



WANKA ONLINE INC.
萬咖壹聯有限公司*

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

Stock Code 股份代號 : 1762

* For identification purposes only 僅供識別



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. GAO Dinan (*Chairman*)
Mr. NIE Xin
Ms. JIANG Yu (*Chief Executive Officer*)
Mr. YU Dingyi

Independent non-executive Directors

Mr. CHEN Baoguo
Mr. JIN Yongsheng
Mr. YU Limin

AUDIT COMMITTEE

Mr. CHEN Baoguo (*Chairman*)
Mr. JIN Yongsheng
Mr. YU Limin

REMUNERATION COMMITTEE

Mr. JIN Yongsheng (*Chairman*)
Mr. CHEN Baoguo
Mr. NIE Xin

NOMINATION COMMITTEE

Mr. GAO Dinan (*Chairman*)
Mr. JIN Yongsheng
Mr. YU Limin

COMPANY SECRETARY

Mr. CHANG Eric Jackson

AUTHORISED REPRESENTATIVES

Mr. GAO Dinan
Mr. CHANG Eric Jackson

董事會

執行董事

高弟男先生 (*主席*)
聶鑫先生
蔣宇女士 (*首席執行官*)
于丁一先生

獨立非執行董事

陳寶國先生
金永生先生
余利民先生

審核委員會

陳寶國先生 (*主席*)
金永生先生
余利民先生

薪酬委員會

金永生先生 (*主席*)
陳寶國先生
聶鑫先生

提名委員會

高弟男先生 (*主席*)
金永生先生
余利民先生

公司秘書

張世澤先生

授權代表

高弟男先生
張世澤先生

AUDITOR

Elite Partners CPA Limited
*Certified Public Accountants and Registered
Public Interest Entity Auditor*
Level 23, YF Life Tower
33 Lockhart Road
Wan Chai, Hong Kong

LEGAL ADVISERS

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1 Connaught Place, Central
Hong Kong

REGISTERED OFFICE

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Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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18 Harcourt Road
Hong Kong

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN CHINA

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Universal Business Park
No. 10 Jiuxianqiao Road
Chaoyang District, Beijing
PRC

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

核數師

開元信德會計師事務所有限公司
執業會計師及註冊
公眾利益實體核數師
香港灣仔
駱克道33號
萬通保險大廈23樓

法律顧問

有關香港法律：
威爾遜•桑西尼•古奇•羅沙迪律師事務所
香港
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註冊辦事處

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

香港主要營業地點

香港
夏慤道18號
海富中心1座1001室

總部及中國主要營業地點

中國
北京朝陽區
酒仙橋路10號
恒通商務園
B22座4層

開曼群島主要股份過戶登記處

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

CORPORATE INFORMATION

公司資料

HONG KONG SHARE REGISTRAR

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

PRINCIPAL BANKS

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

China Merchants Bank, Huizhong Beili Branch
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Chaoyang District
Beijing, PRC

COMPANY WEBSITE

www.wankaonline.com

STOCK CODE

1762

香港股份過戶登記處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

主要往來銀行

滙豐銀行(中國)有限公司北京分行
中國北京市
朝陽區
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招商銀行慧忠北里支行
中國北京市
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公司網站

www.wankaonline.com

股份代號

1762

Dear Shareholders,

After years of dedicated efforts and strategic foresight, the Company's business now spans across all ecosystems of mainstream smartphone operating system, including Android, Huawei HarmonyOS and Apple iOS. This distinctive position highlights the Company as the sole entity with extensive collaborations with top smartphone manufacturers such as Huawei, Xiaomi, OPPO, vivo, HONOR and Apple concurrently. Stepping into 2024, domestic market demand has been on the rise, with a noticeable resurgence in the export shipments of smartphones from China and a continual rise in the number of mobile games and applications. Thanks to our comprehensive business channel coverage, we are well-positioned to excel in the upward trend of this industry, steadily progressing towards the achievement of double-digit revenue growth and positive profit growth. We are also strengthening our research and development efforts, continuously iterating and exploring new technological edges to maintain our industry-leading position. I am pleased to present to the Shareholders our interim report for 2024.

FINANCIAL PERFORMANCE

During the first half of 2024, we yielded significant returns due to the combined effects from the strength, valuable experience and business strategies we had accumulated over the past few years. Our total revenue for the first half of 2024 amounted to RMB1,232.1 million, representing an increase of 17.7% from RMB1,047.2 million in the corresponding period in 2023. Our gross profit increased by 3.2% on a period-on-period basis to RMB136.7 million, and our profit after tax grew by 9.2% on a period-on-period basis to RMB47.0 million.

致各位股東：

公司經過近幾年的潛心耕耘和佈局，業務已全面覆蓋所有智能手機主流操作系統生態——包括安卓系統、華為鴻蒙系統以及蘋果iOS系統，是唯一一家同時與華為、小米、OPPO、vivo、榮耀、蘋果等頂級智能手機製造商深度合作的公司。進入二零二四年，國內市場需求持續恢復，中國智能手機出貨量明顯回暖，移動遊戲和應用程序數量不斷提升。得益於我們全面的業務渠道覆蓋，我們能夠在這行業向上趨勢中更好地展現實力，穩步前進，實現收益兩位數的增長及利潤的正向增長。我們亦持續加強研發投入，不斷迭代更新並研發新的技術領域，使我們可以始終保持行業領先水平。本人欣然向股東提呈我們截至二零二四年中期業績報告。

財務表現

我們在近幾年積累的實力、寶貴經驗以及業務佈局在二零二四年上半年得到了不錯的回報。我們在二零二四年上半年的總收益為人民幣1,232.1百萬元，較二零二三年同期的人民幣1,047.2百萬元增加17.7%。我們的毛利同比增加3.2%至人民幣136.7百萬元及我們的稅後利潤同比增加9.2%至人民幣47.0百萬元。

CHAIRMAN'S STATEMENT

主席報告書

BUSINESS REVIEW

In the first half of 2024, we achieved high-quality results, which benefited from the continuous expansion and refinement of our business channels over the past few years. In the mobile advertising distribution business, as the only player deeply and simultaneously engaging in partnerships with top-tier smartphone manufacturers such as Huawei, Xiaomi, OPPO, vivo, HONOR and Apple, we continued to deepen our presence and pursue a comprehensive arsenal of strategies in the mobile advertising distribution sector, persistently generating greater value for our customers and business partners, which had earned us ongoing recognition from our business partners and clients. As a core service provider for iQiyi, we have initiated a number of collaborations in the video sector since last year. Leveraging our accumulated experience in distribution, we have achieved remarkable results during the first half in 2024. Our revenue from the mobile advertising services amounted to RMB1,191.0 million for the six months ended 30 June 2024, representing a period-on-period growth of 16.1% from RMB1,025.9 million for the six months ended 30 June 2023. Our business expansion has also enabled us to acquire and analyze more high-quality desensitized data, allowing us to accumulate rich experience across various ecosystems of operating system and promotion channels. In light of such results, we have increased our investment in technological research and development by continuing to iterate and upgrade our distribution technologies across all channels, and delved into new technological domains, which will ensure that we maintain our industry-leading position. Our research and development costs amounted to RMB30.6 million for the first half of 2024, representing a period-on-period increase of 11.9%.

We have persistently committed to the prosperous development of the Quick App ecosystem. As an operator of Quick Apps, we continue to explore and research various ecosystem scenarios and new technology standards, thereby playing a key role in the formulation and development of technical standards for Quick Apps. Stepping into 2024, our Quick App technology covers over 1.5 billion devices, including smartphones, watches, speakers, TVs, vehicle displays and other smart devices, with more than 30,000 developers involved and a monthly usage scale exceeding 10 billion instances. Furthermore, our Quick App technology adapts to various interactive scenarios, contributing to the comprehensive ecosystem prosperity. Following the implementation of unified standards, interfaces and tools for Quick Apps, we aim to assist smartphone and smart device manufacturers to bring in crucial data traffic, promoting smooth collaboration among smartphone manufacturers, smart device manufacturers, developers and ecosystem partners.

業務回顧

我們可以在二零二四年上半年取得高質量的成績，得益於近幾年我們不斷擴展和完善的業務渠道。在移動廣告分發業務上，作為唯一一家同時與華為、小米、OPPO、vivo、榮耀、蘋果等所有主流頂級智能手機製造商深度合作的公司，我們在移動廣告分發領域持續深耕與全面佈局，為我們的客戶和業務合作夥伴不斷創造更大價值。獲得了業務合作夥伴和客戶對我們的持續認可。公司作為愛奇藝的核心服務商，我們從去年開始在視頻領域展開了多項合作。結合我們對於分發的經驗積累，我們於二零二四年上半年獲得了非常不錯的效果。我們來自移動廣告服務的收益由截至二零二三年六月三十日止六個月的人民幣1,025.9百萬元增加至截至二零二四年六月三十日止六個月的人民幣1,191.0百萬元，同比增長16.1%；業務的擴展也使我们得以掌握和分析更多優質的脫敏數據，為我們在多種操作系統生態和推廣渠道積累豐富的經驗，為此，我們加強了對技術研發的投入，以更好地對各渠道的投放技術進行迭代更新並持續研發新的技術領域，使我們可以始終保持行業領先水平。我們的研發成本在二零二四年上半年同比增加11.9%至人民幣30.6百萬元。

我們始終致力於快應用生態的繁榮發展。作為快應用的運營方，我們不斷探索和研發多種生態場景和新技術標準，在快應用的技術標準制定和發展中發揮著關鍵作用。進入二零二四年，快應用技術覆蓋設備超過15億台，包含手機、手表、音箱、電視、車機屏幕等多種智能設備類型，開發者數量超過3萬名，月使用量級超過100億次，適配多種不同場景交互，生態規模全面繁榮。我們通過推行快應用統一標準、統一接口、統一工具，旨在幫助手機和多種智能設備製造商佈局重要的流量入口，促進手機製造商、智能設備製造商、開發者和生態夥伴的順暢合作。

BUSINESS OUTLOOK

As a leading provider of ecosystem services and precision internet marketing services, we have been accumulating strengths in our areas of expertise over the past few years. Such preparation has rewarded us with a fairly satisfying result in the first half in 2024. Moving forward into the second half of the year, we will continue to deepen our operations across multiple platforms and channels by further cultivating the Android ecosystem, enhancing our comprehensive collaboration with Huawei HarmonyOS and strengthening the expansion of our global business within the Apple iOS ecosystem, which will continue to help expand our market share, while maintaining and expanding our leading position in the industry. With the increasing consolidation of our operations in mainland China, we will continue to actively explore and expand into overseas markets in the future to support the internationalisation of Chinese games. In the second half of 2024, the MHA, Quick App Alliance and Intelligent Terminal Golden Seal Alliance will all host a series of industry exchanges, technical development conferences and developer salons. We are committed to improving the community and technological ecosystems, enhancing industry influence and meeting the diverse research and development, and operational requirements of ecosystem participants, to lay a solid foundation for the long-term development of the Company.

APPRECIATION

On behalf of the Board, I hereby express my sincere appreciation to the management team and all employees. Your dedication and outstanding performance have enabled the Company to maintain steady growth in the ever-changing market environment. We also extend our heartfelt gratitude to our partners, Shareholders and other stakeholders for their enduring trust and support over the years. Looking ahead, we are committed to further enhancing our professional capabilities to provide better services to a diverse range of participants in the mobile internet ecosystem, and make greater contributions to the long-term development of the industry ecosystem.

Mr. GAO Dinan

Chairman and Executive Director

Hong Kong
28 August 2024

未來展望

作為一家生態服務商和互聯網精準營銷服務商，過去幾年我們在擅長的領域積累實力，厚積薄發，在二零二四年上半年獲得了不錯的收穫，步入下半年，我們將繼續深化經營多平台和全渠道領域，深耕安卓生態環境，加深與華為鴻蒙系統的全面合作，加強對蘋果iOS生態全球業務的拓展，繼續擴大市場份額，保持並擴大在行業中的領先優勢。隨著內地業務不斷夯實，未來我們將繼續積極向海外業務進行探索和擴展，為中國遊戲出海保駕護航。在二零二四下半年，硬核聯盟、快應用聯盟和移動智能終端生態聯盟均將舉辦一系列的行業交流會、技術發展會議和開發者沙龍，我們致力於完善社群和技術生態，提升行業影響力，滿足生態參與者的多種研發和運營需求，為公司的長遠發展奠定堅實基礎。

致謝

本人謹代表董事會，向我們的管理團隊和全體員工致以誠摯的感謝。你們的辛勤付出和卓越表現，使公司在不斷變化的市場環境中保持了穩健的發展。同時，我們也要特別感謝我們的合作夥伴、股東及其他利益相關者，感謝他們一直以來對我們的信任和支持。未來，我們將繼續努力，提升我們的專業能力，為廣大移動互聯網生態參與者提供更加優質的服務，為行業生態的長遠發展貢獻更多力量。

高弟男先生

主席兼執行董事

香港
二零二四年八月二十八日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Six Months Ended 30 June 2024 Compared to Six Months Ended 30 June 2023

截至二零二四年六月三十日止六個月與截至二零二三年六月三十日止六個月之比較

		Six months ended 30 June		Period on period 按期 %
		截至六月三十日止六個月	截至六月三十日止六個月	
		2024	2023	
		二零二四年	二零二三年	
		RMB'000	RMB'000	
		人民幣千元	人民幣千元	
Revenue	收益	1,232,052	1,047,189	17.7
Cost of sales	銷售成本	(1,095,339)	(914,683)	19.8
Gross profit	毛利	136,713	132,506	3.2
Other income and gains	其他收入及收益	3,845	7,232	-46.8
Selling and distribution expenses	銷售及分銷開支	(15,270)	(11,355)	34.5
Research and development costs	研發成本	(30,571)	(27,314)	11.9
Impairment loss on accounts receivable	應收賬款減值虧損	(5,218)	(4,783)	9.1
Administrative expenses	行政開支	(24,627)	(25,289)	-2.6
Other expenses and losses	其他開支及虧損	(2,062)	(1,441)	43.1
Share-based payment expenses	以股份為基礎的 付款開支	-	(10,064)	-100.0
Finance costs	財務成本	(5,967)	(4,771)	25.1
Share of loss in an associate	分佔一間聯營公司虧損	-	(2,264)	-100.0
Profit before tax	除稅前溢利	56,843	52,457	8.4
Income tax expense	所得稅開支	(9,852)	(9,412)	4.7
Profit for the period	期內溢利	46,991	43,045	9.2
<i>Non-HKFRS Measures (unaudited)</i>	<i>非香港財務報告準則 計量 (未經審核)</i>			
Adjusted EBITDA⁽¹⁾	經調整EBITDA⁽¹⁾	68,705	72,298	-5.0
Adjusted net profit⁽²⁾	經調整淨溢利⁽²⁾	46,991	53,109	-11.5

Notes:

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

附註：

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

REVENUES

Our revenues from mobile advertising services increased by 16.1% from RMB1,025.9 million for the six months ended 30 June 2023 to RMB1,191.0 million for the six months ended 30 June 2024, due to the increase in the number of mobile games we advertised during the six months ended 30 June 2024.

In addition, we generated revenues from our online-video distribution services and game co-publishing services in the amount of RMB20.9 million (30 June 2023: RMB5.2 million) and RMB3.3 million (30 June 2023: RMB1.7 million), respectively.

The following table sets forth the comparative figures for the six months ended 30 June 2024 and 2023.

收益

我們來自移動廣告服務的收益由截至二零二三年六月三十日止六個月的人民幣1,025.9百萬元增加16.1%至截至二零二四年六月三十日止六個月的人民幣1,191.0百萬元，原因為我們於截至二零二四年六月三十日止六個月期間推廣的移動遊戲數量增加。

此外，我們分別自網絡視頻產品分發服務及遊戲聯運服務產生收益金額人民幣20.9百萬元（二零二三年六月三十日：人民幣5.2百萬元）及人民幣3.3百萬元（二零二三年六月三十日：人民幣1.7百萬元）。

下表載列截至二零二四年及二零二三年六月三十日止六個月的比較數字。

		Six months ended 30 June 截至六月三十日止六個月			
		2024 二零二四年		2023 二零二三年	
		<i>RMB'000</i>	<i>% of total revenues</i>	<i>RMB'000</i>	<i>% of total revenues</i>
		人民幣千元	佔總收益的百分比	人民幣千元	佔總收益的百分比
Revenues	收益				
Mobile advertising	移動廣告	1,190,987	96.6%	1,025,924	98.0%
Online-video distribution	網絡視頻產品分發	20,887	1.7%	5,242	0.5%
Game co-publishing	遊戲聯運	3,283	0.3%	1,737	0.2%
Others*	其他*	16,895	1.4%	14,286	1.3%
Total	總計	1,232,052	100%	1,047,189	100%

* Includes revenues from software maintenance services.

* 包括軟件維護服務的收益。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Mobile Advertising Services

We generated revenues by distributing advertisements of marketers' mobile apps and mobile games in the distribution channels of our MHA members, non-MHA smartphone manufacturers and non-smartphone manufacturer distribution channel suppliers. We also offered a variety of advertising formats across our distribution channels, including app store search ads, in-feed ads, banner ads, interstitial ads and splash screen ads, to suit our customers' specific needs. The following table sets forth a breakdown of our advertising revenues by source for the six months ended 30 June 2024 and 2023, respectively:

移動廣告服務

我們透過在硬核聯盟成員、非硬核聯盟智能手機製造商及非智能手機製造商分發渠道供應商的分發渠道中分發行業客戶的移動應用程序及移動遊戲廣告以產生收益。我們亦於分發渠道中提供各類廣告形式(包括應用程序商店搜尋廣告、信息流內廣告、橫幅廣告、插頁式廣告及閃屏廣告)以迎合我們客戶的特定需求。下表載列截至二零二四年及二零二三年六月三十日止六個月我們按來源劃分的廣告收益明細：

Six months ended 30 June

截至六月三十日止六個月

		2024		2023	
		二零二四年		二零二三年	
		RMB'000	% of total revenues	RMB'000	% of total revenues
		人民幣千元	佔總收益的百分比	人民幣千元	佔總收益的百分比
Mobile game distribution	移動遊戲分發	1,188,845	99.8%	1,023,243	99.7%
Mobile app distribution	移動應用程序分發	2,142	0.2%	2,681	0.3%
Total	總計	1,190,987	100%	1,025,924	100%

Our mobile advertising revenue generated from mobile game distribution increased from RMB1,023.2 million for the six months ended 30 June 2023 to RMB1,188.8 million for the six months ended 30 June 2024, representing an increase of RMB165.6 million, or 16.2%, as compared to the corresponding period in 2023, primarily because we expanded the number of mobile games we marketed and obtained new mobile game distribution channels from smartphone manufacturers during the six months ended 30 June 2024. Our mobile advertising revenue from mobile app distribution decreased from RMB2.7 million for the six months ended 30 June 2023 to RMB2.1 million for the six months ended 30 June 2024, representing a decrease of RMB0.6 million, or 22.2%, as compared to the corresponding period in 2023, primarily due to the decrease in the number of mobile apps we marketed during the six months ended 30 June 2024.

我們來自移動遊戲分發的移動廣告收益由截至二零二三年六月三十日止六個月人民幣1,023.2百萬元增加至截至二零二四年六月三十日止六個月人民幣1,188.8百萬元，較二零二三年同期增加人民幣165.6百萬元或16.2%。收益增加主要是因為我們於截至二零二四年六月三十日止六個月擴增我們推廣的移動遊戲數量並向智能手機製造商取得新移動遊戲分發渠道所致。我們來自移動應用程序分發的移動廣告收益由截至二零二三年六月三十日止六個月人民幣2.7百萬元減少至截至二零二四年六月三十日止六個月人民幣2.1百萬元，較二零二三年同期減少人民幣0.6百萬元或22.2%，主要是由於截至二零二四年六月三十日止六個月期間我們推廣的移動應用程序數量減少所致。

Online-video Distribution Services

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

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

We generated revenue in the amount of RMB20.9 million for this business line during the first half of 2024, representing an increase of RMB15.7 million, or 301.9%, as compared to the corresponding period in 2023, mainly due to the increase in the number of online-videos we distributed. The videos we distribute are mainly in the areas of finance, entertainment and movies.

Game Co-publishing Services

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

Our revenues from game co-publishing services increased from RMB1.7 million for the six months ended 30 June 2023 to RMB3.3 million for the six months ended 30 June 2024. As at 30 June 2024, we had co-published 69 mobile games in China.

網絡視頻產品分發服務

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

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

該業務在二零二四年上半年產生收益金額人民幣20.9百萬元，而與二零二三年同期相比增加人民幣15.7百萬元，或301.9%，主要乃由於我們所分發的網絡視頻數目增加。我們分發的視頻主要為金融、娛樂及電影領域。

遊戲聯運服務

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

我們自遊戲聯運服務取得收益由截至二零二三年六月三十日止六個月人民幣1.7百萬元增加至截至二零二四年六月三十日止六個月人民幣3.3百萬元。於二零二四年六月三十日，我們於中國已聯運69款移動遊戲。

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COST OF SALES

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

Cost of sales increased by 19.8% from RMB914.7 million for the six months ended 30 June 2023 to RMB1,095.3 million for the six months ended 30 June 2024. This increase was primarily driven by the increase in distribution fees to our distribution channels, which was in line with the increase in our revenues during the first half of 2024.

GROSS PROFIT AND MARGINS

As a result of the foregoing, our gross profit increased by 3.2% from RMB132.5 million for the six months ended 30 June 2023 to RMB136.7 million for the six months ended 30 June 2024. The increase in gross profit was primarily due to the increase in the transaction volume of our mobile advertising business on our platform during the six months ended 30 June 2024.

The gross profit margin decreased from 12.7% for the six months ended 30 June 2023 to 11.1% for the six months ended 30 June 2024. The decrease in gross profit margin was primarily due to the increase in cost of traffic acquisition as a result of a more expensive traffic price in our industry.

OTHER INCOME AND GAINS

Other income and gains decreased from RMB7.2 million for the six months ended 30 June 2023 to RMB3.8 million for the six months ended 30 June 2024, primarily due to the decrease in additional deduction for value-added tax arising from preferential tax treatment we recognised.

銷售成本

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

銷售成本由截至二零二三年六月三十日止六個月的人民幣914.7百萬元增加19.8%至截至二零二四年六月三十日止六個月的人民幣1,095.3百萬元。該增加主要由於我們分發渠道的分發費用增加，與我們於二零二四年上半年的收益增加一致。

毛利及毛利率

由於上述理由，我們的毛利由截至二零二三年六月三十日止六個月的人民幣132.5百萬元增加3.2%至截至二零二四年六月三十日止六個月的人民幣136.7百萬元。毛利增加主要是由於我們截至二零二四年六月三十日止六個月期間我們平台上的移動廣告業務的交易量增加所致。

毛利率由截至二零二三年六月三十日止六個月的12.7%下降至截至二零二四年六月三十日止六個月的11.1%。毛利率下降乃主要歸因於行業流量價格上漲導致購買流量的成本增加。

其他收入及收益

其他收入及收益由截至二零二三年六月三十日止六個月的人民幣7.2百萬元減少至截至二零二四年六月三十日止六個月的人民幣3.8百萬元，主要由於我們確認的優惠稅項待遇產生的增值稅加計扣除減少。

SELLING AND DISTRIBUTION EXPENSES

Selling and distribution expenses primarily consisted of sales employee salaries and related benefit expenses, traveling costs, conference costs and marketing expenses. Our selling and distribution expenses increased by 34.5% from RMB11.4 million for the six months ended 30 June 2023 to RMB15.3 million for the six months ended 30 June 2024, mainly attributable to the increase in marketing and advertising expenses.

RESEARCH AND DEVELOPMENT COSTS

Research and development costs primarily included fees paid to third party consulting service providers and employee salaries and related benefit expenses. Our research and development costs increased by 11.9% from RMB27.3 million for the six months ended 30 June 2023 to RMB30.6 million for the six months ended 30 June 2024, primarily due to the increase in research and development expenses of our systems.

IMPAIRMENT LOSS ON ACCOUNTS RECEIVABLE

We recorded impairment loss on accounts receivable of approximately RMB5.2 million during the six months ended 30 June 2024, representing an increase of 9.1% from RMB4.8 million for the six months ended 30 June 2023, primarily as a result of the general and specific provision for credit loss from our accounts receivable.

ADMINISTRATIVE EXPENSES

Our administrative expenses decreased by 2.6% from RMB25.3 million for the six months ended 30 June 2023 to RMB24.6 million for the six months ended 30 June 2024, which was mainly attributable to the decrease in staff costs and related expenses.

OTHER EXPENSES AND LOSSES

Other expenses and losses increased by 43.1% from RMB1.4 million for the six months ended 30 June 2023 to RMB2.1 million for the six months ended 30 June 2024, primarily due to the increase in tax-related surcharges incurred.

銷售及分銷開支

銷售及分銷開支主要包括銷售僱員薪金及相關福利開支、差旅成本、會議成本及營銷開支。銷售及分銷開支由截至二零二三年六月三十日止六個月的人民幣11.4百萬元增加34.5%至截至二零二四年六月三十日止六個月的人民幣15.3百萬元，主要由於營銷及廣告開支增加。

研發成本

研發成本主要包括向第三方諮詢服務提供商支付的費用及僱員薪金及相關福利開支。我們的研發成本由截至二零二三年六月三十日止六個月的人民幣27.3百萬元增加11.9%至截至二零二四年六月三十日止六個月的人民幣30.6百萬元，主要由於我們系統研發開支增加所致。

應收賬款減值虧損

截至二零二四年六月三十日止六個月，我們錄得應收賬款減值虧損約為人民幣5.2百萬元，較截至二零二三年六月三十日止六個月人民幣4.8百萬元增加9.1%，主要由於我們應收賬款計提的一般性及特別信貸虧損撥備。

行政開支

我們的行政開支由截至二零二三年六月三十日止六個月的人民幣25.3百萬元減少2.6%至截至二零二四年六月三十日止六個月的人民幣24.6百萬元，主要由於員工成本及相關開支減少。

其他開支及虧損

其他開支及虧損由截至二零二三年六月三十日止六個月的人民幣1.4百萬元增加43.1%至截至二零二四年六月三十日止六個月的人民幣2.1百萬元，主要由於所產生的稅務相關附加費增加所致。

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SHARE-BASED PAYMENT EXPENSES

Our share-based payment expenses decreased from RMB10.1 million for the six months ended 30 June 2023 to nil for the six months ended 30 June 2024, because the RSUs we granted in prior years had been all vested by 2023.

FINANCE COSTS

Our finance costs increased from RMB4.8 million for the six months ended 30 June 2023 to RMB6.0 million for the six months ended 30 June 2024, primarily due to the increase in bank borrowings during the six months ended 30 June 2024.

INCOME TAX EXPENSE

Our income tax expense increased by 4.7% from RMB9.4 million for the six months ended 30 June 2023 to RMB9.9 million for the six months ended 30 June 2024. The increase was primarily attributable to increase in taxable profit of our subsidiaries in China.

PROFIT FOR THE PERIOD

As a result of the reasons discussed above, our profit for the period increased from RMB43.0 million for the six months ended 30 June 2023 to RMB47.0 million for the six months ended 30 June 2024.

以股份為基礎的付款開支

我們以股份為基礎的付款開支由截至二零二三年六月三十日止六個月的人民幣10.1百萬元減少至截至二零二四年六月三十日止六個月的零，原因為我們於過往年度授予的受限股份單位於二零二三年前已全部歸屬。

財務成本

我們的財務成本由截至二零二三年六月三十日止六個月的人民幣4.8百萬元增加至截至二零二四年六月三十日止六個月的人民幣6.0百萬元，主要由於截至二零二四年六月三十日止六個月銀行借款增加所致。

所得稅開支

我們的所得稅開支由截至二零二三年六月三十日止六個月的人民幣9.4百萬元增加4.7%至截至二零二四年六月三十日止六個月的人民幣9.9百萬元。有關增加主要由於我們中國附屬公司的應課稅溢利增加。

期內溢利

基於上述所討論的理由，我們的期內溢利由截至二零二三年六月三十日止六個月的人民幣43.0百萬元增加至截至二零二四年六月三十日止六個月的人民幣47.0百萬元。

NON-HKFRS MEASURES

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

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

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

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

非香港財務報告準則計量

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

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

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

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

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		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Profit for the period	期內溢利	46,991	43,045
Add:	加：		
Depreciation	折舊	4,536	3,203
Amortisation of intangible assets	無形資產攤銷	1,359	1,803
Finance cost	財務成本	5,967	4,771
Income tax expense	所得稅開支	9,852	9,412
Share-based payment expenses	以股份為基礎的付款開支	-	10,064
Adjusted EBITDA (unaudited)	經調整EBITDA(未經審核)	68,705	72,298
		2024 二零二四年 RMB'000 人民幣千元	2023 二零二三年 RMB'000 人民幣千元
Profit for the period	期內溢利	46,991	43,045
Add:	加：		
Share-based payment expenses	以股份為基礎的付款開支	-	10,064
Adjusted Net Profit (unaudited)	經調整淨溢利(未經審核)	46,991	53,109

SELECTED FINANCIAL INFORMATION FROM OUR CONSOLIDATED STATEMENT OF FINANCIAL POSITION

我們綜合財務狀況表的節選財務 資料

		As at 30 June 於六月三十日 2024 二零二四年 RMB'000 人民幣千元	As at 31 December 於十二月三十一日 2023 二零二三年 RMB'000 人民幣千元	Change 變動
Cash and bank balance	現金及銀行結餘	580,089	534,899	8.4%
Bank borrowings	銀行借款	390,985	303,500	28.8%
Current assets	流動資產	2,013,378	1,795,549	12.1%
Current liabilities	流動負債	703,751	563,893	24.8%
Net current assets	流動資產淨值	1,309,627	1,231,656	6.3%
Total equity	股權總額	1,452,294	1,404,976	3.4%

Cash and Bank Balances

As at 30 June 2024, we had cash and bank balances of RMB580.1 million, as compared with RMB534.9 million as at 31 December 2023. The increase in cash and bank balances was mainly due to the increase in our bank borrowings. Our cash and bank balances were denominated in Renminbi, Hong Kong dollars and US dollars. We currently do not use any financial instruments for hedging purposes.

Bank Borrowings

Our bank borrowings as at 31 December 2023 amounted to RMB303.5 million, among which, (1) the bank borrowings of RMB10.0 million were secured by pledged deposits of RMB10.4 million provided by one of our subsidiaries, (2) the bank borrowings of RMB177.5 million were guaranteed by three of our subsidiaries, (3) the bank borrowings of RMB90.0 million were guaranteed by our Company and (4) the bank borrowings of RMB245.5 million were guaranteed by Mr. Gao.

現金及銀行結餘

於二零二四年六月三十日，我們擁有現金及銀行結餘人民幣580.1百萬元，而於二零二三年十二月三十一日則為人民幣534.9百萬元。我們的現金及銀行結餘增加主要由於我們的銀行借款增加。我們擁有的現金及銀行結餘按人民幣、港元及美元計值。我們目前沒有使用任何金融工具進行對沖。

銀行借款

我們的銀行借款於二零二三年十二月三十一日為人民幣303.5百萬元，其中，(1)銀行借款人民幣10.0百萬元以我們的其中一間附屬公司提供的人民幣10.4百萬元已抵押存款作抵押；(2)銀行借款人民幣177.5百萬元由我們的其中三間附屬公司擔保；(3)銀行借款人民幣90.0百萬元由本公司擔保及(4)銀行借款人民幣245.5百萬元由高先生擔保。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As at 30 June 2024, our bank borrowings increased to RMB391.0 million, among which, (1) the bank borrowings of RMB10.0 million are secured by pledged deposits of RMB10.4 million provided by one of our subsidiaries, (2) the bank borrowings of RMB315.0 million are guaranteed by three of our subsidiaries, (3) the bank borrowings of RMB30.0 million are guaranteed by our Company and (4) the bank borrowings of RMB283.0 million are guaranteed by Mr. Gao. All the bank borrowings as at 30 June 2024 were denominated in RMB and will be mature within one year, with fixed interest rates ranging from 1.500% to 4.150% per annum. The increase in bank borrowings was primarily due to the increase in external loans used for our business expansion.

Net Current Assets

Our net current assets were RMB1,309.6 million as at 30 June 2024, compared to RMB1,231.7 million as at 31 December 2023. Our current assets were RMB2,013.4 million as at 30 June 2024, compared to RMB1,795.5 million as at 31 December 2023, primarily due to the increase in accounts receivable and prepayment, deposits and other receivables. Our accounts receivable were RMB746.1 million as at 30 June 2024, compared to RMB680.8 million as at 31 December 2023, mainly attributable to the increase of outstanding receivables resulting from our business expansion especially the increased revenue from mobile advertising business. Our prepayments, deposits and other receivables were RMB687.2 million as at 30 June 2024, compared to RMB579.9 million as at 31 December 2023, mainly attributable to the increase in purchase of prepaid data traffic for the Group's business development needs. Our current liabilities were RMB703.8 million as at 30 June 2024, compared to RMB563.9 million as at 31 December 2023, primarily due to the increase in interest-bearing bank borrowings and accounts payable.

Total Equity

As at 30 June 2024, our total equity was RMB1,452.3 million, compared to RMB1,405.0 million as at 31 December 2023, mainly due to the net profit occurred during the six months ended 30 June 2024.

於二零二四年六月三十日，我們的銀行借款增加至人民幣391.0百萬元，其中，(1)銀行借款人民幣10.0百萬元以我們其中一間附屬公司提供的人民幣10.4百萬元已抵押存款作抵押；(2)銀行借款人民幣315.0百萬元由我們的其中三間附屬公司擔保；(3)銀行借款人民幣30.0百萬元由本公司擔保；及(4)銀行借款人民幣283.0百萬元由高先生擔保。於二零二四年六月三十日，銀行借款全部以人民幣計值，將於一年內到期，固定年利率介於1.500%至4.150%之間。銀行借款增加主要是由於我們業務擴張所用的外部貸款增加所致。

流動資產淨值

我們的流動資產淨值於二零二四年六月三十日為人民幣1,309.6百萬元，而於二零二三年十二月三十一日則為人民幣1,231.7百萬元。我們的流動資產於二零二四年六月三十日為人民幣2,013.4百萬元，而於二零二三年十二月三十一日則為人民幣1,795.5百萬元，主要由於應收賬款及預付款項、按金及其他應收款項增加。於二零二四年六月三十日，我們的應收賬款為人民幣746.1百萬元，而於二零二三年十二月三十一日則為人民幣680.8百萬元，主要由於我們的業務擴展，尤其是移動廣告業務收入增加導致未償還應收款項增加所致。我們的預付款項、按金及其他應收款項於二零二四年六月三十日為人民幣687.2百萬元，而於二零二三年十二月三十一日為人民幣579.9百萬元，主要乃因本集團業務發展需求購入預付費數據流量增加所致。我們的流動負債於二零二四年六月三十日為人民幣703.8百萬元，而於二零二三年十二月三十一日則為人民幣563.9百萬元，主要由於計息銀行借款及應付賬款增加。

股權總額

於二零二四年六月三十日，我們的股權總額為人民幣1,452.3百萬元，而於二零二三年十二月三十一日則為人民幣1,405.0百萬元，主要由於截至二零二四年六月三十日止六個月產生淨溢利。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

KEY FINANCIAL RATIOS

主要財務比率

		As at 30 June 於六月三十日 2024 二零二四年	As at 31 December 於十二月三十一日 2023 二零二三年
Current ratio (times) ⁽¹⁾	流動比率 (倍數) ⁽¹⁾	2.9	3.2
Gearing ratio (%) ⁽²⁾	資產負債比率 (%) ⁽²⁾	32.8	28.8
		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年	2023 二零二三年
Adjusted net profit margin (%) ⁽³⁾	經調整淨溢利率 (%) ⁽³⁾	3.8	5.1

Notes:

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

附註：

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

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Current Ratio

Our current ratio decreased from 3.2 as at 31 December 2023 to 2.9 as at 30 June 2024, primarily due to the increase in current liabilities resulting from the increase in bank borrowings and accounts payable.

Gearing Ratio

Our gearing ratio increased from 28.8% as at 31 December 2023 to 32.8% as at 30 June 2024, mainly due to the increase of total liabilities.

Adjusted Net Profit Margin

Our adjusted net profit margin decreased from 5.1% for the six months ended 30 June 2023 to 3.8% for the six months ended 30 June 2024, primarily due to the decrease in gross profit margin during the six months ended 30 June 2024 as compared to the six months ended 30 June 2023.

CAPITAL EXPENDITURE AND INVESTMENTS

Our capital expenditures consist of additions to property, plant and equipment and intangible assets. Our capital expenditures amounted to RMB505,000 and RMB279,000 for the six months ended 30 June 2024 and 2023, respectively.

FUNDING AND TREASURY POLICIES

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

FOREIGN EXCHANGE RISK

Our Group's subsidiaries primarily operate in the PRC and are exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the U.S. dollar and the Hong Kong dollar. Therefore, foreign exchange risk primarily arose from recognised assets and liabilities in our Group's PRC subsidiaries when receiving or to receive foreign currencies from, or paying or to pay foreign currencies to, overseas business partners. We did not hedge against any fluctuation in foreign currency during the six months ended 30 June 2024.

流動比率

我們的流動比率由二零二三年十二月三十一日的3.2減少至二零二四年六月三十日的2.9，主要由於銀行借款及應付賬款增加導致流動負債增加。

資產負債比率

我們的資產負債比率由二零二三年十二月三十一日的28.8%增加至二零二四年六月三十日的32.8%，主要由於總負債增加。

經調整淨溢利率

我們的經調整淨溢利率由截至二零二三年六月三十日止六個月的5.1%減少至截至二零二四年六月三十日止六個月的3.8%，主要由於截至二零二四年六月三十日止六個月的毛利率相較截至二零二三年六月三十日止六個月有所下降。

資本開支及投資

我們的資本開支包括添置物業、廠房及設備以及無形資產。我們於截至二零二四年及二零二三年六月三十日止六個月的資本開支分別為人民幣505,000元及人民幣279,000元。

融資及財務政策

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

外匯風險

本集團附屬公司主要於中國經營業務，面臨不同貨幣（主要為美元及港元）所產生的外匯風險。因此，外匯風險主要來自本集團中國附屬公司向境外業務合作夥伴收取或未來收取外幣或支付或未來支付外幣時所確認的資產及負債。截至二零二四年六月三十日止六個月，我們並無對沖任何外幣波動。

SIGNIFICANT INVESTMENTS HELD

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

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

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

MATERIAL ACQUISITIONS AND DISPOSALS

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

PLEDGE OF ASSETS

Certain deposits placed with banks were used as pledged assets for the Group's bank borrowings. For more details, please refer to the Note 14 to the interim condensed consolidated financial statements.

CONTINGENT LIABILITIES

As at 30 June 2024, we did not have any material contingent liabilities (31 December 2023: Nil).

INTERIM DIVIDEND

The Board did not recommend the payment of an interim dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

所持重大投資

本集團並無持有對任何其他公司股權的任何重大投資。

重大投資及資本資產的未來計劃

本集團並無有關重大投資及資本資產的其他計劃。

重大收購及出售

本集團並無任何重大收購及出售附屬公司、聯營公司或合營企業。

資產抵押

若干抵押予銀行的存款乃用作本集團銀行借款的抵押資產。更多詳情，請參閱中期簡明綜合財務報表附註14。

或然負債

於二零二四年六月三十日，我們並無任何重大或然負債（二零二三年十二月三十一日：無）。

中期股息

董事會並不建議就截至二零二四年六月三十日止六個月派付中期股息（截至二零二三年六月三十日止六個月：無）。

OTHER INFORMATION

其他資料

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

As of 30 June 2024, the interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or which were recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix C3 of the Listing Rules were as follows:

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

董事及主要行政人員於股份、相關股份及債權證中的權益及淡倉

截至二零二四年六月三十日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及第8分部已通知本公司及聯交所的權益及淡倉（包括根據證券及期貨條例有關條文其被當作或視為擁有的權益及淡倉），或已記入根據證券及期貨條例第352條須予存置的登記冊的權益及淡倉，或根據上市規則附錄C3所載標準守則已另行通知本公司及聯交所的權益及淡倉如下：

董事及主要行政人員於本公司或本公司相聯法團擁有的權益

Name	Name of Corporation	Capacity/ Nature of Interest	Number of Shares	Long/short position	Approximate Percentage of Shareholding in the Company ⁽¹⁾ (%) 佔本公司股權 概約百分比 ⁽¹⁾ (%)
姓名	公司名稱	身份／權益性質	股份數目	好倉／淡倉	
Mr. GAO Dinan ⁽²⁾	The Company	Interest in controlled corporations; interest held jointly	419,209,300	Long position	27.48
高弟男先生 ⁽²⁾	本公司	受控法團權益； 共同持有權益	419,209,300	好倉	27.48
Mr. NIE Xin 聶鑫先生	The Company 本公司	Beneficial owner 實益擁有人	1,587,000 1,587,000	Long position 好倉	0.11 0.11
Ms. JIANG Yu ⁽³⁾ 蔣宇女士 ⁽³⁾	The Company 本公司	Beneficial owner 實益擁有人	2,790,000 2,790,000	Long position 好倉	0.18 0.18

Notes:

附註：

(1) The calculation is based on the total number of 1,525,743,350 Shares in issue as of 30 June 2024.

(1) 該計算乃基於截至二零二四年六月三十日已發行股份總數1,525,743,350股股份。

- (2) Wanka Media Limited is wholly owned by Mr. Gao, and Wanka Media Limited is the general partner of United Millennial Tech Limited Partnership. Therefore, under the SFO, Mr. Gao is deemed to be interested in (i) the 243,909,300 Shares held by Wanka Media Limited, and (ii) the 175,300,000 Shares held by United Millennial Tech Limited Partnership.
- (3) Ms. JIANG Yu is interested in (i) 397,000 Shares and (ii) RSUs granted to her under the 2019 Share Incentive Scheme entitling her to receive 2,393,000 Shares.

Save as disclosed above, as of 30 June 2024, none of the Directors or the chief executives of the Company had or was deemed to have any interest or short position in the Shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) that was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or required to be recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

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

As of 30 June 2024, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

- (2) Wanka Media Limited由高先生全資擁有，而Wanka Media Limited為United Millennial Tech Limited Partnership之普通合夥人。因此，根據證券及期貨條例，高先生被視為於(i) Wanka Media Limited持有的243,909,300股股份，及(ii) United Millennial Tech Limited Partnership持有的175,300,000股股份中擁有權益。
- (3) 蔣宇女士於(i) 397,000股股份及(ii)根據二零一九年股份激勵計劃獲授的受限制股份單位(賦予其權利收取2,393,000股股份)中擁有權益。

除上文披露者外，截至二零二四年六月三十日，董事或本公司最高行政人員概無於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有或被視為擁有須根據證券及期貨條例第XV部第7及第8分部通知本公司及聯交所的任何權益或淡倉(包括根據證券及期貨條例有關條文其被當作或視為擁有的權益及淡倉)，或須記入根據證券及期貨條例第352條須存置的登記冊的任何權益或淡倉，或根據標準守則須另行通知本公司及聯交所的任何權益或淡倉。

主要股東於股份及相關股份的權益及淡倉

截至二零二四年六月三十日，就董事所深知，下列人士(並非董事或本公司最高行政人員)於本公司根據證券及期貨條例第336條規定須存置的登記冊所記錄之股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的權益或淡倉：

OTHER INFORMATION

其他資料

Name	Capacity/Nature of Interest	Number of Shares	Long/short position	Approximate Percentage of Shareholding in the Company ⁽¹⁾ (%)
姓名	身份／權益性質	股份數目	好倉／淡倉	佔本公司股權概約百分比 ⁽¹⁾ (%)
Wanka Media Limited ⁽²⁾	Beneficial Interest;	243,909,300	Long position	15.99
Wanka Media Limited ⁽²⁾	實益權益；	243,909,300	好倉	15.99
	Interest in a controlled corporation	175,300,000	Long position	11.49
	受控法團權益	175,300,000	好倉	11.49
Ms. LU Haiyan ⁽²⁾	Interest of spouse	419,209,300	Long position	27.48
陸海燕女士 ⁽²⁾	配偶權益	419,209,300	好倉	27.48
United Millennial Tech Limited Partnership ⁽²⁾	Beneficial Interest	175,300,000	Long position	11.49
United Millennial Tech Limited Partnership ⁽²⁾	實益權益	175,300,000	好倉	11.49
Korea Investment Partners Co., Ltd. ⁽³⁾	Interest in controlled corporations	101,202,430	Long position	6.63
Korea Investment Partners Co., Ltd. ⁽³⁾	受控法團權益	101,202,430	好倉	6.63
Korea Investment Holdings Co., Ltd. ⁽³⁾	Interest in controlled corporations	101,202,430	Long position	6.63
Korea Investment Holdings Co., Ltd. ⁽³⁾	受控法團權益	101,202,430	好倉	6.63

Notes:

附註：

(1) The calculation is based on the total number of 1,525,743,350 Shares in issue as of 30 June 2024.

(1) 該計算乃基於二零二四年六月三十日已發行股份總數1,525,743,350股股份。

(2) Ms. LU Haiyan is the spouse of Mr. Gao. Wanka Media Limited is wholly owned by Mr. Gao, and Wanka Media Limited is the general partner of United Millennial Tech Limited Partnership. There are 8 limited partners of United Millennial Tech Limited Partnership, and none of such limited partners holds more than one third of the limited partnership in United Millennial Tech Limited Partnership. Therefore, under the SFO, Wanka Media Limited is deemed to be interested in United Millennial Tech Limited Partnership's entire interests, and Ms. LU Haiyan, is deemed to be interested in Mr. Gao's entire interests.

(2) 陸海燕女士為高先生的配偶。Wanka Media Limited由高先生全資擁有，而Wanka Media Limited為United Millennial Tech Limited Partnership之普通合夥人。United Millennial Tech Limited Partnership擁有8名有限合夥人，惟概無相關有限合夥人持有United Millennial Tech Limited Partnership三分之一以上的有限合夥權。因此，根據證券及期貨條例，Wanka Media Limited被視為於United Millennial Tech Limited Partnership的全部權益中擁有權益，且陸海燕女士被視為於高先生的全部權益中擁有權益。

(3) The general partner of each of KIP Overseas Expansion Platform Fund (“KIP Overseas”) and KIP Bright (Chengdu) Equity Investment Partnership (LP) (景誠(成都)股權投資基金合夥企業(有限合夥)) (“KIP Bright”) is Korea Investment Partners Co., Ltd., which is controlled by Korea Investment Holdings Co., Ltd. Therefore, Korea Investment Partners Co., Ltd. and Korea Investment Holdings Co., Ltd. are deemed to be interested in the entire interests held by KIP Overseas and KIP Bright, namely 95,142,500 and 6,059,930 Shares, respectively.

Save as disclosed above, as of 30 June 2024, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

SHARE INCENTIVE SCHEMES

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

2016 Share Incentive Scheme

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

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

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

(3) KIP Overseas Expansion Platform Fund (「KIP Overseas」)及景誠(成都)股權投資基金合夥企業(有限合夥)(「景誠」)各自的普通合夥為由Korea Investment Holdings Co., Ltd. 控制的Korea Investment Partners Co., Ltd.。因此，Korea Investment Partners Co., Ltd. 及Korea Investment Holdings Co., Ltd. 被視為分別於KIP Overseas及景誠持有的全部權益(即95,142,500股及6,059,930股股份)中擁有權益。

除上文所披露者外，截至二零二四年六月三十日，董事並不知悉任何人士(並非董事或本公司最高行政人員)於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部須予披露的權益或淡倉，或根據證券及期貨條例第336條須記入該條所指的登記冊的權益或淡倉。

股份激勵計劃

本公司已採納二零一六年股份激勵計劃及二零一九年股份激勵計劃。

二零一六年股份激勵計劃

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

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

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

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

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

Further details of the 2016 Share Incentive Scheme are set out in the Prospectus and the 2023 annual report of the Company.

As of 30 June 2024, we had granted RSUs representing 62,500,000 Shares under the 2016 Share Incentive Scheme. During the six months ended 30 June 2024, no RSUs were granted or agreed to be granted under the 2016 Share Incentive Scheme. Details of the RSUs granted pursuant to the 2016 Share Incentive Scheme are as set out below:

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

二零一六年股份激勵計劃僅涉及現有股份且因其計劃限額而不允許作出進一步授予。

二零一六年股份激勵計劃的進一步詳情載於本公司的招股章程及二零二三年年報。

截至二零二四年六月三十日，我們根據二零一六年股份激勵計劃授出代表62,500,000股股份的受限制股份單位。截至二零二四年六月三十日止六個月，概無根據二零一六年股份激勵計劃已授出或同意授出受限制股份單位。有關根據二零一六年股份激勵計劃已授出的受限制股份單位之詳情載列如下：

Category/Name of grantee	Date of Grant	Number of Shares underlying the RSUs as at January 1, 2024 截至二零二四年一月一日的受限制股份單位相關股份數目	Number of Shares underlying the exercised RSUs during the Reporting Period 報告期內已行使受限制股份單位相關股份數目	Number of Shares underlying the cancelled RSUs during the Reporting Period 報告期內已註銷的受限制股份單位相關股份數目	Number of Shares underlying the lapsed RSUs during the Reporting Period 報告期內已失效的受限制股份單位相關股份數目	Number of Shares underlying the RSUs as at June 30, 2024 截至二零二四年六月三十日的受限制股份單位相關股份數目	Vesting Period 歸屬期	Exercise Price (US\$) 行使價(美元)	Weighted Average Closing Price of the Shares before exercise 行使前股份的加權平均收市價
承授人類別/ 姓名	授出日期								

Other grantees

其他承授人

28 employees	31 March 2016 to 16 September 2021	8,096,235 Shares	-	-	-	8,096,235 Shares	2018 to 2023	0.000002	N/A
28名僱員	二零一六年三月三十一日至二零二一年九月十六日	8,096,235股股份	-	-	-	8,096,235股股份	二零一八年至二零二三年	0.000002	不適用

Movements in the number of RSUs outstanding are as follows:

尚未行使的受限制股份單位數目變動如下：

	Number of RSUs 受限制股份單位數目
Outstanding balance as of 1 January 2024	8,096,235
截至二零二四年一月一日的尚未行使結餘	8,096,235
Granted	-
已授出	-
Forfeited	-
已沒收	-
Exercised	-
已行使	-
Outstanding balance as of 30 June 2024	8,096,235
截至二零二四年六月三十日的尚未行使結餘	8,096,235

2019 Share Incentive Scheme

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

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

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

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

二零一九年股份激勵計劃

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

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

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

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

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

As of 30 June 2024, we had granted RSUs representing 91,738,000 Shares under the 2019 Share Incentive Scheme. During the six months ended 30 June 2024, no RSUs were granted or agreed to be granted under the 2019 Share Incentive Scheme. Details of the RSUs granted pursuant to the 2019 Share Incentive Scheme are set out below:

有關二零一九年股份激勵計劃的進一步詳情載於本公司日期為二零二三年四月二十五日的通函及本公司二零二三年年報。

截至二零二四年六月三十日，我們根據二零一九年股份激勵計劃授出代表91,738,000股股份的受限制股份單位。於截至二零二四年六月三十日止六個月，概無根據二零一九年股份激勵計劃授出或同意授出受限制股份單位。有關根據二零一九年股份激勵計劃已授出之受限制股份單位的詳情載列如下：

Category/Name of grantee	Date of Grant	Number of Shares underlying the RSUs as at January 1, 2024 截至二零二四年一月一日 的受限制股份單位相關股份數目	Number of Shares underlying the exercised RSUs during the Reporting Period 報告期內已行使受限制股份單位相關股份數目	Number of Shares underlying the cancelled RSUs during the Reporting Period 報告期內已註銷的受限制股份單位相關股份數目	Number of Shares underlying the lapsed RSUs during the Reporting Period 報告期內已失效的受限制股份單位相關股份數目	Number of Shares underlying the RSUs as at June 30, 2024 截至二零二四年六月三十日 的受限制股份單位相關股份數目	Vesting Period 歸屬期	Exercise Price (US\$) 行使價 (美元)	Weighted Average Closing Price of the Shares before exercise 於行使前 股份的加權 平均收市價
Directors/Senior management 董事／高級管理人員									
Ms. JIANG Yu 蔣宇女士	24 April 2020, 11 May 2021 二零二零年 四月二十四日， 二零二一年 五月十一日	2,393,000 Shares 2,393,000 股股份	-	-	-	2,393,000 Shares 2,393,000 股股份	2020- 2022 二零二零年 至二零二二年	0.0000002	N/A 不適用
Other grantees 其他承授人									
22 employees 22名僱員	24 April 2020 to 28 April 2022 二零二零年 四月二十四日至 二零二二年 四月二十八日	25,744,000 Shares 25,744,000 股 股份	15,000,000 Shares 15,000,000 股股份	-	-	10,744,000 Shares 10,744,000 股股份	2020 to 2023 二零二零年至 二零二三年	0.0000002	HK\$0.15 0.15 港元

Movements in the number of RSUs outstanding are as follows:

尚未行使的受限制股份單位數目變動如下：

	Number of RSUs 受限制股份單位數目
Outstanding balance as of 1 January 2024	28,137,000
截至二零二四年一月一日的尚未行使結餘	28,137,000
Granted	-
已授出	-
Forfeited	-
已沒收	-
Exercised	(15,000,000)
已行使	(15,000,000)
Outstanding balance as of 30 June 2024	13,137,000
截至二零二四年六月三十日的尚未行使結餘	13,137,000

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

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

The maximum number of Shares underlying all options and awards available for grant under the Scheme Mandate Limit was 152,574,335 Shares as of June 30, 2024.

截至二零二四年六月三十日，根據計劃授權限額可供授出的所有購股權及獎勵所涉的最高股份數目為152,574,335股。

As no awards were granted under the share schemes of the Company during the six months ended 30 June 2024, the number of Shares that may be issued in respect of options and awards granted under all share schemes of the Company during the Reporting Period is nil. Accordingly, the value of the number of shares that may be issued in respect of options and awards granted under all share schemes of the Company during the Reporting Period divided by the weighted average number of Shares in issue for the Reporting Period is nil.

由於截至二零二四年六月三十日止六個月內並無根據本公司股份計劃授出任何獎勵，報告期內根據本公司所有股份計劃授出之購股權及獎勵可發行之股份數目為零。因此，報告期內根據本公司所有股份計劃授出的購股權及獎勵可發行的股份數目除以報告期內已發行股份加權平均數目為零。

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CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining and promoting stringent corporate governance. The principle of the Company's corporate governance is to promote effective internal control measures, uphold a high standard of ethics, transparency, responsibility and integrity in all aspects of business, to ensure that its affairs are conducted in accordance with applicable laws and regulations and to enhance the transparency and accountability of the Board to all shareholders. The Company has adopted the CG Code as set out in Appendix C1 to the Listing Rules as its own code of corporate governance.

During the six months ended 30 June 2024, the Company has complied with all applicable code provisions set out in the CG Code.

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

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding directors' securities transactions. Having made specific enquiries of all Directors, each of the Directors has confirmed that he/she has complied with the required standards as set out in the Model Code during the six months ended 30 June 2024.

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

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors had engaged in or had any interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group during the six months ended 30 June 2024.

企業管治常規

本公司致力於維持及推行嚴格的企業管治。本公司企業管治的原則是推廣有效的內部控制措施，於業務各個方面秉持高標準的道德水平、透明度、責任承擔及誠信，確保所有事宜均按照相關法律法規開展，增進董事會工作的透明度及加強董事會對全體股東的責任承擔。本公司已採納上市規則附錄C1所載的企業管治守則作為其自身的企業管治守則。

於截至二零二四年六月三十日止六個月，本公司一直遵守企業管治守則載列的所有適用守則條文。

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

證券交易標準守則

本公司已就董事進行證券交易採納標準守則作為其自身的行為守則。經向全體董事作出具體查詢，各董事已確認，彼於截至二零二四年六月三十日止六個月已遵守標準守則所載的規定標準。

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

董事於競爭業務的權益

於截至二零二四年六月三十日止六個月內，概無董事直接或間接從事任何與本集團業務發生競爭或可能發生競爭的業務或於該等業務中擁有任何權益。

RISK MANAGEMENT AND INTERNAL CONTROL

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

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

風險管理及內部控制

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

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

OTHER INFORMATION

其他資料

Risk Management

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

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

The Audit Committee, on behalf of the Board, continuously reviews the risk management and internal control systems. The review process comprises, among other things, meetings with management of business groups, internal audit team, legal, personnel and the external auditors, reviewing the relevant work reports and information of key performance indicators, and discussing the major risks with the senior management of the Company. The Board is of the view that throughout the six months ended 30 June 2024, the risk management and internal control systems of the Company are effective and adequate.

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

風險管理

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

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

審核委員會代表董事會持續檢討風險管理及內部監控系統。檢討的程序包括（但不限於）與各事業群管理團隊、內部審核部門、法務人員以及外聘核數師舉行會議，審閱相關工作報告和關鍵業績指標信息，以及與本公司高級管理層討論重大風險。就截至二零二四年六月三十日止六個月而言，董事會認為本公司的風險管理及內部監控系統有效及充足。

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

HUMAN RESOURCES

The Group had 386 employees as at 30 June 2024. The Group enters into employment contracts with its employees to cover matters such as position, term of employment, wage, employee benefits and liabilities for breaches and grounds for termination. Remuneration of the Group's employees includes basic salaries, allowances, bonus and other employee benefits, and is determined with reference to their experience, qualifications and general market conditions. The emolument policy for the employees of the Group is set up by the Board on the basis of their merit, qualification and competence.

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

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2024.

AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

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

人力資源

於二零二四年六月三十日，本集團有386名員工。本集團與僱員訂立僱傭合約，訂明職位、僱用年期、工資、僱員福利、違約責任及終止理由等事宜。本集團僱員的薪酬包括基本薪金、津貼、花紅及其他僱員福利，並參考彼等之經驗、資歷及一般市場狀況釐定。本集團僱員的薪酬政策由董事會根據僱員的長處、資歷及能力而制定。

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

購買、出售或贖回本公司上市證券

於截至二零二四年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

審核委員會及審閱財務報表

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

OTHER INFORMATION

其他資料

The Audit Committee has reviewed the unaudited interim consolidated financial statements of the Group for the six months ended 30 June 2024. The Audit Committee has also reviewed the accounting policies and practices adopted by the Company and discussed matters in relation to, among others, risk management, internal control and financial reporting of the Group with senior management. Based on this review and discussions with the management, the Audit Committee was satisfied that the Group's unaudited interim consolidated financial statements were prepared in accordance with applicable accounting standards and fairly present the Group's financial position and results for the six months ended 30 June 2024.

The interim consolidated financial statements of the Group for the six months ended 30 June 2024 have not been audited or reviewed by Elite Partners CPA Limited, the Company's Auditor.

CHANGES IN INFORMATION OF DIRECTORS

The Directors confirm that no information is required to be disclosed pursuant to Rule 13.51B of the Listing Rules.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

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

EVENTS AFTER THE REPORTING PERIOD

On 31 July 2024, Mr. GAO Dinan, Wanka Media Limited, Ms. JIANG Yu and PioneerHorizons Limited entered into an acting-in-concert agreement, pursuant to which they acknowledged and confirmed, among other things, they would act in concert with each other in relation to their limited partnership interests in United Millennial Tech Limited Partnership during the effective period from 31 July 2024 to the date of termination by mutual consent of the Concerted Parties. Please refer to the announcement of the Company dated 31 July 2024 for details.

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

審核委員會已審閱本集團於截至二零二四年六月三十日止六個月的未經審核中期綜合財務報表。審核委員會亦已審閱本公司所採納的會計政策及常規，並與高級管理層討論有關(其中包括)本集團風險管理、內部控制及財務匯報等事宜。根據該審閱及與管理層的討論，審核委員會已信納本集團的未經審核中期綜合財務報表已根據適用會計準則編製及公平呈列本集團於截至二零二四年六月三十日止六個月的財務狀況及業績。

本集團截至二零二四年六月三十日止六個月的中期綜合財務報表未經本公司核數師開元信德會計師事務所有限公司審核或審閱。

董事資料變更

董事確認概無資料須根據上市規則第13.51B條予以披露。

根據上市規則之持續披露責任

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

報告期後事項

於二零二四年七月三十一日，高弟男先生、Wanka Media Limited、蔣宇女士及PioneerHorizons Holdings Limited訂立一致行動協議，據此，彼等知悉並確認(其中包括)於二零二四年七月三十一日至一致行動人士一致同意終止的日期的有效期間，彼等將就彼等於United Millennial Tech Limited Partnership的有限合夥權益採取一致行動。詳情請參閱本公司日期為二零二四年七月三十一日的公告。

除上文所披露者外，報告期後並無其他可能影響本集團的重大事項。

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

中期簡明綜合損益表

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

			For the six months ended 30 June 截至六月三十日止六個月	
			2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
		Notes 附註		
REVENUE	收益	4	1,232,052	1,047,189
Cost of sales	銷售成本		(1,095,339)	(914,683)
Gross profit	毛利		136,713	132,506
Other income and gains	其他收入及收益	4	3,845	7,232
Selling and distribution expenses	銷售及分銷開支		(15,270)	(11,355)
Research and development costs	研發成本		(30,571)	(27,314)
Impairment loss on accounts receivable	應收款項減值虧損		(5,218)	(4,783)
Administrative expenses	行政開支		(24,627)	(25,289)
Other expenses and losses	其他開支及虧損		(2,062)	(1,441)
Share-based payment expenses	以股份為基礎的付款開支	18	-	(10,064)
Finance costs	財務成本	5	(5,967)	(4,771)
Share of loss in an associate	分攤一間聯營公司虧損		-	(2,264)
PROFIT BEFORE TAX	除稅前溢利	6	56,843	52,457
Income tax expense	所得稅開支	7	(9,852)	(9,412)
PROFIT FOR THE PERIOD	期內溢利		46,991	43,045
PROFIT FOR THE PERIOD ATTRIBUTABLE TO:	以下人士應佔			
Owners of the Company	期內溢利： 本公司擁有人		44,875	40,442
Non-controlling interest	非控股權益		2,116	2,603
			46,991	43,045
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (expressed in RMB per share)	本公司普通權益持有人應佔每股盈利 (以每股人民幣元列示)	9		
- Basic	- 基本		RMB0.03 人民幣0.03元	RMB0.03 人民幣0.03元
- Diluted	- 攤薄		RMB0.03 人民幣0.03元	RMB0.03 人民幣0.03元

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

中期簡明綜合全面收益表

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

		For the six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
PROFIT FOR THE PERIOD	期內溢利	46,991	43,045
OTHER COMPREHENSIVE (LOSS)/INCOME	其他全面(虧損)/收入		
Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:	待後續期間可重新分類至損益的其他全面(虧損)/收入：		
Exchange differences on translation of foreign operations	換算境外業務產生的匯兌差額	(1,783)	281
Net other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods	待後續期間可重新分類至損益的其他全面(虧損)/收入淨額	(1,783)	281
Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods:	不會在後續期間重新分類至損益的其他全面收入/(虧損)：		
Exchange differences on translation of the Company	本公司換算產生的匯兌差額	2,110	(215)
Net other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods	不會在後續期間重新分類至損益的其他全面收入/(虧損)淨額	2,110	(215)
OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	期內其他全面收入，除稅後	327	66
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	期內全面收入總額	47,318	43,111
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD ATTRIBUTABLE TO:	以下人士應佔期內全面收入總額：		
Owners of the Company	本公司擁有人	45,202	40,508
Non-controlling interest	非控股權益	2,116	2,603
		47,318	43,111

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

中期簡明綜合財務狀況表

二零二四年六月三十日 30 June 2024

			30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
		Notes 附註		
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	1,654	1,642
Right-of-use assets	使用權資產		8,567	10,947
Goodwill	商譽	11	32,439	32,439
Other intangible assets	其他無形資產		3,094	4,453
Deferred tax assets	遞延稅項資產		14,785	13,717
Prepayments and other deposits	預付款項及其他按金	13	86,590	114,983
Total non-current assets	非流動資產總值		147,129	178,181
CURRENT ASSETS	流動資產			
Accounts receivable	應收賬款	12	746,134	680,764
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	13	687,155	579,886
Cash and cash equivalents	現金及現金等價物	14	556,785	521,874
Time deposits with original maturity over three months	原到期日超過三個月的定期存款	14	12,930	2,651
Restricted bank deposits	受限制銀行存款	14	10,374	10,374
Total current assets	流動資產總值		2,013,378	1,795,549
CURRENT LIABILITIES	流動負債			
Accounts payable	應付賬款	15	60,166	34,381
Other payables and accruals	其他應付款項及應計款項		94,945	82,599
Contract liabilities	合約負債		35,392	21,990
Interest-bearing bank borrowings	計息銀行借款	16	390,985	303,500
Lease liabilities	租賃負債		5,266	8,514
Income tax payable	應付所得稅		116,997	112,909
Total current liabilities	流動負債總額		703,751	563,893
NET CURRENT ASSETS	流動資產淨值		1,309,627	1,231,656
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		1,456,756	1,409,837

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

中期簡明綜合財務狀況表

二零二四年六月三十日 30 June 2024

			30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
		Notes 附註		
NON-CURRENT LIABILITIES	非流動負債			
Lease liabilities	租賃負債		3,702	3,763
Deferred tax liabilities	遞延稅項負債		760	1,098
Total non-current liabilities	非流動負債總額		4,462	4,861
Net assets	資產淨值		1,452,294	1,404,976
EQUITY	股權			
Equity attributable to owners of the Company	本公司擁有人應佔股權			
Issued capital	已發行股本	17	1	1
Treasury shares	庫存股份	17	—*	—*
Other reserves	其他儲備		1,364,431	1,319,229
Non-controlling interest	非控股權益		1,364,432 87,862	1,319,230 85,746
Total equity	總權益		1,452,294	1,404,976

* The amount is less than RMB1,000.

* 金額不足人民幣1,000元。

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

中期簡明綜合權益變動表

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

		Attributable to owners of the Company 本公司擁有人應佔										
		Issued capital	Treasury shares [†]	Share premium [†]	Capital reserve [†]	Employee share-based compensation reserve [†] 以股份為基礎的僱員薪酬儲備	Statutory reserve funds [†] 法定儲備金 [†]	Exchange fluctuation reserve [†] 匯兌波動儲備	Accumulated losses [†] 累計虧損	Sub-total	Non-controlling interest	Total
		已發行股本 (Unaudited) (未經審核) RMB'000 人民幣千元	庫存股份 [†] (Unaudited) (未經審核) RMB'000 人民幣千元	股份溢價 [†] (Unaudited) (未經審核) RMB'000 人民幣千元	資本儲備 [†] (Unaudited) (未經審核) RMB'000 人民幣千元	薪酬儲備 [†] (Unaudited) (未經審核) RMB'000 人民幣千元	法定儲備金 [†] (Unaudited) (未經審核) RMB'000 人民幣千元	匯兌波動儲備 [†] (Unaudited) (未經審核) RMB'000 人民幣千元	累計虧損 [†] (Unaudited) (未經審核) RMB'000 人民幣千元	小計 (Unaudited) (未經審核) RMB'000 人民幣千元	非控股權益 (Unaudited) (未經審核) RMB'000 人民幣千元	總計 (Unaudited) (未經審核) RMB'000 人民幣千元
At 1 January 2023 (audited)	於二零二三年一月一日(經審核)	1	-	1,828,109	9,532	66,353	26,001	(31,903)	(604,648)	1,293,445	79,379	1,372,824
Profit for the period	期內溢利	-	-	-	-	-	-	40,442	40,442	2,603	-	43,045
Other comprehensive income for the period:	期內其他全面收入：											
Exchange differences	匯兌差額	-	-	-	-	-	66	-	66	-	-	66
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	-	66	40,442	40,508	2,603	-	43,111
Vested restricted share units transferred to employees (Note 17)	轉讓予僱員的已歸屬受限制股份單位(附註17)	-	-	2,686	-	(2,686)	-	-	-	-	-	-
Equity-settled share option arrangements (Note 18)	以權益結算的購股權安排(附註18)	-	-	-	-	10,064	-	-	10,064	-	-	10,064
At 30 June 2023 (unaudited)	於二零二三年六月三十日(未經審核)	1	-	1,830,795	9,532	73,731	26,001	(31,837)	(564,206)	1,344,017	81,982	1,425,999
At 1 January 2024 (audited)	於二零二四年一月一日(經審核)	1	-	1,846,179	9,532	56,432	26,001	(29,755)	(589,160)	1,319,230	85,746	1,404,976
Profit for the period	期內溢利	-	-	-	-	-	-	44,875	44,875	2,116	-	46,991
Other comprehensive income for the period:	期內其他全面收入：											
Exchange differences	匯兌差額	-	-	-	-	-	327	-	327	-	-	327
Total comprehensive income for the period	期內全面收入總額	-	-	-	-	-	327	44,875	45,202	2,116	-	47,318
Vested restricted share units transferred to employees (Note 17)	轉讓予僱員的已歸屬受限制股份單位(附註17)	-	-	5,269	-	(5,269)	-	-	-	-	-	-
At 30 June 2024 (unaudited)	於二零二四年六月三十日(未經審核)	1	-	1,851,448	9,532	51,163	26,001	(29,428)	(544,285)	1,364,432	87,862	1,452,294

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

中期簡明綜合權益變動表

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

The amount is less than RMB1,000.

金額不足人民幣1,000元。

* These reserve accounts comprise the consolidated other reserves of RMB1,364,431,000 (31 December 2023: RMB1,319,229,000) in the interim condensed consolidated statement of financial position.

* 該等儲備賬目包括中期簡明綜合財務狀況表內綜合其他儲備人民幣1,364,431,000元(二零二三年十二月三十一日：人民幣1,319,229,000元)。

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

中期簡明綜合現金流量表

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

		For the six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
		Notes 附註	
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動的現金流量		
Profit before tax	除稅前溢利		52,457
Adjustments for:	就以下各項作出調整：		
Foreign exchange gains, net	外匯收益淨額	6	(1,159)
Finance costs	財務成本	5	4,771
Bank interest income	銀行利息收入	4	(1,270)
Impairment loss on accounts receivable	應收賬款減值虧損	6	4,783
Depreciation of property, plant and equipment	物業、廠房及設備折舊	6	432
Depreciation of right-of-use assets	使用權資產折舊	6	2,771
Amortisation of intangible assets	無形資產攤銷	6	1,803
Gain on derecognition of lease	終止確認租賃的收益	6	–
Loss on disposal of property plant and equipment	出售物業、廠房及 設備虧損		–
Share of loss in an associate	分攤一間聯營公司虧損		2,264
Share-based payment expenses	以股份為基礎的 付款開支	18	10,064
			76,916
Increase in accounts receivable	應收賬款增加		(48,948)
Increase in prepayments, deposit and other receivables	預付款項、按金及其他 應收款項增加		(42,050)
Increase in accounts payable	應付賬款增加		13,058
Increase in contract liabilities	合約負債增加		9,067
Increase/(decrease) in other payables and accruals	其他應付款項及 應計款項增加/(減少)		(5,991)
Cash (used in)/generated from operations	營運(所用)/所得現金		2,052
Interest received	已收利息		895
Income tax paid	已付所得稅		(6,200)
Net cash flows used in operating activities	經營活動所用現金 流量淨額		(3,253)

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

中期簡明綜合現金流量表

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

		For the six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
		Note 附註	
CASH FLOWS FROM INVESTING ACTIVITIES		投資活動的現金流量	
Purchase of items of property, plant and equipment	購買物業、廠房及設備項目	(505)	(279)
Purchase of Right of use assets	購買使用權資產	(1,675)	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	1	-
(Increase)/decrease in time deposits with original maturity over three months	原到期日超過三個月的定期存款(增加)/減少	(10,279)	12,637
Capital injection in an associate	注資聯營公司	-	(2,450)
Net cash flows (used in)/from investing activities	投資活動(所用)/所得現金流量淨額	(12,458)	9,908
CASH FLOWS FROM FINANCING ACTIVITIES		融資活動的現金流量	
Drawdown of bank loans	提取銀行貸款	372,985	195,600
Repayment of bank loans	償還銀行貸款	(285,500)	(246,250)
Principal portion of lease payments	租賃付款的本金部分	(3,776)	(3,087)
Interest paid	已付利息	(5,295)	(4,468)
Decrease of restricted bank deposits	受限制銀行存款減少	-	30,582
Net cash flows from/(used in) financing activities	融資活動所得/(所用)現金流量淨額	78,414	(27,623)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		現金及現金等價物增加/(減少)淨額	
Cash and cash equivalents at beginning of period	期初現金及現金等價物	521,874	538,224
Net foreign exchange difference	淨外匯差額	332	1,225
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期末現金及現金等價物	556,785	518,481

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

中期簡明綜合現金流量表

截至二零二四年六月三十日止六個月 For the six months ended 30 June 2024

		For the six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
		Notes 附註	
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物分析		
Cash and bank balances	現金及銀行結餘	14	556,785
Cash and cash equivalents as stated in the interim condensed consolidated statement of financial position and statement of cash flows	中期簡明綜合財務狀 況表及現金流量表 所示現金及現金等價物	14	556,785

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

中期簡明綜合財務報表附註

二零二四年六月三十日 30 June 2024

1. GENERAL INFORMATION

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

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

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

2.1. Basis of preparation

These unaudited interim condensed consolidated financial statements for the six months ended 30 June 2024 have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting”, issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of Appendix D2 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The unaudited interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements for the year ended 31 December 2023, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all HKFRSs, HKASs and Interpretations).

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

1. 一般資料

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

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

2. 編製基準及主要會計政策

2.1. 編製基準

該等截至二零二四年六月三十日止六個月的未經審核中期簡明綜合財務報表，乃根據由香港會計師公會所頒佈的香港會計準則(「香港會計準則」)第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則附錄D2的適用披露規定而編製。

未經審核中期簡明綜合財務報表並未包括年度財務報表必要的所有資料及披露，故應與本集團截至二零二三年十二月三十一日止年度的年度財務報表一併閱讀，其根據香港財務報告準則(「香港財務報告準則」，包括所有香港財務報告準則、香港會計準則及詮釋)編製。

中期簡明綜合財務報表未經核數師審核及審閱，惟已獲本公司審核委員會審閱。

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

2.2. Change in accounting policies and disclosures

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2023, except for the adoption of new and revised standards effective as at 1 January 2024. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

For the six months ended 30 June 2024, the Group has applied, for the first time, the following new and revised HKFRSs in the preparation of the Group's interim condensed consolidated financial statements.

Amendments to HKFRS 16
香港財務報告準則第16號(修訂本)
Amendments to HKAS 1

香港會計準則第1號(修訂本)
Amendments to HKAS 1

香港會計準則第1號(修訂本)
Amendments to HKAS 7 and HKFRS 7
香港會計準則第7號及香港財務報告
準則第7號(修訂本)

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

2. 編製基準及主要會計政策 (續)

2.2. 會計政策及披露變動

編製中期簡明綜合財務報表與編製本集團截至二零二三年十二月三十一日止年度之年度綜合財務報表所採用之會計政策一致，惟採納於二零二四年一月一日生效之新訂及經修訂準則除外。本集團概無提早採用任何其他已頒佈但未生效之準則、詮釋及修訂。

截至二零二四年六月三十日止六個月，本集團已在本中期簡明綜合財務報表首次應用以下新訂及經修訂香港財務報告準則。

Lease Liability in a Sale and Leaseback
售後租回的租賃負債
Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
負債分類為流動或非流動及對香港詮釋5(二零二零)的相關修訂
Non-current Liabilities with Covenants
附帶契諾的非流動負債
Supplier Finance Arrangements
供應商融資安排

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

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

中期簡明綜合財務報表附註

二零二四年六月三十日 30 June 2024

3. OPERATING SEGMENT INFORMATION

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

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

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

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

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

3. 經營分部資料

本集團根據主要經營決策者審閱用以作出策略性決策的報告釐定經營分部。

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

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

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

3. OPERATING SEGMENT INFORMATION (continued)

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

The segment revenue for the six months ended 30 June 2024 and 2023 are as follows:

3. 經營分部資料 (續)

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

就截至二零二四年及二零二三年六月三十日止六個月的分部收益如下：

		For the six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
Type of goods or services:	商品或服務的類型：		
Mobile advertising services income	移動廣告服務收入	1,190,987	1,025,924
Online-video distribution services income	網絡視頻產品分發 服務收入	20,887	5,242
Game co-publishing services income	遊戲聯運服務收入	3,283	1,737
Software maintenance services income	軟件維護服務收入	16,895	14,286
Total revenue from contracts with customers	客戶合約的總收益	1,232,052	1,047,189

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

中期簡明綜合財務報表附註

二零二四年六月三十日 30 June 2024

3. OPERATING SEGMENT INFORMATION (continued)

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

3. 經營分部資料 (續)

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

		For the six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
Timing of revenue recognition:	收益確認時間：		
Services transferred at a point in time	按時間點轉讓的服務	20,887	5,242
Services transferred over time	隨時間轉讓的服務	1,211,165	1,041,947
Total revenue from contracts with customers	客戶合約的總收益	1,232,052	1,047,189

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

中期簡明綜合財務報表附註

二零二四年六月三十日 30 June 2024

3. OPERATING SEGMENT INFORMATION (continued)

The segment results for the six months ended 30 June 2024 and 2023 are as follows:

3. 經營分部資料 (續)

截至二零二四年及二零二三年六月三十日止六個月的分部業績如下：

		Mobile advertising services 移動廣告服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Online-video distribution services 網絡視頻產品分發服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Game co-publishing services 遊戲聯運服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Software maintenance services 軟件維護服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Total 總計 (Unaudited) (未經審核) RMB'000 人民幣千元
For the six months ended 30 June 2024	截至二零二四年六月三十日止六個月					
Segment revenue	分部收益	1,190,987	20,887	3,283	16,895	1,232,052
Segment cost of sales	分部銷售成本	(1,064,352)	(14,189)	-	(16,798)	(1,095,339)
Segment results	分部業績	126,635	6,698	3,283	97	136,713
Other income and gains	其他收入及收益					3,845
Selling and distribution expenses	銷售及分銷開支					(15,270)
Research and development costs	研發成本					(30,571)
Impairment loss on accounts receivable	應收賬款減值虧損					(5,218)
Administrative expenses	行政開支					(24,627)
Other expenses and losses	其他開支及虧損					(2,062)
Finance costs	財務成本					(5,967)
Profit before tax	除稅前溢利					56,843

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3. OPERATING SEGMENT INFORMATION (continued)

3. 經營分部資料 (續)

		Mobile advertising services 移動廣告服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Online-video distribution services 網絡視頻 產品分發服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Game co-publishing services 遊戲聯運服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Software maintenance services 軟件維護服務 (Unaudited) (未經審核) RMB'000 人民幣千元	Total 總計 (Unaudited) (未經審核) RMB'000 人民幣千元
For the six months ended 30 June 2023	截至二零二三年 六月三十日止六個月					
Segment revenue	分部收益	1,025,924	5,242	1,737	14,286	1,047,189
Segment cost of sales	分部銷售成本	(897,643)	(4,637)	-	(12,403)	(914,683)
Segment results	分部業績	128,281	605	1,737	1,883	132,506
Other income and gains	其他收入及收益					7,232
Selling and distribution expenses	銷售及分銷開支					(11,355)
Research and development costs	研發成本					(27,314)
Impairment loss on accounts receivable	應收賬款減值虧損					(4,783)
Administrative expenses	行政開支					(25,289)
Other expenses and losses	其他開支及虧損					(1,441)
Share-based payment expenses	以股份為基礎的 付款開支					(10,064)
Finance costs	財務成本					(4,771)
Share of loss in an associate	分佔一間聯營公司虧損					(2,264)
Profit before tax	除稅前溢利					52,457

The Group have no major customers which contributed more than 10% of the total revenue for the six months ended 30 June 2024 and 2023.

本集團並無截至二零二四年及二零二三年六月三十日止六個月貢獻超過總收益10%的主要客戶。

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

本集團主要在中國大陸經營，所賺絕大部分收益來自位於中國大陸的外部客戶。

As at 30 June 2024 and 31 December 2023, substantially all of the non-current assets of the Group were located in Mainland China.

於二零二四年六月三十日及二零二三年十二月三十一日，本集團絕大部分非流動資產均位於中國大陸。

4. REVENUE, OTHER INCOME AND GAINS

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

4 收益、其他收入及收益

對本集團收益、其他收入及收益的分析如下：

		For the six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
Revenue from contract with customers within the scope of HKFRS 15:	符合香港財務報告 準則第15號範圍 客戶合約的收益：		
Mobile advertising services	移動廣告服務	1,190,987	1,025,924
Online-video distribution services	網絡視頻產品分發服務	20,887	5,242
Game co-publishing services	遊戲聯運服務	3,283	1,737
Software maintenance services	軟件維護服務	16,895	14,286
		1,232,052	1,047,189
Other income and gains	其他收入及收益		
Other income from contract with customers, within the scope of HKFRS 15:	符合香港財務報告準則 第15號範圍客戶合約 的其他收入：		
Conference service income, net (Note (i))	會議服務收入淨額 (附註(i))	3,596	1,042
Bank interest income	銀行利息收入	668	1,270
Foreign exchange gain, net	外匯收益淨額	5	1,159
Additional deduction for value added tax	增值稅額外扣減	(473)	3,671
Others	其他	49	90
		249	6,190
		3,845	7,232

Notes:

- (i) All the conference service income of the Group is recognised at point in time as those services are provided under HKFRS 15.

附註：

- (i) 根據香港財務報告準則第15號，本集團於有關服務得以提供的時間點確認所有會議服務收入。

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5. FINANCE COSTS

An analysis of finance costs is as follows:

5. 財務成本

對財務成本的分析如下：

		For the six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
Interest on bank borrowings	銀行借款利息	5,484	4,482
Interest on lease liabilities	租賃負債利息	483	289
		5,967	4,771

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6. PROFIT BEFORE TAX

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

6. 除稅前溢利

本集團的除稅前溢利經扣除／(計入)以下各項後得出：

		For the six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
Cost of services	服務成本	1,095,339	914,683
Depreciation and amortisation	折舊及攤銷	5,895	5,006
Employee benefit expenses (excluding directors' and chief executive's remuneration)^:	僱員福利開支(不包括 董事及主要行政 人員的薪酬)^:		
Wages and salaries	工資及薪金	39,511	32,913
Pension scheme contributions^^	退休金計劃供款^^	5,588	3,160
Share-based payment expenses	以股份為基礎的付款開支	-	10,064
		45,099	46,137
Impairment loss on accounts receivable	應收賬款減值虧損	5,218	4,783
Foreign exchange gains, net*	外匯收益淨額*	(5)	(1,159)
Gain on derecognition of lease	終止確認租賃的收益	(16)	-
Bank interest income	銀行利息收入	(668)	(1,270)

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

* 外匯收益淨額計入中期簡明綜合損益表內的「其他收入及收益」下。

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

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

^^ At 30 June 2024, the Group had no forfeited contributions available to reduce its contributions to the pension schemes in future years (31 December 2023: Nil).

^^ 於二零二四年六月三十日，本集團概無已沒收供款可用以削減其於未來年度對退休計劃的供款(二零二三年十二月三十一日：無)。

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7. INCOME TAX

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

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the six months ended 30 June 2024 and 2023. The income tax expenses of the Group for the six months ended 30 June 2024 and 2023 represented current tax expenses related to the Group's operations in Mainland China and deferred tax.

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

7. 所得稅

本公司根據開曼群島法律註冊成立，但毋須繳納開曼群島所得稅。

於截至二零二四年及二零二三年六月三十日止六個月，本集團於香港並未產生任何應課稅溢利，故未計提香港利得稅撥備。本集團於截至二零二四年及二零二三年六月三十日止六個月的所得稅開支指與本集團在中國大陸的經營業務及遞延稅項相關的即期稅項開支。

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

		For the six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
Current – Mainland China	即期－中國大陸		
Charge for the period	期內開支	11,258	10,880
Deferred tax credit	遞延稅項抵免	(1,406)	(1,468)
Total tax charge for the period	期內稅項開支總額	9,852	9,412

8. DIVIDENDS

No dividends have been paid or declared by the Company for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

8. 股息

本公司於截至二零二四年六月三十日止六個月概無派付或宣派任何股息（截至二零二三年六月三十日止六個月：無）。

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

The calculation of the basic earnings per share amount is based on the profit for the period attributable to owners of the Company, and the weighted average number of ordinary shares of 1,504,510,115 (six months ended 30 June 2023: 1,457,829,545) in issue excluding the treasury shares during the period.

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

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

9. 本公司普通權益持有人應佔每股盈利

於計算每股基本盈利金額時乃基於本公司擁有人應佔期內溢利以及1,504,510,115股(截至二零二三年六月三十日止六個月:1,457,829,545股)已發行普通股(不包括庫存股份)的加權平均數。

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

每股基本及攤薄盈利的計算乃基於以下各項：

		For the six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核)	2023 二零二三年 (Unaudited) (未經審核)
Profit for the period attributable to owners of the Company used in the basic and diluted earnings per share calculation (RMB'000)	計算每股基本及攤薄盈利時所用的本公司擁有人應佔期內溢利(人民幣千元)	44,875	40,442
Weighted average number of ordinary shares in issue during the period used in basic earnings per share	計算每股基本盈利時所用的期內已發行普通股加權平均數	1,504,510,115	1,457,829,545
Effect of dilution – weighted average number of ordinary shares: RSUs	攤薄影響—普通股的加權平均數：受限制股份單位	21,233,235	67,913,805
		1,525,743,350	1,525,743,350
Basic earnings per share (expressed in RMB per share)	每股基本盈利(以每股人民幣元列示)	RMB0.03 人民幣0.03元	RMB0.03 人民幣0.03元
Diluted earnings per share (expressed in RMB per share)	每股攤薄盈利(以每股人民幣元列示)	RMB0.03 人民幣0.03元	RMB0.03 人民幣0.03元

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10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2024, the Group acquired items of property, plant and equipment at a total cost of RMB505,000 (six months ended 30 June 2023: RMB279,000), and disposed of or wrote off items of property, plant and equipment with a total net carrying amount of RMB14,000 (six months ended 30 June 2023: Nil).

10. 物業、廠房及設備

截至二零二四年六月三十日止六個月，本集團收購物業、廠房及設備項目之總成本為人民幣505,000元（截至二零二三年六月三十日止六個月：人民幣279,000元），並出售或撇銷物業、廠房及設備項目總賬面淨值人民幣14,000元（截至二零二三年六月三十日止六個月：無）。

11. GOODWILL

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
At 1 January:	於一月一日：		
Cost and net carrying amount	成本及賬面淨值	32,439	34,800
Impairment	減值	—	(2,361)
Cost and net carrying amount at end of the year/period	年／期末成本及賬面淨值	32,439	32,439

11. 商譽

12. ACCOUNTS RECEIVABLE

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Accounts receivable	應收賬款	808,221	737,633
Loss allowance	虧損撥備	(62,087)	(56,869)
Total	總計	746,134	680,764

12. 應收賬款

12. ACCOUNTS RECEIVABLE (continued)

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

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

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Within 3 months	3個月內	447,404	492,772
3 to 12 months	3至12個月	289,849	180,783
1 to 2 years	1至2年	8,881	7,209
		746,134	680,764

12. 應收賬款(續)

本集團部分以信貸形式與其客戶進行交易，惟新客戶除外，其一般被要求預先支付款項。對於移動廣告服務、網絡視頻產品分發服務及軟件維護服務，主要客戶的信貸期一般介乎三個月至六個月不等。本集團致力嚴格控制其未償還應收款項，以將信貸風險降至最低。管理層會對逾期結餘進行定期審查。本集團並無就該等結餘持有任何抵押品及其他信貸強化措施。應收賬款並不計息。

應收賬款(扣除虧損撥備)於報告期間結束時基於發票日期的賬齡分析如下：

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13. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

13. 預付款項、按金及其他應收款項

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Non-current portion	非流動部分		
Prepayment for acquisition of subsidiaries (Note a)	收購附屬公司預付款項 (附註a)	25,131	25,131
Prepayment for acquisition of equity investment (Note b)	收購股權投資預付款項 (附註b)	11,850	11,850
Deposits paid (Note c)	已付按金 (附註c)	47,000	75,700
Rental deposits	租金按金	2,609	2,302
		86,590	114,983
Current portion	流動部分		
Prepayments (Note d)	預付款項 (附註d)	607,822	511,827
Deposits paid (Note e)	已付按金 (附註e)	12,217	12,304
Other receivables (Note f)	其他應收款項 (附註f)	67,116	55,755
		687,155	579,886
		773,745	694,869

13. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

Notes:

- (a) The Company entered into memorandum of understanding (“MOU”) with independent third parties for the acquisition of target companies in 2023, as detailed below:
- (i) On 15 November 2023, the Company entered into the MOU with independent third parties for the proposed acquisition of entire equity interests of a company, namely Whale Awakening CO., Limited. According to the MOU, the Company paid RMB13,131,300 as a deposit for the proposed acquisition, which will be refundable if the proposed acquisition is not completed within one year from the date of the MOU. The acquisition deposit is secured by 100% shares of the target company. The target company is principally engaged in overseas mobile game development and game distribution.
- (ii) On 15 December 2023, the Company entered into the MOU with independent third parties for the proposed acquisition of entire equity interests of a company, namely 北京怡見傾心科技有限公司. According to the MOU, the Company paid RMB12,000,000 as a deposit for the proposed acquisition, which will be refundable if the proposed acquisition is not completed within one year from the date of the MOU. The acquisition deposit is secured by 100% shares of the target company. The target company is principally engaged in science and technology promotion and application service industry.
- (b) On 4 July 2023, the Company entered into the MOU with independent third parties for the proposed acquisition of 18% equity interests of a company, namely Orient Marine Limited, which is principally engaged in overseas advertising, marketing and related services to the domestic game’s developer. According to the MOU, the Company paid RMB11,850,000 as a deposit for the proposed acquisition, which will be refundable if the proposed acquisition is not completed within one year from the date of the MOU. The acquisition deposit is secured by 18% shares of the target company.
- (c) As at 30 June 2024, the deposits paid are for the long term cooperation with the distribution channel suppliers of approximately RMB47,000,000 (2023: RMB67,200,000), the remaining RMBnil (2023: RMB8,500,000) deposit is paid for video content suppliers to ensure long-term video content supply.

13. 預付款項、按金及其他應收款項(續)

附註：

- (a) 於二零二三年，本公司與獨立第三方訂立諒解備忘錄（「諒解備忘錄」），以收購目標公司，詳情如下：
- (i) 於二零二三年十一月十五日，本公司就建議收購Whale Awakening CO., Limited的全部股權與獨立第三方訂立諒解備忘錄。根據諒解備忘錄，本公司已就建議收購支付人民幣13,131,300元作為按金（倘建議收購未能於諒解備忘錄日期起一年內完成，將予以退還）。收購按金以目標公司的100%股份作抵押。目標公司主要從事海外移動遊戲開發及遊戲分發。
- (ii) 於二零二三年十二月十五日，本公司就建議收購北京怡見傾心科技有限公司的全部股權與獨立第三方訂立諒解備忘錄。根據諒解備忘錄，本公司已就建議收購支付人民幣12,000,000元作為按金（倘建議收購未能於諒解備忘錄日期起一年內完成，將予以退還）。收購按金以目標公司的100%股份作抵押。目標公司主要從事科技推廣和應用服務行業。
- (b) 於二零二三年七月四日，本公司就建議收購Orient Marine Limited（主要從事為國內遊戲開發商提供海外廣告、營銷及相關服務）的18%股權與獨立第三方訂立諒解備忘錄。根據諒解備忘錄，本公司已就建議收購支付人民幣11,850,000元作為按金（倘建議收購未能於諒解備忘錄日期起一年內完成，將予以退還）。收購按金以目標公司的18%股份作抵押。
- (c) 於二零二四年六月三十日，已付按金約人民幣47,000,000元（二零二三年：人民幣67,200,000元）用於與分發渠道供應商的長期合作，剩餘按金人民幣零元（二零二三年：人民幣8,500,000元）用於向視頻內容供應商付款，以確保長期的視頻內容供應。

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13. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

Notes: (continued)

- (d) As at 30 June 2024, prepayments mainly comprised of payment advances to the distribution channel suppliers for volume of the Group's advertisement distribution of mobile advertising services amounting to approximately RMB588,567,000 (2023: RMB483,266,000), prepayments to game developers approximately RMB19,255,000 (2023: RMB28,561,000).
- (e) The balances of deposits paid as at 30 June 2024 and 31 December 2023 mainly represent rental deposits and deposits to suppliers of approximately RMB11,623,000 (2023: RMB11,092,000) as security for the due performance and observation of the Group's obligation under the contracts entered into between the Group and its suppliers.
- (f) As at 30 June 2024, other receivables mainly represent value added tax receivables of approximately RMB42,675,000 (2023: RMB44,829,000).
- (g) Where applicable, an impairment analysis is performed at each reporting period date by applying the general approach to provide for expected credit losses of deposits and other receivables prescribed by HKFRS 9. None of the above assets is either past due or impaired. The financial assets included in the above balances related to other receivables, for which there was no recent history of default.
- (h) Impairment of deposits and other receivables is assessed based on 12-month expected credit losses, which are the portion of lifetime expected credit losses that result from the default events that are possible within the twelve months after the reporting date. When there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime expected credit losses. For measuring the expected credit losses, deposits and other receivable have been classified based on shared credit risk characteristics and the days past due. The expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. The expected credit loss rate for deposits and other receivables is minimal.

None of the above assets as at 30 June 2024 and 31 December 2023 is either past due or impaired. The financial assets included in the above balances relate to receivables, for which there was no recent history of default and past due amounts.

13. 預付款項、按金及其他應收款項 (續)

附註：(續)

- (d) 於二零二四年六月三十日，預付款項主要包括就本集團移動廣告服務的廣告分銷金額約人民幣588,567,000元(二零二三年：人民幣483,266,000元)墊款予分銷渠道供應商、預付遊戲開發商的款項約人民幣19,255,000元(二零二三年：人民幣28,561,000元)。
- (e) 於二零二四年六月三十日及二零二三年十二月三十一日的已付按金結餘主要指向供應商支付的租金按金及按金約人民幣11,623,000元(二零二三年：人民幣11,092,000元)，作為妥善履行及觀察本集團及其供應商之間訂立的合約項下的責任的抵押。
- (f) 於二零二四年六月三十日，其他應收款項主要為應收增值稅約人民幣42,675,000元(二零二三年：人民幣44,829,000元)。
- (g) 在適用的情況下，於各報告期進行減值分析，採用一般方法為香港財務報告準則第9號規定的按金及其他應收款項的預期信貸虧損作出撥備。上述資產概無逾期或減值。上述結餘所包括的金融資產與其他應收款項有關，近期並無違約記錄。
- (h) 按金及其他應收款項的減值乃根據因報告日期後十二個月內可能發生的違約事件而導致的12個月預期信貸虧損(全期預期信貸虧損的一部分)進行評估。倘信貸風險自初始起有顯著增加，則將根據全期預期信貸虧損計提撥備。為計量預期信貸虧損，按金及其他應收款項已根據共享信貸風險特性及逾期天數進行分類。預期信貸虧損乃參考本集團的過往虧損記錄採用損失率法估計。調整損失率以反映當前狀況及對未來經濟狀況的預測(如適用)。按金及其他應收款項的預期信貸虧損率極為微小。

於二零二四年六月三十日及二零二三年十二月三十一日，上述資產概無逾期或減值。計入上述結餘內的金融資產涉及並無近期違約記錄及逾期款項的應收款項。

14. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

14. 現金及現金等價物以及已抵押存款

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Cash and bank balances	現金及銀行結餘	580,089	534,899
Less: Restricted bank deposits: Pledged for bank loans (Note 16)	減：受限制銀行存款： 就銀行貸款抵押 (附註16)	(10,374)	(10,374)
Time deposits with original maturity over three months	原到期日逾三個月 的定期存款	(12,930)	(2,651)
Cash and cash equivalents	現金及現金等價物	556,785	521,874
Denominated in:	以下列貨幣計值：		
- RMB	- 人民幣	551,504	514,808
- USD	- 美元	3,418	1,753
- HKD	- 港元	1,863	5,313
		556,785	521,874

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

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

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

銀行現金按基於每日銀行存款利率的浮動利率計息。短期定期存款視乎本集團之實時現金需要，其期限介乎七日至一年期間不等，按其相應之短期定期存款利率計息。銀行結餘乃存放於聲譽卓著且近期並無違約記錄的銀行內。

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15. ACCOUNTS PAYABLE

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

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Within 1 year	1年內	46,690	20,384
1 to 2 years	1至2年	4,994	4,706
More than 2 years	2年以上	8,482	9,291
		60,166	34,381

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

15. 應付賬款

本集團的應付賬款於報告期間結束時基於發票日期作出的賬齡分析如下：

應付賬款不計息，並一般於為期60至90日內結算。

16. INTEREST-BEARING BANK BORROWINGS

Details of the Group's interest-bearing bank borrowings as at 30 June 2024 and 31 December 2023 are as follows:

16. 計息銀行借款

本集團於二零二四年六月三十日及二零二三年十二月三十一日的計息銀行借款的詳情如下：

		As at 30 June 2024 於二零二四年六月三十日		
		Effective contractual interest rate (%) 實際訂約利率 (%)	Maturity 到期日	RMB'000 (Unaudited) 人民幣千元 (未經審核)
Current Bank loans – secured	即期 銀行貸款 – 有抵押	1.500-3.050	2024-2025 二零二四年至 二零二五年	30,000
– unsecured	– 無抵押	2.500-4.150	2024-2025 二零二四年至 二零二五年	360,985
				390,985
		As at 31 December 2023 於二零二三年十二月三十一日		
		Effective contractual interest rate (%) 實際訂約利率 (%)	Maturity 到期日	RMB'000 (Audited) 人民幣千元 (經審核)
Current Bank loans – secured	即期 銀行貸款 – 有抵押	1.500-3.050	2024 二零二四年	30,000
– unsecured	– 無抵押	2.810-4.150	2024 二零二四年	273,500
				303,500

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16. INTEREST-BEARING BANK BORROWINGS (continued)

16. 計息銀行借款 (續)

	30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Analysed into:		
Bank loans repayable:		
Within one year or on demand	390,985	303,500
	390,985	303,500

Notes:

附註：

(a) As at 31 December 2023, the Group's bank loans of

(a) 於二零二三年十二月三十一日，本集團的銀行貸款中

(i) RMB10,000,000 was secured by pledged deposits of RMB10,374,000 provided by a subsidiary of the Company, Wanka Holdings Limited ("Wanka Holdings");

(i) 人民幣10,000,000元由本公司的一家附屬公司玩咖控股有限公司(「玩咖控股」)提供的人民幣10,374,000元的抵押存款擔保；

(ii) RMB104,500,000 was guaranteed by Mr. Gao, who is an executive director of the Company and a subsidiary of the Company, Wanka Huanju Culture Media (Beijing) Co., Ltd. ("Wanka Huanju");

(ii) 人民幣104,500,000元由高先生(本公司執行董事)及本公司附屬公司玩咖歡聚文化傳媒(北京)有限公司(「玩咖歡聚」)擔保；

(iii) RMB18,000,000 was guaranteed by Mr. Gao;

(iii) 人民幣18,000,000元由高先生擔保；

(iv) RMB90,000,000 was guaranteed by Mr. Gao and the Company;

(iv) 人民幣90,000,000元由高先生及本公司擔保；

(v) RMB23,000,000 was guaranteed by Mr. Gao and a subsidiary of the Company, Huanju Times Culture Media (Beijing) Co., Ltd. ("Huanju Times");

(v) 人民幣23,000,000元由高先生及本公司的一家附屬公司歡聚時代文化傳媒(北京)有限公司(「歡聚時代」)擔保；

(vi) RMB40,000,000 was guaranteed by a subsidiary of the Company, Huanju Times; and

(vi) 人民幣40,000,000元由本公司附屬公司歡聚時代擔保；及

(vii) RMB10,000,000 was guaranteed by Mr. Gao and two subsidiaries of the Company, namely, Huanju Times and Suzhou Longying Software Development Co., Ltd. ("Suzhou Longying").

(vii) 人民幣10,000,000元由高先生及本公司的兩家附屬公司歡聚時代及蘇州龍盈軟件開發有限公司(「蘇州龍盈」)擔保。

16. INTEREST-BEARING BANK BORROWINGS (continued)

Notes: (continued)

- (b) As at 30 June 2024, the Group's bank loans of
- (i) RMB10,000,000 was secured by pledged deposits of RMB10,374,000 provided by a subsidiary of the Company, Wanka Holdings;
 - (ii) RMB179,985,000 was guaranteed by Mr. Gao, who is an executive director of the Company and a subsidiary of the Company, Wanka Huanju;
 - (iii) RMB18,000,000 was guaranteed by Mr. Gao;
 - (iv) RMB30,000,000 was guaranteed by Mr. Gao and the Company;
 - (v) RMB45,000,000 was guaranteed by Mr. Gao and a subsidiary of the Company, Huanju Times;
 - (vi) RMB80,000,000 was guaranteed by a subsidiary of the Company, Huanju Times; and
 - (vii) RMB10,000,000 was guaranteed by Mr. Gao and two subsidiaries of the Company, namely, Huanju Times and Suzhou Longying.

16. 計息銀行借款 (續)

附註：(續)

- (b) 於二零二四年六月三十日，本集團的銀行貸款中
- (i) 人民幣10,000,000元由本公司的一家附屬公司玩咖控股提供的人民幣10,374,000元的抵押存款擔保；
 - (ii) 人民幣179,985,000元由高先生(本公司執行董事)及本公司附屬公司玩咖歡聚擔保；
 - (iii) 人民幣18,000,000元由高先生擔保；
 - (iv) 人民幣30,000,000元由高先生及本公司擔保；
 - (v) 人民幣45,000,000元由高先生及本公司的一家附屬公司歡聚時代擔保；
 - (vi) 人民幣80,000,000元由本公司附屬公司歡聚時代擔保；及
 - (vii) 人民幣10,000,000元由高先生及本公司的兩家附屬公司歡聚時代及蘇州龍盈擔保。

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17. SHARE CAPITAL

17. 股本

		Issued 已發行				
		Authorised number of shares 法定股份數目 '000 千股	Number of ordinary shares 普通股數目 '000 千股	Total par value of ordinary shares 普通股總面值 RMB 人民幣元	Number of treasury shares 庫存股數目 '000 千股	Total par value of treasury shares 庫存股總面值 RMB 人民幣元
At 31 December 2023 (audited)	於二零二三年 十二月三十一日 (經審核)	250,000,000	1,489,510	1,029	61,371	74
At 30 June 2024 (unaudited)	於二零二四年 六月三十日 (未經審核)	250,000,000	1,504,510	1,029	47,928	68

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

本公司股本的變動概述如下：

		Number of ordinary shares in issue 已發行 普通股數目	Issued capital 已發行股本 (Unaudited) (未經審核) RMB'000 人民幣千元	Share premium 股份溢價 (Unaudited) (未經審核) RMB'000 人民幣千元	Total 總計 (Unaudited) (未經審核) RMB'000 人民幣千元
At 1 January 2023 (audited)	於二零二三年一月一日 (經審核)	1,525,743,350	1	1,828,109	1,828,110
Vested restricted share units transferred to employees (Note (a))	轉讓予僱員的已歸屬受限制 股份單位 (附註(a))	-	-*	2,686	2,686
At 30 June 2023 (unaudited)	於二零二三年六月三十日 (未經審核)	1,525,743,350	1	1,830,795	1,830,796
At 1 January 2024 (audited)	於二零二四年一月一日 (經審核)	1,525,743,350	1	1,846,179	1,846,180
Vested restricted share units transferred to employees (Note (a))	轉讓予僱員的已歸屬受限制 股份單位 (附註(a))	-	-*	5,269	5,269
At 30 June 2024 (unaudited) [§]	於二零二四年六月三十日 (未經審核) [§]	1,525,743,350	1	1,851,448	1,851,449

17. SHARE CAPITAL (continued)

Notes:

(a) Certain employees of the Group exercised vested restricted share units during the six months ended 30 June 2024 and 2023. 15,000,000 (six months ended 30 June 2023: 15,338,651) issued shares underlying the restricted share units exercised were transferred to such employees which the Company had allotted and issued to the trustee as fully paid up shares.

* The amount is less than RMB1,000.

& Excluding 8,096,235 and 13,137,000 shares held by Wanka Alliance Limited and Wanka Legend Limited, respectively, as at 30 June 2023.

17. 股本(續)

附註：

(a) 截至二零二四年及二零二三年六月三十日止六個月，本集團若干僱員行使已歸屬之受限制股份單位。已行使的受限制股份單位涉及的15,000,000股(截至二零二三年六月三十日止六個月：15,338,651股)已發行股份已轉讓予本公司向受託人配發及發行並列作繳足股份的該等僱員。

* 金額不足人民幣1,000元。

& 不包括Wanka Alliance Limited及Wanka Legend Limited於二零二三年六月三十日分別持有的8,096,235股及13,137,000股股份。

18. SHARE-BASED PAYMENTS

2016 Share Incentive Scheme

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

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

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

The Company has reserved 62,500,000 shares under the 2016 Share Incentive Scheme and had 8,096,235 RSUs outstanding as at 30 June 2024 under the 2016 Share Incentive Scheme. The exercise in full of the outstanding RSUs would, under the present capital structure of the Company, result in a transfer of 62,500,000 ordinary shares of the Company from Wanka Alliance Limited to the employees of the Group.

18. 以股份為基礎的付款

二零一六年股份激勵計劃

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

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

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

本公司在二零一六年股份激勵計劃下儲備62,500,000股股份，於二零二四年六月三十日，在二零一六年股份激勵計劃下擁有8,096,235個尚未行使的受限制股份單位。悉數行使尚未行使的受限制股份單位（就本公司的現有資本架構而言）將致使本公司62,500,000股普通股由Wanka Alliance Limited轉讓予本集團僱員。

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

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

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

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

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

As at 30 June 2024, 13,137,000 RSUs were vested and exercisable, but not yet transferred to the employees, under the 2019 Share Incentive Scheme.

19. CONTINGENT LIABILITIES

At the end of the reporting period, the Group did not have any significant contingent liabilities (31 December 2023: Nil).

18. 以股份為基礎的付款 (續)**二零一九年股份激勵計劃**

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

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

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

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

於二零二四年六月三十日，在二零一九年股份激勵計劃下13,137,000個受限制股份單位已歸屬及行使，但尚未轉移至僱員。

19. 或然負債

於報告期末，本集團並無任何重大或然負債（二零二三年十二月三十一日：無）。

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

中期簡明綜合財務報表附註

二零二四年六月三十日 30 June 2024

20. PLEDGE OF ASSETS

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

21. CAPITAL COMMITMENTS

At the end of the reporting period, the Group did not have any significant capital commitments (31 December 2023: Nil).

22. RELATED PARTY TRANSACTIONS

- (a) There were no related party transactions during the six months ended 30 June 2024 and 2023 except the details stated below.

As disclosed in Note 16 to the interim condensed consolidated financial statements, during the six months ended 30 June 2024, the Group's bank loans of RMB282,985,000 were guaranteed by Mr. Gao.

During the six months ended 30 June 2023, the Group's bank loans of RMB199,350,000 were guaranteed by Mr. Gao.

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

20. 資產抵押

本集團就本集團銀行貸款抵押的資產詳情載於財務報表附註14及16。

21. 資本承擔

於報告期末，本集團並無任何重大資本承擔（二零二三年十二月三十一日：無）。

22. 關聯方交易

- (a) 除下文載述詳情外，於截至二零二四年及二零二三年六月三十日止六個月並無關聯方交易。

誠如中期簡明綜合財務報表附註16所披露，於截至二零二四年六月三十日止六個月，本集團的銀行貸款人民幣282,985,000元由高先生擔保。

於截至二零二三年六月三十日止六個月，本集團銀行貸款人民幣199,350,000元由高先生擔保。

- (b) 本集團主要管理人員的薪酬

		For the six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	2,867	2,997
Pension scheme contributions	退休金計劃供款	137	158
Total compensation paid to key management personnel	向主要管理人員支付的薪酬總額	3,004	3,155

23. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

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

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

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

There were no assets and liabilities measured at fair value as at 30 June 2024 and 31 December 2023.

24. APPROVAL OF THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The unaudited interim condensed consolidated financial information was approved and authorised for issue by the board of directors on 28 August 2024.

23. 金融工具的公平值及公平值層級

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

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

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

於二零二四年六月三十日及二零二三年十二月三十一日，並無以公平值計量的資產及負債。

24. 批准未經審核中期簡明綜合財務資料

於二零二四年八月二十八日，董事會已批准並授權刊發未經審核中期簡明綜合財務資料。

DEFINITIONS

釋義

二零二四年六月三十日 30 June 2024

“associate(s)” 「聯繫人」	指	has the meaning ascribed to it under the Listing Rules 具有上市規則賦予該詞的涵義
“Audit Committee” 「審核委員會」	指	the audit committee of the Company 本公司審核委員會
“Auditor” 「核數師」	指	Elite Partners CPA Limited, the auditor of the Company 本公司核數師開元信德會計師事務所有限公司
“Beijing Jinchi” 「北京金池」	指	Beijing Jinchi Guangxin Technology Co., Ltd. (北京金池廣信科技股份有限公司), a company incorporated under the laws of the PRC with limited liability on 13 May 2009, which holds 49% of the equity interests in Shanghai ChiLe 北京金池廣信科技股份有限公司，一家於二零零九年五月十三日根據中國法律註冊成立的有限公司，持有上海池樂 49% 股權
“Board” or “Board of Directors” 「董事會」	指	the board of directors of our Company 本公司董事會
“CG Code” 「企業管治守則」	指	the Corporate Governance Code set out in Appendix C1 to the Listing Rules 上市規則附錄C1所載的企業管治守則
“China” or “PRC” 「中國」	指	the People’s Republic of China and, except where the context requires and only for the purpose of this document, references in this annual report to the PRC or China do not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan area 中華人民共和國，除文義另有所指及僅就本文件而言，本年報內所指的中國並不包括香港、中國澳門特別行政區及台灣地區
“Company”, “our Company”, “the Company” 「本公司」	指	Wanka Online Inc. (萬咖壹聯有限公司*), an exempted company with limited liability incorporated under the laws of the Cayman Islands on 7 November 2014 and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1762) Wanka Online Inc. (萬咖壹聯有限公司*)，一家於二零一四年十一月七日根據開曼群島法律註冊成立的獲豁免有限公司，其股份於聯交所主板上市(股份代號：1762)
“Consolidated Affiliated Entities” 「合併聯屬實體」	指	the entity we control through the Contractual Arrangements, namely Shanghai ChiLe and Huanju Times, and their respective subsidiaries 我們透過合約安排控制的實體，即上海池樂及歡聚時代，及其各自附屬公司

<p>“Contractual Arrangements”</p> <p>「合約安排」</p>	<p>指</p>	<p>the series of contractual arrangements entered into by, among others Shanghai ChiLe and Huanju Times, our Consolidated Affiliated Entities and its shareholders, details of which are described in the section headed “Report of the Directors – Connected Transactions – Contractual Arrangements” of the 2023 annual report of the Company</p> <p>由(其中包括)上海池樂及歡聚時代(我們的合併聯屬實體及其股東)訂立的一系列合約安排，有關詳情載述於本公司二零二三年年報「董事會報告－關連交易－合約安排」一節</p>
<p>“Director(s)”</p> <p>「董事」</p>	<p>指</p>	<p>the director(s) of our Company</p> <p>本公司董事</p>
<p>“Group”, “our Group”, “the Group”, “we”, “us”, or “our”</p> <p>「本集團」或「我們」</p>	<p>指</p>	<p>the Company, its subsidiaries and the Consolidated Affiliated Entities (the financial results of which have been consolidated and accounted for as a subsidiary of our Company by virtue of the Contractual Arrangements) from time to time</p> <p>本公司、其不時之附屬公司及合併聯屬實體(其財務業績已因合約安排綜合入賬列作本公司附屬公司)</p>
<p>“HKFRS”</p> <p>「香港財務報告準則」</p>	<p>指</p>	<p>Hong Kong Financial Reporting Standards</p> <p>香港財務報告準則</p>
<p>“Hong Kong”</p> <p>「香港」</p>	<p>指</p>	<p>the Hong Kong Special Administrative Region of the PRC</p> <p>中國香港特別行政區</p>
<p>“Hong Kong dollars” or “HK dollars” or “HK\$”</p> <p>「港元」</p>	<p>指</p>	<p>Hong Kong dollars, the lawful currency of Hong Kong</p> <p>港元，香港法定貨幣</p>
<p>“Huanju Times”</p> <p>「歡聚時代」</p>	<p>指</p>	<p>Huanju Shidai Culture Media (Beijing) Co., Ltd. (歡聚時代文化傳媒(北京)有限公司), a company established in the PRC on March 7, 2014, owned by Mr. Gao and Mr. ZHENG Wei as to 72% and 28% of its share capital, respectively</p> <p>歡聚時代文化傳媒(北京)有限公司，一家於二零一四年三月七日在中國成立的公司，高先生及鄭煒先生分別擁有其 72% 及 28% 股本</p>
<p>“Listing Rules”</p> <p>「上市規則」</p>	<p>指</p>	<p>the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)</p> <p>香港聯合交易所有限公司《證券上市規則》(經不時修訂)</p>

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二零二四年六月三十日 30 June 2024

“Main Board”		the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
「主板」	指	聯交所運營的證券交易所(不包括期權市場)，獨立於聯交所 GEM 並與其並行運作
“MHA”		Mobile Hardcore Alliance, a network of seven Android smartphone manufacturers in China, namely Huawei, OPPO, vivo, Coolpad, Lenovo, Meizu and nubia
「硬核聯盟」	指	硬核聯盟，為中國七家安卓智能手機製造商網絡，即華為、OPPO、vivo、酷派、聯想、魅族及努比亞
“Model Code”		the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 to the Listing Rules
「標準守則」	指	上市規則附錄C3所載《上市發行人董事進行證券交易的標準守則》
“Mr. Gao”		Mr. GAO Dinan (高弟男), our chairman of the Board and an executive Director
「高先生」	指	高弟男先生，我們的董事會主席兼執行董事
“Nomination Committee”		nomination committee of the Company
「提名委員會」	指	本公司提名委員會
“Prospectus”		the prospectus of the Company dated 11 December 2018 relating to its initial public offering
「招股章程」	指	本公司日期為二零一八年十二月十一日有關其首次公開發售的招股章程
“Quick App(s)”		mobile apps that allow instant usage without having to visit any app store or download anything, and are easier to develop than traditional mobile apps
「快應用」	指	允許即時使用的移動應用程序，無需訪問任何應用商店或下載任何內容，且比傳統移動應用程序更易於開發
“Reporting Period”		the six months ended 30 June 2024
「報告期」	指	截至二零二四年六月三十日止六個月
“RMB”		Renminbi, the lawful currency of PRC
「人民幣」	指	人民幣，中國法定貨幣
“RSU(s)”		restricted share units
「受限制股份單位」	指	受限制股份單位

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

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

* for identification purposes only

* 僅供識別

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

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

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

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



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