associated research and development activities during the year.

8. FAIR VALUE CHANGES OF FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

In 2022, loss in fair value changes of financial assets at fair value through profit or loss of the Group amounted to RMB1.3 million, as compared with loss in fair value changes of financial assets at fair value through profit or loss of RMB14.2 million in 2021. The loss in 2022 and 2021 was mainly due to unexpected changes in the market environment and some of our investee companies also suffered from loss during the years ended 31 December 2022 and 2021.

9. GAIN ON CONVERSION/REDEMPTION OF CONVERTIBLE NOTES

In 2022, there was no gain on conversion/redemption of convertible notes of the Group, as compared with gain on conversion/redemption of convertible notes of RMB6.5 million for the year ended 31 December 2021. The amount was mainly due to the value of common stock issued upon conversion in excess of the common stock issuable under the original terms as a result from the amendments of conversion prices of convertible notes of AGAE signed in 2020.

7. 研發費用

於二零二二年，本集團的研發費用為人民幣18.8百萬元，較二零二一年的人人民幣24.1百萬元減少人民幣5.3百萬元或22.2%。該減少乃主要由於年內降低對網絡遊戲新版本或更新版本的開發力度及相關研發活動產生的成本。

8. 按公允值計入損益之金融資產之公允值變動

於二零二二年，本集團按公允值計入損益之金融資產之公允值變動虧損為人民幣1.3百萬元，而二零二一年的按公允值計入損益之金融資產之公允值變動虧損為人民幣14.2百萬元。二零二二年及二零二一年錄得虧損乃主要由於截至二零二二年及二零二一年十二月三十一日止年度市場環境出現不可預計之變動，加上我們若干被投資公司亦錄得虧損所致。

9. 轉換／贖回可換股票據的收益

於二零二二年，本集團並無產生轉換／贖回可換股票據收益，而截至二零二一年十二月三十一日止年度轉換／贖回可換股票據收益為人民幣6.5百萬元。該金額乃主要由於對二零二零年簽署的AGAE可換股票據轉換價進行修訂，導致轉換時已發行普通股的價值超過初始條款項下可發行的普通股所致。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

10. IMPAIRMENT OF ASSETS

In 2022, the impairment of assets of the Group amounted to RMB2.6 million, as compared with RMB2.0 million in 2021. In 2022, the impairment of assets mainly arose from the write off of digital assets and trade and other receivables, for which the management determined that the future cash flows are not expected to be sufficient to recover the carrying value.

11. GAIN ON DISPOSAL OF DISCONTINUED OPERATIONS

In 2021, the gain on disposal of discontinued operations (as included in profit after tax for the period from discontinued operations) of RMB319.0 million was arisen from the disposal of the entire equity interests of CSI owning 100% equity interests of each of the legal entities that collectively operate or engage in a poker-related business, commonly known as the WPT. There was no gain on disposal of discontinued operations in 2022.

12. (LOSS)/PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The loss attributable to equity holders of the Company amounted to RMB29.6 million for the year ended 31 December 2022, as compared with profit attributable to equity holders of the Company of RMB26.5 million (which comprised loss of RMB74.4 million from continuing operations and profit of RMB100.9 million from discontinued operations) for the year ended 31 December 2021. The profit attributable to equity holders of the Company for the year ended 31 December 2021 was primarily due to the gain on the disposal of the WPT business.

13. INCOME TAX CREDIT

In 2022, there was no income tax credit of the Group, as compared with income tax credit of RMB0.03 million in 2021.

10. 資產減值

於二零二二年，本集團的資產減值為人民幣2.6百萬元，而於二零二一年則為人民幣2.0百萬元。於二零二二年，資產減值主要來自撇銷數字資產以及貿易及其他應收款項，管理層認為未來現金流量預期不足以收回賬面值。

11. 出售已終止經營業務的收益

於二零二一年，出售已終止經營業務的收益(計入已終止經營業務產生的期內除稅後溢利)人民幣319.0百萬元來自出售CSI之全部股權，其擁有共同營運或從事本公司撲克相關業務的各法定實體的全部權益，一般稱為WPT。於二零二二年，並無出售已終止經營業務的收益。

12. 本公司權益持有人應佔(虧損)/溢利

截至二零二二年十二月三十一日止年度，本公司權益持有人應佔虧損為人民幣29.6百萬元，而截至二零二一年十二月三十一日止年度，本公司權益持有人應佔溢利為人民幣26.5百萬元(包括來自持續經營業務的虧損人民幣74.4百萬元及來自已終止經營業務的溢利人民幣100.9百萬元)。截至二零二一年十二月三十一日止年度的本公司權益持有人應佔溢利主要由於出售WPT業務所得收益所致。

13. 所得稅抵免

於二零二二年，本集團概無所得稅抵免，而於二零二一年則為所得稅抵免人民幣0.03百萬元。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

14. LIQUIDITY AND SOURCE OF FUNDING AND BORROWING

As at 31 December 2022, the Group's total bank balances and cash decreased by 85.7% from RMB609.1 million as at 31 December 2021 to RMB87.3 million as at 31 December 2022. The decrease was primarily because the proceeds from the sale of the WPT business had been used for the purchase of certificates of deposit. As at 31 December 2022, the current assets of the Group amounted to RMB681.8 million, including bank balances and cash of RMB87.3 million, certificates of deposit of RMB484.6 million, and other current assets of RMB109.9 million. Current liabilities of the Group amounted to RMB59.8 million, of which RMB46.4 million were trade and other payables and deferred revenue of RMB1.3 million, and other current liabilities of RMB12.1 million. As at 31 December 2022, the current ratio (the current assets to current liabilities ratio) of the Group was 11.4, as compared to 9.76 as at 31 December 2021. Gearing ratio is calculated on the basis of total borrowings (net of cash and cash equivalents) over the Group's total equity. The Group's gearing ratio as at 31 December 2022 was nil (2021: nil). The Group currently intends to finance future expansion, investments and business operations primarily with internal resources, but may explore other financing sources in appropriate circumstances.

14. 流動資金與資金及借款來源

於二零二二年十二月三十一日，本集團之銀行結餘及現金總額由二零二一年十二月三十一日之人民幣609.1百萬元減少85.7%至二零二二年十二月三十一日之人民幣87.3百萬元。該減少乃主要由於出售WPT業務的所得款項用於購買存款證所致。於二零二二年十二月三十一日，本集團的流動資產為人民幣681.8百萬元，包括銀行結餘及現金為人民幣87.3百萬元、存款證人民幣484.6百萬元及其他流動資產為人民幣109.9百萬元。本集團之流動負債為人民幣59.8百萬元，其中貿易及其他應付款項為人民幣46.4百萬元、遞延收入為人民幣1.3百萬元及其他流動負債為人民幣12.1百萬元。於二零二二年十二月三十一日，本集團之流動比率(流動資產對流動負債的比率)為11.4，而於二零二一年十二月三十一日則為9.76。資產負債比率按借款總額(扣除現金及現金等價物)佔本集團總權益之比率計算。本集團於二零二二年十二月三十一日之資產負債比率為零(二零二一年：零)。本集團當前擬主要以內部資源為未來擴展、投資及業務經營撥資，惟可能在適當情況下進一步探索其他融資來源。

15. MATERIAL INVESTMENTS

The Group did not have any material investments during the year ended 31 December 2022.

15. 重大投資

本集團於截至二零二二年十二月三十一日止年度並無任何重大投資。

16. MATERIAL ACQUISITIONS

The Group did not have any material acquisitions during the year ended 31 December 2022.

16. 重大收購

本集團於截至二零二二年十二月三十一日止年度並無任何重大收購。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

The Group makes investments in financial assets at fair value through profit or loss for the purposes of (i) supplementing the Group's games portfolio to drive higher monetization of our user base and profitability, (ii) exploring new business opportunities in related areas of our business eco-system for acquisitions and strategic and operational synergies, and (iii) leveraging on external financial resources for expertise and scale. As at 31 December 2022, the Group's financial assets at fair value through profit or loss amounted to RMB45.8 million (which were included as non-current assets) (31 December 2021: RMB56.2 million which were included as non-current assets of RMB48.6 million and current assets of RMB7.6 million).

As at 31 December 2022, the Group's investments in unlisted equity investments amounted to RMB45.8 million (which were included as non-current assets), which mainly included direct equity investments in selected startup companies mainly engaged in games or mind sports related technological research and development and direct subscription to the interests in private equity funds (the "Private Equity Funds") that focus on providing early-stage funding for companies in the mind sports sector. A breakdown of the majority of these investments is set out below:

Name of Invested Company/ Private Equity Funds 被投資公司／私募股權基金名稱	Amount of Capital Contributed by the Group 本集團注資金額	Percentage of Shareholding 持股百分比	Principal Business 主要業務
Beijing Yilian Investment Centre (L.P.) 北京億聯投資中心(有限合夥)	RMB5,000,000 人民幣5,000,000元	5%	Investment/management 投資／管理
Tong Xiang Juli Fengyuan Equity Investment Fund Management Partnership (L.P.) 桐鄉聚力豐遠股權投資基金 管理合夥企業(有限合夥)	RMB20,000,000 人民幣20,000,000元	64.52%	Investment/management 投資／管理
All In Asia Culture and Tourism Development Company Limited 澳潤亞洲文化旅遊發展有限公司	RMB19,574,700 人民幣19,574,700元	20%	Tourism culture 旅遊文化
Juyou Universe (Suzhou) Culture Science and Technology Development Co., Ltd. 劇遊宇宙(蘇州)文化科技發展有限公司	RMB1,500,000 人民幣1,500,000元	4.58%	Internet services 互聯網服務

17. 按公允值計入損益之金融資產

本集團於按公允值計入損益之金融資產作出投資，旨在(i)補充本集團之遊戲組合，以推動我們用戶流量變現及提升盈利能力，(ii)探索業務生態系統相關領域之新業務機遇，以進行收購及產生戰略性運營協同效應，及(iii)借助外部財務來源獲得專業知識及擴大規模。於二零二二年十二月三十一日，本集團按公允值計入損益之金融資產為人民幣45.8百萬元(計入為非流動資產)(二零二一年十二月三十一日：人民幣56.2百萬元，計入為非流動資產人民幣48.6百萬元及流動資產人民幣7.6百萬元)。

於二零二二年十二月三十一日，本集團於非上市權益投資之投資為人民幣45.8百萬元(計入為非流動資產)，主要包括於選定創業公司(主要從事遊戲或智力運動相關之技術研發)之直接權益投資及直接認購集中於為在智力運動板塊營運的公司提供前期融資之私募股權基金(「私募股權基金」)之權益。該等投資之大致明細載列如下：

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

For the year ended 31 December 2022, no dividends have been paid from the above invested companies as included in non-current assets. All startup companies invested by the Group are in relatively early stage, and are mainly focused on product development and launching. The startup companies are in the internet, sports and entertainment segment, which are expected to provide us with a platform to leverage on our experience and resources, and to minimise our investment risks. We believe that our investment initiative is an important aspect of our vision to build up our ecosystem as a whole. The Group will continue to seek other investment opportunities that not only create synergies on different levels but also offer high-yield return potential. The Group will continue to monitor its investment in financial assets at fair value through profit or loss in a responsible manner. There are no financial assets at fair value through profit or loss in the Group's investment portfolio that individually constitutes significant investment as none of the investments has a carrying amount that accounts for more than 5% of the Group's total assets as at 31 December 2022.

Movements of Financial Assets at Fair Value through Profit or Loss

The movements of financial assets at fair value through profit or loss for the year ended 31 December 2022 are set out below:

Included as Non-current Assets

Balance as at 1 January 2022	於二零二二年一月一日之結餘	48,615
Addition	添置	1,500
Disposals	出售	(2,984)
Fair value changes recognised in profit or loss	於損益確認之公允值變動	(1,285)
Fair value as at 31 December 2022	於二零二二年十二月三十一日之公允值	45,846

截至二零二二年十二月三十一日止年度，上述被計入為非流動資產的被投資公司概無派付股息。本集團投資的所有該等創業公司均處於相對早期開發階段，且主要集中於開發及推出產品。創業公司為互聯網、體育及娛樂行業，預期將為我們提供平台，以利用我們的經驗及資源，並將投資風險減至最低。我們認為，我們之投資舉措為建立整體生態系統願景之重要一環。本集團將繼續尋求不同層面上創造協同效益，同時亦提供高回報潛力之其他投資機遇。本集團將持續盡責地監察按公允值計入損益之金融資產投資。於二零二二年十二月三十一日，由於有關投資之賬面值並無佔本集團總資產5%以上，故本集團投資組合之按公允值計入損益之金融資產並無個別構成重大投資。

按公允值計入損益之金融資產之變動

截至二零二二年十二月三十一日止年度按公允值計入損益之金融資產之變動載列如下：

計入為非流動資產

Unlisted equity
investments
非上市
權益投資
RMB'000
人民幣千元

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Included as Current Assets

計入為流動資產

Unlisted equity
investments
非上市
權益投資
RMB'000
人民幣千元

Balance as at 1 January 2022	於二零二二年一月一日之結餘	7,577
Disposals	出售	(7,577)
Fair value as at 31 December 2022	於二零二二年十二月三十一日之公允值	—

18. MATERIAL DISPOSALS

The Group did not have any material disposals during the year ended 31 December 2022.

18. 重大出售

於截至二零二二年十二月三十一日止年度，本集團並無任何重大出售事項。

19. PLEDGE OF ASSETS

As at 31 December 2022 and 2021, none of the Group's assets was pledged.

19. 資產抵押

於二零二二年及二零二一年十二月三十一日，本集團概無資產抵押。

20. CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 December 2022 (2021: nil).

20. 或然負債

於二零二二年十二月三十一日，本集團並無重大或然負債(二零二一年：無)。

21. FOREIGN EXCHANGE EXPOSURE

During the year ended 31 December 2022, the Group mainly operated in the PRC and in the United States of America and the majority of its transactions were settled in Renminbi ("RMB") or USD, being the functional currencies of the Group entities to which the transactions relate. As at 31 December 2022, the Group did not have significant foreign currency exposure from its operations.

21. 外匯風險

於截至二零二二年十二月三十一日止年度，本集團主要於中國及美利堅合眾國經營，且其大部分交易以人民幣(「人民幣」)或美元(即與交易相關之本集團實體之功能貨幣)結算。於二零二二年十二月三十一日，本集團之業務並無重大外匯風險。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

22. EMPLOYEE'S REMUNERATION AND POLICY

As at 31 December 2022, the Group had 175 employees, 98 of which were responsible for games development and operation or general administration in the PRC (including Hong Kong), and 77 for AGAE. The total remuneration expenses (including share-based compensation expense) for the year ended 31 December 2022 were RMB75.7 million, representing a decrease of 1.9% as compared to the year of 2021.

22. 僱員薪酬及政策

於二零二二年十二月三十一日，本集團有175名僱員，其中98名於中國(包括香港)負責遊戲開發與運營或一般行政，以及77名負責AGAE。截至二零二二年十二月三十一日止年度之薪酬開支總額(包括以股份為基礎之酬金開支)為人民幣75.7百萬元，較二零二一年減少1.9%。

23. EVENTS OCCURRED SINCE THE END OF THE YEAR ENDED 31 DECEMBER 2022

Other than receiving the ICC Arbitral Award and Beijing Arbitral Award (as defined hereinafter), the Group did not have any material events occurred since the end of the year ended 31 December 2022.

23. 自截至二零二二年十二月三十一日止年度結束以來發生之事項

除收到的國際商會仲裁裁決及北京仲裁裁決(定義見下文)外，自截至二零二二年十二月三十一日止年度結束以來，本集團並無發生任何重大事項。

24. FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

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

24. 重大投資或資本資產之未來計劃

除本年報所披露者外，本集團概無有關重大投資及資本資產之其他計劃。

Directors' Report

董事會報告

The Board hereby presents its report together with the audited consolidated financial statements of the Group for the year ended 31 December 2022.

1. PRINCIPAL ACTIVITIES

The principal activities of the Group for the year ended 31 December 2022 are online card and board games development and operation and live broadcast business via its subsidiaries in the PRC and eSports business via AGAE. The activities of our principal subsidiaries are set out in Note 20 to the consolidated financial statements.

The analysis of the Group's revenues and segment information is set out in Note 5 to the consolidated financial statements.

2. BUSINESS REVIEW

A review of the business of the Group during the year ended 31 December 2022 (including particulars of important events affecting the Company that have occurred during the year ended 31 December 2022, an analysis of the Group's performance during the year using financial key performance indicators and a discussion on the Group's future business development) is provided in the Chairman's Statement on pages 4 to 6 of this annual report. A description of the principal risks and uncertainties that the Group may be facing can be found on pages 88 to 91 of this Directors' Report. In addition, the financial risk management objectives and policies of the Group are available in Note 41 to the consolidated financial statements. Except as disclosed in this annual report, no other important event affecting the Company has occurred during the year ended 31 December 2022.

As far as the Board is aware, except as disclosed herein, the Group has complied with the relevant laws and regulations that have a significant impact on the Group in all material respects during the year ended 31 December 2022.

董事會茲此提呈本報告連同本集團截至二零二二年十二月三十一日止年度的經審核綜合財務報表。

1. 主要業務

本集團截至二零二二年十二月三十一日止年度主要透過其於中國的附屬公司從事在線棋牌遊戲開發及運營以及直播、透過AGAE從事電子競技業務。我們主要附屬公司的業務載於綜合財務報表附註20。

有關本集團收入及分部資料的分析載於綜合財務報表附註5。

2. 業務回顧

本集團於截至二零二二年十二月三十一日止年度的業務回顧(包括於截至二零二二年十二月三十一日止年度發生影響本公司的具體重要事件、年內使用財務關鍵績效指標分析本集團表現及本集團未來業務發展討論)載列於本年報第4至6頁的主席報告內。有關本集團可能會面臨的主要風險及不確定因素載列於本董事會報告第88至91頁。此外，本集團的金融風險管理目標及政策載列於綜合財務報表附註41。除本年報所披露者外，於截至二零二二年十二月三十一日止年度，並無發生影響本公司的其他重要事件。

就董事會所知，除本報告所披露者外，於截至二零二二年十二月三十一日止年度，本集團已於所有重大方面遵守對本集團具有重大影響的相關法律法規。

Directors' Report (Continued)

董事會報告(續)

The Group values the rights and interests and the needs of each employee, and strictly observes the provisions of the relevant laws, statutes and regulations of the PRC to provide employees with various security, welfare and benefits. The Group has also set up a sound promotion and assessment system to encourage fair competition. In addition, the Group attaches importance to communications with its employees. Apart from personalized mailbox and DingDing accounts, there are systems in place to allow one-on-one communication between employees and the Chief Executive Officer and/or chairman, communication between employees and their line managers, and communication channels including all-staff town hall meeting.

As users of online card and board games could be regarded as the main customers of the Group, the Group provides its users with high-quality and safe services in online events. In relation to online events, the Group has set up a link to the security center on the official website and web games to protect users' game accounts and privacy.

For the year ended 31 December 2022, the Group had approximately 253 suppliers. The Group selects, on its own initiative, suppliers whose products and services are in compliance with relevant applicable standards and adopts strict acceptance standards including a preliminary assessment on the impact of the goods or services provided by the suppliers on the environment and society. Under our strict supervision, no risk has been identified in our supply chain during the year ended 31 December 2022. Please refer to the Environmental, Social and Governance Report of the Group for further details.

In October 2022, as part of AGAE's contribution to the American Red Cross Rescue Royale tournament, AGAE provided HyperX Las Vegas Arena space at a discounted price during rehearsals and at a 100% discount on the day of the event. In September and December 2022, AGAE also donated its arena at 100% off standard rates for Positively Arts Event held in each month. The aggregate fair value of all three donations was approximately US\$120,000.

Except the aforesaid, the Group did not make any other charitable donations during the year ended 31 December 2022 (2021: US\$12,000).

本集團重視每名僱員的權利、權益及需求，並嚴格遵守中國有關法律、法例及法規之規定，為僱員提供各種保障、福利及利益。本集團亦已建立健全的晉升及評估制度以鼓勵公平競爭。此外，本集團重視與僱員的溝通。除個人郵箱及釘釘賬戶外，亦設有讓僱員與行政總裁及／或主席進行一對一溝通和僱員與直屬經理溝通的制度，以及僱員全民大會等溝通渠道。

由於線上棋牌遊戲用戶可被視為本集團主要客戶，本集團的線上活動向用戶提供優質服務並保障用戶的安全。在線上活動方面，本集團已在官網及網頁遊戲設置安全中心鏈接，以保護用戶的遊戲賬戶及隱私。

截至二零二二年十二月三十一日止年度，本集團有約253名供應商。本集團主動選擇產品及服務符合相關國家標準的供應商並採取嚴格採納標準，包括就供應商所提供貨品或服務對環境及社會造成的影響進行初步評估。在我們的嚴格監管下，於截至二零二二年十二月三十一日止年度，並無於供應鏈發現任何風險。有關進一步詳情，請參閱本集團的環境、社會及管治報告。

於二零二二年十月，為支持美國紅十字會Rescue Royale錦標賽，AGAE在賽事排練期間以折扣價及在活動當天以100%折扣提供拉斯維加斯HyperX Las Vegas Arena場地。於二零二二年九月及十二月，AGAE亦以標準價的100%折扣提供場館給每月舉行的Positively Arts Event使用。所有上述三項捐贈的公允總值約為120,000美元。

除上述者外，於截至二零二二年十二月三十一日止年度，本集團並無作出任何其他慈善捐贈(二零二一年：12,000美元)。

Directors' Report (Continued)

董事會報告(續)

Taking the principal activities of the Group into consideration, less destruction has been made directly to the environment, but protecting the environment has always been essential to us and has guided our actions to minimize our impact. In view of the scarcity of resources, the Group advocates policies on the efficient use of resources on its own initiative, motivates all of its employees to participate in resources conservation activities and encourages them to save water, power and paper. As most promotion campaigns are conducted online, packaging or advertisement materials for such campaigns are therefore not required and no consumption or waste is produced. We substitute business travels by using remote telephone conferencing as much as possible in order to reduce traffic emissions.

In the future, continuous efforts will be made by the Group and our employees in promoting sustainability in environment, social and corporate governance.

經考慮本集團的主要活動，直接對環境造成破壞的情況較少，但保護環境對我們而言仍屬至關重要，我們以此作為措施的指引，盡量減少影響。鑒於資源珍貴，本集團主動倡導有效利用資源的政策，推動全體僱員參與資源節約運動，鼓勵僱員節約用水、用電及用紙。由於大部分推廣活動均於線上進行，故此類活動毋須使用包裝或廣告宣傳物料，因此並無造成消耗或產生廢物。我們盡可能使用遠程電話會議替代商務差旅，以減少交通排放。

未來，本集團及我們的僱員將繼續努力促進環境、社會及企業管治的可持續發展。

3. RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2022 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 130 to 131 of this annual report.

4. DIVIDEND

The Board does not recommend the payment of any final dividend for the year ended 31 December 2022 (2021: nil).

5. RESERVES

Changes to the reserves of the Group during the year ended 31 December 2022 are set out in the consolidated statement of changes in equity. Changes to the reserves of the Company during the year ended 31 December 2022 are set out in Note 37 to the consolidated financial statements. As at 31 December 2022, the Company had reserves available for distribution of approximately RMB256.1 million (2021: RMB281.3 million).

3. 業績及溢利分配

本集團截至二零二二年十二月三十一日止年度的業績載於本年報第130至131頁的綜合損益及其他全面收益表。

4. 股息

董事會不建議派付截至二零二二年十二月三十一日止年度的任何末期股息(二零二一年：無)。

5. 儲備

本集團儲備於截至二零二二年十二月三十一日止年度的變動詳情載於綜合權益變動表。本公司儲備於截至二零二二年十二月三十一日止年度的變動詳情載於綜合財務報表附註37。於二零二二年十二月三十一日，本公司可供分派儲備約為人民幣256.1百萬元(二零二一年：人民幣281.3百萬元)。

Directors' Report (Continued)

董事會報告(續)

6. PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

Changes to the property, plant and equipment and intangible assets of the Group during the year are set out in Notes 17 and 23, respectively, to the consolidated financial statements.

7. SHARE CAPITAL AND SHARE INCENTIVE SCHEMES

Details of the Company's share capital and share incentive schemes are set out in Notes 34 and 36 to the consolidated financial statements, the paragraph headed "Share Option Schemes" on pages 20 to 29 and the paragraph headed "Share Award Scheme" on pages 30 to 33 of this annual report, respectively.

8. SUBSIDIARIES

Particulars of the Company's subsidiaries as at 31 December 2022 are set out in Note 20 to the consolidated financial statements.

9. FINANCIAL SUMMARY

A summary of the consolidated results and of the financial positions of the Group is set out on pages 130 to 133 of this annual report.

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

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

6. 物業、廠房及設備以及無形資產

本集團物業、廠房及設備以及無形資產於年內的變動詳情分別載於綜合財務報表附註17及23。

7. 股本及股份激勵計劃

有關本公司股本及股份激勵計劃之詳情分別載於綜合財務報表附註34及36、本年報第20至29頁的「購股權計劃」一段及第30至33頁「股份獎勵計劃」一段。

8. 附屬公司

本公司附屬公司於二零二二年十二月三十一日的詳情載於綜合財務報表附註20。

9. 財務概要

本集團綜合業績及財務狀況概要載於本年報第130至133頁。

10. 購買、出售或贖回本公司上市證券

於截至二零二二年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

Directors' Report (Continued)

董事會報告(續)

11. EQUITY-LINKED AGREEMENTS

Apart from the Employee Pre-IPO Share Option Scheme, the Management Pre-IPO Share Option Scheme, the 2014 Share Option Scheme as set out in section 12, the Share Award Scheme as set out in section 13 and equity incentive plan as set out in section 14 of this Directors' Report, no equity-linked agreements were entered into by the Group or existed during the year ended 31 December 2022.

12. SHARE OPTION SCHEMES

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

As at 31 December 2022, a total of 73,062,128 share options were granted to the following former Directors pursuant to the Management Pre-IPO Share Option Scheme and the 2014 Share Option Scheme:

Name of Former Directors	Date of Grant	Outstanding as at 1 January 2022 於二零二二年一月一日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled during the year 年內註銷	Lapsed during the year 年內失效	Outstanding as at 31 December 2022 於二零二二年十二月三十一日 尚未行使	Exercise price per Share 每股行使價
Mr. Yang Eric Qing ["Mr. Yang"] ⁽¹⁾ 楊慶先生(「楊先生」) ⁽¹⁾	20 February 2014 二零一四年二月二十日	20,851,064	—	—	—	—	20,851,064	US\$0.16714303 0.16714303美元
	5 January 2015 二零一五年一月五日	11,760,000	—	—	—	—	11,760,000	HK\$2.67 2.67港元
	8 January 2016 二零一六年一月八日	3,920,000	—	—	—	—	3,920,000	HK\$5.506 5.506港元
Mr. Ng Kwok Leung Frank ["Mr. Ng"] ⁽²⁾ 伍國樑先生 (「伍先生」) ⁽²⁾	20 February 2014 二零一四年二月二十日	20,851,064	—	—	—	—	20,851,064	US\$0.16714303 0.16714303美元
	5 January 2015 二零一五年一月五日	11,760,000	—	—	—	—	11,760,000	HK\$2.67 2.67港元
	8 January 2016 二零一六年一月八日	3,920,000	—	—	—	—	3,920,000	HK\$5.506 5.506港元
Total 總計		73,062,128	—	—	—	—	73,062,128	

11. 股票掛鈎協議

除本董事會報告第12節所載的僱員首次公開發售前購股權計劃、管理層首次公開發售前購股權計劃、二零一四年購股權計劃、第13節所載的股份獎勵計劃及第14節所載的股權激勵計劃外，於截至二零二二年十二月三十一日止年度，本集團並無訂立或存在股票掛鈎協議。

12. 購股權計劃

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

於二零二二年十二月三十一日，已根據管理層首次公開發售前購股權計劃及二零一四年購股權計劃向下列前董事授出合共73,062,128份購股權。

Directors' Report (Continued)

董事會報告(續)

Notes:

- (1) Mr. Yang resigned as chairman of the Board, the Chief Executive Officer of the Company and an executive Director with effect from 30 June 2020.
- (2) Mr. Ng resigned as an executive Director with effect from 29 June 2019 and a Co-Chief Executive Officer of the Company with effect from 30 August 2019 and served as the director and chief executive officer of AGAE with effect from 9 August 2019. Mr. Ng also resigned as a consultant of the Company with effect from 30 June 2020.

Summary of the Share Option Schemes

Employee Pre-IPO Share Option Scheme

Purpose and Participants

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

Exercise Price

The exercise price under the Employee Pre-IPO Share Option Scheme is RMB0.1276 per share (adjusted for capitalisation issue, on the basis of RMB0.12756). Please refer to "Appendix IV – Statutory and General Information" of the prospectus of the Company dated 18 June 2014 (the "Prospectus") for further information.

Vesting and Exercise of Option

The shares of the Company (the "Shares") subject to the Employee Pre-IPO Share Option Scheme shall be vested in four equal annual instalments, with the first instalment representing twenty five percent (25%) of the Shares subject to the Employee Pre-IPO Share Option Scheme vesting on the first anniversary of the date of listing (the "Listing") of the Company's Shares on the Stock Exchange (i.e. 30 June 2014) (the "Listing Date"), and an additional instalment vesting on each anniversary thereafter, subject to the fulfilment of the grantee's performance target for the full calendar year before the vesting determined by the Company being fulfilled and the grantee's continuing to be an employee of the Company and being in compliance with the terms and conditions of the option award agreement dated 20 February 2014 through each such date.

附註：

- (1) 楊先生已辭任董事會主席、本公司行政總裁及執行董事，自二零二零年六月三十日起生效。
- (2) 伍先生已辭任執行董事及本公司聯席行政總裁，分別自二零一九年六月二十九日及二零一九年八月三十日起生效，並自二零一九年八月九日起擔任AGAE的董事兼行政總裁。伍先生亦已辭任本公司顧問，自二零二零年六月三十日起生效。

購股權計劃概要

僱員首次公開發售前購股權計劃目的及參與者

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

行使價

根據僱員首次公開發售前購股權計劃，行使價為每股人民幣0.1276元(已按人民幣0.12756元的基準就資本化發行作出調整)。有關進一步資料，請參閱本公司日期為二零一四年六月十八日的招股章程(「招股章程」)[附錄四 – 法定及一般資料]。

歸屬及行使購股權

僱員首次公開發售前購股權計劃項下的本公司股份(「股份」)須按四年等額分期歸屬，第一期(相當於僱員首次公開發售前購股權計劃項下股份的百分之二十五(25%))於本公司股份在聯交所上市(「上市」)日期(即二零一四年六月三十日，「上市日期」)的首個週年歸屬，並於此後的各個週年分期歸屬，惟須待承授人於本公司釐定的歸屬日期前的完整曆年內達成績效目標，且承授人仍屬本公司僱員及於各年度相關日期內遵守日期為二零一四年二月二十日的購股權獎勵協議的條款及條件方可歸屬。

Directors' Report (Continued)

董事會報告(續)

Maximum Numbers of Shares

The maximum numbers of Shares in respect of which options under the Employee Pre-IPO Share Option Scheme may be granted is 25,009,600 Shares. On 7 March 2014, 25,009,600 share options (adjusted for capitalization issue) were granted to 29 key employees of the Company by Blink Milestones Limited, after that no further options were granted. As at the date of this annual report, the total number of Shares available for issue in respect of which options may be granted under the Employee Pre-IPO Share Option Scheme is nil, representing 0% of the Shares in issue as at that date. The total number of share options available for grant under the Employee Pre-IPO Share Scheme as at 1 January 2022 and 31 December 2022 was nil and nil, respectively. The particulars of the options granted under the Employee Pre-IPO Share Option Scheme are set out in "Appendix IV – Statutory and General Information" of the Prospectus.

Maximum Entitlement of Each Participant under the Employee Pre-IPO Share Option Scheme

Under the Employee Pre-IPO Share Option Scheme, there is no specific limit on the maximum number of options which may be granted to a single eligible participant.

Life of the Employee Pre-IPO Share Option Scheme

The Employee Pre-IPO Share Option Scheme is effective from 7 March 2014 and the remaining life of the scheme as of the date of this annual report is around 1 year.

Outstanding Share Options

The options under the Employee Pre-IPO Share Option Scheme were fully exercised or forfeited in 2019.

Management Pre-IPO Share Option Scheme

Purpose and Participants

The purpose of the Management Pre-IPO Share Option Scheme is to give senior management of the Company (the "Participants") an opportunity to acquire a personal stake in our Company and help motivate such Participants to optimize their performance and efficiency, and also to help retain the Participants whose contributions are important to the long-term growth and profitability of our Group.

The principal terms of the Management Pre-IPO Share Option Scheme are substantially the same as the terms of the Employee Pre-IPO Share Option Scheme except that:

- (a) the exercise price under the Management Pre-IPO Share Option Scheme is US\$0.16714303 per Share (adjusted for capitalisation issue, on the basis of US\$0.34398035); and

最高股份數目

僱員首次公開發售前購股權計劃項下授出的最高數目股份為25,009,600股。於二零一四年三月七日，Blink Milestones Limited向本公司29名主要僱員授出25,009,600份購股權(已就資本化發行作出調整)，此後並無進一步授出購股權。於本年報日期，可能根據僱員首次公開發售前購股權計劃授出的購股權涉及的可予發行的股份總數為零，佔該日已發行股份的0%。於二零二二年一月一日及二零二二年十二月三十一日，根據僱員首次公開發售前購股權計劃可予授出的購股權總數分別為零及零。根據僱員首次公開發售前購股權計劃授出購股權的詳情載於招股章程「附錄四 – 法定及一般資料」。

僱員首次公開發售前購股權計劃項下每名參與者的最大權利

根據僱員首次公開發售前購股權計劃，可能被授予單一合資格參與者的購股權數目上限並無特定限額。

僱員首次公開發售前購股權計劃的年期

僱員首次公開發售前購股權計劃自二零一四年三月七日起生效，而截至本年報日期，計劃餘下年期約為一年。

尚未行使購股權

僱員首次公開發售前購股權計劃項下購股權已於二零一九年獲悉數行使或沒收。

管理層首次公開發售前購股權計劃目的及參與者

管理層首次公開發售前購股權計劃旨在向本公司高級管理層(「該等參與者」)提供取得本公司個人股權的機會，有助鼓勵該等參與者提升其表現及效率，並留聘對本集團長期發展及盈利能力有重要貢獻的該等參與者。

除以下各項外，管理層首次公開發售前購股權計劃的主要條款與僱員首次公開發售前購股權計劃大致相同：

- (a) 管理層首次公開發售前購股權計劃項下行使價為每股0.16714303美元(已按0.34398035美元為基準就資本化發行作出調整)；及

Directors' Report (Continued)

董事會報告(續)

- (b) twenty five percent (25%) of the Shares subject to the Management Pre-IPO Share Option Scheme shall be vested on the first anniversary of the grant date and the remaining Shares subject to the Management Pre-IPO Share Option Scheme shall be vested in 36 equal monthly instalments with the first instalment vesting upon the 13th monthly anniversary of the grant date and each of the remaining instalments vesting on each monthly anniversary of the 13th monthly anniversary of the grant date thereafter. The options may be exercised upon the Listing.

Maximum Numbers of Shares

The maximum numbers of Shares which may be issued upon exercise of all options under the Management Pre-IPO Share Option Scheme is 50,042,553 Shares, representing approximately 4.64% of the issued Shares as at the date of this annual report. The total number of share options available for grant under the Management Pre-IPO Share Scheme as at 1 January 2022 and 31 December 2022 was nil and nil, respectively.

Maximum Entitlement of Each Participant under the Management Pre-IPO Share Option Scheme

Under the Management Pre-IPO Share Option Scheme, there is no specific limit on the maximum number of options which may be granted to a single eligible Participant.

Life of the Management Pre-IPO Share Option Scheme

The Management Pre-IPO Share Option Scheme is effective for a period of 10 years from 7 March 2014 and the remaining life of the scheme as of the date of this annual report is around 1 year.

Outstanding Share Options

As at 31 December 2022, 50,042,554 share options were granted to certain members of our senior management and Directors under the Management Pre-IPO Share Option Scheme, of which 3,822,624 share options were exercised, leaving an outstanding balance of 46,219,930 options, representing approximately 4.29% of the issued Shares as at 31 December 2022 and as at the date of this annual report.

Save as disclosed, none of the options so far granted have been exercised, forfeited and/or lapsed.

- (b) 管理層首次公開發售前購股權計劃項下百分之二十五(25%)的股份須於授出日期首個週年歸屬，而管理層首次公開發售前購股權計劃項下其餘股份須於36個月內按月等額分期歸屬，第一期歸屬為授出日期滿第13個月當日，此後其餘股份於授出日期滿第13個月當日每月分期歸屬。購股權可於上市後行使。

最高股份數目

管理層首次公開發售前購股權計劃項下授出的所有購股權獲行使後可發行的最高數目股份為50,042,553股，佔於本年報日期已發行股份約4.64%。於二零二二年一月一日及二零二二年十二月三十一日，根據管理層首次公開發售前購股權計劃可予授出的購股權總數分別為零及零。

管理層首次公開發售前購股權計劃項下每名參與者的最大權利

根據管理層首次公開發售前購股權計劃，可能被授予單一合資格參與者的購股權數目上限並無特定限額。

管理層首次公開發售前購股權計劃的年期

管理層首次公開發售前購股權計劃自二零一四年三月七日起十年期間生效，而截至本年報日期，計劃餘下年期約為一年。

尚未行使購股權

於二零二二年十二月三十一日，已根據管理層首次公開發售前購股權計劃向我們的若干高級管理層成員及董事授出50,042,554份購股權，其中3,822,624份購股權已獲行使，而餘下46,219,930份購股權尚未行使，佔於二零二二年十二月三十一日及本年報日期已發行股份約4.29%。

除所披露者外，目前概無已授出購股權獲行使、沒收及/或失效。

Directors' Report (Continued)

董事會報告(續)

Details of the movements of options under the Management Pre-IPO Share Option Scheme during the year ended 31 December 2022 are set out in the table below and in Note 36 to the consolidated financial statements:

管理層首次公開發售前購股權計劃項下購股權於截至二零二二年十二月三十一日止年度的變動詳情載於下表及綜合財務報表附註36：

Grantees	Date of Grant	Outstanding as at 1 January 2022 於二零二二年 一月一日 尚未行使	Granted during the year 年內 授出	Exercised during the year 年內 行使	Cancelled during the year 年內 註銷	Lapsed during the year 年內 失效	Outstanding as at 31 December 2022 於二零二二年 十二月三十一日 尚未行使	Exercise price per Share 每股行使價
Former Directors								
前董事								
Mr. Yang ⁽¹⁾ 楊先生 ⁽¹⁾	20 February 2014 二零一四年二月二十日	20,851,064	—	—	—	—	20,851,064	US\$0.16714303 0.16714303美元
Mr. Ng ⁽²⁾ 伍先生 ⁽²⁾	20 February 2014 二零一四年二月二十日	20,851,064	—	—	—	—	20,851,064	US\$0.16714303 0.16714303美元
Former Senior Management								
前高級管理層								
Mr. Zhang Peng ⁽³⁾ 張鵬先生 ⁽³⁾	20 February 2014 二零一四年二月二十日	4,517,802	—	—	—	—	4,517,802	US\$0.16714303 0.16714303美元
Total 總計		46,219,930	—	—	—	—	46,219,930	

Notes:

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

附註：

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

Directors' Report (Continued)

董事會報告(續)

2014 Share Option Scheme

Purpose

The Company adopted the 2014 Share Option Scheme on 19 November 2014 (the "Adoption Date"). The 2014 Share Option Scheme is valid for a period of 10 years from the grant date of each option. The purpose of the 2014 Share Option Scheme is to provide key employees, directors or officers of the Group (the "Eligible Persons") with the opportunity to acquire proprietary interests in the Company and to encourage them to work towards enhancing the value of the Company and its Shares for the benefit of the Company and the Shareholders as a whole. The 2014 Share Option Scheme provides the Company with a flexible means of retaining, incentivizing, rewarding, remunerating, compensating and/or providing benefits to Eligible Persons.

Participants

Any individual, being an employee, director or officer of any member of the Group whom the Board or its delegate(s) considers, in their sole discretion, to have contributed or will contribute to the Group is entitled to be offered and granted options.

Number of Shares Available for Issue under the 2014 Share Option Scheme

The total number of Shares which may be issued upon exercise of all options to be granted under the 2014 Share Option Scheme and any other schemes is 78,400,000, being no more than 10% of the Shares in issue as at the Adoption Date. Such scheme mandate limit may be refreshed at any time by obtaining approval of the Shareholders in general meetings and/or such other requirements prescribed under the Listing Rules from time to time. However, the overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2014 Share Option Scheme and any other share option schemes of the Company at any time must not exceed 30% of the Shares in issue from time to time.

At the annual general meeting of the Company held on 13 May 2016, the Shareholders approved the proposed refreshment of the scheme mandate, so that the Company could grant further options under the 2014 Share Option Scheme for subscription of up to a total of 78,719,037 additional Shares. Further details are set out in the circular of the Company dated 12 April 2016.

二零一四年購股權計劃

目的

本公司於二零一四年十一月十九日(「採納日期」)採納二零一四年購股權計劃。二零一四年購股權計劃自各份購股權授出日期起十年內有效。二零一四年購股權計劃旨在向本集團主要僱員、董事或高級職員(「合資格人士」)提供取得本公司所有權權益的機會，並鼓勵彼等為本公司及股東的整體利益努力提升本公司及其股份的價值。二零一四年購股權計劃將令本公司能以靈活的方式留聘、激勵獎勵、回報、補償合資格人士及/或向彼等提供福利。

參與者

董事會或其代表全權酌情認為已對或將對為本集團作出貢獻的人士(即本集團任何成員公司的僱員、董事或高級職員)有權獲提供及獲授予購股權。

二零一四年購股權計劃項下可予發行的股份數目

根據二零一四年購股權計劃及任何其他計劃授出的全部購股權獲行使後可予發行的股份總數為78,400,000股，不超過於採納日期已發行股份的10%。有關計劃授權上限可隨時根據股東於股東大會上的批准及/或上市規則不時訂明的其他規定予以更新。然而，根據二零一四年購股權計劃及於任何時間本公司任何其他購股權計劃授出但尚未行使的全部購股權獲行使時，可予發行的股份最高數目不得超過本公司不時已發行股份的30%。

股東於二零一六年五月十三日召開的本公司股東週年大會上批准計劃授權的建議更新，因此，本公司可根據二零一四年購股權計劃進一步授出可認購最多合共78,719,037股額外股份的購股權。有關進一步詳情載於本公司日期為二零一六年四月十二日的通函。

Directors' Report (Continued)

董事會報告(續)

Maximum Entitlement to Participant

The total number of Shares issued and to be issued upon exercise of the options granted and to be granted under the 2014 Share Option Scheme and any other share option scheme(s) of the Company to each Eligible Person (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of Shares in issue (the "Individual Limit"). Any further grant of options to an Eligible Person which would result in the aggregate number of Shares issued and to be issued upon exercise of all options granted and to be granted to such Eligible Person in the 12-month period up to and including the date of such further grant exceeding the Individual Limit shall be subject to separate approval of the Shareholders.

Performance Target

The Board or its delegate(s) may at their sole discretion specify, as part of the terms and conditions of any option, any performance targets or conditions that must be satisfied before the option can be exercised.

Life of the 2014 Share Option Scheme

The 2014 Share Option Scheme is effective for a period of 10 years from 19 November 2014 and the remaining life of the scheme as of the date of this annual report is around 1 year and 8 months.

Determination of the Exercise Price

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 but shall be not less than the greater of: (a) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the grant date; (b) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the grant date; and (c) the nominal value of a Share on the grant date.

The option period is to be determined and notified by the Board to each grantee at the time of making an offer, and shall not expire later than ten years from the grant date of the 2014 Share Option Scheme. There is no minimum period for which an option must be held before it can be exercised in general. However, at the time of granting any option, the Board may, on a case by case basis, make such grant subject to such conditions, restrictions or limitations including (without limitation) those in relation to the minimum period of the options to be held and/or the performance targets to be achieved as the Board may determine in its absolute discretion.

參與者的最大權利

根據二零一四年購股權計劃及本公司任何其他購股權計劃已授予及將授予合資格人士的購股權(包括已行使及尚未行使的購股權)獲行使時已發行及將予發行的股份總數,於任何十二個月期間內不得超過已發行股份總數的1%(「個人上限」)。倘向合資格人士進一步授出購股權將導致截至該進一步授出日期(包括該日)止十二個月期間已授予及將授予該合資格人士的所有購股權獲行使時已發行及將予發行的股份總數超過個人上限,則須獲股東另行批准。

績效目標

董事會或其代表可全權酌情指明(作為任何購股權的條款及條件的一部分)行使購股權前必須達成的任何績效目標或條件。

二零一四年購股權計劃的年期

二零一四年購股權計劃自二零一四年十一月十九日起十年內有效,而截至本年報日期,計劃餘下年期約為一年八個月。

釐定行使價

倘購股權獲行使,則購股權項下將予認購的每股股份應付金額由董事會釐定,惟不得低於下列較高者:(a)於授出日期聯交所公佈的每日報價表所示股份收市價;(b)於緊接授出日期前五個營業日聯交所公佈的每日報價表所示股份平均收市價;及(c)股份於授出日期的面值。

購股權期限由董事會於提出要約時釐定及通知各承授人,且將於二零一四年購股權計劃授出日期起計十年內屆滿。一般而言,並無有關購股權獲行使前必須持有最短期限的規定。然而,董事會可於授出任何購股權時按個別情況授出有關購股權,惟需遵守有關條件、限制或規限(包括但不限於董事會可能全權酌情釐定有關持有購股權的最短期限及/或須達成績效目標的條件、限制或規限)。

Directors' Report (Continued)

董事會報告(續)

Vesting Period of the Share Options

- (1) 25% of the share options shall vest and be exercisable with effect from the first anniversary of the grant date;
- (2) the second 25% of the share options shall vest and be exercisable with effect from the second anniversary of the grant date;
- (3) the third 25% of the share options shall vest and be exercisable with effect from the third anniversary of the grant date; and
- (4) the remaining 25% of the share options shall vest and be exercisable with effect from the fourth anniversary of the grant date.

Exercise of Option

The options may be exercised up to 25% of the Shares for each year after the first anniversary of the grant date of the share option for four consecutive years.

Payment on Acceptance of Share Option

An amount of RMB1.00 must be paid as consideration for the grant of the share options and such payment must be made within 20 business days from the date the share option grant offer is made to the Eligible Person.

購股權的歸屬期

- (1) 購股權的25%將自授出日期滿第一個週年當日起歸屬及可予行使；
- (2) 購股權的第二批25%將自授出日期滿第二個週年當日起歸屬及可予行使；
- (3) 購股權的第三批25%將自授出日期滿第三個週年當日起歸屬及可予行使；及
- (4) 購股權的餘下25%將自授出日期滿第四個週年當日起歸屬及可予行使。

行使購股權

購股權亦可於自購股權授出日期起計第一週年後連續四年內每年獲行使最多達股份的25%。

接納購股權時所付款項

合資格人士須支付人民幣1.00元作為獲授購股權的代價，該款項須由合資格人士於作出購股權授出邀約日期起計20個營業日內支付。

Directors' Report (Continued)

董事會報告(續)

Movements in the Share Options/Outstanding Share Options

Details of the movements of the options under the 2014 Share Option Scheme during the year ended 31 December 2022 are set out in the table below:

購股權變動／尚未行使購股權

二零一四年購股權計劃項下購股權於截至二零二二年十二月三十一日止年度的變動詳情載於下表：

Grantees	Date of Grant	Exercisable period	Outstanding as at 1 January 2022 於 二零二二年一月一日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled during the year 年內註銷	Lapsed during the year 年內失效	Outstanding as at 31 December 2022 於 二零二二年十二月三十一日 尚未行使	Exercise price per Share 每股行使價
承授人	授出日期	可行使期間							
Director									
董事									
Ms. Xiao Yundan 肖雲丹女士	17 May 2016 二零一六年五月十七日	17 May 2016 - 16 May 2026 二零一六年五月十七日至 二零二六年五月十六日	100,000	-	-	-	-	100,000	HK\$3.684 3.684港元
Former Directors									
前董事									
Mr. Yang ⁽¹⁾ 楊先生 ⁽¹⁾	5 January 2015 二零一五年一月五日	5 January 2015 - 4 January 2025 二零一五年一月五日至 二零二五年一月四日	11,760,000	-	-	-	-	11,760,000	HK\$2.67 2.67港元
	8 January 2016 二零一六年一月八日	8 January 2016 - 7 January 2026 二零一六年一月八日至 二零二六年一月七日	3,920,000	-	-	-	-	3,920,000	HK\$5.506 5.506港元
Mr. Ng ⁽²⁾ 伍先生 ⁽²⁾	5 January 2015 二零一五年一月五日	5 January 2015 - 4 January 2025 二零一五年一月五日至 二零二五年一月四日	11,760,000	-	-	-	-	11,760,000	HK\$2.67 2.67港元
	8 January 2016 二零一六年一月八日	8 January 2016 - 7 January 2026 二零一六年一月八日至 二零二六年一月七日	3,920,000	-	-	-	-	3,920,000	HK\$5.506 5.506港元
Employees of the Company									
本公司僱員									
	5 January 2015 二零一五年一月五日	5 January 2015 - 4 January 2025 二零一五年一月五日至 二零二五年一月四日	18,223,839	-	-	-	-	18,223,839	HK\$2.67 2.67港元
	9 July 2015 二零一五年七月九日	9 July 2015 - 8 July 2025 二零一五年七月九日至 二零二五年七月八日	12,407,500	-	-	-	(1,887,500)	10,520,000	HK\$4.402 4.402港元
	17 May 2016 二零一六年五月十七日	17 May 2016 - 16 May 2026 二零一六年五月十七日至 二零二六年五月十六日	600,000	-	-	-	-	600,000	HK\$3.684 3.684港元
	7 September 2016 二零一六年九月七日	7 September 2016 - 6 September 2026 二零一六年九月七日至 二零二六年九月六日	1,190,000	-	-	-	-	1,190,000	HK\$3.95 3.95港元
	28 April 2017 二零一七年四月二十八日	28 April 2017 - 27 April 2027 二零一七年四月二十八日至 二零二七年四月二十七日	120,000	-	-	-	-	120,000	HK\$2.886 2.886港元
Total 總計			64,001,339	-	-	-	(1,887,500)	62,113,839	

Directors' Report (Continued)

董事會報告(續)

Notes:

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

As at 31 December 2022, 84,840,000 options have been granted under the 2014 Share Option Scheme, and 8,655,400 options have been forfeited, 12,767,750 options have lapsed and 1,303,011 options have been exercised, leaving an outstanding balance of 62,113,839 options, representing approximately 5.76% of the issued Shares as at 31 December 2022. No share option was granted in 2022. Save for the above, none of the options so far granted have been exercised, forfeited and/or lapsed. The total number of Shares available for issue under the 2014 Share Option Scheme is 134,392,876 Shares, representing approximately 12.47% of the issued Shares as at the date of this annual report.

The number of options available for grant under the scheme mandate of the 2014 Share Option Scheme as at 1 January 2022 and 31 December 2022 was 72,279,037 and 72,279,037, respectively.

Valuation of Share Options

Details of the valuation of share options granted are set out in Note 36 to the consolidated financial statements.

附註：

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

於二零二二年十二月三十一日，根據二零一四年購股權計劃已授出84,840,000份購股權，其中8,655,400份購股權已被沒收，12,767,750份購股權已失效及1,303,011份購股權已獲行使，而餘下62,113,839份購股權尚未行使，佔於二零二二年十二月三十一日已發行股份約5.76%。於二零二二年，概無授出購股權。除上文所述者外，概無迄今已授出的購股權獲行使、被沒收及/或失效。二零一四年購股權計劃項下可予發行的股份總數為134,392,876股股份，佔於本年報日期已發行股份約12.47%。

於二零二二年一月一日及二零二二年十二月三十一日，根據二零一四年購股權計劃的計劃授權可授予的購股權數目分別為72,279,037份及72,279,037份。

購股權估值

有關授出購股權的估值詳情載於綜合財務報表附註36。

Directors' Report (Continued)

董事會報告(續)

13. SHARE AWARD SCHEME

The Company adopted a share award scheme on 19 May 2017 (the "Share Award Scheme").

Purpose of the Share Award Scheme

The purpose of the Share Award Scheme is to align the interests of eligible persons with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to encourage and retain eligible participants to the Share Award Scheme (the "Share Award Scheme Participants") to make contributions to the long-term growth and profits of the Group.

Participants of the Share Award Scheme

Any individual, being an employee, director or officer of any members of the Group or any affiliate (including nominees and/or trustees of any employee benefit trust established for them) who the Board or its delegate(s) considers, in their sole discretion, to have contributed or will contribute to the Group.

Maximum Number of Shares to be Granted

The aggregate number of Shares underlying all grants made pursuant to the Share Award Scheme (excluding awarded Shares which have been forfeited in accordance with the Share Award Scheme) will not exceed 7% of the total number of issued Shares as at the date of adoption of the Share Award Scheme (i.e. 15 May 2017), being 55,084,636 Shares (the "Share Award Scheme Limit"). If the Company awards any Shares which are to be newly issued, it shall be subject to an annual limit of 3% of the Shares in issue as at the date of each annual general meeting of the Company. The total number of award Shares available for further grant under the Share Award Scheme is 17,071,153 Shares, representing approximately 1.58% of the issued Shares as at the date of this annual report.

Maximum Entitlement of Each Participant

Under the Share Award Scheme, there is no specific limit on the maximum number of award Shares which may be granted to a single eligible participant.

13. 股份獎勵計劃

本公司於二零一七年五月十九日採納股份獎勵計劃(「股份獎勵計劃」)。

股份獎勵計劃的目的

股份獎勵計劃透過股份持有權、股息及其他就股份作出的分派及/或提升股份價值，使合資格參與者的利益與本集團利益一致，以鼓勵及留聘股份獎勵計劃合資格參與者(「股份獎勵計劃參與者」)為本集團的長遠發展及溢利作出貢獻。

股份獎勵計劃參與者

董事會或其代表以其絕對酌情權認為已經或將為本集團作出貢獻之人士，可為本集團任何成員公司或任何聯屬公司(包括代名人及/或為其設立的任何僱員受益信託的受託人)的僱員、董事或高級職員。

將予授出股份數目的上限

根據股份獎勵計劃授出的所有股份(不包括已根據股份獎勵計劃沒收的獎勵股份)數目合共不得超過於股份獎勵計劃採納日期(即二零一七年五月十五日)已發行股份總數的7%(即55,084,636股股份)(「股份獎勵計劃上限」)。倘本公司授出任何新發行股份，則須以本公司於各股東週年大會日期已發行股份3%的年度上限為限。根據股份獎勵計劃可進一步授予的股份獎勵總數為17,071,153股股份，佔於本年報日期已發行股份約1.58%。

每名參與者的最大權利

根據股份獎勵計劃，可能被授予單一合資格參與者的獎勵股份數目上限並無特定限額。

Directors' Report (Continued)

董事會報告(續)

Vesting of Awards

The Board or its delegate(s) may from time to time while the Share Award Scheme is in force and subject to all applicable laws, determine such vesting criteria and conditions or periods for the award Shares to be vested.

Consideration

Nil consideration is required to be paid by the grantees for the grant of award Shares under the Share Award Scheme.

Remaining Life of the Share Award Scheme

The Share Award Scheme shall terminate on the earlier of:

- the end of the award period (i.e. the period of ten years commencing on the date on which the conditions of the Share Award Scheme is fulfilled) except in respect of any non-vested awarded Shares or otherwise as may be required in accordance with the provisions of the Share Award Scheme; and
- such date of early termination as determined by the Board.

獎勵歸屬

於股份獎勵計劃生效期間且未違反一切適用法律的情況下，董事會或其代表可不時釐定歸屬獎勵股份的相關歸屬標準及條件或期間。

代價

承授人根據股份獎勵計劃獲授獎勵股份毋需支付代價。

股份獎勵計劃的剩餘年期

股份獎勵計劃將於以下日期終止(以較早者為準)：

- 獎勵期間結束(即達成股份獎勵計劃條件當日開始起計十年期間)，惟有關未歸屬獎勵股份或根據股份獎勵計劃條文可能規定的其他情況除外；及
- 董事會釐定的提早終止的有關日期。

Directors' Report (Continued)

董事會報告(續)

Movements in the Share Award Scheme

The table below sets out the details of the award Shares granted or to be granted pursuant to the Share Award Scheme during the year ended 31 December 2022:

股份獎勵計劃變動

下表為於截至二零二二年十二月三十一日止年度根據股份獎勵計劃已授出或將予授出的獎勵股份詳情：

Grantees	Date of Grant	As at 1 January 2022	Granted during the year	Vested during the year	Cancelled during the year	Lapsed during the year	As at 31 December 2022	Vesting Period	Weighted average closing price immediately before the vesting date (HK\$)
承授人	授出日期	於 二零二二年 一月一日	年內授出	年內歸屬	年內註銷	年內失效	於 二零二二年 十二月三十一日	歸屬期	緊接歸屬 日期前的加權 平均收市價 (港元)
Directors									
董事									
Mr. Lu Jingsheng ["Mr. Lu"]	30 December 2021	11,000,000	—	5,500,000	—	—	5,500,000	50% was vested on the date of grant and 25% will be vested on each anniversary date in the next two years	0.41
陸京生先生 (「陸先生」)	二零二一年 十二月三十日							50%已於授出日期歸屬及將於未來兩年的每個週年日歸屬25%	
Mr. Liu Xueming ["Mr. Liu"]	30 December 2021	1,125,000	—	562,500	—	—	562,500	50% was vested on the date of grant and 25% will be vested on each anniversary date in the next two years	0.41
劉學明先生 (「劉先生」)	二零二一年 十二月三十日							50%已於授出日期歸屬及將於未來兩年的每個週年日歸屬25%	
Mr. Wang Runqun	30 December 2021	500,000	—	125,000	—	—	375,000	Four years from the date of grant, 25% on each anniversary date	0.41
王潤群先生	二零二一年 十二月三十日							自授出日期起四年內，每個週年日歸屬25%	
Ms. Xiao Yundan	1 January 2020	750,000	—	250,000	—	—	500,000	Four years from the date of grant, 25% on each anniversary date	0.41
肖雲丹女士	二零二零年 一月一日							自授出日期起四年內，每個週年日歸屬25%	
Sub-total		13,375,000	—	6,437,500	—	—	6,937,500		
Five highest paid individuals⁽¹⁾	30 December 2021	12,125,000	—	6,062,500	—	—	6,062,500	50% was vested on the date of grant and 25% will be vested on each anniversary date in the next two years	0.41
五名最高薪酬人士⁽¹⁾	二零二一年 十二月三十日							50%已於授出日期歸屬及將於未來兩年的每個週年日歸屬25%	
Sub-total		12,125,000	—	6,062,500	—	—	6,062,500		
Employees	6 February 2018	250,000	—	250,000	—	—	0	Four years from the date of grant, 25% on each anniversary date	2.55
僱員	二零一八年 二月六日							自授出日期起四年內，每個週年日歸屬25%	
	1 January 2020	1,500,000	—	500,000	—	—	1,000,000	Four years from the date of grant, 25% on each anniversary date	0.41
	二零二零年 一月一日							自授出日期起四年內，每個週年日歸屬25%	
	1 January 2021	707,868	—	404,494	—	—	303,374	10% on the first day of each quarter	0.50
	二零二一年 一月一日							每個季度的第一天歸屬10%	
	30 December 2021	2,825,000	—	1,412,500	—	—	1,412,500	50% was vested on the date of grant and 25% will be vested on each anniversary date in the next two years	0.41
	二零二一年 十二月三十日							50%已於授出日期歸屬及將於未來兩年的每個週年日歸屬25%	
	30 December 2021	2,400,000	—	600,000	—	—	1,800,000	Four years from the date of grant, 25% on each anniversary date	0.41
	二零二一年 十二月三十日							自授出日期起四年內，每個週年日歸屬25%	
Sub-Total		7,682,868	—	3,166,994	—	—	4,515,874		
小計									

Directors' Report (Continued)

董事會報告(續)

Note:

- (1) Two of the five top-paid employees during 2022 was Mr. Lu and Mr. Liu, whose interest in award Shares is disclosed under the "Directors" section of the above table.

14. EQUITY INCENTIVE PLAN OF PRINCIPAL SUBSIDIARIES

AGAE, being a principal subsidiary of the Company (as defined in Chapter 17 of the Listing Rules), has adopted the 2019 Equity Incentive Plan (as amended on 30 December 2021) (the "AGAE Equity Incentive Plan"). The AGAE Equity Incentive Plan shall be administered by a committee designated by the board of directors of AGAE (the "AGAE Committee"), or the board of AGAE itself (if no such committee is so designated). Stock options, stock appreciation rights, restricted stock, restricted stock units and/or other stock-based awards may from time to time be awarded pursuant to the terms of the AGAE Equity Incentive Plan. The principal terms of the AGAE Equity Incentive Plan are set out below:

Purpose

The purpose of the AGAE Equity Incentive Plan is to enable AGAE to offer to its employees, officers, and directors of, and consultants to, AGAE and its subsidiaries whose past, present and/or potential future contributions to AGAE and its subsidiaries have been, are or will be important to the success of AGAE, an opportunity to share monetarily in the success of and/or acquire an equity interest in AGAE. The various types of long-term incentive awards that may be provided under the AGAE Equity Incentive Plan will enable AGAE to respond to changes in compensation practices, tax laws, accounting regulations and the size and diversity of its business.

Participants

Awards may be made or granted to employees, officers, directors and consultants of AGAE or its subsidiaries who are deemed to have rendered or to be able to render significant services to AGAE or its subsidiaries and who are deemed to have contributed or to have the potential to contribute to the success of AGAE or its subsidiaries and which recipients are qualified to receive options under the regulations governing Form S-8 registration statements under the Securities Act of 1933, as amended.

附註：

- (1) 二零二二年五名最高薪酬人士的其中兩名為陸先生及劉先生，彼等於獎勵股份之權益披露於上表「董事」一節。

14. 主要附屬公司的股權激勵計劃

本公司的主要附屬公司(定義見上市規則第17章)AGAE已採納二零一九年股權激勵計劃(經於二零二一年十二月三十日修訂)(「AGAE股權激勵計劃」)。AGAE股權激勵計劃由AGAE董事會指定委員會(「AGAE委員會」)或AGAE董事會本身(如並無任命該委員會)管理。根據AGAE股權激勵計劃的條款，可不時授予購股權、股份升值權、受限制股份、受限制股份單位及/或其他以股份為基礎的獎勵。AGAE股權激勵計劃的主要條款載列如下：

目的

AGAE股權激勵計劃旨在令AGAE能夠向其僱員、高級職員以及AGAE及其附屬公司的董事及顧問提供在金錢上分享AGAE的成功及/或獲得AGAE的股權的機會，而彼等對AGAE及其附屬公司的過去、現在及/或潛在未來貢獻已經、正在或將對AGAE的成功至關重要。根據AGAE股權激勵計劃可能提供的各種類型的長期激勵獎勵將令AGAE能夠應對酬金制度、稅法、會計法規以及其業務規模及多元化的變動。

參與者

獎勵可作出或授予AGAE或其附屬公司的僱員、高級職員、董事及顧問，而彼等被視為已經或能夠向AGAE或其附屬公司提供重要服務以及被視為已經或可能對AGAE或其附屬公司的成功作出貢獻，且承授人符合資格根據一九三三年證券法(經修訂)項下規管表S-8登記聲明的規例獲授購股權。

Directors' Report (Continued)

董事會報告(續)

Total Number of Shares Available for Issue

The total number of shares of common stock of AGAE (the "Common Stock") reserved and available for issuance under the AGAE Equity Incentive Plan shall be up to 3,763,305 shares of Common Stock (the "AGAE Common Stocks"). The AGAE Common Stocks may consist, in whole or in part, of authorized and unissued shares or treasury shares.

As of 31 December 2022 and up to the date of this annual report, the total number of AGAE Common Stocks available for issuance under the AGAE Equity Incentive Plan was 1,344,904 AGAE Common Stocks, representing 3.5% of the total number of issued shares of AGAE. The total number of share options/awards available for grant under the AGAE Equity Incentive Plan as at 1 January 2022 and 31 December 2022 was 304,904 and 1,344,904, respectively.

Maximum Entitlement of Each Participant

The AGAE Equity Incentive Plan does not specify the maximum entitlement of each participant.

Exercise Period of Stock Options

An option may be exercised in accordance with the terms of the AGAE Equity Incentive Plan during a period as determined by the AGAE Committee. However, no stock option may be exercisable after the expiration of ten years from the date of grant; provided, further, that no incentive stock option granted to a person who, at the time of grant, owns stock possessing more than 10% of the total combined voting power of all classes of voting stock of AGAE (the "10% Shareholder") may be exercisable after the expiration of five years from the date of grant.

Vesting Period

Stock Options

At such time or times and subject to such terms and conditions as shall be determined by the AGAE Committee, the AGAE Committee intends generally to provide that stock options be exercisable only in installments, i.e. that they vest over time, typically over a two- to five-year period. The AGAE Committee may waive such installment exercise provisions at any time at or after the time of grant in whole or in part, based upon such factors as the AGAE Committee determines in its sole discretion.

可予發行的股份總數

根據AGAE股權激勵計劃預留及可予發行的AGAE普通股(「普通股」)股份總數最高為3,763,305股普通股股份(「AGAE普通股」)。AGAE普通股可全部或部分由法定而未發行股份或庫存股份組成。

截至二零二二年十二月三十一日及直至本年報日期，AGAE股權激勵計劃項下可予發行的AGAE普通股總數為1,344,904股AGAE普通股，佔AGAE已發行股份總數3.5%。於二零二二年一月一日及二零二二年十二月三十一日，根據AGAE股權激勵計劃可予授出的購股權／獎勵總數分別為304,904份及1,344,904份。

每名參與者的最大權利

AGAE股權激勵計劃並無訂明每名參與者的最大權利。

購股權行使期

購股權可根據AGAE股權激勵計劃的條款於AGAE委員會釐定的期限內行使。然而，自授出日期起滿十年後不得行使購股權；而倘向授出時擁有AGAE所有類別有投票權股票總合併投票權10%以上的人士(「10%股東」)授出激勵購股權，則自授出日期起滿五年後不得行使。

歸屬期

購股權

於AGAE委員會釐定的時間或多個時間，並受AGAE委員會釐定的條款及條件所規限，AGAE委員會一般規定購股權僅分期行使，即隨著時間流逝歸屬，通常為兩至五年期間。AGAE委員會可根據AGAE委員會自行決定的因素，於授出時或之後的任何時間全部或部分豁免有關分期行使的規定。

Directors' Report (Continued)

董事會報告(續)

Restricted Stock or Restricted Stock Units

Subject to the restriction period, all or part of such restricted stock shall become vested in accordance with the terms of the relevant agreement between AGAE and the holder of such restricted stock, or such other documents as may be determined by the AGAE Committee, setting forth the terms and conditions of an award.

Price of Shares

Stock Options

The exercise price per share of Common Stock purchasable under a stock option shall be determined by the AGAE Committee at the time of grant, provided, however, that the exercise price of a stock option may not be less than 100% of the fair market value¹ on the date of grant or, if greater, the par value of a share of Common Stock; provided, further, that the exercise price of an incentive stock option granted to a 10% Shareholder may not be less than 110% of the fair market value on the date of grant.

Stock Appreciation Rights

Stock appreciation rights shall be exercisable as shall be determined by the AGAE Committee and set forth in the agreement. Notwithstanding the foregoing, a related right shall be exercisable only to the same extent as the related option, subject to the limitations, if any, imposed by the code with respect to related incentive stock options, and provided that the holder surrenders the applicable portion of the related stock option upon exercise of the related right. Upon exercise of all or a portion of a stock appreciation right and, if applicable, surrender of the applicable portion of the related stock option, the participants shall be entitled to receive a number of shares of Common Stock equal to the SAR Value divided by the fair market value on the date the stock appreciation right is exercised or, at AGAE's election, cash for the value so calculated.

¹ Unless otherwise required by any applicable provision of the Internal Revenue Code of 1986 or any regulations issued thereunder, fair market value means, as of any given date: (i) if the Common Stock is listed on a national securities exchange or is traded over-the-counter and last sale information is available, unless otherwise determined by the AGAE Committee, the last sale price of the Common Stock in the principal trading market for the Common Stock on such date, as reported by the exchange or by such source that the AGAE Committee deems reliable, as the case maybe; or (ii) if the fair market value of the Common Stock cannot be determined pursuant to clause (i), such price as the AGAE Committee shall determine, in good faith.

受限制股份或受限制股份單位

在限制期的規限下，全部或部分受限制股份根據AGAE與該等受限制股份持有人訂立的相關協議條款，或AGAE委員會可能釐定的其他文件(訂有獎勵的條款及條件)歸屬。

股份價格

購股權

根據購股權可購買的普通股的每股行使價由AGAE委員會於授出時釐定，惟購股權的行使價不得低於授出日期的公允市值¹或普通股股份的面值(以較高者為準)的100%；而授予10%股東的激勵購股權的行使價不得低於授出日期的公允市值的110%。

股份升值權

股份升值權以AGAE委員會釐定並於協議中訂明的方式行使。儘管有上述規定，相關權利僅以與相關購股權相同的範圍內行使，並受守則就相關激勵購股權施加的限制(如有)所規限，且持有人在行使相關權利時放棄相關購股權的適用部分。在行使全部或部分股份升值權及(如適用)放棄相關購股權的適用部分時，參與者有權獲得相等於行使股份升值權當日股份升值權價值除以公允市值的普通股股份數目，或根據AGAE的選擇收取據此計算的價值的現金。

¹ 除非一九八六年國內收入法的任何適用條文或據此頒佈的任何規例另有規定，公允市值指截至任何既定日期：(i)倘普通股於國家證券交易所上市或在場外交易且可獲得最後出售信息，除非AGAE委員會另有規定，普通股於交易所或AGAE委員會視為可靠的來源(視情況而定)報告的日期在普通股的主要交易市場的最後出售價格；或(ii)倘普通股的公允市值無法根據第(i)條釐定，則為AGAE委員會真誠釐定的價格。

Directors' Report (Continued)

董事會報告(續)

Restricted Stock or Restricted Stock Units

The AGAE Committee may determine the exercise price to be paid by the holder of restricted stock or restricted stock units awarded.

受限制股份或受限制股份單位

AGAE委員會可釐定授出受限制股份或受限制股份單位持有人將予支付的行使價。

Remaining Life of the AGAE Equity Incentive Plan

Unless terminated by the board of directors of AGAE, the AGAE Equity Incentive Plan shall continue to remain effective until such time as no further awards may be granted and all awards granted under the AGAE Equity Incentive Plan are no longer outstanding. Notwithstanding the foregoing, grants of incentive stock options may be made only during the ten-year period beginning on the effective date of the AGAE Equity Incentive Plan, i.e. 19 December 2018.

AGAE股權激勵計劃的餘下年期

除非由AGAE董事會終止，AGAE股權激勵計劃將持續有效，直至不再授出任何獎勵及根據AGAE股權激勵計劃授出的所有獎勵全部行使為止。儘管有上述規定，激勵購股權僅可在AGAE股權激勵計劃生效日期(即二零一八年十二月十九日)開始的十年期間內授出。

The movements of stock options during the year ended 31 December 2022 are as follows:

於截至二零二二年十二月三十一日止年度的購股權變動如下：

Grantee/Category of Grantee	Date of Grant	Exercise Price	Exercisable Period	Vesting Period	Outstanding as of 1 January 2022	Granted during the year	Exercised during the year	Cancelled during the year	Lapsed during the year	Outstanding as of 31 December 2022
					截至二零二二年一月一日尚未行使	年內授出	年內行使	年內註銷	年內失效	截至二零二二年十二月三十一日尚未行使
Directors/Former Directors										
董事/前董事										
Mr. Lyle Berman	20 September 2019	US\$5.66	20 September 2019 to 19 September 2029	Four years from the date of grant, 25% on each anniversary date	40,000	—	—	—	—	40,000
Lyle Berman先生	二零一九年九月二十日	5.66美元	二零一九年九月二十日至二零二九年九月十九日	自授出日期起計四年，每個週年日歸屬25%						
Mr. Bradley Berman	20 September 2019	US\$5.66	20 September 2019 to 19 September 2029	Four years from the date of grant, 25% on each anniversary date	40,000	—	—	—	—	40,000
Bradley Berman先生	二零一九年九月二十日	5.66美元	二零一九年九月二十日至二零二九年九月十九日	自授出日期起計四年，每個週年日歸屬25%						
Mr. Benjamin Oehler	20 September 2019	US\$5.66	20 September 2019 to 19 September 2029	Four years from the date of grant, 25% on each anniversary date	40,000	—	—	—	—	40,000
Benjamin Oehler先生	二零一九年九月二十日	5.66美元	二零一九年九月二十日至二零二九年九月十九日	自授出日期起計四年，每個週年日歸屬25%						
Mr. Joseph Lahti	20 September 2019	US\$5.66	20 September 2019 to 19 September 2029	Four years from the date of grant, 25% on each anniversary date	40,000	—	—	—	—	40,000
Joseph Lahti先生	二零一九年九月二十日	5.66美元	二零一九年九月二十日至二零二九年九月十九日	自授出日期起計四年，每個週年日歸屬25%						
Mr. Ng Kwok Leung Frank	20 September 2019	US\$5.66	20 September 2019 to 19 September 2029	Four years from the date of grant, 25% on each anniversary date	20,000	—	—	—	—	20,000
伍國樑先生	二零一九年九月二十日	5.66美元	二零一九年九月二十日至二零二九年九月十九日	自授出日期起計四年，每個週年日歸屬25%						

Directors' Report (Continued)

董事會報告(續)

Grantee/Category of Grantee	Date of Grant	Exercise		Vesting Period	Outstanding	Granted	Exercised	Cancelled	Lapsed	Outstanding
		Price	Exercisable Period		as of 1 January 2022	during the year	during the year	during the year	during the year	as of 31 December 2022
承授人/承授人類別	授出日期	行使價	可行使期間	歸屬期	截至二零二二年一月一日尚未行使	年內授出	年內行使	年內註銷	年內失效	截至二零二二年十二月三十一日尚未行使
Ms. Chen Yinghua	1 July 2020	US\$2.11	1 July 2020 to 1 July 2030	Four years from the date of grant, 25% on each anniversary date	40,000	—	—	—	—	40,000
陳穎華女士	二零二零年七月一日	2.11美元	二零二零年七月一日至二零二零年七月一日	自授出日期起計四年，每個週年日歸屬25%						
Mr. Jerry Lewin	6 May 2021	US\$2.48	6 May 2021 to 6 May 2031	Four years from the date of grant, 25% on each anniversary date	40,000	—	—	—	—	40,000
Jerry Lewin先生	二零二一年五月六日	2.48美元	二零二一年五月六日至二零二一年五月六日	自授出日期起計四年，每個週年日歸屬25%						
Mr. Lu Jingsheng	6 May 2021	US\$2.48	6 May 2021 to 6 May 2031	Four years from the date of grant, 25% on each anniversary date	40,000	—	—	—	—	40,000
陸京生先生	二零二一年五月六日	2.48美元	二零二一年五月六日至二零二一年五月六日	自授出日期起計四年，每個週年日歸屬25%						
Mr. Li Yangyang	6 May 2021	US\$2.48	6 May 2021 to 6 May 2031	Four years from the date of grant, 25% on each anniversary date	40,000	—	—	—	—	40,000
李揚揚先生	二零二一年五月六日	2.48美元	二零二一年五月六日至二零二一年五月六日	自授出日期起計四年，每個週年日歸屬25%						
Ms. Wu (Claire) Libing	6 May 2021	US\$2.48	6 May 2021 to 12 October 2022	Four years from the date of grant, 25% on each anniversary date	40,000	—	—	30,000 ⁽¹⁾	10,000 ⁽¹⁾	0
吳麗冰女士	二零二一年五月六日	2.48美元	二零二一年五月六日至二零二二年十月十二日	自授出日期起計四年，每個週年日歸屬25%						
	13 July 2021	US\$2.48	13 July 2021 to 13 July 2031	Four years from the date of grant, 25% on each anniversary date	200,000	—	—	—	—	200,000
	二零二一年七月十三日	2.48美元	二零二一年七月十三日至二零二一年七月十三日	自授出日期起計四年，每個週年日歸屬25%						
Mr. Lyle Berman	11 November 2021	US\$2.21	11 November 2021 to 11 November 2031	Four years from the date of grant, 25% on each anniversary date	50,000	—	—	—	—	50,000
Lyle Berman先生	二零二一年十一月十一日	2.21美元	二零二一年十一月十一日至二零二一年十一月十一日	自授出日期起計四年，每個週年日歸屬25%						
Ms. Chen Yinghua	11 November 2021	US\$2.21	11 November 2021 to 11 November 2031	Four years from the date of grant, 25% on each anniversary date	75,000	—	—	—	—	75,000
陳穎華女士	二零二一年十一月十一日	2.21美元	二零二一年十一月十一日至二零二一年十一月十一日	自授出日期起計四年，每個週年日歸屬25%						
Senior Management and Employees	20 September 2019	US\$5.66	20 September 2019 to 19 September 2029	Four years from the date of grant, 25% on each anniversary date	100,000	—	—	—	—	100,000
高級管理層及僱員	二零一九年九月二十日	5.66美元	二零一九年九月二十日至二零一九年九月十九日	自授出日期起計四年，每個週年日歸屬25%						
	21 November 2019	US\$4.09	21 November 2019 to 20 November 2029	Four years from the date of grant, 25% on each anniversary date	935,000	—	—	85,000 ⁽²⁾	305,000	545,000
	二零一九年十一月二十一日	4.09美元	二零一九年十一月二十一日至二零一九年十一月二十日	自授出日期起計四年，每個週年日歸屬25%						

Directors' Report (Continued)

董事會報告(續)

Grantee/Category of Grantee 承授人/承授人類別	Date of Grant 授出日期	Exercise Price 行使價	Exercisable Period 可行使期間	Vesting Period 歸屬期	Outstanding	Granted	Exercised	Cancelled	Lapsed	Outstanding
					as of 1 January 2022 截至二零二二年一月一日 尚未行使	during the year 年內授出	during the year 年內行使	during the year 年內註銷	during the year 年內失效	as of 31 December 2022 截至二零二二年十二月三十一日 尚未行使
	21 November 2019 二零一九年十一月二十一日	US\$4.09 4.09美元	21 November 2019 to 19 February 2024 二零一九年十一月二十一日至二零二四年二月十九日	Four years from the date of grant, 25% on each anniversary date 自授出日期起計四年，每個週年日歸屬25%	170,000	—	—	—	—	170,000
	21 November 2019 二零一九年十一月二十一日	US\$4.09 4.09美元	21 November 2019 to 19 July 2022 二零一九年十一月二十一日至二零二二年七月十九日	Four years from the date of grant, 25% on each anniversary date 自授出日期起計四年，每個週年日歸屬25%	270,000	—	—	—	270,000	0
	1 July 2020 二零二零年七月一日	US\$2.11 2.11美元	1 July 2020 to 1 July 2030 二零二零年七月一日至二零三零年七月一日	Four years from the date of grant, 25% on each anniversary date 自授出日期起計四年，每個週年日歸屬25%	40,000	—	—	10,000 ⁽¹⁾	30,000	0
	6 August 2020 二零二零年八月六日	US\$2.17 2.17美元	6 August 2020 to 6 August 2030 二零二零年八月六日至二零三零年八月六日	Four years from the date of grant, 25% on each anniversary date 自授出日期起計四年，每個週年日歸屬25%	120,000	—	—	—	—	120,000
	11 November 2021 二零二一年十一月十一日	US\$2.21 2.21美元	11 November 2021 to 11 November 2031 二零二一年十一月十一日至二零三一年十一月十一日	Four years from the date of grant, 25% on each anniversary date 自授出日期起計四年，每個週年日歸屬25%	25,000	—	—	—	—	25,000
Total 總計					2,365,000	—	—	125,000	615,000	1,625,000

Notes:

- (1) The term of Ms. Wu (Claire) Libing (“Ms. Wu”) as a director of AGAE expired on 13 July 2022. On that date, 30,000 unvested stock options granted to her were cancelled and 10,000 stock options were fully vested. Subsequently, the said 10,000 stock options vested were forfeited given that such options were not exercised by 12 October 2022.
- (2) In connection with the resignation of a senior management on 26 October 2022, 85,000 stock unvested stock options granted to him were cancelled on that date.
- (3) An employee resigned on 12 August 2021 and 10,000 unvested stock options granted to him were cancelled.

附註：

- (1) 吳厲冰女士(「吳女士」)作為AGAE董事的任期於二零二二年七月十三日屆滿。於該日，向其授予的30,000份未歸屬購股權已註銷，而10,000份購股權已悉數歸屬。其後上述已歸屬10,000份購股權於二零二二年十月十二日前未獲行使而被沒收。
- (2) 因一名高級管理人員於二零二二年十月二十六日辭任，向其授予的85,000份未歸屬購股權已於該日註銷。
- (3) 一名僱員於二零二一年八月十二日辭任，向其授予的10,000份未歸屬購股權已註銷。

Directors' Report (Continued)

董事會報告(續)

Name	Date of Grant	Closing Price of the Shares Immediately before the Date of Grant	Vesting Period	Number of Restricted Stock/Restricted Stock Units (RS/RSUs) 受限制股份/受限制股份單位數目					
				As at 1 January 2022 於二零二二年一月一日	Granted during the year 年內授出	Exercised/Vested during the year 年內行使/歸屬	Cancelled during the year 年內註銷	Lapsed during the year 年內失效	As at 31 December 2022 於二零二二年十二月三十一日
Former Director									
前董事									
Ms. Wu 吳女士	16 August 2021 二零二一年八月十六日	US\$2.00 2.00美元	Vest on 1-year anniversary of date of grant 於授出日期滿一週年當日歸屬	80,000 ⁽¹⁾	—	80,000 ⁽¹⁾	—	—	0

Note:

(1) AGAE Common Stocks were granted to Ms. Wu when she was appointed as the chief executive officer and general counsel of AGAE on 13 July 2021, which were subject to transfer and forfeiture restrictions. Such restrictions were originally scheduled to lapse in their entirety on 16 August 2022 and the AGAE Common Stocks granted to Ms. Wu were vested on the same date. The vesting of such AGAE Common Stocks was accelerated to 18 February 2022 in connection with Ms. Wu's resignation on that date.

附註：

(1) 吳女士於二零二一年七月十三日獲委任為AGAE行政總裁及總法律顧問時獲授AGAE普通股，AGAE普通股具有轉讓及沒收限制。該等限制原定於二零二二年八月十六日全部失效，而吳女士獲授的AGAE普通股於同日歸屬。該等AGAE普通股的歸屬因吳女士於二零二二年二月十八日辭任後加速至該日。

Directors' Report (Continued)

董事會報告(續)

15. DIRECTORS

The Directors during the year ended 31 December 2022 and up to the date of this annual report were:

Executive Director

Mr. Lu Jingsheng (*Chief Executive Officer*)

Non-Executive Directors

Mr. Liu Xueming (*acting Chairman*)⁽¹⁾

Mr. Li Yangyang⁽²⁾

Mr. Liu Jiang⁽³⁾

Ms. Gao Liping

Mr. Hua Yumin

Ms. Yu Bing⁽⁴⁾

Ms. Wang Ruyuan⁽⁵⁾

Mr. Wang Runqun⁽⁶⁾

Ms. Xiao Yundan⁽⁷⁾

Independent Non-Executive Directors

Mr. Ma Shaohua

Mr. Zhang Li

Mr. Guo Yushi

Mr. Dai Bing⁽⁸⁾

Notes:

- (1) Mr. Liu Xueming was appointed as the acting chairman of the Board with effect from 30 September 2022.
- (2) Mr. Li Yangyang was re-designated as a non-executive Director with effect from 31 March 2022, and resigned as a non-executive Director due to his other work commitments with effect from 30 September 2022.
- (3) Mr. Liu Jiang resigned as a non-executive Director due to his other work commitments with effect from 30 September 2022.

15. 董事

於截至二零二二年十二月三十一日止年度及直至本年報日期，董事如下：

執行董事

陸京生先生(行政總裁)

非執行董事

劉學明先生(代理主席)⁽¹⁾

李揚揚先生⁽²⁾

劉江先生⁽³⁾

高麗平女士

華彧民先生

于冰女士⁽⁴⁾

王茹遠女士⁽⁵⁾

王潤群先生⁽⁶⁾

肖雲丹女士⁽⁷⁾

獨立非執行董事

馬少華先生

章力先生

郭玉石先生

戴冰先生⁽⁸⁾

附註：

- (1) 劉學明先生獲委任為董事會代理主席，自二零二二年九月三十日起生效。
- (2) 李揚揚先生已調任為非執行董事，自二零二二年三月三十一日起生效，並因彼之其他工作承擔已辭任非執行董事，自二零二二年九月三十日起生效。
- (3) 劉江先生因彼之其他工作承擔已辭任非執行董事，自二零二二年九月三十日起生效。

Directors' Report (Continued)

董事會報告(續)

- | | |
|---|--|
| <p>(4) Ms. Yu Bing was elected as a non-executive Director with effect from 16 September 2022.</p> <p>(5) Ms. Wang Ruyuan was elected as a non-executive Director with effect from 16 September 2022.</p> <p>(6) Mr. Wang Runqun was elected as a non-executive Director with effect from 16 September 2022.</p> <p>(7) Ms. Xiao Yundan was elected as a non-executive Director with effect from 16 September 2022.</p> <p>(8) Mr. Dai Bing was appointed as an independent non-executive Director with effect from 18 November 2022.</p> | <p>(4) 于冰女士獲選為非執行董事，自二零二二年九月十六日起生效。</p> <p>(5) 王茹遠女士獲選為非執行董事，自二零二二年九月十六日起生效。</p> <p>(6) 王潤群先生獲選為非執行董事，自二零二二年九月十六日起生效。</p> <p>(7) 肖雲丹女士獲選為非執行董事，自二零二二年九月十六日起生效。</p> <p>(8) 戴冰先生獲委任為獨立非執行董事，自二零二二年十一月十八日起生效。</p> |
|---|--|

Biographical Details of Directors

Executive Director

Lu Jingsheng, aged 44, has been an executive Director and the chief executive officer of the Company since 1 May 2021. Mr. Lu was an independent non-executive Director from 30 June 2020 to 1 May 2021. He holds a bachelor of economics degree in international business administration from the University of International Business and Economics, and has the qualifications of American Certified Public Accountant, Chinese Certified Public Accountant and fund practice. From February 2013 to June 2018, he served as a director of Zhejiang Sunriver Culture Co., Ltd.* (浙江祥源文化股份有限公司) and the responsible person for the Beijing region of Xiamen XTone Animation Co., Ltd.* (廈門翔通動漫有限公司). From October 2001 to October 2010, he served as the audit manager at the audit department of Deloitte Touche Tohmatsu Certified Public Accountants Co., Ltd. Beijing Branch (德勤華永會計師事務所有限公司北京分所) and a senior auditor at the audit department of Deloitte's Boston Branch in the United States. Mr. Lu has also been a director of certain subsidiaries of the Company, including but not limited to AGAE (Nasdaq: AGAE), a non-wholly owned subsidiary of the Company.

董事履歷詳情

執行董事

陸京生，44歲，自二零二一年五月一日起擔任執行董事兼本公司行政總裁；彼自二零二零年六月三十日至二零二一年五月一日擔任獨立非執行董事。陸先生持有對外經貿大學國際企業管理經濟學學士學位，擁有美國註冊會計師資格、中國註冊會計師資格及基金從業資格。二零一三年二月至二零一八年六月，擔任浙江祥源文化股份有限公司董事及廈門翔通動漫有限公司北京大區負責人；二零零一年十月至二零一零年十月，擔任德勤華永會計師事務所有限公司北京分所審計部審計經理及德勤美國波士頓分所審計部高級審計師。陸先生亦為本公司若干附屬公司的董事，包括但不限於本公司的非全資附屬公司AGAE(納斯達克：AGAE)。

Directors' Report (Continued)

董事會報告(續)

Non-Executive Directors

Liu Xueming, aged 37, has been a non-executive Director since 6 May 2021. Mr. Liu has been the acting chairman of the Board since 30 September 2022. Mr. Liu has served as the chairman of Ruian Yuyue Technology Company Limited* (瑞安市宇躍科技有限責任公司) since December 2016. From 2015 to 2016, Mr. Liu was a senior manager at the legal department of China National Native Produce and Animal By-Products Import & Export Corporation* (中國土產畜產進出口總公司), a subsidiary of the China National Cereals, Oils and Foodstuffs Corporation. From June 2014 to 2015, Mr. Liu was a manager at the governmental affairs department of Procter & Gamble (China) Ltd.* (寶潔(中國)有限公司). Mr. Liu obtained a bachelor of laws in international economic law from the University of International Business and Economics ("UIBE") in June 2008, a master of laws in international commercial law from the Vrije Universiteit Amsterdam in July 2009 and a doctor of philosophy in international law from the UIBE in June 2014.

Gao Liping, aged 61, has been a non-executive Director since 4 November 2021. Ms. Gao has been a director of Aimer Co., Ltd.* (愛慕股份有限公司) ("Aimer") (stock code: 603511.SH) since January 2017, the shares of which are listed on the Shanghai Stock Exchange. Ms. Gao has over 38 years' experience in accounting and finance. She was a vice president of finance of Aimer from August 1995 to December 2016, an accounting supervisor of Beijing Wangma Computer Corporation* (北京王碼電腦總公司) from March 1993 to July 1995 and a general ledger accountant (總賬會計) of the 5th Factory of Beijing Automation Instrumentation Co., Ltd.* (北京自動化儀表五廠) from December 1983 to February 1993. Ms. Gao obtained a bachelor of industrial enterprise accounting degree from Renmin University of China in July 1990 and a master of business administration (finance) degree from the Chinese University of Hong Kong in July 2014.

非執行董事

劉學明，37歲，自二零二一年五月六日起擔任非執行董事。劉先生自二零二二年九月三十日起擔任董事會代理主席。劉先生自二零一六年十二月起擔任瑞安市宇躍科技有限責任公司主席。於二零一五年至二零一六年，劉先生曾擔任中國土產畜產進出口總公司(為中糧集團有限公司的附屬公司)的法律部門高級經理。於二零一四年六月至二零一五年，劉先生曾擔任寶潔(中國)有限公司的政府事務部門經理。劉先生於二零零八年六月獲得對外經濟貿易大學(「對外經貿大學」)國際經濟法法學學士學位、於二零零九年七月獲得阿姆斯特丹自由大學國際商業法法學碩士學位，以及於二零一四年六月獲得對外經貿大學國際法哲學博士學位。

高麗平，61歲，自二零二一年十一月四日起擔任非執行董事。高女士自二零一七年一月起擔任愛慕股份有限公司(「愛慕」)(股票代碼：603511.SH)董事，其股份在上海證券交易所上市。高女士於會計及財務方面擁有逾38年經驗。彼自一九九五年八月至二零一六年十二月擔任愛慕的財務副總裁；自一九九三年三月至一九九五年七月擔任北京王碼電腦總公司的會計監事及自一九八三年十二月至一九九三年二月擔任北京自動化儀表五廠的總賬會計。高女士於一九九零年七月獲得中國人民大學工業企業會計學學士學位，及於二零一四年七月獲得香港中文大學工商管理(金融)碩士學位。

Directors' Report (Continued)

董事會報告(續)

Hua Yumin, aged 44, has been a non-executive Director since 4 November 2021. Mr. Hua has over 20 years' experience in corporate finance and investment. He has been a chairman of the investment committee of Liuzhou Dongtou Venture Capital Management Co., Ltd.* (柳州東投創業投資管理有限公司) since August 2018. From May 2007 to July 2018, he was a board secretary and investment manager of Shunli Ban Information Service Co., Ltd.* (順利辦信息服務股份有限公司) (formerly known as Qinghai Mingjiao Co., Ltd.* (青海明膠股份有限公司)) (stock code: 000606.SZ), a company listed on the Shenzhen Stock Exchange. From April 2002 to April 2007, he was an investment manager of Tianjin Teda Venture Capital Corporation Limited* (天津泰達科技投資股份有限公司). Mr. Hua obtained a bachelor of economics degree from Tianjin University of Finance and Economics in July 2002 and a joint master's degree in international trade and economic relations from Nankai University and Flinders University in October 2005. He further obtained a master of business administration degree from China Europe International Business School in October 2014.

Yu Bing, aged 42, has been a non-executive Director since 16 September 2022. She has held various positions in Hevol Holding Group Limited* (和泓控股集團有限公司) ("**Hevol Holding**") and its subsidiaries including manager, director and deputy general manager of the human resources administration department since January 2014. From November 2017 to August 2022, Ms. Yu was a legal representative of Shenyang Hevol Jiarui Real Estate Development Limited* (瀋陽和泓嘉瑞房地產開發有限公司). Since September 2018, Ms. Yu has also been a director of both Guizhou Furuiying Information Consulting Limited* (貴州福瑞盈信息諮詢有限公司) and Guizhou Hevol Fengying Property Management Limited* (貴州和泓豐盈物業管理有限公司). Ms. Yu obtained a bachelor of science degree in commercial information system from the Northeast Electric Power University in December 2005.

華彥民，44歲，自二零二一年十一月四日起擔任非執行董事。華先生在企業融資及投資方面擁有逾20年經驗。彼自二零一八年八月起擔任柳州東投創業投資管理有限公司投資委員會主席；自二零零七年五月至二零一八年七月擔任深圳證券交易所上市公司順利辦信息服務股份有限公司(前稱青海明膠股份有限公司)(股票代碼：000606.SZ)董事會秘書兼投資經理；自二零零二年四月至二零零七年四月擔任天津泰達科技投資股份有限公司投資經理。華先生於二零零二年七月獲得天津財經大學經濟學學士學位，並於二零零五年十月獲得南開大學及弗林德斯大學國際經貿聯合碩士學位。彼進一步於二零一四年十月獲得中歐國際工商學院工商管理碩士學位。

于冰，42歲，自二零二二年九月十六日起擔任非執行董事。二零一四年一月至今，彼就職於和泓控股集團有限公司(「**和泓控股**」)，先後於和泓控股及其附屬公司擔任多個職務，包括人力資源行政部門經理、部門總監及部門副總經理。自二零一七年十一月至二零二二年八月，于女士亦為瀋陽和泓嘉瑞房地產開發有限公司的法定代表人。自二零一八年九月起，于女士亦擔任貴州福瑞盈信息諮詢有限公司及貴州和泓豐盈物業管理有限公司的董事。于女士於二零零五年十二月獲得東北電力大學商務信息系統理學學士學位。

Directors' Report (Continued)

董事會報告(續)

Wang Ruyuan, aged 44, has been a non-executive Director since 16 September 2022. She served Tencent and TOM Company (TOM公司) successively and served as TMT industry analyst in Haitong Securities Co., Ltd. from December 2007 to July 2011. From July 2011 to October 2014, she served as core researcher and fund manager in Baoying Fund Management Limited* (寶盈基金管理有限公司). In November 2014, Ms. Wang founded Shanghai Trend Capital LTD.* (上海宏流投資管理有限公司) and acted as the executive director and legal representative of the company. She graduated from University of Warwick in England with a professional background in computer in 2003.

Wang Runqun, aged 42, has been a non-executive Director since 16 September 2022. He has held various positions in the Group including product manager, department manager, director (總監) and general manager of the department responsible for the card and board games related business since he joined the Group in April 2005. From October 2016 to September 2018, Mr. Wang served as the general manager of Beijing Boyue Ledong Technology Limited* (北京博悅樂動科技有限公司) and Beijing Yiqu Hucai Technology Limited* (北京奕趣互彩科技有限公司), being companies jointly formed between the Group and Alibaba Group Holding Limited (Stock Code: 9988), where he led a team in relation to the research and operation of competitive card and board games and leisure product on the Alipay platform. Since January 2021, Mr. Wang has been the vice president of the Group, primarily responsible for the operation of the mind sports business. Mr. Wang obtained a bachelor degree from the Shanghai Ocean University in July 2003 and a master of business administration from Renmin University of China in July 2011.

Xiao Yundan, aged 37, has been a non-executive Director since 16 September 2022. She joined the Group in September 2015 and held the position of general consultant and vice president of the Group since July 2018 and January 2021, respectively. Before joining the Group, Ms. Xiao was the assistant of investment manager of Xinda Emerging Wealth Asset Management Co.* (信達新興財富資產管理有限公司) since September 2014. Before the aforesaid, from January 2011 to September 2014, she worked as a lawyer in Beijing Tian Yuan Law Firm. She obtained a master of laws degree from the University of Bristol in 2010 and a bachelor of laws degree from the Peking University in 2008.

王茹遠，44歲，自二零二二年九月十六日起擔任非執行董事。彼曾先後就職於騰訊和TOM公司，於二零零七年十二月至二零一一年七月就職於海通證券股份有限公司，任TMT行業分析師。二零一一年七月至二零一四年十月就職於寶盈基金管理有限公司擔任核心研究員、基金經理。二零一四年十一月，王女士創辦了上海宏流投資管理有限公司，並擔任該公司執行董事及法定代表人。二零零三年畢業於英國華威大學計算機專業背景。

王潤群，42歲，自二零二二年九月十六日起擔任非執行董事。彼自其於二零零五年四月加入本集團以來，先後於本集團擔任多個職務，包括負責棋牌類遊戲相關業務的產品經理、部門經理、總監及部門總經理。自二零一六年十月至二零一八年九月，王先生擔任本集團與阿里巴巴集團控股有限公司(股份代號：9988)的合營公司北京博悅樂動科技有限公司及北京奕趣互彩科技有限公司的總經理，帶領團隊研發及運營支付寶平台上的競技棋牌類遊戲及休閒產品。自二零二一年一月起，王先生擔任本集團副總裁，主要負責智力運動業務的運營。王先生於二零零三年七月獲得上海海洋大學學士學位，及二零一一年七月獲得中國人民大學工商管理學碩士學位。

肖雲丹，37歲，自二零二二年九月十六日起擔任非執行董事。彼於二零一五年九月加入本集團，分別自二零一八年七月和二零二一年一月起擔任本集團的總顧問及副總裁。於加入本集團之前，肖女士自二零一四年九月起擔任信達新興財富資產管理有限公司的投資經理助理。在此之前，彼於二零一一年一月至二零一四年九月擔任北京市天元律師事務所律師。彼於二零一零年獲得布裡斯托大學法律碩士學位，及於二零零八年獲得北京大學法律學士學位。

Directors' Report (Continued)

董事會報告(續)

Independent Non-Executive Directors

Ma Shaohua, aged 43, has been an independent non-executive Director since 30 June 2020. Mr. Ma holds a Bachelor of Laws from Northern Jiaotong University (now known as Beijing Jiaotong University) and a master of public administration from the Party School of the CPC Central Committee. Since 2018, he has worked at Legend Holdings Corporation.

Zhang Li, aged 48, has been an independent non-executive Director since 6 May 2021. Mr. Zhang has extensive experience and knowledge in accounting and financial management. Mr. Zhang has been the chief accountant (主任會計師) of Joinach Certified Public Accountants* (北京中樂成會計師事務所) since 2009. Prior to that, Mr. Zhang was a regional finance director of China of Popular Holdings* (大眾控股股份有限公司) from 2005 to 2007 and an assistant to president of Shandong Wohua Pharmaceutical Co., Ltd.* (山東沃華醫藥科技股份有限公司) from 2003 to 2005. Mr. Zhang obtained a master of business administration from the China Europe International Business School and has the qualifications of Chinese Certified Public Accountant, the Chinese Certified Tax Agent and fund practice.

Guo Yushi, aged 51, has been an independent non-executive Director since 4 November 2021. Mr. Guo has been a founder and the chief executive officer of Quanjing Tengfei Management Technology (Beijing) Co., Ltd.* (全景騰飛管理科技(北京)有限公司) since March 2014, and the chief executive officer of Beijing Quanjing Gaoyuan Consulting Co. Ltd.* (北京全景高遠諮詢有限公司) since December 2011. From August 2009 to September 2011, Mr. Guo was a partner of Korn Ferry (NYSE: KFY), a company listed on the New York Stock Exchange. From September 2004 to July 2009, he was a chief partner of Gallup Consulting Co., Ltd. (Beijing), and from September 2003 to August 2004, he was a marketing director of Gallup Consulting Co., Ltd. (Shanghai). From July 1997 to August 1999, he worked in China Forest International Travel Agency* (中國森林國際旅行社) and was responsible for the business development of the company. Mr. Guo obtained a bachelor's degree in forestry and a master of ecology degree from Beijing Forestry University in July 1994 and July 1997, respectively. He further obtained a master's degree in leisure management from the University of Illinois at Urbana-Champaign in July 2001 and a master of business administration degree from the Emory University in June 2003. Mr. Guo has also been a director of AGAE (Nasdaq: AGAE), a non-wholly owned subsidiary of the Company.

獨立非執行董事

馬少華，43歲，自二零二零年六月三十日起擔任獨立非執行董事。馬先生持有北方交通大學(現稱北京交通大學)法學學士學位，並持有中央黨校的行政管理碩士學位。二零一八年至今，彼任職於聯想控股股份有限公司。

章力，48歲，自二零二一年五月六日起擔任獨立非執行董事。章先生於會計及財務管理方面具備豐富經驗及知識。章先生自二零零九年起擔任北京中樂成會計師事務所主任會計師。在此之前，章先生曾於二零零五年至二零零七年擔任大眾控股股份有限公司中國區域財務總監，並於二零零三年至二零零五年擔任山東沃華醫藥科技股份有限公司總裁助理。章先生獲得中歐國際工商學院工商管理碩士學位，並具備中國註冊會計師、中國註冊稅務師及基金從業資格。

郭玉石，51歲，自二零二一年十一月四日起擔任獨立非執行董事。郭先生自二零一四年三月起擔任全景騰飛管理科技(北京)有限公司創始人兼行政總裁，及自二零一一年十二月起擔任北京全景高遠諮詢有限公司行政總裁。於二零零九年八月至二零一一年九月，郭先生擔任紐約證券交易所上市公司光輝國際(紐約證券交易所代碼：KFY)的合夥人。彼自二零零四年九月至二零零九年七月擔任蓋洛普諮詢有限公司(北京)首席合夥人；自二零零三年九月至二零零四年八月擔任蓋洛普諮詢有限公司(上海)市場營銷總監。彼於一九九七年七月至一九九九年八月在中國森林國際旅行社任職，負責公司業務發展。郭先生分別於一九九四年七月及一九九七年七月獲得北京林業大學林業學士學位及生態學碩士學位。彼進一步於二零零一年七月獲得伊利諾大學厄巴納-香檳分校休閒管理碩士學位，並於二零零三年六月獲得埃默里大學工商管理碩士學位。郭先生亦為本公司非全資附屬公司AGAE(納斯達克：AGAE)的董事。

Directors' Report (Continued)

董事會報告(續)

Dai Bing, aged 47, has been an independent non-executive Director since 18 November 2022. He has extensive experience and relevant background in corporate management and risk management. He has been the president (總裁) of Zhang Ming Investment Co., Ltd.* (彰銘投資有限公司), a company incorporated in Macau, since 2018. Mr. Dai obtained a master's degree of science in strategic studies from Nanyang Technological University in Singapore in June 2007.

* For identification purpose only.

戴冰，47歲，自二零二二年十一月十八日起擔任獨立非執行董事。彼在企業管理及風險控制方面擁有豐富的經驗及相關背景。自二零一八年以來，彼一直擔任彰銘投資有限公司(一間於澳門註冊成立的有限公司)的總裁。戴先生於二零零七年六月獲新加坡南洋理工大學頒授戰略研究理學碩士學位。

* 僅供識別。

16. DIRECTORS' SERVICE CONTRACTS

Mr. Lu Jingsheng has entered into a service contract with the Company under which he agreed to act as an executive Director for a term of three years commencing on 1 May 2021, the service contract will continue thereafter until which may be terminated by not less than three months' notice in writing served by either Mr. Lu or the Company.

Mr. Ma Shaohua has signed an appointment letter with the Company for a term of three years commencing on 30 June 2020, Mr. Liu Xueming and Mr. Zhang Li have each signed an appointment letter with the Company for a term of three years commencing on 6 May 2021, Ms. Gao Liping, Mr. Hua Yumin and Mr. Guo Yushi have each signed an appointment letter with the Company for a term of three years commencing on 4 November 2021, Ms. Yu Bing, Ms. Wang Ruyuan, Mr. Wang Runqun and Ms. Xiao Yundan have each signed an appointment letter with the Company for a term of three years commencing on 16 September 2022, and Mr. Dai Bing has signed an appointment letter with the Company for a term of three years commencing on 18 November 2022. The appointments of Directors are subject to the provisions of retirement and rotation of Directors under the articles of association of the Company (the "**Articles of Association**").

None of the Directors proposed for re-election at the forthcoming annual general meeting (the "**AGM**") has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

16. 董事服務合約

陸京生先生已與本公司簽訂服務合約，據此，彼同意自二零二一年五月一日起出任執行董事，任期為三年，而此後服務合約將持續至陸先生或本公司向另一方發出不少於三個月的書面通知終止。

馬少華先生已與本公司簽署自二零二零年六月三十日開始為期三年的委任函，劉學明先生及章力先生各自己與本公司簽署自二零二一年五月六日開始為期三年的委任函，高麗平女士、華或民先生及郭玉石先生各自己與本公司簽署自二零二一年十一月四日開始為期三年的委任函，于冰女士、王茹遠女士、王潤群先生及肖雲丹女士各自己與本公司簽署自二零二二年九月十六日開始為期三年的委任函，及戴冰先生已與本公司簽署自二零二二年十一月十八日開始為期三年的委任函。董事委任須遵守本公司組織章程細則(「**組織章程細則**」)有關董事退任及輪值告退的條文。

於應屆股東週年大會(「**股東週年大會**」)擬膺選連任的董事概無訂立可由本公司或其任何附屬公司於一年內毋須賠償(法定賠償除外)而終止的未屆滿服務合約。

Directors' Report (Continued)

董事會報告(續)

17. DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, no transactions, arrangements or contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at any time during the year ended 31 December 2022.

18. DIRECTORS' EMOLUMENTS

Details of the remuneration of the Directors and those of the five highest paid individuals are set out in Notes 15 and 16 to the consolidated financial statements. The remuneration of the Directors is determined based on the market price and contribution made by such Director to the Company.

There has been no arrangement under which any Director has waived or agreed to waive any emoluments.

19. PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, every Director or other officers of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him/her as a Director or other officers of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favor, or in which he/she is acquitted.

The Company has maintained Directors' liability insurance during the year ended 31 December 2022 and up to the date of this annual report which provides appropriate cover for the Directors.

17. 董事於重大交易、安排或合約的權益

除本年報所披露者外，於截至二零二二年十二月三十一日止年度任何時間內，本公司或其任何附屬公司並無訂立與本集團業務有關，而董事直接或間接擁有重大權益的重大交易、安排及合約。

18. 董事酬金

有關董事及五名最高薪酬人士的薪酬詳情載於綜合財務報表附註15及16。董事薪酬乃根據市價及該董事對本公司作出的貢獻釐定。

本公司並無訂立任何董事可藉其放棄或同意放棄任何酬金的安排。

19. 獲准彌償條文

根據組織章程細則，各董事或本公司其他高級人員有權就其擔任董事或本公司其他高級人員於任何民事或刑事法律程序中進行辯護(無論獲判勝訴或無罪)而產生或蒙受的所有虧損或負債從本公司資產中獲得彌償。

本公司於截至二零二二年十二月三十一日止年度及直至本年報日期，已為董事投保董事責任保險以為其提供適當的保障。

Directors' Report (Continued)

董事會報告(續)

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

As at 31 December 2022, solely based on the disclosure of interests forms filed by the relevant parties, the interests and short positions of the Directors and the chief executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken, or are deemed to have, under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be recorded in the register required to be kept by the Company; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code"), to be notified to the Company and the Stock Exchange were as follows:

20. 董事及主要行政人員於本公司股份、相關股份及債權證中擁有的權益及淡倉

於二零二二年十二月三十一日，僅根據有關各方提交的權益披露表格，董事及本公司主要行政人員於本公司或其相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例相關條文彼等被當作或被視為擁有的權益及淡倉);或(b)根據證券及期貨條例第352條須記錄於本公司根據該條例存置的登記冊內的權益及淡倉;或(c)根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益及淡倉如下:

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

Directors' Report (Continued)

董事會報告(續)

Notes:

- (1) The interest was granted to Mr. Lu pursuant to the Share Award Scheme on 30 December 2021.
- (2) The interest was granted to Mr. Liu Xueming pursuant to the Share Award Scheme on 30 December 2021.
- (3) Among the 1,100,000 Shares held by Ms. Xiao, 100,000 Shares of which were granted to Ms. Xiao pursuant to the 2014 Share Option Scheme on 17 May 2016, 1,000,000 Shares of which were granted to Ms. Xiao pursuant to the Share Award Scheme on 1 January 2020.
- (4) The letter "L" denotes the person's long position in such Shares.
- (5) These percentages are calculated on the basis of 1,077,799,887 Shares in issue as at 31 December 2022.

Save as disclosed above, as at 31 December 2022, none of the Directors and chief executives of the Company and their respective associates had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executives of the Company are taken or deemed to have under such provisions of the SFO), or were required to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

附註：

- (1) 該權益於二零二一年十二月三十日根據股份獎勵計劃授予陸先生。
- (2) 該權益於二零二一年十二月三十日根據股份獎勵計劃授予劉學明先生。
- (3) 於肖女士所持有的1,100,000股股份中，當中100,000股股份根據二零一四年購股權計劃於二零一六年五月十七日授予肖女士，當中1,000,000股股份根據股份獎勵計劃於二零二零年一月一日授予肖女士。
- (4) 字母「L」代表該人士於該等股份的好倉。
- (5) 該等百分比按於二零二二年十二月三十一日已發行股份1,077,799,887股計算。

除上文所披露者外，於二零二二年十二月三十一日，概無董事或本公司主要行政人員及彼等各自的聯繫人於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有或被視為擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括董事及本公司主要行政人員根據證券及期貨條例有關條文被當作或被視為擁有的權益及淡倉)；或根據證券及期貨條例第352條須記錄在本公司存置的登記冊的權益或淡倉，或根據標準守則將須知會本公司及聯交所的權益或淡倉。

Directors' Report (Continued)

董事會報告(續)

Substantial Shareholders' Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company

Solely based on the disclosure of interests forms filed by the substantial shareholders of the Company with the Stock Exchange, as at 31 December 2022, the following persons (other than the Directors or the chief executives of the Company) had interests or short positions in the Shares, underlying Shares and debentures of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

主要股東於本公司股份、相關股份及債權證中擁有的權益及淡倉

僅根據本公司主要股東向聯交所提交的權益披露表格，於二零二二年十二月三十一日，於股份、相關股份及本公司債權證中擁有須根據證券及期貨條例第336條記錄於本公司根據該條例存置的登記冊內的權益或淡倉的人士(董事或本公司主要行政人員除外)如下：

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

Directors' Report (Continued)

董事會報告(續)

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

Notes:

(1) Mr. Li Yangyang was re-designated as a non-executive Director with effect from 31 March 2022, and resigned as a non-executive Director with effect from 30 September 2022. Among the 298,012,593 Shares held by Choi Shun Investment Limited (a company controlled by Mr. Li Yangyang), 36,235,351 Shares of which Choi Shun Investment Limited is only entitled to exercise the voting rights.

(2) The 291,919,848 Shares represent the same block of Shares held by a chain of ownership involving Glassy Mind Holdings Limited.

附註：

(1) 李揚揚先生已調任為非執行董事，自二零二二年三月三十一日起生效，並已辭任非執行董事，自二零二二年九月三十日起生效。於財信投資有限公司(一間由李揚揚先生控制的公司)所持有的298,012,593股股份中，當中36,235,351股股份財信投資有限公司僅擁有權利行使投票權。

(2) 該等291,919,848股股份指由包括亮智控股有限公司之一連串擁有人持有的同一批股份。

Directors' Report (Continued)

董事會報告(續)

- (3) Mr. Yang resigned as Chairman of the Board, Chief Executive Officer and an executive Director with effect from 30 June 2020. The interest comprises 20,851,064 underlying Shares and 15,680,000 underlying Shares granted to Mr. Yang pursuant to the Management Pre-IPO Share Option Scheme and the 2014 Share Option Scheme, respectively. Details of the share options granted are set out in the section headed "Share Option Schemes".
- (4) Mr. Ng resigned as an executive Director with effect from 29 June 2019 and a Co-Chief Executive Officer of the Company with effect from 30 August 2019. The interest comprises 20,851,064 underlying Shares and 15,680,000 underlying Shares granted to Mr. Ng pursuant to the Management Pre-IPO Share Option Scheme and the 2014 Share Option Scheme, respectively. Details of the share options granted are set out in the section headed "Share Option Schemes".
- (5) The interest is directly held by Jianying Ourgame High Growth Investment Fund in which Total Victory Global Limited, controlled by Mr. Yang, Mr. Ng and Mr. Zhang, has the majority voting rights.
- (6) The percentage figures have been subject to rounding adjustments. Accordingly, figures shown in totals may not be an arithmetic aggregation of the figures preceding them.
- (7) The letter "L" denotes the person's long position in such Shares.
- (8) The percentages are calculated on the basis of 1,077,799,887 Shares in issue as at 31 December 2022.
- (3) 楊先生已辭任董事會主席、行政總裁及執行董事，自二零二零年六月三十日起生效。該權益包括分別根據管理層首次公開發售前購股權計劃及二零一四年購股權計劃授予楊先生的20,851,064股相關股份及15,680,000股相關股份。有關已授出購股權的詳情載於「購股權計劃」一節。
- (4) 伍先生已辭任執行董事及本公司聯席行政總裁，分別自二零一九年六月二十九日及二零一九年八月三十日起生效。該權益包括分別根據管理層首次公開發售前購股權計劃及二零一四年購股權計劃授予伍先生的20,851,064股相關股份及15,680,000股相關股份。有關已授出購股權的詳情載於「購股權計劃」一節。
- (5) 該權益由建贏聯眾高成長投資基金直接持有，而Total Victory Global Limited(由楊先生、伍先生及張先生控制)於當中擁有大部分投票權。
- (6) 百分比數字已經約整。因此，所示總數未必為其之前數字的算術總和。
- (7) 字母「L」代表該人士於該等股份的好倉。
- (8) 該等百分比按於二零二二年十二月三十一日已發行股份1,077,799,887股計算。

Save as disclosed above, solely based on the disclosure of interest forms filed by the substantial shareholders of the Company with the Stock Exchange, as at 31 December 2022, the Directors and the chief executives of the Company were not aware of any other person (other than the Directors or chief executives of the Company) who had an interest or short position in the Shares, underlying Shares or debentures of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

除上文所披露者外，僅根據本公司主要股東向聯交所提交的權益披露表格，於二零二二年十二月三十一日，董事及本公司主要行政人員概不知悉任何其他人士(董事或本公司主要行政人員除外)於本公司股份、相關股份或債權證中擁有須根據證券及期貨條例第336條記錄於本公司根據該條例存置的登記冊內的權益或淡倉。

Directors' Report (Continued)

董事會報告(續)

21. CONNECTED TRANSACTIONS

During the year ended 31 December 2022, save as disclosed below, no other related party transaction disclosed in Note 39 to the consolidated financial statements constitutes a connected transaction or continuing connected transaction which should be disclosed pursuant to Chapter 14A of the Listing Rules. All the connected transactions and continuing connected transactions with disclosure requirements under the Listing Rules during the year are listed below. The Directors confirm they have complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

Contractual Arrangements

The VIE Structure 1

On 11 December 2001, the State Council promulgated the Regulations for the Administration of Foreign-Invested Telecommunications Enterprises (《外商投資電信企業管理規定》) (the "FITE Regulations"), which were amended on 10 September 2008. According to the FITE Regulations, foreign investors are not allowed to hold more than 50% of the equity interests of a company providing value-added telecommunications services. In addition, a foreign investor who invests in a value-added telecommunications business in the PRC must demonstrate a good track record and prior experience in providing value-added telecommunications outside the PRC prior to acquiring any equity interests in any value-added telecommunications services business in the PRC (the "Qualification Requirement"). Currently, none of the applicable PRC laws, regulations or rules provides clear guidance or interpretation on the Qualification Requirement. Therefore, in order for the Company to be able to carry on its business in the PRC, the Group has entered into a series of agreements to enable the Company to gain effective control over, and receive all the economic benefits generated by the business currently operated by Beijing Lianzhong and its subsidiary on the one hand, and Beijing Lianzhong and its shareholders on the other hand. Please refer to the Prospectus for further details.

As at 31 December 2022, the Company has no update to disclose in relation to the Qualification Requirement.

21. 關連交易

於截至二零二二年十二月三十一日止年度內，除下文所披露者外，綜合財務報表附註39披露的其他關聯方交易概不構成根據上市規則第14A章須予以披露的關連交易或持續關連交易。年內所有須遵守上市規則披露規定的關連交易及持續關連交易於下文詳列。董事確認彼等已遵守上市規則第14A章有關的披露規定。

合約安排

可變權益實體架構1

於二零零一年十二月十一日，國務院頒佈《外商投資電信企業管理規定》(「FITE規定」)並於二零零八年九月十日作出修訂。根據FITE規定，外商投資者不得於提供增值電信服務的公司持有超過50%的股權。此外，向中國增值電信業務投資的外商投資者，於收購中國增值電信服務業務中的任何股權前，必須有於中國境外提供增值電信服務的良好往績記錄及經驗(「資格要求」)。目前，並無適用中國法律、法規或規則對資格要求提供明確指引或詮釋。因此，為使本公司能於中國開展業務，本集團已訂立一系列協議，使本公司取得北京聯眾及其附屬公司(作為一方)與北京聯眾及其股東(作為另一方)目前經營的業務的實際控制權並收取有關業務產生的所有經濟利益。有關進一步詳情，請參閱招股章程。

於二零二二年十二月三十一日，本公司概無有關資格要求的最新披露資料。

Directors' Report (Continued)

董事會報告(續)

As disclosed in the Prospectus, the Group conducts its online game business through the PRC operating entity, Beijing Lianzhong, an important wholly-owned subsidiary of the Group. Beijing Lianzhong is principally engaged in the operation of online card and board games. Because of certain foreign investment restrictions, it was not viable for the Company to hold Beijing Lianzhong directly through equity ownership as a foreign investor. In line with common practice in industries which is subject to foreign investment restrictions in the PRC, the Company would gain effective control over, and receive all the economic benefits generated by the business currently operated by Beijing Lianzhong and its subsidiaries through a series of contractual arrangements (the “**Contractual Arrangements 1**”) between Beijing Lianzhong Garden Network Technology Co., Ltd. (the “**WFOE 1**”), the Company’s wholly-owned subsidiary on the one hand, and Beijing Lianzhong and its shareholders on the other hand. The Contractual Arrangements 1 allow Beijing Lianzhong’s financials and results of operations, together with those of its subsidiaries, to be consolidated into our financials as if it was a wholly-owned Subsidiary of our Group (the “**VIE Structure 1**”).

During the year ended 31 December 2022, the Company controlled Beijing Lianzhong and WFOE 1 through the Contractual Arrangements 1. WFOE 1 is a limited company incorporated under the laws of the PRC on 21 January 2014 and a wholly-owned subsidiary of Lianzhong Holdings (Hong Kong) Limited, a company incorporated under the laws of Hong Kong on 18 December 2013 and a wholly-owned subsidiary of the Company. WFOE 1 is therefore a connected person of the Company pursuant to Rule 14A.07(5) of the Listing Rules. By virtue of the Contractual Arrangements 1, Beijing Lianzhong is a connected person of the Company for the purposes of Chapter 14A of the Listing Rules. The transactions under the Contractual Arrangements 1 therefore constituted continuing connected transactions of the Company. The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of these continuing connected transactions.

誠如招股章程所披露者，本集團透過中國營運實體北京聯眾(為本集團的重要全資附屬公司)進行線上遊戲業務。北京聯眾主要從事在線棋牌遊戲運營。因若干外商投資限制，本公司作為外商投資者，無法透過股權所有權直接持有北京聯眾。按照須遵守外商投資限制的中國行業慣例，本公司將透過本公司全資附屬公司北京聯眾家園網絡科技有限責任公司(「**外商獨資企業1**」)(作為一方)與北京聯眾及其股東(作為另一方)所訂立的一系列合約安排(「**合約安排1**」)，取得現時由北京聯眾及其附屬公司所經營業務的實際控制權，並收取有關業務產生的所有經濟利益。合約安排1使北京聯眾的財務數據及經營業績連同其附屬公司的財務數據及經營業績能夠合併至我們的財務資料，猶如其為本集團的全資附屬公司(「**可變權益實體架構1**」)。

於截至二零二二年十二月三十一日止年度，本公司通過合約安排1控制北京聯眾及外商獨資企業1。外商獨資企業1為於二零一四年一月二十一日根據中國法律註冊成立的有限公司，為聯眾控股(香港)有限公司的全資附屬公司，聯眾控股(香港)有限公司為於二零一三年十二月十八日根據香港法律註冊成立的公司，為本公司全資附屬公司。因此，根據上市規則第14A.07(5)條，外商獨資企業1為本公司關連人士。就合約安排1而言，北京聯眾根據上市規則第14A章為本公司關連人士。因此，合約安排1項下進行的交易構成本公司的持續關連交易。本公司確認該等持續關連交易已遵守上市規則14A章的披露規定。

Directors' Report (Continued)

董事會報告(續)

Reasons for the Contractual Arrangements 1

Details of the reasons for using the Contractual Arrangements 1 are set out on pages 130 to 132 of the Prospectus.

Risks associated with the Contractual Arrangements 1

We believe the following risks are associated with the Contractual Arrangements 1. Further details of these risks are set out on pages 35 to 39 of the Prospectus.

- If the PRC government finds that the agreements that establish the structure for operating our business in China do not comply with applicable PRC laws and regulations, or if these laws and regulations or their interpretations change in the future, we could be subject to severe penalties and our business may be materially and adversely affected.
- The Group relies on the Contractual Arrangements 1 to control and obtain economic benefits from Beijing Lianzhong, which may not be as effective in providing operational control as equity ownership.
- The shareholders of Beijing Lianzhong may have conflicts of interest with us, which may materially and adversely affect our business and financial condition.
- Certain terms of the Contractual Arrangements 1 may not be enforceable under PRC laws.
- We may lose the ability to use and enjoy assets held by Beijing Lianzhong that are important to the operation of our business if Beijing Lianzhong declares bankruptcy or becomes subject to a dissolution or liquidation proceeding.
- The Contractual Arrangements 1 between the WFOE 1 and Beijing Lianzhong may subject our Group to increased income tax due to the different income tax rates applicable to the WFOE 1 and Beijing Lianzhong, which may adversely affect our results of operations.

使用合約安排1的理由

有關使用合約安排1的理由詳情載於招股章程第130至132頁。

有關合約安排1的風險

我們認為，下列風險與合約安排1有關。有關該等風險的進一步詳情載於招股章程第35至39頁。

- 倘中國政府發現合約安排所建立營運我們中國業務的架構並無遵守適用中國法律及法規，或倘該等法律及法規或其詮釋於未來有所變動，則我們將遭受嚴重處罰且我們的業務可能受到重大不利影響。
- 本集團依賴合約安排1控制北京聯眾及從其獲得經濟利益，就提供經營控制而言，可能不及股權所有權有效。
- 北京聯眾股東可能與我們產生利益衝突，從而可能對我們的業務及財務狀況造成重大不利影響。
- 合約安排1的若干條款於中國法律下或無法執行。
- 倘北京聯眾宣告破產或進行解散或清算程序，我們可能失去使用及享有北京聯眾所持資產的權利，而該等資產對我們的業務營運屬重要。
- 由於外商獨資企業1與北京聯眾適用的所得稅率不同，外商獨資企業1與北京聯眾的合約安排1可能導致本集團所得稅增加，這可能對我們的經營業績造成不利影響。

Directors' Report (Continued)

董事會報告(續)

- The Group's exercise of the option to acquire equity interests of Beijing Lianzhong may be subject to certain limitations and the ownership transfer may subject us to substantial costs.
- The Contractual Arrangements 1 between the WFOE 1 and Beijing Lianzhong may be subject to scrutiny by the PRC tax authorities and any finding that we or Beijing Lianzhong owe additional taxes could substantially reduce our consolidated net income and the value of our Shareholders' investment.

Mitigation actions taken by the Company

- The Company has existing protections measures under the Contractual Arrangements 1. The Company's Risk Management Committee will regularly review the compliance and performance of such conditions under the Contractual Arrangements 1.
- The Company's public affair department and legal department will deal with matters relating to compliance and regulatory enquiries from relevant PRC authorities and report to the Board on a regular basis.
- Legal advisers and other professional have been and will continue to be retained to assist the Company to deal with related matters arising from the Contractual Arrangements 1, and the auditor of the Group was engaged to provide annual confirmations regarding the Contractual Arrangements 1.

The extent to which the Contractual Arrangements 1 relate to requirements other than the foreign ownership restriction

All of the Contractual Arrangements 1 are subject to the restrictions as set out on pages 130 to 132 of the Prospectus.

- 本集團行使購股權收購北京聯眾股權可能受到若干限制，且所有權轉讓可能導致我們產生大量成本。
- 外商獨資企業1與北京聯眾之間的合約安排1可能須經中國稅務機關審查，倘發現我們或北京聯眾虧欠任何額外稅項，將大幅降低我們的綜合收益淨額及股東的投資價值。

本公司採取的緩和措施

- 本公司擁有合約安排1項下的現有保護措施。本公司風險管理委員會將定期審閱合約安排1項下相關條件的合規及履行情況。
- 本公司的公共事務部及法律部將處理有關合規及相關中國機構監管查詢的事宜，並定期向董事會報告。
- 法律顧問及其他專業人士已經及將會繼續協助本公司處理合約安排1產生的相關事宜，且本集團已委聘核數師就合約安排1提供年度確認。

合約安排1內除外資擁有權限制外的有關規定

合約安排1所有部分須遵守招股章程第130至132頁所載的限制規定。

Directors' Report (Continued)

董事會報告(續)

Contractual Arrangements 1

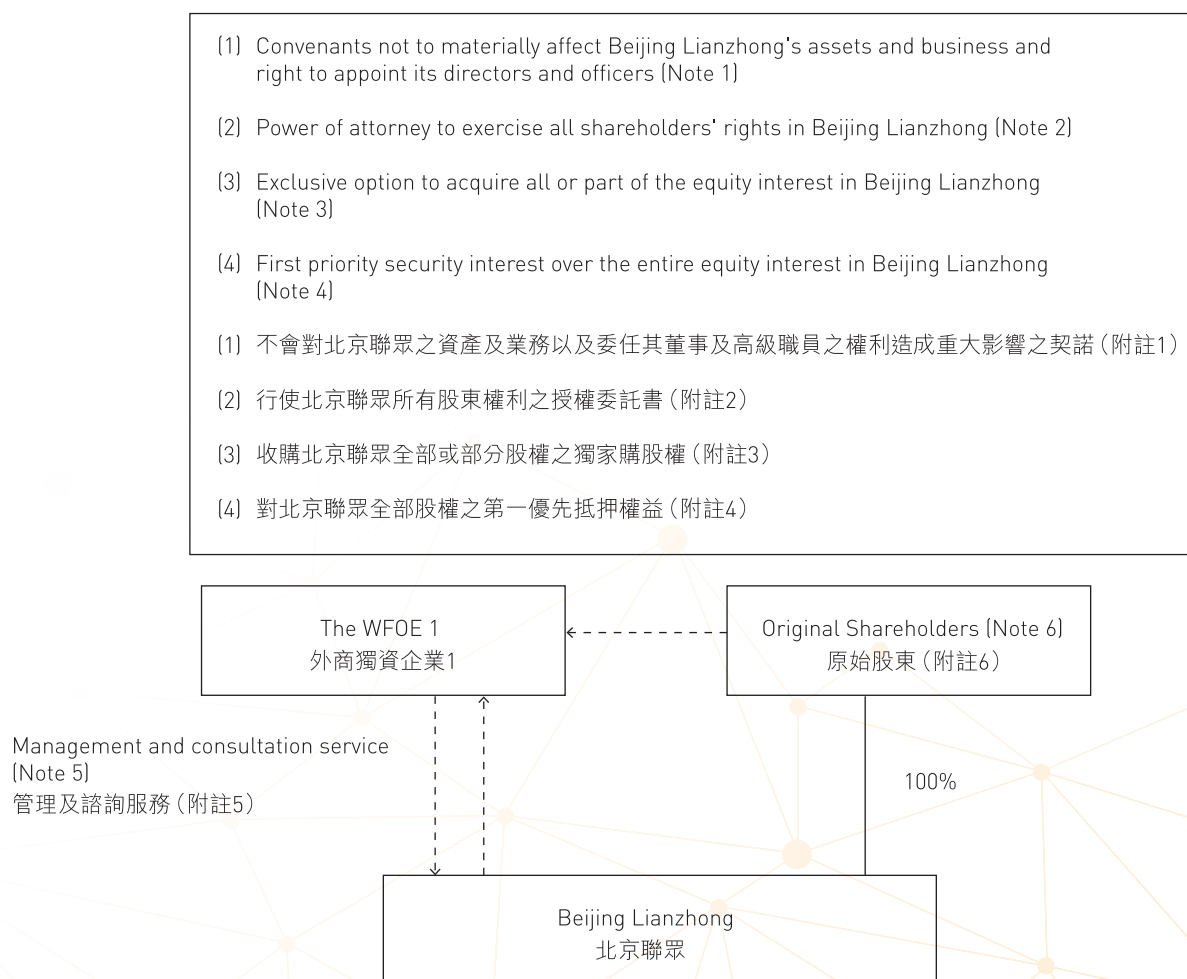
During the year ended 31 December 2022, the Contractual Arrangements 1 comprised six agreements, namely (a) the Master Exclusive Service Agreement 1, (b) the Business Cooperation Agreement 1, (c) the Exclusive Option Agreement 1, (d) the Share Pledge Agreement 1, (e) the Proxy Agreement 1 and (f) the Power of Attorney 1.

The following diagram illustrates how economic benefits flow from Beijing Lianzhong to our Group under the Contractual Arrangements 1:

合約安排1

於截至二零二二年十二月三十一日止年度，合約安排1包含六份協議，即(a)獨家服務總協議1、(b)業務合作協議1、(c)獨家購股權協議1、(d)股份質押協議1、(e)委託協議1及(f)授權委託書1。

下表闡述根據合約安排1，北京聯眾為本集團帶來的經濟利益：



Directors' Report (Continued)

董事會報告(續)

Notes:

1. Please refer to the section headed "Contractual Arrangements 1 – Business Cooperation Agreement 1" of this annual report for details.
2. Please refer to the section headed "Contractual Arrangements 1 – Proxy Agreement and Power of Attorney 1" of this annual report for details.
3. Please refer to the section headed "Contractual Arrangements 1 – Exclusive Option Agreement 1" of this annual report for details.
4. Please refer to the section headed "Contractual Arrangements 1 – Share Pledge Agreement 1" of this annual report for details.
5. Please refer to the section headed "Contractual Arrangements 1 – Master Exclusive Service Agreement 1" of this annual report for details.
6. Original Shareholders are Mr. Zhang Rongming, Mr. Liu Jiang, Mr. Shen Dongri, Mr. Bao Yueqiao, Ms. Long Qi and Ms. Wu Lan.
7. "—" denotes direct legal and beneficial ownership in the equity interest and "--->" denotes contractual relationship.

Master Exclusive Service Agreement 1

Beijing Lianzhong entered into a master exclusive service agreement with the WFOE 1 on 28 January 2014 (the "**Master Exclusive Service Agreement 1**"), pursuant to which, in exchange for a quarterly service fee, Beijing Lianzhong agreed to engage the WFOE 1 as its exclusive provider for the following services:

- any activities not within its normal business scope, or operating its business in a way that is inconsistent with its past practice;
- providing technology development and transfer, and technical consulting services;
- providing occupation and pre-occupation staff training services;
- providing public relation services;
- providing market investigation, research and consulting services;

附註:

1. 有關詳情，請參閱本年報「合約安排1—業務合作協議1」一節。
2. 有關詳情，請參閱本年報「合約安排1—委託協議及授權委託書1」一節。
3. 有關詳情，請參閱本年報「合約安排1—獨家購股權協議1」一節。
4. 有關詳情，請參閱本年報「合約安排1—股份質押協議1」一節。
5. 有關詳情，請參閱本年報「合約安排1—獨家服務總協議1」一節。
6. 原股東為張榮明先生、劉江先生、申東日先生、鮑嶽橋先生、龍奇女士及烏蘭女士。
7. 「—」指於股權中的直接合法及實益擁有權益，而「--->」指合約關係。

獨家服務總協議1

於二零一四年一月二十八日，北京聯眾與外商獨資企業1訂立獨家服務總協議（「**獨家服務總協議1**」），據此，為換取季度服務費，北京聯眾同意委聘外商獨資企業1就以下服務擔任其獨家供應商：

- 並非在其正常業務範圍內的任何活動，或以與其過去做法不一致的方式經營其業務；
- 提供技術開發及轉讓，以及技術諮詢服務；
- 提供在職及職前員工培訓服務；
- 提供公共關係服務；
- 提供市場調查、研究及諮詢服務；

Directors' Report (Continued)

董事會報告(續)

- providing mid- or short-term market development and market planning services;
 - providing human resource management and internal information management;
 - providing network development, upgrade and daily maintenance;
 - providing sale services of self-produced products;
 - licensing of software;
 - providing maintenance services in respect of computer software and hardware system, database and computer servers;
 - providing maintenance and upgrade services in respect of the online games;
 - providing training services in respect of online game technology and operations;
 - providing research and development services in respect of online game software and maintenance of the system;
 - selling and authorising Beijing Lianzhong to license software; and
 - other services determined from time to time by the WFOE 1 according to the need of business and capacity of the WFOE 1 and its designated affiliates.
- 提供中期或短期市場開發及市場規劃服務；
 - 提供人力資源管理及內部信息管理；
 - 提供網絡開發、升級及日常維護；
 - 提供自主生產產品的銷售服務；
 - 軟件授權；
 - 提供與電腦軟件及硬件系統、數據庫及電腦伺服器有關的維護服務；
 - 提供與網絡遊戲有關的維護及升級服務；
 - 提供與網絡遊戲技術及經營有關的培訓服務；
 - 提供與網絡遊戲軟件及系統維護有關的研發服務；
 - 向北京聯眾銷售及授權許可軟件；及
 - 外商獨資企業1根據外商獨資企業1及其指定聯屬人士的業務需求及能力不時釐定的其他服務。

Under the Master Exclusive Service Agreement 1, the service fee is equal to 100% of the consolidated net profits of Beijing Lianzhong. The WFOE 1 may adjust the service fee at its sole discretion with reference to the working capital requirements of Beijing Lianzhong and in accordance with several factors relating to the services provided, including (i) technical difficulty and complexity of the services; (ii) time spent in providing the services; (iii) contents and commercial value of the services; and (iv) the benchmark price of similar services in the market. Since Beijing Lianzhong's funding requirements are satisfied by their residual operating cash after paying the service fee to the WFOE 1, we do not expect to transfer any net proceeds from the Global Offering to Beijing Lianzhong.

根據獨家服務總協議1，服務費相等於北京聯眾綜合淨溢利的100%。外商獨資企業1可參照北京聯眾的營運資本需求並根據與所提供服務有關的幾項因素全權調整服務費，包括(i)服務的技術難度及複雜性；(ii)提供服務所用的時間；(iii)服務內容及商業價值；及(iv)市場中類似服務的基準價格。由於向外商獨資企業1支付服務費之後，北京聯眾的資金需求由其剩餘營運現金撥付，我們預計不會向北京聯眾轉讓全球發售的任何所得款項淨額。

Directors' Report (Continued)

董事會報告(續)

Intellectual property rights are developed during the normal course of business of Beijing Lianzhong since its daily operations involve, among other things, research and development and game development. Pursuant to the Master Exclusive Service Agreement 1, any intellectual properties developed by performance of the Master Exclusive Service Agreement 1, including but not limited to copyrights, trademarks, patents, technical secrets and knowhow, belong to the WFOE 1. If a development is based on the intellectual properties owned by Beijing Lianzhong, Beijing Lianzhong shall warrant and guarantee that such intellectual properties are flawless and it shall bear all damages and losses caused to the WFOE 1 by any flaw of such intellectual properties. The WFOE 1 has the right to recover all of its losses from Beijing Lianzhong for liabilities to any third party.

The Master Exclusive Service Agreement 1 can be terminated by the WFOE 1 at any time upon 30 days' written notice to Beijing Lianzhong. The Master Exclusive Service Agreement 1 shall also be terminated upon the transfer of all the shares of Beijing Lianzhong to the WFOE 1 and/or a third party designated by the WFOE 1 pursuant to the Exclusive Option Agreement 1.

Business Cooperation Agreement 1

Beijing Lianzhong, its shareholders and the WFOE 1 entered into a business cooperation agreement on 28 January 2014 (the "**Business Cooperation Agreement 1**"). Under the Business Cooperation Agreement 1, Beijing Lianzhong and its shareholders, jointly and severally, agree and covenant that, without obtaining the written consent of the WFOE 1, Beijing Lianzhong shall not, and Beijing Lianzhong's shareholders shall cause Beijing Lianzhong not to, engage in any transaction which may materially affect its asset, obligation, right or operation, including without limitation:

- any activities not within its normal business scope, or operating its business in a way that is inconsistent with its past practice;
- merger, reorganisation, acquisition or restructuring of its principal business or assets, or acquisition or investment in any other form;
- offering any loan to any third party, incurring any debt from any third party, or assuming any debt other than in the ordinary course of business;

由於北京聯眾的日常業務涉及(其中包括)研發及遊戲開發,因此知識產權於其正常業務過程中產生。根據獨家服務總協議1,透過履行獨家服務總協議1所產生的任何知識產權(包括但不限於版權、商標、專利、技術機密及訣竅)均屬於外商獨資企業1。倘開發乃基於北京聯眾所擁有的知識產權,則北京聯眾須保證及擔保有關於知識產權屬無瑕疵且其須承擔有關知識產權的任何瑕疵為外商獨資企業1帶來的所有損害賠償及損失。外商獨資企業1有權就北京聯眾對任何第三方的負債彌補其所有損失。

獨家服務總協議1可由外商獨資企業1於向北京聯眾發出三十天書面通知後的任何時間予以終止。根據獨家購股權協議1向外商獨資企業1及/或外商獨資企業1指定的第三方轉讓北京聯眾所有股份後,獨家服務總協議1亦須終止。

業務合作協議1

於二零一四年一月二十八日,北京聯眾、其股東及外商獨資企業1訂立業務合作協議(「**業務合作協議1**」)。根據業務合作協議1,北京聯眾及其股東共同及個別同意並契諾,於未獲得外商獨資企業1書面同意的情況下,北京聯眾不可且北京聯眾股東須促使北京聯眾不參與可能對其資產、義務、權利或經營造成重大影響的任何交易,包括但不限於:

- 並非在其正常業務範圍內的任何活動,或以與其過往做法不一致的方式經營其業務;
- 其主營業務或資產的合併、整合、收購或重組,或任何其他形式的收購或投資;
- 於正常業務過程以外,向任何第三方提供任何貸款,引致來自任何第三方的任何債務或承擔任何債務;

Directors' Report (Continued)

董事會報告(續)

- engaging, changing or dismissing any director or any senior management officer;
- selling to or acquiring from any third party, mortgaging, licensing or disposing of in other ways tangible or intangible assets, other than in the ordinary course of business;
- incurring, inheriting, assuming or guaranteeing any debt that are not incurred during the ordinary course of business, using its assets to provide security or other forms of guarantees to any third party, or setting up any other encumbrances over its assets;
- making any supplement, amendment or alternation to its articles of association and by-laws, increasing or decreasing of its registered capital or changing the structure of its registered capital in other manners;
- making a distribution of a dividend, or share interest or sponsorship interest in any way, provided that upon the written request of the WFOE 1, Beijing Lianzhong shall immediately distribute part or all of its distributable profits to its shareholder(s) who shall in turn immediately and unconditionally pay or transfer to the WFOE 1 any such distribution;
- executing any material contract, except contracts executed in the ordinary course of business (for purpose of this subsection, the WFOE 1 may define a material contract at its sole discretion);
- selling, transferring, mortgaging or disposing of in any manner any legal or beneficial interest in its business or revenues, or allowing the encumbrance thereon of any security interest;
- a dissolution or a liquidation and distribution of residual assets; or
- causing any of its branches or subsidiaries to engage in any of the foregoing or enter into any contract, agreement or other legal documents which may lead to or result in any of the foregoing.
- 委聘、變更或解僱任何董事或任何高級管理人員；
- 除於正常業務過程以外，向任何第三方出售或收購、抵押、許可或以其他方式處置有形或無形資產；
- 引致、繼承、承擔或擔保並非於正常業務過程中引致的任何債務，使用其資產向任何第三方提供抵押品或其他形式的擔保或對其資產設置任何其他產權負擔；
- 對其組織章程細則及附則作出任何補充、修訂或變更，增加或減少其註冊資本或以其他方式改變其註冊資本的架構；
- 以任何方式分派股息或股份權益或發起權益，惟前提條件為於外商獨資企業1發出書面請求後，北京聯眾須立即向其股東分派其部分或全部可分派溢利，股東從而應立即及無條件向外商獨資企業1支付或轉讓任何有關分派；
- 除於正常業務過程中簽署的合約外，簽署任何重大合約(就此分節而言，外商獨資企業1可全權定義重大合約)；
- 以任何方式出售、轉讓、抵押或處置其業務或收入的任何法定或實益權益，或認可任何於抵押權益上的產權負擔；
- 解散或清算及分派剩餘資產；或
- 促使其任何分公司或附屬公司從事任何前述交易或訂立任何合約、協議或可能引致或導致任何前述交易的其他法律文件。

Directors' Report (Continued)

董事會報告(續)

In addition, Beijing Lianzhong agreed and covenanted to the WFOE 1 that Beijing Lianzhong shall, and the shareholders shall cause Beijing Lianzhong to:

- accept suggestions raised by the WFOE 1 over the engagement and replacement of employees, daily operations, dividend distribution and financial management systems of Beijing Lianzhong, and Beijing Lianzhong shall strictly abide by and perform accordingly;
- maintain Beijing Lianzhong's corporate existence in accordance with good financial and business standards and practices by prudently and effectively operating its business and handling its affairs;
- conduct Beijing Lianzhong's businesses in the ordinary course of business to maintain the asset value of Beijing Lianzhong and refrain from any act or omission that may adversely affect Beijing Lianzhong's operating status and asset value;
- provide the WFOE 1 with information on Beijing Lianzhong's business operations and financial condition at the request of the WFOE 1;
- if requested by the WFOE 1, procure and maintain insurance in respect of Beijing Lianzhong's assets and business from an insurance carrier acceptable to the WFOE 1, at an amount and type of coverage typical for companies that operate similar businesses;
- immediately notify the WFOE 1 of the occurrence or possible occurrence of any litigation, arbitration or administrative proceedings relating to Beijing Lianzhong's assets, business or revenue; and
- execute all necessary or appropriate documents, take all necessary or appropriate actions and file all necessary or appropriate complaints or raise necessary and appropriate defences against all claims so as to maintain the ownership by Beijing Lianzhong of all of its assets.

此外，北京聯眾同意並向外商獨資企業1契諾，北京聯眾應且股東應促使北京聯眾：

- 接受外商獨資企業1對以下事項提出的建議：北京聯眾僱員的委聘及更換、日常經營、股息分派及財務管理系統，且北京聯眾須相應地嚴格遵守並履行；
- 透過審慎及有效地經營其業務及處理其事務，根據良好的財務及業務標準及慣常做法維持北京聯眾的企業存續；
- 於正常業務過程中開展北京聯眾的業務以保持北京聯眾的資產價值，並避免可能對北京聯眾的經營狀況及資產價值造成不利影響的任何行為或疏忽；
- 於外商獨資企業1提出要求時，向外商獨資企業1提供與北京聯眾業務經營及財務狀況有關的資料；
- 倘外商獨資企業1提出要求，則按經營類似業務公司的典型保險金額及類型，就北京聯眾的資產及業務購買及維持外商獨資企業1可接受的承保人保險；
- 倘發生或可能發生與北京聯眾的資產、業務或收入有關的任何訴訟、仲裁或行政程序，立即通知外商獨資企業1；及
- 簽署所有必要或適當的文件、採取所有必要或適當的行動以及提出所有必要或適當的投訴或對所有申索提出必要及適當的抗辯，以保持北京聯眾對其所有資產的所有權。

Directors' Report (Continued)

董事會報告(續)

According to the Business Cooperation Agreement 1, the shareholders of Beijing Lianzhong shall only appoint persons designated by the WFOE 1 as directors, the general manager, the chief financial officer and other senior management members of Beijing Lianzhong, and the shareholders shall dismiss any such directors or senior management members upon the request of the WFOE 1. Beijing Lianzhong and its shareholders also jointly and severally covenanted that Beijing Lianzhong shall seek appropriate approval from the WFOE 1 prior to entering into any material contract.

Furthermore, the shareholders agree that, unless required by the WFOE 1, they shall not put forward, or vote in favour of, any shareholders' resolution to, or otherwise request Beijing Lianzhong to, distribute profits, funds, assets or property to the shareholders, or to issue any dividends or other distributions with respect to the shares of Beijing Lianzhong held by the shareholders.

The Business Cooperation Agreement 1 shall remain effective as long as Beijing Lianzhong exists, unless the WFOE 1 terminates it upon 30 days' advance written notice or upon the transfer of all the shares held by Beijing Lianzhong's shareholders to the WFOE 1 and/or a third party designated by the WFOE 1.

Exclusive Option Agreement 1

Beijing Lianzhong and its shareholders entered into an exclusive option agreement with the WFOE 1 on 28 January 2014 (the "**Exclusive Option Agreement 1**"), pursuant to which the WFOE 1 has a right to require the respective shareholders to transfer any or all the shares of Beijing Lianzhong they hold to the WFOE 1 and/or a third party designated by it, in whole or in part at any time and from time to time, at the lowest price allowable under PRC laws and administration regulations at the time of transfer.

The Exclusive Option Agreement 1 shall remain effective as long as Beijing Lianzhong exists, and cannot be terminated by either Beijing Lianzhong or its shareholders. The Exclusive Option Agreement 1 can be terminated (i) by the WFOE 1 at any time upon 30 days' advance written notice to Beijing Lianzhong and its shareholders; or (ii) upon the transfer of all the shares held by the shareholders to the WFOE 1 and/or a third party designated by the WFOE 1.

根據業務合作協議1，北京聯眾股東僅可委任外商獨資企業1指定的人士擔任北京聯眾的董事、總經理、首席財務官及其他高級管理層成員，且股東須於外商獨資企業1提出要求後解僱任何有關董事或高級管理層成員。北京聯眾及其股東亦共同及個別契諾，北京聯眾於訂立任何重大合約前，須尋求外商獨資企業1的適當批准。

此外，股東同意，除非外商獨資企業1要求，彼等不可提出或投票贊成任何股東決議案，或以其他方式要求北京聯眾向股東分派溢利、資金、資產或物業或就股東持有的北京聯眾股份發放任何股息或其他分派。

除非外商獨資企業1於發出三十天事先書面通知後，或向外商獨資企業1及/或外商獨資企業1指定的第三方轉讓北京聯眾股東持有的所有股份後終止業務合作協議1，否則只要北京聯眾繼續存在，則業務合作協議1將持續有效。

獨家購股權協議1

於二零一四年一月二十八日，北京聯眾及其股東與外商獨資企業1訂立獨家購股權協議（「**獨家購股權協議1**」），據此，外商獨資企業1有權要求各自的股東於任何時候及不時按中國法律及行政法規於轉讓時許可的最低價格向外商獨資企業1及/或其指定的第三方，全部或部分轉讓其持有的任何或所有北京聯眾股份。

只要北京聯眾仍然存在，獨家購股權協議1將維持有效，且不可由北京聯眾或其股東終止。獨家購股權協議1可經以下方式終止：(i)於向北京聯眾及其股東發出三十天事先書面通知後的任何時候，由外商獨資企業1予以終止；或(ii)於向外商獨資企業1及/或外商獨資企業1指定的第三方轉讓股東持有的所有股份後予以終止。

Directors' Report (Continued)

董事會報告(續)

Beijing Lianzhong and its shareholders, among other things, have covenanted that:

- without the prior written consent of the WFOE 1, they shall not in any manner supplement, change or amend the articles of association and bylaws of Beijing Lianzhong, increase or decrease its registered capital, or change the structure of its registered capital in other manners;
- they shall maintain Beijing Lianzhong's corporate existence in accordance with good financial and business standards and practices by prudently and effectively operating its business and handling its affairs;
- without the prior written consent of the WFOE 1, they shall not sell, transfer, mortgage or dispose of in any manner any assets of Beijing Lianzhong (except in the ordinary course of business), or legal or beneficial interest in the business or revenues of Beijing Lianzhong, or allow the encumbrance thereon of any security interest;
- without the prior written consent of the WFOE 1, they shall not incur, inherit, guarantee or assume any debt, except for debts incurred in the ordinary course of business;
- they shall always operate all of Beijing Lianzhong's businesses during the ordinary course of business to maintain the asset value of Beijing Lianzhong and refrain from any action/omission that may adversely affect Beijing Lianzhong's operating status and asset value;
- without the prior written consent of the WFOE 1, they shall not cause Beijing Lianzhong to execute any material contract (as defined by the WFOE 1 at its sole discretion), except the contracts executed in the ordinary course of business;
- without the prior written consent of the WFOE 1, they shall not cause Beijing Lianzhong to provide any person with any loan or credit other than in the course of ordinary business;
- they shall provide the WFOE 1 with information on Beijing Lianzhong's business operations and financial condition at the request of the WFOE 1;

北京聯眾及其股東(其中包括)已契諾:

- 未經外商獨資企業1事先書面同意的情况下,彼等不可以任何方式補充、變更或修訂北京聯眾的組織章程細則及附則、增加或減少其註冊資本或以其他方式改變其註冊資本的架構;
- 彼等須根據良好的財務及業務標準及做法,透過審慎及有效地經營其業務及處理其事務,維持北京聯眾的企業存續;
- 未經外商獨資企業1事先書面同意的情况下,彼等不可以任何方式出售、轉讓、抵押或處置北京聯眾的任何資產(於正常業務過程中則除外),或北京聯眾的業務或收入的法定或實益權益,或認可任何抵押權益上的產權負擔;
- 除於正常業務過程中所引致的債務以外,未經外商獨資企業1事先書面同意的情况下,彼等不可引致、繼承、擔保或承擔任何債務;
- 彼等應於正常業務過程中經營北京聯眾的所有業務,以維持北京聯眾的資產價值,並避免可能對北京聯眾的經營狀況及資產價值造成不利影響的任何行動/疏忽;
- 除於正常業務過程中簽立的合約以外,未經外商獨資企業1事先書面同意的情况下,彼等不可促使北京聯眾簽立任何重大合約(該等合約由外商獨資企業1全權界定);
- 除於正常業務過程中以外,未經外商獨資企業1事先書面同意的情况下,彼等不可促使北京聯眾向任何人士提供任何貸款或信貸;
- 於外商獨資企業1提出要求時,彼等須向外商獨資企業1提供有關北京聯眾業務經營及財務狀況的資料;

Directors' Report (Continued)

董事會報告(續)

- if requested by the WFOE 1, they shall procure and maintain insurance in respect of Beijing Lianzhong's assets and business from an insurance carrier acceptable to the WFOE 1, at an amount and type of coverage typical for companies that operate similar businesses;
 - without the prior written consent of the WFOE 1, they shall not cause or permit Beijing Lianzhong to merge, consolidate with, acquire or invest in any person;
 - they shall immediately notify the WFOE 1 of the occurrence or possible occurrence of any litigation, arbitration or administrative proceedings relating to Beijing Lianzhong's assets, business or revenue;
 - to maintain the ownership by Beijing Lianzhong of all of its assets, they shall execute all necessary or appropriate documents, take all necessary or appropriate actions and file all necessary or appropriate complaints or raise necessary and appropriate defences against all claims;
 - they shall ensure that Beijing Lianzhong shall not, without the prior written consent of the WFOE 1, in any manner distribute dividends to its shareholder(s), provided that upon the written request of the WFOE 1, Beijing Lianzhong shall immediately distribute part or all of its distributable profits to its shareholder(s) who shall in turn immediately and unconditionally pay or transfer to the WFOE 1 any such distribution;
 - at the request of the WFOE 1, they shall appoint any persons designated by the WFOE 1 as the directors and/or executive directors of Beijing Lianzhong;
 - they shall cause the meeting of shareholders and the board of directors of Beijing Lianzhong to pass shareholders' resolutions and board resolutions in accordance with the instruction of the WFOE 1; and
 - unless otherwise mandatorily required by PRC laws, Beijing Lianzhong shall not be dissolved or liquidated without prior written consent by the WFOE 1.
- 倘外商獨資企業1提出要求，則彼等須就北京聯眾的資產及業務，按經營類似業務公司的典型保險金額及類型，購買及維持來自外商獨資企業1可接受的承保人的保險；
 - 未經外商獨資企業1事先書面同意的情况下，彼等不可促使或批准北京聯眾合併、與之整合、收購或於任何人士投資；
 - 倘發生或可能發生與北京聯眾的資產、業務或收入有關的任何訴訟、仲裁或行政訴訟，彼等須立即通知外商獨資企業1；
 - 彼等須簽署所有必要或適當的文件、採取所有必要或適當的行動以及提出所有必要或適當的投訴，或對所有申索提出必要及適當的抗辯，以保持北京聯眾對其所有資產的所有權；
 - 彼等須確保，北京聯眾於未經外商獨資企業1事先書面同意的情况下，不可以任何方式向其股東分派股息，惟於外商獨資企業1發出書面要求後，北京聯眾須立即向其股東分派其部分或全部可分派溢利，股東從而須立即及無條件向外商獨資企業1支付或轉讓任何有關分派；
 - 於外商獨資企業1提出要求時，彼等須委任外商獨資企業1指定的任何人士擔任北京聯眾的董事及/或執行董事；
 - 彼等須促使北京聯眾的股東大會及董事會根據外商獨資企業1的指示通過股東決議案及董事會決議案；及
 - 除非中國法律另行強制要求，否則在未經驗外商獨資企業1事先書面同意的情况下，不可解散或清算北京聯眾。

Directors' Report (Continued)

董事會報告(續)

Share Pledge Agreement 1

The shareholders of Beijing Lianzhong and the WFOE 1 entered into a share pledge agreement on 28 January 2014 (the "**Share Pledge Agreement 1**"). Under the Share Pledge Agreement 1, the shareholders of Beijing Lianzhong unconditionally and irrevocably pledged all of the shares of Beijing Lianzhong that they own, including any interest or dividend paid for such shares, to the WFOE 1 as a security for the performance of the obligations by Beijing Lianzhong and its shareholders under the Master Exclusive Service Agreement 1, the Business Cooperation Agreement 1, the Exclusive Option Agreement 1 and other agreements to be executed among Beijing Lianzhong, its shareholders and the WFOE 1 from time to time (collectively the "**Principal Agreements 1**").

The pledge shall remain valid until all parties have agreed to terminate the Share Pledge Agreement 1, the Principal Agreements 1 have been fulfilled to the satisfaction of the WFOE 1 or all of the Principal Agreements 1 have expired or been terminated.

Upon the occurrence and during the continuance of an event of default (as defined in the Share Pledge Agreement 1), the WFOE 1 shall have the right to require Beijing Lianzhong's shareholders to immediately pay any amount payable by Beijing Lianzhong under the Master Exclusive Service Agreement 1, repay any loans and pay any other due payments, and the WFOE 1 shall have the right to exercise all such rights as a secured party under any applicable PRC law, including without limitations, (i) to sell all or any part of the pledged shares at one or more public or private sales upon three days' written notice to the pledgor, and (ii) to execute an agreement with Beijing Lianzhong's shareholders to acquire the pledged shares based on their monetary value which shall be determined by referencing the their market price.

股份質押協議1

於二零一四年一月二十八日，北京聯眾股東與外商獨資企業1訂立股份質押協議(「**股份質押協議1**」)。根據股份質押協議1，北京聯眾股東無條件及不可撤銷地向外商獨資企業1抵押其擁有北京聯眾的所有股份(包括就該等股份的任何已付利息或股息)，作為北京聯眾及其股東履行其於獨家服務總協議1、業務合作協議1、獨家購股權協議1及北京聯眾、其股東與外商獨資企業1之間不時簽署的其他協議(統稱「**主要協議1**」)項下義務的質押品。

抵押應維持有效，直至各方已同意終止股份質押協議1、主要協議1的履行令外商獨資企業1滿意或所有主要協議1已屆滿或已終止。

於發生違約事件(定義見股份質押協議1)後及於違約事件持續發生期間，外商獨資企業1將有權要求北京聯眾股東立即支付北京聯眾根據獨家服務總協議1應付的任何款項、償還任何貸款並支付任何其他到期款項，且外商獨資企業1將有權作為被擔保方根據任何適用中國法律行使一切有關權利，包括但不限於：(i)於向抵押人發出三天書面通知後，在一次或多次公開或私人出售時出售全部或任何部分抵押股份，及(ii)與北京聯眾股東簽署一份協議，根據其貨幣價值(應參照其市場價格予以釐定)收購抵押股份。

Directors' Report (Continued)

董事會報告(續)

Proxy Agreement 1 and Power of Attorney 1

Beijing Lianzhong, each of its shareholders and the WFOE 1 entered into a proxy agreement and power of attorney on 28 January 2014 (the "Proxy Agreement 1 and Power of Attorney 1"). Under the Proxy Agreement 1 and Power of Attorney 1, each shareholder irrevocably appointed the WFOE 1 (as well as its successors, including a liquidator, if any, replacing the WFOE 1) as its attorney-in-fact to exercise on its behalf, and agreed and undertook not to exercise without such attorney-in-fact's prior written consent, any and all right that it has in respect of its shares in Beijing Lianzhong, including without limitation:

- to call and attend shareholders' meetings of Beijing Lianzhong, and receive notices and materials with respect to the shareholders' meeting;
- to execute and deliver any and all written resolutions and meeting minutes in the name and on behalf of such shareholder;
- to vote by itself or by proxy on any matters discussed on shareholders' meetings of Beijing Lianzhong, including without limitation, the sale, transfer, mortgage, pledge or disposal of any or all of the assets of Beijing Lianzhong;
- to sell, transfer, pledge or dispose of any or all of the shares in Beijing Lianzhong;
- to nominate, appoint or remove the directors, supervisors and senior management of Beijing Lianzhong when necessary;
- to oversee the economic performance of Beijing Lianzhong;
- to have full access to the financial information of Beijing Lianzhong at any time;
- to file any shareholder lawsuits or take other legal actions against Beijing Lianzhong's directors or senior management members when such directors or members are acting to the detriment of the interest of Beijing Lianzhong or its shareholder(s);

委託協議1及授權委託書1

北京聯眾、其各股東與外商獨資企業1於二零一四年一月二十八日訂立委託協議及授權委託書(「委託協議1及授權委託書1」)。根據委託協議1及授權委託書1,各股東不可撤銷地委任外商獨資企業1(以及取代外商獨資企業1的繼承者,包括清算人(如有))擔任其實際代理人,以代表其行使並同意及承諾不會在未經有關實際代理人事先書面同意的情况下,行使其與北京聯眾股份有關的任何及所有權利,包括但不限於:

- 召開及出席北京聯眾的股東大會,及收取與股東大會有關的通知及材料;
- 以有關股東的名義並代表有關股東簽立及交付任何及所有書面決議案及會議紀要;
- 由其自身或由代理人對就北京聯眾股東大會討論的任何事項進行投票,包括但不限於出售、轉讓、抵押、質押或處置北京聯眾的任何或所有資產;
- 出售、轉讓、質押或處置北京聯眾的任何或所有股份;
- 於必要時提名、委任或罷免北京聯眾的董事、監事及高級管理層;
- 監督北京聯眾的經濟表現;
- 於任何時候對北京聯眾的財務資料擁有完全使用權;
- 倘北京聯眾董事或高級管理層成員的行為損害北京聯眾或其股東權益,對有關董事或成員提出任何股東訴訟或採取其他法律行動;

Directors' Report (Continued)

董事會報告(續)

- to approve annual budgets or declare dividends;
 - to manage and dispose of the assets of Beijing Lianzhong;
 - have the full rights to control and manage Beijing Lianzhong's finance, accounting and daily operation (including but not limited to signing and execution of contracts and payment of government taxes and duties);
 - to approve the filing of any documents with the relevant governmental authorities or regulatory bodies; and any other rights conferred by the articles of association of Beijing Lianzhong and/or the relevant laws and regulations on the shareholders.
- 批准年度預算或宣派股息；
 - 管理及處置北京聯眾的資產；
 - 全權控制及管理北京聯眾財務、會計及日常運營(包括但不限於簽署及執行合約以及繳納政府稅項及關稅)；
 - 批准任何文件於相關政府部門或監管機構備案；及北京聯眾組織章程細則及/或與股東有關的相關法律及法規賦予的任何其他權利。

In addition, if any share transfer is contemplated under the Exclusive Option Agreement 1 and the Share Pledge Agreement 1 that Beijing Lianzhong's shareholders enter into for the benefits of the WFOE 1 or its affiliate, the WFOE 1 shall have the right to sign the share transfer agreement and other relevant agreements and to perform the Exclusive Option Agreement 1 and the Share Pledge Agreement 1.

The Proxy Agreement 1 and Power of Attorney 1 shall remain effective as long as Beijing Lianzhong exists. Beijing Lianzhong's shareholders shall not have the right to terminate the Proxy Agreement 1 and Power of Attorney 1 or to revoke the appointment of the attorney-in-fact without the prior written consent of the WFOE 1.

Save as disclosed above, there were no new contractual arrangements entered into, renewed or reproduced among Beijing Lianzhong and its shareholders, and the WFOE 1 during the year ended 31 December 2022. There was no material change in the Contractual Arrangements 1 and/or the circumstances under which they were adopted for the year ended 31 December 2022.

For the year ended 31 December 2022, none of the Contractual Arrangements 1 has been unwound as none of the restrictions that led to the adoption of structured contracts under the Contractual Arrangements 1 has been removed.

此外，倘擬根據北京聯眾股東為外商獨資企業1或其聯屬人士的利益訂立的獨家購股權協議1及股份質押協議1進行任何股份轉讓，則外商獨資企業1將有權簽署股份轉讓協議及其他相關協議，並履行獨家購股權協議1及股份質押協議1。

只要北京聯眾繼續存在，委託協議1及授權委託書1將維持有效。未經外商獨資企業1事先書面同意，北京聯眾的股東無權終止委託協議1及授權委託書1或撤銷實際代理人的委任。

除上文所披露者外，於截至二零二二年十二月三十一日止年度，北京聯眾及其股東與外商獨資企業1並無訂立、更新或重新訂立新合約安排。截至二零二二年十二月三十一日止年度，合約安排1及/或其採納的情況並無重大改變。

截至二零二二年十二月三十一日止年度，由於引致採納合約安排1項下的結構化合約限制並無移除，因此並無合約安排1已解除。

Directors' Report (Continued)

董事會報告(續)

Revenue and Assets subject to the Contractual Arrangements 1

The revenue, loss for the year and total assets subject to the Contractual Arrangements 1 are set out as follows:

		Year ended 31 December 2022 截至 二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	Year ended 31 December 2021 截至 二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Revenue	收入	23,723	10,402
Loss for the year	年內虧損	(9,253)	(33,645)

		As at 31 December 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元	As at 31 December 2021 於 二零二一年 十二月三十一日 RMB'000 人民幣千元
Total assets	總資產	416,810	442,407

For the year ended 31 December 2022, the revenue and loss for the year subject to the Contractual Arrangements 1 amounted to approximately 10.9% [2021: 7.2%] and 12.0% [2021: -17.3%] of the revenue and profit/loss for the year of the Group respectively.

As at 31 December 2022, the total assets subject to the Contractual Arrangements 1 amounted to approximately 53.9% [2021: 54.6%] of the total assets of the Group.

合約安排1項下的收入及資產

合約安排1項下的年內收入、虧損及總資產載列如下：

	Year ended 31 December 2022 截至 二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	Year ended 31 December 2021 截至 二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
--	--	---

Revenue	收入	23,723	10,402
Loss for the year	年內虧損	(9,253)	(33,645)

	As at 31 December 2022 於 二零二二年 十二月三十一日 RMB'000 人民幣千元	As at 31 December 2021 於 二零二一年 十二月三十一日 RMB'000 人民幣千元
--	---	--

Total assets	總資產	416,810	442,407
--------------	-----	----------------	---------

截至二零二二年十二月三十一日止年度，合約安排1項下的年內收入及虧損分別佔本集團年內收入及溢利／虧損約10.9%（二零二一年：7.2%）及12.0%（二零二一年：-17.3%）。

於二零二二年十二月三十一日，合約安排1項下的總資產佔本集團總資產約53.9%（二零二一年：54.6%）。

Directors' Report (Continued)

董事會報告(續)

In the opinion of our PRC legal advisor King & Wood Mallesons (“**PRC Legal Advisor**”) dated 26 January 2016, the Contractual Arrangements 1 are valid, binding and are in compliance with and enforceable under the applicable PRC laws and regulations, except that the Contractual Arrangements 1 provide that the arbitral tribunal or the arbitrators may award remedies over the shares or land assets of Beijing Lianzhong, relief or winding up of Beijing Lianzhong, and that courts of competent jurisdictions are empowered to grant interim injunctive relief or other interim relief in support of the arbitration when formation of the arbitral tribunal is pending or under appropriate circumstances, while under PRC laws, an arbitral tribunal or the arbitrators has no power to grant injunctive relief or provisional or final liquidation order to preserve the assets or any shares of Beijing Lianzhong in case of dispute.

VIE Structure 2

On 9 February 2017, the Board announced that the Group was conducting a series of reorganisation steps that involve, among other things, (i) the Group establishing a new VIE structure by entering into new VIE agreements (collectively, the Master Exclusive Service Agreement 2, the Business Cooperation Agreement 2, the Proxy Agreement 2 and Power of Attorney 2, and the Exclusive Option Agreement 2 and the Share Pledge Agreement 2) among Tianjin Lianzhong Lequ Technology Development Co., Ltd. (the “**WFOE 2**”) and Beijing Lianzhong Tiandi Technology Development Co., Ltd (“**Lianzhong Tiandi**”) (formerly known as Beijing Guangyao Hudong Technology Development Co., Ltd), a limited liability company established in the PRC which was owned as to 100% by Mr. Liang Jie, and (ii) Beijing Lianzhong entering into asset transfer agreements with Lianzhong Tiandi, pursuant to which Beijing Lianzhong would transfer certain assets relating to the eSports, sports e-commerce business and other non-card-and-board games new internet businesses of the Group (“**eSports Business**”) to Lianzhong Tiandi. Lianzhong Tiandi will principally be engaged in the eSports Business. Please refer to the announcement of the Company dated 9 February 2017 for further details.

根據中國法律顧問金杜律師事務所(「**中國法律顧問**」)日期為二零一六年一月二十六日的意見，合約安排1屬有效、具約束力及遵守適用中國法律及法規且可強制執行，惟合約安排1規定仲裁庭或仲裁員可對北京聯眾的股份或土地資產授予補救措施、可解散或清盤北京聯眾，且有關司法權區的主管法院有權在成立仲裁庭之前或在適當時候授出臨時禁制令補救措施或其他臨時補救措施以支持仲裁。根據中國法律，在產生糾紛的情況下，仲裁庭或仲裁員無權授出禁制令補救措施或臨時或最終清盤令以保留北京聯眾的資產或任何股份。

可變權益實體架構2

於二零一七年二月九日，董事會宣佈，本集團正進行一系列重組措施，包括(其中包括)(i)本集團通過天津聯眾樂趣科技發展有限公司(「**外商獨資企業2**」)、北京聯眾天地科技發展有限公司(「**聯眾天地**」)(前稱北京光曜互動科技發展有限公司)一家由梁傑先生擁有全部權益的於中國成立的有限公司)訂立的新可變權益實體協議(獨家服務總協議2、業務合作協議2、委託協議2及授權委託書2、獨家購股權協議2及股份質押協議2的統稱)，以建立新可變權益實體架構，及(ii)北京聯眾與聯眾天地訂立資產轉讓協議，據此，北京聯眾將有關本集團電子競技、體育電商業務以及其他非棋牌遊戲等新網絡業務(「**電子競技業務**」)的若干資產轉讓予聯眾天地。聯眾天地將主要從事電子競技業務。有關進一步詳情，請參閱本公司日期為二零一七年二月九日的公告。

Directors' Report (Continued)

董事會報告(續)

On 31 May 2018, Mr. Liang Jie and Mr. Ping Yan entered into a share transfer agreement, pursuant to which Mr. Liang Jie transferred 1% of the shares of Lianzhong Tiandi to Mr. Ping Yan (the "**Share Transfer**"). Upon closing of the Share Transfer, Mr. Liang Jie and Mr. Ping Yan are the nominee shareholders of Lianzhong Tiandi holding its equity interest as to 99% and 1%, respectively. The Group has thus established the New VIE Structure due to the addition of Mr. Ping Yan to Lianzhong Tiandi by entering into the New VIE Agreements with Mr. Liang Jie, Mr. Ping Yan and/or Lianzhong Tiandi. Please refer to the announcement of the Company dated 31 May 2018 for further details.

On 10 March 2022, Mr. Liang Jie and Mr. Ping Yan entered into a share transfer agreement, pursuant to which Mr. Liang Jie and Mr. Ping Yan agreed to transfer 99% and 1% of the equity interests of Lianzhong Tiandi to Mr. Yang Huichao and Ms. Tuo Ying (collectively the "**Nominee Shareholders**"), respectively. A new set of VIE agreements (the "**Contractual Arrangements 2**") including the business cooperation agreement, the proxy agreement and power of attorney, the exclusive option agreement and the share pledge agreement was entered into in light of the change of registered shareholders of Lianzhong Tiandi. Please refer to the announcement of the Company dated 10 March 2022 for further details.

After the signing of the Contractual Arrangements 2, the financial results of Lianzhong Tiandi is accounted for and consolidated in the accounts of the Group. Lianzhong Tiandi is therefore accounted for as if it is a wholly-owned subsidiary of the Company (the "**VIE Structure 2**"). Mr. Yang Huichao, being the substantial shareholder of Lianzhong Tiandi, will become a connected person of the Company. Accordingly, the transactions contemplated under the Contractual Arrangements 2 constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

於二零一八年五月三十一日，梁傑先生與平岩先生已訂立股份轉讓協議，據此梁傑先生已轉讓聯眾天地的1%股份予平岩先生（「**股份轉讓**」）。於股份轉讓完成後，梁傑先生及平岩先生為分別持有聯眾天地99%及1%股權的代名人股東。因此，本集團透過與梁傑先生、平岩先生及／或聯眾天地訂立新可變權益實體協議，就平岩先生加入聯眾天地成立新可變權益實體架構。有關進一步詳情，請參閱本公司日期為二零一八年五月三十一日的公告。

於二零二二年三月十日，梁傑先生與平岩先生訂立股份轉讓協議，據此梁傑先生及平岩先生分別同意轉讓聯眾天地的99%及1%股權予楊慧超先生及脫穎女士（統稱為「**代名人股東**」）。因此，本集團就聯眾天地登記股東變更而訂立一套新的可變權益實體協議（「**合約安排2**」），包括業務合作協議、委託協議及授權委託書、獨家購股權協議及股份質押協議。有關進一步詳情，請參閱本公司日期為二零二二年三月十日的公告。

簽署合約安排2後，聯眾天地的財務業績入賬並合併至本集團賬目。因此，聯眾天地按猶如本公司全資附屬公司（「**可變權益實體架構2**」）的方式入賬。楊慧超先生（為聯眾天地的主要股東）將成為本公司的關連人士。因此，根據合約安排2擬進行的交易構成上市規則第14A章項下本公司的持續關連交易。

Directors' Report (Continued)

董事會報告(續)

Reasons for entering into the Contractual Arrangements 2

As disclosed in the Prospectus, due to applicable laws and regulatory restrictions on foreign ownership in the telecommunications industry (including online games and other internet related businesses) in the PRC and restrictions on foreign investors conducting value-added telecommunications services, the Group operates its businesses in the PRC through Beijing Lianzhong, and the Group has in place a series of contractual arrangements with Beijing Lianzhong that are designed to allow the Company to exercise control over the operations of Beijing Lianzhong and enjoy the economic benefits generated by Beijing Lianzhong. Detailed reasons as to why our businesses are required to be carried out by way of contractual arrangements from a perspective of compliance with PRC laws are set out in the section headed "Contractual Arrangements" on page 130 to 132 of the Prospectus.

The reason for changing the registered shareholders of Lianzhong Tiandi is that Mr. Liang Jie and Mr. Ping Yan are no longer employees of the Group and to further enhance the Company's internal control and management system. From the perspective of administration purposes, the Company is of the view that nominee shareholders of Lianzhong Tiandi should be employees of the Group who are able to perform related responsibilities of registered shareholders of Lianzhong Tiandi (including signing any documents relating to Lianzhong Tiandi).

The VIE Structure 2 will remain in place for the Group's management of its investments, most of which are in the telecommunications industry, and the investments are restricted on foreign ownership and investors in the PRC.

The Group believes that such added flexibilities and focus will be instrumental to nurturing and growing the various investments while continuing to maintain a healthy growth in the Online Games Business. Further details of the reasons for entering into the Contractual Arrangements 2 are set out in the announcement of the Company dated 10 March 2022.

訂立合約安排2的理由

誠如招股章程所披露，由於適用法律及監管規例限制中國電信行業(包括網絡遊戲及其他互聯網相關業務)的外資擁有權及限制外國投資者進行增值電信服務，本集團在中國通過北京聯眾經營其業務，且本集團與北京聯眾訂立一系列合約安排，旨在允許本公司對北京聯眾的運營實施控制及享有北京聯眾產生的經濟利益。有關業務須從遵守中國法律的角度以合約安排方式實施的詳細理由載於招股章程第130頁至132頁「合約安排」一節。

變更聯眾天地登記股東之理由為梁傑先生及平岩先生不再為本集團之僱員以及為進一步改善本公司的內部監控及管理制度。就行政目的而言，本公司認為，聯眾天地的代名人股東應為本集團之僱員，以致彼等可履行登記股東在聯眾天地的相關責任(包括簽署任何有關聯眾天地的文件)。

可變權益實體架構2將繼續用於本集團的投資管理，其中大部分投資是在電信行業，該等投資於中國外資擁有權及外國投資者方面受限制。

本集團相信，該等額外靈活性及關注將有利於培養及發展多種投資，同時繼續維持網絡遊戲業務的健康發展。有關訂立合約安排2理由的進一步詳情載於本公司日期為二零二二年三月十日的公告。

Directors' Report (Continued)

董事會報告(續)

Risks associated with the Contractual Arrangements 2

We believe the following risks, among others, are associated with the Contractual Arrangements 2:

- If the PRC government finds that the agreements that establish the structure for operating our business in China do not comply with applicable PRC laws and regulations, or if these laws and regulations or their interpretations change in the future, we could be subject to severe penalties and our business may be materially and adversely affected.
- The Group relies on the Contractual Arrangements 2 to control and obtain economic benefits from Lianzhong Tiandi, which may not be as effective in providing operational control as equity ownership.
- The shareholders of Lianzhong Tiandi may have conflicts of interest with us, which may materially and adversely affect our business and financial condition.
- Certain terms of the Contractual Arrangements 2 may not be enforceable under PRC laws.
- We may lose the ability to use and enjoy assets held by Lianzhong Tiandi that are important to the operation of our business if Lianzhong Tiandi declares bankruptcy or becomes subject to a dissolution or liquidation proceeding.
- The Contractual Arrangements 2 be subject to scrutiny of the PRC tax authorities and transfer pricing adjustments and additional tax may be imposed, which may adversely affect our results of operations.
- The Group's exercise of the options to acquire equity interests of Lianzhong Tiandi may be subject to certain limitations and the ownership transfer may subject us to substantial costs.
- The Contractual Arrangements 2 between the WFOE 2 and Lianzhong Tiandi may be subject to scrutiny by the PRC tax authorities and any finding that we or Lianzhong Tiandi owe additional taxes could substantially reduce our consolidated net income and the value of our Shareholders' investment.

Please refer to the announcement of the Company dated 10 March 2022 for further details.

與合約安排2有關的風險

我們認為，下列風險(其中包括)與合約安排2有關：

- 倘中國政府發現合約安排所建立經營我們中國業務的架構並無遵守適用中國法律及法規，或倘該等法律及法規或其詮釋於未來發生變動，則我們將遭受嚴重處罰且我們的業務可能受到重大不利影響。
- 本集團依賴合約安排2控制及從聯眾天地獲得經濟利益，於提供經營控制方面，可能不及股權所有權有效。
- 聯眾天地股東可能與我們發生利益衝突，從而對我們的業務及財務狀況造成重大不利影響。
- 合約安排2的若干條款或不可根據中國法律執行。
- 倘聯眾天地宣告破產或進行解散或清算程序，我們可能失去使用及享有聯眾天地所持有對我們的業務營運屬重要的資產的權利。
- 合約安排2須經中國稅務機關審查，而可能會施加轉讓價格調整及額外稅收，這可能對我們的經營業績造成不利影響。
- 本集團行使購股權收購聯眾天地股權可能受到若干限制，且所有權轉讓可能導致我們產生大量成本。
- 外商獨資企業2與聯眾天地之間的合約安排2可能須經中國稅務機關審查，倘發現我們或聯眾天地虧欠任何額外稅項，將大幅降低我們的綜合收益淨額及股東的投資價值。

有關進一步詳情，請參閱本公司日期為二零二二年三月十日的公告。

Directors' Report (Continued)

董事會報告(續)

Mitigation actions taken by the Company

The same mitigation actions as that for the VIE Structure 1 have been and will be taken for the VIE Structure 2:

- The Company has existing protections measures under the Contractual Arrangements 2. The Company's Risk Management Committee will regularly review the compliance and performance of such conditions under the Contractual Arrangements 2.
- The Company's public affair department and legal department will deal with matters relating to compliance and regulatory enquiries from relevant PRC authorities and report to the Board on a regular basis.
- Legal advisers and other professionals have been and will continue to be retained to assist the Company to deal with related matters arising from the Contractual Arrangements 2, and the auditor of the Group will be engaged to provide annual confirmations regarding the Contractual Arrangements 2.

Contractual Arrangements 2

The Contractual Arrangements 2 under the VIE Structure 2 are on substantially the same terms as those currently in place under the VIE Structure 1, save as to the identity of the operating vehicle, the identity of the wholly foreign owned enterprise, and the identity of the registered owners of the respective operating vehicle.

As at the date of this Directors' Report, the Contractual Arrangements 2 comprised six agreements, namely (a) the Master Exclusive Service Agreement 2, (b) the Business Cooperation Agreement 2, (c) the Exclusive Option Agreement 2, (d) the Share Pledge Agreement 2, (e) the Proxy Agreement 2 and (f) the Power of Attorney 2.

In relation to the Contractual Arrangements 2 under the VIE Structure 2, the Company will fulfill and comply with the same conditions as those imposed on the contractual arrangements under the VIE Structure 1 as disclosed on pages 150 to 152 of the Prospectus, mutatis mutandis.

本公司採取的緩和措施

本公司已經並將對可變權益實體架構2採取與可變權益實體架構1相同的緩和措施：

- 本公司擁有合約安排2項下現有保護措施。本公司風險管理委員會將定期審查合約安排2項下相關條件的遵守及履行情況。
- 本公司的公共事務部及法律部將處理有關合規的情況及相關中國機構監管查詢事項，並定期向董事會報告。
- 法律顧問及其他專業人士已及將繼續協助本公司處理合約安排2產生的有關事項，且本集團已委聘核數師就合約安排2提供年度確認。

合約安排2

可變權益實體架構2項下合約安排2的條款與可變權益實體架構1項下當前實行的條款大致相同，惟運營實體身份、外商獨資企業身份及各自營運實體登記持有人身份除外。

於本董事會報告日期，合約安排2由六項協議組成，即(a)獨家服務總協議2、(b)業務合作協議2、(c)獨家購股權協議2、(d)股份質押協議2、(e)委託協議2及(f)授權委託書2。

在可變權益實體架構2項下合約安排2方面，本公司將履行並遵守與對招股章程第150至152頁所披露可變權益實體架構1項下合約安排施加的條件相同的條件(經作出必要的修訂)。

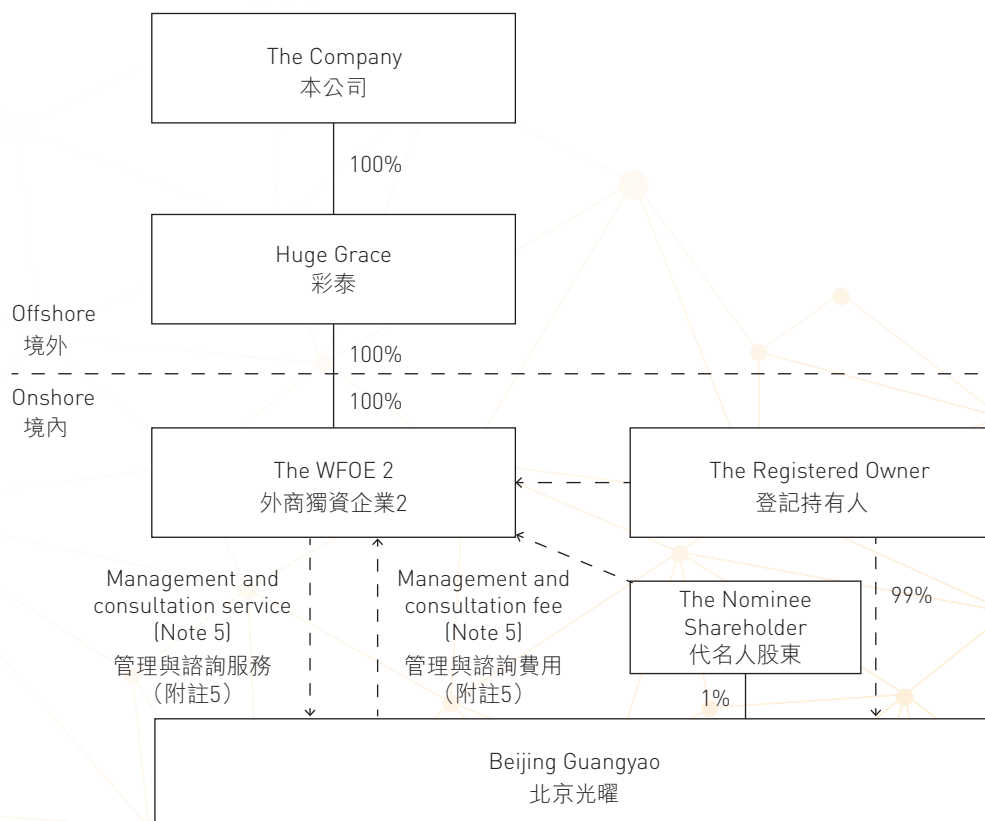
Directors' Report (Continued)

董事會報告(續)

The following diagram illustrates how economic benefits flow from Lianzhong Tiandi to our Group under the Contractual Arrangements 2:

下表闡述根據合約安排2，聯眾天地為本集團帶來的經濟利益：

- | | |
|-----|--|
| (1) | Covenants not to materially affect Beijing Guangyao's assets and business and right to appoint directors and officers (Note 1) |
| (2) | Power of attorney to exercise all shareholders' rights in Beijing Guangyao (Note 2) |
| (3) | Exclusive option to acquire all or part of the equity interest in Beijing Guangyao (Note 3) |
| (4) | First priority security interest over the entire equity interest in Beijing Guangyao (Note 4) |
| (1) | 不會對北京光曜之資產及業務及委任董事及高級職員之權利產生重大影響之契諾(附註1) |
| (2) | 行使北京光曜所有股東權利之授權委託書(附註2) |
| (3) | 收購北京光曜全部或部分股權之獨家購股權(附註3) |
| (4) | 於北京光曜全部股權的第一優先抵押權益(附註4) |



Directors' Report (Continued)

董事會報告(續)

Notes:

1. Please refer to the section headed "Business Cooperation Agreement 2" for details.
2. Please refer to the section headed "Proxy Agreement and Power of Attorney 2" for details.
3. Please refer to the section headed "Exclusive Option Agreement 2" for details.
4. Please refer to the section headed "Share Pledge Agreement 2" for details.
5. Please refer to the section headed "Master Exclusive Service Agreement 2" for details.
6. "-" denotes direct legal and beneficial ownership in the equity interest and "--->" denotes contractual relationship.

Master Exclusive Service Agreement 2

Lianzhong Tiandi entered into a master exclusive service agreement with the WFOE 2 on 9 February 2017 (the "**Master Exclusive Service Agreement 2**"), pursuant to which, in exchange for a quarterly service fee, Lianzhong Tiandi agreed to engage the WFOE 2 as its exclusive provider for the following services:

- providing technology development and transfer, and technical consulting services;
- providing occupation and pre-occupation staff training services;
- providing public relation services;
- providing market investigation, research and consulting services;
- providing mid- or short-term market development and market planning services;
- providing human resource management and internal information management;
- providing network development, upgrade and daily maintenance;

附註：

1. 有關詳情，請參閱「業務合作協議2」一節。
2. 有關詳情，請參閱「委託協議及授權委託書2」一節。
3. 有關詳情，請參閱「獨家購股權協議2」一節。
4. 有關詳情，請參閱「股份質押協議2」一節。
5. 有關詳情，請參閱「獨家服務總協議2」一節。
6. 「-」表示於股權中的直接法定及實益所有權，「--->」表示合約關係。

獨家服務總協議2

聯眾天地於二零一七年二月九日與外商獨資企業2訂立獨家服務總協議（「**獨家服務總協議2**」），據此，為換取季度服務費，聯眾天地同意委聘外商獨資企業2擔任其以下服務的獨家供應商：

- 提供技術開發及轉讓以及技術諮詢服務；
- 提供在職及入職前員工培訓服務；
- 提供公共關係服務；
- 提供市場調查、研究及諮詢服務；
- 提供中期或短期市場開發及市場規劃服務；
- 提供人力資源管理及內部信息管理；
- 提供網絡開發、升級及日常維護；

Directors' Report (Continued)

董事會報告(續)

- providing sale services of self-produced products;
 - licensing of software;
 - providing maintenance services in respect of computer software and hardware system, database and computer servers;
 - providing maintenance and upgrade services in respect of the online games;
 - providing training services in respect of online game and eSports technology and operations;
 - providing research and development services in respect of online game software and maintenance of the system;
 - selling and authorising Lianzhong Tiandi to license software; and
 - other services determined from time to time by the WFOE 2 according to the need of business and capacity of the WFOE 2 and its designated affiliates.
- 提供自主生產產品的銷售服務；
 - 軟件授權；
 - 提供與電腦軟件及硬件系統、數據庫及電腦伺服器有關的維護服務；
 - 提供與網絡遊戲有關的維護及升級服務；
 - 提供與網絡遊戲及電子競技技術及經營有關的培訓服務；
 - 提供與網絡遊戲軟件及系統維護有關的研發服務；
 - 向聯眾天地銷售及授權許可軟件；及
 - 外商獨資企業2根據外商獨資企業2及其指定聯屬人士的業務需求及能力不時釐定的其他服務。

The service fee is equal to 100% of the consolidated net profits of Lianzhong Tiandi. The WFOE 2 may adjust the service fee at its sole discretion with reference to the working capital requirements of the WFOE 2 and in accordance with several factors relating to the services provided, including (i) technical difficulty and complexity of the services; (ii) time spent in providing the services; (iii) contents and commercial value of the services; and (iv) the benchmark price of similar services in the market. Our PRC Legal Advisor is of the opinion that such payment of service fees is not subject to any legal or regulatory requirements in the PRC and does not violate any PRC laws.

Any intellectual properties developed by performance of the Master Exclusive Service Agreement 2, including but not limited to copyrights, trademarks, patents, technical secrets and knowhow, belong to the WFOE 2. If a development is based on the intellectual properties owned by Lianzhong Tiandi, Lianzhong Tiandi shall warrant and guarantee that such intellectual properties are flawless and it shall bear all damages and losses caused to the WFOE 2 by any flaw of such intellectual properties. The WFOE 2 has the right to recover all of its losses from Lianzhong Tiandi for liabilities to any third party.

服務費相等於聯眾天地綜合淨溢利的100%。外商獨資企業2可參照外商獨資企業2的營運資金需求並根據與所提供服務有關的幾項因素全權調整服務費，包括(i)服務的技術難度及複雜性；(ii)提供服務時所用的時間；(iii)服務的內容及商業價值；及(iv)市場中類似服務的基準價格。我們的中國法律顧問認為，服務費付款毋須遵守中國法律法規規定且並未違反任何中國法律。

透過履行獨家服務總協議2所產生的任何知識產權(包括但不限於版權、商標、專利、技術機密及訣竅)均屬於外商獨資企業2。倘開發乃基於聯眾天地所擁有的知識產權，則聯眾天地須保證及擔保有關知識產權乃屬無瑕疵且其須承擔有關知識產權的任何瑕疵為外商獨資企業2帶來的所有損害及損失。外商獨資企業2有權對任何第三方的責任要求聯眾天地彌補其所有損失。

Directors' Report (Continued)

董事會報告(續)

The Master Exclusive Service Agreement 2 can be terminated by the WFOE 2 at any time upon 30 days' written notice to Lianzhong Tiandi. The Master Exclusive Service Agreement 2 shall also terminate upon the transfer of all the shares of Lianzhong Tiandi to the WFOE 2 and/or a third party designated by the WFOE 2 pursuant to the Exclusive Option Agreement 2.

Business Cooperation Agreement 2

Lianzhong Tiandi, the Nominee Shareholders and the WFOE 2 entered into a business cooperation agreement on 10 March 2022 (the "**Business Cooperation Agreement 2**"). Under the Business Cooperation Agreement 2, Lianzhong Tiandi and the Nominee Shareholders, jointly and severally, agreed and covenanted that, without obtaining the written consent of the WFOE 2, Lianzhong Tiandi shall not, and the Nominee Shareholders shall cause Lianzhong Tiandi not to, engage in any transaction which may materially affect Lianzhong Tiandi's asset, obligation, right or operation, including without limitation:

- any activities not within its normal business scope, or operating its business in a way that is inconsistent with its past practice;
- merger, reorganisation, acquisition or restructuring of its principal business or assets, or acquisition or investment in any other form;
- offering any loan to any third party, incurring any debt from any third party, or assuming any debt other than in the ordinary course of business;
- engaging, changing or dismissing any director or any senior management officer;
- selling to or acquiring from any third party, mortgaging, licensing or disposing of in other ways tangible or intangible assets, other than in the ordinary course of business;
- incurring, inheriting, assuming or guaranteeing any debt that are not incurred during the ordinary course of business, using its assets to provide security or other forms of guarantees to any third party, or setting up any other encumbrances over its assets;

獨家服務總協議2可由外商獨資企業2於向聯眾天地發出三十天書面通知後的任何時間予以終止。獨家服務總協議2亦須於根據獨家購股權協議2向外商獨資企業2及/或外商獨資企業2指定的第三方轉讓聯眾天地所有股份之後終止。

業務合作協議2

聯眾天地、代名人股東及外商獨資企業2於二零二二年三月十日訂立業務合作協議(「**業務合作協議2**」)。根據業務合作協議2，聯眾天地及代名人股東共同及個別同意並契諾，未獲得外商獨資企業2書面同意，聯眾天地不可且代名人股東須促使聯眾天地不參與可能對聯眾天地資產、義務、權利或經營造成重大影響的任何交易，包括但不限於：

- 不在其正常業務範圍內的任何活動，或以與其過往做法不一致的方式經營其業務；
- 其主營業務或資產的合併、整合、收購或重組，或任何其他形式的收購或投資；
- 於正常業務過程以外，向任何第三方提供任何貸款，引致來自任何第三方的任何債務或承擔任何債務；
- 委聘、變更或解僱任何董事或任何高級管理人員；
- 除於正常業務過程以外，向任何第三方出售或收購、抵押、許可或以其他方式處置有形或無形資產；
- 引致、繼承、承擔或擔保任何債務(於正常業務過程中所引致的債務則除外)，使用其資產向任何第三方提供抵押品或其他形式的擔保或對其資產設置任何其他產權負擔；

Directors' Report (Continued)

董事會報告(續)

- making any supplement, amendment or alternation to its articles of association and by-laws, increasing or decreasing of its registered capital or changing the structure of its registered capital in other manners;
- making a distribution of a dividend, or share interest or sponsorship interest in any way, provided that upon the written request of the WFOE 2, Lianzhong Tiandi shall immediately distribute part or all of its distributable profits to its shareholder(s) who shall in turn immediately and unconditionally pay or transfer to the WFOE 2 any such distribution;
- executing any material contract, except contracts executed in the ordinary course of business (for purpose of this subsection, the WFOE 2 may define a material contract at its sole discretion);
- selling, transferring, mortgaging or disposing of in any manner any legal or beneficial interest in its business or revenues, or allowing the encumbrance thereon of any security interest;
- dissolution or liquidation and distribution of residual assets; or
- causing any of its branches or subsidiaries to engage in any of the foregoing or enter into any contract, agreement or other legal documents which may lead to or result in any of the foregoing.
- 對其組織章程細則及附則作出任何補充、修訂或變更，增加或減少其註冊資本或以其他方式改變其註冊資本的架構；
- 以任何方式作出股息或股份權益或發起權益的分派，惟前提條件為於外商獨資企業2發出書面請求後，聯眾天地須立即向其股東分派其部分或全部可分派溢利，股東轉而應立即及無條件地向外商獨資企業2支付或轉讓任何有關分派；
- 除於正常業務過程中簽立的合約外，簽立任何重大合約(就此分節而言，為外商獨資企業2可全權界定的重大合約)；
- 以任何方式出售、轉讓、抵押或處置其業務或收入的任何法定或實益權益，或認可任何抵押權益有關的產權負擔；
- 解散或清算及分派剩餘資產；或
- 促使其任何分公司或附屬公司從事任何前述交易或訂立任何合約、協議或可能致使或導致任何前述交易的其他法律文件。

In addition, Lianzhong Tiandi agreed and covenanted to the WFOE 2 that Lianzhong Tiandi shall, and the shareholders of Lianzhong Tiandi shall cause Lianzhong Tiandi to:

- accept suggestions raised by the WFOE 2 over the engagement and replacement of employees, daily operations, dividend distribution and financial management systems of Lianzhong Tiandi, and Lianzhong Tiandi shall strictly abide by and perform accordingly;
- maintain Lianzhong Tiandi's corporate existence in accordance with good financial and business standards and practices by prudently and effectively operating its business and handling its affairs;
- 此外，聯眾天地同意並向外商獨資企業2契諾，聯眾天地應且聯眾天地股東應促使聯眾天地：
- 接受外商獨資企業2對以下事項提出的建議：聯眾天地僱員的委聘及更換、日常經營、股息分派及財務管理系統，且聯眾天地須相應地嚴格遵守並履行；
- 透過審慎及有效地經營其業務及處理其事務，根據良好的財務及業務標準及慣常做法維持聯眾天地的企業存續；

Directors' Report (Continued)

董事會報告(續)

- conduct Lianzhong Tiandi's businesses in the ordinary course of business to maintain the asset value of Lianzhong Tiandi and refrain from any act or omission that may adversely affect Lianzhong Tiandi's operating status and asset value;
 - provide the WFOE 2 with information on Lianzhong Tiandi's business operations and financial condition at the request of the WFOE 2;
 - if requested by the WFOE 2, procure and maintain insurance in respect of Lianzhong Tiandi's assets and business from an insurance carrier acceptable to the WFOE 2, at an amount and type of coverage typical for companies that operate similar businesses;
 - immediately notify the WFOE 2 of the occurrence or possible occurrence of any litigation, arbitration or administrative proceedings relating to Lianzhong Tiandi's assets, business or revenue; and
 - execute all necessary or appropriate documents, take all necessary or appropriate actions and file all necessary or appropriate complaints or raise necessary and appropriate defences against all claims so as to maintain the ownership by Lianzhong Tiandi of all of its assets.
- 於正常業務過程中開展聯眾天地的業務以保持聯眾天地的資產價值，並避免可能對聯眾天地的經營狀況及資產價值造成不利影響的任何作為或疏忽；
 - 於外商獨資企業2提出要求時向外商獨資企業2提供與聯眾天地業務經營及財務狀況有關的資料；
 - 倘外商獨資企業2提出要求，則按經營類似業務的公司典型的保險金額及類型，就聯眾天地的資產及業務購買及維持外商獨資企業2可接受的承保人的保險；
 - 立即通知外商獨資企業2發生或可能發生與聯眾天地的資產、業務或收入有關的任何訴訟、仲裁或行政程序；及
 - 簽立所有必要或適當的文件、採取所有必要或適當的行動以及提出所有必要或適當的投訴或對所有申索提出必要及適當的抗辯，以便保持聯眾天地對其所有資產的所有權。

According to the Business Cooperation Agreement 2, the Nominee Shareholders shall only appoint persons designated by the WFOE 2 as directors, the general manager, the chief financial officer and other senior management members of Lianzhong Tiandi, and the Nominee Shareholders shall dismiss any such directors or senior management members upon the request of the WFOE 2. Lianzhong Tiandi and the Nominee Shareholders also jointly and severally covenanted that Lianzhong Tiandi shall seek appropriate approval from the WFOE 2 prior to entering in to any material contract.

根據業務合作協議2，代名人股東僅可委任外商獨資企業2指定的人士擔任聯眾天地的董事、總經理、首席財務官及其他高級管理層成員，且代名人股東須於外商獨資企業2提出要求後解僱任何有關董事或高級管理層成員。聯眾天地及代名人股東亦共同及個別契諾，聯眾天地須於訂立任何重大合約之前尋求外商獨資企業2的適當批准。

Directors' Report (Continued)

董事會報告(續)

Furthermore, the Nominee Shareholders agreed that, unless required by the WFOE 2, they shall not put forward, or vote in favour of, any shareholder's resolution to, or otherwise request Lianzhong Tiandi to, distribute profits, funds, assets or property to the Nominee Shareholders, or to issue any dividends or other distributions with respect to the shares of Lianzhong Tiandi held by the Nominee Shareholders.

The Business Cooperation Agreement 2 shall remain effective as long as Lianzhong Tiandi exists, unless the WFOE 2 terminates it upon 30 days' advance written notice or upon the transfer of all the shares in Lianzhong Tiandi held by the Nominee Shareholders to the WFOE 2 and/or a third party designated by the WFOE 2.

Exclusive Option Agreement 2

Lianzhong Tiandi and the Nominee Shareholders entered into an exclusive option agreement with the WFOE 2 on 10 March 2022 (the "Exclusive Option Agreement 2"), pursuant to which the WFOE 2 has a right to require the Nominee Shareholders to transfer any or all the shares of Lianzhong Tiandi they hold to the WFOE 2 and/or a third party designated by it, in whole or in part at any time and from time to time, at the lowest price allowable under PRC laws and administration regulations at the time of transfer.

Lianzhong Tiandi, the Nominee Shareholders, among other things, have covenanted that:

- without the prior written consent of the WFOE 2, they shall not in any manner supplement, change or amend the articles of association and bylaws of Lianzhong Tiandi, increase or decrease its registered capital, or change the structure of its registered capital in other manners;
- they shall maintain Lianzhong Tiandi's corporate existence in accordance with good financial and business standards and practices by prudently and effectively operating its business and handling its affairs;
- without the prior written consent of the WFOE 2, they shall not sell, transfer, mortgage or dispose of in any manner any assets of Lianzhong Tiandi (except in the ordinary course of business), or legal or beneficial interest in the business or revenues of Lianzhong Tiandi, or allow the encumbrance thereon of any security interest;

此外，代名人股東同意，除非外商獨資企業2要求，彼等不可提出或投票贊成任何股東決議案或以其他方式要求聯眾天地向代名人股東分派溢利、資金、資產或財產或就代名人股東持有的聯眾天地股份發放任何股息或其他分派。

除非外商獨資企業2於發出三十天事先書面通知後或向外商獨資企業2及/或外商獨資企業2指定的第三方轉讓代名人股東持有的聯眾天地所有股份後終止業務合作協議2，否則只要聯眾天地繼續存在，業務合作協議2應持續有效。

獨家購股權協議2

聯眾天地及代名人股東與外商獨資企業2於二零二二年三月十日訂立獨家購股權協議(「獨家購股權協議2」)，據此，外商獨資企業2有權要求代名人股東於任何時候及不時按中國法律及行政法規於轉讓時許可的最低價格向外商獨資企業2及/或其指定的第三方全部或部分轉讓其持有的任何或所有聯眾天地股份。

聯眾天地、代名人股東(其中包括)已契諾：

- 未經外商獨資企業2事先書面同意，彼等不可以任何方式補充、變更或修訂聯眾天地的組織章程細則及附則、增加或減少其註冊資本或以其他方式改變其註冊資本的架構；
- 彼等須審慎及有效地經營其業務及處理其事務，根據良好的財務及業務標準及做法維持聯眾天地的企業存續；
- 未經外商獨資企業2事先書面同意，彼等不可以任何方式出售、轉讓、抵押或處置聯眾天地的任何資產(於正常業務過程中則除外)或聯眾天地的業務或收入的法定或實益權益或認可任何抵押權益有關的產權負擔；

Directors' Report (Continued)

董事會報告(續)

- without the prior written consent of the WFOE 2, they shall not incur, inherit, guarantee or assume any debt, except for debts incurred in the ordinary course of business;
- they shall always operate all of Lianzhong Tiandi's businesses during the ordinary course of business to maintain the asset value of Lianzhong Tiandi and refrain from any action/omission that may adversely affect Lianzhong Tiandi's operating status and asset value;
- without the prior written consent of the WFOE 2, they shall not cause Lianzhong Tiandi to execute any material contract (as defined by the WFOE 2 at its sole discretion), except the contracts executed in the ordinary course of business;
- without the prior written consent of the WFOE 2, they shall not cause Lianzhong Tiandi to provide any person with any loan or credit other than in the course of ordinary business;
- they shall provide the WFOE 2 with information on Lianzhong Tiandi's business operations and financial condition at the request of the WFOE 2;
- if requested by the WFOE 2, they shall procure and maintain insurance in respect of Lianzhong Tiandi's assets and business from an insurance carrier acceptable to the WFOE 2, at an amount and type of coverage typical for companies that operate similar businesses;
- without the prior written consent of the WFOE 2, they shall not cause or permit Lianzhong Tiandi to merge, consolidate with, acquire or invest in any person;
- they shall immediately notify the WFOE 2 of the occurrence or possible occurrence of any litigation, arbitration or administrative proceedings relating to Lianzhong Tiandi's assets, business or revenue;
- to maintain the ownership by Lianzhong Tiandi of all of its assets, they shall execute all necessary or appropriate documents, take all necessary or appropriate actions and file all necessary or appropriate complaints or raise necessary and appropriate defences against all claims;
- 未經外商獨資企業2事先書面同意，彼等不可引致、繼承、擔保或承擔任何債務(於正常業務過程中所引致的債務則除外)；
- 彼等應始終於正常業務過程中經營聯眾天地的所有業務以保持聯眾天地的資產價值，並避免可能對聯眾天地的經營狀況及資產價值造成不利影響的任何作為／疏忽；
- 除於正常業務過程中簽立的合約以外，未經外商獨資企業2事先書面同意，彼等不可促使聯眾天地簽立任何重大合約(由外商獨資企業2全權界定)；
- 除於正常業務過程中以外，未經外商獨資企業2事先書面同意，彼等不可促使聯眾天地向任何人士提供任何貸款或信貸；
- 於外商獨資企業2提出要求時，彼等須向外商獨資企業2提供與聯眾天地的業務經營及財務狀況有關的資料；
- 倘外商獨資企業2提出要求，則彼等須按經營類似業務的公司典型的保險金額及類型，就聯眾天地的資產及業務購買及維持外商獨資企業2可接受的承保人的保險；
- 未經外商獨資企業2事先書面同意，彼等不可促使或允許聯眾天地合併、與之整合、收購或投資於任何人士；
- 彼等須立即通知外商獨資企業2發生或可能發生與聯眾天地的資產、業務或收入有關的任何訴訟、仲裁或行政程序；
- 為保持聯眾天地對其所有資產的所有權，彼等須簽立所有必要或適當的文件、採取所有必要或適當的行動以及提出所有必要或適當的投訴或對所有申索提出必要及適當的抗辯；

Directors' Report (Continued)

董事會報告(續)

- they shall ensure that Lianzhong Tiandi shall not, without the prior written consent of the WFOE 2, in any manner distribute dividends to its shareholder(s), provided that upon the written request of the WFOE 2, Lianzhong Tiandi shall immediately distribute part or all of its distributable profits to its shareholder(s) who shall in turn immediately and unconditionally pay or transfer to the WFOE 2 any such distribution;
 - at the request of the WFOE 2, they shall appoint any persons designated by the WFOE 2 as the directors and/or executive directors of Lianzhong Tiandi;
 - they shall cause the meeting of shareholders and the board of directors of Lianzhong Tiandi to pass shareholders' resolutions and board resolutions in accordance with the instruction of the WFOE 2; and
 - unless otherwise mandatorily required by PRC laws, Lianzhong Tiandi shall not be dissolved or liquidated without prior written consent by the WFOE 2.
- 彼等須確保，未經外商獨資企業2事先書面同意，聯眾天地不可以任何方式向其股東分派股息，惟前提條件為於外商獨資企業2發出書面要求後，聯眾天地須立即向其股東分派其部分或全部可分派溢利，股東轉而應立即及無條件地向外商獨資企業2支付或轉讓任何有關分派；
 - 於外商獨資企業2提出要求時，彼等須委任外商獨資企業2指定的任何人士擔任聯眾天地的董事及／或執行董事；
 - 彼等須促使聯眾天地的股東大會及董事會根據外商獨資企業2的指示通過股東決議案及董事會決議案；及
 - 除非中國法律另行強制性要求，否則未經外商獨資企業2事先書面同意，不可解散或清算聯眾天地。

The Exclusive Option Agreement 2 shall remain effective as long as Lianzhong Tiandi exists, and cannot be terminated by either Lianzhong Tiandi or the Nominee Shareholders. The Exclusive Option Agreement 2 can be terminated (i) by the WFOE 2 at any time upon 30 days' advance written notice to Lianzhong Tiandi or the Registered Owner; or (ii) upon the transfer of all the shares held by the shareholders to the WFOE 2 and/or a third party designated by the WFOE 2.

Share Pledge Agreement 2

The Nominee Shareholders entered into a share pledge agreement with the WFOE 2 on 31 May 2018 (the "**Share Pledge Agreement 2**"). Under the Share Pledge Agreement 2, the Nominee Shareholders unconditionally and irrevocably agreed to pledge all of the shares of Lianzhong Tiandi that they own, including any interest or dividend paid for such shares, to WFOE 2 as a security for the performance of the obligations by Lianzhong Tiandi, the Nominee Shareholders under the Master Exclusive Service Agreement 2, the Business Cooperation Agreement 2, the Exclusive Option Agreement 2 and other agreements to be executed among Lianzhong Tiandi, the Nominee Shareholders and the WFOE 2 from time to time (collectively the "**Principal Agreements 2**").

只要聯眾天地繼續存在，獨家購股權協議2應持續有效，且不可由聯眾天地或代名人股東終止。獨家購股權協議2可以按下方式予以終止：(i)於向聯眾天地或登記持有人發出三十天事先書面通知後的任何時候由外商獨資企業2終止；或(ii)於向外商獨資企業2及／或外商獨資企業2指定的第三方轉讓股東持有的所有股份後予以終止。

股份質押協議2

代名人股東與外商獨資企業2於二零一八年五月三十一日訂立股份質押協議(「**股份質押協議2**」)。根據股份質押協議2，代名人股東無條件及不可撤銷地同意向外商獨資企業2抵押其擁有的聯眾天地的所有股份(包括就有關股份支付的任何利息或股息)，作為聯眾天地、代名人股東履行其於獨家服務總協議2、業務合作協議2、獨家購股權協議2及聯眾天地、代名人股東與外商獨資企業2之間不時簽立的其他協議(統稱「**主要協議2**」)項下義務的質押品。

Directors' Report (Continued)

董事會報告(續)

The pledge shall remain valid until all parties have agreed to terminate the Share Pledge Agreement 2, the Principal Agreements 2 have been fulfilled to the satisfaction of the WFOE 2 or all of the Principal Agreements 2 have expired or been terminated.

Proxy Agreement 2 and Power of Attorney 2

Lianzhong Tiandi, the Nominee Shareholders entered into a proxy agreement and power of attorney with the WFOE 2 on 10 March 2022 (the "**Proxy Agreement 2 and Power of Attorney 2**"). Under the Proxy Agreement 2 and Power of Attorney 2, the Nominee Shareholders irrevocably agreed to appoint the WFOE 2 (as well as its successors, including a liquidator, if any, replacing the WFOE 2) as their attorney-in-fact to exercise on their behalf, and agreed and undertook not to exercise without such attorney-in-fact's prior written consent, any and all right that they have in respect of its shares in Lianzhong Tiandi, including without limitation:

- to call and attend shareholders' meetings of Lianzhong Tiandi, and receive notices and materials with respect to the shareholders' meeting;
- to execute and deliver any and all written resolutions and meeting minutes in the name and on behalf of such shareholder;
- to vote by itself or by proxy on any matters discussed on shareholders' meetings of Lianzhong Tiandi, including without limitation, the sale, transfer, mortgage, pledge or disposal of any or all of the assets of Lianzhong Tiandi;
- to sell, transfer, pledge or dispose of any or all of the shares in Lianzhong Tiandi;
- to nominate, appoint or remove the directors, supervisors and senior management of Lianzhong Tiandi when necessary;
- to oversee the economic performance of Lianzhong Tiandi;
- to have full access to the financial information of Lianzhong Tiandi at any time;

抵押應持續有效，直至各方已同意終止股份質押協議2、主要協議2的履行令外商獨資企業2滿意或所有主要協議2已屆滿或已終止。

委託協議2及授權委託書2

聯眾天地、代名人股東與外商獨資企業2於二零二二年三月十日訂立委託協議及授權委託書(「**委託協議2及授權委託書2**」)。根據委託協議2及授權委託書2，代名人股東不可撤銷地同意委任外商獨資企業2(以及取代外商獨資企業2的繼承者，包括清算人(如有))擔任其實際代理人以代表其行使並同意及承諾不會在未經有關實際代理人事先書面同意的情況下行使其與聯眾天地的股份有關的任何及所有權利，包括但不限於：

- 召開及出席聯眾天地的股東大會、收取與股東大會有關的通知及材料；
- 以有關股東的名義並代表有關股東簽立及交付任何及所有書面決議案及會議紀要；
- 由其自身或由代理人對聯眾天地股東大會討論的任何事項進行投票，包括但不限於出售、轉讓、抵押、質押或處置聯眾天地的任何或所有資產；
- 出售、轉讓、抵押或處置聯眾天地的任何或所有股份；
- 於必要時提名、委任或罷免聯眾天地的董事、監事及高級管理層；
- 監督聯眾天地的經濟效益；
- 於任何時候對聯眾天地的財務資料擁有完全使用權；

Directors' Report (Continued)

董事會報告(續)

- to file any shareholder lawsuits or take other legal actions against Lianzhong Tiandi's directors or senior management members when such directors or members are acting to the detriment of the interest of Lianzhong Tiandi or its shareholder(s);
 - to approve annual budgets or declare dividends;
 - to manage and dispose of the assets of Lianzhong Tiandi;
 - to have the full rights to control and manage Lianzhong Tiandi's finance, accounting and daily operation (including but not limited to signing and execution of contracts and payment of government taxes and duties);
 - to approve the filing of any documents with the relevant governmental authorities or regulatory bodies; and
 - any other rights conferred by the articles of association of Lianzhong Tiandi and/or the relevant laws and regulations on the shareholders.
- 當聯眾天地的董事或高級管理層成員的行為損害聯眾天地或其股東權益時，對有關董事或成員提出任何股東訴訟或採取其他法律行動；
 - 批准年度預算或宣派股息；
 - 管理及處置聯眾天地的資產；
 - 擁有完全控制及管理聯眾天地財務、會計及日常運營的權利(包括但不限於簽署及執行合約以及繳納政府稅項及關稅)；
 - 批准任何文件於相關政府主管部門或監管機構備案；及
 - 聯眾天地的組織章程細則及/或與股東有關的相關法律法規賦予的任何其他權利。

In addition, if any share transfer is contemplated under the Exclusive Option Agreement 2 and the Share Pledge Agreement 2 that the Nominee Shareholders enters into for the benefits of the WFOE 2 or its affiliate, the WFOE 2 shall have the right to sign the share transfer agreement and other relevant agreements and to perform the Exclusive Option Agreement 2 and the Share Pledge Agreement 2.

The Proxy Agreement 2 and Power of Attorney 2 will remain effective so long as Lianzhong Tiandi exists. Lianzhong Tiandi's shareholders will not have the right to terminate the Proxy Agreement 2 and Power of Attorney 2 or to revoke the appointment of the attorney-in-fact without the prior written consent of the WFOE 2.

此外，倘擬根據代名人股東為外商獨資企業2或其聯屬人士的利益訂立的獨家購股權協議2及股份質押協議2進行任何股份轉讓，則外商獨資企業2應有權簽署股份轉讓協議及其他相關協議並履行獨家購股權協議2及股份質押協議2。

只要聯眾天地繼續存在，委託協議2及授權委託書2應持續有效。未經外商獨資企業2事先書面同意，聯眾天地的股東將無權終止委託協議2及授權委託書2或撤銷實際代理人的委任。

Directors' Report (Continued)

董事會報告(續)

Revenue and Assets subject to the Contractual Arrangements 2

The revenue, profit/loss for the year and total assets subject to the Contractual Arrangements 2 are set out as follows:

		Year ended 31 December 2022 截至 二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	Year ended 31 December 2021 截至 二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Revenue	收入	164,042	103,154
Profit/(Loss) for the year	年內溢利/(虧損)	14,489	(5,935)

		As at 31 December 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元	As at 31 December 2021 於二零二一年 十二月三十一日 RMB'000 人民幣千元
Total assets	總資產	106,507	93,183

For the year ended 31 December 2022, the revenue and loss for the year subject to the Contractual Arrangements 2 amounted to approximately 75.3% [2021: 71.7%] and -18.8% [2021: -3.1%] of the revenue and profit/loss for the year of the Group respectively.

As at 31 December 2022, the total assets subject to the Contractual Arrangements 2 amounted to approximately 13.8% [2021: 11.5%] of the total assets of the Group.

合約安排2項下的收入及資產

合約安排2項下的年內收入、溢利/虧損及總資產載列如下：

	Year ended 31 December 2022 截至 二零二二年 十二月三十一日 止年度 RMB'000 人民幣千元	Year ended 31 December 2021 截至 二零二一年 十二月三十一日 止年度 RMB'000 人民幣千元
Revenue	164,042	103,154
Profit/(Loss) for the year	14,489	(5,935)

	As at 31 December 2022 於二零二二年 十二月三十一日 RMB'000 人民幣千元	As at 31 December 2021 於二零二一年 十二月三十一日 RMB'000 人民幣千元
Total assets	106,507	93,183

截至二零二二年十二月三十一日止年度，合約安排2項下的年內收入及虧損分別佔本集團年內收入及溢利/虧損約75.3%（二零二一年：71.7%）及-18.8%（二零二一年：-3.1%）。

於二零二二年十二月三十一日，合約安排2項下的總資產佔本集團總資產的約13.8%（二零二一年：11.5%）。

Directors' Report (Continued)

董事會報告(續)

In the opinion of our PRC legal advisor, namely Commerce & Finance Law Offices dated 10 March 2022, the Contractual Arrangements 2 are valid, binding and are in compliance with and enforceable under the applicable PRC laws and regulations, except that the Contractual Arrangements 2 provide that the arbitral tribunal or the arbitrators may award remedies over the shares or land assets of Lianzhong Tiandi, relief or winding up of Lianzhong Tiandi, and that courts of competent jurisdictions are empowered to grant interim injunctive relief or other interim relief in support of the arbitration when formation of the arbitral tribunal is pending or under appropriate circumstances, while under PRC laws, an arbitral tribunal or the arbitrators has no power to grant injunctive relief or provisional or final liquidation order to preserve the assets or any shares of Lianzhong Tiandi in case of dispute.

Confirmation from Independent Non-Executive Directors

The independent non-executive Directors reviewed the Contractual Arrangements 1 and the Contractual Arrangements 2 (collectively the "Continuing Connected Transactions") and the independent auditor's report, and confirmed that the Continuing Connected Transactions have been entered into (i) in the ordinary and usual course of business of the Group, (ii) on normal commercial terms or better, and (iii) according to the relevant agreements governing each of the Continuing Connected Transactions on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

The Directors also confirmed that no dividends or other distributions have been made by Beijing Lianzhong and Lianzhong Tiandi to the holders of its equity interests which are not otherwise subsequently assigned or transferred to the Group.

根據我們中國法律顧問(即北京市通商律師事務所)於二零二二年三月十日發表的意見，合約安排2屬有效、具約束力及遵守適用的中國法律及法規且可強制執行，惟合約安排2規定仲裁庭或仲裁員可對聯眾天地的股份或土地資產授予補救措施、可解散或清盤聯眾天地，且有關司法權區的主管法院有權在成立仲裁庭之前或在適當時候授出臨時禁制令補救措施或其他臨時補救措施以支持仲裁，根據中國法律，在產生糾紛的情況下，仲裁庭或仲裁員無權授出禁制令補救措施或臨時或最終清盤令以保留聯眾天地的資產或任何股份。

獨立非執行董事確認書

獨立非執行董事已審閱合約安排1及合約安排2(統稱為「持續關連交易」)以及獨立核數師報告，並確認持續關連交易乃(i)於本集團日常及一般業務過程中訂立；(ii)按正常或更佳商業條款訂立；及(iii)按規管各項持續關連交易的相關協議訂立，其條款屬公平合理且符合股東整體利益。

董事亦確認，北京聯眾及聯眾天地概無向其股權隨後分配或轉讓予本集團的持有人作出股息或其他分派。

Directors' Report (Continued)

董事會報告(續)

Confirmations from the Company's Independent Auditor

The Company's auditor was engaged to report on the Group's Continuing Connected Transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has confirmed in a letter to the Board that with respect to the Continuing Connected Transactions entered into in the year ended 31 December 2022:

- (a) nothing has come to their attention that causes the auditor to believe that the Continuing Connected Transactions have not been approved by the Board; and
- (b) nothing has come to their attention that causes the auditor to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements under the Continuing Connected Transactions governing such transactions.

A copy of the auditor's letter on the Continuing Connected Transactions of the Group for the year ended 31 December 2022 has been provided by the Company to the Stock Exchange.

本公司獨立核數師確認書

本公司已委聘核數師，遵照香港會計師公會頒佈的香港鑒證業務準則第3000號(經修訂)「非審核或審閱過往財務資料的鑒證工作」，並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，對本集團的持續關連交易進行申報。核數師已於董事會函件中確認，就於截至二零二二年十二月三十一日止年度訂立的持續關連交易而言：

- (a) 彼等概無注意到任何事宜，致使核數師認為持續關連交易並無獲得董事會批准；及
- (b) 彼等概無注意到任何事宜，致使核數師認為該等交易並非在所有重大方面按照規管該等交易的持續關連交易項下相關協議訂立。

本公司已向聯交所提供有關本集團截至二零二二年十二月三十一日止年度持續關連交易的核數師函件副本。

22. PRINCIPAL RISKS AND UNCERTAINTIES

We believe that there are certain risks involved in our operations, some of which are beyond our control. The principal risks and uncertainties the Group is facing are as follows:

Risks Relating to the Business and Industry of the Company

If the Group fails to continuously strengthen its existing games and launch new games, or if its games lose their popularity, the Group may not be able to retain existing players and attract new players, which will adversely affect the business and results of the operation of the Group. The Group relies on third-party channels to distribute a substantial number of our games, and our business and results of operations may be adversely affected if these third-party channels breach their obligations to us, or if we fail to maintain relationships with a sufficient number of channels, or if our commercial arrangements with these third-party channels become less favorable to us, or if these channels lose popularity among internet users.

22. 主要風險及不確定因素

我們認為，我們的營運涉及若干風險，其中部分風險並非我們所能控制。本集團面臨的主要風險及不確定因素如下：

與本公司業務及所在行業相關的風險

倘本集團未能持續加強其現有遊戲及推出新遊戲，或其遊戲失去人氣，則本集團可能會無法保留現有玩家及吸引新玩家，這將對本集團的業務及經營業績造成不利影響。本集團依賴第三方渠道分銷我們的大部分遊戲，因此，如該等第三方渠道違反其應向我們履行的責任，或我們未能與足夠的渠道維持關係，或倘我們與該等第三方渠道的商業安排變得不利於我們，或倘該等渠道在網絡用戶中失去人氣，則我們的業務及經營業績或會受到不利影響。

Directors' Report (Continued)

董事會報告(續)

Since 2018, the Company encountered intensified competition and challenges in its China domestic card and board games business, both from intense competition from new apps that provide online game room functions, as well as adverse payment policy changes in the Company's main mobile carrier payment partners. The negative impact on both PC and mobile China domestic card and board game businesses of the Company, particularly in the beginning of 2018, consequently caused a fairly substantial downturn on revenue and profitability of the Company. During the year ended 31 December 2022, given the regulatory environment and market conditions within China, the Group's online card and board games business in China continued to face the highly challenging conditions together with unexpected and regulatory headwinds in the same business.

Risks and Uncertainties Related to Various PRC Laws and Regulations

We face risks and uncertainties relating to the applicability of certain PRC laws and regulations to our card and board games, and we cannot assure that such laws and regulations will not be interrupted in ways unfavorable to us. As electronic publications that provide telecommunication services and Internet culture services, online games are subject to various PRC laws and regulations of multiple government authorities including the Ministry of Industry and Information Technology of the PRC, National Radio and Television Administration of the PRC, National Press and Publication Administration of the PRC, National Copyright Administration of the PRC, Ministry of Culture and Tourism of the PRC. There is no assurance that our online games will not further be deemed to violate any applicable PRC laws in the future. Similarly, there is no assurance that our game business will not be challenged or subject to any regulatory actions in the PRC. If we are forced to discontinue any of our existing games or if we are unable to offer any new games in the PRC due to regulatory restrictions, our business and growth prospects may be materially and adversely affected.

In addition, our operation may be affected due to inappropriate personal behavior by our players and employees. We have adopted policies and implemented measures to comply with applicable laws and regulate players' and employees' behaviors. Our virtual game points and virtual goods can only be used in our games and have no monetary value outside our games. We prohibit players or employees from engaging in transfers of virtual currency between themselves. We actively monitor such transfers and other offensive player behavior on our online game platform. However, we cannot assure that all our players or employees will comply with applicable laws and our policies or that we will not be held liable for their violations.

自二零一八年起，本公司在在中國國內棋牌遊戲業務遭遇激烈的競爭和挑戰，一方面是來自提供線上開房功能的新遊戲應用的激烈競爭，另一方面本公司主要移動運營商支付合作夥伴的支付政策發生了不利的變化，對本公司PC及中國國內移動棋牌遊戲業務產生了負面的影響，尤其是在二零一八年初導致本公司的收入與盈利大幅下滑。於截至二零二二年十二月三十一日止年度，鑒於國內監管環境及市況，本集團在中國的線上棋牌遊戲業務持續面臨極具挑戰性的環境，以及在同一業務中不可預測的監管不利因素。

與多項中國法律和法規有關的風險及不確定因素

我們面臨有關棋牌遊戲的若干中國法律及法規適用性的風險及不確定因素，且我們無法保證有關法律及法規將不會以不利我們的方式詮釋。提供電訊服務及互聯網文化服務以及網絡遊戲等的電子出版業須遵守若干中國法律及受多個政府部門監管，包括中華人民共和國工業和信息化部、中華人民共和國國家廣播電視總局、中華人民共和國國家新聞出版署、國家版權局、中華人民共和國文化和旅遊部。概不保證我們的網路遊戲於未來將不會進一步被視為違反任何適用中國法律。同樣地，概不保證我們的遊戲業務將不會受到質疑或面臨中國的任何監管行動。倘因監管限制而逼使我們終止任何現有遊戲，或倘我們不能於中國提供任何新遊戲，則我們的業務及增長前景或受到重大不利影響。

此外，我們的運營或將受到玩家及僱員的個人不當行為的影響。我們已採納政策及實施措施，以遵守適用法律及規管玩家及僱員的行為。我們的虛擬遊戲點數及虛擬物品僅可用於我們的遊戲且於遊戲外並無貨幣價值。我們禁止玩家或僱員彼此間進行虛擬貨幣轉讓。我們積極監管我們網絡遊戲平台上的有關轉讓及其他違規玩家行為。然而，我們無法保證我們所有玩家或僱員將遵守適用法律及我們的政策或我們將不會就彼等的違法行為負上責任。

Directors' Report (Continued)

董事會報告(續)

Risks Relating to Preferential Tax Treatment

Under the Enterprise Income Tax Law, the current statutory enterprise income tax rate is 25%. Our PRC operating entity, Beijing Lianzhong, has been qualified as a High and New Technology Enterprise since 2008. Under the relevant PRC tax regulations, as a High and New Technology Enterprise, Beijing Lianzhong is entitled to a preferential tax rate of 15%. Beijing Lianzhong renewed this qualification in August 2020 for a three-year period commencing from December 2020. In addition, Beijing Lianzhong was respectively accredited by the National Development and Reform Commission, the Ministry of Industry and Information Technology of the PRC, the Ministry of Finance, the Ministry of Commerce of the PRC and the State of Taxation as a Key Software Enterprise within National Planning Layout for the Years 2013 to 2017. As a result, Beijing Lianzhong is entitled to a preferential income tax rate of 10% for the year ended 31 December 2017. As Beijing Lianzhong recorded a loss for the years 2018, 2019, 2020 and 2021, we were unable to apply for the renewal the recognition for the Key Software Enterprise within National Planning Layout for the Years 2018, 2019, 2020, 2021 and 2022. If Beijing Lianzhong continues to record loss in future, it will still fail to renew the qualification as a Key Software Enterprise within National Planning Layout, its applicable enterprise income tax rate will be 15% when its qualification as a High and New Technology Enterprise remains valid.

Risks Relating to our Corporate Structure

We rely on our contractual arrangements to control and obtain economic benefits from the PRC operating entities, Beijing Lianzhong and Lianzhong Tiandi, which may not be as effective in providing operational control as equity ownership. Meanwhile, the shareholders of Beijing Lianzhong and Lianzhong Tiandi may have conflicts of interest with us, which may materially and adversely affect our business and financial condition. Furthermore, if the PRC government finds that the contractual arrangements that established the structure for operating our business in China do not comply with applicable PRC laws and regulations, or if these laws and regulations or their interpretations change in the future, we could be subject to severe penalties and our business may be materially and adversely affected.

與優惠稅待遇相關的風險

根據企業所得稅法，本公司當前的法定企業所得稅稅率為25%。我們的中國運營實體北京聯眾自二零零八年起符合資格成為高新技術企業。根據相關中國稅務規定，作為高新技術企業，北京聯眾有權享有15%的優惠稅率。北京聯眾於二零二零年八月更新此項資格，自二零二零年十二月起計為期三年。此外，北京聯眾分別獲國家發展和改革委員會、中國工業和信息化部、財政部、中國商務部及國家稅務總局認定為二零一三年至二零一七年國家規劃佈局內的重點軟件企業。因此，截至二零一七年十二月三十一日止年度，北京聯眾有權按10%的優惠所得稅稅率繳稅。由於北京聯眾於截至二零一八年、二零一九年、二零二零年及二零二一年錄得虧損，我們未能申請將二零一八年、二零一九年、二零二零年、二零二一年及二零二二年年國家規劃佈局內的重點軟件企業確認更新。倘北京聯眾於未來繼續錄得虧損，其將繼續未能更新其作為國家規劃佈局內重點軟件企業的資格，則其作為高新科技企業的資格維持有效時的適用企業所得稅按15%的稅率繳稅。

與企業架構相關的風險

我們依賴我們的合約安排控制中國運營實體北京聯眾和聯眾天地並獲得經濟利益，可能未能如作為權益擁有人對其營運進行控制般有效。同時，北京聯眾和聯眾天地股東可能與我們存在利益衝突，這可能對我們的業務及財務狀況造成重大不利影響。此外，倘中國政府發現合約安排所建立經營我們中國業務的架構並無遵守適用中國法律及法規或倘該等法律及法規或其詮釋於未來發生變動，則我們將遭受嚴重處罰且我們的業務可能受到重大不利影響。

Directors' Report (Continued)

董事會報告(續)

Risks Relating to Litigations

We may from time to time involve in disputes with parties including but not limited to governmental entities, customers, suppliers, contractors, employees and other third party service providers and legal proceedings arising in the ordinary course of our business. Claims and/or enforcement of judgement are or may be brought against members of the Group based on a number of causes such as infringement of intellectual property rights, breach of contracts or employment agreements or other reasons. If the disputes or claims are not resolved or settled through negotiation or mediation, the Group may be involved in lengthy and costly litigation or arbitration proceedings, which may divert the Group's financial and managerial resources. In the event that the Group prevails in those legal proceedings, there is no assurance that the judgement or awards will be effectively enforced. The actual amounts that need to be paid by the Group could differ from the provisions made by the Group, if any. Any material charges associated with claims brought against the Group and material write downs associated with the Group's claims could have adverse impact on our financial condition, results of operations and cash flow.

與訴訟相關的風險

我們可能會不時牽涉與各方(包括但不限於政府實體、客戶、供應商、承包商、僱員及其他第三方服務供應商)的糾紛以及在日常業務過程中產生的法律程序。基於多種原因(例如侵犯知識產權、違反合約或僱傭協議或其他理由)，本集團成員公司會或可能被提出索賠及/或判決執行。倘糾紛或索賠未能透過協商或調解解決或和解，本集團或會捲入漫長且成本高昂的訴訟或仲裁程序，其可能會分散本集團的財務及管理資源。倘本集團於該等法律程序中勝訴，概不保證判決或裁決將能夠有效執行。本集團需要支付的實際金額可能有別於本集團作出的撥備(如有)。任何與針對本集團提出的索賠有關的重大支出以及與本集團索賠有關的重大撇減均會對我們的財務狀況、經營業績及現金流量產生不利影響。

23. MAJOR CUSTOMERS AND SUPPLIERS

For PRC, the ultimate customers are individual players paying through payment channels. As such, our Directors consider that it is not practicable to identify the five largest customers for the year ended 31 December 2022 and we did not rely on any single customer during the year. For instance, only one of our customers accounted for 5% or more of our revenue for the year ended 31 December 2022. For AGAE, the five largest customers accounted for approximately 52.0% of the AGAE's revenue and the largest customer accounted for approximately 17.0% of the AGAE's revenue for the year ended 31 December 2022.

During the year ended 31 December 2022, the purchases from the Group's five largest suppliers accounted for a total of approximately 67.7% of the Group's total purchases from all of the suppliers. The purchases from our top supplier in 2022 accounted for approximately 44.1% of the Group's total purchases.

None of the Directors, their close associates or any Shareholder (which to the knowledge of the Directors owns more than 5% of the Company's Shares) had an interest in any of the major customers or suppliers noted above.

23. 主要客戶及供應商

就中國而言，最終客戶為透過付款渠道支付的個體玩家。因此，董事認為，識別截至二零二二年十二月三十一日止年度的五大客戶並不切實可行，而我們於年內並無依靠任何單一客戶，例如，截至二零二二年十二月三十一日止年度，僅有一名客戶佔我們收入的5%或以上。截至二零二二年十二月三十一日止年度，就AGAE而言，五大客戶佔AGAE收入約52.0%，而最大客戶佔AGAE收入約17.0%。

於截至二零二二年十二月三十一日止年度，從本集團五大供應商作出的採購額佔本集團從所有供應商作出的總採購額約67.7%。於二零二二年，從我們的最大供應商的採購額佔本集團總採購額約44.1%。

概無董事、彼等的緊密聯繫人或任何股東(據董事所知擁有本公司股份5%以上)於上述任何主要客戶或供應商中擁有權益。

Directors' Report (Continued)

董事會報告(續)

24. AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") has reviewed the accounting principles and policies adopted by the Group and discussed the Group's internal controls and financial reporting matters with the management. The Audit Committee has reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2022.

25. MATERIAL LITIGATION

Arbitration Proceedings against Beijing Lianzhong Co., Ltd. ("Beijing Lianzhong") and Tianjin Zhongqi Weiyue Sports Development Co., Ltd. ("Tianjin Zhongqi")

Reference is made to the voluntary announcement of the Company dated 31 May 2015, in which Beijing Lianzhong entered into a cooperation agreement as supplemented by a supplemental agreement to the cooperation agreement dated 30 June 2016 with Tianjin Zhongqi and the Board and Card Games Administrative Center of the General Administration of Sport of China* (國家體育總局棋牌運動管理中心) in respect of the Board and Card Integrated Business Internet Management Project (棋牌綜合業務網絡化管理項目).

In November 2021, Beijing Lianzhong and Tianjin Zhongqi received a notice of arbitration from the Beijing Arbitration Commission (北京仲裁委員會) enclosing an application for arbitration dated 22 October 2021 filed by the Applicants with the Beijing Arbitration Commission against Beijing Lianzhong (as the first respondent) and Tianjin Zhongqi (as the second respondent) for a claim of damages in respect of the arbitration proceedings and the aggregate amount of damages claimed by the Applicants is approximately RMB90 million.

On 15 February 2023, Beijing Arbitration Commission made an arbitral award (the "Beijing Arbitral Award"), ruling that Tianjin Zhongqi should pay approximately RMB3.6 million damages in aggregate to the applicants, and Beijing Lianzhong did not need to bear any joint liability for the damages.

Further details of the arbitration proceedings are set out in the Company's announcements dated 3 December 2021 and 9 March 2023.

24. 審核委員會

本公司的審核委員會(「審核委員會」)已審閱本集團所採納的會計原則及政策，並與管理層討論本集團的內部監控及財務報告事宜。審核委員會已審閱本集團截至二零二二年十二月三十一日止年度的經審核綜合財務報表。

25. 重大訴訟事項

針對北京聯眾互動網絡股份有限公司(「北京聯眾」)及天津中棋惟業體育發展有限公司(「天津中棋」)提出仲裁程序

茲提述本公司日期為二零一五年五月三十一日的自願公告，其中，北京聯眾與天津中棋及國家體育總局棋牌運動管理中心就棋牌綜合業務網絡化管理項目訂立合作協議(經日期為二零一六年六月三十日的合作協議之補充協議所補充)。

於二零二一年十一月，北京聯眾及天津中棋接獲北京仲裁委員會的仲裁通知，當中附載日期為二零二一年十月二十二日由申請人向北京仲裁委員會提交針對北京聯眾(作為第一被申請人)及天津中棋(作為第二被申請人)的仲裁申請，要求就仲裁程序索取損害賠償，申請人索償的損害賠償總額約為人民幣90百萬元。

於二零二三年二月十五日，北京仲裁委員會作出仲裁裁決(「北京仲裁裁決」)，裁定天津中棋向申請人支付損害賠償合共約人民幣3.6百萬元，而北京聯眾無需承擔任何連帶賠償責任。

有關仲裁程序的進一步詳情載於本公司日期為二零二一年十二月三日及二零二三年三月九日的公告。

Directors' Report (Continued)

董事會報告(續)

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

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

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

快通貿易有限公司(「快通」)貸款

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

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

Directors' Report (Continued)

董事會報告(續)

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

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

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

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

Directors' Report (Continued)

董事會報告(續)

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

Arbitration Proceedings against Spoville Co., Ltd. ("Spoville")

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

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

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

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

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

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

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

有關進一步詳情，請參閱本公司日期為二零二三年三月二十三日的公告。

Directors' Report (Continued)

董事會報告(續)

Save as disclosed in this annual report, the Group was not involved in any material legal proceedings or other arbitration during the year ended 31 December 2022. Nor were the Directors aware of any material legal proceedings or claims that were pending or threatening against the Group during the year ended 31 December 2022.

除本年報所披露者外，於截至二零二二年十二月三十一日止年度內，本集團並無涉及任何重大法律程序或其他仲裁事項。董事亦不知悉於截至二零二二年十二月三十一日止年度內任何尚未了結或對本集團構成威脅的重大法律程序或索賠。

26. MANAGEMENT CONTRACT

No contracts, other than a contract of service with any Director or any person under the full employment of the Company, concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2022.

26. 管理合約

截至二零二二年十二月三十一日止年度，除與任何董事或與本公司有全職僱傭關係的任何人士訂立的服務合約外，概無訂立或存在任何涉及本公司全部或任何重大部分業務的管理及行政合約。

27. PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles of Association, although there are no restrictions against such rights under the laws in the Cayman Islands.

27. 優先購買權

組織章程細則項下並無優先購買權的規定，惟開曼群島法律並無有關對該等權利的限制條文。

28. EMPLOYEE AND REMUNERATION POLICIES

As at 31 December 2022, the Group had 175 employees, 98 of which were responsible for games development and operation or general administration and live broadcast business in the PRC (including Hong Kong), and 77 for AGAE. The total remuneration expenses (including employee related share-based compensation expense) for the year ended 31 December 2022 were RMB75.7 million, representing a decrease of 1.9% as compared to the year of 2021.

28. 僱員及薪酬政策

於二零二二年十二月三十一日，本集團共僱用175名僱員，其中98於中國(包括香港)負責遊戲開發與運營或一般行政以及直播業務，另外77名負責AGAE。截至二零二二年十二月三十一日止年度之薪酬開支總額(包括與僱員相關以股份為基礎之酬金開支)為人民幣75.7百萬元，較二零二一年減少1.9%。

We provide various employee benefits and social insurance to our employees. We also provide share options and Shares under the Share Award Scheme to better motivate our employees.

我們為僱員提供不同的僱員福利及社會保險，亦根據股份獎勵計劃提供購股權及股份以更好地激勵我們的員工。

Directors' Report (Continued)

董事會報告(續)

29. SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of its Directors as at the latest practicable date prior to the publication of this annual report, the Directors confirm that the Company has maintained the amount of public float as required under the Listing Rules during the year ended 31 December 2022.

30. AUDITOR

The consolidated financial statements have been audited by Grant Thornton Hong Kong Limited. A resolution for its re-appointment as auditor of the Company for the coming year will be proposed at the AGM.

There have been no change of the auditor for the preceding three years.

31. 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.

On behalf of the Board

Lu Jingsheng

Chief Executive Officer and Executive Director

31 March 2023

29. 充足的公眾持股量

根據於刊發本年報前的最後實際可行日期本公司可公開獲取的資料及據董事所知，董事確認本公司於截至二零二二年十二月三十一日止年度已維持上市規則規定的公眾持股量。

30. 核數師

致同(香港)會計師事務所有限公司已審核綜合財務報表。續聘其為本公司來年核數師的決議案將於股東週年大會上提呈審批。

核數師於過往三年概無變動。

31. 稅務減免

董事並不知悉股東因持有本公司證券而可享有任何稅務減免。

代表董事會

陸京生

行政總裁兼執行董事

二零二三年三月三十一日

Corporate Governance Report

企業管治報告

The Board of Directors is hereby to present the corporate governance report of the Company for the year ended 31 December 2022.

CORPORATE GOVERNANCE PRACTICES

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

Compliance with the Corporate Governance Code

During the year ended 31 December 2022 and up to the date of this annual report, the Company has complied with the applicable code provisions set out in the Corporate Governance Code (the "**Corporate Governance Code**") contained in Appendix 14 to the Listing Rules.

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

Model Code

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules to govern securities transactions by its Directors. Having made specific enquiry of all Directors, all Directors have confirmed that they have strictly complied with the required standards as set out in the Model Code during the year ended 31 December 2022.

BOARD OF DIRECTORS

The Board currently comprises one executive Director, seven non-executive Directors and four independent non-executive Directors.

董事會謹此呈列本公司截至二零二二年十二月三十一日止年度的企業管治報告。

企業管治常規

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

企業管治守則的遵守

於截至二零二二年十二月三十一日止年度內及直至本年報日期，本公司已遵守上市規則附錄14所載的企業管治守則（「**企業管治守則**」）的適用守則條文。

董事會將繼續審視及監控本公司常規以符合企業管治守則規定及維持本公司高水準的企業管治常規。

標準守則

本公司已採納上市規則附錄10所載標準守則以規管本公司董事進行的證券交易。經向全體董事作出具體查詢後，所有董事確認彼等於截至二零二二年十二月三十一日止年度內已嚴格遵守標準守則所訂的規定標準。

董事會

董事會現時包括一名執行董事、七名非執行董事及四名獨立非執行董事。

Corporate Governance Report (Continued)

企業管治報告(續)

The composition of the Board during the year ended 31 December 2022 and up to the date of this annual report is as follows:

Executive Director

Mr. Lu Jingsheng (*Chief Executive Officer*)

Non-Executive Directors

Mr. Liu Xueming (*acting Chairman*)⁽¹⁾

Mr. Li Yangyang⁽²⁾

Mr. Liu Jiang⁽³⁾

Ms. Gao Liping

Mr. Hua Yumin

Ms. Yu Bing⁽⁴⁾

Ms. Wang Ruyuan⁽⁵⁾

Mr. Wang Runqun⁽⁶⁾

Ms. Xiao Yundan⁽⁷⁾

Independent Non-Executive Directors

Mr. Ma Shaohua

Mr. Zhang Li

Mr. Guo Yushi

Mr. Dai Bing⁽⁸⁾

Notes:

- (1) Mr. Liu Xueming was appointed as the acting chairman of the Board with effect from 30 September 2022.
- (2) Mr. Li Yangyang was re-designated as a non-executive Director with effect from 31 March 2022, and resigned as a non-executive Director and Chairman of the Board with effect from 30 September 2022.
- (3) Mr. Liu Jiang resigned as a non-executive Director with effect from 30 September 2022.
- (4) Ms. Yu Bing was elected as a non-executive Director with effect from 16 September 2022.
- (5) Ms. Wang Ruyuan was elected as a non-executive Director with effect from 16 September 2022.
- (6) Mr. Wang Runqun was elected as a non-executive Director with effect from 16 September 2022.
- (7) Ms. Xiao Yundan was elected as a non-executive Director with effect from 16 September 2022.
- (8) Mr. Dai Bing was appointed as an independent non-executive Director with effect from 18 November 2022.

於截至二零二二年十二月三十一日止年度及直至本年報日期，董事會組成如下：

執行董事

陸京生先生(行政總裁)

非執行董事

劉學明先生(代理主席)⁽¹⁾

李揚揚先生⁽²⁾

劉江先生⁽³⁾

高麗平女士

華或民先生

于冰女士⁽⁴⁾

王茹遠女士⁽⁵⁾

王潤群先生⁽⁶⁾

肖雲丹女士⁽⁷⁾

獨立非執行董事

馬少華先生

章力先生

郭玉石先生

戴冰先生⁽⁸⁾

附註：

- (1) 劉學明先生獲委任為董事會代理主席，自二零二二年九月三十日起生效。
- (2) 李揚揚先生已調任非執行董事，自二零二二年三月三十一日起生效，並已辭任非執行董事及董事會主席，自二零二二年九月三十日起生效。
- (3) 劉江先生辭任非執行董事，自二零二二年九月三十日起生效。
- (4) 于冰女士獲選為非執行董事，自二零二二年九月十六日起生效。
- (5) 王茹遠女士獲選為非執行董事，自二零二二年九月十六日起生效。
- (6) 王潤群先生獲選為非執行董事，自二零二二年九月十六日起生效。
- (7) 肖雲丹女士獲選為非執行董事，自二零二二年九月十六日起生效。
- (8) 戴冰先生獲委任為獨立非執行董事，自二零二二年十一月十八日起生效。

Corporate Governance Report (Continued)

企業管治報告(續)

The biographical details of the Directors are set out in the section headed "Directors" on pages 41 to 46 of this annual report. As at 31 December 2022, there was no relationship (including financial, business, family or other material/relevant relationship(s)) between the Board members under the Corporate Governance Code.

董事履歷詳情載列於本年報第41頁至46頁的「董事」一節。於二零二二年十二月三十一日，根據企業管治守則，董事會成員之間並無關係(包括財務、業務、家庭或其他重大/相關關係)。

Board Meetings and General Meetings Held in 2022

During the year ended 31 December 2022, the Board convened ten meetings, one annual general meeting and one general meeting. A summary of the attendance record of the Directors is set out in the table below:

於二零二二年舉行的董事會會議及股東大會

於截至二零二二年十二月三十一日止年度內，董事會已召開十次會議、一次股東週年大會及一次股東大會。董事出席記錄概要載列於下表：

Name of Directors		Number of Board meetings attended/ eligible to attend 出席/可出席 董事會會議次數	Number of general meetings attended/ eligible to attend 出席/可出席 股東大會次數
Executive Director	執行董事		
Mr. Lu Jingsheng	陸京生先生	10/10	1/2
Non-executive Directors	非執行董事		
Mr. Liu Xueming (<i>acting Chairman</i>) ⁽¹⁾	劉學明先生(代理主席) ⁽¹⁾	10/10	1/2
Mr. Li Yangyang ⁽²⁾	李揚揚先生 ⁽²⁾	9/9	1/2
Mr. Liu Jiang ⁽³⁾	劉江先生 ⁽³⁾	9/9	0/2
Ms. Gao Liping	高麗平女士	8/10	0/2
Mr. Hua Yumin	華彧民先生	10/10	1/2
Ms. Yu Bing ⁽⁴⁾	于冰女士 ⁽⁴⁾	2/2	N/A 不適用
Ms. Wang Ruyuan ⁽⁵⁾	王茹遠女士 ⁽⁵⁾	2/2	N/A 不適用
Mr. Wang Runqun ⁽⁶⁾	王潤群先生 ⁽⁶⁾	2/2	N/A 不適用
Ms. Xiao Yundan ⁽⁷⁾	肖雲丹女士 ⁽⁷⁾	2/2	N/A 不適用
Independent Non-executive Directors	獨立非執行董事		
Mr. Ma Shaohua	馬少華先生	10/10	0/2
Mr. Zhang Li	章力先生	10/10	0/2
Mr. Guo Yushi	郭玉石先生	10/10	0/2
Mr. Dai Bing ⁽⁸⁾	戴冰先生 ⁽⁸⁾	N/A 不適用	N/A 不適用

(1) Mr. Liu Xueming was appointed as the acting Chairman of the Board with effect from 30 September 2022.

(1) 劉學明先生獲委任為董事會代理主席，自二零二二年九月三十日起生效。

(2) Mr. Li Yangyang was re-designated as a non-executive Director with effect from 31 March 2022, and resigned as a non-executive Director and Chairman of the Board with effect from 30 September 2022.

(2) 李揚揚先生已調任非執行董事，自二零二二年三月三十一日起生效，並已辭任非執行董事及董事會主席，自二零二二年九月三十日起生效。

(3) Mr. Liu Jiang resigned as a non-executive Director with effect from 30 September 2022.

(3) 劉江先生辭任非執行董事，自二零二二年九月三十日起生效。

Corporate Governance Report (Continued)

企業管治報告(續)

- | | | | |
|-----|--|-----|----------------------------------|
| (4) | Ms. Yu Bing was elected as a non-executive Director with effect from 16 September 2022. | (4) | 于冰女士獲選為非執行董事，自二零二二年九月十六日起生效。 |
| (5) | Ms. Wang Ruyuan was elected as a non-executive Director with effect from 16 September 2022. | (5) | 王茹遠女士獲選為非執行董事，自二零二二年九月十六日起生效。 |
| (6) | Mr. Wang Runqun was elected as a non-executive Director with effect from 16 September 2022. | (6) | 王潤群先生獲選為非執行董事，自二零二二年九月十六日起生效。 |
| (7) | Ms. Xiao Yundan was elected as a non-executive Director with effect from 16 September 2022. | (7) | 肖雲丹女士獲選為非執行董事，自二零二二年九月十六日起生效。 |
| (8) | Mr. Dai Bing was appointed as an independent non-executive Director with effect from 18 November 2022. | (8) | 戴冰先生獲委任為獨立非執行董事，自二零二二年十一月十八日起生效。 |

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board has received from each of the independent non-executive Directors a written annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers each of them to be independent.

The term of office of our independent non-executive Directors is three years with effect from the date of their letters of appointment or until the third annual general meeting of the Company since the date of their letters of appointment (whichever is sooner) and subject to the terms and conditions specified therein. Mr. Ma Shaohua has been appointed as independent non-executive Directors commencing from 30 June 2020. Mr. Zhang Li has been appointed as an independent non-executive Director commencing from 6 May 2021. Mr. Guo Yushi has been appointed as an independent non-executive Director commencing from 4 November 2021. Mr. Dai Bing has been appointed as an independent non-executive Director commencing from 18 November 2022. Each of them is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the Articles of Association.

Following the election of the Directors at the general meeting of the Company held on 16 September 2022 and the resignations of Mr. Li Yangyang and Mr. Liu Jiang with effect from 30 September 2022, the Company was not in compliance with (i) Rule 3.10A of the Listing Rules, which stipulates that the independent non-executive directors shall represent at least one-third of the board, and (ii) Rule 3.27A of the Listing Rules, which provides that an issuer must establish a nomination committee chaired by the chairman of the board or an independent non-executive director. Mr. Dai Bing was appointed as an independent non-executive Director with effect from 18 November 2022 and immediately following the appointment of Mr. Dai Bing as an independent non-executive Director, the Company has complied with the Rule 3.10A and Rule 3.27A of the Listing Rules since then.

獨立非執行董事

董事會已接獲各獨立非執行董事根據上市規則第3.13條發出的年度獨立性確認書，並確信彼等各自的獨立性。

獨立非執行董事的任期為自其委任函日期起為期三年或自其委任函日期起直至本公司第三次股東週年大會為止(以較早發生者為準)，並須遵守當中規定的條款及條件。自二零二零年六月三十日起，馬少華先生獲委任為獨立非執行董事。自二零二一年五月六日起，章力先生獲委任為獨立非執行董事。自二零二一年十一月四日起，郭玉石先生獲委任為獨立非執行董事。自二零二二年十一月十八日起，戴冰先生獲委任為獨立非執行董事。根據組織章程細則，彼等各自須至少每三年於本公司的股東週年大會上輪值退任一次並膺選連任。

緊隨本公司於二零二二年九月十六日舉行的股東大會選舉董事及李揚揚先生及劉江先生自二零二二年九月三十日起辭任後，本公司不符合(i)上市規則第3.10A條的規定，即獨立非執行董事至少代表董事會三分之一人數；及(ii)上市規則第3.27A條的規定，即發行人須成立一個由董事會主席或獨立非執行董事擔任主席的提名委員會。戴冰先生獲委任為獨立非執行董事，自二零二二年十一月十八日起生效，緊隨戴冰先生獲委任為獨立非執行董事後，本公司自此一直遵守上市規則第3.10A及3.27A條。

Corporate Governance Report (Continued)

企業管治報告(續)

The Board has established mechanism to ensure independent views and input are available to the Board. The current composition of the Board has a strong independence element and provides sufficient balance of skills, experience and diversity of perspectives in leading the Company to achieve its goal. The independent non-executive Directors also provide independent judgment in the Board's overall decision making process. The Board has reviewed the implementation and effectiveness of the Board independence mechanism for the year ended 31 December 2022 and considered it to be effective.

NON-EXECUTIVE DIRECTORS

Each of the non-executive Directors has separately been appointed for a term of three years with effect from the date of their letters of appointment or until the third annual general meeting of the Company since the date of their letters of appointment (whichever is sooner) and subject to the terms and conditions specified therein. Mr. Liu Xueming has entered into a letter of appointment with the Company commencing from 6 May 2021. Ms. Gao Liping and Mr. Hua Yumin have entered into letters of appointment with the Company commencing from 4 November 2021. Ms. Yu Bing, Ms. Wang Ruyuan, Mr. Wang Runqun and Ms. Xiao Yundan have entered into letters of appointment with the Company commencing from 16 September 2022. Each of them is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the Articles of Association.

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND MANAGEMENT

The Board is the primary decision making body of the Company and is responsible for overseeing 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 Board makes 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.

董事會已建立機制以確保董事會可獲得獨立意見和建議。董事會的現時組成具備充分獨立要素，在技能、經驗及多元化角度方面提供充分的平衡，領導本公司達至其目標。獨立非執行董事亦在董事會的整體決策過程中提供獨立判斷。董事會已於截至二零二二年十二月三十一日止年度審核董事會獨立機制的執行情況及有效性，並認為其有效。

非執行董事

各非執行董事已分別獲委任，任期為自其委任函日期起三年或自其委任函日期起直至第三次股東週年大會為止(以較早發生者為準)，並須遵守當中規定的條款及條件。自二零二一年五月六日起，劉學明先生已與本公司簽訂委任函。自二零二一年十一月四日起，高麗平女士及華或民先生已與本公司簽訂委任函。自二零二二年九月十六日起，于冰女士、王茹遠女士、王潤群先生及肖雲丹女士已與本公司簽訂委任函。根據組織章程細則，彼等各自將至少每三年於本公司的股東週年大會上輪值退任一次並膺選連任。

董事會及管理層的責任、問責性及貢獻

董事會為本公司主要決策單位，負責監督本集團業務、策略決定及表現，並共同引領及監督本公司事務，以推動本公司的業務成功。董事會以符合本公司利益為依歸客觀地作出決定。

全體董事(包括非執行董事及獨立非執行董事)為董事會帶來寶貴的業務經驗、知識及專業，令其營運高效及有效運作。

Corporate Governance Report (Continued)

企業管治報告(續)

During the year ended 31 December 2022, the Board has developed measures for implementing good corporate governance policies and practices and has delegated to the Board committees various responsibilities as set out in their respective terms of references.

Our senior management is responsible for the day-to-day management of our business and is responsible for overseeing the general operation, business development, finance and marketing.

於截至二零二二年十二月三十一日止年度，董事會已制定實施良好企業管治政策及常規的措施，並授予董事委員會於各自書面職權範圍的若干責任。

高級管理層負責本集團日常業務管理以及負責監督整體營運、業務發展、財務及市場推廣。

INDUCTION AND CONTINUING PROFESSIONAL DEVELOPMENT OF DIRECTORS

Each newly appointed Director shall receive formal, comprehensive and tailored 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 will be continuously updated on the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Directors are also encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. Company secretary of the Company updates the Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements from time to time, to ensure compliance and enhance their awareness of good corporate governance practices.

During the year ended 31 December 2022, all Directors, namely Mr. Lu Jingsheng, Mr. Liu Xueming⁽¹⁾, Mr. Li Yangyang⁽²⁾, Mr. Liu Jiang⁽³⁾, Ms. Gao Liping, Mr. Hua Yumin, Ms. Yu Bing⁽⁴⁾, Ms. Wang Ruyuan⁽⁵⁾, Mr. Wang Runqun⁽⁶⁾, Ms. Xiao Yundan⁽⁷⁾, Mr. Ma Shaohua, Mr. Zhang Li, Mr. Guo Yushi and Mr. Dai Bing⁽⁸⁾ have participated in continuous professional training to develop and refresh their knowledge and skills in relation to their contribution to the Board.

董事入職及持續專業發展

每位新委任董事均將在首次獲委任時接受正式、全面及專門為其而設的入職介紹，以確保其對本公司的業務及運作有適當了解，以及全面知悉在上市規則及相關法定規定下董事的責任及義務。

董事將持續獲得有關法律及監管機制以及業務環境的最新消息，以協助彼等履行其職責。本公司亦鼓勵董事參與持續專業發展，以提高及更新彼等的知識及技能。本公司公司秘書不時向董事提供有關上市規則及其他適用監管規定的最新資訊，以確保本公司遵守有關規定，及加強董事對良好企業管治常規的意識。

於截至二零二二年十二月三十一日止年度，全體董事(即陸京生先生、劉學明先生⁽¹⁾、李揚揚先生⁽²⁾、劉江先生⁽³⁾、高麗平女士、華或民先生、于冰女士⁽⁴⁾、王茹遠女士⁽⁵⁾、王潤群先生⁽⁶⁾、肖雲丹女士⁽⁷⁾、馬少華先生、章力先生、郭玉石先生及戴冰先生⁽⁸⁾)已參與持續專業培訓，以發展及更新彼等為董事會作出貢獻的知識及技能。

Corporate Governance Report (Continued)

企業管治報告(續)

Directors' knowledge and skills are continuously developed and refreshed by, inter alia, the following means:

- (1) participation in continuous professional training seminars and/or conferences and/or courses and/or workshops on subjects relating to, inter alia, corporate governance, directors' duties and legal and regulatory changes organised and/or arranged by the Company and/or professional bodies and/or lawyers;
- (2) reading materials provided from time to time by the Company to Directors regarding legal and regulatory changes and matters of relevance to the Directors in the discharge of their duties; and
- (3) reading news, journals, magazines and/or other reading materials regarding legal and regulatory changes and matters of relevance to the Directors in the discharge of their duties.

董事透過(其中包括)以下方式持續發展及更新知識及技能:

- (1) 參與本公司及/或專業機構及/或律師舉辦及/或安排有關(其中包括)企業管治、董事職責及法律與規管變動的持續專業培訓講座及/或研討會及/或課程及/或工作坊;
- (2) 本公司不時向董事提供有關法律及規管變動, 以及董事履行其職責的相關事宜的閱讀資料; 及
- (3) 閱覽有關法律及規管變動, 以及董事履行其職責相關事宜的新聞、期刊、雜誌及/或其他閱讀材料。

Name of Directors

董事姓名

Training received

所接受培訓

Executive Director

Mr. Lu Jingsheng

執行董事

陸京生先生

(1), (2), (3)

Non-executive Directors

Mr. Liu Xueming (*acting Chairman*)⁽¹⁾

Mr. Li Yangyang⁽²⁾

Mr. Liu Jiang⁽³⁾

Ms. Gao Liping

Mr. Hua Yumin

Ms. Yu Bing⁽⁴⁾

Ms. Wang Ruyuan⁽⁵⁾

Mr. Wang Runqun⁽⁶⁾

Ms. Xiao Yundan⁽⁷⁾

非執行董事

劉學明先生(*代理主席*)⁽¹⁾

李揚揚先生⁽²⁾

劉江先生⁽³⁾

高麗平女士

華彘民先生

于冰女士⁽⁴⁾

王茹遠女士⁽⁵⁾

王潤群先生⁽⁶⁾

肖雲丹女士⁽⁷⁾

(1), (2), (3)

(2), (3)

(1), (2), (3)

(1), (2), (3)

(1), (2), (3)

(1), (2), (3)

(1)

(1), (2), (3)

(1), (2), (3)

Independent Non-executive Directors

Mr. Ma Shaohua

Mr. Zhang Li

Mr. Guo Yushi

Mr. Dai Bing⁽⁸⁾

獨立非執行董事

馬少華先生

章力先生

郭玉石先生

戴冰先生⁽⁸⁾

(2), (3)

(2), (3)

(2), (3)

(2), (3)

(1) Mr. Liu Xueming was appointed as the acting Chairman of the Board with effect from 30 September 2022.

(2) Mr. Li Yangyang was re-designated as a non-executive Director with effect from 31 March 2022, and resigned as a non-executive Director with effect from 30 September 2022.

(1) 劉學明先生獲委任為董事會代理主席, 自二零二二年九月三十日起生效。

(2) 李揚揚先生已調任非執行董事, 自二零二二年三月三十一日起生效, 並已辭任非執行董事, 自二零二二年九月三十日起生效。

Corporate Governance Report (Continued)

企業管治報告(續)

- | | |
|--|--------------------------------------|
| (3) Mr. Liu Jiang resigned as a non-executive Director with effect from 30 September 2022. | (3) 劉江先生辭任非執行董事，自二零二二年九月三十日起生效。 |
| (4) Ms. Yu Bing was elected as a non-executive Director with effect from 16 September 2022. | (4) 于冰女士獲選為非執行董事，自二零二二年九月十六日起生效。 |
| (5) Ms. Wang Ruyuan was elected as a non-executive Director with effect from 16 September 2022. | (5) 王茹遠女士獲選為非執行董事，自二零二二年九月十六日起生效。 |
| (6) Mr. Wang Runqun was elected as a non-executive Director with effect from 16 September 2022. | (6) 王潤群先生獲選為非執行董事，自二零二二年九月十六日起生效。 |
| (7) Ms. Xiao Yundan was elected as a non-executive Director with effect from 16 September 2022. | (7) 肖雲丹女士獲選為非執行董事，自二零二二年九月十六日起生效。 |
| (8) Mr. Dai Bing was appointed as an independent non-executive Director with effect from 18 November 2022. | (8) 戴冰先生獲委任為獨立非執行董事，自二零二二年十一月十八日起生效。 |

BOARD COMMITTEES

The Board has established four committees, namely, the Audit Committee, the Remuneration Committee, the Nomination and Corporate Governance Committee, and the Risk Prevention and Digital Assets Management Committee (formerly known as the Risk Management Committee), for overseeing particular aspects of the Company's affairs. Each of these committees is established with defined written terms of reference. The terms of reference of the Board committees are available on the websites of the Company and the Stock Exchange.

Audit Committee

The Company has established the Audit Committee in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group, review and approve connected transactions and provide advice and comments to the Board.

As at 31 December 2022, the Audit Committee consisted of three members: Mr. Zhang Li, Mr. Ma Shaohua and Mr. Liu Xueming. Mr. Zhang Li and Mr. Ma Shaohua are independent non-executive Directors, and Mr. Liu Xueming is a non-executive Director. Mr. Zhang Li is the chairman of the Audit Committee.

董事委員會

董事會已成立四個委員會，即審核委員會、薪酬委員會、提名及企業管治委員會以及風險防控及數字資產管理委員會（前稱風險管理委員會），以監督本公司事務具體內容。該等委員會均有特定的書面職權範圍，可於本公司及聯交所網站查閱。

審核委員會

本公司已根據上市規則第3.21條及企業管治守則設立審核委員會。審核委員會的主要職責是檢討及監督本集團的財務申報過程及內部監控系統、檢討及批准關連交易及向董事會提供意見及建議。

於二零二二年十二月三十一日，審核委員會由三名成員組成：章力先生、馬少華先生及劉學明先生。章力先生及馬少華先生為獨立非執行董事，而劉學明先生為非執行董事。章力先生為審核委員會主席。

Corporate Governance Report (Continued)

企業管治報告(續)

During the year ended 31 December 2022, the Audit Committee held four meetings. The attendance record of the Audit Committee members is set out in the table below:

於截至二零二二年十二月三十一日止年度，審核委員會已舉行四次會議。審核委員會成員的會議出席記錄載於下表：

Name of Committee Member 委員會成員姓名		Number of meetings attended/eligible to attend 出席／可出席會議次數
Mr. Zhang Li	章力先生	4/4
Mr. Liu Xueming	劉學明先生	4/4
Mr. Ma Shaohua	馬少華先生	4/4

During the meetings, the Audit Committee met with the external auditor to consider, among other things, the accounting principles and practices adopted by the Group and reviewed the financial results and reports of the Company for the year ended 31 December 2021 and the six months ended 30 June 2022.

會議期間，審核委員會與外聘核數師會晤以考慮(其中包括)本集團所採納的會計原則及慣例並審閱本公司截至二零二一年十二月三十一日止年度及截至二零二二年六月三十日止六個月的財務業績及報告。

Remuneration Committee

The Company has established a Remuneration Committee in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code. The primary duties of the Remuneration Committee are to review and make recommendations to the Board on the policy and structure for the remuneration of Directors and senior management, to establish a formal and transparent procedure for developing policy, to evaluate the performance of Directors and senior management, to review and/or approve the terms of and/or matters relating to share schemes (including the share schemes under Chapter 17 of the Listing Rules (as amended from time to time)) and Directors' service contracts, and to recommend the remuneration packages of Directors and senior management.

薪酬委員會

本公司已根據上市規則第3.25條及企業管治守則設立薪酬委員會。薪酬委員會的主要職責是檢討董事及高級管理人員的薪酬政策及架構，並就此向董事會提出建議，制訂有關擬定政策的正式和具透明度的程序、評價董事及高級管理人員的表現、審閱及／或批准股份計劃(包括經不時修訂的上市規則第17章所述股份計劃)的條款及／或有關事宜以及董事服務合約，以及就董事及高級管理人員的薪酬待遇提出建議。

As at 31 December 2022, the Remuneration Committee consisted of three members: Mr. Guo Yushi, Mr. Zhang Li and Mr. Lu Jingsheng. Mr. Guo Yushi and Mr. Zhang Li are independent non-executive Directors, and Mr. Lu Jingsheng is an executive Director. Mr. Guo Yushi is the chairman of the Remuneration Committee.

於二零二二年十二月三十一日，薪酬委員會由三名成員組成：郭玉石先生、章力先生及陸京生先生。郭玉石先生及章力先生為獨立非執行董事，而陸京生先生為執行董事。郭玉石先生為薪酬委員會主席。

Corporate Governance Report (Continued)

企業管治報告(續)

During the year ended 31 December 2022, the Remuneration Committee held one meeting to discuss and recommend to the Board for approval the remuneration scale of all Directors and the remuneration of the new Directors appointed during the year. There was no material matter relating to share schemes that was reviewed and/or recommended to the Board by the Remuneration Committee during the year ended 31 December 2022. The attendance record of the Remuneration Committee members is set out in the table below:

於截至二零二二年十二月三十一日止年度，薪酬委員會召開了一次會議，討論並建議董事會批准本年度全體董事的薪酬方案及新任董事薪酬。於截至二零二二年十二月三十一日止年度，薪酬委員會並無檢討有關股份計劃的重大事宜及／或就此向董事會提出建議。薪酬委員會成員出席記錄載於下表：

Name of Committee Member 委員會成員姓名	Number of meetings attended/eligible to attend 出席／可出席會議次數
Mr. Guo Yushi 郭玉石先生	1/1
Mr. Zhang Li 章力先生	1/1
Mr. Lu Jingsheng ⁽¹⁾ 陸京生先生 ⁽¹⁾	1/1
Mr. Ma Shaohua ⁽²⁾ 馬少華先生 ⁽²⁾	N/A 不適用

(1) Mr. Lu Jingsheng was appointed as a member of the Remuneration Committee with effect from 18 November 2022.

(1) 陸京生先生獲委任為薪酬委員會成員，自二零二二年十一月十八日起生效。

(2) Mr. Ma Shaohua resigned as a member of the Remuneration Committee with effect from 18 November 2022.

(2) 馬少華先生辭任薪酬委員會成員，自二零二二年十一月十八日起生效。

Nomination and Corporate Governance Committee

The Company has established a Nomination and Corporate Governance Committee in compliance with the Corporate Governance Code. The primary duties of the Nomination and Corporate Governance Committee are to make recommendations to the Board on the appointment of Directors and management of Board succession. In recommending candidates for appointment to the Board, the Nomination and Corporate Governance Committee considers candidates on merit against objective criteria and with due regards to the benefits of diversity of the Board.

提名及企業管治委員會

本公司已根據企業管治守則設立提名及企業管治委員會。提名及企業管治委員會的主要職責是就董事委任及董事會繼任管理向董事會提出建議。於推薦候選人供董事會委任時，提名及企業管治委員會根據客觀準則考慮候選人的長處，並會仔細考慮其對董事會多元性的裨益。

As at 31 December 2022, the Nomination and Corporate Governance Committee consisted of three members: Mr. Ma Shaohua, Mr. Guo Yushi and Mr. Liu Xueming. Mr. Ma Shaohua and Mr. Guo Yushi are independent non-executive Directors, and Mr. Liu Xueming is a non-executive Director. Mr. Ma Shaohua is the chairman of the Nomination and Corporate Governance Committee.

於二零二二年十二月三十一日，提名及企業管治委員會由三名成員組成：馬少華先生、郭玉石先生及劉學明先生。馬少華先生及郭玉石先生為獨立非執行董事，及劉學明先生為非執行董事。馬少華先生為提名及企業管治委員會主席。

Corporate Governance Report (Continued)

企業管治報告(續)

During the year ended 31 December 2022, the Nomination and Corporate Governance Committee held two meetings to recommend to the Board the appointments of the new Directors during the year and to review the Board Diversity Policy (as defined hereinafter). The attendance record of the Nomination and Corporate Governance Committee members is set out in the table below:

於截至二零二二年十二月三十一日止年度，提名及企業管治委員會已舉行兩次會議，向董事會推薦年內新董事的委任，並審閱董事會多元化政策(定義見下文)。提名及企業管治委員會成員的會議出席記錄載於下表：

Name of Committee Member 委員會成員姓名		Number of meetings attended/eligible to attend 出席／可出席會議次數
Mr. Ma Shaohua ⁽¹⁾	馬少華先生 ⁽¹⁾	2/2
Mr. Liu Xueming ⁽²⁾	劉學明先生 ⁽²⁾	N/A 不適用
Mr. Guo Yushi ⁽³⁾	郭玉石先生 ⁽³⁾	N/A 不適用
Mr. Li Yangyang ⁽⁴⁾	李揚揚先生 ⁽⁴⁾	1/1
Mr. Zhang Li ⁽⁵⁾	章力先生 ⁽⁵⁾	2/2

(1) Mr. Ma Shaohua was re-designated as the chairman of the Nomination and Corporate Governance Committee with effect from 18 November 2022.

(1) 馬少華先生已調任為提名及企業管治委員會主席，自二零二二年十一月十八日起生效。

(2) Mr. Liu Xueming was appointed as a member of the Nomination and Corporate Governance Committee with effect from 18 November 2022.

(2) 劉學明先生獲委任為提名及企業管治委員會成員，自二零二二年十一月十八日起生效。

(3) Mr. Guo Yushi was appointed as a member of the Nomination and Corporate Governance Committee with effect from 18 November 2022.

(3) 郭玉石先生獲委任為提名及企業管治委員會成員，自二零二二年十一月十八日起生效。

(4) Mr. Li Yangyang resigned as the chairman of the Nomination and Corporate Governance Committee with effect from 30 September 2022.

(4) 李揚揚先生辭任提名及企業管治委員會主席，自二零二二年九月三十日起生效。

(5) Mr. Zhang Li resigned as a member of the Nomination and Corporate Governance Committee with effect from 18 November 2022.

(5) 章力先生辭任提名及企業管治委員會成員，自二零二二年十一月十八日起生效。

Risk Prevention and Digital Assets Management Committee

風險防控及數字資產管理委員會

The Company has established a Risk Prevention and Digital Assets Management Committee (formerly known as the Risk Management Committee). The primary duties of the Risk Prevention and Digital Assets Management Committee are to assist the Board in providing leadership, direction, and oversight with regard to the Group's overall risk appetite and tolerance and risk management framework, including risk policies and process and controls, and in managing and supervising the Group's digital assets (including but not limited to all digital IT tangible and intangible assets developed and used by the Group, such as product backends, IT intangible assets, data assets, information databases, and digital currencies).

本公司已設立風險防控及數字資產管理委員會(前稱風險管理委員會)，其主要職責是協助董事會領導、指揮及監督本集團的整體風險偏好與承受能力、風險管理架構(包括風險政策及程序以及控制)，並對本集團的數字資產(包括但不限於產品後台、IT無形資產、數據資產、資訊數據庫及數字貨幣等本集團研發及應用的一切數字IT的有形及無形資產)進行管理監督。

Corporate Governance Report (Continued)

企業管治報告(續)

As at 31 December 2022, the Risk Prevention and Digital Assets Management Committee consisted of three members: Mr. Dai Bing, Mr. Lu Jingsheng and Mr. Wang Runqun. Mr. Daibing is an independent non-executive Director, Mr. Lu Jingsheng is an executive Director and Mr. Wang Runqun is a non-executive Director. Mr. Dai Bing is the chairman of the Risk Prevention and Digital Assets Management Committee.

During the year ended 31 December 2022, the Risk Prevention and Digital Assets Management Committee held one meeting to discuss how to strengthen internal control systems and the assets management. The attendance record of the Risk Prevention and Digital Assets Management Committee members is set out in the table below:

於二零二二年十二月三十一日，風險防控及數字資產管理委員會由三名成員組成：戴冰先生、陸京生先生及王潤群先生。戴冰先生為獨立非執行董事、陸京生先生為執行董事及王潤群先生為非執行董事。戴冰先生為風險防控及數字資產管理委員會主席。

於截至二零二二年十二月三十一日止年度，風險防控及數字資產管理委員會已舉行一次會議，以討論如何加強內部監控系統及資產管理。風險防控及數字資產管理委員會成員的會議出席記錄載於下表：

Name of Committee Member 委員會成員姓名		Number of meetings attended/eligible to attend 出席／可出席會議次數
Mr. Dai Bing ⁽¹⁾	戴冰先生 ⁽¹⁾	N/A 不適用
Mr. Lu Jingsheng ⁽²⁾	陸京生先生 ⁽²⁾	1/1
Mr. Wang Runqun ⁽³⁾	王潤群先生 ⁽³⁾	N/A 不適用
Mr. Ma Shaohua ⁽⁴⁾	馬少華先生 ⁽⁴⁾	1/1
Mr. Liu Jiang ⁽⁵⁾	劉江先生 ⁽⁵⁾	1/1

(1) Mr. Dai Bing was appointed as the chairman of the Risk Prevention and Digital Assets Management Committee with effect from 18 November 2022.

(1) 戴冰先生獲委任為風險防控及數字資產管理委員會主席，自二零二二年十一月十八日起生效。

(2) Mr. Lu Jingsheng was re-designated as a member of the Risk Prevention and Digital Assets Management Committee with effect from 18 November 2022.

(2) 陸京生先生已調任為風險防控及數字資產管理委員會成員，自二零二二年十一月十八日起生效。

(3) Mr. Wang Runqun was appointed as a member of the Risk Prevention and Digital Assets Management Committee with effect from 18 November 2022.

(3) 王潤群先生獲委任為風險防控及數字資產管理委員會成員，自二零二二年十一月十八日起生效。

(4) Mr. Ma Shaohua resigned as the vice chairman of the Risk Prevention and Digital Assets Management Committee with effect from 18 November 2022.

(4) 馬少華先生辭任風險防控及數字資產管理委員會副主席，自二零二二年十一月十八日起生效。

(5) Mr. Liu Jiang resigned as a member of the Risk Prevention and Digital Assets Management Committee with effect from 18 November 2022.

(5) 劉江先生辭任風險防控及數字資產管理委員會成員，自二零二二年十一月十八日起生效。

Corporate Governance Report (Continued)

企業管治報告(續)

BOARD DIVERSITY POLICY

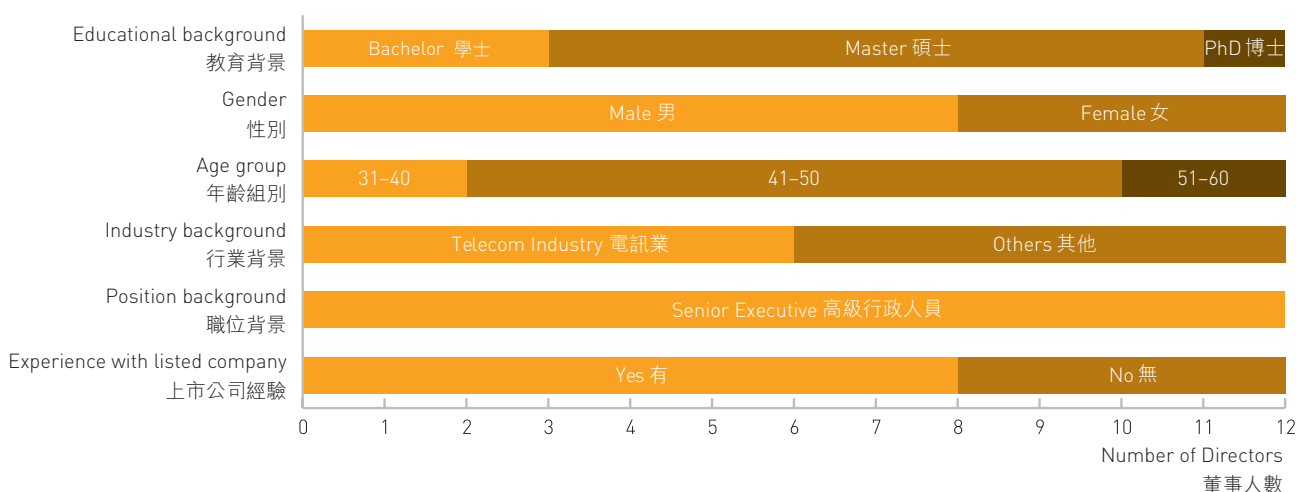
Rule 13.92 of the Listing Rules stipulates that a policy concerning diversity of board members should be adopted. The Company adopted the Board diversity policy (the “**Board Diversity Policy**”) on 27 March 2015. The Nomination and Corporate Governance Committee also reviewed and agreed on measurable objectives for implementing diversity on the Board. The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge. The measurable objectives identified by the Nomination and Corporate Governance Committee include: a material number of Board members should have served as senior management with companies; certain Board members should have experience with listed companies; and certain Board members should have experience with conducting businesses in the telecommunications industry. The Company targets to maintain a Board with female representation, and gender diversity is achieved in respect of the Board. The Company is conscious of gender diversity when considering potential successors to the Board to achieve gender diversity. The Nomination and Corporate Governance Committee reviewed the Board Diversity Policy during the year ended 31 December 2022 and is satisfied that the composition of the Board is sufficiently diverse.

As at the date of this annual report, the Board’s composition under diversified perspectives was summarized as follows:

董事會成員多元化政策

上市規則第13.92條規定須採納有關董事會成員多元化的政策。本公司已於二零一五年三月二十七日採納董事會成員多元化政策(「**董事會成員多元化政策**」)。提名及企業管治委員會亦已審閱及同意實行董事會成員多元化的可計量目標。本公司尋求透過考慮多項因素來達致董事會成員多元化，該等因素包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能及知識。提名及企業管治委員會訂出的可計量目標包括：董事會大部份成員應於多間公司擔任高級管理層；若干董事會成員應具備於上市公司工作的經驗；及若干董事會成員應具備於電訊業開展業務的經驗。本公司旨在維持有女性代表存在的董事會，並在董事會方面實現性別多元化。本公司在考慮董事會的潛在繼任者時，關注性別多元化，以實現性別多元化。於截至二零二二年十二月三十一日止年度，提名及企業管治委員會已審閱董事會多元化政策，並信納董事會組成已足夠多元化。

於本年報日期，董事會在多元化角度下的組成概述如下：



Notes:

PhD : Doctor of Philosophy
Master : Master’s Degree
Bachelor : Bachelor’s Degree

附註：

博士：博士學位
碩士：碩士學位
學士：學士學位

Corporate Governance Report (Continued)

企業管治報告(續)

The Board is responsible for performing the following corporate governance duties as required under the Corporate Governance Code:

- to develop and review the Company's policies and practice on corporate governance;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors; and
- to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

During the year, the Nomination and Corporate Governance Committee reviewed and discussed the following nomination and corporate governance matters:

- the re-appointment of Directors;
- the appointment of new Directors;
- the composition of the Board;
- the assessment of the independence of independent non-executive Directors; and
- the draft reports of the Environmental, Social and Governance Report and the Corporate Governance Report of the Group for the year ended 31 December 2021.

Diversity in Workforce

As at 31 December 2022, the Group has a total of 175 employees, with a male-to-female ratio of approximately 2:1. Due to the particularities of the industry, most of our employees tend to be in their young adulthood, however, the Group thinks highly of employee diversity and avoids discrimination and unfairness in any aspects, including age and location. The Company welcomes all genders to join. The recruitment strategy is to employ a right staff for a right position regardless of the gender. The Company commits to providing equal opportunities to its staff in respect of recruitment, training and development, job advancement, and remuneration and benefits.

董事會在企業管治守則的規定下，負責履行下列企業管治職責：

- 建立並檢討本公司企業管治政策與常規；
- 檢討並監察董事及高級管理層的培訓及持續專業發展情況；
- 檢討並監察本公司政策與常規是否符合法律與法規的要求；
- 制定、檢討並監察適用於員工與董事的行為守則及合規指南；及
- 檢討本公司是否符合企業管治守則和企業管治報告的披露準則。

年內，提名及企業管治委員會已檢討並討論以下提名及企業管治事務：

- 董事重選；
- 委任新董事；
- 董事會的組成；
- 獨立非執行董事的獨立性評估；及
- 本集團截至二零二一年十二月三十一日止年度的環境、社會及管治報告及企業管治報告的草擬本。

員工多元化

於二零二二年十二月三十一日，本集團共有175名員工，男女比例約2:1。鑒於行業特殊性質，僱員大部分屬初步入成年一輩，但本集團重視員工多元化，避免在年齡、地域等任何層面上出現歧視或不公。本公司歡迎所有性別員工的加入。招聘策略為不分性別，為合適的職位聘用合適的員工。本公司承諾在招聘、培訓及發展、職位晉升，以及薪酬及福利方面為員工提供平等機會。

Corporate Governance Report (Continued)

企業管治報告(續)

DIRECTOR NOMINATION POLICY

The Corporate Governance Code stipulates that a nomination policy should be formulated and adopted, and the Company adopted a nomination policy accordingly on 29 March 2019. The main contents of the nomination policy are set out below:

Selection Criteria

In evaluating and selecting any candidate for directorship, the following criteria (among other things) should be considered:

- (a) Character and integrity.
- (b) Qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy.
- (c) Any measurable objectives adopted for achieving diversity on the Board.
- (d) Requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules, and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules.
- (e) Any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity.
- (f) Willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s).
- (g) Such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination and Corporate Governance Committee from time to time for nomination of Directors and succession planning.

董事提名政策

企業管治守則規定應制定並採納提名政策，而本公司已於二零一九年三月二十九日據此採納提名政策。提名政策的主要內容載列如下：

甄選標準

於評估及甄選任何候選人擔任董事時，應考慮下列標準(其中包括)：

- (a) 品格與誠信。
- (b) 資格，包括專業資格、技能、知識及經驗，以及董事會成員多元化政策下與本公司業務及企業策略相關的多元化層面。
- (c) 為達致董事會成員多元化而採納的任何可計量目標。
- (d) 根據上市規則，董事會須設有獨立非執行董事的規定，以及參考上市規則所載列候選人是否被視為獨立的獨立性指引。
- (e) 候選人的資格、技能、經驗、獨立性及性別多元化方面可為董事會帶來的任何潛在貢獻。
- (f) 願意及能夠投放足夠時間履行身為董事會及/或董事委員會成員的職責。
- (g) 其他適用於本公司業務及繼任計劃的觀點，而董事會及/或提名及企業管治委員會可於適用時因應提名董事及繼任規劃不時採納及/或修訂有關觀點。

Corporate Governance Report (Continued)

企業管治報告(續)

Nomination Procedures

(a) Appointment of New Director

- (i) The Nomination and Corporate Governance Committee and/or the Board should, upon receipt of the proposal on appointment of new Director and the biographical information (or relevant details) of the candidate, evaluate such candidate with reference to the criteria as set out above to determine whether such candidate is qualified for directorship;
- (ii) If the process yields one or more desirable candidates, the Nomination and Corporate Governance Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable);
- (iii) The Nomination and Corporate Governance Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable;
- (iv) For any person that is nominated by a Shareholder for election as a Director at the general meeting of the Company, the Nomination and Corporate Governance Committee and/or the Board should evaluate such candidate with reference to the criteria as set out above to determine whether such candidate is qualified for directorship.

Where appropriate, the Nomination and Corporate Governance Committee and/or the Board should make recommendation to Shareholders in respect of the proposed election of Director at the general meeting.

提名程序

(a) 委任新董事

- (i) 提名及企業管治委員會及／或董事會應在接獲委任新董事的建議及候選人的個人資料(或相關詳情)時，依據上述準則評估該候選人，以判斷該候選人是否合資格擔任董事；
- (ii) 倘過程涉及一個或多個合意的候選人，提名及企業管治委員會及／或董事會應根據本公司的需要及每位候選人的資歷審查(如適用)將彼等排列優先次序；
- (iii) 提名及企業管治委員會應就委任合適人選擔任董事向董事會提出建議(如適用)；
- (iv) 就任何經由股東提名於本公司股東大會上選任為董事的人士，提名及企業管治委員會及／或董事會應根據上述標準評估該候選人，以判斷該候選人是否合資格擔任董事。

提名及企業管治委員會及／或董事會應就於股東大會上選任董事的提案向股東提出建議(如適用)。

Corporate Governance Report (Continued)

企業管治報告(續)

(b) Re-election of Director at General Meeting

- (i) The Nomination and Corporate Governance Committee and/or the Board should review the overall contribution and service to the Company of the retiring Director and the level of participation and performance on the Board;
- (ii) The Nomination and Corporate Governance Committee and/or the Board should also review and determine whether the retiring Director continues to meet the criteria as set out above;
- (iii) The Nomination and Corporate Governance Committee and/or the Board should then make recommendation to Shareholders in respect of the proposed re-election of Director at the general meeting.

Where the Board proposes a resolution to elect or re-elect a candidate as Director at the general meeting, the relevant information of the candidate will be disclosed in the circular to Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.

The Nomination and Corporate Governance Committee will conduct regular review on the structure, size and composition of the Board and this policy and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and business needs.

DIRECTOR REMUNERATION POLICY

Considering the current development situation of the Company, the compensation level of directors of similar companies and the overall market situation, subject to discussion and approval by the Board, the remuneration of any Director (including executive Director, non-executive Director and independent non-executive Director) shall be adjusted to an annual salary of HK\$100,000 with effect from 18 November 2022, unless the special duties of a certain Director need to be discussed on a case-by case basis. The Chairman of the Board or the chairman of each Board committee shall be entitled to an additional remuneration of HK\$50,000 per year. If a Director holds two or more chairman positions, he shall only be entitled to an additional chairman's remuneration.

The Remuneration Committee will regularly review the Directors' remuneration structure and this policy and where appropriate, make recommendations on the adjustment of Directors' remuneration to complement the development of the Company.

(b) 於股東大會上重選董事

- (i) 提名及企業管治委員會及／或董事會應檢討退任董事對本公司的整體貢獻及服務，以及在董事會的參與程度及表現；
- (ii) 提名及企業管治委員會及／或董事會亦應檢討及確定退任董事是否仍然符合上述標準；
- (iii) 提名及企業管治委員會及／或董事會應就於股東大會上重選董事的提案向股東提出推薦意見。

倘董事會擬於股東大會上提呈決議案推選或重選某候選人為董事，則隨附有關股東大會通告的致股東函函及／或說明函件中，將會按上市規則及／或相關適用法律及法規要求載列候選人的有關資料。

提名及企業管治委員會將定期為董事會的架構、規模及組成及本政策進行檢討，並在適當情況下向董事會提出修訂建議，以完善企業策略及切合業務需要。

董事薪酬政策

考慮到本公司目前的發展狀況，同類公司的董事薪酬水平及整體市況，經董事會討論及批准，自二零二二年十一月十八日起，本公司任何董事(包括執行董事、非執行董事及獨立非執行董事)的薪酬應調整為年薪100,000港元，除非若干董事的特別職責需按個別情況進行討論。董事會主席或各董事委員會主席應享有每年50,000港元的額外薪酬。倘一名董事擔任兩個或以上主席職位，其僅享有一份額外主席薪酬。

薪酬委員會將定期檢討董事會薪酬架構及該政策，並在適當情況下就調整董事薪酬提出推薦建議以配合本公司的發展。

Corporate Governance Report (Continued)

企業管治報告(續)

WHISTLEBLOWING POLICY

The Company has adopted a whistleblowing policy to enhance the awareness of internal corporate justice and regard this as a kind of internal control mechanism. This policy provides assistance to individual employees to disclose internally and at a high level, information which the individual believes showing malpractice or impropriety. It is not designed to further any personal disputes, question financial or business decisions taken by the Group, nor should it be used to report any employment-related matters which have been addressed under the grievances procedure already in place. Whistleblowing matters may include but are not confined to:

- Breach of legal or regulatory requirements;
- Criminal offences, breach of civil law and miscarriage of justice;
- Malpractice, impropriety or fraud relating to internal controls, accounting, auditing and financial matters;
- Endangerment of the health and safety of an individual;
- Damages caused to the environment;
- Violation of rules of conducts applicable within the Company or those of the Group;
- Improper conduct or unethical behaviour likely to prejudice the standing of the Group; and
- Deliberate concealment of any of the above.

It is the Company's policy to protect employees from any form of intimidation, reprisal, retaliation or adverse reaction organizationally as a consequence of reporting a concern about any of the above matters. The Company will make every effort to treat all disclosures in a confidential and sensitive manner. The identity of the individual employee making the allegation will not be divulged without the employee's consent unless the Company is legally required or obligated to reveal the employee's identity. Harassment or victimization of a genuine whistleblower will be treated as gross misconduct, which if proven, may result in dismissal. Individual employees should exercise due care to ensure the accuracy of the information. If the employee is mistaken, he/she will not be at risk of losing his/her job or suffering any form of retribution provided that he/she is acting in good faith and reasonable manner. On the contrary, disciplinary action including dismissal will be taken against an employee who is proven to raise false and malicious allegations deliberately.

舉報政策

本公司已採納一項舉報政策，以提高公司內部公正意識，並將其視作一項內部控制機制。該政策有助於個別員工在內部及向高層披露其認為不當行為或不法行為的資料。然而，其並非用作激化任何個人糾紛、質疑本集團之財務或商業決定，亦不應用於提出任何現行申訴程序已涵蓋有關僱傭之事宜。舉報事宜包括但不限於：

- 違反法律或監管規定；
- 刑事罪行、違反民事法律及審判不公；
- 與內部控制、會計、審計及財務事宜有關的舞弊、不當或欺詐行為；
- 危害個人健康及安全的行為；
- 損害環境；
- 違反本公司或本集團內部適用的行為守則；
- 相當可能會損害本集團聲譽的不當或不道德行為；及
- 蓄意隱瞞上述任何一項。

本公司的政策是保護僱員不會因舉報上述任何事宜而受到任何形式的恐嚇、報復、打擊或不當處分。本公司將盡一切努力以保密及審慎的態度處理所有被披露的資料。除非本公司須依法或有義務披露僱員的身份，否則未經僱員同意，不會透露提出指控的個別僱員身份。騷擾或傷害真誠的舉報人屬嚴重不當行為，一經證實，違者可遭解僱。僱員個人須以應有的謹慎作出舉報，確保資料無誤。倘若僱員提供的資料有誤，只要僱員是以真誠及合理的方式行事，將不會被解僱或受到任何形式之處罰。相反，倘若僱員被證實是蓄意提出虛假及惡意的指控，其將面對包括解僱在內的紀律處分。

Corporate Governance Report (Continued)

企業管治報告(續)

Initially, employee who has a legitimate malpractice concern should inform the respective Head of Department or General Manager and the Head of Department or General Manager shall report the matters to the Directors. In case the concern involves the Head of Department or the General Manager or the employee considers the Head of Department or General Manager should not to be told, the employee may raise the matter directly to the Directors. The Directors may designate any appropriate persons or set up an inquiry to investigate the matter.

Employees should ensure all necessary evidences are enclosed with the complaint letter. The Company will hold it a serious disciplinary offence for any person who seeks to prevent a communication of malpractice concern reaching the appropriate party, or to impede any investigation which he/she or anyone on his/her behalf may make. If there is evidence of criminal activity, activity on solicitation and acceptance of advantages or breach of legal and regulatory requirements, the party responsible for the internal investigation may legally be obliged to inform the relevant public or regulatory bodies, as appropriate. Depending upon the nature and particular circumstances, the investigation of each complaint may:

- be investigated internally;
- be referred to the relevant public or regulatory bodies;
- be referred to the external auditor of the Company; and/or
- form the subject of an independent inquiry.

The Directors or the person designated to investigate the complaint will write to the complainant wherever reasonably practicable of the concern being received:

- acknowledging that the concern has been received;
- telling the complainant whether any initial enquiries have been made and the related results, where appropriate and if available;
- advising whether or not the matter is to be investigated further and if so what the nature of the investigation will be and the estimated duration; and
- providing the justification if no further investigations will take place.

僱員合理地懷疑有不當行為時，應首先通知部門主管或總經理，然後由部門主管或總經理上報董事。倘關注事宜涉及部門主管或總經理，或者僱員認為不宜告知部門主管或總經理，僱員可直接向董事匯報事件。董事可以委派任何合適人選或成立小組調查事件。

僱員應確保投訴信隨附所有必要的憑證。凡試圖阻止僱員向任何有關方面提出對不良行為之關注，或阻撓其或其代表可能進行的任何調查，均視為嚴重的違紀行為。如有證據顯示存在犯罪活動、索取及收受利益的活動或違反法律及監管規定，負責內部調查的一方在法律上或會負有義務須於合適情況通知相關公眾或監管機構。取決於投訴的性質及具體情況，對每項投訴的調查可以是：

- 在內部進行調查；
- 轉介至相關公共或監管機構；
- 轉介至本公司的外聘核數師；及／或
- 構成一項獨立調查的主題事項。

董事或獲委派調查該投訴的人士在合理可行的情況會以書面回覆舉報人：

- 確認已收到有關舉報事宜；
- 告知舉報人是否已經展開初步調查及(倘適當)有關結果(如有)；
- 建議事件會否需作進一步調查，如需要的話，則闡明調查的性質及預計所需時間；及
- 倘無須作進一步調查，將提供合理解釋。

Corporate Governance Report (Continued)

企業管治報告(續)

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 2022.

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.

AUDITOR'S RESPONSIBILITY AND REMUNERATION

The Company appointed Grant Thornton Hong Kong Limited ("Grant Thornton") as the external auditor for the year ended 31 December 2022. A statement by Grant Thornton about their reporting responsibilities for the financial statements is included in the Independent Auditor's Report on pages 123 to 129 of this annual report.

The remuneration paid/payable to Grant Thornton in respect of audit services and non-audit services for the year ended 31 December 2022 amounted to RMB1.7 million and RMB0.26 million, respectively. The non-audit services mainly include the review of the consolidated interim financial statements of the Group and the reporting accountant's work on the Group's disposal of the entire equity interest of CSI.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges that it is responsible for the risk management and internal control systems and reviewing their effectiveness. Such 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.

During the year ended 31 December 2022, the Company has engaged RSM Consulting (Hong Kong) Limited, an independent consultancy firm, to provide consulting services to the Company. RSM Consulting (Hong Kong) Limited has conducted a review of the effectiveness of the Group's internal control system which covers the aspects of the effectiveness of the Company's internal control system and procedures, and will make recommendations to the Board to address and rectify the weaknesses identified.

董事就財務報表承擔的責任

董事確認彼等有責任編製本公司截至二零二二年十二月三十一日止年度的財務報表。

董事並不知悉任何可引起對本公司持續經營能力重大疑問的重大不明朗事件或狀況。

核數師責任及薪酬

本公司於截至二零二二年十二月三十一日止年度已委聘致同(香港)會計師事務所有限公司(「致同」)為外聘核數師。致同就其對財務報表的申報責任所發出聲明載於本年報第123至129頁的獨立核數師報告。

就截至二零二二年十二月三十一日止年度的審計服務及非審計服務已付/應付致同的酬金分別為人民幣1.7百萬元及人民幣0.26百萬元。非審計服務主要包括審閱本集團的綜合中期財務報表以及就本集團出售於CSI的全部股權的申報會計師工作。

風險管理與內部監控

董事會確認，其須負責風險管理及內部監控系統，並須檢討其成效。該等系統旨在管理而非消除未能實現業務目標的風險，以及僅能提供合理及非絕對保證避免重大失誤或損失。

於截至二零二二年十二月三十一日止年度，本公司已聘請獨立顧問公司羅申美諮詢顧問有限公司為本公司提供顧問服務。羅申美諮詢顧問有限公司已審查本集團內部監控系統有效性，涵蓋本公司內部監控系統及程序的有效性方面，並將向董事會提出建議以解決及糾正已識別劣勢。

Corporate Governance Report (Continued)

企業管治報告(續)

The Company has established internal control policies and documents in respect of information and communication, monitoring, anti-cheating programs, revenue and receivables, purchase and payables, information security and intellectual property rights, financial management, financial reports, fixed and intangible assets, human resources, taxation, investment, legal management and research and development. The Board considered the resources, staff qualifications and experience, training programs and budget of the Company's accounting, internal audit and financial reporting functions are adequate.

The Group's internal control system includes a well-established organizational structure with clearly defined lines of responsibilities and authority. On 30 June 2020, the Risk Management Committee was renamed as the Risk Prevention and Digital Assets Management Committee to review and manage the assets of the Company, assist the Board in providing leadership, direction, and oversight with regard to the Group's overall risk appetite and tolerance and risk management framework.

The Company also has an Internal Audit Department which primarily performs internal audit and reviews the internal control system of the Group on a quarterly and annual basis to ensure the effectiveness of internal control procedures and strict compliance with different standards and policies across different businesses and operations of the Group. The Company is of the view that the existing risk management internal control systems of the Group are effective and adequate.

To manage the risks regarding inside information, we have adopted the Model Code as the Company's own code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiry of all Directors, the Company confirmed that all members of the Board complied with the Model Code during the year ended 31 December 2022. Senior management, executives and staff who, because of their offices in the Company are likely to possess inside information, have also been requested to comply with the Model Code for securities transactions. No incident of non-compliance with the Model Code by such employees was noted by the Company during the year ended 31 December 2022.

The Directors are of the view that procedures, systems and controls should be strengthened and improved to make a proper assessment of the financial conditions and prospects of the Group on an ongoing basis.

本公司已制定內部監控政策及文件，涵蓋信息和通訊、監察、防作弊程序、收入及應收款項、採購及應付款項、信息安全及知識產權、財務管理、財務報告、固定及無形資產、人力資源、稅項、投資、法律管理及研發。董事會認為，本公司為履行會計、內部審核及財務報告職能所需的資源、員工資格及經驗、培訓計劃及預算屬充足。

本集團內部監控系統包括職責及權力均有明確界定的完善組織架構。於二零二零年六月三十日，風險管理委員會已易名為風險防控及數字資產管理委員會，負責審查及管理本公司的資產，協助董事會領導、指揮及監管本集團的整體風險偏好和承受能力、風險管理架構。

本公司亦設有內部審核部門，主要按季度及年度進行內部審核及檢討本集團內部監控系統，以確保其內部監控程序的有效性，並嚴格遵守本集團針對於不同業務及經營採用的不同標準及政策。本公司認為，本集團的現有風險管理內部監控系統屬有效及充足。

為了管理有關內幕消息的風險，我們已採納標準守則作為本公司董事買賣本公司證券的行為守則。本公司經向全體董事作出特定查詢後確認，於截至二零二二年十二月三十一日止年度，董事會所有成員均遵守標準守則。由於高級管理層、行政人員及僱員因其於本公司的職務而很可能擁有內幕消息，故本公司亦要求彼等遵守進行證券交易的標準守則。於截至二零二二年十二月三十一日止年度，本公司並未發現該等僱員有違反標準守則的事件。

董事認為，我們應加強及完善有關程序、系統及控制，以持續適當評估本集團財務狀況及前景。

Corporate Governance Report (Continued)

企業管治報告(續)

COMPANY SECRETARY

Ms. Ng Sau Mei, the director of the Listing Services of TMF Hong Kong Limited (a company secretarial services provider), serves as the company secretary of the Company. Her primary contact person at the Company is Ms. Xiao Yundan, the non-executive Director and head of the legal department of the Company.

During the year ended 31 December 2022, Ms. Ng Sau Mei has undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

SHAREHOLDERS' RIGHTS

Convening of Extraordinary General Meetings by Shareholders

Pursuant to article 12.3 of the Articles of Association, the Board may, whenever it thinks fit, convene extraordinary general meetings. General meetings shall also be convened on the written requisition of any two or more Shareholders deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

General meetings may also be convened on the written requisition of a Shareholder which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

公司秘書

伍秀薇女士(達盟香港有限公司(公司秘書服務提供商)上市服務部董事)擔任本公司的公司秘書。彼於本公司的主要聯絡人為本公司的非執行董事及法律部門負責人肖雲丹女士。

於截至二零二二年十二月三十一日止年度，伍秀薇女士已根據上市規則第3.29條接受不少於15小時的相關專業培訓。

股東權利

股東召開股東特別大會的權利

根據組織章程細則第12.3條，董事會可在其認為適當情況下召開股東特別大會。任何兩名或以上股東在本公司香港主要辦事處或倘本公司不再擁有該主要辦事處，則在註冊辦事處遞交書面要求，列明召開該股東大會的目的並由提出要求人士簽署，惟該等提出要求人士須於遞交要求日期持有附帶本公司股東大會投票權的本公司實繳股本不少於十分之一。

本身為認可結算所(或其代名人)的任何一名股東亦可以書面要求召開股東大會，該股東須在本公司香港主要辦事處或倘本公司不再擁有該主要辦事處，則在註冊辦事處遞交書面要求，列明召開該股東大會的目的並由提出要求人士簽署，惟該等提出要求人士須於遞交要求日期持有附帶本公司股東大會投票權的本公司實繳股本不少於十分之一。

倘董事會於接獲要求日期起計21天內未有著手正式召開於隨後21天內舉行的股東大會，則提出要求人士本身或其中佔彼等所有投票權超過一半的任何人士可按由董事會召開大會的相同方式或盡可能接近的方式召開股東大會，惟以此方式召開的任何大會不得於遞交要求日期起計三個月期間屆滿後舉行，而提出要求人士因董事會未有召開大會而產生的一切合理開支將由本公司向彼等作出彌償。

Corporate Governance Report (Continued)

企業管治報告(續)

SHAREHOLDERS' COMMUNICATION POLICY

The Company has adopted the shareholders' communication policy with the objective of ensuring that the Shareholders and potential investors are provided with convenient, equal and timely access to balanced and understandable information about the Company.

The Company has established several channels to communicate with the Shareholders as follows:

- (i) Corporate communications such as annual reports, interim reports and circulars are issued in printed form and are available on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.lianzhong.com;
- (ii) Periodic announcements are published on the respective websites of the Stock Exchange and the Company;
- (iii) Corporate information is made available on the Company's website;
- (iv) Annual and extraordinary general meetings provide a forum for the Shareholders to make comments and exchange views with the Directors and senior management; and
- (v) The Hong Kong branch share registrar of the Company serves the Shareholders in respect of share registration, dividend payment (if any) and related matters.

The general meetings are valuable forums for direct communications between the Board and the Shareholders. The Directors and members of various Board Committees will attend the general meetings of the Company. Shareholders can raise questions directly to the Board in respect of the performance and future development of the Group. At other times, Shareholders and investors can put enquiries by writing to the Company by way of letter or email. The Company regularly reviews its shareholders' communication policy and evaluates its implementation and effectiveness. In view of the above, the Company considered that its shareholders' communication policy is relevant and effective.

During the year ended 31 December 2022, the Board has reviewed the effectiveness of the shareholders' communication policy and considered it to be effective and adequate.

股東溝通政策

本公司已採納股東溝通政策，目標是確保股東及有意投資者可方便、平等和及時地獲得本公司無任何偏見及可理解的資料。

本公司已設立以下若干途徑與股東溝通：

- (i) 企業通訊如年度報告、中期報告及通函均以印刷形式刊發，同時於聯交所網站www.hkexnews.hk及本公司網站www.lianzhong.com可供瀏覽；
- (ii) 於聯交所及本公司各自之網站刊發定期公告；
- (iii) 企業資料可於本公司網站查閱；
- (iv) 股東週年大會及股東特別大會為股東提供平台，向董事及高級管理層反映意見及交流觀點；及
- (v) 本公司之香港股份過戶登記分處可為股東提供股份過戶登記、股息派付(如有)及相關事宜之服務。

股東大會為董事會與股東直接進行溝通之重要平台。董事及各董事委員會成員將出席本公司股東大會。股東可就本集團之表現及未來發展直接向董事會提問。於其他時間，股東及投資者可透過信函或電郵以書面形式向本公司作出查詢。本公司定期檢討股東通訊政策，並評估其執行情況及成效。鑒於上文所述，本公司認為股東通訊政策相關且有效。

於截至二零二二年十二月三十一日止年度，董事會已檢討股東溝通政策有效性，並認為該政策有效及足夠。

Corporate Governance Report (Continued)

企業管治報告(續)

PUTTING FORWARD ENQUIRIES TO THE BOARD AND CONTACT DETAILS

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.

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

Address: 31/F, Tower Two, Times Square, 1 Matheson Street,
Causeway Bay, Hong Kong
For the attention of the Board of Directors of Ourgame
International Holdings Limited

Email: fawubu@ourgame.com

股東向董事會提出查詢及聯絡詳情

就向董事會提出任何查詢，股東可向本公司寄發書面查詢。一般而言，本公司不會處理口頭或匿名查詢。

股東可將上述書面查詢或要求發送至：

地址：香港銅鑼灣勿地臣街1號
時代廣場二座31樓
(註明收件人為聯眾國際控股有限公司董事會)

電子郵箱：fawubu@ourgame.com

DIVIDEND POLICY

Code provision F.1.1 of the Corporate Governance Code stipulates that a dividend policy should be formulated and adopted, and the Company adopted a dividend policy accordingly. The main principles and guidelines of the dividend policy are set out below:

- (a) The Company does not have any pre-determined dividend payout ratio.
- (b) The Board has the discretion to declare and distribute dividends to the Shareholders subject to the requirements of the Articles of the Association, Cayman Islands law and other applicable laws and regulations and the dividend policy.
- (c) The Board shall have regard to the factors of the Group, including past financial results, past and forecasted cash flows, business conditions and strategies, future operations and earnings, capital requirements and expenditure plans, interests of Shareholders, any restrictions on payment of dividends (including contractual restrictions, i.e. from financing-related agreements) and any other factors that the Board may consider relevant, when considering the declaration and payment of dividends.

股息政策

企業管治守則的守則條文第F.1.1條規定應制定並採納股息政策，而本公司已據此採納股息政策。股息政策的主要原則及指引載列如下：

- (a) 本公司沒有任何預設的派息比率。
- (b) 根據組織章程細則、開曼群島法律及其他適用法律法規及股息政策的規定，董事會有權宣派及分派股息予股東。
- (c) 於考慮宣派及派付股息時，董事會應考慮本集團因素，包括過往財務業績、過往及預測現金流量、業務狀況及策略、未來營運及盈利、資本需求及開支計劃、股東權益、任何股息支付限制(包括合約限制，即融資相關協議的限制)及董事會可能認為有關的任何其他因素。

Corporate Governance Report (Continued)

企業管治報告(續)

- (d) Depending on the financial conditions of the Company and the Group and the principles and factors set out herein, dividends may be proposed and/or declared by the Board for a financial year or period in the form of an interim dividend, a final dividend, a special dividend and/or any distribution of net profits that the Board may deem appropriate. Any final dividend for a financial year will be subject to Shareholders' approval. The Company may declare and pay dividends by way of cash or scrip or by other means that the Board considers appropriate.
- (e) Any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Articles of Association.
- (f) Any final dividend for a financial year will be subject to Shareholders' approval.
- (g) The Company may declare and pay dividends by way of cash or scrip or by other means that the Board considers appropriate.
- (d) 視乎本公司及本集團的財政狀況以及本文所載的原則及因素而定，董事會可於任何財政年度或期間以中期股息、末期股息、特別股息及／或董事會認為適當的任何淨溢利分派形式建議及／或宣派股息。任何財政年度的末期股息均須由股東批准。本公司可按現金或代息股份或董事會認為合適的其他形式宣派及派付股息。
- (e) 任何未領取的股息應予沒收及應根據組織章程細則撥歸本公司。
- (f) 任何財政年度的末期股息均須由股東批准。
- (g) 本公司可按現金或代息股份或董事會認為合適的其他形式宣派及派付股息。

For the avoidance of doubt, there is no assurance that dividends will be paid in any particular amount for any given period notwithstanding the adoption of this policy. If the Board decides to recommend, declare or pay dividends, the form, frequency and amount will depend upon the situation and applicable factors at the relevant time. The Board will review this policy as appropriate from time to time.

為免生疑問，儘管本公司已採納本政策，惟概不保證將於任何特定期間內支付任何特定金額的股息。倘董事會決定建議、宣派或派付股息，則其形式、次數及金額將取決於有關時間的情況及適用因素。董事會將不時檢討本政策(如適用)。

CHANGES IN CONSTITUTIONAL DOCUMENTS

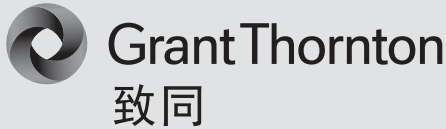
During the year ended 31 December 2022, the Company did not make any significant changes to its constitutional documents. The latest version of the Company's memorandum and articles of association is available on the websites of the Company and the Stock Exchange. The Company will propose to amend the existing memorandum and articles of association of the Company in order to conform to the current requirements of the Listing Rules, including but not limited to the Core Shareholder Protection Standards as set out in Appendix 3 to the Listing Rules before the deadline for the transitional arrangements for existing issuers.

憲章文件變動

於截至二零二二年十二月三十一日止年度，本公司並無對其憲章文件作出重大修改。本公司組織章程大綱及細則的最新版本可於本公司網站及聯交所網站查閱。本公司將建議修訂本公司現有組織章程大綱及細則，以在現有發行人過渡安排的截止日期前，達至符合上市規則的現有規定，包括但不限於上市規則附錄3所載的核心股東保障水平。

Independent Auditor's Report

獨立核數師報告



To the members of Ourgame International Holdings Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Ourgame International Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 130 to 276, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("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 International Standards on Auditing ("ISAs"). 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 International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA 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.

致聯眾國際控股有限公司股東
(於開曼群島註冊成立之有限公司)

意見

吾等已審核列載於第130至276頁的聯眾國際控股有限公司(「貴公司」)及其附屬公司(合稱「貴集團」)的綜合財務報表，此財務報表包括於二零二二年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

吾等認為，綜合財務報表根據國際會計準則理事會(「國際會計準則理事會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實及公平地反映 貴集團於二零二二年十二月三十一日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港《公司條例》的披露規定妥善編製。

意見基準

吾等已根據國際審計準則(「國際審計準則」)進行審核。吾等於該等準則項下的責任於吾等所作報告核數師有關綜合財務報表的責任一節進一步詳述。吾等根據國際會計師職業道德準則理事會頒佈的專業會計師職業道德規範(包括國際獨立準則)(「國際會計師職業道德準則理事會規範」)獨立於 貴集團，且吾等根據國際會計師職業道德準則理事會規範履行其他道德責任。吾等相信，吾等獲得的審計證據乃足以及適用於為吾等的意見提供基礎。

關鍵審計事項

關鍵審計事項是指，依據吾等的專業判斷，在吾等審計當前期間綜合財務報表中最具重要性的審計事項。該等事項在吾等審計整體綜合財務報表及形成吾等的意見時予以解決，但吾等並未就該等事項提供單獨的意見。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

Key audit matters identified in our audit are summarised as follows:

吾等審計中發現的關鍵審計事項概述如下：

Impairment assessment of properties, plant and equipment and right-of-use assets

物業、廠房及設備及使用權資產的減值評估

Refer to notes 2.6, 2.15, 2.21, 4.1(c), 11, 17 and 18 to the consolidated financial statements.

見綜合財務報表附註2.6、2.15、2.21、4.1(c)、11、17及18。

Key Audit Matter

How the matter was addressed in our audit

關鍵審計事項

吾等在審計時如何處理有關事項

As at 31 December 2022, the Group has property, plant and equipment of RMB18,429,000 (net of impairment loss of RMB51,318,000 and right-of-use assets of RMB21,207,000 (net of impairment loss of RMB27,981,000).

The management performed impairment assessment by measuring the recoverable amount of cash generating units ("CGUs") to which the property, plant and equipment and right-of-use assets belong, based on value-in-use of the CGUs supported by future discounted cash flows.

We identified the impairment assessment of property, plant and equipment and right-of-use assets as key audit matter because of their significance to the consolidated financial statements and the level of subjectivity associated with the assumptions used in estimating the recoverable amount of the CGUs, including cash flows forecast, growth rate used to extrapolate the cash flows and the rate at which they are discounted.

於二零二二年十二月三十一日，貴集團擁有物業、廠房及設備人民幣18,429,000元(扣除減值虧損人民幣51,318,000元)及使用權資產人民幣21,207,000元(扣除減值虧損人民幣27,981,000元)。

管理層透過計量物業、廠房及設備以及使用權資產所屬現金產生單位(「現金產生單位」)的可收回金額，根據未來已貼現現金流量支持的現金產生單位使用價值進行減值評估。

吾等之所以將物業、廠房及設備及使用權資產減值評估列作關鍵審計事項，是因為其對綜合財務報表的重要性以及與在估計現金產生單位的可收回金額過程中所採用的假設有關的主觀性程度，包括現金流量預測、推斷現金流量所採用的增長率及其貼現率。

Our audit procedures in relation to the impairment assessment of CGUs to which the property, plant and equipment and right-of-use assets belong included:

- reviewing the cash flow forecast of the CGUs prepared by the management and comments provided by client's finance advisors after reviewing of the cash flow forecast prepared by the management;
- assessing the reasonableness of key assumptions (including operating margins, long-term growth rate and discount rates) based on our knowledge of the business and industry and taking into account of the accuracy of previous forecasts and historical information; and
- testing the management's sensitivity calculations by applying our own sensitivity analysis to the cash flows forecast, long-term growth rates and discount rates to ascertain the extent to which reasonable adverse changes would, either individually or in aggregate require an impairment of either the property, plant and equipment or right-of-use assets.

吾等關於物業、廠房及設備及使用權資產所屬現金產生單位的減值評估的審計程序包括：

- 檢討管理層編製的現金產生單位現金流量預測及由客戶的財務顧問於檢討管理層所編製現金流量預測後提供的評語；
- 基於吾等的業務及行業知識以及計及過往預測的準確性及歷史資料評估主要假設的合理性(包括經營利潤率、長期增長率及貼現率)；及
- 通過運用吾等自身的敏感度分析至現金流量預測、長期增長率及貼現率來檢驗管理層的敏感度計算，以確定合理的不利變動需要(不論個別或合計)對物業、廠房及設備或使用權資產計提減值的程度。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

Provision for expected credit losses ("ECL") of financial assets

Refer to notes 2.10, 2.11, 4.1(a), 11, 24, 27 and 41(e) to the consolidated financial statements.
見綜合財務報表附註2.10、2.11、4.1(a)、11、24、27及41(e)。

Key Audit Matter

關鍵審計事項

For the year ended 31 December 2022, the Group recognised ECL on financial assets (including trade and other receivables) amounting to RMB1,446,000.

ECL are based on management's estimation by taking into account the credit loss experience, ageing of overdue receivables, debtors' repayment history and debtors' financial position and an assessment of both the current and forecast general economic conditions, all of which involve a significant degree of management judgements.

We identified the ECL assessment of financial assets as a key audit matter because the assessing ECL of financial assets is a subjective area which requires the management's judgement and uses of estimates.

截至二零二二年十二月三十一日止年度，貴集團確認金融資產(包括貿易及其他應收款項)的預期信貸虧損人民幣1,446,000元。

預期信貸虧損乃根據管理層透過考慮信貸虧損經驗、逾期應收款項的賬齡、債務人的還款記錄及債務人的財務狀況以及對現時及預測整體經濟狀況的估計計算，各項均涉及管理層的重要判斷。

吾等之所以將金融資產的預期信貸虧損評估列作關鍵審計事項，是因為金融資產預期信貸虧損的評估屬主觀範疇，其需要管理層的判斷及運用估計。

關鍵審計事項(續)

金融資產的預期信貸虧損(「預期信貸虧損」)撥備

How the matter was addressed in our audit

吾等在審計時如何處理有關事項

Our audit procedures in relation to the ECL on financial assets included:

- reviewing and assessing the application of the Group's policy for calculating the ECL;
- evaluating techniques and methodology in the ECL model against the requirements of IFRS 9;
- assessing the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgements, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information and examining the actual losses recorded during the current financial year and assessing whether there was an indication of management bias when recognising loss allowances; and
- evaluating the design, implementation and operating effectiveness of key internal controls which govern credit control, debt collection and estimation of ECL.

吾等關於金融資產預期信貸虧損的審計程序包括：

- 檢討及評估 貴集團計算預期信貸虧損政策的適用情況；
- 對照國際財務報告準則第9號的規定評估預期信貸虧損模式的技術及方法；
- 透過審閱管理層於達致該等判斷時所使用的資料(包括測試過往既定數據的準確性、評估過往虧損率是否已根據當前經濟狀況及前瞻性資料作出適當調整以及審閱於當前財政年度所錄得的實際虧損，並評估是否有跡象顯示管理層於確認虧損撥備時出現偏差)評估管理層所作虧損撥備估計的合理性；及
- 評估規管信貸控制、債務收回及預期信貸虧損估計的關鍵內部控制的設計、執行及運作效能。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises all the information in the 2022 annual report of the Company, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs issued by the IASB and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors assisted by the audit committee are responsible for overseeing the Group's financial reporting process.

其他資料

董事須對其他資料負責。其他資料包括 貴公司二零二二年年報內全部資料，但並無包括綜合財務報表及核數師對其作出的報告。

吾等就綜合財務報表發表的意見並無涵蓋其他資料，且吾等並無就其發表任何形式的擔保結論。

就吾等對綜合財務報表的審計而言，吾等的責任為審閱其他資料並於審閱時判斷其他資料是否於重大方面與綜合財務報表或吾等於審計過程中獲得的資料不一致，或於其他方面出現重大錯誤陳述。倘根據吾等已執行的工作，吾等認為該其他資料出現重大錯誤陳述，則吾等須報告事實。吾等就此並無須報告的事項。

董事就綜合財務報表須承擔的責任

董事須負責根據國際會計準則理事會頒佈的國際財務報告準則及香港公司條例的披露規定編製真實而公平的綜合財務報表，並對董事認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

在編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

由審核委員會協助的董事須負責監督 貴集團的財務報告程序。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs 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 ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

核數師有關審計綜合財務報表的責任

吾等的目標乃對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告，並僅向閣下(作為整體)報告吾等的意見，除此之外別無其他目的。吾等概不就本報告的內容對任何其他人士負責或承擔責任。

合理保證為高水平的保證，但不能保證按照國際審計準則進行的審計總能於出現重大錯誤陳述時發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響綜合財務報表使用者根據綜合財務報表所作出的經濟決定，則有關錯誤陳述可被視作重大。

作為根據國際審計準則進行審計其中一環，吾等於審計過程中運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足及適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以設計在有關情況下屬適當的審計程序，但目的並非對貴集團內部監控的有效性發表意見。
- 評估董事所採用會計政策的適當性以及作出會計估計及相關披露的合理性。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

- 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.
- 對董事採用持續經營會計基礎的適當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關披露不足，則修訂吾等意見。吾等的結論乃基於直至核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營業務。
- 評估綜合財務報表的整體列報方式、結構及內容(包括披露)事項以及綜合財務報表是否公平反映相關交易及事項。
- 就貴集團內實體或業務活動的財務資料獲取充足適當的審計憑證，以便對綜合財務報表發表意見。吾等負責集團審計的方向、監督及執行。吾等為審計意見承擔全部責任。

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

吾等與審核委員會溝通(其中包括)審計的計劃範圍及時間以及重大審計發現等，其中包括吾等在審計中識別出內部監控的任何重大不足之處。

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.

吾等亦向審核委員會提交聲明，表明吾等已符合有關獨立性的相關專業道德要求，並與彼等溝通可能合理被認為會影響吾等獨立性的所有關係及其他事項以及在適用的情況下為消除威脅採取之行動或應用之保障措施。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

From the matters communicated 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.

從與審核委員會溝通的事項中，吾等確定該等對本期綜合財務報表的審計最為重要的事項，因而構成關鍵審計事項。吾等在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，合理預期倘於吾等的報告中註明某事項造成的負面後果超過產生的公眾利益，則吾等決定不應在報告中註明該事項。

Grant Thornton Hong Kong Limited

Certified Public Accountants

11th Floor, Lee Garden Two

28 Yun Ping Road

Causeway Bay

Hong Kong SAR

31 March 2023

Kan Kai Ching

Practising Certificate No.: P07816

致同(香港)會計師事務所有限公司

執業會計師

香港特區

銅鑼灣

恩平道28號

利園二期11樓

二零二三年三月三十一日

簡啟正

執業證書號碼：P07816

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
CONTINUING OPERATIONS:	持續經營業務：			
Revenue	收入	6	217,712	143,815
Cost of revenue	收入成本		(133,797)	(87,670)
Gross profit	毛利		83,915	56,145
Other income	其他收益	7	21,566	10,547
Selling and marketing expenses	銷售及市場推廣費用		(21,520)	(21,981)
Administrative expenses	行政開支		(121,725)	(128,876)
Share-based compensation expense	以股份為基礎的酬金開支	36	(11,983)	(18,686)
Research and development expenses	研發費用		(18,778)	(24,141)
Finance costs	融資成本	8	(4,749)	(6,441)
Share of loss of associates, net	分佔聯營公司虧損淨額	21	(260)	—
Fair value changes of financial assets at fair value through profit or loss	按公允值計入損益之金融 資產之公允值變動	41(g)	(1,285)	(14,218)
Fair value changes of investment properties	投資物業之公允值變動		—	150
Gain on disposal of associates	出售聯營公司之收益	21	—	7,608
(Loss)/Gain on disposal of financial assets at fair value through profit or loss	出售按公允值計入損益 之金融資產之(虧損)/ 收益		(44)	110
Gain on conversion/redemption of convertible notes	轉換/贖回可換股票據 之收益		—	6,453
Impairment of assets	資產減值	11	(2,551)	(2,021)
Loss before income tax from continuing operations	持續經營業務之 除所得稅前虧損		(77,414)	(135,351)
Income tax credit	所得稅抵免	9	—	34
Loss for the year from continuing operations	來自持續經營業務 之年內虧損	10	(77,414)	(135,317)
DISCONTINUED OPERATIONS:	已終止經營業務：			
Profit after tax for the period from discontinued operations	期內來自已終止經營業務 的除稅後溢利	43(a)	—	329,643
(Loss)/Profit for the year	年內(虧損)/溢利		(77,414)	194,326
Other comprehensive income/(loss) for the year	年內其他全面收益/(虧損)			
Item that may be subsequently reclassified to profit or loss:	其後可重新分類至損益 的項目：			
Currency translation differences	貨幣換算差額		51,292	(28,689)
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額		(26,122)	165,637

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

綜合損益及其他全面收益表(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
	Notes 附註		
(Loss)/Profit for the year attributable to:	下列人士應佔年內 (虧損)/溢利:		
Equity holders of the Company	本公司權益持有人		
– Continuing operations	– 持續經營業務	(29,609)	(74,367)
– Discontinued operations	– 已終止經營業務	—	100,871
		(29,609)	26,504
Non-controlling interests	非控股權益		
– Continuing operations	– 持續經營業務	(47,805)	(60,950)
– Discontinued operations	– 已終止經營業務	—	228,772
		(47,805)	167,822
		(77,414)	194,326
Total comprehensive (loss)/income for the year attributable to:	下列人士應佔年內全面 (虧損)/收益總額:		
Equity holders of the Company	本公司權益持有人		
– Continuing operations	– 持續經營業務	(1,313)	(94,995)
– Discontinued operations	– 已終止經營業務	—	100,871
		(1,313)	5,876
Non-controlling interests	非控股權益		
– Continuing operations	– 持續經營業務	(24,809)	(69,011)
– Discontinued operations	– 已終止經營業務	—	228,772
		(24,809)	159,761
		(26,122)	165,637
(Loss)/Earnings per share (expressed in RMB cents per share)	每股(虧損)/盈利 (以每股人民幣分列示)		
Basic (loss)/earnings per share	每股基本(虧損)/盈利		
From continuing operations	來自持續經營業務	(2.76)	(7.05)
From discontinued operations	來自已終止經營業務	—	9.56
		(2.76)	2.51
Diluted (loss)/earnings per share	每股攤薄(虧損)/盈利		
From continuing operations	來自持續經營業務	(2.76)	(7.05)
From discontinued operations	來自已終止經營業務	—	9.56
		(2.76)	2.51

The notes on pages 138 to 276 form part of these consolidated financial statements.

第138至276頁附註為本綜合財務報表一部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2022 於二零二二年十二月三十一日

		Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	18,429	29,640
Right-of-use assets	使用權資產	18	21,207	20,527
Investment properties	投資物業	19	2,900	2,900
Interests in associates	於聯營公司的權益	21	1,240	—
Digital assets	數字資產	22	344	—
Intangible assets	無形資產	23	1,879	2,411
Financial assets at fair value through profit or loss	按公允值計入損益之金融資產	25	45,846	48,615
			91,845	104,093
Current assets	流動資產			
Inventories	存貨		549	565
Trade and other receivables	貿易及其他應收款項	27	74,701	53,823
Loans to third parties	給予第三方之貸款	24	—	—
Financial assets at fair value through profit or loss	按公允值計入損益之金融資產	25	—	7,577
Certificate of deposits	存款證	26	484,602	—
Restricted bank balances	受限制銀行結餘	28	34,614	34,897
Cash and cash equivalents	現金及現金等價物	29	87,289	609,070
			681,755	705,932
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	30	46,368	48,091
Deferred revenue	遞延收入	31	1,289	16,571
Lease liabilities	租賃負債	32	11,128	7,457
Bank loan	銀行貸款	33	1,000	—
Income tax liabilities	所得稅負債		—	188
			59,785	72,307
Net current assets	流動資產淨值		621,970	633,625
Total assets less current liabilities	總資產減流動負債		713,815	737,718

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

As at 31 December 2022 於二零二二年十二月三十一日

		Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	32	47,599	49,731
Net assets	資產淨值		666,216	687,987
EQUITY	權益			
Share capital	股本	34	335	335
Reserves	儲備	35	283,150	279,256
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益		283,485	279,591
Non-controlling interests	非控股權益		382,731	408,396
Total equity	權益總額		666,216	687,987

Liu Xueming
劉學明
Director
董事

Lu Jingsheng
陸京生
Director
董事

The notes on pages 138 to 276 form part of these consolidated financial statements.

第138至276頁附註為本綜合財務報表一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

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

		Share capital	Share premium*	Statutory reserve*	Translation reserve*	Share option reserve*	Other reserve*	Shares held under the Share Award Scheme* 根據股份獎勵計劃持有之股份*	Accumulated losses	Sub-total	Non-controlling interests	Total equity
		股本	股份溢價*	法定儲備*	換算儲備*	購股權儲備*	其他儲備*	劃持有之股份*	累計虧損	小計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 34)	(Note 35(a))	(Note 35(b))	(Note 35(c))	(Note 35(d))	(Note 35(e))	(Note 36)	(Note 36)	(Note 36)	(Note 36)	(Note 36)
		(附註34)	(附註35(a))	(附註35(b))	(附註35(c))	(附註35(d))	(附註35(e))	(附註36)	(附註36)	(附註36)	(附註36)	(附註36)
Balance at 1 January 2021	於二零二一年一月一日之結餘	335	1,023,563	36,837	18,008	115,935	(16,754)	(17,010)	(919,964)	240,950	246,936	487,886
Total comprehensive loss for the year	年內全面虧損總額											
Profit for the year	年內溢利	–	–	–	–	–	–	–	26,504	26,504	167,822	194,326
Other comprehensive loss for the year	年內其他全面虧損											
Currency translation differences	貨幣換算差額	–	–	–	(20,628)	–	–	–	–	(20,628)	(8,061)	(28,689)
		–	–	–	(20,628)	–	–	–	26,504	5,876	159,761	165,637
Transactions with owners	與擁有人交易											
Share-based compensation	以股份為基礎的酬金											
(Note 36(c) and Note 36(f))	(附註36(c)及附註36(f))	–	–	–	–	–	5,721	12,965	–	18,686	–	18,686
Transfer upon forfeiture of share options	於沒收購股權時轉撥	–	–	–	–	(1,194)	–	–	1,194	–	–	–
Deemed gain on dilution of interest in subsidiaries	視作攤薄附屬公司權益之收益	–	–	–	–	–	23,275	–	–	23,275	1,699	24,974
Purchase of shares for Share Award Scheme (Note 36(c))	就股份獎勵計劃購買股份	–	–	–	–	–	–	(9,196)	–	(9,196)	–	(9,196)
Total transactions with owners	與擁有人交易總額	–	–	–	–	(1,194)	28,996	3,769	1,194	32,765	1,699	34,464
Balance at 31 December 2021	於二零二一年十二月三十一日之結餘	335	1,023,563	36,837	(2,620)	114,741	12,242	(13,241)	(892,266)	279,591	408,396	687,987

Consolidated Statement of Changes in Equity (Continued)

綜合權益變動表(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

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

		Share capital	Share premium*	Statutory reserve*	Translation reserve*	Share option reserve*	Other reserve*	Shares held under the Share Award Scheme* 根據股份獎勵計劃持有之股份*	Accumulated losses	Sub-total	Non-controlling interests	Total equity
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 34)	(Note 35(a))	(Note 35(b))	(Note 35(c))	(Note 35(d))	(Note 35(e))	(Note 36)				
		(附註34)	(附註35(a))	(附註35(b))	(附註35(c))	(附註35(d))	(附註35(e))	(附註36)				
Balance at 1 January 2022	於二零二二年一月一日之結餘	335	1,023,563	36,837	(2,620)	114,741	12,242	(13,241)	(892,266)	279,591	408,396	687,987
Total comprehensive loss for the year	年內全面虧損總額											
Loss for the year	年內虧損	—	—	—	—	—	—	—	(29,609)	(29,609)	(47,805)	(77,414)
Other comprehensive income for the year	年內其他全面收益											
Currency translation differences	貨幣換算差額	—	—	—	28,296	—	—	—	—	28,296	22,996	51,292
		—	—	—	28,296	—	—	—	(29,609)	(1,313)	(24,809)	(26,122)
Transactions with owners	與擁有人交易											
Share-based compensation (Note 36(c) and Note 36(f))	以股份為基礎的酬金 (附註36(c)及附註36(f))	—	—	—	—	—	6,458	3,525	—	9,983	2,000	11,983
Transfer upon forfeiture of share options	於沒收購股權時轉撥	—	—	—	—	(2,411)	—	—	2,411	—	—	—
Deemed loss on repurchase of a subsidiary's shares	視作收購附屬公司股份之虧損	—	—	—	—	—	(1,251)	—	—	(1,251)	(2,856)	(4,107)
Purchase of shares for Share Award Scheme (Note 36(c))	就股份獎勵計劃購買股份 (附註36(c))	—	—	—	—	—	—	(3,525)	—	(3,525)	—	(3,525)
Total transactions with owners	與擁有人交易總額	—	—	—	—	(2,411)	5,207	—	2,411	5,207	(856)	4,351
Balance at 31 December 2022	於二零二二年十二月三十一日之結餘	335	1,023,563	36,837	25,676	112,330	17,449	(13,241)	(919,464)	283,485	382,731	666,216

* The reserves accounts comprise the Group's reserves of RMB283,150,000 (2021: RMB279,256,000) in the consolidated statement of financial position.

* 儲備賬目包括於綜合財務狀況表中的本集團儲備人民幣283,150,000元(二零二一年: 人民幣279,256,000元)。

The notes on pages 138 to 276 form part of these consolidated financial statements.

第138至276頁附註為本綜合財務報表一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

	Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cash flows from operating activities			
Loss before income tax			
– Continuing operations		(77,414)	(135,351)
– Discontinued operations	43(a)	—	329,643
		(77,414)	194,292
Adjustments for:	就以下各項作出調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	15,587	21,586
Depreciation of right-of-use assets	使用權資產折舊	5,389	3,426
Amortisation of intangible assets	無形資產攤銷	1,392	1,653
Finance cost	融資成本	4,749	6,441
Interest income	利息收入	(5,478)	(2,057)
Dividend income	股息收入	(23)	(77)
Impairment of assets	資產減值	2,551	2,021
Revenue from sale of non-fungible tokens (“NFT”)	非同質化代幣(「NFT」)銷售收入	(1,683)	—
Transaction costs of NFT sale settled by digital assets	以數字資產結算的NFT交易成本	519	—
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	874	—
Loss on early termination of lease agreement	提早終止租賃協議之虧損	49	—
Loss/(Gain) on disposal of financial assets at fair value through profit or loss	出售按公允值計入損益之金融資產之虧損/(收益)	44	(110)
Fair value changes of financial assets at fair value through profit or loss	按公允值計入損益之金融資產之公允值變動	1,285	14,218
Gain on conversion/redemption of convertible notes	轉換/贖回可換股票據之收益	—	(6,453)
Gain on disposal of discontinued operations, net of tax	出售已終止經營業務之收益(扣除稅項)	—	(319,033)
Gain on disposal of associate	出售一間聯營公司收益	—	(7,608)
Gain on forgiveness of PayCheck Protection Program loans and interest	薪資保護計劃貸款及利息寬免收益	—	(5,888)
Fair value changes of investment properties	投資物業之公允值變動	—	(150)
Share of losses of associates	分佔聯營公司虧損	260	—
Share-based compensation expense	以股份為基礎的酬金開支	11,983	18,686
Written back of other payable	撇銷其他應付款項	(8,583)	—
Bad debt recovery from loan to third party	給予第三方貸款之壞賬收回	(6,500)	—
Exchange difference	匯兌差額	(1,427)	(18,426)
Operating loss before working capital changes	營運資金變動前之經營虧損	(56,426)	(97,479)
Decrease/(Increase) in inventories	存貨減少/(增加)	16	(142)
Increase in trade and other receivables	貿易及其他應收款項增加	(17,768)	(29,098)
Increase in trade and other payables	貿易及其他應付款項增加	6,860	9,340
(Decrease)/Increase in deferred revenue	遞延收入(減少)/增加	(15,282)	1,882
Cash used in operations	經營所用之現金	(82,600)	(115,497)
Bank interest received	已收銀行利息	922	2,057
Income tax paid	已付所得稅	(188)	(1,718)
Net cash used in operating activities	經營活動所用之現金淨額	(81,866)	(115,158)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

	Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cash flows from investing activities	投資活動所得之現金流量		
Increase in certificate of deposits	存款證增加	(484,602)	—
Decrease/(Increase) in restricted bank balances	受限制銀行結餘減少/ (增加)	3,045	(2,275)
Purchase of property, plant and equipment	購買物業、廠房及設備	(3,418)	(3,399)
Purchase of digital assets	購買數字資產	(276)	—
Purchase of intangible assets	購買無形資產	(847)	(2,814)
Purchase of investment properties	購買投資物業	—	(2,750)
Purchases of financial assets at fair value through profit or loss	購入按公允值計入損益之 金融資產	(1,500)	(9,000)
Acquisition of an associate	收購聯營公司	(1,500)	—
Proceeds from disposal of an associate	出售一間聯營公司之 所得款項	—	11,858
Proceeds from disposal of discontinued operation, net of transaction expenses	出售已終止經營業務之 所得款項，扣除交易成本	43(b)	668,381
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公允值計入損益之 金融資產所得款項	10,517	8,460
Receipt of dividend income from financial assets at fair value through profit or loss	收到按公允值計入損益之 金融資產之股息收入	23	—
Receipt of repayment from loans to third party	收到給予第三方貸款之還款	6,500	—
Repurchase of a subsidiary's shares	購回一間附屬公司之股份	(4,107)	—
Net cash (used in)/from investing activities	投資活動(所用)/所得之 現金淨額	(476,165)	668,461
Cash flows from financing activities	融資活動所得之現金流量		
Finance cost	融資成本	(4,749)	(6,441)
Repayment in loan payable	償還應付貸款	—	(9,170)
Proceeds from bank loan	銀行貸款所得款項	1,000	—
Payment of redemption of convertible notes	贖回可換股票據之付款	—	(12,905)
Payment of lease liabilities	租賃負債付款	(7,791)	(8,249)
Purchase of shares under Share Award Scheme	根據股份獎勵計劃購買股份	(3,525)	(9,196)
Net cash used in financing activities	融資活動所用現金淨額	(15,065)	(45,961)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物 (減少)/增加淨額	(573,096)	507,342
Cash and cash equivalents at beginning of year	年初現金及現金等價物	609,070	103,122
Effect of foreign exchange rate changes	匯率變動之影響	51,315	(1,394)
Cash and cash equivalents at end of year	於年末之現金及現金等價物	87,289	609,070

The notes on pages 138 to 276 form part of these consolidated financial statements.

第138至276頁附註為本綜合財務報表一部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

1. GENERAL INFORMATION

Ourgame International Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 4 December 2013 as an exempted company with limited liability under the Companies Law (2013 Revision) of the Cayman Islands. The address of the Company’s registered office is P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 30 June 2014 (the “Listing”).

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

Pursuant to the applicable PRC laws and regulations, foreign investors are prohibited from holding equity interest in an entity conducting online game business and are restricted to conduct value-added telecommunications services. In order to enable investments be made into the restricted businesses, the Company established subsidiaries, Beijing Lianzhong Sports (Beijing) Co., Ltd. (聯眾體育(北京)有限公司, “WFOE 1”) formerly known as Beijing Lianzhong Garden Network Technology Co., Ltd. (北京聯眾家園網絡科技有限責任公司) and Tianjin Lianzhong Lequ Technology Development Co., Ltd. (天津聯眾樂趣科技發展有限公司, “WFOE 2”) (together, the “WFOEs”), which are wholly foreign owned enterprises incorporated in the PRC. The WFOEs have entered into a series of contractual arrangements (the “Contractual Arrangements”) with Beijing Lianzhong Co., Ltd. (北京聯眾互動網絡股份有限公司, “Beijing Lianzhong”) and Beijing Lianzhong Tiandi Technology Development Co., Ltd. (北京聯眾天地科技發展有限公司, “Lianzhong Tiandi”), and their respective equity holders, which enable the WFOEs and the Group to:

- exercise effective financial and operational control over Beijing Lianzhong and Lianzhong Tiandi;
- exercise equity holders’ voting rights of Beijing Lianzhong and Lianzhong Tiandi;

1. 一般資料

聯眾國際控股有限公司(「本公司»)於二零一三年十二月四日根據開曼群島公司法(二零一三年修訂版)在開曼群島註冊成立為獲豁免有限公司。本公司之註冊辦事處地址為P.O. Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands。本公司股份自二零一四年六月三十日起於香港聯合交易所有限公司(「聯交所»)主板上市(「上市»)。

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

根據適用之中國法律法規，外國投資者禁止持有從事線上遊戲業務實體之股權且於進行增值電信服務方面受到限制。為投資於受限制業務，本公司成立附屬公司聯眾體育(北京)有限公司(「外商獨資企業1」，前稱為北京聯眾家園網絡科技有限責任公司)及天津聯眾樂趣科技發展有限公司(「外商獨資企業2」)(統稱為「外商獨資企業」，為於中國註冊成立之外商獨資企業)。外商獨資企業已與北京聯眾互動網絡股份有限公司(「北京聯眾»)及北京聯眾天地科技發展有限公司(「聯眾天地»)以及其各自權益持有人訂立一系列合約安排(「合約安排」)，該合約安排令外商獨資企業及本集團能夠：

- 對北京聯眾及聯眾天地行使有效的財務及營運控制權；
- 行使股權持有人於北京聯眾及聯眾天地的投票權；

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

1. GENERAL INFORMATION (Continued)

- receive substantially all of the economic interest returns generated by Beijing Lianzhong and Lianzhong Tiandi and their subsidiaries in consideration for the business support, technical and consulting services provided by WFOEs, at WFOEs' discretion;
- obtain an irrevocable and exclusive right to purchase all or part of equity interest in and/or assets of Beijing Lianzhong and Lianzhong Tiandi from the respective equity holders at a minimum purchase price permitted under the PRC laws and regulations. WFOEs may exercise such options at any time until it has acquired all equity interests and/or all assets of Beijing Lianzhong and Lianzhong Tiandi;
- obtain a pledge over the entire equity interest of Beijing Lianzhong and Lianzhong Tiandi from their respective equity holders as collateral security for all of Beijing Lianzhong and Lianzhong Tiandi's payments due to WFOEs and to secure performance of Beijing Lianzhong and Lianzhong Tiandi's obligations under the Contractual Arrangements.

The details of the Contractual Arrangements are set out in the prospectus issued by the Company dated 18 June 2014 (the "Prospectus") and the announcements issued by the Company dated 9 February 2017, 31 May 2018 and 10 March 2022.

The Group does not have any equity interest in Beijing Lianzhong and Lianzhong Tiandi and its subsidiaries. However, as a result of the Contractual Arrangements, the Group has rights to variable returns from its involvement with Beijing Lianzhong and Lianzhong Tiandi and has the ability to affect those returns through its power over Beijing Lianzhong and Lianzhong Tiandi and is considered to control Beijing Lianzhong and Lianzhong Tiandi and hence the Beijing Lianzhong and Lianzhong Tiandi Group. Consequently, the Company regards the Beijing Lianzhong and Lianzhong Tiandi Group as consolidated structured entities under International Financial Reporting Standards ("IFRSs"). The Group has consolidated the financial position and results of the Beijing Lianzhong and Lianzhong Tiandi Group in the consolidated financial statements.

1. 一般資料(續)

- 收取北京聯眾及聯眾天地以及其附屬公司產生的絕大部份經濟利益回報作為外商獨資企業酌情提供業務支持、技術及顧問服務的報酬；
- 獲得不可撤銷的獨家權利，以按中國法律及法規許可的最低購買價向各股權持有人購買北京聯眾及聯眾天地的全部或部份股權及／或資產。外商獨資企業可隨時行使該等購股權直至其完成收購北京聯眾及聯眾天地全部股權及／或全部資產；
- 就北京聯眾及聯眾天地的全部股權獲得各相關股權持有人的質押，作為北京聯眾及聯眾天地應付外商獨資企業的所有款項的抵押擔保，並擔保北京聯眾及聯眾天地履行其於合約安排下的義務。

有關合約安排之詳情載於本公司於二零一四年六月十八日刊發之招股章程(「招股章程」)內及本公司日期為二零一七年二月九日、二零一八年五月三十一日及二零二二年三月十日刊發之公告。

本集團於北京聯眾及聯眾天地及其附屬公司概無擁有任何股權。然而，根據合約安排，本集團享有其參與北京聯眾及聯眾天地的可變回報並有能力透過其對北京聯眾及聯眾天地之權力影響該等回報，故被視為控制北京聯眾及聯眾天地，從而控制北京聯眾及聯眾天地集團。因此，根據國際財務報告準則(「國際財務報告準則」)，本公司將北京聯眾及聯眾天地集團視為綜合結構實體。本集團已將北京聯眾及聯眾天地集團的財務狀況及業績併入綜合財務報表。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

1. GENERAL INFORMATION (Continued)

Nevertheless, the Contractual Arrangements may not be as effective as direct legal ownership in providing the Group with direct control over the Beijing Lianzhong and Lianzhong Tiandi Group and uncertainties presented by the PRC legal system could impede the Group's beneficiary rights of the results, assets and liabilities of the Beijing Lianzhong and Lianzhong Tiandi Group. The directors of the Company, based on the advice of its legal counsel, consider that the Contractual Arrangements are in compliance with relevant PRC laws and regulations and are legally enforceable.

The consolidated financial statements are presented in Renminbi ("RMB"), unless otherwise stated.

The financial statements for the year ended 31 December 2022 were approved for issue by the board of directors (the "Board") on 31 March 2023.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

These annual consolidated financial statements have been prepared in accordance with IFRSs which collective term includes all applicable individual International Financial Reporting Standards, International Accounting Standards and Interpretations issued by the International Accounting Standards Board.

The consolidated financial statements also comply with the disclosure requirements of the Hong Kong Companies Ordinance and include the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").

On 19 January 2021, the Company's non-wholly owned subsidiary, Allied Gaming and Entertainment, Inc. ("AGAE") formerly known as Allied Esports Entertainment, Inc. entered into a Stock Purchase Agreement ("SPA"), as amended on 19 March 2021 and 29 March 2021 SPA respectively, to sell 100% of the capital stock of its wholly-owned subsidiary, Club Services, Inc. ("CSI"). CSI owns 100% of each of the legal entities that collectively operate or engage in the Company's poker-related business, commonly known as the World Poker Tour ("WPT"). WPT is an internationally televised gaming and entertainment company that has been involved in the sport of poker since 2002 and created a television show based on a series of high-stakes poker tournaments.

1. 一般資料(續)

然而，合約安排未必具有如直接法定所有權之效力，以提供本集團對北京聯眾及聯眾天地集團的直接控制權，且中國法律體系的不確定性可能妨礙本集團於北京聯眾及聯眾天地集團的業績、資產及負債的實益權利。根據法律顧問的意見，本公司董事認為，合約安排符合相關中國法律法規且可依法強制執行。

除另有說明外，此綜合財務報表均以人民幣(「人民幣」)呈列。

截至二零二二年十二月三十一日止年度之財務報表於二零二三年三月三十一日獲董事會(「董事會」)批准發行。

2. 重大會計政策概要

2.1 編製基準

該等年度綜合財務報表乃按照國際財務報告準則(其包括由國際會計準則理事會頒佈的所有適用的個別國際財務報告準則、國際會計準則及詮釋)編製。

綜合財務報表亦符合香港公司條例的披露規定，並包括聯交所證券上市規則(「上市規則」)的適用披露規定。

於二零二一年一月十九日，本公司的非全資附屬公司Allied Gaming and Entertainment, Inc. (「AGAE」，前稱為Allied Esports Entertainment, Inc.) 訂立股份購買協議(「購股協議」)(分別於二零二一年三月十九日及二零二一年三月二十九日經修訂)以銷售其全資附屬公司Club Services, Inc. (「CSI」)的全部股本。CSI擁有共同營運或從事本公司撲克相關業務(通常名為World Poker Tour(「WPT」)的各法定實體的全部權益。WPT為一家國際性的電視播放遊戲及娛樂公司，其自二零零二年起一直涉足撲克運動，並根據一系列高檔撲克賽事創製一個電視節目。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

On 12 July 2021, AGAE and the buyer consummated the transactions contemplated by the SPA, pursuant to which, among other things, AGAE sold 100% of the outstanding capital stock of CSI to the buyer. CSI is AGAE's indirect wholly-owned subsidiary that directly or indirectly owns 100% of the outstanding capital stock of each of the legal entities that collectively operate or engage in AGAE's WPT business.

The details of the discontinued operations are set out in Note 43.

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended IFRSs and the impacts on the Group's financial statements, if any, are disclosed in Note 3.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties, certain financial assets and liabilities which are stated at fair values. Non-current assets and disposal group held for sale are stated at the lower of carrying amount and fair value less costs to sell. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the consolidated financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

2. 重大會計政策概要(續)

2.1 編製基準(續)

於二零二一年七月十二日，AGAE與買家完成購股協議項下擬進行交易，據此，(其中包括)AGAE向買家出售CSI全部發行在外股本。CSI為AGAE的間接全資附屬公司，直接或間接擁有各法定實體的全部發行在外股本，而該等法定實體共同營運或從事AGAE的WPT業務。

已終止經營業務的詳情載於附註43。

下文概述編製該等綜合財務報表時所採用之重大會計政策。除另有指明外，該等政策已整個呈列年度貫徹應用。採納新訂或經修訂國際財務報告準則及對本集團財務報表之影響(如有)於附註3披露。

除投資物業、若干金融資產及負債按公允值列賬外，綜合財務報表均以歷史成本基準編製。非流動資產及持作出售之出售組別均按賬面值與按公允值減出售成本(以較低者為準)列賬。計量基準於下文會計政策全面論述。

務請注意，編製綜合財務報表時已運用會計估計及假設。儘管該等估計乃基於管理層對現時事件及行動的一切所知及判斷，實際結果最終或會與該等估計有異。嚴重倚賴判斷或較複雜的範疇或涉及對綜合財務報表有重大影響的假設及估計的範疇均於附註4披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31 December each year.

Subsidiaries are entities controlled by the Group. The Group controls an entity when the Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power over the entity, only substantive rights relating to the entity (held by the Group and others) are considered.

The Group includes the income and expenses of a subsidiary in the consolidated financial statements from the date it gains control until the date when the Group ceases to control the subsidiary.

Intra-group transactions, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on sales of intra-group asset are reversed on consolidation, the underlying asset is also tested for impairment from the Group's perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Non-controlling interests represent the equity on a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at their proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from the equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company.

2. 重大會計政策概要(續)

2.2 合併基準

綜合財務報表包括本公司及其附屬公司編製的截至各年十二月三十一日的財務報表。

附屬公司指本集團控制的實體。當本集團透過參與實體的營運而承擔或享有可變回報且有能力透過其於實體的權力影響該等回報時，則本集團控制該實體。於評估本集團對實體是否擁有權力時，僅會考慮與實體有關的實質權利(由本集團及其他方持有)。

本集團的綜合財務報表包括附屬公司自本集團取得控制權之日起至本集團不再控制該附屬公司之日的收入及開支。

編製綜合財務報表時，集團內公司間交易、結餘及未變現損益均予以抵銷。倘銷售集團內公司間資產的未變現虧損於綜合入賬時撥回，則相關資產亦從本集團的角度進行減值測試。附屬公司財務報表所呈報的金額已於需要時作出調整，以確保與本集團所採納的會計政策一致。

非控股權益指於一間附屬公司中並非直接或間接歸屬本公司的權益，而本集團並無與該等權益的持有人協定任何額外條款，致使本集團整體就符合金融負債定義的權益承擔合約責任。就各業務合併而言，本集團可選擇按公允值或按非控股權益佔附屬公司的可識別資產淨值的比例計量任何非控股權益。

非控股權益於綜合財務狀況表內的權益中呈列，與本公司擁有人應佔權益分開列賬。本集團業績內的非控股權益入賬作為在非控股權益及本公司擁有人之間分配的年內損益總額及全面收益總額，於綜合損益及其他全面收益表呈列。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Basis of consolidation (Continued)

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Company had directly disposed of the related assets (i.e., reclassified to profit or loss or transferred directly to retained earnings). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 "Financial Instruments" or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

2. 重大會計政策概要(續)

2.2 合併基準(續)

本集團於附屬公司的權益變動，倘不會引致喪失控制權，則以權益交易入賬，並據此對綜合權益中控股權益的金額作調整，以反映相關的權益變動，惟不會調整商譽及確認盈虧。

倘本集團失去對附屬公司之控制權，出售的損益按(i)已收代價公允值及任何保留權益之公允值總額與(ii)該附屬公司之資產(包括商譽)及負債與任何非控股權益之過往賬面價值之差額計算。當附屬公司的若干資產按重估金額或公允值計量，且相關累計收益或虧損已在其他全面收益確認並於權益累計，過往已在其他全面收益確認並於權益累計之金額將猶如本公司已直接出售該相關資產入賬(即重新分類至損益或直接轉撥至保留盈利)。於失去控制權當日在前附屬公司保留的任何投資的公允值視作初始確認國際財務報告準則第9號「金融工具」項下後續會計處理之公允值，或(如適用)於初始確認於聯營公司或合營企業投資的成本。

於本公司的財務狀況表內，附屬公司乃按成本減任何減值虧損入賬，除非附屬公司持作出售或計入出售組別內。成本經調整以反映或然代價修訂產生的代價變動。成本亦包括投資直接應佔成本。

附屬公司的業績由本公司根據已收及應收股息於報告日期入賬。所有的股息(無論是否從投資對象的收購前或收購後溢利中收取)均於本公司損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred 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. Acquisition-related costs are recognised in profit or loss as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed. If, after assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value on the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as bargain purchase gain.

2. 重大會計政策概要(續)

2.3 業務合併

收購附屬公司及業務乃採用收購法入賬。於業務合併中轉讓的代價以公允值計量，公允值則按本集團所轉讓資產、由本集團向被收購方前擁有人所產生的負債以及本集團為換取被收購方控制權而發行股本權益於收購日期的公允值總和計算。與收購有關的成本於產生時在損益確認。

業務合併中收購的可識別資產及承擔的負債及或然負債乃按收購日期公允值初步計量。

商譽按所轉讓代價、被收購方的任何非控股權益金額及收購方先前於被收購方持有的權益公允值(如有)的總額超出所收購可識別資產及所承擔負債於收購日期淨額的差額計量。倘經重新評估後，所收購可識別資產及所承擔負債於收購日期的淨額超出所轉讓代價、於被收購方的任何非控股權益金額及收購方先前於被收購方持有的權益公允值(如有)的總額，則該超出的金額即時在損益內確認為議價購買收益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Business combinations (Continued)

Where the consideration the Group transfers in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and considered as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments being made against goodwill or gain on bargain purchase. Measurement period adjustments are adjustments that arise from additional information obtained during the measurement period about facts and circumstances that existed as of the acquisition date. Measurement period does not exceed one year from the acquisition date. The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounting for within equity. Contingent consideration that is classified as a financial liability is remeasured at subsequent reporting dates at fair value with corresponding gain or loss being recognised in profit or loss.

Changes in the value of the previously held equity interest recognised in other comprehensive income and accumulated in equity before the acquisition date are reclassified to profit or loss when the Group obtains control over the acquiree.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

2. 重大會計政策概要(續)

2.3 業務合併(續)

當本集團於一項業務合併轉讓的代價包括或然代價安排所產生的資產或負債，則或然代價乃按收購日期的公允值計量，並視為業務合併中轉讓代價的一部分。合資格作計量期間調整的或然代價的公允值變動乃追溯調整，並對商譽或議價購買收益作出相應調整。計量期間調整為於計量期間因取得於收購日期已存在的事實及情況的額外資料而作出的調整。計量期間不得超過收購日期起計一年。不符合作為計量期間調整的或然代價公允值變動的其後會計處理，取決於或然代價如何分類。分類為權益的或然代價於其後報告日期不會重新計量，其後結算於權益內進行入賬處理。分類為金融負債的或然代價於其後報告日期根據公允值重新計量，而相應收益或虧損乃於損益中確認。

當本集團取得被收購方的控制權時，於收購日期前在其他全面收益確認及在權益累計的先前所持股權的價值變動會重新分類至損益。

倘業務合併的初步會計處理於合併發生的報告期末仍未完成，則本集團會就仍未完成會計處理的項目呈報暫定金額。該等暫定金額於計量期間(見上文)內作出調整，或確認額外資產或負債，以反映獲得有關於收購日期已存在事實及情況的新資料，而倘知悉該等資料，將會影響於當日確認的金額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Associates

An associate is an entity over which the Group has significant influence, which is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

In consolidated financial statements, an investment in an associate is initially recognised at cost and subsequently accounted for using the equity method. Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. The cost of acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed and equity instruments issued by the Group, plus any costs directly attributable to the investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss in the determination of the Group's share of the associate's profit or loss in the period in which the investment is acquired.

Under the equity method, the Group's interest in the associate is carried at cost and adjusted for the post-acquisition changes in the Group's share of the associate's net assets less any identified impairment loss, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). The profit or loss for the year includes the Group's share of the post-acquisition, post-tax results of the associate for the year, including any impairment loss on the investment in associate recognised for the year. The Group's other comprehensive income for the year includes its share of the associate's other comprehensive income for the year.

Unrealised gains on transactions between the Group and its associate are eliminated to the extent of the Group's interest in the associates. Where unrealised losses on assets sales between the Group and its associate are reversed on equity accounting, the underlying asset is also tested for impairment from the Group's perspective. Where the associate uses accounting policies other than those of the Group for like transactions and events in similar circumstances, adjustments are made, where necessary, to conform the associate's accounting policies to those of the Group when the associate's financial statements are used by the Group in applying the equity method.

2. 重大會計政策概要(續)

2.4 聯營公司

聯營公司為本集團對其具有重大影響力的實體。重大影響力即參與被投資方財務及經營政策決定但不控制或共同控制該等政策的權力。

在綜合財務報表中，於聯營公司的投資初步按成本確認，其後採用權益法入賬。收購成本超逾本集團應佔於收購日期所確認該聯營公司的可識別資產、負債及或然負債的公允淨值的任何數額會確認為商譽。商譽計入投資的賬面值，並作為投資的一部分作出減值評估。收購成本按交易當日所給予的資產、所產生或承擔的負債，以及本集團已發行股本工具的公允值總額，另加投資直接應佔的任何成本計量。重新評估後，本集團應佔可識別資產、負債及或然負債的公允淨值超出收購成本的任何差額，即時於損益確認，以釐定購入投資期間本集團應佔聯營公司的損益。

按照權益法，本集團於聯營公司的權益按成本列賬，並就本集團應佔聯營公司的資產淨值減任何已識別減值虧損於收購後的變動作出調整，惟分類為持有待售(或納入被分類為持有待售的出售組別)除外。年內損益包括本集團年內應佔聯營公司的收購後及除稅後業績(包括年內確認的於聯營公司的投資的任何減值虧損)。本集團應佔聯營公司的年內其他全面收益包括本集團應佔年內其他全面收益。

本集團與其聯營公司之間交易的未變現收益將會對銷，惟以本集團所佔聯營公司的權益為限。倘本集團與其聯營公司之間資產銷售的未變現虧損按權益會計法撥回，本集團亦會對有關資產作減值測試。倘聯營公司所用會計政策並非為本集團於同類情況下就類似交易及事件所採用者，則本集團就所使用的該聯營公司財務報表採用權益法時作出必要調整，以使該聯營公司的會計政策與本集團所用者一致。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Associates (Continued)

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate. For this purpose, the Group's interest in the associate is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

After the application of equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its associates. At each reporting date, the Group determines whether there is any objective evidence that the investment in associate is impaired. If such indications are identified, the Group calculates the amount of impairment as being the difference between the recoverable amount (i.e. higher of value in use and fair value less costs of disposal) of the associate and its carrying amount. In determining the value in use of the investment, the Group estimates its share of the present value of the estimated future cash flows expected to be generated by the associate, including cash flows arising from the operations of the associate and the proceeds on ultimate disposal of the investment.

The Group discontinues the use of equity method from the date when it ceases to have significant influence over an associate. If the retained interest in that former associate is a financial asset, the retained interest is measured at fair value, which is regarded as its fair value on initial recognition as a financial asset in accordance with IFRS 9. The difference between (i) the fair value of any retained interest and any proceeds from disposing of a part interest in the associate; and (ii) the carrying amount of the investment at the date the equity method was discontinued, is recognised in the profit or loss. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would have been required if the associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by the investee would be reclassified to profit or loss on the disposal of the related assets or liabilities, the entity reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

2. 重大會計政策概要(續)

2.4 聯營公司(續)

當本集團應佔聯營公司的虧損相等或超過其於聯營公司的權益時，除非其擁有法定或推定責任或代表聯營公司付款，否則本集團不會再確認虧損。就此而言，本集團於聯營公司的權益為根據權益法計算投資的賬面值，連同實質構成本集團於該聯營公司的投資淨額的長期權益部分。

於應用權益法後，本集團決定是否須就本集團於聯營公司的投資確認額外減值虧損。於各報告日期，本集團決定是否有任何客觀憑證顯示於聯營公司的投資出現減值。倘識別出該等跡象，則本集團所計算的減值金額為聯營公司的可收回金額(即使用價值與公允值減出售成本兩者間之較高者)與其賬面值的差額。於釐定投資的使用價值時，本集團估計預期其應佔的將由該聯營公司產生的估計未來現金流量的現值，包括該聯營公司的營運所產生現金流量以及最終出售該投資的所得款項。

本集團自其不再對聯營公司有重大影響力當日起終止使用權益法。倘於該前聯營公司的保留權益為金融資產，根據國際財務報告準則第9號，該保留權益按公允值計量，該公允值被視為初步確認為金融資產時的公允值。(i)出售聯營公司部分權益的任何保留權益及任何所得款項的公允值；及(ii)不再使用權益法當日的投資賬面值兩者的差額於損益中確認。此外，本集團將過往就聯營公司於其他全面收益確認的所有金額入賬，基準與聯營公司直接出售相關資產或負債時需使用的基準相同。因此，倘投資對象過往於其他全面收益確認的收益或虧損，將於出售相關資產或負債時重新分類至損益，則實體於不再使用權益法時將有關收益或虧損由權益重新分類至損益(作為重新分類調整)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Associates (Continued)

If an investment in an associate becomes an investment in a joint venture, the Group continues to apply the equity method and does not remeasure the retained interest.

2.5 Foreign currency translation

The consolidated financial statements are presented in Renminbi ("RMB"), which is also the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated (i.e. only translated using the exchange rates at the transaction date). When a fair value gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is also recognised in profit or loss. When a fair value gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is also recognised in other comprehensive income.

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into RMB. Assets and liabilities have been translated into RMB at the closing rates at the reporting date. Income and expenses have been converted into the RMB at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the translation reserve in equity.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation have been treated as assets and liabilities of the foreign operation and translated into RMB at the closing rates.

2. 重大會計政策概要(續)

2.4 聯營公司(續)

倘於聯營公司的投資成為於合營企業的投資，本集團將繼續應用權益法而不會重新計量有關保留權益。

2.5 外幣換算

綜合財務報表以人民幣(「人民幣」)呈列，而人民幣亦為本公司的功能貨幣。

於綜合入賬實體的個別財務報表內，外幣交易均按交易當日的匯率換算為個別實體的功能貨幣。於報告日期，以外幣計值的貨幣資產及負債按該日的匯率換算。因結算該等交易及因於報告日期重新換算貨幣資產及負債產生的外匯收益及虧損均於損益內確認。

按公允值列賬且以外幣計值的非貨幣項目，乃按釐定公允值當日的匯率重新換算。按過往成本以外幣計量的非貨幣項目不會重新換算(即僅以交易當日的匯率進行換算)。當非貨幣項目之公允值收益或虧損於損益確認時，該收益或虧損之任何匯兌部份亦於損益確認。當非貨幣項目之公允值收益或虧損於其他全面收益確認時，該收益或虧損之任何匯兌部份亦於其他全面收益確認。

於綜合財務報表內，原以本集團呈列貨幣以外的貨幣呈列的海外業務的所有個別財務報表均已換算為人民幣。資產及負債已按報告日期的收市匯率換算為人民幣。收入與開支按交易當日的匯率或按報告期間的平均匯率換算為人民幣，惟前提是匯率沒有重大波動。任何就此產生的差額，已於其他全面收益內確認及於權益的換算儲備內單獨累計。

收購海外業務所產生的商譽及公允值調整已被視作為該海外業務的資產及負債處理並按收市匯率換算為人民幣。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Foreign currency translation (Continued)

On the disposal of a foreign operation (i.e., a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or loss of significant influence over an associate that includes a foreign operation), all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to profit or loss. Any exchange differences that have previously been attributed to non-controlling interests are derecognised, but they are not reclassified to profit or loss.

In the case of a partial disposal (i.e., no loss of control) of a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e., of associates not involving a change of accounting basis), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

2.6 Property, plant and equipment

Property, plant and equipment (other than construction in progress as described below) are initially recognised at acquisition cost or manufacturing cost, including any cost directly attributable to bringing the assets to the location and condition necessary for them to be capable of operating in the manner intended by the Group's management. They are subsequently stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

2. 重大會計政策概要(續)

2.5 外幣換算(續)

當出售海外業務(即出售本集團於海外業務的全部權益,或涉及失去一間具有海外業務的附屬公司的控制權的出售,或涉及失去對一間具有海外業務的聯營公司的重大影響力的出售)時,就本集團應佔該業務的所有累計匯兌差額重新分類至損益。非控股權益過往應佔的任何匯兌差額會被終止確認,但不會被重新分類至損益。

倘出售具有海外業務的附屬公司的部分權益(即並無失去控制權),則應佔累計匯兌差額的份額會重新歸類為非控股權益,而不會於損益內確認。就所有其他部分權益出售(即並非涉及會計基準變動的聯營公司的部分權益出售),應佔累計匯兌差額的份額被重新分類至損益。

2.6 物業、廠房及設備

物業、廠房及設備(如下所述在建工程除外)初步按收購成本或製造成本確認,包括將資產送至所需地點及達致所需條件以使資產能按本集團管理層擬定方式運作而直接應佔的任何成本。其於其後按成本減累計折舊及累計減值虧損(如有)列賬。

用於生產、供應或管理目的之在建物業按成本減任何已確認減值虧損列賬。成本包括專業費用及(就合資格資產而言)根據本集團會計政策資本化的借貸成本。該等物業在竣工可作擬定用途時可分類至適當類別的物業、廠房及設備。該等資產按與其他物業資產相同的基準折舊,且於其可作擬定用途時開始折舊。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Property, plant and equipment (Continued)

Depreciation is recognised so as to write off the cost of assets, other than construction in progress, less their residual values over their estimated useful lives, using the straight-line method, as follows:

Leasehold improvements	Shorter of remaining term of the lease and the estimated useful lives of the assets
Computer equipment	3 to 5 years
Furniture and office equipment	3 to 5 years
Motor vehicles	5 years
Production equipment	5 years

Estimates of residual value and useful life are reviewed, and adjusted if appropriate, at each reporting date.

Gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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

2.7 Investment properties

Investment properties are buildings which are owned to earn rental income and/or for capital appreciation.

On initial recognition, investment property is measured at cost, and subsequently at fair value, unless fair value cannot be reliably determined at that time.

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, any other costs directly attributable to bringing the investment property to a working condition for their intended use and capitalised borrowing costs.

2. 重大會計政策概要(續)

2.6 物業、廠房及設備(續)

折舊以直線法於如下估計可使用年內內確認，以撇銷資產成本(在建工程除外)減其剩餘價值：

租賃裝修工程	資產的剩餘租期與估計可使用年期之間的較短者
電腦設備	3至5年
傢俬及辦公室設備	3至5年
汽車	5年
生產設備	5年

剩餘價值與可使用年期之估計於各報告日期進行檢討及於適當時作出調整。

報廢或出售所產生之收益或虧損按出售所得款項與相關資產之賬面值之間的差額釐定，並於損益內確認。

後續成本計入資產之賬面值或於適當時確認為一項個別資產，前提條件為與該項目相關之未來經濟利益極有可能流入本集團及該項目成本能可靠計量。終止確認已重置部分之賬面值。所有其他成本(如維修及保養成本)於其產生之財務期間自損益內扣除。

2.7 投資物業

投資物業乃為賺取租金收入及/或資本增值而擁有的樓宇。

於初步確認時，投資物業按成本計量，其後按公允值計量，惟公允值無法可靠釐定則除外。

成本包括收購投資物業直接應佔的開支。自建投資物業的成本包括材料及直接勞工成本、使投資物業作其擬定用途的運作狀況直接應佔的任何其他成本以及資本化之借款成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Goodwill

Set out below are the accounting policies on goodwill arising on acquisition of a subsidiary. Accounting for goodwill arising on acquisition of investment in an associate is set out in Note 2.4.

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the Group's interest in the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see Note 2.21).

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of gain or loss on disposal.

2. 重大會計政策概要(續)

2.8 商譽

下文載列有關收購一間附屬公司產生之商譽的會計政策。收購一間聯營公司的投資所產生商譽的會計處理載列於附註2.4。

業務合併產生之商譽在取得控制權當日(收購日)確認為資產。商譽按所轉讓代價公允值、被收購方任何非控股權益金額及收購方之前持有的被收購方股權(如有)公允值之總和超過本集團於收購日計量之被收購方可識別資產及負債之公允淨值的權益部分計量。

倘重新評估後，本集團於被收購方可識別淨資產公允值的權益超過所轉讓代價、被收購方任何非控股權益金額及收購方之前持有的被收購方股權(如有)公允值之總額，則超出部分立即於損益內確認為議價購買收益。

商譽乃按成本減累計減值虧損列賬。商譽分配至現金產生單位，並於每年接受減值測試(見附註2.21)。

隨後出售一間附屬公司時，出售收益或虧損金額的釐定會計及資本化商譽應佔款項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Digital assets, intangible assets (other than goodwill) and research and development activities

Digital assets

Digital assets held as the result of the purchase of Ether cryptocurrency or receipt of Ether as a form of payment for its sale of NFT are accounted for as indefinite-lived intangible assets. The digital assets are initially recorded at cost and are subsequently remeasured, net of any impairment losses incurred since the date of acquisition.

The recoverable amount of the digital assets is determined by its fair value less costs of disposal and its fair value is categorised under Level 1 fair value hierarchy and determined based on the quoted bid prices in an active market.

Intangible assets (other than goodwill)

Acquired intangible assets are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on straight-line basis over their estimated useful lives. Amortisation commences when the intangible assets are available for use. The following useful lives are applied:

Computer software	1 to 5 years
Game intellectual properties, trademark and licenses	2 to 10 years
Unfinished contracts	1 to 10 years
Customer relationships	5 years

Intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

The assets' amortisation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

Intangible assets, with finite and indefinite useful lives, are tested for impairment as described below in Note 2.21.

Research and development costs

Costs associated with research activities are expensed in profit or loss as they occur. Costs that are directly attributable to development activities are recognised as intangible assets provided they meet the following recognition requirements:

- (i) demonstration of technical feasibility of the prospective product for internal use or sale;

2. 重大會計政策概要(續)

2.9 數字資產、無形資產(商譽除外)及研發活動

數字資產

由於購買以太幣加密貨幣並接納以太幣作為NFT銷售之付款形式，持有的數字資產乃入賬為具無限年期之無形資產。數字資產初始按成本列賬，其後予以重新計量，扣除自收購日期起產生的任何減值虧損。

數字資產之可收回金額乃根據其公允價值減出售成本釐定，而其公允價值乃歸類為公允價值層級之第一層級，並根據於活躍市場之買入報價釐定。

無形資產(商譽除外)

收購的無形資產乃按成本初步確認。初步確認後，具有限可使用年期之無形資產乃按成本減累計攤銷及任何累計減值虧損列賬。具有限可使用年期之無形資產攤銷乃按其估計可使用年期以直線法撥備。無形資產可供使用時開始進行攤銷。已採用下列可使用年期：

電腦軟件	1至5年
遊戲知識產權、商標及許可證	2至10年
未完成合約	1至10年
客戶關係	5年

具無限可使用年期之無形資產乃按成本減任何其後累計減值虧損列賬。

有關資產攤銷方法及可使用年期於各報告日期進行檢討及於適當時作出調整。

具有限及無限可使用年期之無形資產按下文附註2.21所述進行減值測試。

研發成本

與研究活動有關的成本於產生時即於損益中支銷。開發活動直接應佔成本確認為無形資產，惟須符合以下確認要求：

- (i) 證實內部使用或出售的潛在產品在技術上具有可行性；

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Digital assets, intangible assets (other than goodwill) and research and development activities (Continued)

Research and development costs (Continued)

- (ii) there is intention to complete the intangible asset and use or sell it;
- (iii) the Group's ability to use or sell the intangible asset is demonstrated;
- (iv) the intangible asset will generate probable economic benefits through internal use or sale;
- (v) sufficient technical, financial and other resources are available for completion; and
- (vi) the expenditure attributable to the intangible asset can be reliably measured.

Direct costs include employee costs incurred on development activities along with an appropriate portion of relevant overheads. The costs of development of internally generated software, products or knowhow that meet the above recognition criteria are recognised as intangible assets. They are subject to the same subsequent measurement method as acquired intangible assets.

All other development costs are expensed as incurred.

2.10 Financial instruments

Recognition and derecognition

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all of its risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

2. 重大會計政策概要(續)

2.9 數字資產、無形資產(商譽除外)及研發活動(續)

研發成本(續)

- (ii) 具有完成該無形資產並使用或出售的意圖；
- (iii) 證實本集團有能力使用或出售無形資產；
- (iv) 無形資產將透過內部使用或出售而產生潛在經濟利益；
- (v) 有足夠的技術、財務和其他資源支持完成研發；及
- (vi) 歸屬於無形資產的支出可被可靠地計量。

直接成本包括開發活動產生的僱員成本及適當比例的相關間接成本。符合上述確認標準的內部產生的軟件、產品或專門技術的開發成本確認為無形資產。該等無形資產其後的計量方法與已收購無形資產所使用者相同。

所有其他開發成本均於產生時支銷。

2.10 金融工具

確認及終止確認

金融資產及金融負債於本集團成為金融工具合約條文一方時確認。

金融資產於自金融資產獲取現金流量之合約權利屆滿，或金融資產及其絕大部分風險及回報已轉移時終止確認。金融負債於其消除、解除、註銷或到期時終止確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial instruments (Continued)

Financial Assets

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value, in case of a financial asset not at fair value through profit or loss ("FVTPL"), plus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in the consolidated statement of profit or loss and other comprehensive income.

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost; or
- FVTPL.

The classification is determined by both:

- the entity's business model for managing the financial asset; and
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within "finance costs" or "other income", except for expected credit losses ("ECL") of financial assets which is presented within "impairment of assets".

2. 重大會計政策概要(續)

2.10 金融工具(續)

金融資產

金融資產之分類及初步計量

除並無重大融資成分且根據國際財務報告準則第15號按交易價格計量之貿易應收款項外，所有金融資產均按公允值初步計量，倘屬並非按公允值計入損益(「按公允值計入損益」)的金融資產，則須加上收購金融資產直接應佔的交易成本計量。按公允值計入損益列賬的金融資產交易成本於綜合損益及其他全面收益表中支銷。

金融資產(除指定及有效作為對沖工具者外)分類為下列類別：

- 按攤銷成本；或
- 按公允值計入損益。

分類乃根據下列兩項釐定：

- 實體管理金融資產之業務模式；及
- 金融資產之合約現金流量特徵。

與金融資產有關的所有收支於損益確認，並於「融資成本」或「其他收益」內呈列，惟金融資產預期信貸虧損(「預期信貸虧損」)於「資產減值」內呈列除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial instruments (Continued)

Financial Assets (Continued)

Subsequent measurement of financial assets

Debt investments

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Interest income from these financial assets is included in "other income" in profit or loss. Discounting is omitted where the effect of discounting is immaterial. The Group's bank balances and cash, restricted bank balances, trade and other receivables and loans to third parties fall into this category of financial instruments.

Financial assets at FVTPL

Financial assets that are held within a different business model other than "hold to collect" or "hold to collect and sell" are categorised at FVTPL. Further, irrespective of business model, financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL.

2. 重大會計政策概要(續)

2.10 金融工具(續)

金融資產(續)

金融資產之其後計量

債務投資

按攤銷成本計量之金融資產

倘金融資產符合下列條件(且並非指定為按公允值計入損益),則該資產按攤銷成本計量:

- 以持有金融資產及收取合約現金流量為目的之業務模式下持有之金融資產;及
- 金融資產之合約條款產生之現金流量純粹為支付本金及未償還本金之利息。

於初步確認後,該等資產使用實際利率法按攤銷成本計量。該等金融資產利息收入計入損益內「其他收益」。倘折現影響微乎其微,則折現可忽略不計。本集團銀行結餘及現金、受限制銀行結餘、貿易及其他應收款項以及給予第三方之貸款均屬於此類金融工具。

按公允值計入損益之金融資產

與「持有以收取」或「持有以收取及出售」不同業務模式持有的金融資產按公允值計入損益分類。此外,無論屬何種業務模式,合約現金流量並非僅支付本金及利息的金融資產按公允值計入損益列賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial instruments (Continued)

Financial Assets (Continued)

Subsequent measurement of financial assets (Continued)

Equity investments

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment, the Group elects to designate the investment at fair value through other comprehensive income ("FVOCI") (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income and accumulated in "fair value reserve – non-recycling" in equity. Such elections are made on an instrument-by-instrument basis, but only be made if the investment meets the definition of equity from the issuer's perspective.

The equity instruments at FVOCI are not subject to impairment assessment. The cumulative gain or loss in "fair value reserve – non-recycling" will not be reclassified to profit or loss upon disposal of the equity investments, and will be transferred to retained earnings.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income" in profit or loss.

Financial liabilities

Classification and measurement of financial liabilities

The Group's financial liabilities include trade and other payables, loans payable and lease liabilities.

Financial liabilities (other than lease liabilities) are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at FVTPL.

Subsequently, financial liabilities (other than lease liabilities) are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

2. 重大會計政策概要(續)

2.10 金融工具(續)

金融資產(續)

金融資產之其後計量(續)

股本投資

股本證券投資均會分類為按公允值計入損益，除非該股本投資並非持作買賣用途，且在初步確認投資時本集團選擇將投資指定為按公允值計入其他全面收益（「按公允值計入其他全面收益」）（不可劃轉），以致後續公允值變動在其他全面收益中確認並於權益內「公允值儲備 – 不可劃轉」累計。該選擇乃按個別工具基準作出，惟僅當投資符合發行人角度下的股本定義時方可作出。

按公允值計入其他全面收益之股本投資毋須進行減值評估。於出售股本投資後，「公允值儲備 – 不可劃轉」內的累計收益或虧損不會重新分類至損益，而將轉入保留盈利。

除非股息明確指明收回部分投資成本，否則當本集團收取股息的權利確立時，該等股本工具投資所得股息於損益確認。股息計入損益內「其他收入」。

金融負債

金融負債的分類及計量

本集團的金融負債包括貿易及其他應付款項、應付貸款以及租賃負債。

金融負債（除租賃負債外）按公允值初步計量，並就交易成本（如適用）予以調整，惟本集團指定按公允值計入損益的金融負債除外。

隨後，金融負債（除租賃負債外）使用實際利率法按攤銷成本計量，惟指定按公允值計入損益的衍生工具及金融負債除外，其隨後按公允值列賬，收益或虧損則於損益內確認（指定及有效作為對沖工具之衍生金融工具除外）。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Financial instruments (Continued)

Financial liabilities (Continued)

Classification and measurement of financial liabilities (Continued)

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within "finance costs" or "other income".

Accounting policies of lease liabilities are set out in Note 2.15.

Trade and other payables and loans payable

Trade and other payables and loans payable are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2. 重大會計政策概要(續)

2.10 金融工具(續)

金融負債(續)

金融負債的分類及計量(續)

所有於損益內呈報的利息相關費用及工具公允值變動(如適用)均計入「融資成本」或「其他收入」內。

租賃負債的會計政策載於附註2.15。

貿易及其他應付款項以及應付貸款

貿易及其他應付款項以及應付貸款初步使用實際利率法按其公允值確認，隨後按攤銷成本計量。

抵銷金融工具

當有法定可強制執行權利抵銷已確認金額，且有意按其淨額作結算或同時變現資產和結算負債時，有關金融資產與負債可互相抵銷，並在綜合財務狀況表內呈報其淨值。法定可強制執行權利不得依賴未來事件而定，而在一般業務過程中以及倘公司或對手方一旦出現違約、無償債能力或破產時必須可強制執行。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Impairment of financial assets

IFRS 9's impairment requirements use forward-looking information to recognise ECL — the "ECL model". Instruments within the scope included loans and other debt-type financial assets measured at amortised cost and trade receivables.

The Group considers a broader range of information when assessing credit risk and measuring ECL, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ("Stage 1") and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ("Stage 2").

"Stage 3" would cover financial assets that have objective evidence of impairment at the reporting date.

"12-month ECL" are recognised for the Stage 1 category while "lifetime ECL" are recognised for the Stage 2 category.

Measurement of the ECL is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

2. 重大會計政策概要(續)

2.11 金融資產減值

國際財務報告準則第9號的減值規定採用品前瞻性的資料確認預期信貸虧損—「預期信貸虧損模式」。屬此新規定範疇內的工具包括按攤銷成本計量的貸款及其他債務類金融資產及貿易應收款項。

於評估信貸風險及計量預期信貸虧損時，本集團考量更為廣泛的資料，包括過往事件、現時狀況以及會影響有關工具未來現金流量預期可收回性的合理及有理據的預測。

採納該前瞻法時，須對下列各項作出區別：

- 自初步確認以來其信貸質量未發生重大退化或具較低信貸風險的金融工具(「第一階段」)；及
- 自初步確認以來其信貸質量發生重大退化且其信貸風險不低的金融工具(「第二階段」)。

「第三階段」將覆蓋於報告日期出現減值客觀證據的金融資產。

就第一階段類別確認「十二個月的預期信貸虧損」，而就第二階段類別確認「整個存續期的預期信貸虧損」。

預期信貸虧損的計量乃按概率加權估計於金融工具預計存續期的信貸虧損釐定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Impairment of financial assets (Continued)

Trade receivables

For trade receivables, the Group applies a simplified approach in calculating ECL and recognises a loss allowance based on lifetime ECL at each reporting date. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial assets. In calculating the ECL, the Group has established a provision matrix that is based on its historical credit loss experience and external indicators, adjusted for forward-looking factors specific to the debtors and the economic environment.

To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

Other financial assets measured at amortised cost

The Group measures the loss allowance for other receivables equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of default occurring since initial recognition.

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial assets at the reporting date with the risk of default occurring on the financial assets at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

2. 重大會計政策概要(續)

2.11 金融資產減值(續)

貿易應收款項

就貿易應收款項而言，本集團應用簡化方法計算預期信貸虧損並於各報告日期根據整個存續期的預期信貸虧損確認虧損撥備。考慮到金融資產存續期內任何時間點均可能出現違約事件，預期合約現金流量會存在不足情況。於計算預期信貸虧損時，本集團已根據其歷史信貸虧損經驗及外部指標建立撥備矩陣，並根據債務人特定前瞻性因素及經濟環境作出調整。

為計量預期信貸虧損，貿易應收款項已根據共同信貸風險特點及逾期天數分類。

按攤銷成本計量的其他金融資產

本集團計量的其他應收款項虧損撥備等於十二個月的預期信貸虧損，除非自初步確認後信貸風險顯著增加，則本集團確認整個存續期的預期信貸虧損。評估是否應確認整個存續期的預期信貸虧損是基於自初步確認以來發生違約的可能性或風險是否顯著增加。

於評估信貸風險自初步確認起有否顯著增加時，本集團將金融資產於報告日期發生違約的風險與該金融資產於初步確認日期發生違約的風險進行比較。作出此評估時，本集團考慮合理並有證據支持的定量及定性資料，包括過往經驗及毋須付出額外成本或努力即可獲得的前瞻性資料。

具體而言，評估信貸風險有否顯著增加時會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著轉差；
- 信貸風險的外部市場指標顯著轉差，例如信貸息差、債務人的信貸違約掉期價格大幅增加；

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Impairment of financial assets (Continued)

Other financial assets measured at amortised cost (Continued)

- existing or forecast adverse changes in regulatory, business, financial, economic conditions, or technological environment that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the end of each reporting period. A debt instrument is determined to have low credit risk if it has a low risk of default, the borrower has strong capacity to meet its contractual cash flow obligations in the near term and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations.

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collateral held by the Group).

Detailed analysis of the ECL assessment of trade receivables and other financial assets measured at amortised cost are set out in Note 41(e).

2. 重大會計政策概要(續)

2.11 金融資產減值(續)

按攤銷成本計量的其他金融資產(續)

- 監管、商業、金融、經濟狀況或技術環境的目前或預期不利變動，預計將導致債務人的償還債務能力顯著下降；
- 債務人經營業績實際或預期顯著轉差；及
- 債務人的監管、經濟或技術環境的實際或預計重大不利變動，導致債務人的償還債務能力顯著下降。

儘管上文所述，倘一項債務工具於各報告期末被釐定為低信貸風險，則本集團假設該項債務工具的信貸風險自初步確認起並無顯著增加。倘債務工具違約風險低、借款人近期具充分能力以履行合約現金流量責任，及長遠經濟及業務狀況之不利變動或會(但非必然)降低借款人履行其合約現金流量責任的能力，則該債務工具被釐定為具有低信貸風險。

就內部信貸風險管理而言，本集團認為，違約事件在內部制定或源自外部的資料顯示債務人不大可能向債權人(包括本集團)悉數還款(未計及本集團所持任何抵押品)時發生。

貿易應收款項及按攤銷成本計量的其他金融資產的預期信貸虧損評估分析詳情載於附註41(e)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Inventories

Inventories are carried at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and applicable selling expenses. Cost is determined using the first-in, first-out ("FIFO") method.

2.13 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.14 Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see Note 2.19). A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see Note 2.10).

2.15 Leases

Definition of a lease and the Group as a lessee

At inception of a contract, the Group considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an identified asset (the underlying asset) for a period of time in exchange for consideration'. To apply this definition, the Group assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Group;

2. 重大會計政策概要(續)

2.12 存貨

存貨以成本與可變現淨值兩者中較低者列賬。可變現淨值為日常營業過程中的估計售價減估計完工成本及適用的銷售費用。成本採用先進先出(「先進先出」)法釐定。

2.13 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、銀行活期存款及原定到期日為三個月或以下，可隨時兌換為已知數額現金且價值變動風險較少的短期高度流動性投資。

2.14 合約負債

本集團確認相關收益前，合約負債於客戶支代價時確認(見附註2.19)。倘本集團有權無條件於本集團確認相關收益前收取代價，則合約負債亦會獲確認。於相關情況下，相應應收款項亦會獲確認(見附註2.10)。

2.15 租賃

租賃之定義及本集團作為承租人

於合約開始時，本集團考慮合約是否屬於或載有租賃。租賃界定為「合約或合約一部分，而其載有使用已識別資產(相關資產)一段期間以換取代價的權利」。為應用此定義，本集團評估合約是否符合下列三個主要評估方法，即：

- 合約是否包含已識別資產，而其已於合約中明文獲識別或本集團獲得該資產之時按隱含方式識別；

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Leases (Continued)

Definition of a lease and the Group as a lessee (Continued)

- the Group has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- the Group has the right to direct the use of the identified asset throughout the period of use. The Group assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

For contracts that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices.

Measurement and recognition of leases as a lessee

At lease commencement date, the Group recognises a right-of-use asset and a lease liability on the consolidated statement of financial position. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Group, an estimate of any costs to dismantle and remove the underlying asset at the end of the lease, and any lease payments made in advance of the lease commencement date (net of any lease incentives received).

The Group depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term unless the Group is reasonably certain to obtain ownership at the end of the lease term. The Group also assesses the right-of-use asset for impairment when such indicator exists.

At the commencement date, the Group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate.

2. 重大會計政策概要(續)

2.15 租賃(續)

租賃之定義及本集團作為承租人(續)

- 本集團是否有權從整段使用期間因使用該已識別資產獲取絕大部分經濟利益，當中須考慮其於合約所界定範圍內的權利；及
- 本集團是否有權指示該已識別資產於整段使用期間的用途。本集團評估其是否有權指示該資產於整段使用期間「如何使用及作何目的」。

就載有租賃部分及一個或多個額外租賃或非租賃部分的合約，本集團按其相對獨立價格將合約代價分配至各個租賃及非租賃部分。

作為承租人的租賃計量及確認

於租賃開始日期，本集團於綜合財務狀況表確認使用權資產及租賃負債。使用權資產按成本計量，該成本由租賃負債的初步計量、本集團產生的任何初步直接成本、於租賃結束時拆卸及清除相關資產所需任何成本的估計，以及於租賃開始日期前預先作出的任何租賃款項(已扣除任何已收租賃獎勵金)所組成。

本集團自租賃開始日期起至使用權資產可使用年期結束日或租期結束日(以較短者為準)按直線法將使用權資產計算折舊，除非本集團可合理肯定可於租期結束日可獲得其擁有權則另作別論。本集團亦於有關指標出現時就減值評估使用權資產。

於開始日期，本集團按當日未繳付租賃款項的現值計量租賃負債，並採用租賃中隱含的利率貼現，或倘未能即時釐定該利率，則以本集團的遞增借款利率予以貼現。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Leases (Continued)

Definition of a lease and the Group as a lessee (Continued)

Measurement and recognition of leases as a lessee (Continued)

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable payments based on an index or rate, and amounts expected to be payable under a residual value guarantee. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payment of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

Subsequent to initial measurement, the liability will be reduced for lease payments made and increased for interest cost on the lease liability. It is remeasured to reflect any reassessment or lease modification, or if there are changes in in-substance fixed payments.

The Group remeasures lease liabilities whenever:

- there are changes in lease term or in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments changes due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

For lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of modification. The only exception is any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of IFRS 16 "Leases". In such cases, the Group took advantage of the practical expedient set out in paragraph 46A of IFRS 16 and recognised the change in consideration as if it were not a lease modification.

2. 重大會計政策概要(續)

2.15 租賃(續)

租賃之定義及本集團作為承租人(續) 作為承租人的租賃計量及確認(續)

計入租賃負債計量的租賃款項以固定款項(包括實質固定款項)減任何應收租賃獎勵金、根據指數或利率計算的可變款項,以及根據剩餘價值保證而預期應付的金額所組成。租賃款項亦包括合理確定將由本集團行使購買權的行使價及終止租賃而支付的懲罰款項,條件為其租賃條款須反映本集團行使終止選擇權。

初步計量後,該負債將扣減租賃款項並加入租賃負債的利息成本。將作重新計量以反映所作任何重新評估或租賃修訂,或實質固定款項是否存在任何變動。

本集團將於下列事件發生時重新計量租賃負債:

- 租賃條款或評估購買選擇權的行使出現變動,而在此情況下相關租賃負債於重新計估日期透過使用經修訂貼現率將已修訂租賃款項貼現的方式重新計量。
- 進行市場租金檢討後市場租金數額出現變動而導致的租賃款項變動,而在此情況下相關租賃負債透過採用初步貼現率將經修訂租賃款項貼現的方式重新計量。

就並非作為獨立租賃入賬的租賃修訂而言,本集團於修改生效日期採用已修訂貼現率將經修訂租賃款項貼現的方式根據已修改租賃的租期重新計量租賃負債。唯一例外情況是新型冠狀病毒疫情直接產生的任何租金優惠,其符合國際財務報告準則第16號「租賃」第46B段所載條件。於該等情況下,本集團利用國際財務報告準則第16號第46A段所載可行權宜方法並確認代價的變動,猶如其並非一項租賃修訂。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Leases (Continued)

Definition of a lease and the Group as a lessee (Continued)

Measurement and recognition of leases as a lessee (Continued)

When the lease is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Group has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these leases are recognised as an expense in profit or loss on a straight-line basis over the lease term. Short-term leases are leases with a lease term of 12 months or less.

Right-of-use assets are presented as a separate line on the consolidated statement of financial position.

Refundable rental deposits paid are accounted for under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

2.16 Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

2. 重大會計政策概要(續)

2.15 租賃(續)

租賃之定義及本集團作為承租人(續) 作為承租人的租賃計量及確認(續)

當租賃重新計量時，相應調整於使用權資產中反映，或倘使用權資產早已扣減至零時，則於損益中反映。

本集團已選擇採用可行權宜方法將短期租賃的租賃入賬。與其確認使用權資產及租賃負債，有關該等租賃的款項於租期內按直線法於損益確認為支出。短期租賃指租期為12個月或以下的租賃。

使用權資產於綜合財務狀況表中獨立一行呈列。

可退還的已付租務按金根據國際財務報告準則第9號入賬，並按公允值初步計量。於初步確認時對公允值作出的調整被視為額外租賃款項且計入使用權資產的成本。

2.16 撥備及或然負債

如本集團須就已發生之事件承擔現有法律或推定義務，因而可能導致須以經濟效益之外流履行義務，並可就作出責任款項可靠之估計時，本集團便會計提撥備。如果貨幣時間值較大，則按預計履行義務所需支出之現值計列撥備。

所有撥備會於各報告日期審閱，並作出調整以反映現時之最佳估計。

如需要經濟利益外流之可能性較低，或是無法對有關金額作出可靠估計，便會將有關義務披露為或然負債，但經濟利益外流之可能性極低則除外。如本集團之潛在義務須視乎某宗或多宗本集團並非全部控制之未來不確定事件是否發生方能確定是否存在，亦會披露為或然負債，惟經濟效益外流之可能性極低則除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Provisions and contingent liabilities (Continued)

Contingent liabilities assumed in a business combination which are present obligations at the date of acquisition are initially recognised at fair value, provided the fair value can be reliably measured. After the initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be recognised in a comparable provision as described above. Contingent liabilities assumed in a business combination that cannot be reliably fair valued or were not present obligations at the date of acquisition are disclosed as per above.

Probable inflows of economic benefits to the Group that do not yet meet the recognition criteria of an asset are considered as contingent assets.

2.17 Share capital

Ordinary shares are classified as equity. Share capital is recognised at the amount of consideration of shares issued, after deducting any transaction costs associated with the issuing of shares (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Shares held for share award scheme

Share awards granted under share award scheme are satisfied by shares acquired by the trustee from the market. Where the Company's shares are acquired from the market by the trustee under the share award scheme, the total consideration of shares acquired from the market (including any directly attributable incremental costs) is presented as "shares held for share award scheme" and deducted from total equity. Upon vesting, the related costs of the vested shares for share award scheme purchased from the market are credited to "shares held for share award scheme".

2. 重大會計政策概要(續)

2.16撥備及或然負債(續)

業務合併產生的或然負債，在收購日期為現時義務的，如果其公允值能夠可靠計量，則按公允值初步確認。按公允值初步確認後，該或然負債按初始確認之金額減累計攤銷(如適用)與將於上述可資比較之撥備中確認之金額二者之較高者確認。不能按公允值可靠計量或於收購日期未構成現時義務之於業務合併中產生的或然負債披露如上。

尚未達到資產確認標準的本集團的可能經濟利益流入被視為或然資產。

2.17股本

普通股歸類為權益。股本按已發行股份的代價金額確認，扣除任何與發行股份有關的交易成本(扣除任何相關所得稅利益)，惟有關成本須為該項股權交易直接應佔之增加成本。

本公司自身權益工具的購回會直接於權益內確認及扣除。概無就購買、銷售、發行或取消本公司自身權益工具於損益內確認收益或虧損。

股份獎勵計劃項下持有的股份

根據股份獎勵計劃授出的股份獎勵以受託人從市場收購股份的方式結算。倘本公司的股份由受託人根據股份獎勵計劃從市場收購，則從市場所收購股份的總代價(包括任何直接應佔遞增成本)乃呈列為「股份獎勵計劃項下持有的股份」，並從總權益中扣除。於歸屬後，從市場所收購股份獎勵計劃的歸屬股份的有關成本乃計入「股份獎勵計劃項下持有的股份」。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Discontinued operation

A discontinued operation is a component of the Group that either has been disposed of, or is classified as held for sale. The component comprises operations and cash flows that can be clearly distinguished from the rest of the Group and represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations or is a subsidiary acquired exclusively with a view to resale.

When an operation is classified as discontinued, a single amount in the consolidated statement of profit or loss and other comprehensive income comprising the total of: (i) the post-tax profit or loss of discontinued operations and (ii) the post-tax gain or loss recognised on the measurement to fair value less costs to sell or on the disposal of the assets or disposal group(s) constituting the discontinued operation.

2. 重大會計政策概要(續)

2.18 已終止經營業務

已終止經營業務是指本集團出售或分類為持作銷售的組成部分。該部分包含可與本集團其他部分明確區分的業務及現金流量，並代表一項獨立的主要業務或一個主要經營地區，或是擬出售一項獨立的主要業務或一個主要經營地區的單一協調計劃的一部分，或僅為轉售而收購的附屬公司。

當一項業務被分類為已終止經營業務，便會於綜合損益及其他全面收益表中以單一金額列示，並包括下列各項的總和：(i)已終止經營業務的除稅後溢利或虧損，及(ii)按公允值減出售成本計量、或於出售構成已終止經營業務的資產或出售組別時所確認的除稅後收益或虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Revenue recognition

Revenue arises mainly from provision of online gaming services, in-person services, multiplatform content services and interactive services.

To determine whether to recognise revenue, the Group follows a 5-step process:

- (1) Identifying the contract with a customer
- (2) Identifying the performance obligations
- (3) Determining the transaction price
- (4) Allocating the transaction price to the performance obligations
- (5) Recognising revenue when/as performance obligation(s) are satisfied

In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognised either at a point in time or over time, when (or as) the Group satisfies performance obligations by transferring the promised goods or services to its customers.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method.

The Group reports the revenue on a gross or net basis depending on whether the Group is acting as a principal or an agent in a transaction. The Group is a principal if it controls the specified product or service before that product or service is transferred to a customer or it has a right to direct others to provide the product or service to the customer on the Group's behalf. Indicators that the Group is a principal include but are not limited to whether the Group (i) is the primary obligor in the arrangement; (ii) has latitude in establishing the selling price; (iii) has discretion in supplier selection; (iv) changes the product or performs part of the service, and (v) has involvement in the determination of product or service specifications.

2. 重大會計政策概要(續)

2.19 收入確認

收入主要來自提供線上遊戲服務、個人體驗服務、多平台內容服務及互動式服務。

為釐定是否確認收入，本集團遵循以下五個步驟：

- (1) 界定與客戶的合約
- (2) 界定履約責任
- (3) 釐定交易價格
- (4) 將交易價格分攤至履約責任
- (5) 當/於履約責任達致時確認收入

在所有情況下，合約總交易價格根據其相對單獨售價分配至各履約責任。合約交易價格不包括代表第三方收取的任何金額。

當(或於)本集團透過將承諾的商品或服務轉移至其客戶以履行責任時，收入在某個時間點或隨時間確認。

倘合約載有向客戶提供超過12個月的重大融資利益之融資組成部分，則收入按應收金額的現值計量，並使用反映於與有關客戶的獨立融資交易之貼現率貼現，且利息收入根據實際利率法分開應計。倘合約載有向本集團提供重大融資利益之融資組成部分，則根據該合約確認的收入包括根據實際利率法就合約責任應計的利息開支。

視乎本集團乃作為主事人或交易代理而定，本集團按總額或淨額基準呈報收入。倘本集團在特定產品或服務轉移至客戶前控制該產品或服務，或本集團有權指示他人代表本集團向客戶提供產品或服務，則本集團為主事人。顯示本集團為主事人的指標包括但不限於本集團是否(i)為安排的主要債務人；(ii)可自由設定售價；(iii)可全權挑選供應商；(iv)可更改產品或履行部分服務；及(v)參與釐定產品或服務規格。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Revenue recognition (Continued)

Further details of the Group's revenue and other income recognition policies are as follows:

(1) Online gaming income

The Group is engaged in the development and operation of online card and board games that consist of PC and mobile games. Games include self-developed games, licensed games and third-party operated games. The Group also organise and/or hosts online/offline tournaments.

The Group's revenue is principally derived from the sale of in-game virtual goods. Revenue comprises the fair value of the consideration received or receivable for the sale of goods and net of related surcharges. Substantially all of the Group's games are free to play and players can pay for virtual goods for better in-game experience. Players purchase our virtual currencies for PC games or mobile games (collectively, the "Virtual Currencies"), through third-party payment channels or the purchase of pre-paid game cards. The Virtual Currencies can be used to exchange for virtual goods such as personalised avatars and membership plans. Paying players usually exchange their Virtual Currencies for the virtual goods shortly after purchase. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

(a) PC games

Self-developed games and licensed games

The Group has integrated online game platforms with multiple distribution channels. The Group distributes locally installed PC games and provides services through our proprietary PC client portals, such as Ourgame Hall. The Group also offers web games playable on web pages served by the Group on ourgame.com, worldpokertour.com and by third-party distribution channels, which include websites and web-based portals such as Baidu, Sina Weibo and Qihoo 360.

For self-developed games and licensed games, the Group is responsible for hosting the games, providing on-going updates of new contents, technical support for the operations of the games, as well as preventing, detecting and resolving in-game cheating and hacking activities. Third-party distribution and payment channels are responsible for distribution, marketing, platform maintenance, payer authentication and payment collections related to the games.

2. 重大會計政策概要(續)

2.19 收入確認(續)

本集團收入及其他收入確認政策之進一步詳情如下：

(1) 線上遊戲收入

本集團從事在線棋牌遊戲的開發及運營，當中包括PC及移動遊戲。遊戲包括自主開發的遊戲、特許遊戲及第三方運營的遊戲。本集團亦組織及／或舉辦多場線上／線下比賽。

本集團的收入主要來自銷售遊戲中的虛擬物品。收入包括銷售物品已收或應收代價的公允值及扣除相關附加費。本集團幾乎所有的遊戲均可免費遊玩，而玩家可購買虛擬物品，以獲得更佳的遊戲體驗。玩家透過第三方支付渠道或購買預付遊戲卡購買PC遊戲或移動遊戲的虛擬貨幣(統稱「虛擬貨幣」)。虛擬貨幣可用於交換虛擬物品，如個性化頭像及會員計劃。付費玩家一般會於購買虛擬貨幣後隨即用作交換虛擬物品。倘虛擬貨幣可為本集團帶來經濟利益，而收入及成本(如適用)能可靠地計量，則收入將按以下方式予以確認：

(a) PC遊戲

自主開發的遊戲及特許遊戲

本集團已整合網絡遊戲平台及多個分銷渠道。本集團分銷本地安裝的PC遊戲及透過本集團專有的聯眾大廳等PC客戶端提供服務。本集團亦提供經本集團於 ourgame.com、worldpokertour.com 及由第三方分銷渠道(包括百度、新浪微博、奇虎360等網站及門戶網站)所提供的於網頁上可操作的網頁遊戲。

就自主開發的遊戲及特許遊戲而言，本集團負責託管遊戲、持續更新有關新增內容、提供遊戲運作的技術支援，以及防止、偵測及解決遊戲內欺詐及黑客入侵活動。第三方分銷及支付渠道負責遊戲相關的發行、營銷、平台維護、支付方認證及收款。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Revenue recognition (Continued)

(1) Online gaming income (Continued)

(a) PC games (Continued)

Self-developed games and licensed games (Continued)

Third-party distribution channels and payment channels collect the payments from the paying players and remit the cash to the Group, net of commission charges which are pre-determined according to the relevant terms of the agreements entered into between the Group and the third-party distribution or payment channels.

Upon the sales of Virtual Currencies, the Group typically has an implied obligation to provide the services which enable the virtual goods exchanged with the Virtual Currencies to be displayed or used in the games. As a result, the proceeds received from sales of Virtual Currencies are recorded as deferred revenue. With the pre-paid game cards, paying players can credit their user accounts with Virtual Currencies and exchange for virtual goods in the same way. Proceeds received from the sale of pre-paid game cards are recorded as deferred revenue. The attributable portion of the deferred revenue relating to values of the virtual goods consumed are immediately or ratably recognised as revenue only when the services are rendered to the respective paying players.

For the purposes of determining when services have been provided to the respective paying players, the Group has determined the following:

- Consumable virtual goods represent items (i) that have a predetermined service period; or (ii) where no service is rendered by the Group for the virtual goods immediately after purchase by the paying players. Revenue is recognised (as a release from deferred revenue) when the goods are consumed and the related services are rendered, or ratably over the predetermined service period of the respective consumable virtual goods.
- Durable virtual goods represent items that have no predetermined service period and are accessible and beneficial to paying players over an extended period of time. Revenue is recognised ratably over the expected life of the respective durable virtual goods ("Player Relationship Period").

2. 重大會計政策概要(續)

2.19 收入確認(續)

(1) 線上遊戲收入(續)

(a) PC遊戲(續)

自主開發的遊戲及特許遊戲(續)

第三方分銷及付款渠道收取付費玩家的付款，並於扣除佣金收費(其根據本集團與第三方分銷或付款渠道訂立的協議的相關條款預先釐定)後，方向本集團匯入現金。

於出售虛擬貨幣後，本集團一般有固有責任提供服務，以使虛擬貨幣交換的虛擬物品可於遊戲中展示或使用。因此，銷售虛擬貨幣所收取的所得款項將按遞延收入入賬。就預付遊戲卡而言，付費玩家可將虛擬貨幣存入彼等的用戶賬戶內，並可按同一方式交換虛擬物品。銷售預付遊戲卡所收取的所得款項將按遞延收入入賬。有關消耗虛擬物品價值於遞延收入中所佔的部分僅會於向相關付費玩家提供服務時，方可即時或按比例確認為收入。

為釐定向相關付費玩家提供服務的時間，本集團已釐定下列各項：

- 可消耗虛擬物品乃指(i)有預設服務期的物品；或(ii)一旦付費玩家購買虛擬物品後，本集團不會再提供服務的物品。收入(解除作為遞延收入)乃於物品獲消耗而有關服務獲提供時，或於相關可消耗虛擬物品的預設服務期內按比例確認。
- 耐用虛擬物品指無預設服務期且於延長期間內付費玩家仍可使用並受益的物品。收入於相關耐用虛擬物品的預期使用期內(「玩家關係持續期間」)按比例確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Revenue recognition (Continued)

(1) Online gaming income (Continued)

(a) PC games (Continued)

Self-developed games and licensed games (Continued)

For self-developed games and licensed games, the computer systems of the Group captures all player data, such as log-in data, purchase and delivery records for the Virtual Currencies sold and the virtual goods exchanged with the Virtual Currencies. The Group estimates the Player Relationship Period based on an overall game by game basis and platform by platform basis and reassesses such periods annually. If there are insufficient data to determine the Player Relationship Period, such as in the case of a newly launched game, the Group estimates the Player Relationship Period based on other similar types of games developed by the Group or by third-party developers until the new game establishes its own patterns and history. The Group mainly considers the paying players' spending and consumption behaviour in estimating the Player Relationship Period, which typically represents the time interval between paying players' consecutive recharges of their user accounts with additional Virtual Currencies and represents a reasonable estimate of the average expected life of the durable virtual items for the applicable game.

If the Group does not have the ability to differentiate revenue attributable to durable virtual goods from consumable virtual goods for a specific product, item or game, the Group recognises revenue from both durable and consumable virtual goods ratably over the average life of the durable virtual products or goods, or over the Player Relationship Period.

For revenues relating to self-developed games and licensed games, the Group has evaluated the roles and responsibilities of the Group, the game license holders and the third-party distribution and payment channels in the delivery of game experience to the paying players and concluded the Group takes the primary responsibilities in rendering services. The Group is determined to be the primary obligor and, accordingly, the Group records revenue on a gross basis, and commission charges by game license holders and third-party distribution and payment channels are recorded as cost of revenue.

2. 重大會計政策概要(續)

2.19 收入確認(續)

(1) 線上遊戲收入(續)

(a) PC遊戲(續)

自主開發的遊戲及特許遊戲(續)

就自主開發的遊戲及特許遊戲而言，本集團的電腦系統記錄所有玩家數據，如登入數據、已售虛擬貨幣的購買及交付記錄以及以虛擬貨幣交換的虛擬物品。本集團乃根據整體個別遊戲基準及平台基準估計玩家關係持續期間，並每年重新評估該等關係期。倘無足夠數據釐定玩家關係持續期間，如就新推出遊戲而言，本集團會根據本集團或第三方開發商所開發的其他同類型遊戲估計玩家關係持續期間，直至新遊戲建立出自身的模式及記錄。本集團於估計玩家關係持續期間時主要考慮付費玩家的花費及消費行為，玩家關係持續期間通常指付費玩家連續充值額外虛擬貨幣至其用戶賬戶的時距，並指合理估計的適用遊戲的耐用虛擬物品的平均預期使用期。

就特定產品、物品或遊戲而言，若本集團無法從可消耗虛擬物品中區別耐用虛擬物品應佔收入，本集團於耐用虛擬產品或物品的平均使用期或玩家關係持續期間內按比例確認耐用及可消耗的虛擬物品兩者的收入。

就有關自主開發的遊戲及特許遊戲的收入而言，本集團向付費玩家交付遊戲體驗時已評估本集團、遊戲特許權持有人及第三方分銷及付款渠道的角色及責任，而結論為本集團須於提供服務時承擔主要責任。本集團獲釐定為主要負責人，因此本集團的收入按總數基準入賬，而遊戲特許持有人以及第三方分銷及付款渠道所收取的佣金則按收入成本入賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Revenue recognition (Continued)

(1) Online gaming income (Continued)

(a) PC games (Continued)

Third-party operated games

The Group also distributes games developed and operated by third-party developers on the Group's own web proprietary platform including the Group's client portal and websites. The Group's revenue mainly consists of pre-determined portions of total player payments according to the relevant terms of the agreements entered into between the Group and the game developers.

The games distributed on the Group's platform are hosted, maintained, operated and updated independently by the game developers, and the Group mainly provides players with access to the Group's platform to download the third-party developers' games and limited after-sale basic technical support to the paying players. The Group has evaluated and determined it is not the primary obligor in the services rendered to the paying players as a platform. Accordingly, the Group records its revenue net of the portion of sharing of revenues with the game developers.

As the Group provides merely the first contact point by the players to gain access to download the third-party developers' games, the Group believes that its implied obligation to the game developers do not correspond to the game developers' implied obligation to provide the service which enables the virtual goods to be displayed and used in the games. Given that games are hosted, managed, administered and operated by the game developers, the Group does not have access to the data on the consumption details and the types of virtual goods purchased by the paying players. The Group only maintains individual paying player's purchase history of the Virtual Currencies which are used to exchange for virtual goods in the third-party operated games. As such, the Group has adopted a policy to recognise revenue when the paying players exchange the Virtual Currencies for consumable or durable virtual goods for the relevant games.

2. 重大會計政策概要(續)

2.19 收入確認(續)

(1) 線上遊戲收入(續)

(a) PC遊戲(續)

第三方運營的遊戲

本集團亦於自身專有網頁平台(包括本集團客戶端及網站)分銷第三方開發商所開發及運營的遊戲。本集團的收入主要包括根據本集團與遊戲開發商訂立的協議的相關條款中所述總玩家付款的預定部分。

於本集團平台上分銷的遊戲乃由遊戲開發商獨立地託管、維護、運營及更新，而本集團主要連接玩家至本集團的平台，以下載第三方開發商的遊戲及為付費玩家提供有限度的售後基本技術支援。本集團已評估並確認，本集團作為平台於向付費玩家提供服務方面並非為主要負責人。因此，本集團入賬的收入乃為扣除與遊戲開發商分佔收入的部分。

由於本集團僅為玩家提供首次接觸點以連接並下載第三方開發商的遊戲，本集團相信，本集團對遊戲開發商的固有責任與遊戲開發商提供能使虛擬物品得以於遊戲中展示及使用的服務方面的固有責任並非一致。鑒於遊戲乃由遊戲開發商所託管、管理、運行及運營，本集團無法取得有關消費詳情及付費玩家所購買虛擬物品種類的數據。本集團僅可保存個別付費玩家購買虛擬貨幣的記錄，虛擬貨幣可於第三方運營的遊戲中用作交換虛擬物品。因此，本集團已採納一項政策，以於付費玩家用虛擬貨幣交換相關遊戲的可消耗或耐用虛擬物品時確認收入。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Revenue recognition (Continued)

(1) Online gaming income (Continued)

(b) Mobile games

The Group distributes mobile games and provides services mainly for Android and iOS operating systems through third-party distribution and payment channels, including mobile operators in the PRC (“Mobile Operators”).

Self-developed games

For revenue derived from self-developed mobile games, the Group follows the policies of PC games—“Self-developed games and licensed games” as the operations of the two types of games are similar. The Virtual Currencies can be used to exchange for virtual goods such as symbol and membership plans. Paying players usually exchange their Virtual Currencies for the virtual goods shortly after purchase.

Third-party distribution channels and payment channels collect the payments from the paying players and remit the cash to the Group, net of commission charges which are pre-determined according to the relevant terms of the agreements entered into between the Group and the third-party distribution or payment channels.

Upon the sales of Virtual Currencies, the Group typically has an implied obligation to provide the services which enable the virtual goods exchanged with the Virtual Currencies to be displayed or used in the games. As a result, the proceeds (net of allowance for ECL assessed by Mobile Operators, if applicable) received from sales of Virtual Currencies are recorded as deferred revenue. The attributable portion of the deferred revenue relating to values of the virtual goods are recognised as revenue (as a release from deferred revenue) when the goods are consumed and the related services are rendered, i.e. ratably over the predetermined service period of the respective virtual goods.

For revenues relating to self-developed mobile games, the Group has evaluated the roles and responsibilities of the Group, and the third-party distribution and payment channels in the delivery of game experience to the paying players and concluded the Group takes the primary responsibilities in rendering services. The Group is determined to be the primary obligor and, accordingly, the Group records revenue on a gross basis, and commission charges by third-party distribution and payment channels are recorded as cost of revenue.

2. 重大會計政策概要(續)

2.19 收入確認(續)

(1) 線上遊戲收入(續)

(b) 移動遊戲

本集團主要透過第三方分銷及付款渠道(包括中國的移動運營商(「移動運營商」))為安卓及iOS操作系統分銷移動遊戲及提供服務。

自主開發的遊戲

就自主開發的移動遊戲所得收入而言，由於兩類遊戲的運營相似，故本集團遵循PC遊戲—「自主開發的遊戲及特許遊戲」的政策。虛擬貨幣可用於交換虛擬物品(如標誌及會員計劃)。付費玩家一般於購買虛擬貨幣後隨即用作交換虛擬物品。

第三方分銷及付款渠道收取付費玩家的付款，並於扣除佣金收費(其根據本集團與第三方分銷或付款渠道訂立的協議的相關條款而預先釐定)後，方向本集團匯入現金。

於出售虛擬貨幣後，本集團一般有固有責任提供服務，以使虛擬貨幣作交換的虛擬物品可於遊戲中得以展示或使用。因此，銷售虛擬貨幣所收取的所得款項(扣除移動運營商評估的預期信貸虧損撥備(如適用))將按遞延收入入賬。當虛擬物品獲消耗及有關服務獲提供時，有關虛擬貨品價值的遞延收入的應佔部分乃確認為收入(作為遞延收入的解除)，即於相關虛擬物品的預設服務期內按比例確認。

就有關自主開發的移動遊戲的收入而言，本集團已評估向付費玩家交付遊戲體驗時本集團及第三方分銷及付款渠道的角色及責任，而結論為本集團須於提供服務時承擔主要責任。本集團獲釐定為主要負責人，並因此本集團的收入乃按總數基準入賬，而第三方分銷及付款渠道所收取的佣金則按收入成本入賬。第三方運營的遊戲

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Revenue recognition (Continued)

(1) Online gaming income (Continued)

(b) Mobile games (Continued)

Third-party operated games

For revenue derived from third-party operated mobile games, the Group follows the policies of PC games—"Third-party operated games" as the operations of the two types of games are similar. The games distributed on the Group's and third-party distributors' platform are hosted, maintained, operated and updated independently by the game developers, and the Group mainly provide players with access to the Group's platform to download the third-party developers' games and limited after-sale basic technical support to the paying players. The Group has evaluated and determined it is not the primary obligor in the services rendered to the paying players as a platform. Accordingly, the Group has adopted a policy to recognise revenue when the paying players purchase the virtual currencies for consumable or durable virtual goods for the relevant games and records its revenue net of the portion of sharing of revenues with the game developers.

(2) In-person revenue

The Group's in-person revenue is comprised of event revenue, sponsorship revenue, merchandising revenue and other revenue.

In-person revenue also includes revenue from ticket sales, admission fees and food and beverage sales for events held at the Group's esports properties. Ticket revenue is recognised at the completion of the applicable event. Point of sale revenues, such as food and beverage, gaming and merchandising revenues, are recognised when control of the related goods are transferred to the customer.

The Group also generates sponsorship revenues for naming rights for, and rental of, the Group's arena and gaming trucks. Sponsorship revenues from naming rights of the Group's esports arena and from sponsorship arrangements are recognised on a straight-line basis over the contractual term of the agreement. The Group records deferred revenue to the extent that payment has been received for services that have yet to be performed.

2. 重大會計政策概要(續)

2.19 收入確認(續)

(1) 線上遊戲收入(續)

(b) 移動遊戲(續)

第三方運營的遊戲

就第三方運營的移動遊戲所得收入而言，由於兩類遊戲的運營相似，故本集團遵循PC遊戲—「第三方運營的遊戲」的政策。於本集團及第三方分銷商的平台上分銷的遊戲乃由遊戲開發商獨立地託管、維護、經營及更新，而本集團主要連接玩家至本集團的平台，以下載第三方開發商的遊戲及為付費玩家提供有限度的售後基本技術支援。本集團已評估並確認，本集團作為平台於向付費玩家提供服務方面並非為主要負責人。因此，本集團已採納一項政策，於付費玩家用虛擬貨幣購買相關遊戲的可消耗或耐用虛擬物品時確認收入，並將已扣除與遊戲開發商分佔收入部分後的收入入賬。

(2) 個人體驗收入

本集團的個人體驗收入包括活動收入、贊助收入、商品收入及其他收入。

個人體驗收入亦包括來自於本集團電競物業所舉行活動的門券銷售、入場費及餐飲銷售的收入。門券收入乃於適用活動結束時確認。銷售點收入(如餐飲、遊戲及商品的收入)乃當相關貨品的控制權已轉嫁予客戶時確認。

本集團亦就本集團的場地及遊戲卡車的命名權及租用賺取贊助收入。來自本集團電競場地命名權及來自贊助安排的贊助收入於協議合約期內按直線法予以確認。本集團按已就尚未履約的服務付款的已收取數額入賬數額入賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Revenue recognition (Continued)

(3) Multiplatform content revenue

The Group's multiplatform content revenue is comprised of NFT revenue, sponsorship revenue, music royalty revenue, online advertising revenue and content revenue.

NFT revenue is generated from the sale of NFT. The Group's NFT exist on the Ethereum Blockchain under the Group's EPICBEAST brand, a digital art collection of unique beasts inspired by past and present e-sport games. The Group uses the NFT exchange, OpenSea, to facilitate the sale of NFT. The Group, through OpenSea, has custody and control of the NFT prior to the delivery to the customer and records revenue at a point in time when the NFT is delivered to the customer and the customer pays. The Group has no obligations for returns, refunds or warranty after the NFT sale. The Group also earns a royalty of up to 10% of the sale price when an NFT is resold by its owner in a secondary market transaction. The Group recognises this royalty as revenue when the sale is consummated.

Sponsorship revenue is generated through the sponsorship of the Group's TV content, live and online events and online streams. Online advertising revenue is generated from third-party advertisements placed on the Group's website. Music royalty revenue is generated when the Group's music is played in the Group's TV series both on TV networks and online. The Group recognises sponsorship revenue pursuant to the terms of each individual contract when the Group satisfies the respective performance obligations, which could be recognised at a point in time or over the term of the contract. The Group records deferred revenue to the extent the Group has received a payment for services that have yet to be performed or products that have yet to be delivered.

Music royalty revenue is recognised at the point in time when the music is played.

(4) Online advertising services income

The Group provided advertising services to companies in the information technology industry. The Group's online advertising service arrangements involve providing the Group's own online game platforms to customers to display advertisements and other media insertions over the stated display period.

According to contractual terms, the Group charges the customers a fee mainly per number of hits on the advertisements and per number of download by viewers via the links during the display period. The Group recognises its revenue generated from online advertising services based on direct measurements of the contractual pricing model.

2. 重大會計政策概要(續)

2.19 收入確認(續)

(3) 多平台內容收入

本集團的多平台收入包括NFT收入、贊助收入、音樂專利收入、線上廣告收入及內容收入。

NFT收入來自於NFT銷售。本集團的NFT存儲於旗下史詩野獸(EPICBEAST)品牌以太坊區塊鏈，史詩野獸為一系列以過往今來電子競技遊戲為靈感創作的獨一無二的野獸主題數字藝術藏品。本集團借助NFT交易平台OpenSea進行NFT銷售。本集團於向客戶交付前透過OpenSea保管NFT，並於NFT交付給客戶且客戶付款的時間點確認收入。NFT一經出售，本集團概無承擔退貨、退款或保修責任。當擁有人於二級市場交易中轉售NFT時，本集團亦可獲得最高為售價10%的專利費。本集團於銷售完成時將該專利費確認為收入。

贊助收入透過贊助本集團的電視內容、即時及線上活動以及線上串流的方式賺取。線上廣告收入自放置於本集團網站的第三方廣告的方式賺取。音樂專利收入當本集團的音樂於電視網絡及線上播放的本集團電視劇集內播放之時賺取。本集團根據各份個別合約的條款當本集團信納各項的履約責任時確認贊助收入，此可於某一時間點或按合約年期確認。本集團按其已就尚未履約的服務或尚未交付的產品付款的已收取數額入賬遞延收入。

音樂專利收入於播放音樂之時間點確認。

(4) 線上廣告服務收入

本集團向資訊科技行業的公司提供廣告服務。本集團的線上廣告服務安排涉及在列明展示期間內向客戶提供本集團自有線上遊戲平台用以展示廣告及其他媒體嵌入。

根據合約條款，本集團主要根據於展示期內廣告的點擊次數及觀眾通過鏈接的下載次數向客戶收費。本集團基於合約定價模式的直接計量確認自線上廣告服務產生的收入。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Revenue recognition (Continued)

(4) Online advertising services income (Continued)

Trade receivables are recorded when the Group has unconditional rights to payments of online advertising service which are due according to the contract terms.

The Group has the ability to determine the pricing of the online advertising service and to take responsibility for monitoring the quality of advertising service provided and to negotiate the service terms. The Group is regarded as the primary obligor.

(5) Interest income

Interest income is recognised on a time proportion basis using the effective interest method. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of ECL allowance) of the asset.

(6) Dividend income

Dividend income is recognised when the right to receive payment is established.

2.20 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants are deferred and recognised in profit or loss over the period necessary to match them with the costs that the grants are intended to compensate.

Government grants relating to income is presented in gross under "other income" in the consolidated statement of profit or loss and other comprehensive income.

2. 重大會計政策概要(續)

2.19 收入確認(續)

(4) 線上廣告服務收入(續)

貿易應收款項於本集團具有無條件權利收取線上廣告服務付款(根據合約條款到期)時入賬。

本集團能釐定線上廣告服務的定價及負責監督所提供廣告服務的質量以及就服務條款進行磋商。本集團被視為是主要責任人。

(5) 利息收入

利息收入採用實際利率法按時間比例基準確認。就出現信貸減值的金融資產而言，實際利率法用於資產的攤銷成本(即賬面總值扣除預期信貸虧損撥備)。

(6) 股息收入

股息收入於確立收取付款的權利時確認。

2.20 政府補助

當能夠合理保證政府補助將可收取且本集團符合所有附帶條件時，政府提供的補助將按其公允值確認。政府補助遞延入賬，並於相應期間在損益中確認以使其與補助擬補償的成本相匹配。

與收入有關的政府補助合計列示於綜合損益及其他全面收益表內「其他收入」項下。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Impairment of non-financial assets

The following assets are subject to impairment testing:

- Goodwill arising on acquisition of a subsidiary;
- Other intangible assets (including digital assets);
- Property, plant and equipment;
- Right-of-use assets;
- Interests in associates; and
- The Company's interests in subsidiaries

Goodwill and other intangible assets with indefinite useful life or those not yet available for use are tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs of disposal, and value in use. 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 assessment of time value of money and the risk specific to the asset.

2. 重大會計政策概要(續)

2.21 非金融資產減值

以下資產須進行減值測試：

- 收購一間附屬公司產生的商譽；
- 其他無形資產(包括數字資產)；
- 物業、廠房及設備；
- 使用權資產；
- 於聯營公司的權益；及
- 本公司於附屬公司的權益

具有無限使用年期的或尚不可使用的商譽及其他無形資產每年均至少進行一次減值測試，而無論其是否有任何減值的跡象。所有其他資產均於該等資產賬面值出現可能無法收回的跡象時進行減值測試。

減值虧損於就資產賬面值超逾其可收回金額的金額即時確認為開支。可收回金額為公允值(反映市場狀況減出售成本)與使用價值兩者中的較高者。於評估使用價值時，估計日後現金流量使用稅前貼現率貼現至其現值，以反映現時市場對金錢時間值及該資產之特定風險之評估。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Impairment of non-financial assets (Continued)

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose and not be larger than an operating segment.

Impairment losses recognised for cash-generating units, to which goodwill has been allocated, are credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash generating unit ("CGU"), except that the carrying value of an asset will not be reduced below its individual fair value less cost of disposal, or value in use, if determinable.

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

2. 重大會計政策概要(續)

2.21 非金融資產減值(續)

就減值評估而言，若資產未能產生很大程度上獨立於其他資產的現金流入，則可收回金額乃就獨立產生現金流入的最小組別資產(即現金產生單位)釐定。因此，若干資產會個別進行減值測試，而若干資產則於現金產生單位層面進行測試。具體而言，商譽分配至該等預期受惠於相關業務合併所帶來協同效應之現金產生單位，即集團內部管理監控商譽之最小單位，且不會大於營運分部。

就現金產生單位(即已獲分配商譽者)確認之減值虧損會初步進賬至商譽之賬面值。任何剩餘減值虧損會按比例計入現金產生單位(「現金產生單位」)中之其他資產，惟資產之賬面值不會下調至低於其個別公允值減出售成本或使用價值(如可釐定)。

商譽減值虧損於其後期間不可撥回。若用以釐定資產可收回金額的估計已出現有利變動，就其他資產而言，減值虧損會予以撥回，惟撥回只限於資產的賬面值不超過在並無確認減值虧損情況下而原應釐定的賬面值(經扣除折舊或攤銷)。

於中期期間就商譽確認之減值虧損於隨後期間不會予以撥回。假設有關於中期期間之減值僅於該財政年度終結時進行評估，即使並無確認虧損，或虧損屬輕微，皆採用以上相同處理方法。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Employee benefits

(a) Pension obligations

The Group has various defined contribution plans in accordance with the local conditions and practices in the municipalities and provinces in which they operate. Defined contribution plans are pension and/or other social benefit plans under which the Group pay fixed contributions into a separate entity (a fund) and will have no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees benefits relating to employee service in the current and prior periods. The contributions are recognised as labour costs when they are due. Under the defined contribution schemes, forfeited contributions could not be used to reduce the existing level of contributions.

(b) Bonus entitlements

The expected cost of bonus payments is recognised as a liability when the Group has a present contractual or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities for bonus are expected to be settled within twelve months and are measured at the amounts expected to be paid when they are settled.

(c) Equity-settled share-based compensation transactions

The Group operates a number of equity-settled share-based compensation plans under which the Group receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the services received in exchange for the grant of the equity instruments is recognised as expense.

The total amount to be expensed is determined by reference to the fair value of the equity instruments granted including any market performance conditions; excluding the impact of any service and non-market performance vesting conditions; and including the impact of any non-vesting conditions.

2. 重大會計政策概要(續)

2.22 僱員福利

(a) 養老金責任

本集團按其營運所在城市及省份的當地情況及慣例設有多個定額供款計劃。定額供款計劃為本集團向獨立實體(基金)繳付定額供款的退休金及/或其他社會福利計劃,若該基金沒有足夠資產支付所有有關目前期間及以往期間僱員服務的僱員福利,本集團並無進一步繳付供款的法定或推定責任。供款於屆滿時確認為勞動成本。於界定供款計劃下,已被沒收的供款不可以動用以減低現有的供款水平。

(b) 獎金津貼

支付獎金的預期成本在僱員提供服務而令本集團產生現有的合約或推定責任,且能可靠估算其責任時確認為負債。獎金負債預期於十二個月內結清並按結清時預期將予支付的金額計量。

(c) 以權益結算、以股份為基礎的酬金交易

本集團運作眾多以權益結算、以股份為基礎的酬金計劃,據此,本集團獲取僱員的服務作為本集團權益工具(購股權)的代價。授出權益工具換取的服務的公允值確認為開支。

將予支出的總金額乃參考所授出的權益工具的公允值(包括任何市場表現條件;不包括任何服務及非市場表現歸屬條件的影響;及包括任何非歸屬條件的影響)而釐定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Employee benefits (Continued)

(c) Equity-settled share-based compensation transactions (Continued)

Non-market performance and service conditions are included in assumptions about the number of options and shares that are expected to vest. The total expense is recognised over the vesting period over which all of the specified vesting conditions are to be satisfied.

At the end of each reporting period, the Group revises its estimates of the number of options and shares that are expected to vest based on the non-marketing performance and service conditions. The Group recognises the impact of the revision to original estimates, if any, in the profit or loss, with a corresponding adjustment to equity.

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.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

2. 重大會計政策概要(續)

2.22 僱員福利(續)

(c) 以權益結算、以股份為基礎的酬金交易(續)

非市場表現及服務條件已包括在有關預期將予歸屬的購股權及股份數目的假設中。總開支須於達致所有指定的歸屬條件的歸屬期間確認。

於各報告期末，本集團根據非市場表現及服務條件修訂其有關預期將予歸屬的購股權及股份數目的估計。本集團於損益中確認修訂原有估計的影響(如有)，同時對權益作出相應的調整。

若修訂以權益結算的獎勵條款且符合獎勵的原有條款，所確認的開支最少須達到猶如條款並無任何變更的水準。此外，若按修訂日期計量，任何修訂導致以股份為基礎的付款的總公允值有所增加，或為僱員帶來其他利益，則應該就該等修訂確認開支。

若以權益結算的獎勵被註銷，應被視為已於註銷日期歸屬，任何尚未確認為獎勵的開支，均應立刻確認。該等獎勵包括本集團或僱員不符合非歸屬條件時的任何獎勵。然而，若授予新獎勵代替已註銷的獎勵，並於授出日期指定為替代獎勵，則已註銷的獎勵及新獎勵，均應被視為原獎勵的修訂，一如前段所述。

購股權獲行使時，本公司發行新股份。所收取的所得款項於扣除任何直接應佔交易成本後計入股本(面值)及股份溢價。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Employee benefits (Continued)

(d) Share-based payment transactions among group entities

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity (share option reserve) in the separate financial statements of the Company.

2.23 Borrowing costs

Borrowing costs incurred, net of any investment income earned on the temporary investment of the specific borrowings, for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

2.24 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

2. 重大會計政策概要(續)

2.22 僱員福利(續)

(d) 集團實體間以股份為基礎的支付交易

本公司向本集團附屬企業僱員授出其權益工具的購股權均被當作注資。所獲得的僱員服務公允值乃參考授出日期的公允值計量，並於歸屬期確認為增加對附屬企業的投資，並相應計入本公司獨立財務報表的權益(購股權儲備)。

2.23 借款成本

就收購、建造或生產任何合資格資產所招致的借款成本扣除特定借款作暫時投資賺取的任何投資收入後，於完成或準備資產作擬定用途所需要的期間予以資本化。合資格資產為需要相當一段時間才能作擬定用途或銷售的資產。其他借款成本於產生時支銷。

當招致資產開支、產生借款成本及進行準備資產作擬定用途或銷售所必需的活動時，借款成本作為合資格資產的一部分成本予以資本化。借款成本資本化於準備合資格資產作擬定用途或銷售所必需的絕大部分活動完成時停止。

2.24 所得稅會計處理

所得稅包括即期稅項及遞延稅項。

即期所得稅資產及/或負債包括本期或以往報告期間(且於報告日期尚未支付)，向財金當局繳納稅金的責任，或取回稅金的權利。所得稅乃按年內應課稅溢利，按有關財政期間適用稅率及稅法計算。即期稅項資產或負債的所有變動均作為稅項開支的一部分於損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 Accounting for income taxes (Continued)

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2. 重大會計政策概要(續)

2.24 所得稅會計處理(續)

遞延稅項乃按報告日期資產及負債在財務報表的賬面值與其各自稅基之間的暫時性差額以負債法計算。一般情況下，所有應課稅暫時性差額產生的遞延稅項負債均予確認。所有可扣稅暫時性差額、可供結轉稅損及其他未用稅項抵免產生之遞延稅項資產，只會在很可能有應課稅溢利(包括現有應課稅暫時性差額)用作抵銷該等可扣稅暫時性差額、未用稅損及未用稅項抵免之情況下，才予以確認。

倘商譽或於一宗交易中首次確認(業務合併除外)的資產或負債產生的暫時性差額並不影響應課稅利潤或會計利潤或虧損，則不會就此確認遞延稅項資產及負債。

投資附屬公司及聯營公司所產生的應課稅暫時性差額須確認遞延稅項負債，惟若本集團可以控制撥回暫時性差額的時間及暫時性差額可能不會在可見將來撥回者則除外。

遞延稅項(並無折現)按於負債清償或資產變現期間預期適用稅率計算，惟稅率須於報告日期已頒佈或實質上已頒佈。

遞延稅項資產或負債變動在損益內確認，或若其與於其他全面收益內或直接於權益中扣除或計入的項目有關，則在其他全面收益確認，或直接於權益確認。

當且僅當出現下列情況時，即期稅項資產及即期稅項負債按淨額呈列，

- (a) 本集團擁有抵銷已確認金額的合法行使權力；及
- (b) 擬按淨額基準結算，或同時變現資產及清償負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 Accounting for income taxes (Continued)

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (c) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) 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.

2.25 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or Board, where appropriate.

2.26 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the board of directors of the Company for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive director are determined following the Group's major product and service lines.

2. 重大會計政策概要(續)

2.24 所得稅會計處理(續)

本集團於且僅於以下情況以淨額呈列遞延稅項資產及遞延稅項負債，

- (a) 實體具有合法行使權力將即期稅項資產與即期稅項負債對銷；及
- (c) 遞延稅項資產與遞延稅項負債與同一稅務機關對以下任何一項所徵收的所得稅相關：
 - (i) 同一應課稅實體；或
 - (ii) 計劃於預期清償或收回大額遞延稅項負債或資產之各未來期間以淨額基準清償即期稅項負債與資產或同時變現資產及清償負債的不同應課稅實體。

2.25 股息分派

向本公司股東作出的股息分派，在股息獲本公司股東或董事會(倘適用)批准的期間，於本集團及本公司財務報表中確認為一項負債。

2.26 分部報告

本集團根據向本公司董事會定期呈報的內部財務資料(供彼等決定本集團各業務組成部分的資源分配並檢討該等組成部分的表現)識別其經營分部及編製分部資料。向執行董事報告的內部財務資料中提及的業務組成部分是根據本集團的主要產品及服務項目決定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.26 Segment reporting (Continued)

Each of these operating segments is managed separately as each of the service lines requires different resources as well as marketing approaches. All inter-segment transfers are carried out at arm's length prices.

In 2021, AGAE has entered into a SPA to sell 100% of the capital stock of its wholly-owned subsidiary, CSI, together with its subsidiaries, which operates online card and board games of WPT business. Accordingly, WPT business is being classified as discontinued operation. The Group has identified the remaining reportable segments as below for the year ended 31 December 2021:

Continuing operations

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

The measurement policies the Group uses for reporting segment results under IFRS 8 are the same as those used in its consolidated financial statements prepared under IFRSs.

For the years ended 31 December 2022 and 2021, segment assets include all assets and segment liabilities include all liabilities from the continuing operations.

2.27 Related parties

For the purposes of these consolidated financial statements, 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 if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group.

2. 重大會計政策概要(續)

2.26 分部報告(續)

由於各服務項目需要不同的資源及營銷方針，該等經營分部須分開管理。所有分部間轉讓按公平價格進行。

於二零二一年，AGAE已訂立購股協議，以出售其全資附屬公司CSI(經營WPT線上棋牌遊戲業務)的全部股本。因此，WPT業務分類為終止經營業務。本集團已識別截至二零二一年十二月三十一日止年度的剩餘可報告分部：

持續經營業務

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

本集團為根據國際財務報告準則第8號報告分部業績所使用的計量政策與根據國際財務報告準則編製其綜合財務報表所採用者相同。

截至二零二二年及二零二一年十二月三十一日止年度，分部資產包括所有資產，而分部負債包括所有持續經營業務產生的負債。

2.27 關聯方

就該等綜合財務報表而言，一方被視為與本集團有關連，倘：

- (a) 如屬以下人士，即該方該人士或該人士之近親與本集團有關連：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理層成員。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.27 Related parties (Continued)

(b) the party is an entity and if 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 an associate or joint venture of a member of a group of which the other entity is a member).
- (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).
- (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.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

2. 重大會計政策概要(續)

2.27 關聯方(續)

(b) 如符合下列任何條件，即該方為一間實體：

- (i) 該實體與本集團屬同一集團之成員公司。
- (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體所屬集團旗下成員公司的聯營公司或合營企業)。
- (iii) 實體與本集團均為同一第三方的合營企業。
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
- (v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職後福利計劃。
- (vi) 實體受(a)所識別人土控制或受共同控制。
- (vii) 於(a)(i)所識別人土對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 該實體，或其所屬集團之任何成員，向本集團或本集團之母公司提供主要管理層服務。

相關人士的近親乃指彼等與實體間交易時預期可影響該名相關人士或受該名相關人士影響的家族成員。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3. ADOPTION OF NEW AND AMENDED IFRSs

Amended IFRSs that are effective for annual periods beginning on 1 January 2022

In the current year, the Group has applied for the first time the following amended IFRSs, which are relevant to the Group's operations and effective for the Group's consolidated financial statements for the annual period beginning on 1 January 2022:

Amendments to IFRS 3	Reference to the Conceptual Framework
Amendments to IAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to IAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to IFRSs	Annual Improvements to IFRS Standards 2018-2020

The adoption of the amended IFRSs had no material impact on how the results and financial position for the current and prior periods have been prepared and presented.

3. 採納新訂及經修訂國際財務報告準則

於二零二二年一月一日開始之年度期間生效之經修訂國際財務報告準則

於本年度，本集團已首次應用與本集團營運相關，且對本集團於二零二二年一月一日開始之年度期間之綜合財務報表有效之經修訂國際財務報告準則如下：

國際財務報告準則 第3號(修訂本)	參考概念框架
國際會計準則 第16號(修訂本)	物業、廠房及設備 – 作擬定用途前之所得款項
國際會計準則 第37號(修訂本)	虧損性合約 – 履行合約之成本
國際財務報告準則(修訂本)	二零一八年至二零二零年國際財務報告準則之年度改進

採納經修訂國際財務報告準則並無對編製及呈列當前及過往期間之業績及財務狀況之方式造成重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3. ADOPTION OF NEW AND AMENDED IFRSs (Continued)

Issued but not yet effective IFRSs

At the date of authorisation of these consolidated financial statements, certain new and amended IFRSs have been published but are not yet effective, and have not been adopted early by the Group.

IFRS 17	Insurance Contracts and related amendments ¹
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to IAS 1	Classification of Liabilities As Current or Non-Current ²
Amendments to IAS 1	Non-current Liabilities with Covenants ²
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to IAS 8	Definition of Accounting Estimates ¹
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

¹ Effective for annual periods beginning on or after 1 January 2023

² Effective for annual periods beginning on or after 1 January 2024

³ Effective date not yet determined

The directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning on or after the effective date of the pronouncement. Information on new and amended IFRSs are not expected to have a material impact on the Group's consolidated financial statements.

3. 採納新訂及經修訂國際財務報告準則(續)

已頒佈但尚未生效之國際財務報告準則

於本綜合財務報表獲授權刊發日期，若干新訂及經修訂國際財務報告準則已獲刊發但尚未生效，且並未獲本集團提早採納。

國際財務報告準則第17號	保險合約及相關修訂 ¹
國際財務報告準則第10號及國際會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間出售或注入資產 ²
國際財務報告準則第16號(修訂本)	售後租回之租賃負債 ²
國際會計準則第1號(修訂本)	負債分類為流動或非流動 ²
國際會計準則第1號(修訂本)	附帶契諾之非流動負債 ²
國際會計準則第1號及國際財務報告準則實務報告第2號(修訂本)	會計政策之披露 ¹
國際會計準則第8號(修訂本)	會計估計之定義 ¹
國際會計準則第12號(修訂本)	與單一交易產生的資產及負債相關的遞延稅項 ¹

¹ 於二零二三年一月一日或之後開始之年度期間生效

² 於二零二四年一月一日或之後開始之年度期間生效

³ 尚待釐定生效日期

董事預期，所有頒佈之準則將於頒佈生效日期或之後開始的首個期間於本集團之會計政策中採納。預期有關新訂及經修訂國際財務報告準則之資料不會對本集團綜合財務報表產生重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3. ADOPTION OF NEW AND AMENDED IFRSs (Continued)

IFRS 17 “Insurance Contracts” and related amendments

IFRS 17 was issued to replace IFRS 4 “Insurance Contracts”, an interim standard that allowed entities to use a wide variety of accounting practices for insurance contracts, reflecting national accounting requirements and variations of those requirements. IFRS 17 solves the comparison problems created by IFRS 4 by requiring all insurance contracts to be accounted for in a consistent manner. Insurance obligations will be accounted for using current values instead of historical cost, ending the practice of using data from when a policy was taken out.

IFRS 17 applies to all insurance contracts an entity issues (including those for reinsurance), reinsurance contracts it holds and investment contracts with a discretionary participation features, provided the entity also issues insurance contracts. The standard introduces insurance contract measurement principles requiring:

- current, explicit and unbiased estimates of future cash flows;
- discount rates that reflect the characteristics of the contracts’ cash flows; and
- explicit adjustment for non-financial risk.

Besides, IFRS 17 also introduces the following changes:

- Day one profits should be deferred as a contractual service margin and allocated systematically to profit or loss as entities provide coverage and are released from risk.
- Revenue is no longer equal to written premiums but to the change in the contract liability covered by the consideration.
- A separate measurement model applies to reinsurance contracts held. Modifications are allowed for qualifying short-term contracts and participating contracts.
- More extensive disclosure requirements.

IFRS 17 and related amendments are effective for annual periods beginning on or after 1 January 2023. Earlier application is permitted. The directors of the Group expect that the amendments have no material impact on the financial statements.

3. 採納新訂及經修訂國際財務報告準則(續)

國際財務報告準則第17號「保險合約」及相關修訂

國際財務報告準則第17號的頒佈旨在取代國際財務報告準則第4號「保險合約」。後者為一項臨時準則，允許實體就保險合約採用多項會計處理慣例，反映各國會計處理規定及該等規定的差異。國際財務報告準則第17號解決了國際財務報告準則第4號帶來的比較問題，要求所有保險合約按一致的方式入賬。保險責任將使用現值而非歷史成本入賬，終止使用投保數據的慣例。

國際財務報告準則第17號適用於實體簽發的所有保險合約(包括再保險)，所持有再保險合約及具有酌情參與特徵的投資合約(惟該實體亦須簽發保險合約)。該準則引入保險合約計量原則，規定：

- 對未來現金流的當期、清晰及公正的估計；
- 反映合約現金流特徵的貼現率；及
- 對非金融風險作出清晰調整。

此外，國際財務報告準則第17號亦引入以下變動：

- 首溢利應遞延作合約服務利潤，隨著實體提供保障及解除風險系統性地分配至損益。
- 收益不再相等於保費，而是相等於代價所承保的合約責任的變動。
- 獨立的計量模型適用於所持有再保險合約，允許對合資格的短期合約及參與合約作出修訂。
- 更廣泛的披露規定。

國際財務報告準則第17號及相關修訂於二零二三年一月一日或之後開始之年度期間生效。允許提早應用。本集團董事預期該修訂本不會對財務報表造成重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3. ADOPTION OF NEW AND AMENDED IFRSs (Continued)

Amendments to IFRS 16 “Lease Liability in a Sale and Leaseback”

The amendments specify that, in subsequent measurement of the lease liability arising from a sale and leaseback transaction (where the transaction qualifies as a sale under IFRS 15), a seller-lessee determines “lease payments” and “revised lease payments” in a way that does not result in the recognition of a gain or loss that relates to the right of use it retains. It would reduce the lease liability as if the “lease payments” estimated at the date of transaction had been paid. Any difference between those lease payments and the amounts actually paid is recognised in profit or loss. The amendments do not prescribe a particular method of subsequent measurement. The seller-lessee will need to develop and apply an accounting policy that results in relevant and reliable information in accordance with IAS 8.

The illustrative examples to IFRS 16 have also been amended. Example 24 now illustrates a sale and leaseback transaction with fixed payments and above-market terms. A new Example 25 illustrates a sale and leaseback transaction with variable lease payments that do not depend on an index or rate. The illustrative examples also clarify that the liability, that arise from a sale and leaseback transaction that qualifies as a sale applying IFRS 15, is a lease liability.

Amendments to IFRS 16 are effective for annual reporting period beginning on or after 1 January 2024 and are applied by seller-lessee retrospectively to sale and leaseback transactions entered into after the date of initial application (i.e. from the beginning of annual reporting period in which the entity first applied IFRS 16). Earlier application is permitted. The directors of the Group expect that the amendments have no material impact on the financial statements.

3. 採納新訂及經修訂國際財務報告準則(續)

國際財務報告準則第16號(修訂本)「售後租回之租賃負債」

該修訂本訂明，在其後計量售後租回交易(該交易符合國際財務報告準則第15號項下的出售)產生的租賃負債時，賣方一承租人釐定「租賃付款」及「經修訂租賃付款」的方式不會導致確認與所保留使用權有關的任何損益金額。其將減少租賃負債，猶如已於交易日期支付估計「租賃付款」。該等租賃付款與實際支付金額之間的任何差額於損益內確認。該修訂本並無規定特定後續計量方法。賣方一承租人將需制定及應用會計政策，根據國際會計準則第8號提供相關及可靠資料。

國際財務報告準則第16號說明性示例亦已修訂。示例24當前闡明具有固定付款及高於市場條件的售後租回交易。新示例25闡明不取決於一項指數或比率的可變租賃付款的售後租回交易。說明性示例亦闡明應用國際財務報告準則第15號符合銷售資格的售後租回交易所產生的負債為租賃負債。

國際財務報告準則第16號(修訂本)於二零二四年一月一日或之後開始的年度報告期間生效，並由賣方一承租人追溯應用於首次應用日期後(即自實體首次應用國際財務報告準則第16號的年度報告期間開始時)訂立的售後租回交易。允許提前應用。本集團董事預期該等修訂本對財務報表並無重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3. ADOPTION OF NEW AND AMENDED IFRSs (Continued)

Amendments to IAS 1 “Classification of Liabilities as Current or Non-current” and Amendments to IAS 1 “Non-current Liabilities with Covenants” (“2022 Amendments”)

The amendments provide further guidance to clarify how to classify debt and other liabilities as current or non-current which are summarised as follows:

- It clarifies that a liability is non-current if an entity have a right (instead of unconditional right as stated before the amendments) to defer settlement of the liability for at least twelve months from the end of the reporting period. This right has to be existed at the end of the reporting period, regardless of whether the lender tests for compliance at that date or at a later date;
- Any expectations about events after the reporting period do not impact the assessment made at the end of the reporting period as to the classification of the liability; and
- “Settlements” are newly defined as a transfer to the counterparty that results in the extinguishment of the liability. The transfer could be of cash, other economic resources (e.g. goods or services), or entity’s own equity instruments. Thus, if the counterparty conversion option is classified as liability under IAS 32, the transfer of equity instruments by exercising the conversion option constitute settlement of liability for the purpose current or non-current classification of liabilities. One exception to the definition is that if the counterparty conversion option is classified as equity in accordance with IAS 32, the transfer of equity instruments by exercising the conversion option does not constitute settlement of liability and would be disregarded when determining whether the liabilities is current or non-current.

3. 採納新訂及經修訂國際財務報告準則(續)

國際會計準則第1號(修訂本)「負債分類為流動或非流動」及國際會計準則第1號(修訂本)「附帶契諾的非流動負債」(「二零二二年修訂本」)

該等修訂本為澄清如何將債務及其他負債分類為流動或非流動提供進一步指引，概述如下：

- 澄清倘實體有權(而非修訂前所述之無條件權利)延期至報告期末起至少十二個月清償負債，則有關負債為非流動。該項權利須於報告期末仍然存續，且不論貸款人會否於該日期或是以後日期進行合規測試；
- 預期於報告期後發生之任何事項概不會影響於報告期末對負債分類作出之評估；及
- 「清償」重新定義為向對手方轉移從而清算負債。轉移可為現金、其他經濟資源(例如貨品或服務)或實體自有的權益工具。故此，倘對手方轉換權根據國際會計準則第32號分類為負債，則以行使轉換權方式轉移權益工具就負債分類為流動或非流動而言構成清算負債。該定義的一項例外情況為，倘對手方轉換權根據國際會計準則第32號分類為權益，則以行使轉換權方式轉移權益工具並不構成清算負債，且在確定負債是否為流動或非流動時將不予考慮。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

3. ADOPTION OF NEW AND AMENDED IFRSs (Continued)

Amendments to IAS 1 “Classification of Liabilities as Current or Non-current” and Amendments to IAS 1 “Non-current Liabilities with Covenants” (“2022 Amendments”) (Continued)

2022 Amendments issued in 2022 clarified that only covenants of a liability arising from a loan arrangement, which an entity must comply with on or before the reporting date (even if the covenant is only assessed after the reporting date) affect the classification of that liability as current or non-current. Those covenants to be complied with after the reporting date do not affect the classification of loan arrangements as current or non-current at the reporting date.

Besides, the 2022 Amendments required an entity to provide additional disclosure when a liability arising from a loan agreement is classified as non-current and the entity’s right to defer settlement is contingent on compliance with future covenants within twelve months. The information provided should enable users of financial statements to understand the risk that the liability could become repayable within twelve months of the reporting period, including:

- the carrying amount of the related liabilities;
- information about the covenants (including the nature of the covenants and when the entity is required to comply with them); and
- facts and circumstances, if any, that indicate that an entity may have difficulty complying with covenants. Such facts and circumstances could also include the fact that the entity would not have complied with the covenants based on its circumstances at the end of the reporting period.

The 2022 Amendments also deferred the effective date of the 2020 Amendments to the annual reporting periods beginning on or after 1 January 2024, in which both amendments are to be applied as a package and apply retrospectively. Earlier application is permitted. The directors of the Group expect that the amendments have no material impact on these consolidated financial statements

3. 採納新訂及經修訂國際財務報告準則(續)

國際會計準則第1號(修訂本)「負債分類為流動或非流動」及國際會計準則第1號(修訂本)「附帶契諾的非流動負債」(「二零二二年修訂本」)(續)

於二零二二年頒佈的二零二二年修訂本釐清，實體僅須於報告日期或之前遵守貸款安排產生的負債契諾(即使該契諾僅於報告日期後評估)方會影響負債分類為流動或非流動。於報告日期後須遵守之該等契諾並不影響於報告日期貸款安排分類為流動或非流動。

此外，二零二二年修訂本規定，倘貸款協議所產生的負債分類為非流動，且實體推遲結算的權利取決於十二個月內遵守未來契諾，則該實體須提供額外披露。所提供的資料應當使財務報表使用者了解於報告期十二個月內該負債可能成為應償還款項的風險，包括：

- 相關負債的賬面值；
- 有關契諾的資料(包括契諾的性質及實體何時需要遵守契諾)；及
- 能夠表明實體可能難以遵守契諾的事實及情況(如有)。該等事實及情況亦可能包括基於報告期末實體的情況，實體將無法遵守契諾的事實。

二零二二年修訂本亦將二零二零年修訂本的生效日期延遲至二零二四年一月一日或之後開始的年度報告期間，兩項修訂本將作為一個整體應用並追溯應用。允許提前應用。本集團董事預期該等修訂本對該等綜合財務報表並無重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical accounting estimates and assumptions

The Group makes accounting estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal to the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Provision for ECL of financial assets

The Group determines the provision for ECL of financial assets (Note 11). These estimates are based on the ECL to be incurred, which is estimated by taking into account the credit loss experience, ageing of overdue receivables, debtors' repayment history and debtors' financial position and an assessment of both the current and forecast general economic conditions. All of which involve a significant degree of management judgements.

As at 31 December 2022, the Group has trade receivable of RMB12,185,000 (net of impairment loss of RMB1,089,000) (2021: RMB6,283,000 (net of impairment loss of RMB943,000)) and other receivables of RMB62,516,000 (net of impairment loss of RMB9,964,000) (2021: RMB47,540,000 (net of impairment loss of RMB9,739,000)).

4. 關鍵會計估計及判斷

估計及判斷會根據過往經驗及其他因素(包括在有關情況下對未來事件的合理預期)持續評估。

4.1 關鍵會計估計及假設

本集團對未來作出會計估計及假設。顧名思義，作出的會計估計很少會與其實際結果相同。極有可能導致下一個財政年度的資產及負債的賬面值發生重大調整的估計及假設討論如下。

(a) 金融資產預期信貸虧損撥備

本集團釐定金融資產的預期信貸虧損的撥備(附註11)。該等估計乃基於將予產生的預期信貸虧損，而其須透過考慮信貸虧損經驗、逾期應收款項賬齡、債務人還款記錄及債務人財務狀況以及對當前及預測整體經濟狀況的評估進行估計，且均涉及重大管理層判斷。

於二零二二年十二月三十一日，本集團有貿易應收款項人民幣12,185,000元(扣除減值虧損人民幣1,089,000元)(二零二一年：人民幣6,283,000元(扣除減值虧損人民幣943,000元))及其他應收款項人民幣62,516,000元(扣除減值虧損人民幣9,964,000元)(二零二一年：人民幣47,540,000元(扣除減值虧損人民幣9,739,000元))。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

(b) Current and deferred income taxes

As detailed in Note 9, the Group is subject to income taxes in several jurisdictions. There are many transactions and events for which the ultimate tax determination is uncertain during the ordinary course of business. Significant judgement is required from the Group in determining the provision for income taxes in each of these jurisdictions. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

(c) Depreciation, amortisation and impairment assessment of property, plant and equipment, right-of-use assets and intangible assets

Property, plant and equipment (Note 17), right-of-use assets (Note 18) and intangible assets (Note 23) with finite useful lives are depreciated or amortised on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual value, if any. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation and amortisation expense to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation and amortisation expense for future periods is adjusted if there are significant changes from previous estimates.

4. 關鍵會計估計及判斷(續)

4.1 關鍵會計估計及假設(續)

(b) 即期及遞延所得稅

附註如附註9所述，本集團須於多個司法權區繳納所得稅。許多日常業務過程中的交易及事項所涉及的最終稅務釐定均為不確定。本集團須於釐定各個司法權區所得稅撥備時作出重要判斷。倘該等事項的最終稅務結果與最初記錄的金額不同，此等差異將影響於作出有關決定之期間的所得稅及遞延稅項撥備。

(c) 物業、廠房及設備、使用權資產以及無形資產的折舊、攤銷及減值評估

具有有限可使用年期之物業、廠房及設備(附註17)、使用權資產(附註18)及無形資產(附註23)按資產預計可使用年期，經計及其估計剩餘價值後(如有)以直線法計算其折舊或攤銷。本集團定期審閱資產之預計可使用年期以確定任何報告期內之折舊及攤銷費用的入賬金額。可使用年期是按本集團類似資產之過往經驗，並考慮預期之技術改變而估計得出。將來期間之折舊及攤銷費用會因以前估計之重大改變而作出調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

(c) Depreciation, amortisation and impairment assessment of property, plant and equipment, right-of-use assets and intangible assets (Continued)

Property, plant and equipment and intangible assets with finite useful lives are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts of the assets have been determined based on the higher of fair value less cost of disposal and value-in-use calculations. These calculations require the use of judgement and estimates about future cash flows and discount rates.

In the process of estimating expected future cash flows, management makes assumptions about future revenues and profits. These assumptions related to future events and circumstances. The actual results may vary and may cause a material adjustment to the carrying amount of property, plant and equipment, right-of-use assets and intangible assets within the next financial year. Determination of the appropriate discount rate and growth rate and growth rate involves estimating the appropriate adjustment for market risk and for assets specific risk factors. Details of the estimates of the recoverable amount of cash generating units ("CGUs") are disclosed in Note 17.

As at 31 December 2022, the Group has property, plant and equipment of RMB18,429,000 (net of impairment loss of RMB51,318,000) (2021: RMB29,640,000 (net of impairment loss of RMB51,318,000)), right-of-use assets of RMB21,207,000 (net of impairment loss of RMB27,198,000) (2021: RMB20,527,000 (net of impairment loss of RMB27,981,000)) and intangible assets of RMB1,879,000 (net of impairment: RMB1,035,000) (2021: RMB2,411,000 (net of impairment: RMB1,035,000)).

4. 關鍵會計估計及判斷(續)

4.1 關鍵會計估計及假設(續)

(c) 物業、廠房及設備、使用權資產以及無形資產的折舊、攤銷及減值評估(續)

具有有限使用年期的物業、廠房及設備及無形資產，在因某些事件或情況改變而顯示該等資產之賬面值或不能收回時進行減值檢討。資產之可回收金額根據公允值減出售成本與使用價值計算值兩者間之較高者釐定。該等計算須採用有關未來現金流量及貼現率的判斷及估計。

於估計預期未來現金流量時，管理層就未來收入及溢利作出假設。該等假設與未來事件及情況有關。實際結果可能有所不同，並可能導致須於下一個財政年度對物業、廠房及設備、使用權資產及無形資產的賬面值作出重大調整。釐定適當的貼現率及增長率及增長率涉及估計就市場風險及資產特定風險因素作出的適當調整。現金產生單位(「現金產生單位」)可收回金額的估計詳情披露於附註17。

於二零二二年十二月三十一日，本集團的物業、廠房及設備為人民幣18,429,000元(扣除減值虧損人民幣51,318,000元)(二零二一年：人民幣29,640,000元(扣除減值虧損人民幣51,318,000元))、使用權資產為人民幣21,207,000元(扣除減值虧損人民幣27,198,000元)(二零二一年：人民幣20,527,000元(扣除減值虧損人民幣27,981,000元))及無形資產為人民幣1,879,000元(扣除減值：人民幣1,035,000元)(二零二一年：人民幣2,411,000元(扣除減值虧損人民幣1,035,000元))。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

(d) Impairment of interests in associates

The Group makes provision for impairment in its interest in associates (Note 21) based on an assessment of the recoverable amounts of the associates. An impairment exists when the carrying value of an asset or CGU exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The assessment requires the use of judgements and estimates and any changes to these judgements and estimates could result in a material change to the recoverable amounts of the associates.

(e) Estimation of fair value of properties

The best evidence of fair value is current prices in an active market for similar property in the same location and condition and subject to the same lease or other contracts. In the absence of such information, the Group determines the amount within a range of reasonable fair value estimates. In making this judgement, the Group considers information from a variety of sources including:

- (i) current prices in an active market for properties of different nature, condition or location (or subject to different lease or other contracts), adjusted to reflect those differences;
- (ii) recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and
- (iii) discounted cash flow projections based on reliable estimates of future cash flows, derived from the terms of any existing lease and other contracts, and (where possible) from 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.

As at 31 December 2022, the carrying amounts of the Group's investment properties carried at fair value are RMB2,900,000 (2021: RMB2,900,000). Details of the fair value measurements are disclosed in Note 19.

4. 關鍵會計估計及判斷(續)

4.1 關鍵會計估計及假設(續)

(d) 於聯營公司的權益減值

本集團根據評估聯營公司的可回收金額就其於聯營公司的權益作出減值撥備(附註21)。倘資產或現金產生單位之賬面值超逾其可收回金額(為其公允值減出售成本與其使用價值之較高者),即存在減值。評估要求利用判斷及估計,且該等判斷及估計可能導致聯營公司的可收回金額出現重大變動。

(e) 物業公允值之估計

公允值之最佳證明為同類物業於相關地區及狀況並根據相同租約或其他合約於活躍市場之現行價格。倘欠缺有關資料,本集團會根據合理公允值估計範圍釐定有關金額。在作出此判斷時,本集團會考慮來自多個來源之資料,包括:

- (i) 不同性質、狀況或地區(或根據不同租約或其他合約)物業於活躍市場之現行價格,並就不同之處作出相應調整;
- (ii) 同類物業於較不活躍市場之近期價格,並作出調整以反映按該等價格進行交易當日起之任何經濟狀況變化;及
- (iii) 根據任何現有租約及其他合約之條款以及(如可行)外在證據(如相同地區及狀況之同類物業當時之市場租金)所得,以及採用反映當前市場對現金流量金額及時間之不確定性評估之貼現率所計算未來現金流量之可靠估計所得出之貼現現金流量預測。

於二零二二年十二月三十一日,本集團按公允值列賬之投資物業賬面值為人民幣2,900,000元(二零二一年:人民幣2,900,000元)。有關公允值計量之詳情於附註19披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

4.2 Critical judgements in applying the entity's accounting policies

(a) Control over AGAE

The Group holds 31.1% (2021: 30.6%) of the common stock and voting rights in the AGAE Group. The remaining voting rights are held by a fund investment companies, certain directors of AGAE Group and numerous of shareholders, none of which individually hold more than 1% of the voting rights. There are no arrangements for the other shareholders to consult one another or act collectively. The management has assessed the proportion of voting rights, on the basis of the absolute size of the Group's holding and the relative size of the other shareholdings, and over 50% of board of directors are nominated and recommended by the Group. The management concluded that the Group has sufficiently dominant voting interest to direct the relevant activities of AGAE Group and therefore has control over AGAE Group. Details of the interest in AGAE Group are set out in Note 20.

4. 關鍵會計估計及判斷(續)

4.2 應用實體會計政策之重大判斷

(a) 對AGAE的控制

本集團持有AGAE集團的31.1%(二零二一年: 30.6%)普通股及投票權。其餘投票權則由基金投資公司、若干AGAE集團董事及多名股東持有,當中概無個別持有超過1%投票權。其他股東之間並無互相協商或集體行動的安排。管理層已評估投票權的比例,根據本集團所持股份的絕對數目及其他股份的相對數目,及董事會過半數成員由本集團提名及推薦。管理層總結認為本集團擁有足夠的主導性投票權以指導AGAE集團的有關活動,因而對AGAE集團有控制權。於AGAE集團的權益詳情載於附註20。

5. SEGMENT INFORMATION

Segment result, assets and liabilities

The board of directors of the Company, being the chief operating decision maker ("CODM"), has identified the Group's operating and reportable segments as below and further described in Note 2.26:

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

5. 分部資料

分部業績、資產及負債

本公司董事會(即主要經營決策者(「主要經營決策者」))已指定本集團的營運及可呈報分部如下(於附註2.26亦有詳盡載述):

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

5. SEGMENT INFORMATION (Continued)

Segment result, assets and liabilities (Continued)

5. 分部資料(續)

分部業績、資產及負債(續)

		2022 二零二二年			
		Lianzhong Group 聯眾集團 RMB'000 人民幣千元	AGAE Group AGAE集團 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Continuing operations:	持續經營業務：				
Revenue	收入				
— From external customers	— 來自外部客戶	174,983	42,729	—	217,712
Impairment of assets (Note 11)	資產減值(附註11)	(1,446)	(1,105)	—	(2,551)
Reportable segment results	可呈報分部業績	(5,601)	(71,813)	—	(77,414)
Loss before income tax	除所得稅前虧損	(5,601)	(71,813)	—	(77,414)
Income tax credit	所得稅抵免				—
Loss for the year	年內虧損				(77,414)
Other information	其他資料				
Interest income	利息收入	169	753	—	922
Finance cost	財務成本	(335)	(4,414)	—	(4,749)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(1,745)	(13,842)	—	(15,587)
Depreciation of right-of-use assets	使用權資產折舊	(3,432)	(1,957)	—	(5,389)
Amortisation of intangible assets	無形資產攤銷	(1,366)	(26)	—	(1,392)
Loss on disposal of financial assets at fair value through profit or loss	出售按公允值計入損益之金融資產之虧損	(44)	—	—	(44)
ASSETS	資產				
Segment assets	分部資產	139,270	634,330	—	773,600
LIABILITIES	負債				
Segment liabilities	分部負債	44,331	63,053	—	107,384
Other information	其他資料				
Non-current assets (other than financial instruments), including:	非流動資產(金融工具除外)包括：				
Additions to non-current segment assets (other than financial instruments) during the year	添置年內非流動分部資產(金融工具除外)	18,342	26,417	—	44,759
		12,347	2,463	—	14,810

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

5. SEGMENT INFORMATION (Continued)

5. 分部資料(續)

Segment result, assets and liabilities (Continued)

分部業績、資產及負債(續)

		2021 二零二一年			
		Lianzhong Group 聯眾集團 RMB'000 人民幣千元	AGAE Group AGAE集團 RMB'000 人民幣千元	Eliminations 抵銷 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Continuing operations:	持續經營業務：				
Revenue	收入				
— From external customers	— 來自外部客戶	111,836	31,979	—	143,815
Impairment of assets (Note 11)	資產減值(附註11)	(2,021)	—	—	(2,021)
Reportable segment results	可呈報分部業績	(47,109)	(88,242)	—	(135,351)
Loss before income tax	除所得稅前虧損	(47,109)	(88,242)	—	(135,351)
Income tax credit	所得稅抵免				34
Loss for the year	年內虧損				(135,317)
Other information	其他資料				
Interest income	利息收入	2,057	—	—	2,057
Finance cost	財務成本	(87)	(6,354)	—	(6,441)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(410)	(21,176)	—	(21,586)
Depreciation of right-of-use assets	使用權資產折舊	(1,523)	(1,903)	—	(3,426)
Amortisation of intangible assets	無形資產攤銷	(1,627)	(26)	—	(1,653)
Fair value changes of investment properties	投資物業之公允值變動	150	—	—	150
Gain on disposal of associates	出售一間聯營公司之收益	7,608	—	—	7,608
Gain on disposal of financial assets at fair value through profit or loss	出售按公允值計入損益之金融資產之收益	110	—	—	110
Gain on conversion/redemption of convertible notes	轉換/贖回可換股票據之收益	—	6,453	—	6,453
ASSETS	資產				
Segment assets	分部資產	134,994	675,031	—	810,025
LIABILITIES	負債				
Segment liabilities	分部負債	52,316	69,722	—	122,038
Other information	其他資料				
Non-current assets (other than financial instruments), including:	非流動資產(金融工具除外)包括:				
Additions to non-current segment assets (other than financial instruments) during the year	添置年內非流動分部資產(金融工具除外)	15,871	39,607	—	55,478
		17,283	1,052	—	18,335

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6. REVENUE

The Group's principal activities are disclosed in Note 1 to these consolidated financial statements. The Group's revenue from external customers recognised during the year is as follows:

Continuing operations

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Revenue from contract with customers	客戶合約收入		
Lianzhong Group	聯眾集團		
— Online games revenue	— 線上遊戲收入	84,556	111,836
— Online advertising services income	— 線上廣告服務收入	90,427	—
AGAE Group	AGAE集團		
— In-person revenue	— 個人體驗收入	41,037	27,109
— Multiplatform content revenue	— 多平台內容收入	1,692	4,870
		217,712	143,815

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Timing of revenue recognition	收入確認的時間性		
At a point in time	於某一時間點	197,127	132,877
Over time	隨時間過去	20,585	10,938
		217,712	143,815

6. 收入

本集團主要業務披露於本綜合財務報表附註1。本集團於年內確認自外部客戶獲得之收入如下：

持續經營業務

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6. REVENUE (Continued)

Revenue from external customers recognised under discontinued operation in Note 43(a) during the year is as follows:

Discontinued operations

		2021 二零二一年 RMB'000 人民幣千元
Revenue from contract with customers	客戶合約收入	
AGAE Group	AGAE集團	
— In-person revenue	— 個人體驗收入	6,279
— Multiplatform content revenue	— 多平台內容收入	26,275
— Interactive revenue	— 互動式收入	51,441
		83,995

		2021 二零二一年 RMB'000 人民幣千元
Timing of revenue recognition	收入確認的時間性	
At a point in time	於某一時間點	26,862
Over time	隨時間過去	57,133
		83,995

Online games revenue is derived from the development and operation of online card and board games that consist of PC and mobile games. Games include self-developed games, licensed games and third-party operated games.

線上遊戲收入來自開發及經營線上棋牌遊戲(包括PC遊戲及手遊)。遊戲包括自主開發遊戲、授權遊戲及由第三方經營的遊戲。

In-person revenue is comprised of event revenue, sponsorship revenue, merchandising revenue and other revenue.

個人體驗收入包括活動收入、贊助收入、商品收入及其他收入。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

6. REVENUE (Continued)

Multiplatform content revenue is comprised of distribution revenue, sponsorship revenue, music royalty revenue, online advertising revenue and content revenue.

Interactive revenue is primarily comprised of subscription revenue, licensing, social gaming and virtual product revenue.

Details of revenue recognition are disclosed in Note 2.19 to these consolidated financial statements.

Geographical information

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

6. 收入(續)

多平台內容收入包括發行收入、贊助收入、音樂專利收入、線上廣告收入及內容收入。

互動式收入主要包括訂購收入、授權、社交遊戲及虛擬產品收入。

收入確認詳情於本綜合財務報表附註2.19披露。

地區資料

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

		Revenue 收入		Non-current assets (other than financial instruments) 非流動資產(金融工具除外)	
		2022	2021	As at 31 December 2022	As at 31 December 2021
		二零二二年	二零二一年	於二零二二年	於二零二一年
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
PRC	中國	174,983	111,836	19,582	14,914
USA*	美國*	41,564	29,019*	25,593	39,185
Others	其他	1,165	2,960	824	1,379
		217,712	143,815	45,999	55,478

* Revenue from USA not including the revenue from discontinued operation amounting to RMB83,995,000.

* 來自美國之收入不包括來自自己終止經營業務之收入人民幣83,995,000元。

Information about major customers

The Group has a large number of game players, no revenue from any individual game player or customer exceeded 10% or more of the Group's revenue during the years ended 31 December 2022 and 2021.

有關主要客戶的資料

截至二零二二年及二零二一年十二月三十一日止年度,概無來自任何個別遊戲玩家或客戶的收入超過本集團收入的10%或以上。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

7. OTHER INCOME

7. 其他收益

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
	Note 附註		
Other revenue	其他收入		
Bank interest income	銀行利息收入	922	2,057
Interest income from certificate of deposits	存款證利息收入	4,556	—
Net foreign exchange gain	外匯收益淨額	56	—
Dividend income	股息收入	23	77
		5,557	2,134
Other net income	其他收益淨額		
Bad debt recovery of loan to third party (2021: Bad debts recovery)	給予第三方之貸款壞賬收回(二零二一年: 壞賬收回)	6,500	1,536
Gain on forgiveness of PayCheck Protection Program loans ("PPP loans") and interest	薪資保護計劃貸款(「PPP貸款」)及利息免收益	—	5,888
Written back of other payable	撇銷其他應付款項	8,583	—
Sundry income	雜項收入	926	989
		16,009	8,413
		21,566	10,547

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

8. FINANCE COSTS

8. 融資成本

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Interest charges and transaction cost on Convertible Notes	可換股票據所付利息及交易成本	—	602
Interest charges on bridge loan payables	應付階段貸款之所付利息	—	806
Interest expenses	利息開支	12	326
Finance charges on lease liabilities	租賃負債的財務費用	4,737	4,707
		4,749	6,441

9. INCOME TAX CREDIT

9. 所得稅抵免

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Current tax	即期稅項		
The PRC	中國		
— Current year	— 本年度	—	—
— Prior years	— 過往年度	—	(34)
Income tax credit	所得稅抵免	—	(34)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

9. INCOME TAX CREDIT (Continued)

The difference between the actual income tax charge in the consolidated statement of profit or loss and other comprehensive income and the amounts which would result from applying the enacted tax rate to loss before income tax can be reconciled as follows:

9. 所得稅抵免(續)

綜合損益及其他全面收益表的實際所得稅費用及採用適用於除所得稅前虧損的法定稅率計算得出的稅額的差額對賬如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Loss before income tax from continuing operations	來自持續經營業務之 除所得稅前虧損	(77,414)	(135,351)
Profit before income tax from discontinued operations	來自已終止經營業務之 除所得稅前溢利	—	329,643
(Loss)/Profit before income tax	除所得稅前(虧損)/溢利	(77,414)	194,292
Tax on (loss)/profit before income tax, calculated at the statutory rates applicable to profits in the tax jurisdiction concerned	除所得稅前(虧損)/溢利稅項 (按相關稅務司法權區適用的 利潤法定稅率計算)	(21,927)	58,471
Tax effect on non-deductible expenses	不可扣稅開支的稅務影響	4,395	4,838
Tax effect on non-taxable income	非課稅收入的稅務影響	(1,832)	(97,160)
Tax effect on preferential income tax rates applicable to subsidiaries	適用於附屬公司的優惠所得稅 稅率的稅務影響	263	3,187
Tax effect of utilisation of tax losses not recognised	尚未確認動用稅項虧損之 稅務影響	(3,327)	(5,708)
Tax effect of tax losses not recognised	尚未確認稅項虧損之稅務影響	22,428	36,372
Over-provision in respect of prior year	過往年度超額撥備	—	(34)
Income tax credit	所得稅抵免	—	(34)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

9. INCOME TAX CREDIT (Continued)

Notes:

(a) Cayman Islands income tax

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands and accordingly, is exempted from Cayman Islands income tax.

(b) Hong Kong profits tax

Hong Kong profits tax rate is 16.5%. Hong Kong profits tax has not been provided as the Group had no estimated assessable profits arising in Hong Kong for the years ended 31 December 2022 and 2021.

(c) PRC enterprise income tax

The income tax provision of the Group in respect of its operations in the PRC has been calculated at the applicable tax rate on the estimated assessable profits for the year based on the existing legislation, interpretations and practices in respect thereof. The applicable income tax rate is 25%.

According to relevant laws and regulations in the PRC, enterprises engaging in research and development activities are entitled to claim 150% of the research and development expenses so incurred as tax deductible expenses when determining their assessable profits for that year ("Super Deduction"). The Group made such claims for deduction for the years ended 31 December 2022 and 2021.

(d) US profits tax

Subsidiaries operating in the US are subject to US federal and state tax on its assessable profits. The applicable tax rate for federal tax is 21% whilst the tax rate for state tax of California, the principal place of business of the Company's major US subsidiaries is 8.8% (2021: 8.8%). US profits tax has not been provided as the Group incurred a loss for taxation purposes for the years ended 31 December 2022 and 2021.

9. 所得稅抵免(續)

附註：

(a) 開曼群島所得稅

本公司根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司，因此豁免繳納開曼群島所得稅。

(b) 香港利得稅

香港利得稅稅率為16.5%。由於本集團於截至二零二二年及二零二一年十二月三十一日止年度在香港並無產生估計應課稅利潤，因此並無就香港利得稅計提撥備。

(c) 中國企業所得稅

本集團就其在中國的業務所作出的所得稅撥備乃根據現行相關法律、詮釋及慣例就於本年度估計應課稅溢利按適用稅率計算。適用所得稅稅率為25%。

根據中國相關法律法規，從事研發活動的企業於釐定其該年度應課稅溢利時，有權將所產生的研發費用的150%作可扣稅開支申報（「加計扣除」）。截至二零二二年及二零二一年十二月三十一日止年度，本集團已就該扣除作出申報。

(d) 美國利得稅

於美國經營之附屬公司須就其應課稅溢利繳納美國聯邦及州稅。適用聯邦稅率為21%，而加州（本公司主要美國附屬公司之主要營業地點）的州際稅率為8.8%（二零二一年：8.8%）。由於本集團截至二零二二年及二零二一年十二月三十一日止年度產生稅項虧損，故並無就美國利得稅計提撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

9. INCOME TAX CREDIT (Continued)

Notes: (Continued)

(e) PRC withholding tax

According to the relevant laws and regulations in the PRC, the Group is also liable to a 10% withholding tax on dividends to be distributed from the Group's foreign-invested enterprises in the PRC in respect of its profits generated from 1 January 2008. If a foreign investor incorporated in Hong Kong meets the conditions and requirements under the double taxation treaty arrangement entered into between the PRC and Hong Kong, the relevant withholding tax rate will be reduced from 10% to 5%.

As at 31 December 2022, no deferred tax liabilities had been provided for the PRC withholding tax that would be payable on the unremitted earnings of approximately RMB300,473,000 (2021: RMB282,630,000) of certain subsidiaries because the Group controls the dividend policy of these subsidiaries and it is not probable that the temporary differences will reverse in the foreseeable future.

(f) Unrecognised tax losses

As at 31 December 2022, the Group has unrecognised tax losses of approximately RMB366,204,000 (2021: RMB379,122,000) to carry forward against future taxable income. These tax losses do not expire under current legislation except losses of approximately RMB155,144,000 (2021: RMB240,458,000) that may be carried forward for 5 years from the year it carry the loss.

9. 所得稅抵免(續)

附註：(續)

(e) 中國預扣稅

根據中國相關法律法規，本集團亦須就向中國外商投資企業有關於二零零八年一月一日起產生的溢利將予分派的股息繳納10%的預扣稅。倘於香港註冊成立的外國投資者符合中國與香港訂立的雙邊稅務條約安排的條件及規定，相關預扣稅稅率將從10%降至5%。

於二零二二年十二月三十一日，概無就若干附屬公司未匯出盈利約人民幣300,473,000元(二零二一年：人民幣282,630,000元)須繳納的中國預扣稅計提遞延稅項負債，原因為本集團控制該等附屬公司的股息政策，而暫時性差額不大可能會在可見將來撥回。

(f) 未確認稅項虧損

於二零二二年十二月三十一日，本集團可透過結轉抵銷日後應課稅收入的未確認稅項虧損約為人民幣366,204,000元(二零二一年：人民幣379,122,000元)。除自產生虧損年度起可結轉五年之虧損約人民幣155,144,000元(二零二一年：人民幣240,458,000元)外，根據目前法規，該等稅項虧損尚未屆滿。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

10. LOSS FOR THE YEAR FROM CONTINUING OPERATIONS

Loss for the year from continuing operations is arrived at after (crediting)/charging:

10. 來自持續經營業務之年內虧損

來自持續經營業務之年內虧損經扣除/(計入)以下各項後達致：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Lease charges related to short-term leases	與短期租賃有關的租賃費用	568	662
Auditors' remuneration	核數師酬金		
Audit services	審計服務	4,139	3,745
Non-audit services	非審計服務	263	260
Depreciation:	折舊：		
Owned assets (Note 17)	所持資產(附註17)	15,587	21,586
Right-of-use assets (Note 18)	使用權資產(附註18)	5,389	3,426
Total depreciation	折舊總額	20,976	25,012
Amortisation of intangible assets (Note 23)	無形資產攤銷(附註23)	1,392	1,653
Net foreign exchange (gain)/loss	外匯(收益)/虧損淨額	(56)	253
Gain on disposal of an associates (Note 21)	出售一間聯營公司之收益 (附註21)	—	(7,608)
Loss/(Gain) on disposal of financial assets at fair value through profit or loss	出售按公允值計入損益之 金融資產之虧損/(收益)	44	(110)
Gain on conversion/redemption of Convertible Notes	轉換/贖回可換股票據之收益	—	(6,453)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	874	—

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

11. IMPAIRMENT OF ASSETS

11. 資產減值

			2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
		Notes 附註		
Trade and other receivables	貿易及其他應收款項	27	1,446	1,980
Inventories	存貨		—	41
Digital assets	數字資產		1,105	—
Total	總計		2,551	2,021

12. DIVIDENDS

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2022 (2021: Nil).

12. 股息

董事不建議派付截至二零二二年十二月三十一日止年度之末期股息(二零二一年:無)。

13. (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the (loss)/profit attributable to equity holders of the Company and on the weighted average number of ordinary shares in issue during the year.

13. 每股(虧損)/盈利

(a) 每股基本(虧損)/盈利

每股基本(虧損)/盈利乃按本公司權益持有人應佔(虧損)/溢利及年內已發行的普通股加權平均數計算得出。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

13. (LOSS)/EARNINGS PER SHARE (Continued)

(a) Basic (loss)/earnings per share (Continued)

		2022 二零二二年	2021 二零二一年
(Loss)/Profit attributable to equity holders of the Company for the year (RMB'000)	本公司權益持有人應佔年內(虧損)/溢利(人民幣千元)		
— Continuing operations	— 持續經營業務	(29,609)	(74,367)
— Discontinued operations	— 已終止經營業務	—	100,871
		(29,609)	26,504
Weighted average number of ordinary shares in issue during the year (Note (i))	年內已發行的普通股加權平均數(附註(i))	1,073,222,248	1,055,122,400
Basic (loss)/earnings per share (in RMB cents per share)	每股基本(虧損)/盈利(以每股人民幣分計)		
— Continuing operations	— 持續經營業務	(2.76)	(7.05)
— Discontinued operations	— 已終止經營業務	—	9.56
		(2.76)	2.51

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

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

For the year ended 31 December 2022, the Company has six categories of potential ordinary shares, being the Company's share option schemes, options, warrants, restricted common shares, unit purchase options and contingent consideration shares issued by a subsidiary of the Company. The impacts had anti-dilutive effect on the basic loss per share amounts presented.

13. 每股(虧損)/盈利(續)

(a) 每股基本(虧損)/盈利(續)

(b) 來自持續經營業務及已終止經營業務的每股攤薄(虧損)/盈利

每股攤薄(虧損)/盈利乃經調整所有潛在攤薄普通股的影響後，根據本公司權益持有人應佔(虧損)/溢利及年內已發行的普通股加權平均數計算。

截至二零二二年十二月三十一日止年度，本公司設有六類潛在普通股，即本公司之購股權計劃，由本公司一家附屬公司發行之購股權、認股權證、受限制普通股、單位購買期權及或然代價股份。有關影響已對所呈列之每股基本虧損金額造成反攤薄效應。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

13. (LOSS)/EARNINGS PER SHARE (Continued)

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

For the year ended 31 December 2021, the Company has six categories of potential ordinary shares, being the Company's share option schemes, options, warrants, restricted common shares, unit purchase options and contingent consideration shares issued by a subsidiary of the Company. The impacts had anti-dilutive effect on the basic earnings per share amounts presented.

Note:

(i) Weighted average number of ordinary shares in issue

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

13. 每股(虧損)/盈利(續)

(b) 來自持續經營業務及已終止經營業務的每股攤薄盈利/(虧損)(續)

截至二零二一年十二月三十一日止年度，本公司設有六類潛在普通股，即本公司之購股權計劃，由本公司一家附屬公司發行之購股權、認股權證、受限制普通股、單位購買期權及或然代價股份。有關影響已對所呈列之每股基本盈利金額造成反攤薄影響。

附註：

(i) 已發行普通股加權平均數

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

14. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

14. 僱員福利開支(包括董事酬)

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Salaries, bonus and allowances	薪金、花紅及津貼	50,476	50,205
Retirement benefit scheme contributions	退休福利計劃供款	7,512	5,705
Severance payments	遣散費	5,757	2,581
Share-based compensation expense	以股份為基礎的酬金開支	11,983	18,686
		75,728	77,177

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

15. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's emoluments disclosed pursuant to the Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulations is set out below:

15. 董事及主要行政人員薪酬

根據上市規則、香港公司條例第383(1)條以及公司(披露董事利益資料)規例第2部，董事及主要行政人員的薪酬披露載列如下：

		Directors' fees	Salaries, allowances and benefits in kinds	Retirement benefit contributions	Share-based payment	Total
		薪金、津貼及實物利益	薪金、津貼及實物利益	退休福利供款	以股份為基礎的付款	總計
		Notes RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		附註 人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度					
Executive directors:	執行董事：					
Mr. Lu Jingsheng	陸京生先生 (1)	258	809	136	2,014	3,217
Non-executive directors:	非執行董事：					
Mr. Li Yangyang	李揚揚先生 (2)	482	—	—	—	482
Mr. Liu Jiang	劉江先生 (3)	—	—	—	—	—
Mr. Liu Xueming	劉學明先生 (4)	239	—	—	206	445
Mr. Gao Liping	高麗平先生 (5)	98	—	—	—	98
Mr. Hua Yumin	華彧民先生 (5)	98	—	—	—	98
Ms. Yu Bing	于冰女士 (6)	11	—	—	—	11
Ms. Wang Ruyuan	王茹遠女士 (6)	11	—	—	—	11
Mr. Wang Runqun	王潤群先生 (6)	11	—	—	46	57
Ms. Xiao Yundan	肖雲丹女士 (6)	11	228	13	90	342
Independent non-executive directors:	獨立非執行董事：					
Mr. Ma Shaohua	馬少華先生 (7)	242	—	—	—	242
Mr. Zhang Li	章力先生 (8)	242	—	—	—	242
Mr. GUO Yushi	郭玉石先生 (9)	242	—	—	—	242
Mr. Dai Bing	戴冰先生 (10)	16	—	—	—	16
		1,961	1,037	149	2,356	5,503
Year ended 31 December 2021	截至二零二一年十二月三十一日止年度					
Executive directors:	執行董事：					
Mr. Li Yangyang	李揚揚先生 (2)	659	—	—	—	659
Mr. Lu Jingsheng	陸京生先生 (1)	247	509	—	3,687	4,443
Mr. Gao Hong	高宏先生 (11)	—	—	—	—	—
Non-executive directors:	非執行董事：					
Mr. Liu Jiang	劉江先生 (3)	—	—	—	—	—
Mr. Chen Xian	陳弦先生 (12)	—	—	—	—	—
Ms. Fu Qiang	傅強女士 (11)	—	—	—	—	—
Mr. Hu Wen	胡文先生 (11)	—	—	—	—	—
Mr. Liu Xueming	劉學明先生 (4)	21	—	—	377	398
Mr. Gao Liping	高麗平先生 (5)	16	—	—	—	16
Mr. Hua Yumin	華彧民先生 (5)	16	—	—	—	16
Ms. Wu Libing	吳厲冰女士 (13)	41	—	—	—	41
Independent non-executive directors:	獨立非執行董事：					
Mr. Ma Shaohua	馬少華先生 (7)	250	—	—	—	250
Professor Huang Yong	黃勇教授 (14)	125	—	—	—	125
Mr. Zhang Li	章力先生 (8)	102	—	—	—	102
Mr. GUO Yushi	郭玉石先生 (9)	41	—	—	—	41
		1,518	509	—	4,064	6,091

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

15. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

Notes:

- (1) Mr. Lu Jingsheng, an independent non-executive Director was re-designated as an executive Director, CEO of the Company and the Chairman of the Risk Prevention and Digital Assets Management Committee with effect from 1 May 2021, and has resigned the position of the Chairman of the Risk Prevention and Digital Assets Management Committee with the effect from 18 November 2022.
- (2) Mr. Li Yangyang, an executive Director has resigned from the position of non-executive Director, the Chairman of the Board and the Chairman of the Nomination and Corporate Governance Committee with effect from 30 September 2022.
- (3) Resigned on 30 September 2022.
- (4) Mr. Liu Xueming was appointed as a non-executive Director and the acting Chairman of the Board with effect from 6 May 2021 and 30 September 2022 respectively.
- (5) Appointed on 4 November 2021.
- (6) Appointed on 16 September 2022.
- (7) Mr. Ma Shaohua was re-designated as the Chairman of the Nomination and Corporate Governance Committee with effect from 18 November 2022.
- (8) Mr. Zhang Li was appointed as an independent non-executive Director and the Chairman of the Audit Committee with effect from 6 May 2021.
- (9) Mr. Guo Yushi was appointed as an independent non-executive Director and the Chairman of the Remuneration Committee with effect from 4 November 2021.
- (10) Mr. Dai Bing was appointed as an independent non-executive Director and the Chairman of the Risk Prevention and Digital Assets Management Committee with effect from 18 November 2022.
- (11) Resigned on 6 May 2021.
- (12) Resigned on 5 February 2021.
- (13) Appointed on 6 May 2021 and resigned on 24 September 2021.
- (14) Resigned on 14 May 2021.

There were no arrangements under which a director of the Company waived or agreed to waive any remuneration during the years ended 31 December 2022 and 2021.

15. 董事及主要行政人員薪酬 (續)

附註：

- (1) 獨立非執行董事陸京生先生已調任為執行董事、本公司行政總裁以及風險防控及數字資產管理委員會主席，自二零二一年五月一日起生效，已辭任風險防控及數字資產管理委員會主席，自二零二二年十一月十八日起生效。
- (2) 執行董事李陽陽先生已辭任非執行董事、董事會主席、提名委員會主席及企業管治委員會主席，自二零二二年九月三十日起生效。
- (3) 於二零二二年九月三十日辭任。
- (4) 劉學明先生獲委任為非執行董事及董事會代理主席，分別自二零二一年五月六日及二零二二年九月三十日起生效。
- (5) 於二零二一年十一月四日獲委任。
- (6) 於二零二二年九月十六日獲委任。
- (7) 馬少華先生調任為提名委員會主席及企業管治委員會主席，自二零二二年十一月十八日起生效。
- (8) 章力先生獲委任為獨立非執行董事及審核委員會主席，自二零二一年五月六日起生效。
- (9) 郭玉石先生獲委任為獨立非執行董事及薪酬委員會主席，自二零二一年十一月四日起生效。
- (10) 戴冰先生獲委任為獨立非執行董事及風險防控及數字資產管理委員會主席，自二零二二年十一月十八日起生效。
- (11) 於二零二一年五月六日辭任。
- (12) 於二零二一年二月五日辭任。
- (13) 於二零二一年五月六日獲委任，並於二零二一年九月二十四日辭任。
- (14) 於二零二一年五月十四日辭任。

截至二零二二年及二零二一年十二月三十一日止年度，並無本公司董事放棄或同意放棄任何酬金之安排。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

15. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

Directors' retirement benefits

During the year ended 31 December 2022, no retirement benefits were paid to or receivable by the directors in respect of their services as directors of the Company and its subsidiaries or other services in connection with the management of the affairs of the Company or its subsidiary undertaking (2021: Nil).

Directors' termination benefits

During the year ended 31 December 2022, no payments or benefits in respect of termination of directors' services were paid or made, directly or indirectly, to the directors of the Company (2021: Nil).

Consideration provided to or receivable by third parties for making available the services of a person as directors

During the year ended 31 December 2022, no consideration was provided to or receivable by third parties for making available directors' services (2021: Nil).

Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate and connected entities

During the years ended 31 December 2022 and 2021, there are no other loans, quasi-loans or other dealings in favour of the directors, their controlled bodies corporate and connected entities.

Material interests of directors in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2022 (2021: Nil).

15. 董事及主要行政人員薪酬(續)

董事退休福利

截至二零二二年十二月三十一日止年度，概無董事就擔任本公司及其附屬公司董事而提供的服務或就管理本公司或其附屬公司事務而提供的其他服務而獲付或應收退休福利(二零二一年：無)。

董事終止福利

截至二零二二年十二月三十一日止年度，概無就終止董事服務而直接或間接向本公司董事支付或提供任何付款或福利(二零二一年：無)。

就提供董事服務而向第三方提供或應收的代價

截至二零二二年十二月三十一日止年度，並無就提供董事服務而向第三方提供或應收的代價(二零二一年：無)。

以董事、受控制法團及關聯實體為受益人的貸款、類似貸款及其他買賣資料

於截至二零二二年及二零二一年十二月三十一日止年度，概無以董事、其受控制法團及關聯實體為受益人的貸款、類似貸款及其他買賣。

董事於交易、安排及合約擁有的重大權益

概無有關本公司所訂立而本公司董事擁有重大權益(不論直接或間接)且於年末或截至二零二二年十二月三十一日止年度內任何時間仍屬有效的重大交易、安排及合約(二零二一年：無)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

16. FIVE HIGHEST PAID INDIVIDUAL EMOLUMENTS

The five individuals whose emoluments were the highest in the Group for the year included one director (2021: one director) whose emoluments are reflected in the analysis presented above. The emoluments paid/payable to the remaining four (2021: four) individuals during the year are as follows:

16. 五名最高薪酬人士

年內本集團五名最高薪酬人士分別包括一名董事(二零二一年:一名董事),其酬金已反映於上文分析中。年內已付/應付餘下四名(二零二一年:四名)人士的酬金如下:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Salaries and other emoluments	薪金及其他酬金	6,615	19,788
Share-based payments	以股份為基礎的付款	421	12,889
		7,036	32,677

The emoluments fell within the following bands:

酬金範圍介乎以下組別:

		2022 二零二二年	2021 二零二一年
Emolument bands:	酬金組別:		
HK\$1,500,001 – HK\$2,000,000	1,500,001港元至2,000,000港元	2	—
HK\$2,000,001 – HK\$2,500,000	2,000,001港元至2,500,000港元	2	—
HK\$2,500,001 – HK\$3,000,000	2,500,001港元至3,000,000港元	—	—
HK\$3,000,001 – HK\$4,000,000	3,000,001港元至4,000,000港元	—	—
HK\$4,000,001 – HK\$5,000,000	4,000,001港元至5,000,000港元	—	2
Over HK\$5,000,000	5,000,000港元以上	—	3

No emoluments were paid by the Group to any of the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended 31 December 2022 (2021: Nil).

於截至二零二二年十二月三十一日止年度,本集團概無向任何董事或五名最高薪酬人士支付任何酬金以作為其加入本集團或加入本集團後的獎勵或離職補償(二零二一年:無)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Leasehold improvements	Computer equipment	Furniture and office equipment	Motor vehicles	Construction in progress	Production equipment	Total
		租賃物業裝修	電腦設備	辦公室設備	汽車	在建工程	生產設備	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2021	於二零二一年一月一日							
Cost	成本	102,096	12,184	18,267	7,590	—	51,164	191,301
Accumulated depreciation and impairment losses	累計折舊及減值虧損	(83,665)	(11,845)	(15,565)	(4,230)	—	(27,273)	(142,578)
Net book amount	賬面淨值	18,431	339	2,702	3,360	—	23,891	48,723
Year ended 31 December 2021	截至二零二一年十二月三十一日止年度							
Opening net book amount	年初賬面淨值	18,431	339	2,702	3,360	—	23,891	48,723
Additions	添置	1,544	556	113	611	77	498	3,399
Depreciation	折舊	(8,226)	(404)	(1,071)	(1,667)	—	(10,218)	(21,586)
Exchange differences	匯兌差額	(331)	(7)	(59)	(59)	—	(440)	(896)
Closing net book amount	年末賬面淨值	11,418	484	1,685	2,245	77	13,731	29,640
At 31 December 2021	於二零二一年十二月三十一日							
Cost	成本	58,377	12,660	18,068	8,047	77	50,449	147,678
Accumulated depreciation and impairment losses	累計折舊及減值虧損	(46,959)	(12,176)	(16,383)	(5,802)	—	(36,718)	(118,038)
Net book amount	賬面淨值	11,418	484	1,685	2,245	77	13,731	29,640
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度							
Opening net book amount	年初賬面淨值	11,418	484	1,685	2,245	77	13,731	29,640
Additions	添置	1,011	349	1,130	—	731	197	3,418
Disposal	出售	(672)	(1)	(201)	—	—	—	(874)
Reclassification	重新分類	131	—	—	—	(131)	—	—
Depreciation	折舊	(1,737)	(263)	(745)	(1,797)	—	(11,045)	(15,587)
Exchange differences	匯兌差額	838	16	4	101	—	873	1,832
Closing net book amount	年末賬面淨值	10,989	585	1,873	549	677	3,756	18,429
At 31 December 2022	於二零二二年十二月三十一日							
Cost	成本	62,315	12,411	17,191	10,138	677	55,026	157,758
Accumulated depreciation and impairment losses	累計折舊及減值虧損	(51,326)	(11,826)	(15,318)	(9,589)	—	(51,270)	(139,329)
Net book amount	賬面淨值	10,989	585	1,873	549	677	3,756	18,429

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

17. PROPERTY, PLANT AND EQUIPMENT (Continued)

17. 物業、廠房及設備(續)

Depreciation charges of property, plant and equipment recognised is analysed as follows:

已確認物業、廠房及設備折舊費用分析如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cost of revenue	收入成本	71	—
Selling and marketing expenses	銷售及市場推廣費用	95	26
Administrative expenses	行政開支	15,375	21,536
Research and development expenses	研發費用	46	24
		15,587	21,586

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

18. RIGHT-OF-USE ASSETS

18. 使用權資產

		Buildings 樓宇 RMB'000 人民幣千元 (Note (a)) (附註(a))	eSports arena 電競場地 RMB'000 人民幣千元 (Note (b)) (附註(b))	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日			
Cost	成本	4,008	26,200	30,208
Accumulated depreciation and impairment losses	累計折舊及減值虧損	(3,382)	(14,630)	(18,012)
Net book amount	賬面淨值	626	11,570	12,196
Year ended 31 December 2021	截至二零二一年十二月三十一日止年度			
Opening net book amount	年初賬面淨值	626	11,570	12,196
Addition	添置	9,372	—	9,372
Depreciation	折舊	(1,523)	(1,903)	(3,426)
Modification	修訂	—	2,854	2,854
Exchange differences	匯兌差額	—	(469)	(469)
Closing net book amount	年末賬面淨值	8,475	12,052	20,527
At 31 December 2021	於二零二一年十二月三十一日			
Cost	成本	13,380	28,216	41,596
Accumulated depreciation and impairment losses	累計折舊及減值虧損	(4,905)	(16,164)	(21,069)
Net book amount	賬面淨值	8,475	12,052	20,527
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度			
Opening net book amount	年初賬面淨值	8,475	12,052	20,527
Addition	添置	8,586	—	8,586
Depreciation	折舊	(3,432)	(1,957)	(5,389)
Early termination	提早終止	(3,334)	—	(3,334)
Exchange differences	匯兌差額	—	817	817
Closing net book amount	年末賬面淨值	10,295	10,912	21,207
At 31 December 2022	於二零二二年十二月三十一日			
Cost	成本	13,151	30,491	43,642
Accumulated depreciation and impairment losses	累計折舊及減值虧損	(2,856)	(19,579)	(22,435)
Net book amount	賬面淨值	10,295	10,912	21,207

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

18. RIGHT-OF-USE ASSETS (Continued)

Depreciation charges of right-of-use assets recognised is analysed as follows:

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Administrative expenses 行政開支	5,389	3,426

The details in relation to their leases are set out in Note 32.

Notes:

- (a) Buildings represent office premises in Hong Kong and PRC.
- (b) eSport arena represent flagship gaming arena in Las Vegas, USA.

18. 使用權資產(續)

已確認使用權資產折舊費用分析如下：

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Administrative expenses 行政開支	5,389	3,426

有關其租賃的詳情載於附註32。

附註：

- (a) 樓宇指位於香港及中國的辦公室處所。
- (b) 電競場地指位於美國拉斯維加斯的旗艦遊戲場地。

19. INVESTMENT PROPERTIES

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Completed investment properties 已竣工投資物業	2,900	2,900

Changes to the carrying amounts presented in the consolidated statement of financial position can be summarised as follows:

於綜合財務狀況表所列示之賬面值變動可概述如下：

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At 1 January 於一月一日	2,900	—
Additions — acquisition 添置 — 收購	—	2,750
Change in fair value of investment properties recognised in profit or loss 於損益確認之投資物業公允值變動	—	150
At 31 December 於十二月三十一日	2,900	2,900

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

19. INVESTMENT PROPERTIES (Continued)

The Group's investment properties were revalued at 31 December 2022 by independent professional qualified valuers who have the recent experience in the location and category of property being valued. The management performs valuations of the investment properties for financial reporting purposes in consultation with the valuers for complex valuations. Valuation techniques are selected based on the characteristics of each property, with the overall objective of maximising the use of market-based information. The finance team reports directly to the chief financial officer and to the audit committee. Valuation processes and fair value changes are discussed among the audit committee and the valuation team at each interim and annual reporting date.

The fair values of the Group's investment properties categorised under Level 2 fair value hierarchy are determined using market comparison approach by reference to recent sales prices of comparable properties on a price per square basis using market data which is publicly available and adjusted for specific conditions relating to the properties.

19. 投資物業(續)

本集團之投資物業於二零二二年十二月三十一日由獨立專業合資格估值師(其具備所估物業位置及類別之近期經驗)重估。管理層就財務報告目的對投資物業進行估值，並就複雜估值諮詢估值師。估值技術根據各物業之特徵選擇，整體旨在最大程度利用市場資料。財務團隊直接向首席財務官及審核委員會匯報。審核委員會及估值團隊會於各中期及年度報告日期討論估值流程及公允價值變動。

本集團分類為公允價值層級第二層級之投資物業使用市場比較法釐定公允價值，當中經參考可資比較物業按每平方價格(使用公開可得市場數據並就與該等物業相關之具體情況予以調整)計算之近期銷售價格。

20. INTERESTS IN SUBSIDIARIES

Particulars of the principal operating subsidiaries as at 31 December 2022 and 2021 are as follows:

20. 於附屬公司的權益

於二零二二年及二零二一年十二月三十一日主要營運附屬公司詳情如下：

Name of company 公司名稱	Country/Place and date of incorporation/establishment 註冊成立/設立的國家/地點及日期	Type of legal entity 法人類別	Issued and paid in capital/registered capital 已發行及實繳資本/註冊資本	Equity interest held 持有股權	Principal activities and place of operation 主要業務及運營地點
Directly held by the Company 本公司直接持有					
Lianzhong Holdings (Hong Kong) Limited 聯眾控股(香港)有限公司	Hong Kong/18 December 2013 香港/二零一三年十二月十八日	Limited liability company 有限責任公司	100 ordinary shares 100股普通股	100% [2021: 100%] 100% (二零二一年: 100%)	Investment holding 投資控股
Primo Vital Limited	BVI/13 February 2018	Limited liability company	100 ordinary shares	100% [2021: 100%]	Investment holding
Primo Vital Limited	英屬維爾京群島/二零一八年二月十三日	有限責任公司	100股普通股	100% (二零二一年: 100%)	投資控股

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

20. INTERESTS IN SUBSIDIARIES (Continued)

20. 於附屬公司的權益(續)

Name of company 公司名稱	Country/Place and date of incorporation/establishment 註冊成立/設立的國家/地點及日期	Type of legal entity 法人類別	Issued and paid in capital/registered capital 已發行及實繳資本/ 註冊資本	Equity interest held 持有股權	Principal activities and place of operation 主要業務及運營地點
Indirectly held by the Company 本公司間接持有					
Lianzhong Sports (Beijing) Co., Ltd. formerly known as Beijing Lianzhong Garden Network Technology Co., Ltd. [^] 聯眾體育(北京)有限公司前稱為北京聯眾家園網絡科技有限責任公司 [^]	PRC/21 January 2014 中國/二零一四年一月二十一日	Limited liability company 有限責任公司	US\$350,000 350,000美元	100% (2021: 100%) (二零二一年: 100%)	Provision of computer related technical support, in PRC 於中國提供計算機相關技術支援
Beijing Lianzhong [^] 北京聯眾 [^]	PRC/23 March 1998 中國/一九九八年三月二十三日	Limited liability company 有限責任公司	RMB72,000,000 人民幣72,000,000元	100% (2021: 100%) (二零二一年: 100%)	Development and operation of online card and board games, in PRC 於中國開發及運營在線棋牌遊戲
Hainan Lianzhong Zhiqu Technology Development Co., Ltd. [^] ["Hainan Lianzhong"] 海南聯眾智趣科技發展有限公司 [^] (「海南聯眾」)	PRC/15 April 2015 中國/二零一五年四月十五日	Limited liability company 有限責任公司	RMB1,000,000 人民幣1,000,000元	59.4% (2021: 59.4%) (二零二一年: 59.4%)	PC and mobile games development and operation, in PRC 於中國開發及營運PC及移動遊戲
Tianjin Lianzhong Yidong Technology Development Co., Ltd. [^] ["Tianjin Lianzhong"] 天津聯眾逸動科技發展有限公司 [^] (「天津聯眾」)	PRC/11 November 2014 中國/二零一四年十一月十一日	Limited liability company 有限責任公司	RMB10,000,000 人民幣10,000,000元	59.4% (2021: 59.4%) (二零二一年: 59.4%)	PC and mobile games development and operation, in PRC 於中國開發及營運PC及移動遊戲
Lianzhong Tiandi [^] 聯眾天地 [^]	PRC/7 December 2016 中國/二零一六年十二月七日	Limited liability company 有限責任公司	RMB1,000,000 人民幣1,000,000元	100% (2021: 100%) (二零二一年: 100%)	Investment holding, in PRC 於中國投資控股
Tianjin Shengyou, Shidai Technology Development Co., Ltd. [^] ["Tianjin Shengyou"] 天津盛遊時代科技發展有限公司 [^] (「天津盛遊」)	PRC/21 July 2015 中國/二零一五年七月二十一日	Limited liability company 有限責任公司	RMB1,000,000 人民幣1,000,000元	100% (2021: 100%) (二零二一年: 100%)	Investment holding, in PRC 於中國投資控股
Beijing Huaxiang Intelligence Sports Technology Co., Ltd. [^] ["Beijing Huaxiang"] 北京華樑智力體育科技有限責任公司 [^] (「北京華樑」)	PRC/8 October 2021 中國/二零二一年十月八日	Limited liability company 有限責任公司	RMB5,000,000 人民幣5,000,000元	60% ^⑥ (2021: 100%) (二零二一年: 100%)	PC and mobile games development and operation, in PRC 於中國開發及營運PC及移動遊戲
Beijing Lianzhong Zhihe Technology Co., Ltd. [^] ["Beijing Lianzhong Zhihe"] 北京聯眾智合科技有限責任公司 [^] (「北京聯眾智合」)	PRC/31 March 2022 中國/二零二二年三月三十一日	Limited liability company 有限責任公司	RMB2,000,000 人民幣2,000,000元	50% (2021: 0%) (二零二一年: 0%)	PC and mobile games development and operation, in PRC 於中國開發及營運PC及移動遊戲
Beijing Lianzhong Zhijing Technology Development Co., Ltd. [^] ["Beijing Lianzhong Zhijing"] 北京聯眾智競科技發展有限公司 [^] (「北京聯眾智競」)	PRC/27 October 2021 中國/二零二一年十月二十七日	Limited liability company 有限責任公司	RMB1,000,000 人民幣1,000,000元	100% (2021: 100%) (二零二一年: 100%)	Investment holding, in PRC 於中國投資控股
AGAE ^⑦	US/5 November 2018 美國/二零一八年十一月五日	Limited liability company 有限責任公司	US\$10,000 10,000美元	31.1%* (2021: 30.6%) (二零二一年: 30.6%)	Investment holding, in US 於美國投資控股

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

20. INTERESTS IN SUBSIDIARIES (Continued)

20. 於附屬公司的權益(續)

Name of company 公司名稱	Country/Place and date of incorporation/establishment 註冊成立/設立的國家/地點及日期	Type of legal entity 法人類別	Issued and paid in capital/registered capital 已發行及實繳資本/ 註冊資本	Equity interest held 持有股權	Principal activities and place of operation 主要業務及運營地點
Indirectly held by the Company (Continued) 本公司間接持有(續)					
Allied Esports International, Inc. [#]	US/25 January 2017	Limited liability company	—	31.1%* [2021: 30.6%]	Operation of eSports activities, in US
Allied Esports International, Inc. [#]	美國/二零一七年一月二十五日	有限責任公司	—	31.1%* (二零二一年: 30.6%)	於美國經營電競活動
eSports Arena Las Vegas, LLC [†]	US/14 November 2017	Limited liability company	—	31.1%* [2021: 30.6%]	Operation of eSports activities, in US
eSports Arena Las Vegas, LLC [†]	美國/二零一七年十一月十四日	有限責任公司	—	31.1%* (二零二一年: 30.6%)	於美國經營電競活動
ELC Gaming GmbH [‡]	Germany/2 June 2016	Limited liability company	EUR25,000	31.1%* [2021: 30.6%]	Operation of eSports activities, in Europe
ELC Gaming GmbH [‡]	德國/二零一六年六月二日	有限責任公司	25,000 歐元	31.1%* (二零二一年: 30.6%)	於歐洲經營電競活動

^① Please refer to note 36(e) for details.

^② 有關詳情請參閱附註36(e)。

[#] These companies are accounted for as subsidiaries of the Group even though the Group has 31.1% (2021: 30.6%) equity interest based on the factors explained in Note 4.2(a) to the consolidated financial statements.

[#] 基於綜合財務報表附註4.2(a)所說明的因素，即使本集團擁有的股權為31.1%（二零二一年：30.6%），該等公司仍作為本集團附屬公司入賬。

⁺ Beijing Lianzhong Zhihe is accounted for as a subsidiary of the Group even though the Group has 50% equity interest based on the fact that 2 out of 3 of the board of directors are nominated and recommended by the Group. The Group has sufficiently dominant voting interest to direct the relevant activities of Beijing Lianzhong Zhihe and therefore has control over Beijing Lianzhong Zhihe.

⁺ 由於三名董事會成員中有兩名由本集團提名及推薦，即使本公司擁有50%股權，北京聯眾智合仍作為本集團附屬公司入賬。本集團擁有足夠的主導性投票權以指導北京聯眾智合的有關活動，因而對北京聯眾智合有控制權。

[^] The English name of certain companies referred herein represent management's best effort at translating the Chinese names of these companies as no English name has been registered.

[^] 本報表所提述的若干公司的英文名稱乃管理層盡最大之努力由該等公司之中文名稱翻譯而來，因其並無註冊英文名稱。

^{*} Increase in equity interest held was due to AGAE's repurchase of its own shares during the year ended 31 December 2022.

^{*} 所持股權增加乃由於AGAE於截至二零二二年十二月三十一日止年度購回其本身股份所致。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

20. INTERESTS IN SUBSIDIARIES (Continued)

The following table list out the financial information related to AGAE Group, of which the Group has material non-controlling interests during the year ended 31 December 2022. The summarised financial information presented below represents the amounts before any inter-company elimination.

AGAE Group

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Proportion of ownership interests and voting rights held by the non-controlling shareholders	非控股股東所持有的擁有權及投票權比例	68.90%	69.40%
Current assets	流動資產	607,870	634,750
Non-current assets	非流動資產	26,417	39,608
Current liabilities	流動負債	(21,332)	(36,189)
Non-current liabilities	非流動負債	(41,721)	(45,000)
Net assets	資產淨值	571,234	593,169
Carrying amount of the non-controlling shareholders	非控股股東賬面值	393,580	411,659

20. 於附屬公司的權益(續)

下表載列有關截至二零二二年十二月三十一日止年度AGAE集團(本集團於其中擁有重大非控股權益)的財務資料。下文呈列的財務資料概要指於任何集團內公司間抵銷前的款項。

AGAE集團

2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
-----------------------------------	-----------------------------------

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

20. INTERESTS IN SUBSIDIARIES (Continued)

AGAE Group (Continued)

20. 於附屬公司的權益(續)

AGAE集團(續)

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
<i>CONTINUING OPERATIONS:</i>	<i>持續經營業務：</i>		
Revenue	收入	42,729	31,979
Total expenses, net	開支總額淨額	(114,567)	(120,195)
Loss for the year from continuing operation	來自持續經營業務的年內虧損	(71,838)	(88,216)
<i>DISCONTINUED OPERATIONS:</i>	<i>已終止經營業務：</i>		
Profit after tax for the year from discontinued operations	年內來自已終止經營業務的除稅後溢利	—	329,643
(Loss)/profit for the year	年內(虧損)/溢利	(71,838)	241,427
Other comprehensive income for the year	年內其他全面收入	—	507
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	(71,838)	241,934
(Loss)/profit attributable to equity holders of the Company	本公司股權持有人應佔(虧損)/溢利	(21,983)	73,877
(Loss)/profit attributable to non-controlling shareholders	非控股股東應佔(虧損)/溢利	(49,855)	167,550
		(71,838)	241,427
Total comprehensive (loss)/profit attributable to equity holders of the Company	本公司股權持有人應佔全面(虧損)/溢利總額	(22,342)	74,032
Total comprehensive (loss)/profit attributable to non-controlling shareholders	非控股股東應佔全面(虧損)/溢利總額	(49,496)	167,902
		(71,838)	241,934
<i>CONTINUING OPERATIONS:</i>	<i>持續經營業務：</i>		
Net cash flows used in operating activities	經營活動所用現金流量淨值	(73,775)	(63,574)
Net cash flows (used in)/from investing activities	投資活動(所用)/所得現金流量淨值	(471,523)	674,364
Net cash flows used in financing activities	融資活動所用現金流量淨值	(4,107)	(21,794)
Net cash (outflows)/inflows	現金(流出)/流入淨額	(549,405)	588,996

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

21. INTERESTS IN ASSOCIATES

21. 於聯營公司的權益

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At 1 January	於一月一日	—	4,250
Addition	添置	1,500	—
Disposals	出售	—	(4,250)
Share of losses of associates, net	分佔聯營公司虧損淨額	(260)	—
At 31 December	於十二月三十一日	1,240	—
Share of net assets and goodwill	分佔資產淨值及商譽	40,724	39,484
Provision for impairment of interests in associates	於聯營公司之權益減值撥備	(39,484)	(39,484)
		1,240	—

Note: On 1 September 2022, the Group acquired 15% equity interests in Beijing Huanchen Technology Co., Ltd. with a purchase consideration of RMB1.5 million.

附註：於二零二二年九月一日，本集團收購北京環琛科技有限公司15%股權，收購代價為人民幣1.5百萬元。

Movement in the provision for impairment of interests in associates is as follows:

於聯營公司的權益減值撥備變動如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At 1 January	於一月一日	39,484	43,059
Amount written off during the year	於年內撇銷之金額	—	(3,575)
At 31 December	於十二月三十一日	39,484	39,484

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

21. INTERESTS IN ASSOCIATES (Continued)

As at 31 December 2022, the Group had interests in the following associates, all of which are considered not individually material to the Group:

21. 於聯營公司的權益(續)

於二零二二年十二月三十一日，本集團擁有以下被認為單獨對本集團並不重大的聯營公司權益：

Name of company 公司名稱	Country of establishment 成立所在的國家	Paid in capital 實繳股本	Attributable equity interest held by the Group 本集團持有的應佔股權	Principal activities and place of operation 主要業務及運營地點
Tianjin Zhongqi Weiye Sports Development Co., Ltd. [^] ("Tianjin Zhongqi") 天津中棋惟業體育發展有限公司 [^] (「天津中棋」)	PRC 中國	RMB10,526,320 人民幣10,526,320元	40.6% [2021: 40.6%] 40.6% (二零二一年：40.6%)	Mobile games development and operation, in PRC 於中國開發及營運移動遊戲
Beijing Weichu Information Technology Co., Ltd. [^] ("Beijing Weichu") 北京微觸信息技術有限公司 [^] (「北京微觸」)	PRC 中國	RMB1,538,460 人民幣1,538,460元	35.0% [2021: 35.0%] 35.0% (二零二一年：35.0%)	Mobile games development and operation, in PRC 於中國開發及營運移動遊戲
Zhike Zongheng Cultural Media (Beijing) Co., Ltd. [^] ("Zhike Zongheng") 智客縱橫文化傳媒(北京)有限公司 [^] (「智客縱橫」)	PRC 中國	RMB289,465 人民幣289,465元	20.0% [2021: 20.0%] 20.0% (二零二一年：20.0%)	Mobile games development and operation, in PRC 於中國開發及營運移動遊戲
Beijing Huanchen Technology Co., Ltd. [^] ("Beijing Huanchen") 北京環琛科技有限公司 [^] (「北京環琛」)	PRC 中國	RMB10,000,000 人民幣10,000,000元	15% [2021: 0%] 15% (二零二一年：0%)	Mobile games development and operation, in PRC 於中國開發及營運移動遊戲

[^] The English name of certain companies referred herein represent management's best effort at translating the Chinese names of these companies as no English name has been registered.

[^] 本報表所提述的若干公司的英文名稱乃管理層盡最大之努力由該等公司之中文名稱翻譯而來，因其並無註冊英文名稱。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

22. DIGITAL ASSETS

During the year ended 31 December 2022, AGAE purchased Ether cryptocurrency amounted to US\$41,026 (equivalent to RMB276,000) and accepted Ether as a form of payment for its sale of NFT amounted to US\$250,252 (equivalent to RMB1,683,000). NFT revenue was included in AGAE Group's multiplatform content revenue (Note 6).

The movement in the carrying amount of digital assets is as follows:

22. 數字資產

截至二零二二年十二月三十一日止年度，AGAE購買以太幣加密貨幣，金額為41,026美元(相當於人民幣276,000元)，並接納以太幣作為其NFT銷售之付款形式，金額為250,252美元(相當於人民幣1,683,000元)。NFT收入計入AGAE集團之多平台內容收入(附註6)。

數字資產賬面值變動如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At 1 January	於一月一日	—	—
Purchase	購買	276	—
Receipt from sale of NFT	收取自NFT銷售	1,683	—
Deduction for payment of transaction costs	扣除交易成本付款	(519)	—
Exchange difference	匯兌差額	9	—
		1,449	—
Provision for impairment of digital assets	數字資產減值撥備	(1,105)	—
At 31 December	於十二月三十一日	344	—

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

23. INTANGIBLE ASSETS

23. 無形資產

		Computer Software 電腦軟件 RMB'000 人民幣千元	Game intellectual properties, trademark and licenses 遊戲知識 產權、商標 及許可證 RMB'000 人民幣千元	Development costs 開發成本 RMB'000 人民幣千元	Customer relationships 客戶關係 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日					
Cost	成本	14,345	163,773	32,785	47,357	258,260
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	(14,168)	(162,697)	(32,785)	(47,357)	(257,007)
Net book amount	賬面淨值	177	1,076	—	—	1,253
Year ended 31 December 2021	截至二零二一年十二月三十一日止年度					
Opening net book amount	年初賬面淨值	177	1,076	—	—	1,253
Additions	添置	74	2,740	—	—	2,814
Amortisation	攤銷	(180)	(1,473)	—	—	(1,653)
Exchange differences	匯兌差額	2	(5)	—	—	(3)
Closing net book amount	年末賬面淨值	73	2,338	—	—	2,411
At 31 December 2021	於二零二一年十二月三十一日					
Cost	成本	14,421	166,507	32,785	47,357	261,070
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	(14,348)	(164,169)	(32,785)	(47,357)	(258,659)
Net book amount	賬面淨值	73	2,338	—	—	2,411
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度					
Opening net book amount	年初賬面淨值	73	2,338	—	—	2,411
Additions	添置	—	847	—	—	847
Amortisation	攤銷	(7)	(1,385)	—	—	(1,392)
Exchange differences	匯兌差額	—	13	—	—	13
Closing net book amount	年末賬面淨值	66	1,813	—	—	1,879
At 31 December 2022	於二零二二年十二月三十一日					
Cost	成本	14,421	167,354	32,785	47,357	261,917
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	(14,355)	(165,541)	(32,785)	(47,357)	(260,038)
Net book amount	賬面淨值	66	1,813	—	—	1,879

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

23. INTANGIBLE ASSETS (Continued)

Amortisation charges of intangible assets recognised is analysed as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cost of revenue	收入成本	7	180
Administrative expenses	行政開支	1,385	1,473
		1,392	1,653

23. 無形資產(續)

已確認無形資產攤銷費用分析如下：

24. LOANS TO THIRD PARTIES

			2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Current portion	即期部分			
Loans	貸款	(a)	41,737	48,237
Interest receivables	應收利息		1,843	1,843
			43,580	50,080
Less: ECL allowance	減：預期信貸虧損撥備	(b)	(43,580)	(50,080)
Total	總計		—	—

24. 給予第三方之貸款

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

24. LOANS TO THIRD PARTIES (Continued)

- (a) As at 31 December 2022 and 2021, the loans to third parties of RMB41,737,000 and RMB48,237,000 are due within next 12 months and are included in current portion respectively. The amount comprises of:
- (i) RMB26,452,000 loan secured by a personal guarantee of Ms. Fu Qiang, a non-executive director of the Company, with interest rate of 5.5% per annum;
 - (ii) RMB13,285,000 unsecured loan with interest rate of 1% annum;
 - (iii) RMB2,000,000 (2021: RMB8,500,000) were secured by unlisted equity interest in companies of the debtors incorporated in the PRC and interest-free (2021: of which RMB4,000,000 were with interest rate 4.75% per annum and RMB4,500,000 were interest-free).

- (b) The movement in the ECL allowance is as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At the beginning of the year	於年初	50,080	50,080
Bad debt recovery during the year	於年內壞賬收回	(6,500)	—
At the end of the year	於年末	43,580	50,080

- (c) During the year ended 31 December 2022 and 2021, no impairment was recognised in "Impairment of assets".

24. 給予第三方之貸款(續)

- (a) 於二零二二年及二零二一年十二月三十一日，給予第三方之貸款人民幣41,737,000元及人民幣48,237,000元分別於未來十二個月內到期且計入即期部分。該款項包括：
- (i) 人民幣26,452,000元的貸款由本公司非執行董事傅強女士提供的個人擔保抵押，按年利率5.5%計息；
 - (ii) 人民幣13,285,000元的無抵押貸款以年利率1%計息；
 - (iii) 人民幣2,000,000元(二零二一年：人民幣8,500,000元)由於中國註冊成立的債權人公司的非上市權益抵押並為免息(二零二一年：人民幣4,000,000元按年利率4.75%計息，而人民幣4,500,000元為免息)。

- (b) 預期信貸虧損撥備之變動如下：

- (c) 於截至二零二二年及二零二一年十二月三十一日止年度，概無於「資產減值」確認減值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

25. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

25. 按公允值計入損益之金融資產

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Included in non-current assets	計入非流動資產		
Unlisted equity investments	非上市股本投資	45,846	48,615
Included in current assets	計入流動資產		
Unlisted equity investments	非上市股本投資	—	7,577
		45,846	56,192

The fair value of the Group's investments have been measured as described in Note 41(g).

本集團投資的公允值已如附註41(g)所述作計量。

26. CERTIFICATE OF DEPOSITS

As at 31 December 2022, certificate of deposits of US\$80,000,000 (equivalent to RMB553,831,000) (2021: Nil) had a maturity of less than one year. Among the total certificate of deposits, an amount of US\$10,000,000 (equivalent to RMB69,229,000) (2021: Nil) had a maturity period of three months or less when purchased and was included in cash and cash equivalents. Accrued interest receivable on certificate of deposits of US\$677,000 (equivalent to RMB4,690,000) (2021: Nil) was included in other receivables.

26. 存款證

於二零二二年十二月三十一日，存款證80,000,000美元(相當於人民幣553,831,000元)(二零二一年：零)於一年內到期。於全部存款證中，10,000,000美元(相當於人民幣69,229,000元)(二零二一年：零)於購買時的到期日為三個月或以下，並計入現金及現金等價物。應收存款證應計利息677,000美元(相當於人民幣4,690,000元)(二零二一年：零)計入其他應收款項。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

27. TRADE AND OTHER RECEIVABLES

27. 貿易及其他應收款項

		Notes 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	(a)		
From third parties	來自第三方		13,274	7,226
Less: ECL allowance	減：預期信貸虧損撥備		(1,089)	(943)
			12,185	6,283
Other receivables	其他應收款項	(b)		
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項		61,647	52,271
Advances to employees	向僱員作出的墊款		1,421	371
Loan to an ex-director of a subsidiary	給予一間附屬公司一名前董事的貸款		4,722	4,637
Interest receivable from certificate of deposits	應收存款證利息		4,690	—
			72,480	57,279
Less: ECL allowance	減：預期信貸虧損撥備		(9,964)	(9,739)
			62,516	47,540
			74,701	53,823

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

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

27. TRADE AND OTHER RECEIVABLES (Continued)

(a) Trade receivables

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

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
0-30 days	0至30日	3,164	3,533
31-60 days	31至60日	8,232	1,073
61-90 days	61至90日	132	961
91-180 days	91至180日	744	756
181-365 days	181至365日	148	300
Over 1 year	超過1年	854	603
		13,274	7,226

The movement in the ECL allowance is as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At the beginning of the year	於年初	943	544
ECL allowance recognised	已確認預期信貸虧損撥備	201	444
Amount written off during the year	於年內撇銷之金額	(55)	(45)
At the end of the year	於年末	1,089	943

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

As at 31 December 2022, 78% (2021: 38%) of trade receivables are due from three (2021: two) major distribution channels and payment vendors in cooperation with the Group's online card and board games business.

27. 貿易及其他應收款項(續)

(a) 貿易應收款項

貿易應收款項的信貸期通常為30至90日。於報告日期根據貿易應收款項總額的確認日期的賬齡分析如下：

預期信貸虧損撥備變動如下：

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

於二零二二年十二月三十一日，78%（二零二一年：38%）的貿易應收款項乃應收自三家（二零二一年：兩家）與本集團有在線棋牌遊戲業務合作的主要分銷渠道及支付供應商。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

27. TRADE AND OTHER RECEIVABLES (Continued)

(b) Other receivables

Other receivables included loan receivable of a principal amount of RMB19,991,000 (2021: RMB19,951,000), prepaid operating expenses of RMB20,761,000 (2021: RMB9,103,000); advance to share repurchase scheme of RMB167,000 (2021: RMB49,000), rental deposit of RMB3,553,000 (2021: RMB2,689,000), advances to employees for various expenses to be incurred in the ordinary course of business and advances to related companies. These advances are unsecured, interest-free and repayable on demand. The loan receivable is secured by properties in the PRC, interest-free and repayable within one year.

The movement of gross balance of other receivables (excluding non-refundable prepayments) is as follows:

27. 貿易及其他應收款項(續)

(b) 其他應收款項

其他應收款項包括一筆本金額為人民幣19,991,000元的應收貸款(二零二一年：人民幣19,951,000元)、預付營運開支人民幣20,761,000元(二零二一年：人民幣9,103,000元)；墊付股份購回計劃人民幣167,000元(二零二一年：人民幣49,000元)、租金按金人民幣3,553,000元(二零二一年：人民幣2,689,000元)以及就將於日常業務過程中產生的多項開支而向僱員作出之墊款及向關聯公司作出之墊款。該等墊款為無抵押、免息且須按要求償還。該筆應收貸款由位於中國的物業抵押、免息且須於一年內償還。

其他應收款項之結餘總額變動(不包括不可退回預付款項)如下：

		Stage 1 第一階段 RMB'000 人民幣千元	Stage 3 第三階段 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Balance at 1 January 2021	於二零二一年 一月一日之結餘	34,498	19,458	53,956
New amounts originated	產生之新金額	19,333	—	19,333
Amounts recovered or repaid during the year	年內追回或償還 之金額	(15,394)	(286)	(15,680)
Amount written off during the year	於年內撇銷之金額	—	(9,433)	(9,433)
Balance at 31 December 2021 and 1 January 2022	於二零二一年 十二月三十一日及 二零二二年 一月一日之結餘	38,437	9,739	48,176
New amounts originated	產生之新金額	8,767	—	8,767
Transfer	轉撥	(3,001)	3,001	—
Amounts recovered or repaid during the year	年內追回或償還 之金額	(2,448)	(1,756)	(4,204)
Amount written off during the year	於年內撇銷之金額	—	(1,020)	(1,020)
Balance at 31 December 2022	於二零二二年十二月 三十一日之結餘	41,755	9,964	51,719

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

27. TRADE AND OTHER RECEIVABLES (Continued)

(b) Other receivables (Continued)

The movement in the ECL allowance of other receivables (Stage 3) is as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At the beginning of the year	於年初	9,739	17,636
ECL allowance recognised	已確認預期信貸虧損撥備	1,245	1,536
Amount written off during the year	於年內撇銷之金額	(1,020)	(9,433)
At the end of the year	於年末	9,964	9,739

27. 貿易及其他應收款項(續)

(b) 其他應收款項(續)

其他應收款項的預期信貸虧損撥備變動(第三階段)如下:

28. RESTRICTED BANK BALANCES

As at 31 December 2022, the restricted bank balances primarily represented US\$5,000,000 (equivalent to RMB34,614,000) (2021: US\$5,000,000 (equivalent to RMB31,852,000)) placed into an escrow account to be used for developing integrated eSports experience venues at mutually agreed upon shopping malls owned and/or operated by Brookfield or any of its affiliates, that will include a dedicated gaming space and production capabilities to attract and to activate eSports and other emerging live events.

As at 31 December 2021, the remaining restricted bank balance of RMB3,045,000 represented cash at a bank account which was frozen by the court. As at 31 December 2022, there was no such restricted bank balance as Beijing Lianzhong won the legal case and the Court withdrew the restriction on the bank balance of RMB3,045,000.

28. 受限制銀行結餘

於二零二二年十二月三十一日，受限制銀行結餘主要指已存入託管賬戶的5,000,000美元(相當於人民幣34,614,000元)(二零二一年:5,000,000美元(相當於人民幣31,852,000元))，其將用於由Brookfield或其任何聯屬人士所擁有及/或營運的購物中心共用協定發展綜合電競體驗場館，該等場館將包括一個專門的遊戲空間，並具備製作能力，以吸引及激活電競及其他新興現場活動。

於二零二一年十二月三十一日，餘下受限制銀行結餘人民幣3,045,000元指由法院凍結之銀行賬戶現金。於二零二二年十二月三十一日，由於北京聯眾贏得法律案件及法院撤銷銀行結餘人民幣3,045,000元的限制，故並無受限制銀行結餘。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

29. CASH AND CASH EQUIVALENTS

29. 現金及現金等價物

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cash at bank and on hand	銀行及手頭現金	18,060	609,070
Certificate of deposits with maturity period of 12 months or less (note 26)	到期日為12個月或以下的存款證(附註26)	553,831	—
		571,891	609,070
Less: Certificate of deposits with maturity period exceeding 3 months but less than 12 months	減：到期日超過3個月但少於12個月的存款證	(484,602)	—
Cash and cash equivalents	現金及現金等價物	87,289	609,070

Included in bank balances and cash of the Group is RMB9,423,000 (2021: RMB19,303,000) of bank balances denominated in Renminbi ("RMB") placed with banks in the PRC. The conversion of RMB into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. As of 31 December 2022 and 2021, other than the restriction from exchange control regulations, there is no significant restriction on the Group.

本集團的銀行結餘及現金包括存放於中國的銀行以人民幣(「人民幣」)計值之人民幣9,423,000元(二零二一年：人民幣19,303,000元)的銀行結餘。人民幣兌換外幣受到中國政府頒佈的外匯管制條例及規章的規管。截至二零二二年及二零二一年十二月三十一日，除受到外匯管制條例的限制外，本集團並無遭遇任何重大限制。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

30. TRADE AND OTHER PAYABLES

30. 貿易及其他應付款項

		2022	2021
		二零二二年	二零二一年
Notes		RMB'000	RMB'000
附註		人民幣千元	人民幣千元
Trade payables – to third parties	貿易應付款項 – 應付第三方		
(a)		13,679	10,053
Other payables	其他應付款項		
Other payables and accrued charges	其他應付款項及應計費用	17,471	20,472
Staff costs and welfare accruals	員工成本及應計福利	15,218	17,566
		32,689	38,038
		46,368	48,091

All amounts are short-term and hence the carrying values of trade and other payables as at 31 December 2022 and 2021 were considered to be a reasonable approximation of their fair values.

所有金額屬短期款項，於二零二二年及二零二一年十二月三十一日的貿易及其他應付款項的賬面值因而被視為其公允值的合理約數。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

30. TRADE AND OTHER PAYABLES (Continued)

(a) Trade payable

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

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

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
0 – 30 days	0至30日	7,804	5,271
31 – 60 days	31至60日	2,360	534
61 – 90 days	61至90日	222	600
91 – 180 days	91至180日	237	288
181 – 365 days	181至365日	501	720
Over 1 year	超過1年	2,555	2,640
		13,679	10,053

(b) Other payables and accrued charges

The balance mainly consisted of deposits from third parties, sundry payables and other accruals. During the year ended 31 December 2022, other payables of RMB8,583,000 was written back as the Group was legally released from primary responsibility for the liabilities of RMB7,540,000 and the obligation of the remaining other payables of RMB1,043,000 was expired.

30. 貿易及其他應付款項(續)

(a) 貿易應付款項

本集團獲授的信貸期通常為30至90日。

應付第三方的貿易應付款項按確認日期的賬齡分析如下：

(b) 其他應付款項及應計費用

結餘主要包括第三方按金、應付雜項費用及其他應計費用。截至二零二二年十二月三十一日止年度，由於本集團依法解除對負債人民幣7,540,000元的主要責任，人民幣8,583,000元的其他應付款項已撇銷，而餘下人民幣1,043,000元其他應付款項的責任則已屆滿。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

31. DEFERRED REVENUE

31. 遞延收入

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Contract liabilities arising from billing in advance of performance	履約前收費所產生的合約負債		
At 1 January	於一月一日	16,571	13,493
Recognised as revenue	確認為收入	(16,571)	(13,493)
Addition	添置	1,289	16,571
At 31 December	於十二月三十一日	1,289	16,571

Deferred revenue represented service fees prepaid by the game players for the Group's online games in the forms of prepaid game cards, virtual currencies and virtual goods, for which the related services had not been rendered at the reporting dates.

When the Group receives in advance before the services rendered, this will give rise to contract liabilities at the start of a contract until the revenue recognised for the services exceeds the amount of the receipt in advance.

As at 31 December 2022, the Group's deferred revenue is expected to be recognised as revenue within one year. As a practical expedient, this amount does not need to be considered for the effects of a significant financing components.

遞延收入指本集團線上遊戲的遊戲玩家以預付遊戲卡、虛擬貨幣及虛擬物品的形式預付的服務費，而本集團於報告日期尚未提供相關服務。

當本集團於提供服務前預先收取款項時，此舉將於合約開始時產生合約負債，直至就服務確認的收入超逾預收款項金額為止。

於二零二二年十二月三十一日，本集團之遞延收入預期於一年內確認為收入。作為可行權宜方法，此金額毋須就重大融資部分之影響予以考慮。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32. LEASE LIABILITIES

32. 租賃負債

		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total minimum lease payments:	最低租賃付款總額：		
Due within one year	於一年內到期	15,463	11,786
Due in the second to fifth year	於第二至五年內到期	51,554	46,824
Due after the fifth year	於第五年後到期	5,191	14,892
		72,208	73,502
Future finance charges on leases liabilities	租賃負債的未來融資收費	(13,481)	(16,314)
Present value of leases liabilities	租賃負債的現值	58,727	57,188
Present value of minimum lease payments:	最低租賃付款的現值：		
Due within one year	於一年內到期	11,128	7,457
Due in the second to fifth year	於第二至五年內到期	42,527	35,774
Due after the fifth year	於第五年後到期	5,072	13,957
		58,727	57,188
Less: Portion due within one year included under current liabilities	減：已計入流動負債的於一年內到期部分	(11,128)	(7,457)
Portion due after one year included under non-current liabilities	已計入非流動負債的於一年後到期部分	47,599	49,731

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

租賃樓宇及電競場館產生租賃負債。

During the year ended 31 December 2022, the total cash outflows for the leases are RMB8,359,000 (2021: RMB13,618,000).

截至二零二二年十二月三十一日止年度，該等租賃的現金流出總額為人民幣8,359,000元(二零二一年：人民幣13,618,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

32. LEASE LIABILITIES (Continued)

Details of the lease activities

As at 31 December 2022, the Group has entered into leases for offices and eSport arena.

Types of right-of-use assets	Financial statements items of right-of-use assets included in	Number of leases	Range of remaining lease term	Particulars
使用權資產類別	計入下列各項之使用權資產財務報表項目	租賃數目	餘下租賃期範圍	詳情
Office	Buildings in "right-of-assets"	9	1.2 to 6.9 years	<ul style="list-style-type: none"> No option to renew the lease after the end of the contract 不設選擇權於合約結束後重續租賃
辦事處	「使用權資產」中之樓宇	(2021: 4)	(2021: 1.6 to 3 years)	
eSport arena	eSports arena in "right-of-assets"	1	5.4 years	<ul style="list-style-type: none"> Contains an option to renew the lease for additional 5 years after the end of the contract by giving notice to landlord no earlier than 15 months and no later than 9 months prior to the expiration of the initial term of the contract 設有一項選擇權可於合約結束後重續租賃多5年，方法為於合約初步期限屆滿前最早15個月及最遲9個月向業主發出通知
電競場館	「使用權資產」中之電競場館	(2021: 1)	(2021: 6.4 years)	

32. 租賃負債(續)

租賃活動詳情

於二零二二年十二月三十一日，本集團就辦事處及電競場館訂立租賃。

33. BANK LOAN

33. 銀行貸款

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Current portion		
Bank loan	1,000	—
即期部分		
銀行貸款		

As at 31 December 2022, the bank loan was unsecured interest-bearing at a fixed rate of 3.65% per annum and repayable within one year. The amount is denominated in RMB.

The bank loan was guaranteed by an independent third party, which charged the Group a guarantee fee and a review fee of 0.8% and 0.7% per annum respectively based on the loan principal amount.

於二零二二年十二月三十一日，銀行貸款為無抵押計息，固定年利率為3.65%，並須於一年內償還。該款項以人民幣計值。

銀行貸款由獨立第三方擔保，並基於貸款本金額每年分別向本集團收取0.8%及0.7%的擔保費用及審閱費用。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

34. SHARE CAPITAL

The movements in the share capital of the Company are as follows:

		Number of shares 股份數目	Nominal value of shares 股份面值 US\$'000 千美元	Equivalent nominal value of shares 股份的等值面額 RMB'000 人民幣千元
Authorised:	法定：			
<i>Ordinary shares:</i> At 31 December 2021 and 2022	<i>普通股：</i> 於二零二一年及 二零二二年十二月三十一日	10,000,000,000	500	
Issued and fully paid:	已發行及繳足：			
At 1 January 2021, 31 December 2021, 1 January 2022 and 31 December 2022	於二零二一年一月一日、 二零二一年十二月三十一日、 二零二二年一月一日及 二零二二年十二月三十一日	1,077,799,887	55	335

34. 股本

本公司股本變動如下：

35. RESERVES

(a) Share premium

Share premium represents the excess of the net proceeds from issuance of the shares of the Company over its par value, less any dividends paid out of the share premium account and any premium paid for the repurchase of shares of the Company.

35. 儲備

(a) 股份溢價

股份溢價為本公司發行股份的所得款項淨額超出其面值部分，減去任何從股份溢價賬撥付的股息以及本公司購回股份支付的任何溢價。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

35. RESERVES (Continued)

(b) Statutory reserve

In accordance with the relevant laws and regulations for the Company's subsidiaries incorporated in the PRC, it is required to appropriate 10% of its annual net profit determined in accordance with China Accounting Standards for Enterprises issued by the Ministry of Finance of PRC, after offsetting any prior years' losses, to the statutory reserve. When the balance of such a reserve reaches 50% of the registered capital of the respective company, any further appropriation is at the discretion of shareholders. The statutory reserve can be used to offset prior years' losses, if any, and may be converted into share capital by issuing new shares to shareholders in proportion to their existing shareholding or by increasing the par value of the shares currently held by them, provided that the remaining balance of the reserve after such an issue is not less than 25% of registered capital. The statutory reserve is non-distributable.

(c) Translation reserve

Translation reserve comprises all foreign exchange differences for the translation of financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy in Note 2.5.

(d) Share option reserve

Share option reserve represents the fair value of share options granted by the Company to employees recognised and is dealt with in accordance with the accounting policy set out in Note 2.22.

(e) Other reserve

Other reserve represent (i) capital reserve arises from capital contribution by the controlling shareholders; and (ii) the difference between the consideration and the carrying amount of the net assets attributable to the additional and reduction of interests in companies comprising the Group being acquired from and disposed to non-controlling equity holders respectively.

35. 儲備(續)

(b) 法定儲備

根據相關法律法規，本公司於中國註冊成立的附屬公司在抵銷任何過往年度虧損後，須將其按照中國財政部頒佈的中國企業會計準則釐定的年度淨溢利的10%分配至法定儲備。當該儲備結餘達各公司註冊資本的50%，股東可酌情決定任何進一步的分配。法定儲備可用於彌補過往年度虧損(如有)且可通過按股東現有持股比例向股東發行新股份或增加彼等現有所持股份的面值轉成股本，惟儲備剩餘結餘在該等發行後須不少於註冊資本25%。法定儲備不可分派。

(c) 換算儲備

換算儲備包括換算海外業務財務報表之所有匯兌差額。該儲備根據附註2.5所載會計政策處理。

(d) 購股權儲備

購股權儲備為已確認本公司授予僱員的購股權之公允值，且根據附註2.22載列的會計政策進行處理。

(e) 其他儲備

其他儲備指(i)控股股東注資所產生的資本儲備；及(ii)分別自非控股權益持有人購入及向其出售組成本集團成員公司權益增加或減少的應佔資產淨值的代價與賬面值之間的差額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. SHARE-BASED COMPENSATION TRANSACTIONS

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

Pursuant to an unanimous written resolution of the Board on 7 March 2014, a share option scheme ("Management Pre-IPO Share Option Scheme") and respective share options granted by the Company on 20 February 2014 was adopted and ratified by the Board. The Management Pre-IPO Share Option Scheme was adopted for the purpose of providing participants an opportunity to acquire proprietary interests in the Company and help motivate such participants to optimise their performance and efficiency, and also to help retain the participants for the continual growth and development of the Group. The maximum number of shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the Management Pre-IPO Share Option Scheme must not in aggregate exceed 6% of the issued share capital of the Company after an initial public offering ("IPO"), as defined. The Group has no legal or constructive obligation to repurchase or settle the options in cash.

36. 以股份為基礎的酬金交易

(a) 二零一四年本公司管理層首次公開發售前購股權計劃

根據董事會於二零一四年三月七日一致通過的書面決議案，董事會已採納且追認由本公司於二零一四年二月二十日授出的一項購股權計劃（「管理層首次公開發售前購股權計劃」）及相應購股權。採納管理層首次公開發售前購股權計劃乃為參與者提供一個收購本公司專有權益之機會，且有助於激勵該等參與者提升彼等的表現及效率，亦有助於挽留該等參與者於本集團持續發展。按規定，根據管理層首次公開發售前購股權計劃已授出但尚未行使的購股權獲悉數行使後將予發行的最高股份數目，合共不得超過本公司於首次公開發售（「首次公開發售」）後已發行股本的6%。本集團並無法定或推定責任以現金購回或清償該等購股權。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

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

During the year ended 31 December 2014, share options (in aggregate to purchase 6% of the issued share capital of the Company after an IPO) were granted by the Company on 20 February 2014 to senior management of the Group with estimated total fair value of approximately RMB52,870,000. The exercise price of the share options granted is US\$0.34398035 per share (subject to adjustment). The share options are valid for a period of 10 years from 20 February 2014 to 19 February 2024. Twenty five percent of options granted shall vest on the first anniversary of the grant date, and the remaining options granted shall vest on 36 equal monthly instalments with the first instalment vesting upon the 13th monthly anniversary of the grant date and each of the remaining instalments vesting on each monthly anniversary of the 13th monthly anniversary of the grant date, and for the participant continuing to be an employee of the Group or director of the Company until and on the relevant vesting dates. In addition, the share options are only exercisable after the completion of an IPO.

On 30 June 2014, upon the completion of the capitalisation issue and the Listing, the total number of share options granted equate to 50,042,553 share options at an adjusted exercise price of US\$0.16714303 per share.

36. 以股份為基礎的酬金交易 (續)

(a) 二零一四年本公司管理層首次公開發售前購股權計劃(續)

截至二零一四年十二月三十一日止年度，本公司於二零一四年二月二十日向本集團高級管理層授出的購股權(合計購買本公司於首次公開發售後已發行股本的6%)估計總公允值約為人民幣52,870,000元。已授出購股權的行使價為每股0.34398035美元(可予調整)。購股權為自二零一四年二月二十日至二零二四年二月十九日止十年內有效。已授出購股權的百分之二十五將於授出日期的第一個週年日歸屬，餘下已授出的購股權須於36個月內按月等額分期歸屬，第一個分期歸屬為授出日期的第13個月週年日，而剩餘的購股權在授出日期第13個月週年日後每月分期歸屬，且參與者須於直至有關歸屬日期(包括該日)仍為本集團的僱員或本公司的董事。此外，購股權僅可於首次公開發售完成後行使。

於二零一四年六月三十日，完成資本化發行及上市後，已按經調整行使價每股0.16714303美元授出的購股權總數為50,042,553份。

	Exercisable period 可行使期間	Exercise price per share 每股行使價 US\$ 美元	Outstanding as at 31 December 2022 於二零二二年 十二月三十一日 尚未行使
Directors 董事	1 July 2017 to 30 June 2026 二零一七年七月一日至二零二六年六月三十日	0.16714303	41,702,128
Employee 僱員	20 February 2015 to 19 February 2024 二零一五年二月二十日至二零二四年二月十九日	0.16714303	4,517,802
			46,219,930

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

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

Movements in the number of share options during the year are as follows:

2022

Exercisable period	Exercise price per share	Outstanding as at 1 January	Granted during the year	Exercised during the year	Outstanding as at 31 December
行使期	每股行使價 US\$ 美元	於一月一日 尚未行使	年內授出	年內行使	於十二月三十一日 未行使
Directors 1 July 2017 to 30 June 2026 董事 二零一七年七月一日至二零二六年六月三十日	0.16714303	41,702,128	—	—	41,702,128
Employee 20 February 2015 to 19 February 2024 僱員 二零一五年二月二十日至二零二四年二月十九日	0.16714303	4,517,802	—	—	4,517,802
		46,219,930	—	—	46,219,930
Weighted average exercise price per share (US\$) 每股加權平均行使價(美元)		0.16714303			0.16714303
— Equivalent to approximately RMB per share — 每股相當於約人民幣		1.06			1.15
Weighted average remaining contractual life of options outstanding at 31 December 2022 於二零二二年十二月三十一日尚未行使的購股權加權平均剩餘合約					1.1 years 1.1年
Number of options exercisable at 31 December 2022 於二零二二年十二月三十一日可行使購股權數目					46,219,930

36. 以股份為基礎的酬金交易 (續)

(a) 二零一四年本公司管理層首次公開發售前購股權計劃(續)

年內購股權數目之變動如下：

二零二二年

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

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

2021

	Exercisable period 行使期	Exercise price per share 每股行使價 US\$ 美元	Outstanding as at 1 January 於一月一日 尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Outstanding as at 31 December 於十二月三十一日 未行使
Directors 董事	1 July 2017 to 30 June 2026 二零一七年七月一日至二零二六年六月三十日	0.16714303	41,702,128	—	—	41,702,128
Employee 僱員	20 February 2015 to 19 February 2024 二零一五年二月二十日至二零二四年二月十九日	0.16714303	4,517,802	—	—	4,517,802
			46,219,930	—	—	46,219,930
Weighted average exercise price per share (US\$) 每股加權平均行使價(美元)			0.16714303			0.16714303
— Equivalent to approximately RMB per share — 每股相當於約人民幣			1.09			1.06
Weighted average remaining contractual life of options outstanding at 31 December 2021 於二零二一年十二月三十一日尚未行使購股權加權平均剩餘合約有效期						2.1 years 2.1年
Number of options exercisable at 31 December 2021 於二零二一年十二月三十一日可行使購股權數目						46,219,930

As at 31 December 2022, the Group had 46,219,930 [2021: 46,219,930] share options outstanding under the Management Pre-IPO Share Option Scheme of the Company in 2014, which represented approximately 4.29% [2021: 4.29%] of the issued ordinary shares of the Company as at 31 December 2022.

36. 以股份為基礎的酬金交易 (續)

(a) 二零一四年本公司管理層首次公開發售前購股權計劃(續)

二零二一年

於二零二二年十二月三十一日，根據本公司於二零一四年的管理層首次公開發售前購股權計劃，本集團擁有46,219,930份(二零二一年：46,219,930份)尚未行使購股權，佔本公司於二零二二年十二月三十一日已發行普通股約4.29%(二零二一年：4.29%)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

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

Pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 19 November 2014, a share option scheme was adopted by the Company and is valid and effective for a period of ten years from 19 November 2014 (the "2014 Share Option Scheme").

The purpose of the 2014 Share Option Scheme is to provide eligible participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. All directors, full-time employees and any other person who, in the sole discretion of the Board, have contributed or will contribute to the Group are eligible to participate in the 2014 Share Option Scheme. Each grant of options to any director of the Company, the chief executive officer or substantial shareholder of the Company must first be approved by the independent non-executive directors of the Company.

The maximum number of shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the 2014 Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the issued share capital of the Company from time to time.

Shares which may be issued upon exercise of all options to be granted under the 2014 Share Option Scheme or any other share option schemes adopted by the Company must not in aggregate exceed 10% of the shares of the Company in issue on the date of adoption (the "Option Scheme Mandate Limit").

The Option Scheme Mandate Limit may be refreshed at any time by obtaining approval of the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules. However, the refreshed Option Scheme Mandate Limit cannot exceed 10% of the total number of shares of the Company in issue as at the date of such approval.

36. 以股份為基礎的酬金交易 (續)

(b) 本公司於二零一四年十一月採納的購股權計劃

根據本公司於二零一四年十一月十九日舉行之股東特別大會通過的普通決議案，本公司採納一項購股權計劃，自二零一四年十一月十九日起計十年內有效（「二零一四年購股權計劃」）。

二零一四年購股權計劃旨在向合資格參與者提供購入本公司專有權益之機會，並鼓勵參與者為本公司及股東之整體利益努力以提升本公司及其股份之價值。所有曾經或將會對本集團有所貢獻之董事、全職僱員及由董事會全權酌情決定之任何其他人士均符合資格參與二零一四年購股權計劃。向本公司任何董事、行政總裁或本公司主要股東授予之每一項購股權須首先取得本公司獨立非執行董事之批准。

根據二零一四年購股權計劃及本公司任何其他購股權計劃授出但尚未行使的全部購股權獲行使後將予發行之股份最高數目合共不得超過本公司不時已發行股本之30%。

根據二零一四年購股權計劃及本公司採納的任何其他購股權計劃授出之全部購股權獲行使後可能發行之股份數目合共不可超過於採納日期本公司已發行股份之10%（「購股權計劃授權上限」）。

購股權計劃授權上限可隨時根據本公司股東於股東大會上之批准及／或上市規則規定之其他要求予以更新。惟經更新購股權計劃授權上限不得超過取得批准當日本公司已發行股份總數之10%。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

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

Unless approved by shareholders of the Company, the total number of shares of the Company issued and to be issued upon the exercise of the options granted to each participant (including both exercised and unexercised options) under the 2014 Share Option Scheme or any other share option schemes adopted by the Company in any 12-month period must not exceed 1% of the issued share capital of the Company.

The period within which the options must be exercised will be specified by the Company at the time of grant. The options may be exercised up to 25% for each year after the first anniversary of the date of grant for four consecutive years.

At the time of grant of the options, the Company may specify a minimum period for which an option must be held and/or any minimum performance target(s) that must be achieved, before the option can be exercised in whole or in part. The offer of a grant of share options may be accepted within 20 business days from the date of offer, the offer is delivered to that participant and the amount payable on acceptance of options is RMB1.

The subscription price for the shares under the 2014 Share Option Scheme shall be a price determined by the Board, but not less than the greater of (i) the closing price of shares as stated on the Stock Exchange on the date of the offer of grant; (ii) the average closing price of the shares of the Company as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of the offer of grant; and (iii) the nominal value of the shares.

No options may be granted under the 2014 Share Option Scheme after the date of the tenth anniversary of its adoption.

During the years ended 31 December 2022 and 2021, no share options were granted and exercised.

36. 以股份為基礎的酬金交易 (續)

(b) 本公司於二零一四年十一月採納的購股權計劃(續)

除非獲本公司股東批准，否則於任何十二個月期間內，就行使根據二零一四年購股權計劃或本公司採納之任何其他購股權計劃授予單一參與者之購股權(包括已行使及尚未行使之購股權)而發行及將予發行之本公司股份總數，不得超過本公司已發行股本之1%。

購股權之行使期限由本公司於授出購股權時列明。購股權可於自授出日期起計第一週年後連續四年每年獲行使最多達25%。

於授出購股權時，本公司可在全部或部分行使購股權前訂明購股權之最短持有期限及/或須達至的任何最低表現目標。參與者可於授出購股權之建議當日起計20個營業日內接納該建議，授出購股權之建議會寄發予參與者，而接納購股權之應付款項為人民幣1元。

根據二零一四年購股權計劃而發行之股份認購價由董事會釐定，但不得低於以下三者之較高金額：(i) 股份於授出建議日期在聯交所上所列之收市價；(ii) 本公司股份於緊接授出建議日期前五個營業日在聯交所每日報價表上所列之平均收市價；及(iii) 股份面值。

於採納二零一四年購股權計劃的十週年後，概不可根據二零一四年購股權計劃授出購股權。

截至二零二二年及二零二一年十二月三十一日止年度，概無授出及行使購股權。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

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

Movements in the number of share options during the year are as follows:

2022

	Exercisable period 行使期	Exercise price per share 每股行使價 HK\$ 港元	Outstanding as at 1 January 於一月一日 尚未行使	Forfeited during the year 於年內沒收	Outstanding as at 31 December 於十二月三十一日 尚未行使
Directors 董事	5 January 2015 to 4 January 2025 二零一五年一月五日至二零二五年一月四日	2.67	23,520,000	—	23,520,000
	8 January 2016 to 7 January 2026 二零一六年一月八日至二零二六年一月七日	5.506	7,840,000	—	7,840,000
Employees 僱員	5 January 2015 to 4 January 2025 二零一五年一月五日至二零二五年一月四日	2.67	18,223,839	—	18,223,839
	9 July 2015 to 8 July 2025 二零一五年七月九日至二零二五年七月八日	4.402	12,407,500	(1,887,500)	10,520,000
	17 May 2016 to 16 May 2026 二零一六年五月十七日至二零二六年五月十六日	3.684	700,000	—	700,000
	7 September 2016 to 6 September 2026 二零一六年九月七日至二零二六年九月六日	3.95	1,190,000	—	1,190,000
	28 April 2017 to 27 April 2027 二零一七年四月二十八日至二零二七年四月二十七日	2.886	120,000	—	120,000
			64,001,339	(1,887,500)	62,113,839
Weighted average exercise price per share (HK\$) 每股加權平均行使價(港元)			3.39	4.40	3.36
— Equivalent to approximately RMB per share — 每股相當於約人民幣			3.05	3.91	2.98
Weighted average remaining contractual life of options outstanding at 31 December 2022 於二零二二年十二月三十一日尚未行使的購股權加權平均剩餘合約					2.3 years 2.3年
Number of options exercisable at 31 December 2022 於二零二二年十二月三十一日可行使購股權數目					62,113,839
Weighted average exercise price per share of options exercisable at 31 December 2022 (HK\$) 於二零二二年十二月三十一日可行使購股權之每股加權平均行使價(港元)					3.36
— Equivalent to approximately RMB per share — 每股相當於約人民幣					2.98

36. 以股份為基礎的酬金交易 (續)

(b) 本公司於二零一四年十一月採納的購股權計劃(續)

年內購股權數目之變動如下：

二零二二年

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

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

Movements in the number of share options during the year are as follows (Continued):

2021

	Exercisable period 行使期	Exercise price per share 每股行使價 HK\$ 港元	Outstanding as at 1 January 於一月一日尚未 行使	Forfeited during the year 於年內沒收	Outstanding as at 31 December 於十二月三十一日 尚未行使	
Directors 董事	5 January 2015 to 4 January 2025 二零一五年一月五日至二零二五年一月四日	2.67	23,520,000	—	23,520,000	
	8 January 2016 to 7 January 2026 二零一六年一月八日至二零二六年一月七日	5.506	7,840,000	—	7,840,000	
Employees 僱員	5 January 2015 to 4 January 2025 二零一五年一月五日至二零二五年一月四日	2.67	18,323,839	(100,000)	18,223,839	
	9 July 2015 to 8 July 2025 二零一五年七月九日至二零二五年七月八日	4.402	13,295,000	(887,500)	12,407,500	
	17 May 2016 to 16 May 2026 二零一六年五月十七日至二零二六年五月十六日	3.684	700,000	—	700,000	
	7 September 2016 to 6 September 2026 二零一六年九月七日至二零二六年九月六日	3.95	1,190,000	—	1,190,000	
	28 April 2017 to 27 April 2027 二零一七年四月二十八日至二零二七年四月二十七日	2.886	120,000	—	120,000	
			64,988,839	(987,500)	64,001,339	
			Weighted average exercise price per share (HK\$) 每股加權平均行使價(港元)	3.40	4.23	3.39
			— Equivalent to approximately RMB per share — 每股相當於約人民幣	3.05	3.45	2.77
			Weighted average remaining contractual life of options outstanding at 31 December 2021 於二零二一年十二月三十一日尚未行使的購股權加權平均剩餘合約			3.3 years 3.3年
			Number of options exercisable at 31 December 2021 於二零二一年十二月三十一日可行使購股權數目			64,001,339
			Weighted average exercise price per share of options exercisable at 31 December 2021 (HK\$) 於二零二一年十二月三十一日可行使購股權之每股加權平均行使價(港元)			3.39
			— Equivalent to approximately RMB per share — 每股相當於約人民幣			2.77

36. 以股份為基礎的酬金交易 (續)

(b) 本公司於二零一四年十一月採納的購股權計劃(續)

年內購股權數目之變動如下(續)：

二零二一年

	Outstanding as at 1 January 於一月一日尚未 行使	Forfeited during the year 於年內沒收	Outstanding as at 31 December 於十二月三十一日 尚未行使
Directors 董事	23,520,000	—	23,520,000
	7,840,000	—	7,840,000
Employees 僱員	18,323,839	(100,000)	18,223,839
	13,295,000	(887,500)	12,407,500
	700,000	—	700,000
	1,190,000	—	1,190,000
	120,000	—	120,000
	64,988,839	(987,500)	64,001,339
	Weighted average exercise price per share (HK\$) 每股加權平均行使價(港元)	3.40	4.23
	— Equivalent to approximately RMB per share — 每股相當於約人民幣	3.05	3.45
	Weighted average remaining contractual life of options outstanding at 31 December 2021 於二零二一年十二月三十一日尚未行使的購股權加權平均剩餘合約		3.3 years 3.3年
	Number of options exercisable at 31 December 2021 於二零二一年十二月三十一日可行使購股權數目		64,001,339
	Weighted average exercise price per share of options exercisable at 31 December 2021 (HK\$) 於二零二一年十二月三十一日可行使購股權之每股加權平均行使價(港元)		3.39
	— Equivalent to approximately RMB per share — 每股相當於約人民幣		2.77

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

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

As at 31 December 2022, the Group had 62,113,839 (2021: 64,001,339) share options outstanding under 2014 Share Option Scheme, which represented approximately 5.76% (2021: 5.94%) of the issued ordinary shares of the Company as at 31 December 2022.

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

Pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 19 May 2017, a share award scheme was adopted by the Company (the "Share Award Scheme").

The purpose of the Share Award Scheme is to align the interests of eligible participants with those of the Group through ownership of shares, dividends and other distributions paid on shares and/or the increase in value of the shares, and to encourage and retain eligible participants to make contributions to the long-term growth and profits of the Group. All directors, full-time employees and any other person who, in the sole discretion of the board of directors, have contributed or will contribute to the Group are eligible to participate in the Share Award Scheme. Each grant of award to any director of the Company, the chief executive officer or substantial shareholder of the Company must first be approved by the independent non-executive directors of the Company.

The maximum number of shares to be granted must not exceed 7% of the issued share capital of the Company from time to time (the "Share Award Scheme Limit"). The Share Award Scheme Limit may be refreshed at any time by obtaining approval of the shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules. At the time of grant of the awards, the Company may specify any minimum performance target(s) that must be achieved, before the awards can be vested in whole or in part.

36. 以股份為基礎的酬金交易 (續)

(b) 本公司於二零一四年十一月採納的購股權計劃(續)

於二零二二年十二月三十一日，本集團根據二零一四年購股權計劃有62,113,839份(二零二一年：64,001,339份)購股權尚未行使，佔於二零二二年十二月三十一日本公司已發行普通股約5.76%(二零二一年：5.94%)。

(c) 本公司於二零一七年五月採納的股份獎勵計劃

根據本公司於二零一七年五月十九日舉行之股東週年大會上通過之普通決議案，本公司採納一項股份獎勵計劃(「股份獎勵計劃」)。

股份獎勵計劃旨在透過股份擁有權、股息及其他就股份作出的分派及/或提升股份價值，使合資格參與者之利益與本集團之利益一致，並鼓勵及挽留合資格參與者為本集團的長期增長及溢利作出貢獻。所有曾經或將會對本集團有所貢獻之董事、全職僱員及由董事會全權酌情決定之任何其他人士均符合資格參與股份獎勵計劃。向本公司任何董事、本公司行政總裁或主要股東授予之每一項獎勵須首先取得本公司獨立非執行董事之批准。

將予授出之股份最高數目不得超過本公司不時已發行股本之7%(「股份獎勵計劃限額」)。股份獎勵計劃限額可於任何時間通過取得本公司股東於股東大會上之批准及/或根據上市規則訂明的有關其他規定予以更新。於授出獎勵時，本公司可指明在獎勵全部或部分歸屬前必須達到的任何最低業績目標。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

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

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

During the year ended 31 December 2022, the Company has purchased 14,952,000 shares amounting to RMB3,525,000 (2021: 13,416,000 shares amounting to RMB9,196,000) through its trustee on the Stock Exchange. The acquired Shares was recognised and accumulated in equity under the heading of "Shares held under Share Award Scheme".

Movements in the number of shares held for the Share Award Scheme and awarded shares are as follows:

		2022 二零二二年		2021 二零二一年	
		Weighted average fair value per share 每股加權 平均公允值 RMB 人民幣	Number of share award 股份獎勵 數目	Weighted average fair value per share 每股加權 平均公允值 RMB 人民幣	Number of share award 股份獎勵 數目
At 1 January	於一月一日	0.39	38,013,483	0.83	4,000,000
Granted	已授出	—	—	0.34	34,013,483
As at 31 December	於十二月三十一日	0.39	38,013,483	0.39	38,013,483
Vested as at 31 December	於十二月三十一日獲歸屬	0.42	26,560,109	0.52	17,579,494

36. 以股份為基礎的酬金交易 (續)

(c) 本公司於二零一七年五月採納的股份獎勵計劃(續)

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

截至二零二二年十二月三十一日止年度，本公司透過其受託人於聯交所購買14,952,000股股份，金額為人民幣3,525,000元(二零二一年：13,416,000股股份，金額為人民幣9,196,000元)。已收購股份於權益中「根據股份獎勵計劃持有之股份」內確認及累計。

股份獎勵計劃所持股份及獎勵股份數目變動如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

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

Notes:

- (i) The fair value of the awarded shares was calculated based on the market price of the Company's shares at the respective grant date. The expected dividends during the vesting period have taken into account when assessing the fair value of these awarded shares.
- (ii) 8,980,615 shares were vested during the year ended 31 December 2022 (2021: 17,079,494 shares) and 26,560,109 shares were vested as at 31 December 2022 (as at 31 December 2021: 17,579,494 shares).
- (iii) For the year ended 31 December 2022, share-based compensation of RMB4,025,000 was recorded (2021: RMB6,272,000).

(d) Equity Incentive Plan adopted by the Company's subsidiary (AGAE) in 2019

On 20 September 2019, the Company's subsidiary, AGAE adopted an incentive plan (the "AGAE's Incentive Plan"). AGAE issued ten-year options for the purchase of 400,000 shares of AGAE's common stock, with an exercise price of US\$5.66 per share, pursuant to the Incentive Plan. The options have a 4-year vesting term, and vest 25% on each anniversary of the date of grant. The options had an aggregate grant date fair value of US\$867,000.

Apart from the options, AGAE issued an aggregate of 80,393 shares of restricted common stock, pursuant to the Incentive Plan, to certain members of AGAE's Board of Directors and Executives. The restricted common stock had an aggregate grant date fair value of US\$455,000, and vest on the one-year anniversary of the date of grant. The shares were valued at the trading price of the Company's stock on the date of grant.

36. 以股份為基礎的酬金交易 (續)

(c) 本公司於二零一七年五月採納的股份獎勵計劃(續)

附註：

- (i) 獎勵股份之公允值乃根據本公司股份於各授出日期的市場價計算。在評估該等獎勵股份之公允值時，已計入歸屬期內之預計股息。
- (ii) 截至二零二二年十二月三十一日止年度有8,980,615股股份獲歸屬(二零二一年：17,079,494股股份)及於二零二二年十二月三十一日有26,560,109股股份獲歸屬(於二零二一年十二月三十一日：17,579,494股股份)。
- (iii) 截至二零二二年十二月三十一日止年度，以股份為基礎之酬金人民幣4,025,000元(二零二一年：人民幣6,272,000元)已入賬。

(d) 本公司附屬公司(AGAE)於二零一九年採納之股權激勵計劃

於二零一九年九月二十日，本公司附屬公司AGAE採納一項激勵計劃(「AGAE激勵計劃」)。根據激勵計劃，AGAE發行可購入400,000股AGAE普通股之十年期購股權，行使價為每股5.66美元。購股權歸屬期為4年，可於授出日期的各週年歸屬25%。該等購股權於授出日期的公允值總額為867,000美元。

除購股權外，AGAE根據激勵計劃向若干AGAE董事會成員及行政人員發行合共80,393股受限制普通股。受限制普通股於授出日期的公允值總額為455,000美元，於授出之日一週年歸屬。該等股份按本公司股份於授出日期之交易價估值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

(d) Equity Incentive Plan adopted by the Company's subsidiary (AGAE) in 2019 (Continued)

On 21 November 2019, AGAE extended the plan mandate to permit its employees to issue ten-year options for the purchase of 2,080,000 shares of its common stock with an exercise price of US\$4.09 per share under the Incentive Plan. The options have a 4-year vesting term, and vest 25% on each anniversary of the date of grant. The options had an aggregate grant date fair value of US\$3,264,000.

The fair values were calculated using the Black-Scholes option pricing model. The inputs into the model were as follows:

36. 以股份為基礎的酬金交易 (續)

(d) 本公司附屬公司(AGAE)於二零一九年採納之股權激勵計劃(續)

於二零一九年十一月二十一日，根據激勵計劃，AGAE拓寬計劃授權，允許其僱員發行可購入其2,080,000股普通股之十年期購股權，行使價為每股4.09美元。購股權歸屬期為4年，可於授出日期的各週年歸屬25%。該等購股權於授出日期的公允值總額為3,264,000美元。

公允值使用布萊克-肖爾斯期權定價模式計算。該模式的輸入數據如下：

		2021 二零二一年
Risk-free rate	無風險利率	0.94%-1.58%
Expected life	預期有效期	6.25 years 6.25年
Expected volatility	預期波動	40%-46%
Expected dividend yield	預期股息率	—

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

(d) Equity Incentive Plan adopted by the Company's subsidiary (AGAE) in 2019 (Continued)

Movements in the number of share options during the year are as follows:

2022

Exercisable period		Exercise price per share	Outstanding as at 1 January	Granted during the year	Forfeited during the year	Exercised during the year	Outstanding as at 31 December
可行使期間		每股行使價 US\$ 美元	於一月一日 尚未行使	年內授出	年內沒收	年內行使	於十二月三十一日 尚未行使
AGAE's Directors and employees AGAE董事及僱員	20 September 2019 to 19 September 2029 二零一九年九月二十日至二零二九年 九月十九日	5.66	280,000	—	—	—	280,000
	21 November 2019 to 20 November 2029 二零一九年十一月二十一日至二零二九年 十一月二十日	4.09	1,375,000	—	(660,000)	—	715,000
	1 July 2020 to 30 June 2030 二零二零年七月一日至二零三零年 六月三十日	2.11	80,000	—	(40,000)	—	40,000
	6 August 2020 to 5 August 2030 二零二零年八月六日至二零三零年 八月五日	2.17	120,000	—	—	—	120,000
	13 July 2021 to 11 November 2031 二零二一年七月十三日至二零三一年 十一月十一日	2.21	350,000	—	—	—	350,000
	6 May 2021 to 6 May 2031 二零二一年五月六日至二零三一年 五月六日	2.48	160,000	—	(40,000)	—	120,000
			2,365,000	—	(740,000)	—	1,625,000
Weighted average exercise price per share (US\$) 每股加權平均行使價(美元)			3.72	—	3.90	—	3.65
— Equivalent to approximately RMB per share — 每股相當於約人民幣			23.73	—	26.97	—	25.24
Weighted average remaining contractual life of options outstanding at 31 December 2022 於二零二二年十二月三十一日尚未行使購股權加權 平均剩餘合約有效期							7.39 years 7.39年
Number of options exercisable at 31 December 2022 於二零二二年十二月三十一日可行使購股權數目							1,280,000

36. 以股份為基礎的酬金交易 (續)

(d) 本公司附屬公司(AGAE)於二零一九年採納之股權激勵計劃(續)

年內購股權數目之變動如下：

二零二二年

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

(d) Equity Incentive Plan adopted by the Company's subsidiary (AGAE) in 2019 (Continued)

Movements in the number of share options during the year are as follows: (Continued)

2021

Exercisable period 可行使期間	Exercise price per share 每股行使價 US\$ 美元	Outstanding as at 1 January 於一月一日 尚未行使	Granted during the year 年內授出	Forfeited during the year 年內沒收	Exercised during the year 年內行使	Outstanding as at 31 December 於十二月三十一日 尚未行使
AGAE's Directors AGAE董事						
20 September 2019 to 19 September 2029 二零一九年九月二十日至二零二九年九月十九日	5.66	340,000	—	(60,000)	—	280,000
21 November 2019 to 20 November 2029 二零一九年十一月二十一日至二零二九年十一月二十日	4.09	1,890,000	—	(515,000)	—	1,375,000
1 July 2020 to 30 June 2030 二零二零年七月一日至二零三零年六月三十日	2.11	80,000	—	—	—	80,000
6 August 2020 to 5 August 2030 二零二零年八月六日至二零三零年八月五日	2.17	120,000	—	—	—	120,000
13 July 2021 to 11 November 2031 二零二一年七月十三日至二零三一年十一月十一日	2.21	—	350,000	—	—	350,000
6 May 2021 to 6 May 2031 二零二一年五月六日至二零三一年五月六日	2.48	—	160,000	—	—	160,000
		2,430,000	510,000	(575,000)	—	2,365,000
Weighted average exercise price per share (US\$) 每股加權平均行使價(美元)		4.15	2.29	4.25		3.72
— Equivalent to approximately RMB per share — 每股相當於約人民幣		27.07	14.62	27.10		23.73
Weighted average remaining contractual life of options outstanding at 31 December 2021 於二零二一年十二月三十一日尚未行使購股權加權平均剩餘合約有效期						7.44 years 7.44年
Number of options exercisable at 31 December 2021 於二零二一年十二月三十一日可行使購股權數目						1,360,000

The share-based compensation recorded for the year ended 31 December 2022 was in total USD791,309 [equivalent to approximately RMB5,323,000] (2021: USD1,924,000 [equivalent to approximately RMB12,414,000]).

36. 以股份為基礎的酬金交易 (續)

(d) 本公司附屬公司(AGAE)於二零一九年採納之股權激勵計劃(續)

年內購股權數目之變動如下：(續)

二零二一年

於截至二零二二年十二月三十一日止年度錄得之以股份為基礎之酬金合共為791,309美元(相當於約人民幣5,323,000元)(二零二一年：1,924,000美元(相當於約人民幣12,414,000元))。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

36. SHARE-BASED COMPENSATION TRANSACTIONS (Continued)

(e) Stock-based grant to the management of Beijing Huaxiang

On 9 September 2022, Beijing Lianzhong Zhijing, a wholly owned subsidiary of the Group, granted its 40% equity interests in Beijing Huaxiang, its wholly owned subsidiary, to the management of Beijing Huaxiang for her services to Beijing Huaxiang. The Group accounted for this transaction as equity-settled share-based compensation. The share-based compensation recorded for the year ended 31 December 2022 was RMB2,635,000, which represented the fair value of the 40% equity interest in Beijing Huaxiang granted to the management on the grant date. The difference between the share-based compensation and the non-controlling interests was recognised in other reserve.

(f) The Group recognised a total expense of RMB11,983,000 for the year ended 31 December 2022 (2021: RMB18,686,000) in relation to the above share options granted by the shareholders or the Company, and the share-based compensation expense were shown as a separate item on the face of the consolidated statement of profit or loss and other comprehensive income.

36. 以股份為基礎的酬金交易 (續)

(e) 向北京華樣的管理層授出股份

於二零二二年九月九日，本集團全資附屬公司北京聯眾智競就其向北京華樣提供的服務向北京華樣管理層授予其於北京華樣(其全資附屬公司)的40%股權。本集團將是次交易入賬列作以權益結算、以股份為基礎的酬金交易。截至二零二二年十二月三十一日止年度錄得的以股份為基礎的酬金為人民幣2,635,000元，即於授出日期授予管理層北京華樣40%股權的公允值。以股份為基礎的酬金與非控股權益之間的差額於其他儲備確認。

(f) 本集團於截至二零二二年十二月三十一日止年度確認有關上述股東或本公司授出的購股權的總開支人民幣11,983,000元(二零二一年：人民幣18,686,000元)，而以股份為基礎之酬金開支已於綜合損益及其他全面收益表中呈列為獨立項目。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

37. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 37. 本公司的財務狀況表

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Non-current assets	非流動資產		
Interest in subsidiaries	於附屬公司的權益	223,565	223,565
Current assets	流動資產		
Other receivables	其他應收款項	534	363
Amounts due from subsidiaries	應收附屬公司款項	237,431	256,766
Bank balances and cash	銀行結餘及現金	444	210
		238,409	257,339
Current liabilities	流動負債		
Other payables	其他應付款項	5,671	4,469
Amounts due to subsidiaries	應付附屬公司款項	102,096	102,116
		107,767	106,585
Net current assets	流動資產淨值	130,642	150,754
Net assets	資產淨值	354,207	374,319
Equity	權益		
Share capital	股本	335	335
Reserves (Note)	儲備(附註)	353,872	373,984
Total equity	權益總額	354,207	374,319

Approved and authorised for issue by the board of directors on 31 March 2023.

於二零二三年三月三十一日經董事會批准及授權刊發。

Liu Xueming
劉學明
Director
董事

Lu Jingsheng
陸京生
Director
董事

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

37. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued) 37. 本公司的財務狀況表(續)

Note:

The movement of the Company's reserves are as follows:

附註：

本公司儲備的變動如下：

		Share Premium*	Shares held under the Share Award Scheme 根據股份 獎勵計劃持有 之股份	Share option reserve 購股權儲備	Other reserve 其他儲備	Accumulated Losses*	Total reserves 儲備總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Balance at 1 January 2021	於二零二一年 一月一日之結餘	1,023,563	(17,010)	113,807	—	(544,133)	576,227
Loss for the year	年內虧損	—	—	—	—	(199,319)	(199,319)
Share-based compensation (Note 36(c))	以股份為基礎的酬金 (附註36(c))	—	12,965	—	(6,693)	—	6,272
Transfer upon forfeiture of share options	於沒收購股權時轉撥	—	—	(1,194)	—	1,194	—
Purchase of shares for Share Award Scheme (Note 36(c))	就股份獎勵計劃購買股份 (附註36(c))	—	(9,196)	—	—	—	(9,196)
Balance at 31 December 2021	於二零二一年 十二月三十一日之結餘	1,023,563	(13,241)	112,613	(6,693)	(742,258)	373,984
Loss for the year	年內虧損	—	—	—	—	(20,612)	(20,612)
Share-based compensation (Note 36(c))	以股份為基礎的酬金 (附註36(c))	—	3,525	—	500	—	4,025
Transfer upon forfeiture of share options	於沒收購股權時轉撥	—	—	(2,411)	—	2,411	—
Purchase of shares for Share Award Scheme (Note 36(c))	就股份獎勵計劃購買股份 (附註36(c))	—	(3,525)	—	—	—	(3,525)
Balance at 31 December 2022	於二零二二年 十二月三十一日之結餘	1,023,563	(13,241)	110,202	(6,193)	(760,459)	353,872

* As at 31 December 2022, the aggregate amount of reserves available for distribution to equity holders of the Company was RMB263,104,000 (2021: RMB281,305,000).

* 於二零二二年十二月三十一日，可供分配予本公司權益持有人的儲備合共為人民幣263,104,000元(二零二一年：人民幣281,305,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

38. COMMITMENTS

(a) Lease commitments

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

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within one year 一年內	207	413

38. 承擔

(a) 資本承擔

於報告日期，本集團有以下資本承擔：

39. SIGNIFICANT RELATED PARTY TRANSACTIONS

In addition to the transactions/information disclosed elsewhere in these consolidated financial statements, during the year, the Group had the following material transactions with related parties:

(a) Key management personnel remuneration

Key management of the Group are members of the Board and senior management. Further details of directors' emoluments are included in note 15 to the consolidated financial statements. Included in employee benefit expenses are key management personnel remuneration which includes the following expenses:

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Basic salaries and allowances 基本薪金及津貼	3,721	3,661
Retirement benefit scheme contributions 退休福利計劃供款	322	305
Share-based compensation expense 以股份為基礎的酬金開支	748	1,196
	4,791	5,162

39. 重大關聯方交易

除於該等綜合財務報表其他地方所披露之交易/資料外，年內本集團與其關聯方進行的重大交易如下：

(a) 主要管理層人員酬金

本集團主要管理層為董事會成員及高級管理層。有關董事酬金之進一步詳情載於綜合財務報表附註15。納入僱員福利開支之主要管理層人員酬金包括以下開支：

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
--	-----------------------------------	-----------------------------------

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

40. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The changes in the Group's liabilities arising from financing activities can be classified as follows:

40. 融資活動產生的負債對賬

本集團融資活動產生的負債變動分類如下：

		Lease liabilities		Bank loan		Convertible notes	
		租賃負債		銀行貸款		可換股票據	
		2022	2021	2022	2021	2022	2021
		二零二二年	二零二一年	二零二二年	二零二一年	二零二二年	二零二一年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January	於一月一日	57,188	51,175	—	15,190	—	23,344
Cash-flows:	現金流量：						
— Proceeds	— 所得款項	—	—	1,000	—	—	—
— Repayment	— 還款	—	—	—	(9,170)	—	(12,905)
— Capital element of lease rentals paid	— 已付租賃租金之資金部分	(7,791)	(8,249)	—	—	—	—
— Interest element of lease rentals paid	— 已付租賃租金之利息部分	(4,737)	(4,707)	—	—	—	—
Non-cash:	非現金：						
— Conversion to ordinary shares of a subsidiary of the Group	— 轉換為本集團附屬公司普通股	—	—	—	—	—	(3,754)
— Gain on conversion/redemption of convertible notes	— 轉換/贖回可換股票據之收益	—	—	—	—	—	(6,453)
— Gain on forgiveness of PPP loans and interest	— PPP貸款及利息寬免收益	—	—	—	(5,888)	—	—
— Exchange difference	— 匯兌差額	4,029	2,036	—	(132)	—	(232)
— Entering into new leases	— 訂立新租賃	8,586	9,372	—	—	—	—
— Early termination of leases	— 提早終止租賃	(3,285)	—	—	—	—	—
— Lease modification	— 租賃修改	—	2,854	—	—	—	—
— Interest expenses	— 利息開支	4,737	4,707	—	—	—	—
At 31 December	於十二月三十一日	58,727	57,188	1,000	—	—	—

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including foreign currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management strategy seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group and approved by the Board.

There has been no change to the types of the Group's exposure in respect of financial instruments or the manner in which it manages and measures the risks.

(a) Categories of financial assets and liabilities

The carrying amounts presented in the consolidated statement of financial position relate to the following categories of financial assets and financial liabilities.

41. 財務風險管理及公允值計量

本集團於日常業務過程及投資活動中使用金融工具而承擔財務風險。財務風險包括市場風險(包括外匯風險、利率風險及價格風險)、信貸風險及流動資金風險。本集團的整體風險管理策略旨在將對本集團財務表現的潛在不利影響降至最低。風險管理乃由本集團高級管理層執行並經董事會批准。

本集團就財務工具承擔的風險類別或其管理與計量有關風險的方式並無任何改變。

(a) 金融資產與負債分類

綜合財務狀況表所列賬面金額與下列金融資產與金融負債分類有關。

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Financial assets	金融資產		
Financial assets at amortised cost	按攤銷成本計量之金融資產		
Trade and other receivables	貿易及其他應收款項	55,869	44,720
Certificate of deposits	存款證	484,602	—
Restricted bank balances	受限制銀行結餘	34,614	34,897
Bank balances and cash	銀行結餘及現金	87,289	609,070
Financial assets at FVTPL	按公允值計入損益之金融資產	45,846	56,192
		708,220	744,879
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債		
Trade and other payables	貿易及其他應付款項	46,368	48,091
Lease liabilities	租賃負債	58,727	57,188
Bank loan	銀行貸款	1,000	—
		106,095	105,279

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(b) Foreign currency risk

The Group's subsidiaries mainly operate in the PRC and in the US and majority of the transactions are settled in RMB, USD or EUR, being the functional currency of the group entities to which the transactions relate. Foreign currency risk arises when future commercial transactions and recognised assets and liabilities are denominated in a currency that is not the entity's functional currency. As at 31 December 2022 and 2021, the Group did not have significant foreign currency risk from its operations.

Financial assets denominated in a foreign currency, translated into RMB at the closing rates, are as follows:

		2022 二零二二年			
		USD 美元 RMB'000 人民幣千元	EUR 歐元 RMB'000 人民幣千元	HK\$ 港元 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Bank balances and cash	銀行結餘及現金	336	—	187	523
Gross exposure arising from recognised financial assets	已確認金融資產產生的全部風險	336	—	187	523

		2021 二零二一年			
		USD 美元 RMB'000 人民幣千元	EUR 歐元 RMB'000 人民幣千元	HK\$ 港元 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Bank balances and cash	銀行結餘及現金	22	—	346	368
Gross exposure arising from recognised financial assets	已確認金融資產產生的全部風險	22	—	346	368

41. 財務風險管理及公允值計量(續)

(b) 外匯風險

本集團的附屬公司主要於中國及美國經營，且其大部分交易以人民幣、美元或歐元結算，其為交易相關的集團實體的功能貨幣。外匯風險來自以並非為實體功能貨幣的貨幣計值的未來商業交易及經確認資產及負債。於二零二二年及二零二一年十二月三十一日，本集團業務並無重大外匯風險。

以外幣計值、按收市匯率換算為人民幣的金融資產如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(b) Foreign currency risk (Continued)

The following table illustrates the sensitivity of the Group's loss after income tax for the year and equity in regard to a 5% (2021: 5%) appreciation in the Group's functional currency against RMB. The rate used represents management's best assessment of the possible change in foreign exchange rates.

Increase in loss for the year and equity	年內虧損及權益增加	(20)
--	-----------	------

Increase in loss for the year and equity	年內虧損及權益增加	(14)
--	-----------	------

The same % depreciation in the Group's functional currency against the respective foreign currency would have the same magnitude on the Group's loss after income tax for the year and equity but of opposite effect.

The Group does not hedge its foreign currency risk. However, management monitors the foreign currency exposure and will consider hedging significant foreign currency exposure should the need arise.

41. 財務風險管理及公允值計量(續)

(b) 外匯風險(續)

下表列示就本集團功能貨幣兌人民幣升值5%(二零二一年:5%)而言,本集團年內除所得稅後虧損以及權益的敏感性。所使用匯率指管理層對外匯匯率可能變動作出的最佳估計。

2022
二零二二年
RMB'000
人民幣千元

2021
二零二一年
RMB'000
人民幣千元

本集團的功能貨幣兌相關外幣貶值同等百分比時,將對本集團年內除所得稅後虧損及權益構成等值但相反的影響。

本集團並無對沖外匯風險。然而,管理層監督外匯風險,並於有需要時考慮對沖重大外匯風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(c) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from convertible notes, lease liabilities and loans payable. Convertible notes bearing fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively are not expected to change significantly. The exposure to interest rates for the Group's interest-bearing bank deposits is considered immaterial.

41. 財務風險管理及公允值計量(續)

(c) 利率風險

利率風險與金融工具之公允值或現金流量因市場利率變動而受波動的風險有關。本集團的利率風險主要來自可換股票據、租賃負債及應付貸款。以固定利率計息之可換股票據令本集團分別承擔現金流量利率風險及公允值利率風險，該等風險預期不會發生重大變化。本集團計息銀行存款的利率風險並不重大。

	2022 二零二二年		2021 二零二一年	
	Effective interest rate 實際利率	RMB'000 人民幣千元	Effective interest rate 實際利率	RMB'000 人民幣千元
Fixed rate borrowings: 定息借款：				
— Lease liabilities 租賃負債	4.75%–8.75%	58,727	4.75%–8.75%	57,188
— Bank loan 銀行貸款	3.65%	1,000	N/A 不適用	—

(d) Price risk

The Group is not exposed to significant price risk for the Group's unlisted equity investments that do not have a quoted market price in an active market.

(e) Credit risk

The Group is exposed to credit risk in relation to its restricted bank balances, bank balances and cash, trade and other receivables and loans to third parties.

The carrying amounts of each class of the financial assets as summarised in Note 41(a) above represent the Group's maximum exposure to credit risk in relation to financial assets. To manage this risk arising from bank balances and cash, the Group only transacts with state-owned financial institutions and reputable commercial banks which are all high-credit-quality financial institutions in the PRC, Hong Kong and the US. There has been no recent history of default in relation to these financial institutions so the credit risk of bank balances and cash is considered to be low.

(d) 價格風險

本集團並未就本集團於活躍市場並無市場報價的非上市股本投資承擔重大價格風險。

(e) 信貸風險

本集團的信貸風險主要關於其受限制銀行結餘、銀行結餘及現金、貿易及其他應收款項以及給予第三方之貸款。

上述附註41(a)所概述各類金融資產的賬面值為本集團有關金融資產所承擔的最大信貸風險。為管理來自銀行結餘及現金的風險，本集團僅與國有金融機構及聲譽良好的商業銀行(均為中國、香港及美國的高信貸質素金融機構)進行交易。該等金融機構並無近期違規記錄，故銀行結餘及現金之信貸風險被視為偏低。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(e) Credit risk

Trade receivables

The Group's policy is to deal only with credit worthy counterparties. Credit terms are granted to new customers after a credit worthiness assessment. When considered appropriate, customers may be requested to provide proof as to their financial position. Where available at reasonable cost, reports on customers are obtained and used. Customers who are not considered creditworthy are required to pay in advance or on delivery of goods and provision of services. Payment record of customers is closely monitored. It is not the Group's policy to request collateral from its customers.

In addition, as set out in Note 2.11, the Group assesses ECL under IFRS 9 on trade receivables based on the individual assessment and then compared to the provision matrix, the expected loss rates are based on the payment profile for sales in the past years as well as the corresponding historical credit losses during that period. The historical rates are adjusted to reflect current and forward-looking macroeconomic factors affecting the customer's ability to settle the amount outstanding. At each reporting date, the historical default rates are updated and changes in the forward-looking estimates are analysed. However, given the short period exposed to credit risk, the impact of these macroeconomic factors has not been considered significant within the reporting period.

Trade receivables are written off (i.e. derecognised) when there is no reasonable expectation of recovery. Failure to make payments generally within 180 days from the invoice date and failure to engage with the Group on alternative payment arrangement amongst other is considered indicators of no reasonable expectation of recovery.

41. 財務風險管理及公允值計量(續)

(e) 信貸風險

貿易應收款項

本集團的政策為僅與信譽良好的對手方進行交易。授予新客戶的信貸期於對新客戶進行信用評估後授出。於適當情況下，客戶或會被要求提供其財務狀況的證明文件。倘能以合理成本獲取，則會獲取及使用客戶報告。不被視為信用良好的客戶須預先付款或於收貨及提供服務時付款。客戶的付款記錄會受到密切監察。向客戶索取抵押品並非本集團的政策。

此外，如附註2.11所載，本集團按個別評估根據國際財務報告準則第9號評估貿易應收款項的預期信貸虧損，隨後與撥備矩陣對比，預期虧損率根據過往年度的銷售支付概況以及於該期間相應的過往信貸虧損得出。歷史利率予以調整，以反映影響客戶結算未償還金額能力的當前及未來的宏觀經濟因素。於各報告日期會更新歷史違約率，並分析前瞻性估計變動。然而，鑒於承受信貸風險的時間頗短，該等宏觀經濟因素的影響於報告期間內被視為並不重大。

倘合理預期未能收回，則撇銷貿易應收款項(即終止確認)。一般而言，未能於發票日期後180日內支付款項及未能與本集團進行其他付款安排等，會被視為合理預期未能回收的跡象。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(e) Credit risk (Continued)

Trade receivables (Continued)

On the above basis, the ECL for trade receivables as at 31 December 2022 and 2021 was determined as follows:

PRC

As at 31 December 2022

41. 財務風險管理及公允值計量(續)

(e) 信貸風險(續)

貿易應收款項(續)

按上述基準，於二零二二年及二零二一年十二月三十一日的貿易應收款項的預期信貸虧損釐定如下：

中國

於二零二二年十二月三十一日

			Total allowance 撥備總額
		RMB'000 人民幣千元	RMB'000 人民幣千元
Gross carrying amount – trade receivables	賬面總值－貿易應收款項	12,770	
Individually impaired receivables	個別減值應收款項	(521)	521
		12,249	

		Current by invoice date 按發票日 即期	Within 1 year by invoice date 按發票日 1年內	1 to 2 years by invoice date 按發票日 1至2年	2 to 3 years by invoice date 按發票日 2至3年	Total 總計
ECL rate	預期信貸虧損率	1%	5%	20%	30%	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Gross carrying amount – trade receivables	賬面總值－貿易應收款項	3,156	8,761	332	—	12,249
Lifetime ECL	全期預期信貸虧損	32	470	66	—	568
						1,089

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(e) Credit risk (Continued)

Trade receivables (Continued)

PRC (Continued)

As at 31 December 2021

		Total allowance 撥備總額	
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Gross carrying amount – trade receivables	賬面總值－貿易應收款項	4,748	
Individually impaired receivables	個別減值應收款項	(777)	777
		3,971	

		Current by invoice date 按發票日 即期	Within 1 year by invoice date 按發票日 1年內	1 to 2 years by invoice date 按發票日 1至2年	2 to 3 years by invoice date 按發票日 2至3年	Total 總計	
ECL rate	預期信貸虧損率	1%	5%	20%	30%		
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Gross carrying amount – trade receivables	賬面總值－貿易應收款項	1,630	2,159	127	55	3,971	
Lifetime ECL	全期預期信貸虧損	16	108	25	17	166	166
							943

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(e) Credit risk (Continued)

Trade receivables (Continued)

Outside PRC

ECL rate of current trade receivables are assessed to be 0.1%. For the past due trade receivables, the management of the Group considered the loss allowance provision for the balances outside PRC were immaterial. There is no change in the ECL rate for trade receivables during the end of reporting date mainly due to no significant change in the historical default rates of trade receivables based on which the ECL rate is determined. The management of the Group considered the loss allowance provision for trade receivables was immaterial during the end of reporting date.

Other financial assets at amortised cost

In order to minimise the credit risk of other financial assets at amortised cost, the management would make periodic collective and individual assessment on the recoverability of other financial assets based on historical settlement records and past experience as well as current external information. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In these regards, the credit risk of other receivables, loans to associates and third parties are considered to be low.

Besides, except for the receivables from other receivable set out in Note 27, the management is of opinion that there is no significant increase in credit risk on other receivables since initial recognition as the risk of default is low after considering the factors as set out in note 2.11 and, thus, ECL recognised is based on 12-month ECL.

41. 財務風險管理及公允值計量(續)

(e) 信貸風險(續)

貿易應收款項(續)

中國以外

即期貿易應收款項的預期信貸虧損率已評估為0.1%。就逾期貿易應收款項而言，本集團管理層認為中國境外結餘的虧損撥備不屬重大。於報告日期結束時貿易應收款項的預期信貸虧損率並無變動，主要是由於釐定預期信貸虧損率所依據的貿易應收款項歷史違約率並無顯著變動。本集團管理層認為報告日期結束時貿易應收款項虧損撥備不屬重大。

其他按攤銷成本列賬的金融資產

為將其他按攤銷成本列賬的金融資產的信貸風險減至最低，管理層將根據歷史結算記錄及過往經驗以及當前外部資料，定期就其他金融資產的可收回性作出共同及個別評估。管理層亦執行其他監察程序，確保採取跟進行動，以收回逾期債務。就此而言，其他應收款項以及給予聯營公司及第三方之貸款的信貸風險被視為偏低。

此外，除附註27所述的其他應收款項外，管理層認為其他應收款項的信貸風險自初始確認以來並無顯著增加，原因為經計及附註2.11所載因素後，認為違約風險較低，因此，預期信貸虧損按十二個月的預期信貸虧損確認。除非自初步確認後信貸風險顯著增加，則本集團確認全期預期信貸虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(f) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents. Due to the dynamic nature of the underlying business, the Group aims to maintain flexibility in funding by maintaining adequate cash and cash equivalents.

As at 31 December 2022 and 2021, the Group's remaining contractual maturities for its financial liabilities are mainly within one year. When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay.

The contractual maturity analysis below is based on the undiscounted cash flows of the financial liabilities.

		Within 1 year on demand 於一年內 按要求 RMB'000 人民幣千元	Over 1 year but within 5 years 一年以上 但五年以內 RMB'000 人民幣千元	Over 5 years 五年以上 RMB'000 人民幣千元	Total undiscounted cash outflows 未貼現現金 流出總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
As at 31 December 2022	於二零二二年 十二月三十一日					
Non-derivative financial liabilities	非衍生金融負債					
Trade and other payables	貿易及其他應付款項	46,368	—	—	46,368	46,368
Lease liabilities	租賃負債	15,463	51,554	5,191	72,208	58,727
Bank loan	銀行貸款	1,025	—	—	1,025	1,000
		62,856	51,554	5,191	119,601	106,095
As at 31 December 2021	於二零二一年 十二月三十一日					
Non-derivative financial liabilities	非衍生金融負債					
Trade and other payables	貿易及其他應付款項	48,091	—	—	48,091	48,091
Lease liabilities	租賃負債	11,786	46,824	14,892	73,502	57,188
		59,877	46,824	14,892	121,593	105,279

41. 財務風險管理及公允值計量(續)

(f) 流動資金風險

審慎的流動資金風險管理旨在維持充裕現金及現金等價物。由於有關業務的動態性質，本集團通過維持足夠現金及現金等價物以維持資金的靈活性。

於二零二二年及二零二一年十二月三十一日，本集團的金融負債餘下合約主要於一年內到期。當債權人可選擇負債結算的時間，該負債按本集團可被要求付款的最早日日期列賬。當負債是以分期方式結算，每期被分配至本集團承諾支付的最早時期。

根據金融負債之未貼現現金流量的合約到期分析如下。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(g) Fair value measurements

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

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

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices), and not using significant unobservable inputs.

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

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

41. 財務風險管理及公允值計量(續)

(g) 公允值計量

下表根據公允值層級列示綜合財務狀況表中按公允值計量的金融資產及負債。該層級根據用於計量該等金融資產及負債公允值輸入數值的可觀察性及重要性將金融資產及負債分為三個級別。公允值層級如下：

第一層級：同類資產及負債於活躍市場的報價(未經調整)。

第二層級：除第一級計入的報價外，自資產或負債可直接(即價格)或間接(自價格衍生)觀察的輸入數據，且不使用重大不可觀察輸入數據。

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

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(g) Fair value measurements (Continued)

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

2022

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

2021

		Level 1 第一層級	Level 2 第二層級	Level 3 第三層級	Total 總計
Note 附註		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Assets	資產				
Financial assets at FVTPL	按公允值計入損益之 金融資產				
Unlisted equity investments	非上市股本投資 (a)	—	—	56,192	56,192
Net fair values	公允值淨值	—	—	56,192	56,192

During the year ended 31 December 2022, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2021: there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3).

41. 財務風險管理及公允值計量(續)

(g) 公允值計量(續)

綜合財務狀況表中按公允值計量的金融資產及負債分成以下公允值層級：

二零二二年

二零二一年

截至二零二二年十二月三十一日止年度，第一層級與第二層級之間並無轉撥，亦無轉入或轉出第三層級(二零二一年：第一層級與第二層級之間並無轉撥，亦無轉入或轉出第三層級)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

41. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(g) Fair value measurements (Continued)

Note:

(a) Unlisted equity investments

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

The reconciliation of the carrying amounts of the unlisted equity investments classified within Level 3 of the fair value hierarchy is as follows:

Unlisted equity investment	非上市股本投資	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At 1 January	於一月一日	56,192	69,683
Additions	添置	1,500	9,000
Disposals	出售	(10,561)	(8,350)
Fair value changes recognised in profit or loss	於損益確認的公允價值變動	(1,285)	(14,218)
Dividend income	股息收入	—	77
At 31 December	於十二月三十一日	45,846	56,192

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

41. 財務風險管理及公允價值計量(續)

(g) 公允價值計量(續)

附註：

(a) 非上市股本投資

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

分類為公允價值層級第三級內的非上市股本投資賬面值對賬如下：

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

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

42. CAPITAL MANAGEMENT

The objectives of the Group when managing capital are to safeguard the ability of the Group in continuing as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to enhance shareholders' value in the long term.

The Group monitors capital by regularly reviewing the capital structure. As part of this review, the directors of the Company consider the cost of capital and the risks associated with the issued share capital. The Group may adjust the amount of dividends paid to shareholders, issue new shares, repurchase the Company's shares or sell assets to reduce debts.

42. 資本管理

本集團的資本管理目標為保障本集團的持續經營能力，藉以回報股東及為其他權益持有人提供利益，並維持最佳資本結構以提升股東長遠價值。

本集團通過定期檢討資本架構以監察資本。作為該檢討的一部分，本公司董事考慮資金成本及有關已發行股本的風險。本集團可調整向股東派付的股息金額、發行新股份、購回本公司股份或出售資產來減少債務。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

43. DISCONTINUED OPERATIONS

- (a) Profit for the period from 1 January 2021 to 12 July 2021 from discontinued operations of the Disposal Group are as follows:

43. 已終止經營業務

- (a) 於二零二一年一月一日至二零二一年七月十二日期間來自出售組別的已終止經營業務的溢利如下：

		Period from 1 January 2021 to 12 July 2021 (the Date of Disposal) 二零二一年一月 一日至二零二一年 七月十二日 (「出售日期」)期間 RMB'000 人民幣千元
Revenue	收入	83,995
Cost of revenue	收入成本	(32,040)
Gross profit	毛利	51,955
Other income	其他收益	4,452
Selling and marketing expenses	銷售及市場推廣費用	(3,553)
Administrative expenses	行政開支	(41,008)
Share-based compensation expense	以股份為基礎的酬金開支	—
Finance costs	融資成本	(1,236)
Profit before income tax	除所得稅前溢利	10,610
Income tax credit	所得稅抵免	—
Profit after income tax	除所得稅後溢利	10,610
Gain on disposal of discontinued operations, net of tax (Note)	出售已終止經營業務的收益 (扣除稅項)(附註)	319,033
Profit after tax for the period from discontinued operations	期內來自已終止經營業務 的除稅後溢利	329,643

Profit for the period from 1 January 2021 to 12 July 2021 from discontinued operations did not include depreciation of property, plant and equipment, depreciation of right-of-use assets and amortisation of intangible assets.

於二零二一年一月一日至二零二一年七月十二日，已終止經營業務之期內溢利不包括物業、廠房及設備折舊、使用權資產折舊以及無形資產攤銷。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

43. DISCONTINUED OPERATIONS (Continued)

- (a) Profit for the period from 1 January 2021 to 12 July 2021 from discontinued operations of the Disposal Group are as follows:
(Continued)

Note:

Management has determined that there are no current federal or state income taxes payable in connection with the sale of discontinued operations, after considering the AGAE's tax basis in the stock of WPT, as well as AGAE's projected tax losses for the 2021 tax year.

(b) Gain on disposal of discontinued operations

Analysis of net cash flow in respect of the discontinued operations of the Disposal Group is as follows:

43. 已終止經營業務(續)

- (a) 於二零二一年一月一日至二零二一年七月十二日期間來自出售組別的已終止經營業務的溢利如下:
(續)

附註:

經考慮AGAE於WPT股份的稅務基準及AGAE於二零二一年納稅年度的預計所得稅項虧損後，管理層已確認，現時並無與出售已終止經營業務有關的聯邦或州應付所得稅。

(b) 出售已終止經營業務的收益

就出售組別已終止經營業務的現金流量淨額分析如下:

		As at 12 July 2021 於二零二一年 七月十二日 RMB'000 人民幣千元
Consideration received	已收代價	684,291
Transaction expenses in connection with the disposal	出售相關交易成本	(15,910)
Total cash inflow from disposal	出售所得現金流入總額	668,381

Gain on disposal of discontinued operations

出售已終止經營業務的收益

		As at 12 July 2021 於二零二一年 七月十二日 RMB'000 人民幣千元
Consideration received	已收代價	684,291
Net assets disposed of	已出售資產淨值	(362,263)
Cumulative exchange differences in respect of net assets of the disposal group reclassified from equity to profit or loss on disposal of discontinued operation	出售已終止經營業務時出售組別的資產淨值由權益重新分類為損益的累計匯兌差額	12,915
Transaction expenses in connection with the disposal	出售相關交易成本	(15,910)
Gain on disposal	出售收益	319,033

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度

43. DISCONTINUED OPERATIONS (Continued)

- (c) The cash flows of discontinued operations of the Disposal Group are as follows:

43. 已終止經營業務(續)

- (c) 出售組別的已終止經營業務現金流量如下：

		Period from 1 January 2021 to 12 July 2021 (the Date of Disposal) 二零二一年 一月一日至 二零二一年 七月十二日期間 (「出售日期」) RMB'000 人民幣千元
Net cash flows from/(used in) operating activities	經營活動所得／(所用)之現金流量淨值	414
Net cash flows (used in)/from investing activities	投資活動(所用)／所得之現金流量淨值	(23,950)
Net cash flows from financing activities	融資活動所得之現金流量淨值	—
Net cash outflows	現金流出淨額	(23,536)

44. NON-CASH TRANSACTIONS

The Group entered into the following non-cash financing activities which are not reflected in the consolidated statement of cash flows:

- During the year ended 31 December 2022, the Group entered into certain lease contracts in which additions to right-of-use assets and lease liabilities amounting to HK\$8,586,000 (2021: HK\$9,372,000) was recognised at the lease commencement date; and
- During the year ended 31 December 2021, the Group repaid Convertible Notes of RMB3,754,000 by conversion of common shares of a subsidiary of AGAE.

44. 非現金交易

本集團已訂立下列非現金融資活動，其並未於綜合現金流量表反映：

- 截至二零二二年十二月三十一日止年度，本集團訂立若干租賃合約，其中使用權資產及租賃負債添置8,586,000港元(二零二一年：9,372,000港元)已於租賃開始日期確認；及
- 截至二零二一年十二月三十一日止年度，本集團通過轉換AGAE一間附屬公司的普通股償還可換股票據人民幣3,754,000元。

