

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

**Stock Code 股份代號 : 2400**

# 2020 ANNUAL REPORT 年度報告



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# 01

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## CORPORATE INFORMATION

# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Mr. Huang Yimeng (*Chairman and Chief Executive Officer*)  
Mr. Dai Yunjie  
Mr. Shen Sheng  
Mr. Fan Shuyang

### Non-executive Directors

Mr. Tong Weiliang  
Mr. Liu Wei (appointed on December 17, 2020)  
Mr. Chen Feng (resigned on December 17, 2020)

### Independent Non-executive Directors

Mr. Pei Dapeng  
Mr. Xin Quandong  
Ms. Liu Qianli (appointed on December 17, 2020)  
Mr. Gao Shaoxing (resigned on December 17, 2020)

## AUDIT COMMITTEE

Mr. Xin Quandong (*Chairman*)  
Mr. Pei Dapeng  
Ms. Liu Qianli (appointed on December 17, 2020)  
Mr. Gao Shaoxing (resigned on December 17, 2020)

## REMUNERATION AND APPRAISAL COMMITTEE

Ms. Liu Qianli (*Chairman*) (appointed on December 17, 2020)  
Mr. Dai Yunjie  
Mr. Xin Quandong  
Mr. Gao Shaoxing (resigned on December 17, 2020)

## NOMINATION COMMITTEE

Mr. Pei Dapeng (*Chairman*)  
Mr. Huang Yimeng  
Ms. Liu Qianli (appointed on December 17, 2020)  
Mr. Gao Shaoxing (resigned on December 17, 2020)

## STRATEGY AND DEVELOPMENT COMMITTEE

Mr. Huang Yimeng (*Chairman*)  
Mr. Dai Yunjie  
Mr. Tong Weiliang  
Mr. Liu Wei (appointed on December 17, 2020)  
Mr. Pei Dapeng  
Mr. Chen Feng (resigned on December 17, 2020)

## JOINT COMPANY SECRETARIES

Mr. Fan Shuyang  
Mr. Yim Lok Kwan

## AUTHORISED REPRESENTATIVES

Mr. Fan Shuyang  
Mr. Yim Lok Kwan

## AUDITOR

PricewaterhouseCoopers

## REGISTERED OFFICE

Campbells Corporate Services Limited  
Floor 4, Willow House, Cricket Square  
Grand Cayman KY1-9010  
Cayman Islands

## HEAD OFFICE AND PRINCIPAL PLACE IN THE PRC

Unit A2, No. 700  
Wanrong Road  
Shanghai  
PRC

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

40/F., Dah Sing Financial Centre  
248 Queen's Road East  
Wanchai  
Hong Kong

## PRINCIPAL SHARE REGISTRAR

Campbells Corporate Services Limited  
Floor 4, Willow House, Cricket Square  
Grand Cayman KY1-9010  
Cayman Islands

## HONG KONG SHARE REGISTRAR

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

## HONG KONG LEGAL ADVISER

Clifford Chance

## COMPLIANCE ADVISER

Guotai Junan Capital Limited

## PRINCIPAL BANKS

China Merchants Bank (Shanghai Branch, Daning Sub-branch)  
China Citic Bank (Shanghai Branch, Daning Sub-branch)

## WEBSITE

2400.hk

## STOCK CODE

2400

# 02

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## CHAIRMAN'S LETTER

# CHAIRMAN'S LETTER

Fellow shareholders,

2020 marked our first full fiscal year since XD went public. This was a difficult year with many unprecedented challenges, but nothing has distracted us from realizing our vision.

I feel immensely honored, especially during these uncertain times, to have the support from all our employees, friends, and investors as our philosophy of "prioritizing long-term value over short-term stock price" is beginning to bear fruit.

I frequently find myself contemplating the ever-evolving identity and value of XD. We have grown from a sole proprietorship into a public company with over 2,000 employees; we now carry great responsibilities as well as the shared dream of our employees, stakeholders, and investors alike.

Many of our friends have labeled XD as an idealistic company. Some have even pointed out that the extent of our mission may have gone as far as unrealistic.

To address such ambivalence, we released a brand film and I would like to draw special attention to its slogan: *Realize, From the Unreal*.

Our mission is so ambitious that it may appear out of place in the existing reality; we see reality as is, but in no way are we satisfied with it.

As a team of forward-looking optimists, we are at the forefront of challenging the status quo and improving upon the current reality.

What, then, is our grand mission? A precise reflection of the statement: *"Impact Each and Every Gamer by Promoting the Spirit of Craftsmanship"*

What are the common qualities of excellent companies? Why do people actively leave their comfort zones to be a part of a bigger community and these companies? And what does XD have to offer to upstage our competitors? At the very core, we are all in pursuit of greater productivity in creating something meaningful and generating the most value for ourselves, our communities, and even society as a whole.

Maximizing and making the most of this productivity, therefore, becomes our number one priority as the company works towards excellence.

## OUR MISSION

*Impact Each and Every Gamer* illustrates our motivation to understand and empathize with gamers. Instead of outlining video games as an exhaustive cash grab, we are on a mission to build and maintain a lasting relationship with our players on the foundation of mutual trust and appreciation.

*Promoting the Spirit of Craftsmanship* refers to our attitude. Developers are like the craftsmen of the games industry, and at XD, our craftsmanship is defined by our passion and extreme attention to detail in the game development process. In a market crowded with subpar and monotonous video game products, we uphold the spirit of craftsmanship in putting out profound gaming experiences that we, as gamers, can be proud of.

I hope this paints a clear picture of our so-called *unrealistic* mission, and I'm confident in our collective capability and tenacity to identify and seize the opportunities, boost productivity, and ultimately *realize this mission from the unreal*.

## OUR OPPORTUNITIES

The most successful companies have typically come into existence following a market shift or during a time of great market instability. So when can we expect the next big opportunity in the gaming industry? Now!

There's not just one, but a plethora of great opportunities to explore!

There is an ongoing generational shift in which platform-exclusive and single-player experiences with an upfront payment are making way for cross-platform, online multiplayer, and live service games. And because free-to-play (F2P) online games have long co-existed with pay-to-play (P2P) offline games, the opportunity ahead of us is not a simple paradigm shift from one to the other, but a convergence of the two.

High-quality premium games and freemium online games had historically been two distinctive branches, each with their respective strengths and weaknesses.

For premium and AAA projects, the costs associated with the research and development (R&D) process have increased so dramatically that even the most capable developers are discouraged from creating a new IP over proven franchises.

On the other hand, freemium multiplayer games, particularly those developed in China, have faced growing criticism of their limited content quality and intrusive pay-to-win mechanisms.

Therefore, the convergence should come as no surprise as visionaries from both sides seek breakthroughs in business operation and product offering: many AAA studios have incorporated the freemium model into their projects, and Chinese developers are improving their product quality to rival their AAA counterparts. Two of the most symbolic cases are *Fortnite* and *Genshin Impact*. Nevertheless, these hybrid games, while remarkably successful, only make up a slim fraction of the new game releases each year.

This reminds me of an exchange I had with some friends regarding the *League of Legends Origins* documentary. We attributed the legend of *League of Legends* to the developers' ability to capitalize on the hidden potential of *Warcraft III* and create an F2P live-service experience around it. At first, there were criticisms of the game's subpar quality and less-than-original gameplay, but through continuous improvements and iterations over the years, it evolved to become one of the most influential gaming IPs in the world. Today's premium-games market is filled with opportunities as many of them have the potential to be adapted into a staple in the gaming market just like *League of Legends*.

Beyond the transition to the live-service model, there is the trend of games going from single-platform to multi-platform.

Moving forward, video games and their player data will need to be made accessible across multiple platforms and survive frequent hardware upgrades. This will inevitably require more games to abandon the upfront premium and opt for an F2P, live-service model.

The multitude of trend shifts in game design makes up the present opportunities in the global games industry. Then there are the regional opportunities that are intrinsically beneficial to Chinese developers.

For starters, we have the world's largest gaming market in the number of domestic gamers, industry professionals, and overall revenue.

The impressive mobile gaming market has motivated our team to devote a significant amount of resources into mobile game development, and the substantial revenue potential helps alleviate at scale the risks associated with developing mobile projects compared with developers based outside of China.

The scale of China's games market has not stalled the growth of Chinese gamers and their preferences are becoming increasingly aligned with those of Europeans and Americans. It won't be long before experiences designed specifically for Chinese gamers start turning heads on a global scale.

With this wealth of tremendous opportunities, we can confidently expect more Chinese game developers to inspire awe and respect in the world, and it won't just be for their revenue, but also their global influence.

Beyond the temporal and regional opportunities, there are also unique opportunities characterized by the synergy between TapTap's platform and XD's R&D team. The additional revenue generated from the users on TapTap serves to further bolster our funding for in-house game development, which goes on to attract even more followers to the platform. This vigorous cycle distinguishes TapTap from other distribution platforms and is one of the most persistent forces behind XD's growth.

Additionally, TapTap itself as a product has also exerted unparalleled commercial and industry potential. Being one of the only platforms to boast the zero revenue share model, our platform does not have any commercial bias towards players or developers: TapTap benefits from catering to the interests of both developers and players. As game creators exercise more and more influence over the gaming market and more era-defining mobile games follow in the footsteps of titles like *Genshin Impact*, major platforms will need to start compromising. We are already seeing this pattern in the recent conflicts between Tencent and Huawei, and Epic vs. Apple. Thanks to TapTap's no revenue share model, we have both game developers and the gaming community as our allies.

The synergies born from being both a content producer and a platform operator are crucial elements of XD's strategy. We are in a similar situation as Netflix where the user base from their streaming platform allowed them to produce content that would otherwise be too bold and speculative for traditional Hollywood and TV networks, and they could tailor their content to target different demographics to grow brand loyalty and attract new users. Companies like Nintendo, Sony, and Microsoft have been in similar situations too, as shown by their willingness and ability to make long-term investments in their IPs. In the mobile gaming space, XD is the only developer with an established platform that caters to third-party games: Apple, Google, and Chinese mobile phone manufacturers have platforms but they are not involved in game development; Tencent and Bytedance platforms have games but most of their traffic comes from apps such that video games are just an avenue to monetize their users. In contrast, XD has always been a video game developer and our first-party games have the primary goal to raise platform loyalty while bringing in more users.

Unlike Netflix, a lone fighter in the upward battle against Hollywood elites, our mission at XD is made less arduous due to our 0-revenue share model. This model brings us countless allies in the form of mobile game developers as they distribute their content via TapTap, get their games reviewed, and earn a reputation from our community. Without the burden of having to actively purchase all of our platform's content, we can focus on expanding on the inventory of TapTap-exclusives.

Our vision for TapTap is to have it become a comprehensive service that is thoroughly integrated into every part of a gamer's experience. We plan to make it easier for players to discover new games; make it faster to launch games; make it more fun to play games, and make it more engaging to discuss games. We still have a long way to go but when TapTap becomes fully mature, it will be a unique force on a global scale.

Opportunities are abundant and for everyone to exploit. The key here is how we plan to capitalize on what others cannot. Our solution? Maximize productivity.

## INCREASING PRODUCTIVITY

I've spent the last few years studying our friends, our competitors, and ourselves to come up with a system to increase our productivity. With the experiments we ran throughout 2020, we have continued to learn and optimize this system.

The first step is to **increase talent density**.

We've had a focus around talent density for some time now, and it's important to remember that this is in no way an excuse to measure the viability of our business solely against recruitment standards. In the process of increasing talent density, our leadership and management teams have learned to be extremely proactive and oftentimes make very tough decisions.

When we first relocated to our current office site in 2012, I gathered all our employees into our new lobby and proclaimed that we were to be "not just colleagues, but a family." We continued with this mentality by gradually adding new benefits like daily catered meal services and an on-site gym. We wanted everyone to feel like a family and the new office their home.

9 years later, today, we have had to move on to something more fitting in the current climate for the same reason: boosting productivity. Therefore, we are now asking our employees to start working together as a team of world champions.

I see a lot of similarities between an ambitious company like XD and a professional sports team like the '95 Chicago Bulls; we both have a mission born from passion: XD is looking to change the world of gaming and the Bulls were seeking to become champions. The leaders of these teams are responsible for ensuring each member of the team is the best fit for their respective positions. Everyone that puts in the hard work will have my utmost respect and gratitude; but if someone is not the right person for the job, no matter how hard they work, they don't belong on the team.

Our new approach may seem harsh, but it is the best way to accomplish our updated objectives. We are now in the running to compete with the biggest companies in the world, and our goals to push the industry forward are very ambitious. We need the best team to realize these ambitions.



XD employees can be described as craftsmen or professionals but we are no longer a family. This is an ideal environment for individuals to pursue excellence, and for those looking to challenge their limits. We care for each other like members of a professional team, we trust each other to perform our respective duties, and we take pride in the results of our craftsmanship.

When we have the highest of expectations, we need to also match them with the top-of-the-market salaries. Just like when a team offers big contracts to build an all-star team, we are offering the highest salaries in the industry to build a world-class team here at XD.

Next up is the promotion of **transparency and candor**.

I frequently reminisce about running a startup. I remember being cramped in a small office space with only a handful of colleagues. Everyone knew each other well and had spontaneous conversations all the time. We worked together seamlessly and our goals were all aligned.

Now that XD has grown to over two thousand employees, having full transparency is more difficult but also more important than ever. Employees should be able to access everything, from our current strategies and financial records to the obstacles we are all facing. This transparency is crucial for everyone to be able to both grow themselves and contribute to our collective future. This is why we have consistently promoted the incorporation of Confluence into our workflow, we make sure everything is documented, from our overarching strategies to our meeting minutes and daily work logs — all are accessible to everyone regardless of their department or position.

Over the last year, we took even more drastic steps such as integrating Slack as our new business communication platform. This way, not just our documents but all our communications have become transparent, archived, and discoverable to be used for post mortems and reflection. By giving my colleagues access to all the information I have, everyone can reach their full potential within the company.

XD's growth over the last year has attracted many new colleagues to the team. Everyone has their own unique experiences, great ideas, and preferred work styles. Only through open and transparent communications can everyone integrate all these variables for a team to reach its full potential and solve our industry's biggest challenges. This is especially important for our many large-scale projects where a team can contain hundreds of members.

In summary, the promotion of transparency and candor has helped us reduce our inefficiencies, increase our focus, improve our teamwork, and promote individual growth.

The last step is to **reduce controls and disperse responsibilities**.

With the increased talent density and the promotion of transparency and candor, we can now open the books, give each other constructive feedback, and start reducing control over our employees and entrusting them with more freedom and responsibilities. Everyone in the company is enabled and encouraged to take ownership and make informed decisions to their best judgment.

Rules and controls are typically set up to prevent employees from uninformed or irresponsible decision-making. However, exceptions are bound to happen even with the most comprehensive employee handbook, so why not save the trouble of having to constantly update these rules and entrust the talents with the responsibility and flexibility to make informed decisions?

Our goal is to remove rules that may reduce small mistakes but restrict employees' ability to make informed decisions. Rather than creating these inefficient rules, we look for our team to consist of smart, responsible, and capable individuals that do not require micro-management.

We began by making several policy changes to help give employees more freedom — there are no longer any limits on vacation days and most restrictions on business-related expenses have been removed. I don't see any of these as employee benefits, but rather a manifestation of trust. We trust our high performers to make their own judgments in the company's best interest.

This is why we've always emphasized the practice of "context, not control" at XD. Everyone should make their own informed decisions, and managers need to regularly assess their teams' ability to make such decisions. If an employee is determined to not be able to make effective decisions, then it is the manager's turn to decide on whether to exercise more control or replace the individual.

Given the above, the implementation of "context, not control" has been very tough but it is without a doubt worth the trouble: it creates a company culture that attracts and retains the best talents to maximize creativity and productivity from within.

Why am I trying to enforce these changes and break away from the rules of traditional management? I think this has a lot to do with my personality and life experiences.

I like to challenge unintuitive rules and come up with alternative solutions to mistake-prone situations. No matter the job, I want to learn about everything there is to learn about the company I work at, work beside coworkers who share the same values, and avoid wasting any time on pointless bureaucracy. I want to be entrusted with responsibilities and the freedom to make responsible decisions and I seek honest and actionable feedback that helps me grow.

For me, running a company is very much like designing a product. The modern-day company is no longer represented by factory workers and assembly lines; success is now secured by creativity, innovation, and talent. This is why, when pursuing greater productivity, we must break free from the conventional corporate and follow in the footsteps of the insightful leaders in the industry.

I am extremely optimistic about 2021. Our ambitious mission is met with extraordinary market opportunities, our team is composed of high performers and effective managers, and our brand is validated by wonderful investors and a healthy reserve of capital. Moreover, we have a promising product pipeline, and the potential ahead of TapTap seems limitless.

Of course, the greater the circumstances, the higher our expectations.

## LOOKING BACK ON 2020, AND 2021 RESOLUTIONS

Our biggest investment in 2020 went into R&D: the team grew from 806 employees to 1,355, with a 110% YoY increase in the corresponding spending. R&D has not traditionally been a major strength of XD, but with the influx of high-performing talents and expansive adjustments to our management structure, we are seeing tremendous improvements on our in-house projects.

Two of our competitive in-development projects have already begun testing on TapTap. Not only has the overall reception been positive, but we are also excited to have incorporated our player community into R&D such that we can use players' feedback to improve our games. These games are scheduled to launch by the end of 2021 and are expected to grow into global IPs alongside TapTap.

We'll have more information about the previously announced *Torchlight* and *Codename: SSRPG* during the TapTap conference upcoming in July. Another two of our in-development projects, *XD Villa* and *Project A* will be revealed at the conference.

We also have other prototypes and projects that are too early in R&D for us to share any details but we will have more information soon.

All of our in-house projects share the three fundamentals: they target a global audience, are intended for all ages, and are designed to live an indefinite life cycle. These games will delicately complement the TapTap ecosystem and will be central to our long-term growth.

Compared to the previous year, TapTap's MAU increased by over 43.7% in China and 330% overseas. User growth will continue to be our priority this year.

The remarkable user growth from exclusive and semi-exclusive titles like *Genshin Impact* and *Canal Town* (over 10 million TapTap downloads for each title) proved the significance of exclusive content for TapTap; therefore, we have plans to further aid developers in their game development process and secure even more third-party games for TapTap this year.

In the past year, we made conclusive improvements to TapTap's platform which laid the foundation for our upcoming projects to be effortlessly introduced to the vibrant player community. We will continue to optimize TapTap this year to better accommodate the ever-evolving community and its preferences.

TapTap.io, the global version of TapTap, has also seen significant improvements this past year and is currently operating at a lower cost thanks to the optimized back-end structure that is now fully consistent with the Chinese TapTap. These upgrades brought in momentous growth in MAU throughout the second half of 2020, and we're expecting to see even better results in 2021. With the experience in launching both our own and third-party games internationally, we are progressively learning about the different markets and putting forth the effort in building gaming communities around the world.

TapTap Developer Services (TDS) is another important product line we announced during ChinaJoy last year and has been integrated into *Sausage Man* and *Human: Fall Flat*. We will be opening up TDS access this year for more developers to take advantage of the diverse account, social, and community features, and in turn, we'll continuously optimize TDS based on their feedback. And beyond the increase in investments, LeanCloud, a leading back-end cloud service provider we acquired in April, will dedicate its workforce to the subsequent development and operations of TDS.

## FINAL THOUGHTS

In the year following the IPO, we have seen profound changes in the company's stock price and are immensely grateful for the love and support since. However, as Benjamin Graham once said: "in the short run, the market is a voting machine but in the long run, it is a weighing machine," we are thus continuing to "prioritize the company's long-term value over our short-term stock price." We believe that a company must focus on the tangible results that reflect its long-term value and growth, and not be tempted by the short-term market fluctuations, or obsess over short-term investor voting results.

At this stage, we may still not be able to provide an accurate performance forecast or make any promises to our investors. We want to be as candid and transparent as possible in communicating our current standing and strategies. We are ensuring that employees on all levels are dedicated to acting in the best interests of the company.

2021 marks XD's tenth year in the gaming industry, and we're immensely grateful to have experienced and grown with this dynamic environment. Our objectives remain in that we will continue to work on improving our R&D capabilities, talent density, and management, as well as growing our brand and user base.

On behalf of all of us at XD, we would like to thank each of our friends, shareholders, partners, and players for their continued support of our business.

# 03

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## MANAGEMENT DISCUSSION AND ANALYSIS

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

In 2020, the global pandemic COVID-19 has affected everyone's work and lives. The outbreak brought new challenges to everyone, including us. During that period, we have attracted more users to our online games (especially "Sausage Man") and TapTap. We will continue to uphold our long-term vision of "to impact each and every gamer by promoting the spirit of craftsmanship" through our unwavering commitment to bring high-quality games to gamers, as well as supporting developers to create and publish games with ease.

Here is an overview of our main products and services:

### Our Games

As of December 31, 2020, our existing game portfolio includes 33 online games and 13 premium games.

#### Online Game

For the year ended December 31, 2020, average MAUs and MPUs of our online games increased by 28.6% and 27.4%, respectively, on a year-on-year basis. The increases were primarily attributable to the significantly increased popularity of Sausage Man (香腸派對). For the year ended December 31, 2020, "Ragnarok M", "Ulala", "Sausage Man", "Lan Yan Qing Meng" (藍顏清夢) and "Arknights" (明日方舟) were our top five games in terms of revenue generation. Here is an overview of our major existing games:

- **"Ragnarok M" (仙境傳說M):** It has been four years since its official launch. As the game's life cycle matures, the game's revenue in the year ended December 31, 2020 has declined compared to that in the year ended December 31, 2019. A major game version update "RO 2.0" had been prepared in 2020, and was gradually launched in China and several overseas regions in the first quarter of 2021, which had significantly increased gamers' engagement in Ragnarok M. We still have a team of more than 150 people to maintain and support the game service, and we are committed to continually creating high-quality content for gamers.
- **"Ulala" (不休的烏拉拉):** Since May 2019, the game has been launched in more than 50 overseas countries and regions and in China. At the beginning of its launch, the game had consistently entered the top ten best-selling game list. The monthly gross income of the game had dropped significantly in the first half of 2020 compared to that in the period immediately after its launch, but then became stable in recent months, as we are continuously providing high-quality updates and third-party collaboration activities for the game.
- **"Sausage Man" (香腸派對):** The game has been launched for three years, but due to its nature as a battle arena game, the game is still going strong with the potential of further growth. During the "stay-at-home" period, the game's user base grew rapidly with a total downloading volume exceeding 100 million times. The monetization of the game has been successful, owing to our continuous optimization of the Game Season system and Golden Season Ticketing system. In addition, we also added in-game incentive ads to boost the monetization aspect of this highly popular game.

#### Games Under Development

We regard game research and development capabilities as one of the Company's core competitivenesses, and self-developed games as one of the core driving forces behind the Company's development. For the year ended December 31, 2020, we hired more than 500 game developers, and as at the end of December 2020, there were more than 1,120 employees engaged in game development. We have a total of 13 games currently in the research and development phase, and two of them are taking "TapTap Campfire Project" (篝火測試), a kind of game test project in TapTap, through which gamers in TapTap can explore the game and participate in the early stage of game development: one of them is a platform fighting game and the other one is a TPS (third-person shooter) game.

Another four of our games are expected to enter the closed test stage in 2021: "Torchlight: Infinity" (火炬之光：無限), a dark-themed mobile game produced for the well-known game title "Torchlight" (火炬之光) using the UE4 engine; "Fantasy World" (心動小鎮 tentative name), a life simulation social game; "Project A" (tentative name), a youthful Japanese teenage girl themed MMORPG made with the UE4 engine; and "Project: SSRPG" (tentative name: 代號：SSRPG), a pixel-style strategy role-playing game.

In general, we believe our games under development are on the right track and will make significant progress in 2021.



## Premium Games

Premium games could further enrich our game portfolio and increase our brand recognition among the core gamers. Our commitment to premium games was rewarded in 2020 with several successful cases: “Human: Fall Flat” (人類跌落夢境) sold over 2 million units within one week since its launch; “Muse Dash” (喵斯快跑) quickly got popular in social media, leading to the game’s total unit sales surging over 4 million; “Sands of Salzaar” (部落與簫刀) and a handful of other titles were highly acclaimed among gamers; “Juicy Realm” (惡果之地), “ICEY” (艾希) and numerous other releases were highlighted in the Nintendo China eShop.

In 2021, we have a promising pipeline including the highly anticipated “Terraria mobile” (泰拉瑞亞移動版) and “Eastward” (風來之國), among others.

## TapTap

TapTap is also one of our core competitiveness and driving forces. We rely on game development and distribution to provide TapTap with exclusive content with highest quality. This exclusive content base in turn drives TapTap’s user growth. TapTap’s exclusive products and operational advantages further help to retain users and generate revenue, which is seeded back to the first-party and third-party content creators, who can continue to produce more high-quality content, which will eventually continue to drive TapTap to grow.

## For Gamers

Since the beginning of 2020, we have continuously added a large number of products and technical staff for TapTap, and have carried out multiple version iterations with the goal of increasing user activity. In 2020, we have iterated the original pages into an infographic format, and rebuilt the overall user interface. In 2020, for TapTap’s PRC version, the average monthly active users of mobile app were 25.7 million, with a year-on-year increase of 43.7%; the number of game downloads was 407.6 million, with a year-on-year increase of 15.8%; the number of new posts was 5.8 million, with a year-on-year increase of 64.0%.

In 2020, we provided TapTap users with a wide array of games exclusively or limited-time exclusively on the PRC Android platform. Among them, “Pascal’s Wager” (帕斯卡契約) was the first PRC game to appear at the Apple conference, which caught the attention of a large number of gamers; and “Canal Towns” (江南百景圖) was very popular with a total downloading volume exceeding 11 million times in TapTap.

We launched the “Instant Play” feature in TapTap beta version in early 2021, allowing users to play the game without having to download an installer. This feature allows players to immediately experience the game content, and also allows players using mobile phones with lower specifications to play the games which they could not play before. We plan to continue iterating on this feature to enhance the user experience in 2021. We also plan to continue to promote the reshaping of the user discovery page and the game page in 2021 in order to compensate for the weaknesses of the existing pages, hoping to more effectively manage and meet the users’ need of exploring and discovering new games. In the process of iteration, we plan to update the video recommendation and community recommendation algorithm strategy simultaneously with the operation work, hoping to achieve the improvement of the accuracy of content provision.

## For Game Developers

As of December 31, 2020, TapTap has over 15,000 registered developers. TapTap is committed to becoming a communication bridge between developers and gamers. The TapTap platform aims to help developers reduce the difficulties of making and publishing games. In 2020, we reorganized the technical department (originally providing general product services for our games) into the developer service department of the TapTap platform. We also plan to launch more component tools for third-party developers to utilize and strengthen the connection between the game and our TapTap gamer community. We have unified and integrated services for developers into TDS (TapTap Developer Service). In the future, we plan to gradually provide developers with functions such as targeted testing invitation, data analysis, accounts login-in, friend synchronization, embedded community services and more into TDS.

In 2020, we provide “TapTap Campfire Project” to developers. By taking this project, games under development can be provided to a number of gamers in a controllable semi-open environment, and developers can identify game design defects in an early stage and reduce development risk.

## Overseas Version of TapTap

In 2020, we have redesigned a multi-language and multi-protocol suitable underlying framework of TapTap to timely follow up the product update of the Chinese version platform, better interconnect data of global users, and to grant overseas users more access to effective information of Chinese game developers and players and any newly-designed products will be able to support the overseas version platform. We experienced a booming growth of TapTap’s overseas version. For the year ended December 31, 2020, the average MAUs of mobile app for overseas version were 4.8 million, with a year-on-year increase of 330.9%. And for the three months ended December 31, 2020, the average MAUs were 10.7 million.

We have yet monetized the overseas version of TapTap, and in the near future, we will continuously focus on user growth and user experience improvement.

## FINANCIAL REVIEW

### Revenues

Our revenue is mainly derived from (i) games, principally operating business where we generate revenue primarily from sales of in-game virtual items in online games and sales of premium games through third-party and our proprietary distribution platforms, and (ii) information services where we generate revenue primarily from providing online marketing services on TapTap. The following table sets forth our revenue by line of business for the years ended December 31, 2020 and 2019.

	For the year ended December 31, 2020		2019	
	Amount	% of revenue	Amount	% of revenue
<i>(RMB in thousands, except for percentages)</i>				
<b>Games</b>	<b>2,331,967</b>	<b>81.9</b>	2,378,516	83.8
Game operating	<b>2,291,990</b>	<b>80.5</b>	2,375,307	83.7
Online games	<b>2,148,320</b>	<b>75.4</b>	2,319,643	81.7
Premium games	<b>143,670</b>	<b>5.1</b>	55,664	2.0
In-game marketing and promotion	<b>36,044</b>	<b>1.3</b>	—	—
Others	<b>3,933</b>	<b>0.1</b>	3,209	0.1
<b>Information services</b>	<b>515,586</b>	<b>18.1</b>	459,581	16.2
<b>Total revenue</b>	<b>2,847,553</b>	<b>100.0</b>	2,838,097	100.0

### Games

Our revenue from game business decreased by 2.0% to RMB2,332.0 million for the year ended December 31, 2020 on a year-on-year basis. In particular,

- Our revenue from online games decreased by 7.4% to RMB2,148.3 million for the year ended December 31, 2020 on a year-on-year basis, primarily due to decreases in revenue from certain existing games under maturity stage, such as Ragnarok M (仙境傳說), and partially offset by solid performance of our popular existing games and newly launched games, such as (i) successive monetization of Sausage Man (香腸派對), (ii) the launch of Lan Yan Qing Meng (藍顏清夢) in Hong Kong, Macau and Taiwan in January 2020, and in South Korea in March 2020, and (iii) the launch of Arknights (明日方舟) in Hong Kong, Macau and Taiwan in June 2020.
- Our revenue from premium games increased by 158.1% to RMB143.7 million for the year ended December 31, 2020 on a year-on-year basis, primarily due to (i) the launch of Human: Fall Flat (人類跌落夢境) in TapTap in November 2020, (ii) the launch of Juicy Realm (惡果之地) in Nintendo Switch in December 2019 and in TapTap in May 2020, respectively, and (iii) solid performance of Muse Dash (喵斯快跑) launched in the PRC and overseas since June 2018.

The following table sets forth a breakdown of our game operating revenue by revenue recognition method for the years ended December 31, 2020 and 2019.

	For the year ended December 31, 2020		2019	
	Amount	%	Amount	%
<i>(RMB in thousands, except for percentages)</i>				
Revenue recognized on a gross basis	<b>1,719,833</b>	<b>75.0</b>	1,450,502	61.1
Revenue recognized on a net basis	<b>572,157</b>	<b>25.0</b>	924,805	38.9
<b>Total game operating revenue</b>	<b>2,291,990</b>	<b>100.0</b>	2,375,307	100.0

As a percentage of the total game operating revenue, our game operating revenue recognized on a gross basis increased and that recognized on a net basis decreased for the year ended December 31, 2020 on a year-on-year basis, mainly as a result of the increased revenue from Sausage Man (香腸派對), Lan Yan Qing Meng (藍顏清夢) and Arknights (明日方舟), and the decreased revenue from Ragnarok M in overseas markets.

Since January 2020, we started to offer in-game marketing and promotion services to diversify our revenue sources. We launched for the year ended December 31, 2020 on a year-on-year basis targeted advertisement placements in our Sausage Man (香腸派對) for third party advertisers in January 2020 and generated a revenue of RMB36.0 million for the year ended December 31, 2020.

### Information services

Our revenue from information services business increased by 12.2% to RMB515.6 million for the year ended December 31, 2020 on a year-on-year basis, primarily due to the growth of the average MAUs on our Chinese version of TapTap mobile app, which increased by 43.7% to 25.7 million for the year ended December 31, 2020 on a year-on-year basis.

### Cost of Revenues

Our cost of revenue increased by 23.4% to RMB1,315.5 million for the year ended December 31, 2020 on a year-on-year basis. The following table sets forth our cost of revenue by line of business for the years ended December 31, 2020 and 2019.

	For the year ended December 31,			
	2020	2019		
	Amount	% of segment revenue	Amount	% of segment revenue
(RMB in thousands, except for percentages)				
Games	1,240,906	53.2	1,013,780	42.6
Information services	74,619	14.5	52,540	11.4
Total	1,315,525	46.2	1,066,320	37.6

Our cost of revenue for game business primarily consists of sharing of proceeds to game developers and commissions charged by distribution platforms and payment channels where we act as a principal, bandwidth and servers custody fee, employee benefits expenses and amortization of game license fees. Our cost of revenue for information services business primarily consists of bandwidth and servers custody fee and employee benefits expenses. The following table sets forth our cost of revenue by nature for the years ended December 31, 2020 and 2019.

	For the year ended December 31,			
	2020	2019		
	Amount	%	Amount	%
(RMB in thousands, except for percentages)				
Sharing of proceeds to game developers	477,262	36.3	282,982	26.6
Commissions charged by distribution platforms and payment channels	423,825	32.2	385,241	36.1
Bandwidth and servers custody fee	189,151	14.4	184,549	17.3
Employee benefits expenses	66,464	5.1	49,293	4.6
Amortization of intangible assets	58,927	4.5	58,974	5.5
Others	99,896	7.5	105,281	9.9
Total	1,315,525	100.0	1,066,320	100.0

Our cost of revenue for game business increased by 22.4% to RMB1,240.9 million on a year-on-year basis, primarily due to increases in (i) sharing of proceeds to game developers, which was mainly attributable to licensed games newly launched or monetized in 2019 and 2020, such as Ulala (不休的烏拉拉), Sausage Man (香腸派對), Lan Yan Qing Meng (藍顏清夢) and Arknights (明日方舟), and (ii) commissions charged by distribution platforms and payment channels, which was generally in line with our growth in game revenue recognized on a gross basis.

Our cost of revenue for information services business increased by 42.0% to RMB74.6 million on a year-on-year basis, primarily due to an increase in bandwidth and servers custody fee, which was generally in line with the growth in the average MAUs of TapTap mobile app, and the growth in gamers' activities in TapTap.

### Gross Profit and Gross Margin

As a result of the foregoing, our gross profit decreased by 13.5% to RMB1,532.0 million in the year ended December 31, 2020 on a year-on-year basis. Our gross margin decreased to 53.8% in the year ended December 31, 2020 from 62.4% in 2019, primarily due to (i) a decrease in our gross margins of game segment from 57.4% in the year ended December 31, 2019 to 46.8% in 2020, as a result of the increase in the contribution from game operating revenue recognized on a gross basis to total game operating revenue from 61.1% in the year ended December 31, 2019 to 75.0% in 2020, mainly arising from the solid performances of our licensed games, such as Ulala (不休的烏拉拉), Sausage Man (香腸派對), Lan Yan Qing Meng (藍顏清夢) and Arknights (明日方舟), (ii) a decrease in gross margin of information services segment from 88.6% in the year ended December 31, 2019 to 85.5% in 2020, as the growth rate of TapTap's average MAUs was higher than the growth rate of TapTap's revenue. This decrease was partially offset by an increase in the contribution of revenue from our information services business to our total revenue from 16.2% in the year ended December 31, 2019 to 18.1% in 2020, which in general enjoys a higher gross margin than the game business.

### Selling and Marketing Expenses

Our selling and marketing expenses primarily consist of (i) promotion and advertising expenses paid to external advertising agencies and professional information dissemination companies, and (ii) employee benefit expenses relating to our selling and marketing personnel.

Our selling and marketing expenses decreased by 15.0% to RMB633.4 million for the year ended December 31, 2020 on a year-on-year basis. This was primarily due to (i) decreased marketing expenses of RMB212.0 million for game segment, as we launched fewer new games in the year ended December 31, 2020 as compared to 2019, and (ii) partially offset by increased marketing expenses of RMB100.3 million for TapTap, as we continued to attract new users and bring in high-quality exclusive games during the "stay-at-home" period.

### Research and Development Expenses

Our research and development expenses primarily consist of (i) employee benefits expenses relating to our research and development employees, and (ii) professional and technical services fees including art design and technical support for our games.

Our research and development expenses increased by 107.0% to RMB657.5 million for the year ended December 31, 2020 on a year-on-year basis. This was primarily due to an increase in the number of our research and development personnel from 806 as of December 31, 2019 to 1,355 as of December 31, 2020, increased levels of employee benefits, and an increase in expenses relating to professional and technical services during the year ended December 31, 2020, as we continued to enhance our game development capabilities and TapTap's user experience.

### General and Administrative Expenses

Our general and administrative expenses primarily consist of (i) employee benefits expenses relating to our administrative employees, (ii) professional and technical services fees, such as fees paid to audit and law firms, (iii) office expenses incurred in the ordinary course of business, and (iv) depreciation of property, plant and equipment in connection with our office equipments.

Our general and administrative expenses decreased by 11.2% to RMB179.9 million for the year ended December 31, 2020 on a year-on-year basis. This was primarily due to (i) the elimination of one-off listing expenses of RMB53.5 million incurred during the year ended December 31, 2019, and partially offset by (ii) increased professional and technical service fees as we have become a listed company since December 2019, and (iii) increased back-office personnel as our total number of employees enlarged significantly.

## Income Tax Expenses

Our income tax expenses increased by 60.0% to RMB51.2 million for the year ended December 31, 2020 on a year-on-year basis. Our effective income tax rate (calculated as income tax expense divided by profit before income tax) increased to 47.9% for the year ended December 31, 2020 from 5.9% for 2019. This was primarily due to (i) our different subsidiaries have different profit profiles and different applicable tax rates. For example, in 2020, our subsidiaries that conduct overseas publishing and those that operate TapTap are profitable, while our subsidiaries that primarily conduct R&D activities are loss-making. Generally, the corporate income tax rate applicable to our operating subsidiaries ranges from 10% to 25%, (ii) we make a one-off provision for withholding tax on earnings expected to be remitted by subsidiaries, and (iii) the corporate income tax exemption applicable to Yiwang expired in 2019 and Yiwang is subject to a corporate income tax rate of 12.5% for the three-year period from 2020 to 2022.

## Profit for the Year

Our profit for the year decreased by 89.1% to RMB55.8 million for the year ended December 31, 2020 on a year-on-year basis.

## Profit for the Year attributable to Equity holders of the Company

Our profit for the period attributable to equity holders of the Company decreased by 97.4% to RMB9.1 million for the year ended December 31, 2020 on a year-on-year basis.

Our profit for the period attributable to non-controlling interests was mainly due to non-controlling interests in (i) Yiwang, (ii) Longcheng, (iii) X.D. Global (HK) Limited, and (iv) Hyper Times Limited.

## Liquidity and Capital Resources

Our cash positions and short-term investments as at December 31, 2020 and December 31, 2019 are as follows:

	<b>As at December 31, 2020 (RMB'000)</b>	As at December 31, 2019 (RMB'000)
Cash and cash equivalents	<b>2,319,512</b>	1,336,869
Short-term investments	<b>—</b>	497,363
	<b>2,319,512</b>	1,834,232

The increase of our cash positions was primarily due to (i) the top-up placing completed in July 2020 and received net proceeds of approximately HK\$767.3 million. Please refer to the announcements of the Company dated June 24, 2020 and July 3, 2020 published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) for details, (ii) net cash generated from operating activities of RMB348.2 million for the year ended December 31, 2020, and (iii) partially offset by the payment of approximately RMB330.2 million for acquisition of additional equity interests in Yiwang. Please refer to the announcement of the Company dated August 27, 2020 published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) for details.

As of December 31, 2020, we did not have any borrowings or unutilized banking facilities.

## Major customers and suppliers

### i. Information about the major customers of the Company

In this year, sales to the largest customer and the five largest customers amounted to RMB432.5 million and RMB1,060.2 million, respectively, accounting for 15.2% and 37.4% of the total sales for the year, respectively; no related-party sales were transacted to the five largest customers. None of the other Directors or shareholders (which to the knowledge of the Directors own 5% or more of the Company's issued share capital) or their respective associates had interests in any of the Group's five largest customers.

### ii. Information about the major suppliers of the Company

In this year, purchases from the largest supplier and the five largest suppliers amounted to RMB236.9 million and RMB659.2 million, respectively, accounting for 18.0% and 50.1% of the total purchases for the year, respectively; there were no related-party purchases among such purchases from the five largest suppliers. None of the Company's Directors or other shareholders (which to the knowledge of the Directors own 5% or more of the Company's issued share capital) or their respective associates had interests in any of the Group's five largest suppliers.



### Gearing Ratio

This ratio is calculated as total liabilities divided by total assets. As of December 31, 2020, our gearing ratio is 22.9%.

### Significant Investments

For the year ended December 31, 2020, we did not have any significant investment.

### Material acquisitions and Disposals of Subsidiaries, Associates and Joint ventures

On August 27, 2020, X.D. Network entered into the equity transfer agreement with Mr. Huang Xiwei, Mr. Zhang Qian and Huzhou Yixin Investment Management Partnership (Limited Partnership) (collectively, the "Vendors"), pursuant to which, X.D. Network has conditionally agreed to purchase, and the Vendors have conditionally agreed to sell, an aggregate of 18.34% equity interest in Yi wan held by them for a total consideration of RMB330,188,964. For further details, please refer to the announcement of the Company dated August 27, 2020.

### Pledge of Assets

As of December 31, 2020, we did not pledge any of our assets.

### Future Plans for Material Investments or Capital Assets

As of December 31, 2020, we did not have any plans for material investments and capital assets.

### Foreign Exchange Risk Management

We generate revenue from overseas markets in relation to our international business, and therefore, we are exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar and Hong Kong dollar. We also pay licensing fees for foreign game developers and intellectual property providers, which are primarily in US dollars. In 2020, we did not adopt any long-term contracts, currency borrowings or other means to hedge our foreign currency exposure.

### Contingent Liabilities

As of December 31, 2020, we did not have any material contingent liabilities.

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## BIOGRAPHIES OF DIRECTOR AND SENIOR MANAGEMENT

# BIOGRAPHIES OF DIRECTOR AND SENIOR MANAGEMENT

## DIRECTORS

### Executive Directors

**Mr. Huang Yimeng (黃一孟)**, aged 39, is an executive Director, the Chairman of the Board and the Chief Executive Officer of our Company. Mr. Huang has over 14 years of experience in games, telecommunications, technology and internet industries and is primarily responsible for the overall operations and management of our Group. Mr. Huang has been the chairman of the board of directors of X.D. Network since July 2011. Mr. Huang currently also holds directorships in various of our subsidiaries, our PRC Consolidated Affiliated Entities and Relevant Entities. In addition, Mr. Huang has abundant management experience in the technology industry, including as the chief executive officer of Shanghai Shaosi Network Technology Co., Ltd. (上海少思網絡科技有限公司) from May 2007 to June 2011, and the chief executive officer of Shanghai Weixi Network Technology Co., Ltd. (上海維西網絡科技有限公司) from June 2005 to April 2007. Mr. Huang graduated from Fudan High School in China in July 2000.

**Mr. Dai Yunjie (戴雲傑)**, aged 38, is an executive Director and the President of our Company. Mr. Dai has over 14 years of experience in games, telecommunications, technology and internet industries and is primarily responsible for daily operations, overseas business development and human resources of our Group. Mr. Dai has been the president of X.D. Network since July 2011. Mr. Dai currently also holds directorships in various of our subsidiaries, Consolidated Affiliated Entities and Relevant Entities. Mr. Dai has been an executive director of Shanghai Qingwu Network Technology Co., Ltd. (上海輕舞網絡科技有限公司) since August 2014, and an executive director of Shanghai Yinzhi Network Technology Co., Ltd. (上海隱志網絡科技有限公司) since November 2003. In addition, Mr. Dai was the chief operating officer of Shanghai Shaosi Network Technology Co., Ltd. (上海少思網絡科技有限公司) from May 2007 to June 2011, and the chief operating officer of Shanghai Weixi Network Technology Co., Ltd. (上海維西網絡科技有限公司) from June 2005 to April 2007. Mr. Dai graduated from Shanghai University in China majoring in mechanical engineering and automation in June 2006.

**Mr. Shen Sheng (沈晟)**, aged 43, is an executive Director and Chief Technology Officer of our Company. Mr. Shen has more than 8 years of experience in games, telecommunications, technology and internet and is primarily responsible for the overall technological policies, product research and development and the establishment of technological platforms of our Group. Mr. Shen has been a director of X.D. Network since July 2011. Mr. Shen has served as an executive director of Shanghai Yuanzhi Investment Management Co., Ltd. (上海源志投資管理有限公司) since September 2014, the chairman of the board of directors of Shanghai Pinzhi Culture Communication Co., Ltd. (上海品志文化傳播有限公司) since October 2011, and the chairman of Shanghai Archer Information Technology Co., Ltd. (上海射手信息科技有限公司) since March 2010. Mr. Shen attended Shanghai Finance College in China from September 1995 to June 1998 studying International Finance.

**Mr. Fan Shuyang (樊舒陽)**, aged 37, is an executive Director and one of the joint company secretaries of our Company. Mr. Fan has also served as the secretary to the board of directors, the product manager and project manager of X.D. Network since February 2012. Mr. Fan has more than 13 years of experience in game and consultancy industries and is primarily responsible for daily operations, corporate governance and legal and compliance affairs of our Group. Prior to joining our Group, Mr. Fan served as a project manager at SEGA Shanghai (世嘉(上海)) from January 2010 to January 2012, a transfer pricing consultant at KPMG China from July 2009 to December 2009 and a software engineer at SEGA Shanghai from July 2006 to July 2007. Mr. Fan obtained his bachelor's degree in automation from Tongji University in China in July 2007 and his master's degree in electronic business management from University of Warwick in the United Kingdom in January 2009.

## Non-Executive Directors

**Mr. Tong Weiliang (童瑋亮)**, aged 47, is a non-executive Director of our Company. Mr. Tong has extensive experience in investment and technology industries. Mr. Tong has also served as a director of X.D. Network since May 2015. He founded Beijing Tonghang Investment Management Co., Ltd. (北京桐行投資管理有限公司) in October 2013. He founded Phoenix Tree Capital Partners (天津金梧桐投資管理合夥企業(有限合夥)) in December 2014 and currently serves as the founding partner. Before that, Mr. Tong was a partner of Beijing Gebi Investment Advisory Co., Ltd. (北京戈壁投資諮詢有限公司) and its related companies and Beijing Zhitong Wuxian Technology Co., Ltd. (北京智通無限科技有限公司) and its related companies from January 2011 to September 2013 and December 2005 to December 2010, respectively. Mr. Tong obtained his college's degree in computer applications from Jinling Institute of Technology (金陵科技學院) in September 1993 and MBA from Concordia University Wisconsin in the United States in September 2011.

**Mr. Liu Wei (劉偉)**, aged 33, is a non-executive Director of our Company. Mr. Liu served as the supervisor of miHoYo Co. Ltd. ("miHoYo") from February 2012 to March 2012; the director and deputy general manager of miHoYo from March 2012 to October 2015; the director, deputy general manager and secretary of the board of directors of miHoYo from October 2015 to April 2016; and from April 2016 to date, Mr. Liu serves as the director, deputy general manager and president of miHoYo. Mr. Liu obtained his bachelor's degree in Information Engineering from Shanghai Jiaotong University in 2009 and master's degrees in Communication and Information Systems and Electrical Computer Engineering from Shanghai Jiaotong University and Georgia Institute of Technology in 2012, respectively. Mr. Liu has been the vice president of the Shanghai Youth Entrepreneurship Association (上海市青年創業協會) for a four-year term since May 2019.

## Independent non-executive Directors

**Mr. Pei Dapeng (裴大鵬)**, aged 43, is our independent non-executive Director. Mr. Pei has also been an independent director of X.D. Network since October 2017. Mr. Pei has extensive industry experience in E-commerce and network technology. In addition to his positions in our Group, Mr. Pei has been the chairman of the board of directors and chief executive officer in Shopex Software Co., Ltd. (商派軟件有限公司) since March 2019. Mr. Pei also served as the general manager in Shopex Software Co., Ltd. (商派軟件有限公司) from June 2017 to February 2019. Mr. Pei served as the general manager in Youliang (Shanghai) Information Technology Co., Ltd. (有量(上海)信息技術有限公司) from April 2015 to May 2017. Mr. Pei served as the general manager in Shanghai Youliang Marketing Co., Ltd. (上海有量市場營銷策劃有限公司) from November 2014 and March 2015. Mr. Pei served as the general manager in Ku Mei (Shanghai) Information Technology Co., Ltd. (酷美(上海)信息技術有限公司) from January 2009 and October 2014. Mr. Pei served as the general manager of Shanghai Shopex Network Technology Co., Ltd. (上海商派網絡科技有限公司) from November 2006 to December 2008. Mr. Pei obtained his bachelor's degree in Informatics from East China Normal University in China in July 2000.

**Mr. Xin Quandong (辛全東)**, aged 47, is our independent non-executive Director. Mr. Xin also serves as an independent director of X.D. Network since October 2017. Mr. Xin has extensive experience in accounting and investment industries. In addition to his positions in our Group, Mr. Xin has been founding partner and chief executive officer of Shanghai Honggu Equity Investment Fund (上海紅穀股權投資基金) since August 2015. Before that, Mr. Xin served as the partner and managing director of Shanghai Chengding Equity Investment Fund (上海誠鼎股權投資基金) from May 2010 to July 2015, as chairman and general manager of Shanghai Big Thumb Home Service Co., Ltd. (上海大拇指家庭服務有限公司) from June 2008 to May 2010, as executive vice president of Shanghai East Joy Long Motor Airbag Co., Ltd. (上海東方久樂汽車安全氣囊股份有限公司) from December 2006 to July 2007, as chief financial officer and deputy general manager of Shanghai Huabo Investment Consulting Co., Ltd. (上海華博投資諮詢有限公司) from April 2003 to December 2006, as investment manager of Shanghai Keyuan Investment Consulting Co., Ltd. (上海科遠投資諮詢有限公司) from April 2001 to November 2012. Mr. Xin obtained his bachelor's degree in accounting from Shanghai University of Finance and Economics in China in July 1996. Mr. Xin has been accredited as a Certified Public Accountant by the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) since 1998 and has obtained the fund practice qualification from Asset Management Association of China in 2017.

**Ms. Liu Qianli (劉千里)**, aged 45, is our independent non-executive Director. Ms. Liu has over 17 years of experience in investment banking and corporate finance. Ms. Liu served as a senior associate in The Parthenon Group (Strategic Management Consulting) from 1997 to 2000; a vice president in TRULY CUSTOM CONSTRUCTION, INC. (E-Commerce) from 2000 to 2001; a vice president of investment banking department in Lehman Brothers in Hong Kong and an associate of investment banking department in Lehman Brothers in New York from July 2003 to June 2007; the chief financial officer of MainOne Information Technology Company Ltd., an information technology company, from June 2007 to August 2008; the chief financial officer of ChinaEdu Corp., an education services provider in China from October 2008 to November 2010; the chief financial officer of Phoenix New Media Limited, a media company listed on the New York Stock Exchange (Stock Code: FENG), from December 2010 to July 2013; an independent non-executive director of BAIOO Family Interactive Limited, a children's web game developer listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (Stock Code: 2100) from March 2014 to date; an independent non-executive director of Feiyu Technology International Company Ltd., a leisure mobile game developer listed on the Main Board of the Stock Exchange (Stock Code: 1022) from November 2014 to date; and Ms. Liu serves as the Assistant Head of School, Business of Keystone Academy from 2020 to date. Ms. Liu obtained her bachelor's degree in arts from Dartmouth College in 1997 and her master's degree in Business Administration from the Massachusetts Institute of Technology Sloan School of Management in 2003.

## SENIOR MANAGEMENT

**For biographical details of Mr. Huang Yimeng, Mr. Dai Yunjie, Mr. Shen Sheng and Mr. Fan Shuyang, who form part of our senior management team, please refer to "— Directors — Executive Directors" in this section of this annual report.**

**Mr. Gong Rui (龔睿)**, aged 35, has been appointed as the Chief Financial Officer of our Company since June 3, 2019 and is primarily responsible for the overall finance, investments, and strategic development of our Group. Mr. Gong has been the chief financial officer of X.D. Network since November 2018. Mr. Gong has 11 years of experience in the investment banking and financial management industries. Prior to joining our Group, Mr. Gong served as associate vice president and vice president in China Culture Industry Investment Fund Management Co., Ltd. (中國文化產業投資基金管理有限公司) from September 2014 to November 2018, an associate in BOCI Asia Limited from July 2012 to September 2014, and an analyst in BOCI Asia Limited from June 2010 to June 2012 and BOCI Securities Limited from December 2009 to May 2010. Mr. Gong obtained his bachelor's degree in science in Peking University in China in July 2008 and his master's degree in science in Boston University in the United States in September 2009.



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## CORPORATE GOVERNANCE REPORT

# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE PRACTICES

The Group is committed to implementing high standards of corporate governance to safeguard the interests of the shareholders of the Company and enhance the corporate value as well as the responsibility commitments. The Company has adopted the CG Code as its own code of corporate governance. Save as disclosed in this annual report, the Company has complied with all applicable code provisions of the CG Code during the year ended December 31, 2020, the Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

## THE BOARD OF DIRECTORS

### Responsibilities

The Board takes the responsibility to oversee all major matters of the Company, including the formulation and approval of all policy matters, overall strategies, internal control and risk management systems, and monitor the performance of the senior management.

All Directors shall at all times ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and the Shareholders.

### Board Composition

#### Executive Directors

Mr. Huang Yimeng (*Chairman of the Board and Chief Executive Officer*)

Mr. Dai Yunjie

Mr. Shen Sheng

Mr. Fan Shuyang

#### Non-executive Directors

Mr. Tong Weiliang

Mr. Liu Wei (appointed on December 17, 2020)

Mr. Chen Feng (resigned on December 17, 2020)

#### Independent Non-executive Directors

Mr. Pei Dapeng

Mr. Xin Quandong

Ms. Liu Qianli (appointed on December 17, 2020)

Mr. Gao Shaoxing (resigned on December 17, 2020)

There is no material financial, business, family or other relationship between any members of the Board. The biographies of the Directors are set out under the section headed "Biographies of Directors and Senior Management" in this annual report.

### Chairman and Chief Executive Officer

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

Mr. Huang Yimeng is currently the chairman and chief executive officer of the Company. In view of his substantial contribution to the Group since its establishment and his extensive experience in the game industry, the Board considers that vesting the roles of chairman and chief executive officer in the same individual provides the Group with strong and consistent leadership in the development and execution of long term business strategies and does not impair the balance of power and authority between the Board and the management of the Company. The Board currently comprises four executive directors (including Mr. Huang Yimeng), two non-executive directors and three independent non-executive directors and therefore has a fairly strong independence element in its composition.

The Board will continue to review the effectiveness of the corporate governance structure in order to assess whether separation of the roles of chairman and chief executive officer is necessary.

### Independent non-executive Directors

The independent non-executive Directors play a significant role in the Board by virtue of their independent judgment and their views carry significant weight in the Board's decision. The functions of independent non-executive Directors include bringing an impartial view and judgement on issues of the Company's strategies, performance and control; and scrutinizing the Company's performance and monitoring performance reporting.

During the year ended December 31, 2020, the Board has at all times met the requirements of Rules 3.10(1) and (2) of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise.

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

### Directors' training and professional development

Every newly appointed Director has been given a comprehensive, formal and tailored induction on appointment. The Company will continue to arrange regular seminars to provide the Directors with updates on the latest developments and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge his duty. During the year ended December 31, 2020, the Directors have participated in continuing professional development programmes and provided the Company with records of the training they received to ensure that their contributions to the Board remain informed and relevant.

The table below summarises the participation of each of the Directors in continuous professional development during the year ended December 31, 2020:

Name of Director	Attending Training Courses	Reading Legal and Regulatory Updates and other Reference Materials
Executive Directors		
Mr. Huang Yimeng	√	√
Mr. Dai Yunjie	√	√
Mr. Shen Sheng	√	√
Mr. Fan Shuyang	√	√
Non-executive Directors		
Mr. Tong Weiliang	√	√
Mr. Liu Wei (appointed on December 17, 2020)	√	√
Mr. Chen Feng (resigned on December 17, 2020)	√	√
Independent Non-executive Directors		
Mr. Pei Dapeng	√	√
Mr. Xin Quandong	√	√
Ms. Liu Qianli (appointed on December 17, 2020)	√	√
Mr. Gao Shaoxing (resigned on December 17, 2020)	√	√

## BOARD DIVERSITY POLICY

We have adopted a diversity policy of the Board which sets out the objective and provides that all appointments of the members of the Board should be made on merit, in the content of the talents, skills and experience the Board as a whole requires to be effective. Our nomination committee will review and assess the composition of the Board and make recommendations to the Board on appointment of members of the Board. Meanwhile, our nomination committee will consider the benefits of all aspects of diversity and seek to achieve Board diversity through the consideration of a number of factors, including without limitation, professional experience, skills, knowledge, education background, age, gender, cultural and ethnicity and length of service, in order to maintain an appropriate range and balance of talents, skills, experience and diversity of perspectives on the Board. Under the current composition of our Board, our Board has a balanced mix of knowledge, skills and experiences, including experiences in games, technology, internet, investment, accounting and financial markets. Our Directors have a diverse education background including business administration, accounting, automation engineering, electric engineering, computer applications, international finance, informatics.

We recognize that the gender diversity at the Board level can be improved given its current composition of male-majority Directors, we will strive to enhance female representation and achieve an appropriate balance of gender diversity with reference to stakeholders' expectation and international and local recommendation best practices, with the ultimate goal of bringing our Board to gender parity. We will also ensure that there is gender diversity when recruiting staff at mid to senior level and we are committed to provide career development opportunities for female staff so that we will have a pipeline of female senior management and potential successors to our Board in a few years' time.

Our nomination committee is delegated by our Board to be responsible for compliance with relevant codes governing board diversity under the CG Code. Our nomination committee will review our diversity policy of the Board on annual basis and to ensure its continued effectiveness.

## BOARD MEETINGS

Code Provision A.1.1 of the CG Code prescribes that at least four regular Board meetings should be held in each year at approximately quarterly intervals with active participation of majority of directors, either in person or through electronic means of communication.

The Company has adopted the practice of holding Board meetings regularly. Notice of not less than 14 days is given of all regular Board meetings to provide all Directors with the opportunity to attend and include matters in the agenda. For other committee meetings, reasonable notice is given. The agenda and accompanying board papers are despatched to the Directors or committee members at least three days before meetings to ensure that they have sufficient time to review these documents and be adequately prepared. When the Directors or committee members are unable to attend a meeting, they are advised of the matters to be discussed and given an opportunity to make their views known to the chairman prior to the meeting.

Minutes of the Board meetings and committee meetings are recorded in detail and include the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and committee meeting are sent to the Directors within a reasonable time after the date on which the meeting is held so that they have an opportunity to request amendments.

The Board reserves for its decision on all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. The Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense. The Directors are encouraged to access and to consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

The table below sets forth the attendance of each of the Directors at the board meetings and annual general meeting:

Name of Director	Number of meetings attended/held during the Director's term of office	
	Board meetings	Annual general meeting
<b>Executive Directors</b>		
Mr. Huang Yimeng	5/5	1/1
Mr. Dai Yunjie	5/5	1/1
Mr. Shen Sheng	5/5	1/1
Mr. Fan Shuyang	5/5	1/1
<b>Non-executive Directors</b>		
Mr. Tong Weiliang	5/5	1/1
Mr. Liu Wei (appointed on December 17, 2020)	0/0	0/0
Mr. Chen Feng (resigned on December 17, 2020)	5/5	1/1
<b>Independent Non-executive Directors</b>		
Mr. Pei Dapeng	5/5	1/1
Mr. Xin Quandong	5/5	1/1
Ms. Liu Qianli (appointed on December 17, 2020)	0/0	0/0
Mr. Gao Shaoxing (resigned on December 17, 2020)	5/5	1/1

During the year ended December 31, 2020, the Chairman has also held a meeting with all independent non-executive Directors without the presence of other Directors.

## BOARD COMMITTEES

The Board has established four committees, namely Audit Committee, Remuneration and Appraisal Committee, Strategy and Development Committee and Nomination Committee. Each of these committees has specific written terms of reference and is responsible for overseeing particular aspects of the Group's affairs. The chairman of these committees will report their findings and recommendations to the Board after each meeting.

The table below sets forth the attendance of each of the committee members at the board committees:

Name of Director	Number of meetings attended/held during the Director's term of office			
	Audit Committee	Remuneration and Appraisal Committee	Strategy and Development Committee	Nomination Committee
Mr. Huang Yimeng	N/A	N/A	1/1	1/1
Mr. Dai Yunjie	N/A	1/1	1/1	N/A
Mr. Tong Weiliang	N/A	N/A	1/1	N/A
Mr. Liu Wei (appointed on December 17, 2020)	N/A	N/A	0/0	N/A
Mr. Chen Feng (resigned on December 17, 2020)	N/A	N/A	1/1	N/A
Mr. Pei Dapeng	2/2	N/A	1/1	1/1
Mr. Xin Quandong	2/2	1/1	N/A	N/A
Ms. Liu Qianli (appointed on December 17, 2020)	0/0	0/0	N/A	0/0
Mr. Gao Shaoxing (resigned on December 17, 2020)	2/2	1/1	N/A	1/1

## Audit Committee

The Audit Committee consists of three independent non-executive Directors, namely Mr. Xin Quandong (Chairman), Mr. Pei Dapeng and Mr. Liu Qianli.

The main duties of the Audit Committee include the following:

- (a) being primarily responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor; and approving the remuneration and terms of engagement of the external auditor, and considering any questions of its resignation or dismissal;
- (b) reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- (c) developing and implementing policies on engaging an external auditor to supply non-audit services (for this purpose, "external auditor" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally) and reporting to the Board and making recommendations on any matters where action or improvement is needed;
- (d) discussing with the external auditor the nature and scope of the audit and relevant reporting obligations, and ensuring co-ordination where more than one audit firm is involved before the audit commences;
- (e) monitoring integrity of the Company's financial statements, annual reports and accounts, half-year reports and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgments contained therein. In reviewing these statements and reports before submission to the Board, the Audit Committee shall focus particularly on:
  - (i) any changes in accounting policies and practices;
  - (ii) major judgmental areas;
  - (iii) significant adjustments resulting from audit;
  - (iv) the going concern assumptions and any qualifications;
  - (v) compliance with accounting standards; and
  - (vi) compliance with the Listing Rules and any requirements from the Stock Exchange and legal requirements in relation to financial reporting;
- (f) Regarding (e) above:
  - (i) liaising with the Board and the Senior Management;
  - (ii) meeting at least twice a year with the Company's auditors; and
  - (iii) considering any significant or unusual items that are, or may need to be, reflected in the financial reports and accounts and giving due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditors;
- (g) reviewing the Company's financial controls, risk management and internal control systems;
- (h) discussing the risk management and internal control systems with the Senior Management, ensuring that the Senior Management has performed their duties to establish effective systems and to review annually the effectiveness, adequacy and appropriateness of those systems. This review should include adequacy of resources, staff qualifications and experience, training programs and budget of the Company's accounting and financial reporting function;

- (i) conducting research on major investigation findings of risk management and internal control matters and the Senior Management's response to these findings on its own initiative or as delegated by the Board;
- (j) ensuring co-ordination between the internal and external auditors, ensuring that the internal audit function is adequately resourced to operate and has appropriate standing within the Company, and reviewing and monitoring its effectiveness;
- (k) reviewing the Company's financial and accounting policies and practices;
- (l) reviewing the external auditor's management letter, any material queries raised by the auditor to the Senior Management about accounting records, financial accounts or systems of control and Senior Management's response;
- (m) ensuring that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- (n) reporting to the Board on the matters in these Terms;
- (o) reviewing the following arrangements set by the Company: employees of the Company can raise concerns about possible improprieties in financial reporting, internal control or other matters in confidence; and ensuring that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up actions by the Company;
- (p) acting as the key representative body for overseeing the Company's relations with the external auditor;
- (q) formulating a whistle-blowing policy and system by the Audit Committee to allow employees and those who have dealings with the issuer (such as customers and suppliers) to raise, in confidence, any concern regarding any possible improprieties about the issuer to the Audit Committee;
- (r) to identify the environmental, social and governance matters that are relevant and material to the operations of the Group and/or that affect shareholders and other key stakeholders (the "Key ESG Issues"), which shall include environmental and social aspects as stated in Appendix 27 to the Listing Rules;
- (s) to review the Company's vision, strategy, framework, principles and policies in relation to Key ESG Issues, make relevant recommendations to the Board;
- (t) to review and monitor the Company's policies, practices and performance in relation to Key ESG Issues to ensure compliance with legal and regulatory requirements and that they are appropriate in the context of the size, business nature and scope of the Company;
- (u) to monitor the key performance indicators and standards set and performance achieved on Key ESG Issues by the Company;
- (v) to assess, review, report and make recommendations, once (I) a year or as and when required, to the Board on the effectiveness of the Company's policies, practices and performance in respect of Key ESG Issues;
- (w) to identify and engage stakeholders to understand and respond to their views by appropriate means;
- (x) to review disclosure on environmental, social and governance matters of the Company whether by way of inclusion in the Company's annual report or a separate report in compliance with Rule 13.91 of the Listing Rules and Appendix 27 to the Listing Rules; and
- (y) conducting any other matters related to the Audit Committee in accordance with the instructions from the Board from time to time.

During the year ended December 31, 2020, the Audit Committee had performed the followings:

- reviewed the audited annual financial statements for the year ended December 31, 2019;
- reviewed the unaudited interim financial statements for the six months ended June 30, 2020;
- reviewed and approved the audit service memorandum presented by the external auditor;
- discussed with the management and the external auditor on the issues concerning accounting policies and practices which may affect the Group, along with financial reporting matters;
- reviewed the risk management and internal control systems; and
- made recommendations to the Board for re-appointment of the external auditor.

## Remuneration and Appraisal Committee

The Remuneration and Appraisal Committee consists of one executive Director, namely Mr. Dai Yunjie and two independent non-executive Directors, namely Ms. Liu Qianli (Chairman) and Mr. Xin Quandong.

The main duties of the Remuneration and Appraisal Committee include the following:

- a) making recommendations to the Board on the Company's policy and structure for all Directors' and Senior Management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- b) being responsible for either (i) determining, with delegated responsibility, the remuneration packages of individual executive Directors and Senior Management; or (ii) making recommendations to the Board on the remuneration packages of individual executive Directors and Senior Management (this should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment);
- c) making recommendations to the Board on the remuneration of non-executive Directors;
- d) considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- e) reviewing and approving the Senior Management's remuneration proposals with reference to the Board's corporate goals and objectives;
- f) reviewing and approving compensation payable to executive Directors and Senior Management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- g) reviewing and approving compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- h) ensuring that no Director or any of his associates is involved in deciding his own remuneration;
- i) advising the Shareholders on how to vote with respect to any service contracts of the Directors that require Shareholders' approval under the Listing Rules; and
- j) reviewing the Group's policy on expense reimbursements for the Directors and Senior Management.

During the year ended December 31, 2020, the Remuneration and Appraisal Committee had performed the followings:

- reviewed the effectiveness of the remuneration policy; and
- reviewed the remuneration package of the executive Directors and senior management.

## Strategy and Development Committee

The Strategy and Development Committee consists of two executive Directors, namely Mr. Huang Yimeng (Chairman) and Mr. Dai Yunjie, two non-executive Directors, namely Mr. Tong Weiliang and Mr. Liu Wei and one independent non-executive Director, namely Mr. Pei Dapeng.

The main duties of the Strategy and Development Committee include the following:

- a) researching and making recommendations to the Board on the long-term development strategies and plans of the Company;
- b) researching and making recommendations to the Board on the major financing plans of the Company and other major strategic issues influencing the development of the Company; and
- c) reviewing the implementation of the above matters.

During the year ended December 31, 2020, the Strategy and Development Committee had reviewed strategies concerning business development and plans relating to the daily operations of the Group.



## Nomination Committee

The Nomination Committee consists of one executive Director, namely Mr. Huang Yimeng, and two independent non-executive Directors, namely Mr. Pei Dapeng (Chairman) and Ms. Liu Qianli.

The main duties of the Nomination Committee include the following:

- a) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- b) making recommendations to the Board on the appointment or re-appointment of Directors and succession plans for Directors, in particular the chairman and the chief executive officer. The Nomination Committee shall make recommendations on appointment of Directors with due regard to the diversity policy of the Company and in accordance with the challenges and opportunities faced by the Company;
- c) identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;
- d) assessing the independence of independent non-executive Directors;
- e) before making any appointment recommendations to the Board, evaluating the balance of Directors based on (including but not limited to) gender, age, cultural and educational background or professional experience, and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination Committee shall:
  - i. use open advertising or the services of external advisors to facilitate the search;
  - ii. consider candidates from a wide range of backgrounds; and
  - iii. consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- f) reviewing annually the time required from the non-executive Directors. Performance evaluations should be used to assess whether the non-executive Directors are spending enough time in fulfilling their duties; and
- g) ensuring that the Directors receive a formal letter of appointment from the Board setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.

During the year ended December 31, 2020, the Nomination Committee had performed the followings:

- reviewed the structure, size and composition of the Board;
- made recommendations to the Board on the re-election of Directors;
- reviewed the profile of the potential candidates to assess suitability in accordance with Nomination Policy and the objective criteria, with due regard for the benefits of diversity, as set out under the Board Diversity Policy and made recommendation to the Board;
- accessed the independence of the independent non-executive Directors; and
- reviewed the time commitments of the non-executive Directors.

## Nomination Policy for Directorship

In light of Article 16 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed.

### Information and Documents from Candidate

The nominated candidate shall provide the following to the Nomination Committee for its consideration: (a) a curriculum vitae containing his/her relevant personal information and contact details, academic and (if applicable) professional qualifications, work experience, employment history, current directorships (if any) and other information required to be disclosed under Rule 13.51(2) of the Listing Rules; (b) his/her written consent to be elected as a director of the Company; (c) other information, declarations, undertakings and/or confirmations as required by the Listing Rules; (d) other written consents (including without limitation his/her written consent to the publication of his/her personal data so provided) and other information as reasonably required by the Nomination Committee; and (e) if he/she is nominated to be appointed as an independent non-executive director of the Company, an independence confirmation and any other documents as required by the Listing Rules. The Nomination Committee may request the nominated candidate to provide additional information and documents as the Nomination Committee may consider appropriate.

### Nomination Committee's Role and its Selection Process and Criteria

The Nomination Committee shall review the said information and documents provided by the nominated candidate and conduct the following process (in accordance with the following criteria) with a view to assessing and evaluating whether such candidate is suitably qualified to be appointed as a director of the Company before making recommendations to the Board:

1. to assess such candidate's qualifications, skills, knowledge, ability and experience and also potential time commitment and attention to perform director's duties under common law, legislation and applicable rules, regulations and guidance (including without limitation the Listing Rules and the "Guidance for Boards and Directors" published by the Stock Exchange (the "Guidance for Boards")), with reference to the corresponding professional knowledge and industry experience which may be relevant to the Company and also the potential contributions that such candidate could bring to the Board (including potential contributions in terms of qualifications, skills, experience, independence and gender diversity);
2. in addition and without prejudice to Paragraph 1 above, to assess such candidate's personal ethics, integrity and reputation (including without limitation to conduct appropriate background checks and other verification processes against such candidate);
3. with reference to the Company's Board diversity policy (as adopted and amended by the Board from time to time), to take into account the then current structure, size and composition (including without limitation the balancing of the skills, knowledge, ability, experience and diversity of perspectives appropriate to the requirements of the Company's business) of the Board and the Company's corporate strategy, with due regard for the benefits of the appropriate diversity of the Board and also such candidate's potential contributions thereto;
4. to consider board succession planning considerations and the long-term needs of the Company;
5. in case of a candidate for an independent non-executive director of the Company, to assess: (i) the independence of such candidate with reference to, among other things, the independence criteria as set out in Rule 3.13 of the Listing Rules; and (ii) the guidance and requirements relating to independent non-executive directors set out in Code Provision A.5.5 of Appendix 14 to the Listing Rules and in the Guidance for Boards; and
6. to consider any other factors and matters as the Nomination Committee may consider appropriate.

### Board's Decision

The Board shall consider the recommendations from the Nomination Committee and make a decision as to whether the nominated candidate shall be eligible to be appointed as a director of the Company.

## DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group in accordance with statutory requirements and applicable accounting standards. The Directors also acknowledge their responsibilities to ensure that the consolidated financial statements of the Group are published in a timely manner. The Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the consolidated financial statements of the Group on a going concern basis.

The statement of the auditor about its reporting responsibilities on the consolidated financial statements of the Company is set out in the section headed "Independent Auditor's Report" in this annual report.

## RISK MANAGEMENT AND INTERNAL CONTROL

Adequate and effective risk management and internal control systems are key to safeguarding the achievement of the Company's strategic objectives. Risk management and internal control systems shall ensure the effective business operation, accuracy and reliability of the financial reporting, as well as the compliance with applicable laws, regulations and policies. The Board acknowledges that it is its responsibility to ensure that the Company establishes and maintains sound risk management and internal control systems within the Group. The Board has also reviewed and recognized the effectiveness of such systems in the reporting period. Such systems are designed to manage and mitigate risks inherent in the Group's business faced by the Group to an acceptable level, but not eliminating the risk of failure to achieve business objectives, and can only provide reasonable assurance against material misstatement, loss or fraud.

The Company has established its internal audit function, which is responsible for independently reviewing the adequacy and effectiveness of the company's risk management and internal control system and reporting the results to the Audit Committee. The Group will review the effectiveness of its risk management and internal control systems at least once every year through the Audit Committee. The General Office of the Company coordinates the detailed work of internal control and takes charge of sorting out and optimizing business processes and the management mechanism, as well as conducting evaluation on the effectiveness of internal control. In addition to the internal control and internal audit functions, all employees are accountable for risk management and internal control within their business scope. Business departments actively cooperate with internal control and internal audit functions, report to the management team on any important business development and how policies and strategies established by the Company are implemented within the department, and timely identify, assess and manage major risks.

The Company has formulated risk management and internal control management policies to construct a fundamental environment for risk management and internal control. In addition, the Company has set up the internal control framework, which relates to business processes such as procurement, sales, human resources and payroll, game development, marketing, tax, capital, information security and intellectual property rights, financial reporting and disclosure. The risk bank has also been put in place and risk assessment is conducted on a regular basis, to ensure the effective operation of risk management and internal control.

The Board considers that the Group's risk management and internal control systems are adequate and effective for the year ended December 31, 2020.

### Business Risk

The Group conducts business globally and faces business risks includes reputation risks, investment and acquisition risks, taxation risks and corporate responsibility and sustainability risks. The Board meets regularly and reviews the investment and expansion strategies, business plan, financial results, and key performance indicators of the Group to ensure that the business risks are controlled and managed, and potential risks can be identified.

### Financial Risk

The Group has adopted financial risk management policies to control the Group's financial risk exposure, such as taxation risks, currency risks and financial reporting risks. Also, the Board monitors the financial results and key operating statistics with the assistance of the Group's internal financial reporting department on a monthly basis.

### Compliance Risk

The Group has adopted internal procedures to monitor the Group's compliance risk to ensure that the Group's compliance with the laws and regulations in regions which the Group conducts business. In addition, the Group from time to time engages consulting firms and professional advisers to keep the Group updated with the latest development in the regulatory environments.

### Inside Information and Internal Control

The Group attaches utmost importance to the proper handling and dissemination of inside information. Internal policies are put in place to ensure that inside information is adequately controlled. To ensure the confidentiality and the timely disclosure of inside information, all employees are provided with learning materials and guidelines regarding the handling and dissemination of inside information on a yearly basis. IT system controls are implemented to ensure the access to sensitive data is restricted to authorized personnel only.

### Operational Risk

The Group has adopted procedures to manage its operational risk exposures, such as human resources risks and IT governance risks. The Group monitors the overall employee turnover rate, degree of satisfaction, and IT system status on a monthly basis, and adopts countermeasures if any risk indicators arise.

## DIVIDEND POLICY

The declaration and payment of dividends shall be determined at the sole discretion of the board of directors (the “Board”) of the Company and subject to the Company’s Articles of Association and all applicable laws and regulations. The Company does not have any pre-determined dividend payout ratio. Any dividends the Company pays will be determined at the absolute discretion of the Board, taking into account factors including the Company’s actual and expected results of operations, cash flow and financial position, general business conditions and business strategies, expected working capital requirements and future expansion plans, legal, regulatory and other contractual restrictions, and other factors that the Board deems to be appropriate. The Shareholders may approve, in a general meeting, any declaration of dividends, which must not exceed the amount recommended by the Board.

## AUDITOR’S REMUNERATION

For the year ended December 31, 2020, the fee paid/payable to the external auditor of the Company in respect of audit services and non-audit services is set out as follows:

PricewaterhouseCoopers	HKD
Assurance service — annual report	4,694,703.70
Non-assurance service	1,446,830.84
Total	6,141,534.54

## COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its code for dealing in securities in the Company by the Directors. The Directors have confirmed, following specific enquiry by the Company, compliance with the required standard set out in the Model Code for the year ended December 31, 2020.

## JOINT COMPANY SECRETARIES

Mr. Fan Shuyang and Mr. Yim Lok Kwan of SWCS Corporate Services Group (Hong Kong) Limited (a company secretarial service provider) have been appointed as the Company’s joint company secretaries. They are responsible for advising the Board on corporate governance matters and ensuring that the Board policies and procedures, as well as the applicable laws, rules and regulations are followed. The primary contact person at the Company is Mr. Fan Shuyang, the executive Director and joint company secretary of the Company.

For the year ended December 31, 2020, Mr. Fan Shuyang and Mr. Yim Lok Kwan have undertaken not less than 15 hours of relevant professional training respectively in compliance with Rule 3.29 of the Listing Rules.

## SHAREHOLDERS' RIGHTS

### Convening an extraordinary general meeting

Pursuant to Article 12.3 of the Articles of Association, extraordinary general meetings shall be convened on the requisition of two or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. Such requisition shall be made in writing to the Board or the secretary of the Company for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within three months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

### Putting forward proposals at general meeting

There are no provisions under the Articles of Association regarding procedures for shareholders to put forward proposals at general meetings other than a proposal of a person for election as Director. Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

### Enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the company secretary of the Company whose contact details are as follows:

Address: A1, 700 Wanrong Road, Shanghai, China or 40/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong  
(For the attention of the Board of Directors/Company Secretary)

Email: ir@xindong.com

## CONSTITUTIONAL DOCUMENTS

There is no change in the Company's constitutional documents during the Reporting Period.

# 06

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## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

# Environmental, Social and Governance Report

XD Inc. hereby issues the 2020 Environmental, Social and Governance (“ESG”) Report of the Group to demonstrate the Group’s concept and practice for sustainable development and social responsibility to its stakeholders from both environmental and social areas. For detailed corporate governance related information of the Group, please refer to the Corporate Governance Report of the year.

## Reporting Scope

The ESG report covers the Company and its subsidiaries, including the Group’s main business (game development and operation, game distribution, game community and platform information service, etc.). The reporting period for this report is from 1 January 2020 to 31 December 2020. (the “reporting period”).

## Reference and Principles

This report is prepared in accordance with the Environmental, Social and Governance Reporting Guide (“ESG Reporting Guide”) set out in Appendix 27 to the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*. This report is in compliance with the disclosure requirement of “comply or explain”, and inapplicable disclosure rules have been interpreted. This report is prepared in accordance with the following Reporting Principles:

- **Materiality:** The Group determines material ESG issues by stakeholder engagement and materiality assessment which have been disclosed in the ESG report;
- **Quantitative:** Information on the standards, methodologies and source of conversion factors used for the reporting of emission and energy consumption has been disclosed in the ESG report;
- **Consistency:** The ESG report uses consistent methodologies with that of 2019 to ensure comparability of information.

## GOVERNANCE

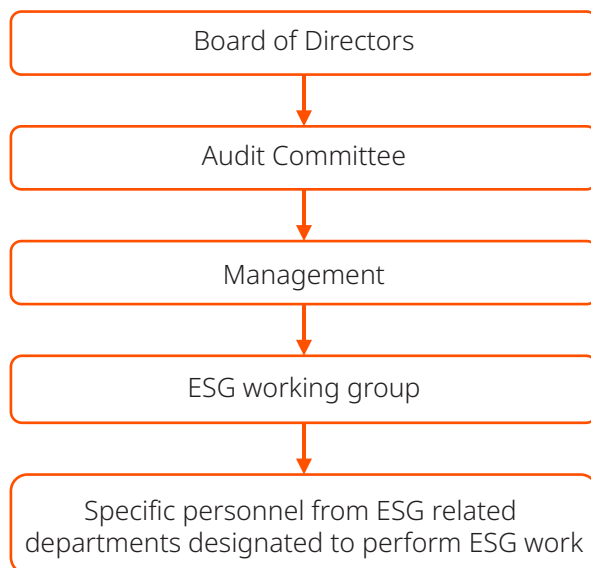
### ESG Strategy and Organizational Structure

The Group continues to deepen the construction of its internal ESG management system and attaches great importance to ESG risk management. The Board of Directors of the Group (the “Board”) is the highest decision-maker of ESG management in the Group. The Board oversees the Group’s ESG issues and future development and takes full responsibility for the Group’s ESG strategy and reporting.

The Group revised and published the *Terms of Reference for Audit Committee under the Board of Directors* on 17 December 2020, which clarified the responsibilities of the Audit Committee in supervising the Company’s environmental, social and governance issues. For specific responsibilities, please refer to the Corporate Governance Report of the year.

The management of the Group arranges the ESG working group to carry out relevant work according to the outlook, strategies, framework, principles and policies related to material ESG issues formulated by the Audit Committee. The management reports ESG-related risks and opportunities, policies, practices and performance related to material ESG issues to the Audit Committee, and provides the Audit Committee with ESG performance and annual ESG report of the Group.

The Group established the ESG working group to comprehensively carry out ESG work. The ESG working group involves the head of each department, and designated special staff to carry out daily ESG work and prepare annual ESG report. The ESG working group reports to the management on the daily ESG performance and the progress of annual ESG report.



**The Group's ESG organisational structure**

### Stakeholders Engagement

The Group actively communicates with core stakeholders and establishes a diverse and smooth communication channel to learn the opinions and suggestions from stakeholders on the Group's sustainable development performance and development strategy.

Stakeholder	Expectations and requirements	Communications channels
Government and regulators	<ul style="list-style-type: none"> <li>Implementing the policies and regulatory rules of the government</li> <li>Operating by the law</li> <li>Paying tax according to the law</li> <li>Advocating employment</li> </ul>	<ul style="list-style-type: none"> <li>Daily management</li> <li>Work meeting</li> <li>Supervision and inspection</li> </ul>
Shareholders	<ul style="list-style-type: none"> <li>Earning returns on investment</li> <li>The status of the development of corporate business</li> <li>Corporate governance</li> <li>Risk management and control</li> </ul>	<ul style="list-style-type: none"> <li>General meetings</li> <li>Annual reports, interim reports and announcements</li> <li>Investor relation activities</li> <li>Company website</li> </ul>
Players	<ul style="list-style-type: none"> <li>Providing high quality games and services</li> <li>Privacy protection</li> <li>Anti-cheating and fair gaming</li> </ul>	<ul style="list-style-type: none"> <li>Customer service online communication</li> <li>Improvement in client complaint response mechanism</li> <li>Social media communication</li> </ul>
Employees	<ul style="list-style-type: none"> <li>Salaries and welfare</li> <li>Healthy and safe working environment</li> <li>Fair opportunity for promotion and development</li> </ul>	<ul style="list-style-type: none"> <li>Sound compensation management</li> <li>Smooth internal communication channel</li> <li>Complete staff training system</li> <li>Healthy and safe working environment</li> </ul>
Society	<ul style="list-style-type: none"> <li>Enhancing public benefit</li> <li>Facilitating the harmonious development of the community</li> </ul>	<ul style="list-style-type: none"> <li>Participating in social charity</li> </ul>
Environment	<ul style="list-style-type: none"> <li>Reduce emissions</li> <li>Energy conservation</li> <li>Climate change</li> </ul>	<ul style="list-style-type: none"> <li>Waste classification</li> <li>Green office</li> </ul>



## Materiality Assessment

In order to assess the Group's ESG risks and material ESG issues, understand and respond to the expectations of various stakeholders on the Group's ESG work, we conducted materiality assessment through the following steps during the reporting period:

**Step 1 — Identify issues:** Identify 14 ESG issues according to the requirements of ESG Reporting Guide;

**Step 2 — Questionnaire survey:** Identify significant internal and external stakeholders of the Group, and invite them to evaluate the importance of the Group's ESG issues through a questionnaire survey to understand their opinions and suggestions;

**Step 3 — Confirm results:** Summarise based on the questionnaires collected, analyse issues from "Importance to the Company's business" and "Importance to stakeholders" to form the materiality matrix, and determine the Group's material ESG issues combining management's opinions and suggestions from experts.



## STABLE OPERATION

### Information Security and Privacy Protection

We strictly comply with the *Cybersecurity Law of the People's Republic of China*, the *Provisions on Protection of Personal Information of Telecommunications and Internet Users*, the *Administrative Measures for Internet Information Services* and other laws and regulations. We formulated the *Information Security Policy*, the *Regulations on Management of Data Backup* and other internal policies to continuously improve the information security, strengthen the network information security capabilities and reduce the risk of information leakage and loss.

In line with the information security policy of "putting safety first, focusing on comprehensive prevention, and making continuous improvement", we protect user information through establishing network and information security teams, disaster backup, firewall equipment, data access authentication and authority management, etc. Our computer rooms conform to the national standards of the *Code for Design of Data Centres (GB50174-2017)* and *Code for Construction and Acceptance of Data Centre Infrastructure (GB50462-2015)*. Special personnel is assigned to be responsible for the daily maintenance, monitoring, alarm and fault handling of the data centre, so as to protect the information security of users from the perspective of hardware and facilities.

In July 2020, we updated the *Privacy Policy* of XD and TapTap to specify the collection scope of user information and rules on its use, disclosure requirement of users' personal information and user information protection measures, etc. and allow users to access, modify and delete personal information, protecting user privacy from infringement. At the same time, in order to protect customers' information from leakage and abuse, we signed confidentiality agreements with partners and employees, stipulating that if they failed to fulfil their obligation of information protection, we would terminate the cooperation or employment relationship with them and pursue legal liabilities in extreme cases. We also regularly organize employees to participate in information security training to enhance their information security awareness, improve their security skills and clarify the information security responsibility mechanism.

## COMPLIANCE OPERATION

### • Advertising management

In accordance with the requirements of laws and regulations such as the *Advertising Law of the People's Republic of China* and the *Interim Measures for the Administration of Internet Advertising*, we formulated the *Advertisement Management Policy* to strictly control the release of marketing information through various channels, and thus ensure the compliance of publicity, promotion and advertising releases.

The daily advertising materials are reviewed by the marketing department, and the uncertain contents such as trivia and miscellaneous doubts are finally reviewed by the legal department and the public relations department before being released to the public. The legal department and public relations department of the Group regularly carries out seminars, marketing trainings and use tools such as Confluence or Slack for colleagues in marketing department and colleagues in charge of advertising content to ensure the legal compliance of the released publicity content, and to prevent our publicity materials from containing content that may deceive or mislead consumers, so as to effectively protect the rights and interests of users. In 2020, we updated the review standards in accordance with the market advertising review requirements. Starting from October, we paid more attention to the internal and external advertising work, and carried out advertising promotion training within the Company to strengthen the compliance awareness of relevant personnel.

If any third-party partner needs to place advertisements on the Group's "TapTap" and other platforms, the marketing department and the business department of the Group review its relevant qualifications, including business license, product ownership relationship certificate, software copyright certificate, game edition number and others that prove the legitimate authorisation of the products, and then release them on our platforms after confirmation.

Based on the nature of our business, product labelling is not applicable to the Group.

- **Intellectual property rights**

In strict compliance with the *Copyright Law of the People's Republic of China*, the *Trademark Law of the People's Republic of China*, the *Patent Law of the People's Republic of China*, the *Tort Liability Law of the People's Republic of China*, the *Measures for the Administration of Internet Domain Names of China*, the *Administrative Measures for Software Products* and other laws and regulations, we formulated the *Intellectual Property Management Policy* to standardise the application, registration, management and protection of patents, trademarks, copyrights and other intellectual property rights, so as to constantly improve the Company's intellectual property management.

The legal department of the Group is responsible for intellectual property management. It is responsible for protecting intellectual property, handling intellectual property-related legal affairs, and regularly organising intellectual property trainings to enhance employees' awareness of intellectual property protection. We also require each subordinate department to appoint an employee to serve as the intellectual property liaison officer, who is responsible for collecting and reporting the intellectual property information of each department, giving feedback and suggestions on their intellectual property work, and implementing intellectual property protection work jointly with the legal department. In addition, we also signed non-disclosure agreements with our employees and business partners to ensure the security of our intellectual property. We take measures to prevent infringement of the intellectual property rights of third parties, and conduct frequent monitoring and review. If any potential infringement risk is found, the legal department will set up an urgent working team to investigate the potential infringement, and cease the infringement activities against third parties through legal actions, while protecting the legitimate rights and interests of the Group.

As of 31 December 2020, the Group had a total of 426 trademarks, 11 patents, 151 software copyrights, 65 registered artwork copyrights and 58 other intellectual properties.

## Supplier Management

Our major suppliers include game developers and distribution platforms. We have a standard supplier management mechanism, prefer to work with socially responsible and sustainable partners, improve environmental and social performance with suppliers, so as to manage environmental and social risks in the supply chain.

Our suppliers also include those engaged in administrative management, game development, art outsourcing, advertising, electronic equipment, decoration and property management. We formulated some internal policies such as the *General Materials Procurement Policy*, the *Procurement and Warehousing Management Policy*, and the *Arts Suppliers Management Policy*, which regulate the whole life-cycle management process for suppliers related to art and administrative management from selection, access, evaluation to exit. In the process of selection and pre-engagement review of suppliers, we comprehensively evaluate their operation condition, business capability, quotation, management level and quality. At the end of each year, we also evaluate the products and services delivered by the suppliers. If the evaluation results are not satisfactory, we will communicate with the suppliers to assist them in correction and improvement, and monitor their progress, so as to promote our win-win cooperation.

As of 31 December 2020, we had a total of 200 suppliers of art products, including 74 from Shanghai and 126 from other regions, and a total of 95 suppliers of administrative services, including 85 from Shanghai and 10 from other regions.

## TapTap Developers' Salon

In 2020, we held the second TapTap Developers' Salon in Shanghai, inviting more than 200 industry producers, core developers and professional media to share cutting-edge thoughts. The Group's CEO Huang Yimeng delivered a speech themed with "TapTap: Plans and Prospects of this Year", introducing a series of major function upgrades and plans for TapTap. He indicated that we would always maintain our original intentions and serve the game ecosystem in a down-to-earth manner.



## Healthy Gaming

We strictly comply with the *Cybersecurity Law of the People's Republic of China*, *Provisions on the Administration of Account Names of Internet Users*, *Provisions on the Administration of Internet User Public Account Information Services*, and *Notice on Preventing Minors from Indulging in Online Games* and other laws and regulations. We established a fully-fledged game anti-addiction system to promote our healthy online game culture and to protect the physical and mental health of players, while providing series of high quality game products. Due to our business characteristics, KPI B6.1 "Percentage of total products sold or shipped subject to recalls for safety and health reasons" and KPI B6.4 "Description of quality assurance process and recall procedures" are not applicable to the Group.

For our game products, we have adopted the following measures to protect the physical and mental health of the under-age players from being harmed:

- All users are required to complete real-name registration, and the gaming time set for each user under the guest experience mode is limited to one hour every 15 days;
- A gaming time recording mechanism is in place to limit the gaming time for underage players to 3 hours on holidays and 1.5 hours on other days, and deny their access to our games from 10 p.m. to 8 a.m. the next day;
- The charging system is restricted for the underage users. It limits the amount of one-time payment and total payment for one month.
- An AI prohibited word interception system is embedded in the games, learning new words and upgrading its word database in real time to intercept sensitive content.

## Player Communication

In accordance with the laws and regulations such as *the Law of the People's Republic of China on the Protection of Consumer Rights and Interests*, etc., we formulated and implemented policies such as the *Processes for Customer Service Complaints* and the *Operational Specifications on Satisfaction Survey*. We listen to the players' demands, and collect their opinions in a timely manner to better fulfil the promise to players and protect the legitimate rights and interests of consumers.

We attach great importance to the players' gaming experience and thus hired an external specialised customer service team to provide multilingual customer services. Our players can obtain our customer service and technical support through online messaging tools, online forums, customer service hotline, email and our 24/7 game customer service system. We provide services to customers via xiaoneng.cn, an intelligent customer service system, formulate the *Xiaoneng Service Specifications* to offer guidance to customer service staff, and invite players to participate in a satisfaction survey before the end of each service.

Our customer service representatives cooperated are responsible for receiving, recording and managing complaints, summarising the contents of complaints (such as charging, server exception and punishment dissatisfaction) in a timely manner, and coordinating with relevant internal departments of the company to handle these complaints. We conduct after-sales feedback collection and satisfaction survey after the complaints are resolved, and regularly analyses the statistical complaint data to improve our service quality.

In 2020, we responded to players' demands through multiple channels, among which, a total of 70 complaints received were about users' dissatisfaction arising from our work, and the response rate and the handling rate were both 100%. The score of customer satisfaction were 99.78%.

## Anti-corruption

In accordance with the *Anti-Money Laundering Law of the People's Republic of China*, the *Interim Provisions on Banning Commercial Bribery*, the *Anti-Unfair Competition Law of the People's Republic of China* and other laws and regulations, the Group formulated policies such as the *Measures and Policy on Anti-money Laundering and Anti-terrorist* and the *Anti-fraud Procedures and Control Manual* to prohibit bribery, extortion, fraud, money laundering, etc. The Group also, based on the *Employee Handbook*, requires our employees not to solicit or accept any benefits from customers or related parties under any circumstance, and forbids our employees to take kickbacks and commissions, embezzle funds, etc. In addition, in order to eliminate the possible money-laundering risks caused by offline transactions of virtual goods, the Group does not set up functions such as exchange of game currency, props and account number for cash, and cash return in all game products operated by the Group.

The Audit Committee of the Group provides a unified whistle-blowing e-mail (accusation@xindong.com) to accept complaints or reports about any alleged corruption and violation of the Company's interests. The Internal Audit Department of the Group is responsible for real-time tracking and monitoring of fraud practices. It investigates and handles the complaints received, and according to the severity, punishes the relevant responsible persons or hands them over to the judicial organs.

The Group launches integrity education and training covering all employees and directors at least once a year to increase their anti-corruption awareness. In May 2020, we organised all employees to participate in integrity training via online questionnaires. We also signed anti-commercial bribery clauses with suppliers to eliminate any forms of commercial bribery, stipulating that we would completely suspend the cooperation relationship with suppliers if there were any violations. During the reporting period, there is not any concluded legal cases regarding corrupt practices brought against the issuer or its employees.

### Charitable activities

We support the long-term development of the communities where we operate and seek various ways to give back to the society. The Group also formulated the *Management Measures on Charity and Public Benefits*, and actively participated in various public welfare activities to make humble efforts to the society within our power.

- **Caring for special groups**

In 2015, the Group established a charity organisation named "XD Touch", which sent materials to "Baby's Home", a non-governmental organisation, improving the living quality of orphans and making them feel the warmth from the society. In the summer of 2020, we donated 25 sets of protective equipment to the staff of "Baby's Home" to cope with summer heat.



- **Supporting cultural development**

On 2 August 2020, the award ceremony of the 2nd China Original Art Games Competition, guided by the Publicity Department of the CPC Shanghai Municipal Committee and Shanghai Municipal Administration of Press and Publication and hosted by Shanghai Publishers' Association and TapTap, was held in Kerry Hotel Pudong Shanghai. The competition aimed to encourage high-level creation from domestic game developers and promote the high-quality development of China's game industry by selecting game works with excellent content, high artistic quality, creativity level and technical content. A total of 103 teams were attracted to actively participate in the competition and 182 entries were collected.



## CARING FOR EMPLOYEES

### Development and Training

With the mission of “creating growth opportunities for employees”, the Group developed the *Training Management Policy*, and provides training and development opportunities for all employees to help them maximise their potential. The human resources department of the Group makes training plans and organises employees to participate in 6 types of training courses covering general skills, technology, arts, application, planning and management, so as to help them improve their professional skills and comprehensive working capabilities.

The topics of our training programmes include:

- ✓ **New employee orientation:** We carried out this training when new employees join the Company. The main contents include the Company's history, corporate culture, responsibilities of each department, training mechanism, promotion system, product introduction. It helps new employees understand the Company and quickly integrate into the working atmosphere.
- ✓ **XD's sharing session:** We invite industry experts, scholars or senior mentors from external training institutions to carry out special trainings, so as to improve employees' skills and comprehensive capabilities.
- ✓ **Technical staff training series:** We regularly carry out themed trainings, experience sharing, seminars, etc., including technical modules such as engine, rendering and optimization, to enhance the professional capabilities in research and development of technical staff.
- ✓ **Management efficiency improvement training:** We carry out special training for the management, which deepens management personnel's understanding of corporate culture, hones their management skills, sharpens their communication skills, and thus raises management efficiency.
- ✓ **External training:** We organise our employees to participate in external training and studies, which equip employees with professional knowledge and skills relating to their duties and shares the most cutting-edge developments in the industry.

In addition, we have an internal mechanism in place for the selection, training, certification, rating, and incentive of internal trainers. We explore the internal training resources within the Group and encourage employees to share and communicate with each other in the Company as part-time trainers. This is conducive to the accumulation, sharing, and spread of knowledge within the Company, thus upskilling the workforce.

During the reporting period, the percentage of employees trained and average training hours of the Group are showed as bellow:

Classification		Percentage of employees trained	Average training hours
<b>Gender</b>	Male	<b>72%</b>	5.2
	Female	<b>28%</b>	5.9
<b>Employee category</b>	Senior management	<b>4%</b>	3.6
	Middle management	<b>24%</b>	24
	General staff	<b>72%</b>	3.8

### XD's sharing sessions

In 2020, we invited mentors in the field of architectural design, operation and product to carry out sharing sessions themed on "Architectural Design 2: Evolutionary and Streamline Design", "Position and Movement of Sausage Party's Operation" and "Initiating a Project about Mobile Games" for our staff, so as to provide them with more opportunities to show themselves, communicate and learn, thus improving their special skills.

### Employees' Rights and Interests

The Group strictly complies with laws and regulations such as the *Labour Law of the People's Republic of China*, the *Labour Contract Law of the People's Republic of China*, the *Employment Promotion Law of the Peoples Republic of China*, and the *Contract Law of the People's Republic of China*, etc. We constantly improve our talent management, and established a sound human resource management system, which provide detailed regulations relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunities, diversity, anti-discrimination, and other benefits and welfare.

As of 31 December 2020, the Group had a total of 1,952 employees, including 1,952 employees and 34 part-time employees. The total workforce and the employee turnover rate by gender, age group and geographical region are shown as below:

Classification		Total workforce	Turnover rate
<b>Gender</b>	Male	<b>1,402</b>	23%
	Female	<b>550</b>	24%
<b>Age group</b>	20~24	<b>288</b>	28%
	25~29	<b>775</b>	27%
	Over 30	<b>889</b>	18%
<b>Geographical regions</b>	Shanghai	<b>571</b>	19%
	Other regions	<b>1,381</b>	25%



## Recruitment and dismissal

We formulated the *Recruitment Management Policy* and adhere to the principle of “fair competition, selecting the best candidates; considering both current development and long-term needs”, taking into account whether the ability of a candidate (such as industry knowledge and professional skills) fits the job, as well as whether the candidate's behaviour and comprehensive quality are consistent with the Company's culture and value. We guarantee open and fair recruitment. In order to satisfy the need for development, we effectively gather talents by selecting talents through traditional recruitment platforms, social media platforms, potential candidate/talent bank maintenance, internal/HR recommendation, targeted recruitment from peer companies, head-hunting, etc.

We enter into a *Labour Contract* with regular employees. Both the *Labour Contract* and the *Staff Manual* clearly state the conditions and procedures for termination of the contract. Arbitrary dismissal of employees is prohibited.

Starting from June 2020, new employees will not be required to sign the *Competitive Restriction Agreement*. We will also sign a supplementary agreement with old employees who sign labour contracts with us and cancel the competitive restriction. Any part of our equity incentives will not be cancelled due to the resignation of employees. We also start to put the compliment bonus policy into trial use within the Company and pay the half of their annual salary when employees voluntarily resign. We removed the traditional means of “binding” employees, and proactively improved our management capabilities to retain the best staff, allowing them to take the initiative to do what they want to do, have fun in their work and enjoy the process.

## Compensation, benefits and promotion

We have a fair, reasonable and market-competitive compensation system to ensure that every employee receives the compensation and bonus that he or she deserves. Employee compensation consists of basic salary, monthly subsidy, performance bonus and year-end bonus. In addition to contributing to social security schemes such as pensions, medical, maternity, work injury, unemployment insurance and housing funds, we also buy commercial insurance for employees, together with additional subsidies such as marriage and parental benefits. We regularly evaluate the performance of employees, and raise salaries of outstanding employees according to the Company's operating conditions, labour market and other factors.

In 2020, in order to increase R&D investment and talent density, we adjusted the current remuneration strategy, further improving salary competitiveness by comparing that of peers in the market and attracting top talents with a market-leading salary level.

Based on the features of the game industry and the nature of work, we have set up management sequence, product/technology/creativity sequence, marketing/operational/functional sequence and set different levels in each sequence. We also established promotion paths, including a professional path and a management path. In addition, if a senior specialist turns to the management path and finally finds that he or she lacks capability in management, he or she can return to the professional path, which gives employees the opportunity of “trial and error” to explore their career, in order to fully tap employees' potential and help employees realise their personal ambitions.

## Working hours and rest periods

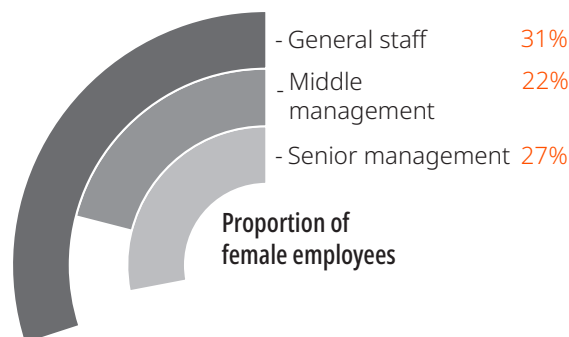
According to the *Staff Manual*, the Group implements a standard working hour policy. The working time is 5 days a week, 8 hours a day, and 40 hours a week. Subject to the approval of relevant authorities, we also implement a comprehensive working hour policy or irregular working hour policy for certain positions in accordance with relevant national and local regulations. As required by national and local laws and regulations, employees are entitled to statutory paid holidays every year, as well as sick leave, wedding leave, maternity leave, paternity leave, funeral leave, leave for personal affairs, etc.

We focus on the long-term value of the Company and encourage employees to allocate time by themselves. We pay attention to employees' health and avoid frequent tight schedules. We encourage them to study at a fixed time every day and invest their time to increase knowledge and improve their ability. Some of our projects may need to work overtime when we are in a hurry to catch up the process or in an emergency, but we reject 996 and are not proud of overtime working, let alone considering overtime working as our competitiveness. In 2020, we adjusted our annual leave policy to a leave policy with no upper limit. Employees can arrange their leave flexibly and independently without affecting the advancement of individual and teamwork, so that they can fully balance their work and life.



## Equal opportunity, diversity and anti-discrimination

The Group upholds equal and fair employment. Discrimination on grounds of personal characteristics, such as race, gender, colour, age, family background, ethnic tradition, religion, physical fitness and original nationality is not allowed in recruitment. Employees are equally treated in terms of compensation and dismissal, recruitment and promotion, working hours, rest periods, and other benefits and welfare. We highly respect the human rights and take a zero tolerance approach to any form of discrimination, bullying, harassment, etc. in the workplace. In addition, our suppliers are required to subject to our policies on equal opportunities, diversity and anti-discrimination.



## Labour standards

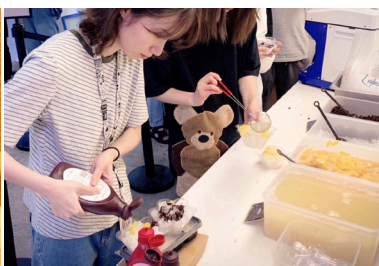
The Group respects employees' legitimate rights and interests. In accordance with laws and regulations, including the *Labour Law of the People's Republic of China*, the *Labour Contract Law of the People's Republic of China*, the *Law of the People's Republic of China on the Protection of Minors*, the *Provisions on the Prohibition of Using Child Labour*, etc., the Group stipulates in the *Recruitment Management Policy* that hiring child labour is prohibited, and requires human resources department to check employees' ID certificate to prohibit child labour. The Group strictly complies with legal working hours. In order to protect the physical and mental health of employees, forced labour, corporal punishment, and confinement are prohibited.

In 2020, there was no recruitment of child labour or forced labour throughout the Group.

## Health and Safety

In pursuit of a safe, healthy and comfortable working environment, the Group strictly complies with relevant laws and regulations, including but not limited to the *Fire Protection Law of the People's Republic of China*, etc. We regularly check the fire-fighting equipment in the office building to ensure safety in the workplace. We organise employees to participate in fire drills in the zone to improve their response and self-rescue capabilities. Due to our business characteristics, employees mainly work in office and they are not exposed to dust, radioactive materials and other toxic and harmful substances at work, so there is no occupational disease. In the past three years, no work-related fatality occurred in the Group.

Due to enduring desk work, employees may suffer from symptoms such as cervical spine disease, muscle soreness and eye fatigue. Therefore, we provide employees with ergonomic desks and chairs, set up resting areas and fitness facilities in the office, and regularly organise employees to participate in corporate team building, community activities, team building for festivals, staff travel and other activities to help employees relax, as well as enhance cohesion and the sense of belonging among employees.

Diversified  
communities  
for employeesUnique  
festival  
activities

We invited professional doctors to hold a number of health knowledge lectures for employees, the topics of which included "Lung Health", "Ultrasound Examination" and "Diseases with High Incidence in the Industry".



## Epidemic prevention and control

In early 2020, in order to strengthen the prevention and control during the COVID-19 outbreak, we established the *COVID-19 Prevention and Control Measures*, offered epidemic prevention packages to all employees, comprehensively sterilised the office areas. We strictly required people who got in and out of the Company to comply with the three-step method for epidemic prevention, namely taking temperature, disinfecting their hands using disinfection fluid and wearing masks correctly.



Epidemic prevention packages



Three-step method for epidemic prevention

## ENVIRONMENTAL PROTECTION

Based on our business characteristics, the Group's emissions mainly consist of greenhouse gas emissions from electricity consumption in office and non-hazardous waste emissions from office. The resources used by the Group are mainly electricity and water in office. All our water comes from the municipal water system, so there is no issue in sourcing water.

We are fully aware of the importance of protecting the environment and conserving resources for the Company's sustainable development. We strictly comply with relevant laws and regulations, including but not limited to the *Environmental Protection Law of the People's Republic of China* and the *Energy Conservation Law of the People's Republic of China*, etc. We developed the *Management Policy on Energy Conservation and Environmental Protection* to promote green office, encourage each employee to help reduce emissions, save resources, and thus scaling down our impact on the environment in the daily course of operation.

With the environmental target of "disposing of wastes in an appropriate manner at all office areas and minimising resource use and greenhouse gas emissions", the Group deals with emissions by adopting the following measures to improve the efficiency of resource use and reduce our environmental impact:

### Emissions management:

Acting upon the *Shanghai Municipal Regulations on Domestic Waste Management*, the Group places special trash bins for four types of rubbish in the workplace, i.e. "residual waste", "household food waste", "recyclable waste", and "hazardous waste", for centralised classification and management of domestic waste. In addition, the Group posts garbage classification labels and arranges cleaning workers to instruct employees. Property management personnel will double check the classification and the waste will be disposed of in a unified manner.



Three-step method for epidemic prevention



After the outbreak of COVID-19, we also set up special trash bins for mask recycling and delivered abandoned masks to specialised institutions for processing, so as to reduce pollution to the environment.

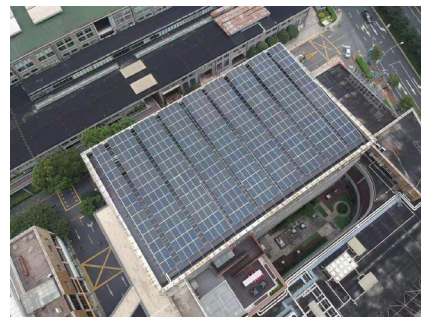
#### Resource management:

- ✓ The Group relies on natural wind to adjust the temperature in the office. In summer and winter, the office is properly air-conditioned to reduce electricity consumption;
- ✓ Security personnel check the office equipment every day to make sure that the power is turned off when staff leaves the office. The Group prohibits employees from leaving stand-by equipment powered on for a long time;
- ✓ LED lamps are installed in the entire office area to reduce energy consumption;
- ✓ Videoconferencing is introduced to replace face-to-face meetings between the headquarters and the subsidiaries, or among employees, to reduce cost and resource consumption of meetings and business travels;
- ✓ The Group advocates paperless office, double-sided printing and use of thin and light paper to reduce the use of office paper;
- ✓ The Group regularly maintains water supply equipment to avoid leaking;
- ✓ The Group installs inductive faucets in the bathroom to reduce water waste.

#### Distributed photovoltaic power generation project

In 2020, in order to reduce greenhouse gas emissions, we invited professional photovoltaic companies to install solar photovoltaic panels on the roof of the headquarters building, and they were officially put into use on 19 July.

As of 31 December 2020, the project generated 197,111 kilowatt hour of power, which was equivalent to the reduction of CO<sub>2</sub> emission of 138.67 tons.



#### Climate change:

The Group is concerned about the impact of climate change trends and evolution of domestic and foreign laws and regulations on its business operations. The Group's ESG working group actively identifies risks and opportunities in climate change and formulates corresponding countermeasures. It is assessed that extreme weather such as typhoons and rainstorms will exert a potential impact on our business operations. Therefore, we have established emergency processes and response mechanisms for extreme weather to mitigate the impact of force majeure on our business operations.

## KEY PERFORMANCE INDICATORS

The Group's emissions and resource use data for the reporting period are as follows:

<b>Emissions<sup>1, 2, 3, 4</sup></b>	<b>2020</b>	<b>2019</b>
<b>Scope 2: Energy indirect greenhouse gas emissions (tonnes of CO<sub>2</sub> equivalents)<sup>5</sup></b>	<b>1,947.95</b>	1,177.81
<b>Intensity of greenhouse gas emission (tonnes of CO<sub>2</sub> equivalents per capita)</b>	<b>1.01</b>	1.26
<b>Use of Resources<sup>6, 7</sup></b>		
<b>Total indirect energy consumption (MWh)<sup>8</sup></b>	<b>2,966.06</b>	1,674.21
<b>Intensity of energy consumption (MWh per capita)</b>	<b>1.54</b>	1.80
<b>Total water consumption (tonne)</b>	<b>8,631.00</b>	15,622.48
<b>Intensity of total water consumption (tonne per capita)</b>	<b>4.48</b>	16.76

Notes:

1. The environmental KPIs mainly covers the office area of Shanghai headquarters of the Group.
2. Due to our business characteristics, the Group did not generate exhaust gas emissions. Domestic waste water was discharged into the municipal pipe network, and the waste water emissions cannot be measured by the Group. Therefore, the KPI A1.1 (The types of emissions and respective emissions data) are not disclosed in the ESG report.
3. The hazardous wastes generated by the Group include a small amount of waste toner cartridges, waste ink cartridges, etc. All the hazardous wastes were recycled by qualified recyclers. Therefore, there is limited impact on the environment and the KPI A1.3 (Total hazardous wastes produced and intensity) is not disclosed in the ESG report.
4. The non-hazardous waste of the Group was domestic waste generated from the office, which was collected by the property management staff and handed over to the municipal hygiene agency for disposal. The waste disposal fee was also included in the property management fee and transferred to the property management company. The wastes produced cannot be measured by the Group. Therefore, KPI A1.4 (Total non-hazardous waste produced and intensity) is not disclosed in the ESG report.
5. Greenhouse gas emissions were all Scope 2: energy indirect emissions, which came from purchased electricity. The emissions are presented in carbon dioxide equivalents. The calculation method and conversion factors are based on the *Guidelines for Accounting and Reporting Greenhouse Gas Emissions from China Public Building Operation Units (Enterprises)* issued by the National Development and Reform Commission.
6. Due to the business characteristics of the Group, we do not use packaging materials, so KPI A2.5 (Total packaging material used for finished products) is not applicable.
7. Large-scale use of non-renewable energy, forest resources, or impact on biodiversity are not involved in our operation, and according to the materiality assessment A3. The Environment and Natural Resources has low importance to the Group and was disclosed in the ESG report.
8. Energy consumption consists of indirect energy consumption from purchased electricity and electricity generated by the Group's photovoltaic project, and is presented in MWh (kWh in 000's).

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## DIRECTORS' REPORT

# DIRECTORS' REPORT

The Board is pleased to present the annual report together with the audited consolidated financial statements of the Group for the year ended December 31, 2020.

## PRINCIPAL ACTIVITIES

The Company is an investment holding company and its subsidiaries are principally engaged in the development, operation, publishing and distribution of mobile and web games and provision of information services. An analysis of the Group's revenue and operating results for the year ended December 31, 2020 by its principal activities is set out in Management Discussion and Analysis section.

## RESULTS

The results of the Group for the year ended December 31, 2020 are set out in the consolidated statements of profit or loss and other comprehensive income of the Group on pages 74 to 75 of this annual report.

## FINANCIAL SUMMARY

A summary of the Company's results, assets and liabilities for the last five financial years is set out on pages 158 to 159 of this annual report.

## BUSINESS REVIEW

A fair review of the business of the Group, comprising a discussion and analysis of the Group's performance during the year, particulars of important events affecting the Group that have occurred since the end of the financial year 2020 and an indication of likely future development in the business of the Group are set out in the "Chairman's Letter" on pages 4 to 10 of this annual report. An analysis using financial key performance indicators is set out in the "Management Discussion and Analysis" on pages 11 to 18 of this annual report. Discussions on the Group's environmental policies and performance, and an account of the Group's key relationships with its stakeholders are set out in the "Environmental, Social and Governance Report" on pages 36 to 51 of this annual report. Details regarding the Group's compliance with the relevant laws and regulations which have a significant impact on the Group are also set out in the "Environmental, Social and Governance Report" on pages 40 to 42 and the "Corporate Governance Report" on pages 23 to 35 of this annual report. A description of the principal risks and uncertainties facing the Group is set out in the "Corporate Governance Report" on page 33 of this annual report. All such discussions form part of this report.

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year ended December 31, 2020 are set out in note 14 to the consolidated financial statements.

## SHARE CAPITAL

Details of movements in the share capital of the Company during the year ended December 31, 2020 are set out in note 25 to the consolidated financial statements.

## RESERVES

Details of movements in the reserves of the Group during the year ended December 31, 2020 are set out in the consolidated statement of changes in equity. As at December 31, 2020, the amount of reserves available for distribution of the Company amounted to approximately was RMB6,096 million.

## USE OF PROCEEDS FROM GLOBAL OFFERING AND TOP-UP PLACING

The net proceeds received from the Company's global offering was approximately HK\$723.7 million, including the net proceeds received from the full exercise of the over-allotment option. As at December 31, 2020, the Group had utilized:

- approximately HK\$253.3 million, for developing our games and game-related technology and HK\$0 remained unutilized;
- approximately HK\$217.0 million, for developing TapTap and HK\$0 remained unutilized;
- approximately HK\$108.6 million, for expanding our game publishing and operating business and HK\$0 remained unutilized;
- HK\$72.4 million, for selective and strategic investments and acquisition and HK\$0 remained unutilized; and
- approximately HK\$23.9 million, for working capital and general corporate uses and approximately HK\$48.5 million remained unutilized.

The net proceeds received from the top-up placing was approximately HK\$767.33 million. As at December 31, 2020, the Group had utilized:

- approximately HK\$227.0 million, for further development of TapTap and approximately HK\$310.2 million remained unutilized; and
- approximately HK\$16.9 million, for working capital and general corporate purposes and approximately HK\$213.3 million remained unutilized;

The Company will use the remaining net proceeds in the next three years for the purposes disclosed above. For further details, please refer to the prospectus and the announcement of the Company dated June 24, 2020.



## DIRECTORS

The Directors during the year ended December 31, 2020 and up to the date of this annual report were:

### Executive Directors

Mr. Huang Yimeng (*Chairman of the Board and Chief Executive Officer*)

Mr. Dai Yunjie

Mr. Shen Sheng

Mr. Fan Shuyang

### Non-executive Directors

Mr. Tong Weiliang

Mr. Liu Wei (appointed on December 17, 2020)

Mr. Chen Feng (resigned on December 17, 2020)

### Independent Non-executive Directors

Mr. Pei Dapeng

Mr. Xin Quandong

Ms. Liu Qianli (appointed on December 17, 2020)

Mr. Gao Shaoxing (resigned on December 17, 2020)

In accordance with Article 16.2 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Liu Wei and Ms. Liu Qianli shall retire from office and, being eligible, offer themselves for re-election at the annual general meeting.

In accordance with Article 16.18 of the Articles, at each annual general meeting one third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Shen Sheng, Mr. Fan Shuyang and Mr. Tong Weiliang shall retire from office. Mr. Shen Sheng and Mr. Tong Weiliang will not offer themselves for re-election whereas Mr. Fan Shuyang, being eligible, will offer himself for re-election at the annual general meeting.

## DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company an initial term of three years commencing from the Listing Date. Either party has the right to give not less than three months' written notice to terminate the agreement.

Each of the non-executive Directors has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date or until the third annual general meeting of the Company since the Listing Date, whichever is sooner, (subject always to re-election as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than one month's prior notice in writing.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date or until the third annual general meeting of the Company since the Listing Date, whichever is sooner, (subject always to re-election as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than one month's prior notice in writing.

None of the Directors has entered into any service contract with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

## EMPLOYEES, REMUNERATION AND PENSION SCHEME

We had 1,952 employees as of December 31, 2020, substantially all of which were based in Shanghai.

We offer our employees competitive compensation packages and a collaborative working environment and, as a result, we have generally been able to attract and retain qualified personnel and maintain a stable, core management team. We compensate our employees with basic salaries, subsidies, and performance-based and annual bonuses, and pay, on behalf of our employees, monthly social insurance premiums covering basic pension insurance, basic medical insurance, unemployment insurance, employment injury insurance, maternity insurance and housing reserve fund.

We design and implement in-house training programs tailored to each job function and a set of responsibilities to enhance performance. Specific training is provided during orientation for new employees to familiarize them with our working environment and operational procedures. We also provide professional on-the-job training to our existing employees on various topics such as channel management, marketing and promotion strategies, product operations and operational support. We believe our training offers employees sustainable, organized and target-oriented quality training, and which can enhance the productivity of our employees.

## COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

The emoluments of the Directors and senior management of the Group are decided by the Board with reference to the recommendation given by the Remuneration and Appraisal Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

Details of the Directors' emoluments and emoluments of the five highest paid individual in the Group are set out in note 7 to the consolidated financial statements.

For the years ended December 31, 2020, the emoluments of senior management team (which comprises our executive Directors and other senior management members) fell within the following bands:

Emolument bands (in HKD)	Number of individuals
HKD0-HKD1,000,000	0
HKD1,000,001-HKD2,000,000	2
HKD2,000,001-HKD5,000,000	3
HKD5,000,001-HKD10,000,000	0
<b>Total</b>	<b>5</b>

Except as disclosed above, no other payments have been made or are payable, for the year ended December 31, 2020, by our Group to or on behalf of any of the Directors.

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at December 31, 2020, none of the Directors or their associates has any competing interests in the businesses which compete or are likely to compete, directly or indirectly, with our Group or would otherwise require disclosure under Rule 8.10 of the Listing Rules.

## MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of any business of the Company were entered into or subsisted during the year ended December 31, 2020.

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No Director had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Company to which the Company or any of its subsidiaries or fellow subsidiaries was a party during the Reporting Period.

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

As at December 31, 2020, the interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO which were required to be entered in the register kept by the Company pursuant to section 352 of the SFO, or which were otherwise required, to be notified to the Company and the Stock Exchange pursuant to the Model Code, are set out below:

### (i) Interest in Shares and underlying Shares

Name of Director	Nature of Interest	Number of Shares	Approximate percentage of shareholding
Mr. Huang Yimeng	Settlor of a discretionary trust <sup>(1)</sup>	157,605,000	34.71%
	Beneficial owner	2,100,000	0.46%
Mr. Dai Yunjie	Settlor of a discretionary trust <sup>(2)</sup>	67,545,000	14.87%
Mr. Shen Sheng	Settlor of a discretionary trust <sup>(3)</sup>	1,188,000	0.26%
	Beneficial owner	10,486,271	2.31%

Notes:

- (1) Happy Today Holding Limited is a company incorporated in the British Virgin Islands and is wholly owned by Happy Today Company Limited. Happy Today Company Limited is held by the Happy Today Trust, which was established by Mr. Huang as the settlor. Credit Suisse Trust Limited is the trustee of the Happy Today Trust, and Mr. Huang and his family members are the beneficiaries of the Happy Today Trust. Mr. Huang is also a director of Happy Today Holding Limited. As such, each of Mr. Huang, Credit Suisse Trust Limited and Happy Today Company Limited is deemed to be interested in our Shares held by Happy Today Holding Limited.

- (2) Aiks Danger Inc. is a company incorporated in the British Virgin Islands and is wholly owned by Danger & Sons Inc. Danger & Sons Inc. is held by the Danger and Sons Trust, which was established by Mr. Dai as the settlor. Credit Suisse Trust Limited is the trustee of the Danger and Sons Trust, and Mr. Dai and his family members are the beneficiaries of the Danger and Sons Trust. Mr. Dai is also a director of Aiks Danger Inc.. As such, each of Mr. Dai, Credit Suisse Trust Limited and Danger & Sons Inc. is deemed to be interested in our Shares held by Aiks Danger Inc.
- (3) Xochipilli Ltd is a company incorporated in the British Virgin Islands and is held by the Toliman Trust, which was established by Mr. Shen Sheng as the settlor. First American Trust of Nevada, LLC is the trustee of the Toliman Trust, and Mr. Shen Sheng, his spouse and his decedents (only after the death of Mr. Shen Sheng) are the beneficiaries of the Toliman Trust. Mr. Shen Sheng is also a director of Xochipilli Ltd. As such, Mr. Shen Sheng is deemed to be interested in the 1,188,000 Shares held by Xochipilli Ltd.

## (ii) Interest in associated corporations

Name of Director	Nature of Interest	Associated corporations	Number of Shares	Approximate percentage of shareholding
Mr. Huang Yimeng	Interest in controlled corporation	X.D. Network	165,900,000	55.98%
	Beneficial owner	X.D. Network	47,281,500	15.95%
Mr. Dai Yunjie	Beneficial owner	X.D. Network	20,263,500	6.84%

Save as disclosed above, as at December 31, 2020, none of the Directors and chief executives of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations, recorded in the register required to be kept under section 352 of the SFO or required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as is known to the Company, as at December 31, 2020, as recorded in the register required to be kept by the Company under section 336 of the SFO, the following persons, other than a Director or chief executive of the Company, had an interest of 5% or more in the Shares or underlying Shares:

Name of Shareholder	Nature of Interest	Number of Shares	Approximate percentage of shareholding
Credit Suisse Trust Limited	Trustee	232,226,065	51.14%
Happy Today Company Limited	Interest in controlled corporation	157,605,000	34.71%
Happy Today Holding Limited	Beneficial owner	157,605,000	34.71%
Danger & Sons Inc.	Interest in controlled corporation	67,545,000	14.87%
Aiks Danger Inc.	Beneficial owner	67,545,000	14.87%

Save as disclosed above, as at December 31, 2020, the Company had not been notified of any persons (other than a Director or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares that were recorded in the register required to be kept under section 336 of the SFO.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as otherwise disclosed in this annual report, at no time during the year ended December 31, 2020 was the Company or any of its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

## RSU SCHEME

The RSU Scheme was adopted on 3 June 2019. A summary of the principal terms of the RSU Scheme is set out in the section headed "Statutory and General Information — D. RSU Scheme" in Appendix IV to the prospectus of the Company dated November 29, 2019.

As at December 31, 2020, the aggregate number of Shares held by the RSU Holding Entity pursuant to the RSU Scheme for and on behalf of the grantees was 8,437,540, representing approximately 1.86% of the issued share capital of our Company and no RSUs had been granted by the Company.

## EQUITY-LINKED AGREEMENTS

Other than the RSU Plan, during the year ended December 31, 2020, the Company has not entered into any equity-linked agreement.

## CONTRACT OF SIGNIFICANCE

During the Reporting Period, save as disclosed in this report neither the Company nor any of its subsidiaries had any contract of significance with its controlling shareholder or its subsidiaries, nor any contract of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries (as defined in Appendix 16 to the Hong Kong Listing Rules).

## CONNECTED TRANSACTIONS

On August 27, 2020, X.D. Network entered into the equity transfer agreement with Mr. Huang Xiwei, Mr. Zhang Qian and Huzhou Yixin Investment Management Partnership (Limited Partnership) (collectively, the "Vendors"), pursuant to which, X.D. Network has conditionally agreed to purchase, and the Vendors have conditionally agreed to sell, an aggregate of 18.34% equity interest in Yiwan held by them for a total consideration of RMB330,188,964. For further details, please refer to the announcement of the Company dated August 27, 2020.

## CONTINUING CONNECTED TRANSACTIONS

Pursuant to Chapter 14A of the Listing Rules, details of the Company's continuing connected transactions are as follows:

### **IDC Services Framework Agreement**

On 26 November 2019, Shanghai Maichuang entered into an Internet Data Center (the "IDC") services framework agreement (the "IDC Services Framework Agreement") with our Company (for itself and on behalf of other members of our Group), pursuant to which Shanghai Maichuang agreed to provide IDC services and related technical support services to our Group. IDC services and related technical support services include, but are not limited to, server equipment colocation services, bandwidth and Internet protocol (the "IP") address offerings, content delivery network (the "CDN") acceleration services, and maintenance and support services. The precise scope of service, service fee calculation, method of payment and other details of the service arrangement will be agreed between the relevant parties separately.

The initial term of the IDC Services Framework Agreement shall commence on the Listing Date and expire on December 31, 2021.

### Reasons for the Transactions

Shanghai Maichuang is an IDC services provider in China and offers internet and data-related services, including IDC services and CDN services. Since our establishment, Shanghai Maichuang has been providing us with IDC services and related technical support services, and therefore has acquired a deep understanding of our business and operational requirements. Having considered our previous purchasing experience with Shanghai Maichuang and our long-term and stable cooperation, our Directors believe that Shanghai Maichuang is capable of fulfilling our demands in a reliable and cost-effective manner and entering into the IDC Services Framework Agreement would minimize disruption to our operation and internal procedures.

The proposed annual caps for the service fees under the IDC Services Framework Agreement for each of the three years ending December 31, 2021 is 12.3 million, 14.6 million and 16.7 million respectively.

Shanghai Maichuang is held by Mr. Dai Yunjie's spouse and Independent Third Parties as to 32% and 68%, respectively, therefore Shanghai Maichuang is an associate of Mr. Dai and a connected person of the Company.

For the year ended December 31, 2020, the independent non-executive Directors have reviewed the aforesaid continuing connected transactions and confirmed that the transactions have been entered into:

- i. in the ordinary and usual course of business of the Company;
- ii. on normal commercial terms or better; and
- iii. in accordance with relevant agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

The Company's auditor has been engaged to report on the continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

The Company's auditor had informed the Board and confirmed nothing has come to their attention that causes them to believe that the continuing connected transactions:

- i. have not been approved by the listed issuer's board of directors;
- ii. were not, in all material respects, in accordance with the pricing policies of the listed issuer's group if the transactions involve the provision of goods or services by the listed issuer's group;
- iii. were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and
- iv. have exceeded the cap.

## RELATED PARTY TRANSACTIONS

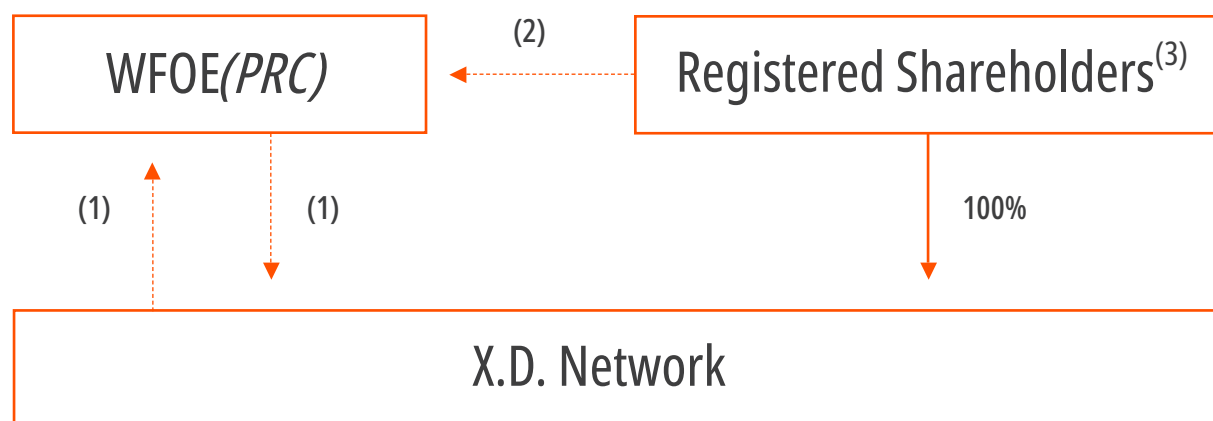
Details of the related party transactions carried out in the normal course of business are set out in note 35 to the consolidated financial statements.

Save as disclosed above, none of these related party transactions constitutes a connected transaction or continuing connected transaction as defined under the Listing Rules, and the Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules.

## CONTRACTUAL ARRANGEMENTS

Our Company has entered into a series of Contractual Arrangements with the WFOE and our PRC Consolidated Affiliated Entities, pursuant to which our Company would gain effective control over, and receive all the economic benefits generated by, the businesses operated by our PRC Consolidated Affiliated Entities. Accordingly, through the Contractual Arrangements, the results of operations and assets and liabilities of X.D. Network and its subsidiaries are consolidated into our results of operations and assets and liabilities under IFRS as if they were subsidiaries of our Group. The total revenue of our PRC Consolidated Affiliated Entities during the year ended December 31, 2020 was approximately RMB1,895 million, and the total assets of our PRC Consolidated Affiliated Entities as at December 31, 2020 was approximately RMB2,081 million.

The following simplified diagram illustrates the flow of economic benefits from our PRC Consolidated Affiliated Entities to WFOE as stipulated under the Contractual Arrangements.



" — " denotes legal and beneficial ownership in the equity interest

" - - - " denotes the Contractual Arrangements

Notes:

- (1) WFOE provides technical consultation and other services in exchange for service fees from X.D. Network. Please refer to the paragraph headed "Summary of the Contractual Arrangements" below.
- (2) The Registered Shareholders executed exclusive option agreement, equity pledge agreement, voting rights proxy agreement and the spouse of each of the Relevant Individual Shareholders executed an undertaking, in favour of WFOE. Please refer to the paragraph headed "Summary of the Contractual Arrangements" below.
- (3) Xindong Holding Co., Ltd. (心動控股有限公司), Shanghai Jiexin Investment Management Partnership (Limited Partnership), Fuzhou Tianmeng Digital Company Limited (福州天盟數碼有限公司), Shanghai Muxinyinxi Investment Management Partnership (Limited Partnership), Dongfang Xinghui (Shanghai) Investment Center (Limited Partnership), (東方星輝(上海)投資中心(有限合夥)), Shanghai Yousu Investment Management Co., Ltd. (上海游素投資管理有限公司), Tibet Taifu Culture Media Co., Ltd. (西藏泰富文化傳媒有限公司), Xiamen Qunce Chuangying Equity Investment Partnership (Limited Partnership), Xiamen Jixiang Equity Investment Co., Ltd. (廈門吉相股權投資有限公司), Tianjin Jinwutong Investment Management Partnership (Limited Partnership) and the Relevant Individual Shareholders (including Mr. Huang Yimeng, Mr. Dai Yunjie, Mr. Zhao Yuyao, Mr. Hong Shen, Mr. Shen Sheng, Mr. Wang Chenguang, Mr. Pan Zuqiang, Ms. Zhang Aifen, Ms. Chen Ying, Mr. Jia Shaochi, Mr. Huang Yecheng, Ms. Pan Chenping and Mr. Huang Xiwei) are collectively referred to as "Registered Shareholders."

- (4) In addition to the restricted and/or prohibited business of our Company, X.D. Network also directly or indirectly holds investment in certain entities in the PRC (the "Relevant Entities"), each of which (i) is engaged in business subject to foreign investment prohibition under the Negative List which will impair the continuous validity of the relevant licenses or permits of the prohibited businesses held or invested by these entities; (ii) does not currently carry out business operations that are subject to foreign investment prohibition under the Negative List; however, the Relevant Entities intend to invest or engage in potential businesses which are subject to foreign investment prohibition and has expressly rejected our Company's proposed transfer of the interest in these entities held by our Group to WFOE; or (iii) does not currently carry out business operations that are subject to foreign investment prohibition under the Negative List; however, the transfer of its equity interest directly or indirectly held by X.D. Network is subject to other stakeholders' consent and assistance and the Company was unable to procure such consent/assistance. It would be impracticable to obtain the consent and/or the assistance from all of the relevant stakeholders required for our Company's proposed transfer of the interest in the Relevant Entity held by our Group to WFOE. For further details of these Relevant Entities, please refer to pages 208 to 213 of the Prospectus.

### Summary of the Contractual Arrangements

A brief description of each of the specific agreements that comprises the Contractual Arrangements is set out below.

#### (i) Exclusive Service Agreement

On 16 June 2019, WFOE and X.D. Network entered into the exclusive consultation and technical service agreement (the "Exclusive Service Agreement"), pursuant to which X.D. Network agreed to engage WFOE as its exclusive provider to provide X.D. Network with technical consultation and services, including but not limited to, (i) licensing the operation of the self-developed games and licensed games; (ii) licensing the use of the software, copyright and proprietary technology; (iii) providing comprehensive solutions for business operation and management skills; (iv) daily management, maintenance and update of the hardware and database; (v) development, maintenance and update of the software and online games; (vi) employee training; (vii) assistance in the collection and research of the technical information in compliance with the restriction under relevant PRC laws; and (viii) other services as required by X.D. Network from time to time. In exchange for these services, X.D. Network shall pay (i) a service fee, which shall consist of the total consolidated profit of X.D. Network in any financial year, after the deduction of operating costs, expenses, taxes and other statutory contributions recognized by WFOE in each financial year, which may include any accumulated deficit of X.D. Network and all of its consolidated subsidiaries in respect of the preceding financial year(s) (if any); and (ii) the supplemental service fee as otherwise agreed by X.D. Network and WFOE for the specific consulting service or technical service (if any) required by X.D. Network. Meanwhile, X.D. Network agreed to any adjustment WFOE may make on the services scope and the service fee in accordance with the PRC tax law and PRC tax practice. During the term of the Exclusive Service Agreement, WFOE enjoys all the economic benefits in relation to X.D. Network business operation. The Exclusive Service Agreement also provides that WFOE has the exclusive and proprietary ownership, rights and interests in all intellectual property arising out of or created during the performance of the Exclusive Service Agreement.

The Exclusive Service Agreement shall remain effective unless (i) the entire equity interests held by the Registered Shareholders in X.D. Network or the entire assets held by X.D. Network have been transferred to WFOE or its appointee(s); or (ii) terminated in writing by WFOE thirty days in advance.

#### (ii) Exclusive Option Agreement

On 16 June 2019, WFOE, X.D. Network and the Registered Shareholders entered into the exclusive option agreement (the "Exclusive Option Agreement"), WFOE has the irrevocable, unconditional and exclusive right to purchase, or to designate one or more persons/entities to purchase, from the Registered Shareholders all or any part of their equity interests in X.D. Network and from X.D. Network all or any part of the assets of X.D. Network at any time in WFOE's absolute discretion in accordance with the provision of the Exclusive Option Agreement and to the extent permitted by the PRC laws. The consideration in relation to purchasing shares from the Registered Shareholders shall be RMB1 or the lowest price as permitted under the applicable PRC laws. The consideration in relation to purchasing assets from X.D. Network shall be the lowest price as permitted under the applicable PRC laws. The Registered Shareholders shall return the consideration received to WFOE or any person designated by WFOE.

The Exclusive Option Agreement shall remain effective unless terminated in the event that (i) the entire equity interests held by the Registered Shareholders in X.D. Network or the entire assets held by X.D. Network have been transferred to WFOE or its appointee(s); or (ii) in writing by WFOE thirty days in advance.



**(iii) Equity Pledge Agreement**

On 16 June 2019, WFOE, X.D. Network and the Registered Shareholders entered into the equity pledge agreement (the "Equity Pledge Agreement"), the Registered Shareholders agreed to unconditionally and irrevocably pledge all of their respective equity interests in X.D. Network to WFOE as collateral security for securing the performance of their obligations under the Contractual Arrangements or for any and all of the secured indebtedness under the Contractual Arrangements. During the pledge period, WFOE is entitled to receive any dividends arising from the equity interests in X.D. Network held by the Registered Shareholders.

The pledge in favour of WFOE under the Equity Pledge Agreement shall remain valid until after all the contractual obligations of the Registered Shareholders and X.D. Network under the Contractual Arrangements have been fully performed and all the secured indebtedness of the Registered Shareholders and X.D. Network under the Contractual Arrangements have been fully settled.

**(iv) Voting Rights Proxy Agreement and Powers of Attorney**

On 16 June 2019, the Registered Shareholders, WFOE and X.D. Network entered into the Voting Rights Proxy Agreement (the "Voting Rights Proxy Agreement"), pursuant to which, each of the Registered Shareholder agreed to enter into a powers of attorney respectively through which each of the Registered Shareholders shall agree to irrevocably appointed WFOE or its appointees (including but not limited to the directors of the holding companies of WFOE and their successors and liquidators replacing such directors but excluding those non-independent or who may give rise to conflict of interests) as their exclusive agents to act on their behalf to exercise all of their respective rights as the shareholder of X.D. Network in accordance with the articles of association of X.D. Network.

The Voting Rights Proxy Agreement shall remain effective unless (i) the entire equity interests held by the Registered Shareholders in X.D. Network and/or the entire assets held by X.D. Network have been transferred to WFOE or its appointee(s) in accordance to the Exclusive Service Agreement; or (ii) terminated in writing by WFOE thirty days in advance.

**(v) Spouse Undertakings**

The spouse of each of the Relevant Individual Shareholders, where applicable, has signed an undertaking (the "Spouse Undertakings") to the effect that (i) the spouse has full knowledge of and unconditionally and irrevocably consents to the entering into the Contractual Arrangements (as amended from time to time) among the respective Relevant Individual Shareholders, WFOE and X.D. Network; (ii) the spouse shall be bound by the Contractual Arrangements (as amended in X.D. Network from time to time) and take all necessary actions to ensure the appropriate implementation of the Contractual Arrangements; (iii) the spouse has no direct right to or interest in such interests of the Relevant Individual Shareholder and will not have any claim on such interests; (iv) the spouse unconditionally and irrevocably undertakes that he/she shall not in any manner act against the Contractual Arrangements; and (v) in the event that the spouse of the Relevant Individual Shareholders holds the interests in X.D. Network, such spouse shall enter into a series of agreements which are similar to the Contractual Arrangements with WFOE and X.D. Networks as requested by WFOE.

**Reasons for adopting the Contractual Agreements**

Our principal businesses involve publication and operation of games through mobile apps and websites and are subject to foreign investment restrictions in accordance with the Guidance Catalog of Industries for Foreign Investment. In view of such PRC regulatory background, after consultation with our PRC legal advisers, we determined that it was not viable for our Company to hold our PRC Consolidated Affiliated Entities directly through equity ownership. For further details of the foreign investment restrictions relating to the Contractual Arrangements, please refer to the sections headed "Contractual Arrangements — PRC Regulatory Background — Overview" and "Contractual Arrangements — Development in the PRC Legislation on Foreign Investment" on pages 206 to 207 and pages 225 to 227 of the Prospectus.

### Risks relating to the Contractual Arrangements

There are certain risks that are associated with the Contractual Arrangements, including:

- If the PRC government determines that these contractual arrangements do not comply with applicable regulations, our business could be materially and adversely affected.
- If the PRC government determines that our ownership structure does not comply with the restrictions contained in the GAPP Notice, we could be subject to severe penalties.
- Our Contractual Arrangements with X.D. Network and its shareholders may not be as effective in providing control as direct ownership. X.D. Network and its shareholders may fail to perform their obligations under these Contractual Arrangements.
- Our ability to enforce the equity pledge agreements may be subject to limitations based on PRC laws and regulations.
- The Registered Shareholders of X.D. Network have potential conflicts of interest with us, which may adversely affect our business.
- We may lose the ability to use and enjoy the benefits of the assets held by X.D. Network that are important to the operations of our business if such entity goes bankrupt or becomes subject to a dissolution or liquidation proceeding.
- Contractual arrangements with X.D. Network may result in adverse tax consequences.
- If we exercise the option to acquire the equity ownership or assets of X.D. Network, the ownership transfer may subject us to substantial costs.
- Substantial uncertainties exist with respect to the interpretation and implementation of the Foreign Investment Law and how it may impact the viability of our current corporate structure, corporate governance and business operations.

For further details of these risks, please refer to the section headed "Risk Factors — Risks Related to Our Contractual Arrangements" on pages 50 to 56 of the Prospectus.

Our Group has adopted the following measures to ensure the effective operation of our Group with the implementation of the Contractual Arrangements and our compliance with the Contractual Arrangements:

- i. major issues arising from the implementation of and compliance with the Contractual Arrangements or any regulatory enquiries from government authorities will be submitted to our Board, if necessary, for review and discussion as and when they arise;
- ii. our Board will review the overall performance of and compliance with the Contractual Arrangements at least once a year;
- iii. our Company will disclose the overall performance of and compliance with the Contractual Arrangements in our annual reports; and
- iv. our Company will engage external legal advisers or other professional advisers, if necessary, to assist the Board to review the implementation of the Contractual Arrangements, review the legal compliance of WFOE and our PRC Consolidated Affiliated Entities to deal with specific issues or matters arising from the Contractual Arrangements.

Our independent non-executive Directors have reviewed the Contractual Arrangements and confirmed that:

- i. the transactions carried out during the year ended December 31, 2020 had been entered into in accordance with the relevant provisions of the Contractual Arrangements;
- ii. no dividends or other distributions had been made by our PRC Consolidated Affiliated Entities to the holders of its equity interests which are not otherwise subsequently assigned or transferred to our Group;
- iii. other than the Contractual Arrangements, no new contracts had been entered into, renewed and/or reproduced between our Group and the PRC Consolidated Affiliated Entities during the year ended December 31, 2020; and
- iv. the Contractual Arrangements had been entered into in the ordinary and usual course of business of our Group, are on normal commercial terms and are fair and reasonable so far as our Group is concerned, and in the interest of our Company and its Shareholders as a whole.

Our Auditor has confirmed in a letter to our Board that the transactions under the Contractual Arrangements have been approved by our Board, the transactions carried out during the year ended December 31, 2020 had been entered into in accordance with the relevant provisions of the Contractual Arrangements, and that no dividends or other distributions had been made by our PRC Consolidated Affiliated Entities to the holders of its equity interests which are not otherwise subsequently assigned or transferred to our Group.

## PRE-EMPTIVE RIGHTS

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

## TAX RELIEF AND EXEMPTION

The Company is not aware of any tax relief or exemption available to the Shareholders of the Company by reason of their holding of the Company's securities.

## SUBSIDIARIES

Particulars of the Company's subsidiaries as at December 31, 2020 are set out in note 1 to the consolidated financial statements.

## PERMITTED INDEMNITY

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

The Company has arranged appropriate insurance cover in respect of legal action against its Directors and officers.

## ISSUANCE OF DEBENTURES

During the year ended December 31, 2020, no issuance of debentures was made by the Company.

## DONATIONS

During the year ended December 31, 2020, the Company made charitable and other donations in a total amount of RMB10,000.

## CORPORATE GOVERNANCE

Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 23 to 35 of this annual report.

## SIGNIFICANT LEGAL PROCEEDINGS

During the year ended December 31, 2020, the Company was not engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the directors to be pending or threatening against the Company.

## COMPLIANCE WITH LAWS AND REGULATIONS

Our Group has adopted internal control and risk management policies to monitor the on-going compliance with relevant laws and regulations. As far as the Board is concerned, our Group has complied with the relevant laws and regulations that have a significant impact on the business and operation of the Company and its subsidiaries in all aspects.

As of the date of this report, we have implemented and completed system upgrading works in respect of the anti-addiction systems for our online games and premium games operated in China in accordance with the Notice on Preventing Minors from Indulging in Online Games (《關於防止未成年人沉迷網絡遊戲的通知》) issued by National Administration of Press and Publication (國家新聞出版總署). We will then engage an external independent IT consultant to review and test the effectiveness of our upgraded systems and will promptly consult with our PRC legal advisers as and when required.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Save for the issuance of 26,094,200 ordinary shares on July 3, 2020 pursuant to the placing and subscription agreement dated June 23, 2020, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended December 31, 2020.

## SUBSEQUENT EVENTS AFTER THE REPORTING PERIOD

The Company has completed the issue of US\$280 million 1.25% convertible bond due 2026 on April 12, 2021 and the placing of 26,318,000 Shares at HK\$42.38 per Share on April 13, 2021. Please refer to the announcements of the Company dated April 1, 2021, April 12, 2021 and April 13, 2021 for further details.

## FINAL DIVIDEND

The Board has resolved not to recommend the payment of a final dividend for the year ended December 31, 2020.

## ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS

The Company will notify the shareholders on a later date about the date of the Annual General Meeting for the year ended December 31, 2020 of the Company and the corresponding arrangement for closure of register of members.

## SUFFICIENCY OF PUBLIC FLOAT

According to information that is publicly available to the Company and within the knowledge of the Board, as at the date of this annual report, the Company has maintained a sufficient public float as required under the Listing Rules.

## AUDITOR

The consolidated financial statements of the Group for the year ended December 31, 2020 have been audited by PricewaterhouseCoopers. A resolution for the re-appointment of PricewaterhouseCoopers as the auditor of the Company will be proposed at the Annual General Meeting.

For and on behalf of the Board

**XD Inc.**

**Huang Yimeng**

*Chairman*

Hong Kong, March 25, 2021

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## INDEPENDENT AUDITOR'S REPORT

# INDEPENDENT AUDITOR'S REPORT

## To the Shareholders of XD Inc.

*(incorporated in the Cayman Islands with limited liability)*

### Opinion

#### What we have audited

The consolidated financial statements of XD Inc. (the "Company") and its subsidiaries (the "Group") set out on pages 74 to 157, which comprise:

- the consolidated statement of financial position as at 31 December 2020;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

### Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2020, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

- Revenue recognition on online game operating services — estimates of lifespan of in-game virtual items;
- Impairment assessment of goodwill.

**Key Audit Matter****Revenue recognition on online game operating services — estimates of lifespan of in-game virtual items (Refer to notes 2.19, note 4.1 and note 5 to the consolidated financial statements.)**

During the year ended 31 December 2020, the majority of the Group's revenue generates from its online game operating services.

The Group has recognised revenue from sales of in-game virtual items ratably over the lifespan of in-game virtual items determined by management with reference to the expected playing period of paying players ("Player Relationship Period") when the Group has determined that it is obligated to provide on-going services to game players.

We focused on this area because the determination of the lifespan of the in-game virtual items with reference to the expected Player Relationship Period is subject to high degree of estimation uncertainty. The inherent risk in relation to the determination of the lifespan of the in-game virtual items with reference to the expected Player Relationship Period is considered significant due to subjectivity of significant assumptions used and significant judgements involved in selecting data. These judgements and estimates included (i) the determination of key assumptions applied in the expected Player Relationship Period, including but not limited to games profile (including historical players' consumption patterns, churn rates, and games life-cycle), target audience and its appeal to players of different demographics groups, and the Group's marketing strategy; and (ii) the identification of events that may trigger changes in the expected Player Relationship Period.

**How our audit addressed the Key Audit Matter**

Our procedures performed in relation to the estimation of lifespan of in-game virtual items included:

We obtained an understanding of management's internal control and assessment process of estimates of lifespan of in-game virtual items with reference to the expected Player Relationship Periods and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as subjectivity, changes and susceptibility to management bias or fraud. We evaluated and validated, on a sample basis, key internal controls in respect of the recognition of revenue from sales of in-game virtual items, including management's review and approval of (i) determination of the estimated lifespans of new virtual items prior to their launches; and (ii) changes in the estimated lifespans of existing virtual items based on periodic reassessment on any indications triggering such changes;

We evaluated the judgement and estimates made by management in determining the lifespan of in-game virtual items with reference to the expected Player Relationship Periods including nature of virtual item, the games profile, the target audience and players of different demographics groups of the relevant games with reference to the nature of games, historical operating data, marketing data and practice, and our industry knowledge.

We also retrospectively evaluated, on a sample basis, the outcome of prior period assessment of the expected Player Relationship Periods to assess the effectiveness of management's estimation process by comparing the actual users' relationship periods against the original estimation.

We checked, on a sample basis, the data integrity of historical players' consumption patterns and calculation of the churn rates used in determining the Player Relationship Periods.

We assessed the adequacy of the disclosures related to estimates of lifespan of in-game virtual items with reference to the expected Player Relationship Periods in the context of the applicable financial reporting framework.

We also considered whether the judgements made in determinations of estimates of lifespan of in-game virtual items with reference to the expected Player Relationship Periods would give rise to indicators of possible management bias.

Based on the procedures performed, we considered the risk assessment of estimates of lifespan of in-game virtual items with reference to the expected Player Relationship Periods remained appropriate and the significant judgements and estimates adopted by management in the assessment of lifespan of in-game virtual items with reference to the expected Player Relationship Periods are supported by the evidence obtained.



Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Impairment assessment of goodwill</b></p> <p>Refer to Notes 2.9, 4.6 and 16 to the consolidated financial statements.</p> <p>As at 31 December 2020, the net carrying amount of goodwill amounted to RMB101.67 million.</p> <p>Goodwill impairment assessment is required to be conducted annually and whenever there is an indication that a cash-generating unit ("CGU") to which goodwill has been allocated may be impaired.</p> <p>The Group engaged an independent external valuer to assist management in the goodwill impairment assessment. The recoverable amounts of CGUs were determined based on the value-in-use calculations using cash flow projections.</p> <p>We focused on this area due to that goodwill impairment assessment is subject to high degree of estimation uncertainty. The inherent risk in relation to goodwill impairment is considered significant due to the complexity of the valuation models, subjectivity of significant assumptions used and significant judgements involved in selecting data such as annual revenue growth rate, gross profit rate, terminal revenue growth rate and pre-tax discount rate.</p>	<p>Our procedures in relation to management's impairment of goodwill included:</p> <p>We tested management's assessment including periodic impairment indications evaluation as to whether indicators of impairment exist by corroborating with the operating and market information.</p> <p>We obtained an understanding of management's internal control and assessment process of goodwill impairment and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud. We evaluated and validated, on a sample basis, management's key internal controls in respect of the impairment assessments, including the determination of appropriate valuation models and assumptions used in the impairment assessment.</p> <p>We evaluated the external valuer's competence, capabilities and objectivity.</p> <p>We retrospectively evaluated the outcome of prior period impairment assessment of goodwill to assess the effectiveness of the management's estimation process;</p> <p>We assessed the appropriateness of the valuation models and significant assumptions adopted by management by (i) evaluating the historical accuracy of the cash flow forecast by, for example, comparing the forecast used in the prior year to the actual performance of the business in the current year; (ii) evaluating the reasonableness of the key assumptions used in the cash flow forecast, including revenue growth rate, terminal growth rate and gross profit rate taking into account industry forecasts and market developments, the Group's management approved budget, plan and historical performance; and (iii) involving our internal valuation experts to evaluate the pre-tax discount rate applied in the calculation by comparing with the industry or market data to assess whether the pre-tax discount rate applied were within the range of those adopted by comparable companies in the same industry and check the calculation of the discount rate.</p>

Key Audit Matter	How our audit addressed the Key Audit Matter
	<p>We assessed management's sensitivity analysis regarding the key assumptions to evaluate the extent to which adverse changes would result in the goodwill being impaired.</p> <p>We assessed the adequacy of the disclosures related to goodwill impairment in the context of the applicable financial reporting framework.</p> <p>We also considered whether the judgements made in selecting the models, significant assumptions and data would give rise to indicators of possible management bias.</p> <p>Based on the procedures performed, we considered that the risk assessment of goodwill impairment remained appropriate and the key judgement and estimates adopted by management in the assessment of goodwill impairment are supported by the evidence obtained.</p>

### Other Information

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Jane Kong.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 25 March 2021

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## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

		Year ended 31 December	
	Notes	2020 RMB'000	2019 RMB'000
Revenues	5	<b>2,847,553</b>	2,838,097
Cost of revenues	6	<b>(1,315,525)</b>	(1,066,320)
<b>Gross profit</b>		<b>1,532,028</b>	1,771,777
Selling and marketing expenses	6	<b>(633,394)</b>	(745,101)
Research and development expenses	6	<b>(657,506)</b>	(317,596)
General and administrative expenses	6	<b>(179,916)</b>	(202,692)
Net impairment losses on financial assets	6	<b>(1,624)</b>	(1,889)
Fair value changes on investments measured at fair value through profit or loss	8	<b>(1,426)</b>	8,186
Other income	9	<b>26,166</b>	12,426
Other gains, net	10	<b>3,361</b>	4,179
<b>Operating profit</b>		<b>87,689</b>	529,290
Finance income		<b>15,505</b>	8,319
Finance costs		<b>(3,986)</b>	(2,951)
Finance income, net	11	<b>11,519</b>	5,368
Share of results of investments accounted for using equity method	18	<b>14,915</b>	10,767
Impairment of investments accounted for using equity method	18	<b>(7,137)</b>	—
<b>Profit before income tax</b>		<b>106,986</b>	545,425
Income tax expenses	12	<b>(51,198)</b>	(31,996)
<b>Profit for the year</b>		<b>55,788</b>	513,429
<b>Other comprehensive (loss)/income:</b>			
<i>Items that may be reclassified to profit or loss</i>			
— Currency translation differences		<b>(25,062)</b>	7,999
<i>Items that may not be reclassified to profit or loss</i>			
— Currency translation differences		<b>(96,170)</b>	(592)
<b>Total comprehensive (loss)/income for the year</b>		<b>(65,444)</b>	520,836
<b>Profit for the year attributable to:</b>			
Equity holders of the Company	18(a)	<b>9,145</b>	346,563
Non-controlling interests		<b>46,643</b>	166,866
		<b>55,788</b>	513,429
<b>Total comprehensive (loss)/income for the year attributable to:</b>			
Equity holders of the Company	18(a)	<b>(103,896)</b>	351,933
Non-controlling interests		<b>38,452</b>	168,903
		<b>(65,444)</b>	520,836
<b>Earnings per share for profit for the year attributable to the equity holders of the Company</b>			
Basic and diluted earnings per share (RMB)	13	<b>0.02</b>	0.98

The notes on pages 84 to 157 are an integral part of these consolidated financial statements.

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## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		As at 31 December	
	Notes	2020 RMB'000	2019 RMB'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	14	112,592	86,938
Right-of-use assets	15	129,555	37,644
Intangible assets	16	199,322	198,938
Deferred tax assets	17	16,810	11,349
Investments accounted for using the equity method	18	66,326	52,800
Long term investments measured at fair value through profit or loss	20	23,670	29,918
Prepayments, deposits and other assets	21	26,713	74,156
		<b>574,988</b>	<b>491,743</b>
<b>Current assets</b>			
Trade receivables	22	299,161	406,143
Income tax prepayment		30,254	14,167
Prepayments and other assets	21	120,827	119,775
Short-term investments	23	—	497,363
Cash and cash equivalents	24	2,319,512	1,336,869
		<b>2,769,754</b>	<b>2,374,317</b>
		<b>3,344,742</b>	<b>2,866,060</b>
<b>EQUITY</b>			
Share capital	25	306	284
Share premium	25	6,095,544	5,357,114
Other reserves	26	(4,444,279)	(4,137,328)
Retained earnings		644,888	651,800
<b>Equity attributable to equity holders of the Company</b>		<b>2,296,459</b>	<b>1,871,870</b>
Non-controlling interests	18	283,667	414,660
<b>Total equity</b>		<b>2,580,126</b>	<b>2,286,530</b>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

		As at 31 December	
	Notes	2020 RMB'000	2019 RMB'000
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Deferred tax liabilities	17	1,621	2,135
Lease liabilities	27	81,920	23,056
		<b>83,541</b>	25,191
<b>Current liabilities</b>			
Trade payables	28	164,560	200,845
Advance from customers	29	21,215	15,756
Other payables and accruals	30	239,968	151,705
Contract liabilities	31	128,546	99,321
Current income tax liabilities		78,713	70,250
Lease liabilities	27	48,073	16,462
		<b>681,075</b>	554,339
<b>Total liabilities</b>		<b>764,616</b>	579,530
<b>Total equity and liabilities</b>		<b>3,344,742</b>	2,866,060

The notes on pages 84 to 157 are an integral part of these consolidated financial statements.

The financial statements on pages 84 to 157 were approved by the Board of Directors on 25 March 2021 and were signed on its behalf.

**Dai Yunjie**  
Director

**Fan Shuyang**  
Director



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## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Notes	Attributable to equity holders of the Company					Non-controlling interests RMB'000	Total RMB'000
		Share capital RMB'000	Share premium RMB'000	Other reserves RMB'000	Retained earnings RMB'000	Sub-total RMB'000		
<b>As of 1 January 2019</b>		—	—	755,457	322,457	1,077,914	264,646	1,342,560
<b>Comprehensive income</b>								
Profit for the year		—	—	—	346,563	346,563	166,866	513,429
Other comprehensive income								
— Currency translation differences		—	—	5,370	—	5,370	2,037	7,407
<b>Total comprehensive income for the year</b>		—	—	5,370	346,563	351,933	168,903	520,836
<b>Transaction with owners in their capacity as owners</b>								
Share repurchase of a subsidiary	6	—	—	(86,408)	—	(86,408)	—	(86,408)
Acquisition of additional equity interests in a subsidiary	18	—	—	(78,034)	—	(78,034)	(18,889)	(96,923)
Issuance of ordinary shares in relation to the Reorganisation of the Group	25	240	4,750,933	(4,750,933)	—	240	—	240
Issuance of ordinary shares upon IPO	25	44	606,181	—	—	606,225	—	606,225
Appropriation to statutory reserves	26	—	—	17,220	(17,220)	—	—	—
<b>Total transactions with owners in their capacity as owners for the year</b>		284	5,357,114	(4,898,155)	(17,220)	442,023	(18,889)	423,134
<b>As of 31 December 2019</b>		284	5,357,114	(4,137,328)	651,800	1,871,870	414,660	2,286,530

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

	Notes	Attributable to equity holders of the Company					Non-controlling interests RMB'000	Total RMB'000
		Share capital RMB'000	Share premium RMB'000	Other reserves RMB'000	Retained earnings RMB'000	Sub-total RMB'000		
<b>As of 1 January 2020</b>		284	5,357,114	(4,137,328)	651,800	1,871,870	414,660	2,286,530
<b>Comprehensive loss</b>								
Profit for the year		—	—	—	9,145	9,145	46,643	55,788
Other comprehensive loss								
— Currency translation differences		—	—	(113,041)	—	(113,041)	(8,191)	(121,232)
<b>Total comprehensive loss for the year</b>		—	—	(113,041)	9,145	(103,896)	38,452	(65,444)
<b>Transaction with owners in their capacity as owners</b>								
Issuance of ordinary shares upon exercise of IPO over-allotment option (the "OAO")	25	3	36,669	—	—	36,672	—	36,672
Issuance of ordinary shares	25	19	701,761	—	—	701,780	—	701,780
Dividend distribution	32	—	—	—	—	—	(49,223)	(49,223)
Appropriation to statutory reserves	26	—	—	16,057	(16,057)	—	—	—
Transaction with non-controlling interests	18(b)	—	—	(209,967)	—	(209,967)	(120,222)	(330,189)
<b>Total transactions with owners in their capacity as owners for the year</b>		22	738,430	(193,910)	(16,057)	528,485	(169,445)	359,040
<b>As of 31 December 2020</b>		306	6,095,544	(4,444,279)	644,888	2,296,459	283,667	2,580,126

The notes on pages 84 to 157 are an integral part of these consolidated financial statements.

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## CONSOLIDATED STATEMENTS OF CASH FLOWS

# CONSOLIDATED STATEMENT OF CASH FLOWS

		Year ended 31 December	
		2020	2019
		RMB'000	RMB'000
Notes			
<b>Cash flows from operating activities</b>			
	33	409,869	856,133
Cash generated from operations		(61,677)	4,641
Income tax (paid)/refunded			
<b>Net cash generated from operating activities</b>			
		348,192	860,774
<b>Cash flows from investing activities</b>			
		(72,451)	(66,917)
Purchase of property, plant and equipment		1,486	37
Proceeds from disposals of property, plant and equipment			
Purchase of intangible assets (including prepayments for intangible assets)		(39,504)	(72,952)
Acquisition of investments accounted for using the equity method	18(c)	(10,025)	—
Dividends received from investments accounted for using the equity method	18(c)	3,600	—
Proceeds from disposal of investments accounted for using the equity method	18(c)	460	—
Acquisition of investments measured at fair value through profit or loss		(3,000)	—
Purchase of short-term investments		(973,870)	(2,265,100)
Proceeds from disposals of short-term investments		1,480,492	1,936,301
<b>Net cash generated from/(used in) investing activities</b>			
		387,188	(468,631)
<b>Cash flows from financing activities</b>			
	6	—	(92,298)
Payments for share repurchase of a subsidiary	32	(49,223)	—
Dividend paid to non-controlling shareholders	18(b)	(330,189)	(96,923)
Payment for acquisition of additional equity interests in a subsidiary			
Issuance of ordinary shares in relation to the Reorganisation of the Group	25	—	240
Issuance of ordinary shares upon IPO	25	—	629,294
Issuance of ordinary shares upon exercise of OAO	25	40,132	—
Issuance of ordinary shares	25	701,780	—
Payment for lease liabilities (including interests)	15	(32,029)	(23,692)
Listing expense payment		(69)	(53,794)
<b>Net cash generated from financing activities</b>			
		330,402	362,827
<b>Net increase in cash and cash equivalents</b>			
		1,065,782	754,970
<b>Cash and cash equivalents at the beginning of the year</b>			
		1,336,869	573,233
Effects of exchange rate changes on cash and cash equivalents		(83,139)	8,666
<b>Cash and cash equivalents at the end of the year</b>			
	24	2,319,512	1,336,869

The notes on pages 84 to 157 are an integral part of these consolidated financial statements.

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 1 GENERAL INFORMATION, REORGANIZATION AND BASIS OF PRESENTATION

### 1.1 General information

XD Inc. (the "Company") is an exempted company with limited liability incorporated under the laws of the Cayman Islands on 25 January 2019.

The Company is an investment holding company. The Company and its subsidiaries, including structured entities (collectively, the "Group") are principally engaged in the development, operation, publishing and distribution of mobile and web games and provision of information services (the "Listing Business") in the People's Republic of China (the "PRC") and other countries and regions.

The Company has its primary listing ("IPO") on the Stock Exchange of Hong Kong Limited on 12 December 2019.

The consolidated financial statements for the year ended 31 December 2019 and 2020 are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand (RMB'000) unless otherwise stated.

### 1.2 History and reorganisation of the Group

Prior to the incorporation of the Company and the completion of the reorganisation (the "Reorganisation") as described below, the Listing Business was mainly carried out by X.D. Network Inc. (心動網絡股份有限公司) and its subsidiaries (the "X.D. Network Group").

In preparing for the listing of the Company's shares on the Main Board of The Stock Exchange of Hong Kong Limited, the Group underwent the Reorganisation, pursuant to which the beneficial interests in the companies engaged in the Listing Business were transferred to the Company. Details of the Reorganisation are set out below:

#### 1.2.1 Incorporation of the Company and the offshore holding structure

On 25 January 2019, the Company was incorporated in the Cayman Islands and allotted and issued one share to the initial subscriber at par value of United States Dollar ("USD") 0.0001, which was transferred to Happy Today Holding Limited, the holding vehicle of Mr. Huang Yimeng. The Company further allotted and issued 157,604,999 shares at par value to Happy Today Holding Limited on 10 April 2019.

On 11 February 2019, XD Holdings Limited was incorporated in the British Virgin Islands ("BVI") as a wholly owned subsidiary of the Company.

On 28 February 2019, XD (HK) Limited was incorporated in Hong Kong as a wholly owned subsidiary of the XD Holdings Limited.

#### 1.2.2 Offshore shareholding restructuring

From 10 April 2019 to 17 June 2019, to reflect the onshore shareholding structure of X.D. Network Group, 67,545,000, 10,961,250, 37,598,680, 8,437,540 and 78,211,030 shares were allotted and issued to Aiks Danger Inc., Dynasty Vision Limited, Jiexin Management Limited, Heart Assets Limited and other 15 offshore holders, respectively.

# 1 GENERAL INFORMATION, REORGANIZATION AND BASIS OF PRESENTATION (Continued)

## 1.2 History and reorganisation of the Group (Continued)

### 1.2.3 Acquisition of X.D. Network Group with restricted operation

On 6 June 2019, XD Interactive Entertainment Co., Ltd. (心動互動娛樂有限公司, the “WFOE”) was incorporated in the PRC as a wholly owned subsidiary of XD (HK) Limited.

On 16 June 2019, the WFOE entered into a series of contractual agreements (collectively the “Contractual Arrangements”) with, among others, X.D. Network Inc. Pursuant to the Contractual Arrangements, the WFOE is able to effectively control the operating and financing decisions of X.D. Network Inc. and its PRC subsidiaries with restricted operation (collectively the “PRC Consolidated Affiliated Entities”) and receives substantially all the economic benefits generated by the PRC Consolidated Affiliated Entities. Accordingly, the PRC Consolidated Affiliated Entities are treated as controlled structured entities of the Company and consolidated by the Company. Further details of the Contractual Arrangements are set out in Note 2.2.1.

### 1.2.4 Restructuring of the non-restricted and/or non-prohibited operation

To ensure that the Contractual Arrangements are narrowly tailored in accordance with the requirements of the Stock Exchange of Hong Kong Limited, companies carried operations which are not subject to any foreign investment restrictions or prohibition were transferred to and controlled by the Company directly or indirectly.

On 27 March 2019, Xinxuan (Beijing) Network Technology Co., Ltd. (心弦 (北京) 網絡科技有限公司, “Xinxuan”) was incorporated in the PRC by X.D. Network Inc. and Hyunki Shen with 99% and 1% equity interests, respectively. On 15 May 2019, XD (HK) Limited, X.D. Network Inc. and Hyunki Shen entered into a share transfer agreement, pursuant to which XD (HK) Limited acquired the 100% equity interests in Xinxuan, and Xinxuan became a wholly owned subsidiary of XD (HK) Limited.

On 28 March 2019, X.D. Network Inc., Hyunki Shen and Xinxuan entered into a share transfer agreement, pursuant to which, Xinxuan acquired the 65% equity interests in Shanghai Longcheng Network Co., Ltd. (上海龍成網絡科技有限公司, “Longcheng”) from X.D. Network Inc..

The 100% equity interests of Xindong Korea Co. Ltd. and Xindong (Hong Kong) Company Limited were also transferred from X.D. Network Inc. to XD Holdings Limited.



# 1 GENERAL INFORMATION, REORGANIZATION AND BASIS OF PRESENTATION (Continued)

## 1.2 History and reorganisation of the Group (Continued)

### 1.2.4 Restructuring of the non-restricted and/or non-prohibited operation (Continued)

As at 31 December 2020, the Company has direct and indirect interests in the following subsidiaries:

Name	Place of establishment and nature of legal entity	Particulars of issued/paid-in capital	Effective interest held by the Group	Principal activities
<b>Subsidiaries</b>				
<b>Directly held:</b>				
XD Holdings Limited	BVI, limited liability company	USD1	100%	Investment holding
Taptap Holding Limited (previously known as "EWAN Holding Limited")	BVI, limited liability company	USD1	100%	Investment holding
XDG Holding Limited	BVI, limited liability company	USD1	100%	Investment holding
<b>Indirectly held:</b>				
XD (HK) Limited	Hong Kong, limited liability company	HKD10,000	100%	Investment holding
Longcheng	the PRC, limited liability company	RMB1,000,000	65%	Game operation
X.D. Global Limited	Hong Kong, limited liability company	HKD12,213,000	65%	Game operation
XD Interactive Entertainment Co., Ltd. (心動互動娛樂有限公司)	the PRC, limited liability company	RMB100,000,000	100%	Game development
Xindong (Hong Kong) Company Limited	Hong Kong, limited liability company	HKD1,000,000	100%	Game operation
Xindong Limited	BVI, limited liability company	USD50,000	100%	Investment holding
Xindong Korea Co., Ltd.	Korea, limited liability company	Korea Won ("KRW") 1,142,000,000	100%	Game operation
Taptap (HK) Limited (previously known as "EWAN Global (HK) Limited")	Hong Kong, limited liability company	HKD10,000	55.78%	Game platform and information services
X.D. Global (HK) Limited	Hong Kong, limited liability company	HKD10,000	65%	Game operation
XD Entertainment Pte. Ltd.	Singapore, limited liability company	Singapore Dollar ("SGD")500,000	100%	Game operation
Hyper Times limited	BVI, limited liability company	USD50,000	51%	Investment holding
Hyper Power Limited	Hong Kong, limited liability company	HKD10,000	51%	Investment holding
Shanghai Xincheng Information Technology Co., Ltd. (上海心城信息技术有限公司)	the PRC, limited liability company	RMB1,000,000	51%	Game development
Shanghai Yiwan Interactive Entertainment Co., Ltd. (上海易玩互动娱乐有限公司)	the PRC, limited liability company	RMB10,000,000	55.78%	Information services

# 1 GENERAL INFORMATION, REORGANIZATION AND BASIS OF PRESENTATION (Continued)

## 1.2 History and reorganisation of the Group (Continued)

### 1.2.4 Restructuring of the non-restricted and/or non-prohibited operation (Continued)

Name	Place of establishment and nature of legal entity	Particulars of issued/paid-in capital	Effective interest held by the Group	Principal activities
<b>Structured entities controlled via the Contractual Arrangements</b>				
X.D. Network Inc.	The PRC, limited liability company	RMB296,345,350	100%	Game operation
Yiwan (Shanghai) Network Science and Technology Co., Ltd. (易玩(上海)網絡科技有限公司, "Yiwan")	Shanghai, China, limited liability company	RMB10,917,294	74.12%	Game platform and information services
X.D. Investment Management Co., Ltd. (上海心動投資管理有限公司)	Shanghai, China, limited liability company	RMB81,100,000	100%	Investment in game development entities

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### 2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs"). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss, which are carried at fair value.

The preparation of the consolidated financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4 below.

#### (a) New and amended standards adopted by the Group

The following standards and amendments have been adopted by the Group for the first time for the financial year beginning on 1 January 2020:

Amendments to IAS 1 and IAS 8	Definition of Material
Amendments to IFRS 3	Definition of a Business
Conceptual Framework	Revised Conceptual Framework for Financial Reporting
IFRS 16 (amendments)	COVID-19 related rent concessions.
Amendments to IFRS 9, IAS 39 and IFRS 7	Interest Rate Benchmark Reform
Amendments to IFRS	Annual Improvements to IFRS Standards 2018–2020 Cycle

The adoption of these new and amended standards does not have material impact on the consolidated financial statements of the Group.

#### (b) New standards and amendments not yet adopted by the management of the Group

The following new standards and amendments to standards have not come into effect for the financial year beginning 1 January 2020 and have not been early adopted by the Group in preparing these consolidated financial statements. None of these new standards and amendments to standards is expected to have a significant effect on the consolidated financial statements of the Group.

		Effective for accounting year beginning on or after
Amendments to IAS 28 and IFRS 10	Sale or contribution of assets between an investor and its associate or joint venture	To be determined
Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	Interest Rate Benchmark Reform — phase 2	1 January 2021
IAS 16 (amendments)	Property, Plant and Equipment: Proceeds before intended use	1 January 2022
IAS 37 (amendments)	Onerous contract — cost of fulfilling a contract	1 January 2022
IAS 1 (amendments)	Classification of Liabilities as current and non-current	1 January 2023
IFRS 17	Insurance contracts	1 January 2023
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies	
Amendments to IAS 8	Definition of Accounting Estimates	1 January 2023

The Group has already commenced an assessment of the impact of these new or revised standards, and amendments. According to the preliminary assessment made by the directors, no significant impact on the financial performance and positions of the Group is expected when they become effective.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement (including structured entities) with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Intercompany transactions, balances and unrealized gains on transactions between Group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of financial position respectively.

#### 2.2.1 Subsidiaries controlled through Contractual Arrangements

The wholly-owned subsidiary of the Company, the WFOE, has entered into the Contractual Arrangements with among others, X.D. Network Inc., which enable the WFOE and the Group to:

- exercise effective control over the PRC Consolidated Affiliated Entities;
- exercise equity holders' voting rights of the PRC Consolidated Affiliated Entities;
- receive substantially all of the economic interest returns generated by the PRC Consolidated Affiliated Entities, in consideration for the business support by the WFOE, at the WFOE's discretion;
- obtain an irrevocable and exclusive right to purchase all equity interests in X.D. Network Inc. from its registered equity holders at a nominal consideration unless the relevant government authorities request that another amount be used as the purchase consideration and in which case the purchase consideration shall be such amount. Where the purchase consideration is required by the relevant government authorities to be an amount other than a nominal amount, the registered equity holders of X.D. Network Inc. shall return the amount of purchase consideration they have received to the WFOE. At the WFOE's request, the registered equity holders of X.D. Network Inc. will promptly and unconditionally transfer their respective equity interests in X.D. Network Inc. to the WFOE (or its designee within the Group) after the WFOE exercises its purchase right; and
- obtain a pledge over the entire ownership interests of X.D. Network Inc. from its registered equity holders to secure performance of their obligations under the Contractual Arrangements.

As a result of the Contractual Arrangements, the Company has rights to exercise power over the PRC Consolidated Affiliated Entities, receive variable returns from its involvement with the PRC Consolidated Affiliated Entities, and has the ability to affect those returns through its power over the PRC Consolidated Affiliated Entities. Therefore, the Company is considered to control the PRC Consolidated Affiliated Entities. Consequently, the Company regards the PRC Consolidated Affiliated Entities as controlled structured entities and consolidates the financial positions and results of operations of these entities in the consolidated financial statements of the Group.

Nevertheless, the Contractual Arrangements may not be as effective as direct legal ownership in providing the Group with direct control over the PRC Consolidated Affiliated Entities and such uncertainties presented by the PRC legal system could impede the Group's beneficiary rights of the results, assets and liabilities of the PRC Consolidated Affiliated Entities. The directors, based on the advice of its legal counsel, consider that the Contractual Arrangements are in compliance with the relevant PRC laws and regulations and are legally binding and enforceable.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Subsidiaries (Continued)

#### 2.2.2 Business combination

The Group applies the acquisition method to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Group;
- fair value of any asset or liability resulting from a contingent consideration arrangement; and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, amount of any non-controlling interest in the acquiree, and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognized in profit or loss. Amounts classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such re-measurement are recognized in profit or loss.

#### 2.2.3 Changes in ownership interests in subsidiaries without change of control

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized in a separate reserve within equity attributable to owners of the Company.

#### 2.2.4 Disposal of subsidiaries

When the Group ceases to consolidate a subsidiary because of a loss of control, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognized in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.3 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

### 2.4 Associates

Associates are all entities over which the Group has significant influence but not control or joint control. The Group's investments in associates in the form of redeemable instruments are designated as financial assets at fair value through profit or loss. All investments in associates in the form of ordinary shares with significant influence are accounted for using the equity method of accounting, after initially being recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses of the investee, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognized as a reduction in the carrying amount of the investment.

When the Group's share of losses in an investment accounted for using the equity method equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealized gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The Group determines at each reporting date whether there is any objective evidence that investments accounted for using the equity method are impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the investment and its carrying value and recognizes the amount in "Other gains/(losses), net" in the consolidated statement of comprehensive income.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

### 2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as executive directors of the Company.

### 2.6 Foreign currency translation

#### 2.6.1 Functional and presentation currency

Items included in the financial information of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currencies of the Company and its subsidiaries outside mainland China are USD, while the functional currencies of the Company's subsidiaries in the mainland China are RMB. As the major operations of the Group during the reporting period are within the mainland China, the Group determined to present its Financial Information in RMB (unless otherwise stated).

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.6 Foreign currency translation (Continued)

#### 2.6.2 Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in consolidated statement of comprehensive income on a net basis within "Other gains/(losses), net".

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognized in consolidated statement of comprehensive income as part of the "Fair value changes on investments measured at fair value through profit or loss".

#### 2.6.3 Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- all resulting currency translation differences are recognized in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognized in other comprehensive income.

### 2.7 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

Depreciation on Property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

- |                               |   |
|-------------------------------|---|
| • Servers and other equipment | 3 years   |
| • Furniture and appliances    | 5 years   |
| • Vehicles                    | 4 years   |
| • Leasehold improvements      | Estimated useful lives or remaining lease terms, whichever is shorter |

Property, plant and equipment arising from business acquisition is depreciated over the remaining useful life.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.7 Property, plant and equipment (Continued)

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.9).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized within "Other gains/ (losses), net" in the statement of comprehensive income.

### 2.8 Intangible assets

#### 2.8.1 Goodwill

Goodwill arises on the acquisition of subsidiaries represents the excess of the aggregate purchase consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the net identifiable assets acquired. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units ("CGUs") for the purpose of impairment testing. The allocation is made to those CGUs or groups of CGUs that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes at the operating segment.

#### 2.8.2 Other intangible assets

Other intangible assets mainly include software, game license, domain name and trade name. They are initially recognized and measured at cost if they are separately acquired or at fair value if they are acquired in business combinations. Other intangible assets are amortized over their estimated useful lives using the straight-line method which reflects the pattern in which the intangible asset's future economic benefits are expected to be consumed.

The Group amortizes intangible assets with a limited useful life using the straight-line method over the following periods:

• Software	2-5 years
• Game license	2-5 years
• Domain name (a)	10 years
• Trade name (b)	2-8 years
• User list	5 years

When determining the length of useful life of an intangible asset, the management take into account the (i) estimated period during which such asset can bring economic benefits to the Group; and (ii) the useful life estimated by comparable companies in the market.

- (a) The management determined that the domain name related to one of the Group's major games, Ragnarok M, has a useful life of 10 years based on the estimated lifespan of such game, during which it could bring economic benefits to the Group.
- (b) The management determined that the trade name related to Yiwan has a useful life of 8 years based on the platform's popularity and great user base in local market.

#### 2.8.3 Research and development

Research expenditures are recognized as an expenses as incurred. Costs incurred on development projects are capitalized as intangible assets when recognition criteria are met, including (a) it is technically feasible to complete the software so that it will be available for use; (b) management intends to complete the software and use or sell it; (c) there is an ability to use or sell the software; (d) it can be demonstrated how the software will generate probable future economic benefits; (e) adequate technical, financial and other resources to complete the development and to use or sell the software are available; and (f) the expenditure attributable to the software during its development can be reliably measured. Other development costs that do not meet those criteria are expensed as incurred. There were no development costs meeting these criteria and capitalized as intangible assets as of 31 December 2019, and 2020,



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.9 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

### 2.10 Financial assets

#### 2.10.1 Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income (OCI). For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

#### 2.10.2 Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

The Group derecognizes a financial asset, if the part being considered for derecognition meets one of the following conditions: (a) the contractual rights to receive the cash flows from the financial asset expire; or (b) the contractual rights to receive the cash flows of the financial asset have been transferred, the Group transfers substantially all the risks and rewards of ownership of the financial asset; or (c) the Group retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to the eventual recipient in an agreement that meets all the conditions of de-recognition of transfer of cash flows ("pass through" requirements) and transfers substantially all the risks and rewards of ownership of the financial asset.

#### 2.10.3 Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss (FVPL) are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.10 Financial assets (Continued)

#### 2.10.3 Measurement (Continued)

##### *Debt instruments*

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in other (losses)/gains together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of comprehensive income.

**FVOCI:** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other (losses)/gains. Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other (losses)/gains and impairment expenses are presented as separate line item in the statement of comprehensive income.

**FVPL:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within "Other (losses)/gains, net" in the period in which it arises.

##### *Equity instruments*

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss when the Group's right to receive payments is established.

Changes in the fair value of financial assets measured at FVPL are recognised in other (losses)/gains in profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

#### 2.10.4 Impairment

The Group has 2 types of financial assets subject to IFRS 9's new expected credit loss model:

- trade receivables; and
- other receivables

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at an amortized cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 3.1(b) details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognized from initial recognition of the receivables. The Group uses practical expedients when estimating life time expected credit losses on trade receivables, which is calculated using a provision matrix where a fixed provision rate applies depending on the number of days that a trade receivable is outstanding.

Impairment on other receivables is measured as either 12-month expected credit losses or lifetime expected credit loss, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime expected credit loss.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

### 2.12 Trade and other receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less allowance for impairment.

### 2.13 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

### 2.14 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or share options are shown in equity as a deduction, net of tax, from the proceeds.

### 2.15 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities unless payment is not due within 12 months after the reporting period.

Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

### 2.16 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

#### 2.16.1 Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.16 Current and deferred income tax (Continued)

#### 2.16.2 Deferred income tax inside basis differences

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. The deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

#### 2.16.3 Deferred income tax outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, associates and joint arrangements, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates. Only when there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the associate's undistributed profits is not recognized.

Deferred income tax assets are recognized on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilized.

#### 2.16.4 Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

### 2.17 Employee benefits

#### 2.17.1 Pension and social obligations

The Group companies operate various defined contribution plan in accordance with the local conditions and practices in which they operate. Defined contribution plans are pensions and the other social benefit plans under which the Group pay fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognized as labor costs when they are due.

#### 2.17.2 Employee leave entitlements

Employee entitlements to annual leave are recognized when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognized until the time of leave.

#### 2.17.3 Bonus plans

The expected cost of bonuses is recognized as a liability when the Group has a present legal or constructive obligation for payment of bonus as a result of services rendered by employees and a reliable estimate of the obligation can be made. Liabilities for profit sharing and bonus plans are expected to be settled within 1 year and are measured at the amounts expected to be paid when they are settled.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.17 Employee benefits (Continued)

#### 2.17.4 Share-based payments

The Group operates share incentive plan, under which it receives services from employees as consideration for equity instruments (restricted shares units ("RSUs") and options) of the Company. The fair value of the services received in exchange for the grant of the equity instruments (RSUs and options) is recognized as an expense in the consolidated statement of comprehensive income with a corresponding increase in equity.

In terms of the shares, RSUs and options awarded to employees, the total amount to be expensed is determined by reference to the fair value of equity instruments (RSUs and options) granted:

- Including any market performance conditions;
- Excluding the impact of any service and non-market performance vesting conditions; and
- Including the impact of any non-vesting conditions.

Non-marketing performance and service conditions are included in calculation of the number of RSUs and options that are expected to vest. The total amount expensed is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

At the end of each reporting period, the Group revises its estimates of the number of RSUs and options that are expected to vest based on the non-marketing performance and service conditions. It recognizes the impact of the revision to original estimates, if any, in the consolidated statement of comprehensive income, with a corresponding adjustment to equity.

When the share options are exercised, the Company issues new ordinary shares. The proceeds received net of any directly attributable transaction costs are credited to share capital and share premium. Where there is any modification of terms and conditions which increases the fair value of the equity instruments granted, the Group includes the incremental fair value granted in the measurement of the amount recognized for the services received over the remainder of the vesting period. The incremental fair value is the difference between the fair value of the modified equity instrument and that of the original equity instrument, both estimated as of the date of the modification. An expense based on the incremental fair value is recognized over the period from the modification date to the date when the modified equity instruments vest in addition to any amount in respect of the original instrument, which should continue to be recognized over the remainder of the original vesting period.

### 2.18 Provisions

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.19 Revenue recognition

Revenue is recognized when or as the control of the goods or services is transferred to a customer. Depending on the terms of the contract and the laws that apply to the contract, control of the goods and services may be transferred over time or at a point in time. The following is a description of the accounting policy for our principal revenue streams:

#### 2.19.1 Game operating revenue

The Group is a publisher of online games developed by third party game developers or itself. The Group licenses online games from game developers and earns game publishing service revenue by making a localized version of the licensed games and publishing them to the game players through distribution channels, e.g. online application stores (such as Apple Inc.'s App Store ("Apple App") and Google LLC's Google Play ("Google App")), as well as web-based and mobile game portals (collectively referred to as "Distribution Channels"), including the Group's own websites.

The games licensed to the Group, or developed by the Group are operated under (i) free-to-play model whereby game players can play the games free of charge and are charged for the purchase of in-game virtual items (the "Online Game") via payment channels, such as the third-party internet payment systems (the "Payment Channels"); or (ii) pay-to-play model whereby game players are charged for a fixed amount when downloading the games (the "Premium Game"). Upon the completion of download and installation of the games to the game players' devices, all functionalities of the games have been fully delivered. Players can then play the games on their device without real time connection to the internet.

Proceeds earned from selling in-game virtual items, are shared between the Group and the game developers, with the amount paid to the developers generally calculated based on amounts paid by players, after deducting the fees paid to Payment Channels and Distribution Channels, multiplied by a predetermined percentage for each game.

The Group evaluates agreements with the game players, game developers, Distribution Channels and Payment Channels in order to determine whether or not the Group acts as the principal or as an agent in the arrangement with each party respectively, which it considers in determining if relevant revenues should be reported gross or net of the predetermined amount of the proceeds shared with the other parties. The determination of whether to record the revenues gross or net is based on an assessment of various factors, including but not limited to whether the Group (i) is primarily responsible for fulfilling the promise to provide the specified good or service. This typically includes responsibilities for acceptability of the specified good or service (for example, primary responsibility for the good or service meeting customer specification); (ii) has inventory risk before the specified good or service has been transferred to a customer, or after transferring the control to the customer (for example, if the customer has a right of return); (iii) has discretion in establishing the prices for the specified goods or services.

#### (a) *The Group acts as principal*

During the reporting period, the Group self-developed mobile games or entered into game license arrangements with game developers, under which the Group takes primary responsibilities of game operation. The Group considered itself as a principal in these arrangements and recorded revenues on a gross basis.

Under the arrangements that the Group takes primary responsibilities, the Group considered that the (i) the Group is generally the initiator who raise ideas and plans for providing specification, modification or update of the game products or services desired by the game players; (ii) for certain licensed games that the Group made a localized version, the Group's costs incurred during developing the games are more than the game developer. The game developer is merely providing intellectual properties of character image and figures, the Group is providing game services and products relating to gaming experience to game players; (iii) besides publishing, providing payment solution and marketing promotion, the Group has the right to determine the pricing of in-game virtual items or downloading the pay-to-play games, as well as the selection of Distribution Channels and the Payment Channels. Thus, the Group views game players to be its customers and considers itself as the principal. Accordingly, the Group records the online game revenue under such arrangements on a gross basis. Commission fees paid to Distribution Channels and Payment Channels and license fees paid to third party game developer are recorded as cost of revenues.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.19 Revenue recognition (Continued)

#### 2.19.1 Game operating revenue (Continued)

##### (a) *The Group acts as principal (Continued)*

Where the Group is acting as a principal under the free-to-play model, the Group has determined that it is obligated to provide on-going services to game players, who purchased virtual items to gain an enhanced game-playing experience, and accordingly, revenue is recognised over the estimated lifespans of the respective virtual items. The estimated lifespans of different virtual items are determined by the management based on the expected player relationship periods, on a game by game basis. The Group recognizes the revenues derive from sale of virtual items as below:

Consumable virtual items represent items that are extinguished after consumption in the form of fixed charges levied on each round of games played. The paying players will not continue to benefit from the virtual items thereafter. Revenue is recognised (as a release from deferred revenue) when the items are consumed and the related services are rendered.

Durable virtual items represent items that are accessible and beneficial to paying players over an extended period of time. Revenue is recognised ratably over the average life of durable virtual items for the applicable game, which the Group makes best estimates to be the average playing period of paying players ("Player Relationship Period").

The Group estimates the Player Relationship Period on a game-by-game basis. If there is insufficient data to determine the Player Relationship Period, such as in the case of a newly launched game, it estimates the Player Relationship Period based on other similar types of games developed by the Group or by third-party developers until the new game establishes its own patterns and history. The Group considers (i) the games profile, including historical players' consumption patterns, churn rates, and games life-cycle, (ii) target audience, and its appeal to players of different demographics groups, and (iii) the Group's marketing strategy in estimating the Player Relationship Period. While the Group believes its estimates to be reasonable based on available game player information, it may revise such estimates in the future as the games' operation periods change, sufficient individual game data become available, or there is indication that the similarities in characteristics and playing patterns of paying players of the games change. Any adjustments arising from changes in Player Relationship Period would be applied prospectively on the basis that such changes are caused by new information indicating a change in game player behaviour patterns.

Where the Group is acting as a principal under the pay-to-play model, the Group has determined all revenue recognition criteria are met upon players' confirmation of the purchase request and completion of download of the games. The Group has no additional performance obligations to the game players after the completion of the corresponding game purchase and downloading. Therefore, the Group recognizes revenue from game players upon the purchases and completion of downloading for this type of arrangement. Commission fees paid to Distribution Channels and Payment Channels and license fees paid to third party game developers are recorded.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.19 Revenue recognition (Continued)

#### 2.19.1 Game operating revenue (Continued)

(b) *The Group acts as agents of game developer*

Under those arrangements that the developer take primary responsibilities mentioned above, the Group considers that the (i) game developers are responsible for providing the game products desired by the game players; (ii) the costs incurred by the developers to develop the games are more than the licensing costs and game localizations costs incurred by the Group; (iii) the hosting and maintenance of game servers for running the online mobile games is the responsibility of the developers, the developers have the right to review and approve the pricing of in-game virtual items and the specification, modification or update of the game made by the Group. The Group's responsibilities are publishing, providing payment solution and market promotion service for the license game, and thus the Group views the game developers to be its customers and considers itself as the agent of the game developers in the arrangements with game players. The Group considers it provides a series of distinct services that are substantially the same and that have the same pattern of transfer to the game developers, and allocated the variable consideration based on certain percentage of sales of in-game virtual items to each day of distinct services and recognizes revenues in the month when related sales occur.

As the Group is responsible for identifying, contracting with and maintaining the relationships of the Distribution Channels and Payment Channels, commission fees paid to the Distribution Channels and Payment Channels are presented on a gross basis and included in cost of revenues. The Group considers it provides services to the game developers for the reasons identified above as it has been given latitude by the game developers in selecting Distribution Channels and Payment Channels for its service to the game developers.

Different from the above analysis, for games cooperated with Apple/Google App, the game developers are fully aware of Apple/Google App's roles and responsibilities. The Group considered that Apple/Google App and itself provide services to the game developers together, as the Group does not have the latitude in selecting and negotiating with Apple/Google App and does not have the primary responsibility to game developers for the service provided by them. Commissions charged by Apple/Google App are deducted from revenue.

(c) *The Group acts as agents of game publishers*

The Group also engaged in providing game maintenance and game operation services to game publishers, including game promotion services, customer services, technical support services and game localization services. The Group considers it provides a series of distinct services that are substantially the same and that have the same pattern of transfer to the game publisher, and allocated the variable consideration based on certain percentage of sales of in-game virtual items to each day of distinct services and recognizes game maintenance and game operation services to the game publisher in the month when related sales occur.

#### 2.19.2 Information service revenue

Information service revenue mainly represents revenue generated from information services, which mainly comprise revenues derived from performance based online marketing service provided to game developers, game publishers and their agencies.

Revenue from performance-based online marketing service is recognized when relevant specific performance measures (such as delivery of pay-for-click, pay-for-download etc.) are fulfilled.



## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.19 Revenue recognition (Continued)

#### 2.19.3 Other revenues

The Group also generates revenue from selling game-related merchandise. Revenue is recognized when control of merchandise is transferred.

#### 2.19.4 Practical expedients applied

The Group generally expenses contract acquisition cost when incurred because the amortization period would have been one year or less. Accordingly, the Group does not capitalize any incremental costs to obtain a contract.

The transaction price allocated to the performance obligations that are unsatisfied, or partially unsatisfied, has not been disclosed, as substantially all of the Group's contracts have a duration of one year or less.

### 2.20 Contract liabilities

Contract liabilities primarily consists of (a) the unamortised revenue from sales of virtual items for mobile games, where there is still obligation to be provided by the Group to game players, and (b) the unamortised balance of the initial license fee paid by licensees.

### 2.21 Interest income

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes. Interest income from wealth management products is included in "Fair value changes on investments measured at fair value through profit or loss".

### 2.22 Government subsidies

Subsidies from government are recognized at their fair value where there is a reasonable assurance that the subsidies will be received and the Group will comply with all attached conditions.

Government subsidies relating to costs are deferred and recognized in the consolidated statement of comprehensive income over the period necessary to match them with the costs that they are intended to compensate.

Government subsidies relating to the purchase of property, plant and equipment, and other non-current assets are included in non-current liabilities as deferred income and are credited to the consolidated statement of comprehensive income on a straight-line basis over the expected lives of the related assets.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.23 Dividends distribution

Dividend distribution to the Company's shareholders is recognized as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

### 2.24 Leases

The Group leases properties as lessee. Rental contracts are typically made for fixed periods of 1 to 6 years but may have extension options as described below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received any initial direct costs, and
- restoration costs.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be determined, or the Group's incremental borrowing rate.

Payments associated with short-term leases are recognised on a straight-line basis as an expense in consolidated statement of comprehensive income. Short-term leases are leases with a lease term of 12 months or less and leases with a remaining term of 12 months or less as of the date of initial adoption of IFRS 16.

The right-of-use assets and the lease liabilities are present separately on the consolidated statement of financial position.

The Group applied the practical expedient by electing not to separate the non-lease components, such as maintenance services provided by the landlord from lease components for the property rental contracts, and instead account for each lease component and any associated non-lease components as a single lease component.

### 3 FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk, cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group.

#### 3.1 Financial risk factors

##### (a) Market risk

###### *Foreign exchange risk*

The Group operates internationally through overseas publishers and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the USD. Foreign exchange risk primarily arose from recognized assets and liabilities when receiving or to receive foreign currencies from overseas counterparties. The Group does not hedge against any fluctuation in foreign currency during the years ended 31 December 2019 and 2020.

For the Group's subsidiaries in mainland China whose functional currency is RMB, if USD had strengthened/weakened by 5% against RMB with all other variables held constant, net profits would have been approximately RMB20.5 million and RMB16.1 million, higher/lower for the years ended 31 December 2019 and 2020 respectively, as a result of net foreign exchange gains/losses on translation of net monetary assets denominated in USD.

###### *Price risk*

The Group is exposed to price risk in respect of long-term and short-term investments measured at fair value through profit or loss held by the Group. The Group is not exposed to commodity price risk. To manage its price risk arising from the investments, the Group diversifies its portfolio. Each investment is managed by senior management on a case by case basis. The sensitivity analysis is performed by management, see Note 3.3 for detail.

###### *Cash flow and fair value interest rate risk*

The Group's income and operating cash flows are substantially independent of changes in market interest rates and the Group has no significant interest-bearing assets except for cash and cash equivalents and short-term investments measured at amortized cost, and details of which have been disclosed in Note 24 and Note 23, respectively.

##### (b) Credit risk

The Group is exposed to credit risk in relation to its cash and cash equivalents, short-term investments, trade receivables, deposits and other assets. The carrying amounts of each class of the above financial assets represent the Group's maximum exposure to credit risk in relation to financial assets.

###### (i) *Credit risk of cash and cash equivalents and short-term investment measured*

To manage risk arising from cash and cash equivalents and short-term investments, the Group only transacts with state-owned or reputable financial institutions in mainland China. There has been no recent history of default in relation to these financial institutions. The expected credit loss is immaterial.

###### (ii) *Credit risk of trade receivables*

Trade receivables at the end of each reporting period were due from Distribution Channels and game publishers, online marketing service customers, as well as due from related parties. If the strategic relationship with Distribution Channels and game publishers and online marketing service customers are terminated or scaled-back; or if Distribution Channels and game publishers and online marketing service customers alter the co-operative arrangements; or if they experience financial difficulties in paying the Group, the Group's corresponding trade receivables might be adversely affected in terms of recoverability. To manage this risk, the Group maintains frequent communications with Distribution Channels and game publishers and online marketing service customers to ensure the effective credit control. In view of the history of cooperation with Distribution Channels and game publishers and online marketing service customers and the sound collection history of receivables due from them, the directors of the Group believe that the credit risk inherent in the Group's outstanding trade receivable balances due from Distribution Channels and game publishers and online marketing service customers is low.

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

###### (ii) Credit risk of trade receivables (Continued)

During the years ended 31 December 2019 and 2020 the Group analysed the credit risk related to amount due from related parties are performing and applied the expected credit loss rate at 0.35% to estimate the impairment provision for the 12 month expected credit loss of the amount due from related parties.

###### (iii) Credit risk of deposits and other assets

For deposits and other assets, management makes periodic collective assessments as well as individual assessment on the recoverability of deposits and other assets based on historical settlement records and past experiences.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating (as far as available);
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counter party's ability to meet its obligations;
- actual or expected significant changes in the operating results of the counter party;
- significant increases in credit risk on other financial instruments of the same counter party;
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements; and
- significant changes in the expected performance and behaviour of the counter party, including changes in the payment status of debtor in the Group and changes in the operating results of the counter party.

Macroeconomic information (such as market interest rates or growth rates) is incorporated as part of the internal rating model.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 90 days past due in making a contractual payment/repayable demanded.

A default on a financial asset is when the counterparty fails to make contractual payments/repayable demanded within 360 days of when they fall due.

The Group makes periodic assessment on the credit risk of the deposits and other assets based on the history of cooperation with customers, settlement records and past experience, the directors believe that the credit risk inherent in the outstanding deposits and other assets due from the debtors is not material.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. The Group categories deposits and other assets for write off when a debtor fails to make contractual payments/repayable demanded greater than 720 days past due. Where deposits and other assets have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in profit or loss.

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk

The Group aims to maintain sufficient cash and cash equivalents. Due to the dynamic nature of the underlying business, the Group's finance department maintains flexibility in funding by maintaining adequate cash and cash equivalents.

The table below analyses the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Over 2 years RMB'000	Total RMB'000
<b>As at 31 December 2020</b>				
Trade payables	164,560	—	—	164,560
Advance from customers	21,215	—	—	21,215
Other payables and accruals (excluding salaries and benefits payable, and other tax payables)	19,597	—	—	19,597
Lease liabilities	50,171	38,975	54,531	143,677
	255,543	38,975	54,531	349,049
<b>As at 31 December 2019</b>				
Trade payables	200,845	—	—	200,845
Advance from customers	15,756	—	—	15,756
Other payables and accruals (excluding salaries and benefits payable, and other tax payables)	35,048	—	—	35,048
Lease liabilities	17,036	16,784	8,203	42,023
	268,685	16,784	8,203	293,672

#### 3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for owners and benefits for other owners and to maintain an optimal capital structure to reduce the cost of capital.

The Group monitors capital by regularly reviewing the capital structure. As a part of this review, the directors of the Company considers the cost of capital and the risks associated with the issued share capital. The Group may adjust the amount of dividends paid to owners, return capital to owners, issue new shares or repurchase the Company's shares. In the opinion of the directors of the Company, the Group's capital risk is low.

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.3 Fair value estimation

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognized and measured at fair value in the financial statements.

##### (a) Fair value hierarchy

The table below analyses the Group's financial instruments carried at fair value as at 31 December 2019 and 2020, by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorized into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2); and
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

As at 31 December 2019 and 2020, none of the Group's financial liabilities are measured at fair value, and none of the Group's financial assets are measured at fair value using level 1 or level 2 inputs. The following table presents the Group's financial assets that are measured at fair value using level 3 inputs:

	Notes	As at 31 December	
		2020 RMB'000	2019 RMB'000
Short-term investments measured at fair value through profit or loss	23	—	497,363
Long-term investments measured at fair value through profit or loss	20	23,670	29,918
		23,670	527,281

##### (b) Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 items including investments in unlisted companies and wealth management products issued by commercial banks for the years ended 31 December 2019 and 2020.

###### (i) Investments in unlisted companies

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
<b>At the beginning of the year</b>	29,918	33,687
Additions	4,500	—
Changes in fair value	(10,685)	(3,731)
Currency translation differences	(63)	(38)
<b>At the end of the year</b>	23,670	29,918
Net unrealized losses	(10,685)	(3,731)

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.3 Fair value estimation (Continued)

##### (b) Fair value measurements using significant unobservable inputs (level 3) (Continued)

(ii) *Wealth management products issued by commercial banks*

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
<b>At the beginning of the year</b>	<b>497,363</b>	156,647
Addition	973,870	2,265,100
Changes in fair value	9,259	11,917
Disposal	(1,480,492)	(1,936,301)
<b>At the end of the year</b>	<b>—</b>	497,363
Net unrealized gains	—	1,663

##### (c) Valuation process and techniques

The Group has a team that manages the valuation of level 3 instruments for financial reporting purposes. The team manages the valuation exercise of the investments on a case by case basis. At least once a year, the team uses valuation techniques to determine the fair value of the Group's level 3 instruments. External valuation experts will be involved when necessary.

As these instruments are not traded in an active market, their fair values have been determined by using various applicable valuation techniques, including:

- the use of quoted market prices or dealer quotes for similar instruments;
- the discounted cash flow model and unobservable inputs mainly including assumptions of expected future cash flows and discount rate;
- the latest round financing, i.e. the prior transaction price or the third-party pricing information; and
- a combination of observable and unobservable inputs, including risk-free rate, expected volatility, discount rate for lack of marketability, market multiples, etc..

There were no change to valuation techniques during the reporting period.

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.3 Fair value estimation (Continued)

##### (d) Valuation inputs and relationship to fair value

The following table summarizes the quantitative information about the significant unobservable inputs used in recurring level 3 fair value measurements.

Description	Fair value as at 31 December		Unobservable inputs	Range of inputs as at 31 December		Relationship of unobservable inputs to fair value
	2020 RMB'000	2019 RMB'000		2020	2019	
Investments in unlisted companies	23,670	29,918	Expected volatility	51.23%-58.12%	40.00%-50.84%	The higher the expected volatility, the higher the fair value
			Discount for lack of marketability ("DLOM")	25%-30%	17%-27%	The higher the DLOM, the lower the fair value
Wealth management products issued by commercial banks	—	497,363	Expected rate of return	N/A	2.00%-4.00%	The higher the expected rate of return, the higher the fair value

If expected volatility is 10% higher, the fair value of investments in unlisted companies will be RMB0.15 million and RMB0.14 million higher for the years ended 31 December 2019 and 2020 respectively, and profit after tax will be RMB0.11 million and RMB0.11 million higher respectively.

If expected volatility is 10% lower, the fair value of investments in unlisted companies will be RMB0.13 million and RMB0.13 million lower for the years ended 31 December 2019 and 2020 respectively, and profit after tax will be RMB0.1 million and RMB0.1 million lower respectively.

If DLOM is 10% higher/lower, the fair value of investments in unlisted companies will be RMB0.94 million and RMB0.72 million lower/higher for the years ended 31 December 2019 and 2020 respectively, and profit after tax will be RMB0.71 million and RMB0.54 million lower/higher respectively.

If expected rate of return is 10% higher/lower, the fair value of wealth management products issued by commercial banks will be RMB0.17 million and nil higher/lower for the years ended 31 December 2019 and 2020 respectively, and profit after tax will be RMB0.13 million and nil higher/lower respectively.



## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

### 4.1 Estimates of lifespan of in-game virtual items in the Group's online game services

As described in Note 2.19, the Group recognizes certain revenue from sale of virtual items in online game services rateably over the lifespan of in-game virtual items. The determination of lifespan of in-game virtual items with reference of Player Relationship Period is made based on the Group's best estimate that takes into account all known and relevant information at the time of assessment. Such estimates are subject to re-evaluation on a semi-annual basis. Any adjustments arising from changes in the lifespan of in-game virtual items as a result of new information will be accounted for as a change in accounting estimate.

### 4.2 Determination of fair value of long-term and short-term investments

The fair value of long-term and short-term investments that are not traded in an active market is determined using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. Changes in these assumptions and estimates could materially affect the respective fair value of these financial assets (Note 3.3).

### 4.3 Principal versus agent considerations

Pursuant to game publishing and operation arrangements signed between the Group and the third party game developers or Distribution Channels, the Group's responsibilities in publishing and operating the licensed games vary for each game. The determination of whether to record these revenues using gross or net basis is based on an assessment of various factors, including but not limited to whether the Group (a) is the primary obligor to the game developers and game players in the arrangements; (b) has latitude in establishing the selling price of virtual items; (c) changes the products or performs part of the services; (d) has involvement in the determination of product and service specifications; and (e) has the rights to determine Distribution Channels and Payment Channels.

### 4.4 Expected credit loss for receivables

The impairment provisions for trade receivables and other receivables are based on assumptions about the expected loss rates. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. For details of the key assumptions and inputs used, see Note 3.1(b) and Note 22. Changes in these assumptions and estimates could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the consolidated statement of comprehensive income.

### 4.5 Income tax

The Group is subject to income taxes in the PRC and other jurisdictions. Judgment is required in determining the provision for income taxes in each of these jurisdictions. There are transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred income tax provisions in the period in which such determination is made.

Deferred income tax assets relating to certain temporary differences and tax losses are recognized when management considers it is probable that future taxable profits will be available against which the temporary differences or tax losses can be utilized. When the expectation is different from the original estimate, such differences will impact the recognition of deferred income tax assets and taxation charges in the period in which such estimate is changed.

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

### 4.6 Recoverability of non-financial assets

The Group tests whether goodwill has suffered any impairment on an annual basis. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Management judgment is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset values may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs to sell and net present value of future cash flows which are estimated based upon the continued use of the asset in the business; (iii) the selection of the most appropriate valuation technique, e.g. the market approach, the income approach, as well as a combination of approaches, including the adjusted net asset method; and (iv) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the revenue growth and margin, terminal growth rates and pre-tax discount rates assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result affect the Group's financial condition and results of operations. If there is a significant adverse change in the projected performance and resulting future cash flow projections, it may be necessary to take an impairment charge to income statement. Management determined the recoverable amounts of these CGU or group of CGUs based on the higher of (i) their value in use ("VIU") and (ii) their fair value less costs of disposal, of which VIU is calculated based on discounted cash flows expected to be derived from the respective CGU or group of CGUs. The VIU calculations use cash flow projections based on financial budgets approved by management covering a 5-year period.

Cash flows beyond the 5-year period are extrapolated using the estimated growth rates stated in Note 16. The growth rate is consistent with forecasts included in industry reports specific to the industry in which each CGU operates.

Game licenses and prepayments for game licenses and sharing of proceeds are reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. The Company regularly assesses the possibility whether relevant games could be successfully published and estimates the future return from these games to assess impairment indicator of those prepayments. (Note 21(a))

Details of impairment charge, key assumptions and impact of possible changes in key assumptions are disclosed in Note 16.

## 5 SEGMENT INFORMATION AND REVENUE

The Group's business activities, for which discrete financial information is available, are regularly reviewed and evaluated by the CODM. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors of the Company that make strategic decisions. As a result of this evaluation, the Group determined that it has operating segments as follows:

### Game segment

The game segment offers game publishing and operating services on its own and via other Distribution Channels. Revenues from the game segment are primarily derived from game publishing and operating services. The game segment also earns online marketing service revenue from in-game marketing and promotion services.

### Information service segment

The information service segment offers online marketing services to game developers, game publishers or their agents. Revenues from the information service segment are primarily derived from performance-based online marketing services.

The CODM assesses the performance of the operating segments mainly based on segment revenues and cost of revenues of each operating segment. Thus, segment result would present revenues, cost of revenues and gross profit for each segment, which is in line with CODM's performance review.

The Group's cost of revenues for the game segment primarily consists of (a) commission paid to Payment Channels and Distribution Channels; (b) sharing of proceeds to game developers; (c) bandwidth and server custody fees; (d) amortization of intangible assets; and (e) employee benefit expenses.

## 5 SEGMENT INFORMATION AND REVENUE (Continued)

### Information service segment (Continued)

The Group's cost of revenues for the information service segment primarily consists of (a) bandwidth and server custody fees; (b) employee benefits expenses; and (c) amortization of intangible assets.

There were no separate segment assets and segment liabilities information provided to the CODM, as CODM does not use this information to allocate resources to or evaluate the performance of the operating segments.

As at 31 December 2019 and 2020, substantially all of the non-current assets of the Group were located in the PRC.

The reconciliation of gross profit to profit before income tax is shown in the consolidated income statement.

The segment information provided to the Group's CODM for the reportable segments is as follows:

	Year ended 31 December 2020		
	Game segment	Information service	Total
	RMB'000	segment	RMB'000
	RMB'000	RMB'000	RMB'000
Game operating revenues			
— Online Games (free-to-play)	2,148,320	—	2,148,320
— Premium Games (pay-to-play)	143,670	—	143,670
<b>Subtotal</b>	<b>2,291,990</b>	<b>—</b>	<b>2,291,990</b>
Online marketing service revenue	36,044	514,490	550,534
Others	3,933	1,096	5,029
<b>Total revenues</b>	<b>2,331,967</b>	<b>515,586</b>	<b>2,847,553</b>
Cost of revenues	(1,240,906)	(74,619)	(1,315,525)
<b>Gross profit</b>	<b>1,091,061</b>	<b>440,967</b>	<b>1,532,028</b>
<b>Gross margin</b>	<b>47%</b>	<b>86%</b>	<b>54%</b>

## 5 SEGMENT INFORMATION AND REVENUE (Continued)

### Information service segment (Continued)

	Year ended 31 December 2019		
	Game segment RMB'000	Information service segment RMB'000	Total RMB'000
Game operating revenues			
— Online Games (free-to-play)	2,319,643	—	2,319,643
— Premium Games (pay-to-play)	55,664	—	55,664
<b>Subtotal</b>	2,375,307	—	2,375,307
Online marketing service revenue	—	459,019	459,019
Others	3,209	562	3,771
<b>Total revenues</b>	2,378,516	459,581	2,838,097
Cost of revenues	(1,013,780)	(52,540)	(1,066,320)
<b>Gross profit</b>	1,364,736	407,041	1,771,777
<b>Gross margin</b>	57%	89%	62%

Revenues of approximately RMB1,399 million and RMB1,060 million for the years ended 31 December 2019 and 2020, respectively, were from five largest single external customers.

The following table summarizes the percentage of revenue from two single customers individually exceeding 10% of the Group's revenue during the year ended 31 December 2019 and 2020, respectively.

	Year ended 31 December	
	2020	2019
<b>Game operating revenues</b>		
Customer A	14%	25%
<b>Information service revenue</b>		
Customer B	15%	12%

## 5 SEGMENT INFORMATION AND REVENUE (Continued)

### Information service segment (Continued)

The table below sets forth a breakdown of the Group's revenue by timing of recognition for the years ended 31 December 2019 and 2020, respectively:

	Year ended 31 December	
	2020	2019
	RMB'000	RMB'000
Service transferred overtime	1,506,594	1,502,595
Service transferred at a point of time	1,340,959	1,335,502
	2,847,553	2,838,097

The table below sets forth a breakdown of the Group's game operating revenue by geographical areas for the years ended 31 December 2019 and 2020, respectively:

	Year ended 31 December	
	2020	2019
	RMB'000	RMB'000
Mainland China	999,578	860,664
Overseas (Note a)	1,292,412	1,514,643
<b>Total</b>	<b>2,291,990</b>	<b>2,375,307</b>

- (a) Overseas revenue mainly include revenue from local versions operated in Southeast Asia, Hong Kong, Macao, Taiwan and South Korea.

## 6 EXPENSES BY NATURE

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
Employee benefits expenses (Note 7)	753,294	409,692
Promotion and advertising expenses	575,543	701,013
Sharing of proceeds to game developers	477,262	282,982
Commissions charged by Payment Channels and Distribution Channels	423,825	385,241
Bandwidth and server custody fee	192,817	186,257
Professional and technical services fee	115,991	110,374
Depreciation of property, plant and equipment (Note 14) and right-of-use assets (Note 15)	73,312	47,149
Amortization of intangible assets (Note 16)	68,311	60,650
Impairment of non-financial assets (Note 16) (Note 21)	30,833	15,860
Office expenses	27,013	21,334
Tax and surcharges	23,265	34,468
Rental expenses and utilities	13,541	8,664
Auditor's remuneration		
— Audit service	4,175	4,000
— Non-audit service	1,287	390
Net impairment losses on financial assets	1,624	1,889
Listing expenses (a)	—	53,549
Share based payments (b)	—	5,890
Others	5,872	4,196
<b>Total</b>	<b>2,787,965</b>	<b>2,333,598</b>

- (a) During the year ended 31 December 2019, listing expenses include auditor's remuneration of RMB6.3 million, of which RMB4.1 million was for IPO related audit service and RMB2.2 million was for IPO related non-audit service.
- (b) Pursuant to shareholder's resolution of X.D. Network Inc. dated on 18 February 2019, X.D. Network Inc. repurchased and cancelled 8,437,540 shares held by its certain then shareholders for an aggregate consideration of RMB92.30 million. The repurchase prices of shares were determined after arm's length negotiations among the parties based on the respective initial subscription and/or purchase prices of such shares or the average trading price of such shares for the 60 trading days preceding X.D. Network Inc. delisted from NEEQ, whichever is higher. The Group assessed and concluded that the repurchase consideration higher than the fair value of repurchased shares with amount of RMB5.89 million should be recognized as expenses to reflect the benefit received by X.D. Network Inc.'s then shareholders.

## 7 EMPLOYEE BENEFITS EXPENSES

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
Wages, salaries and bonuses	641,007	317,913
Pension and other social security costs	64,639	62,290
Other benefits	47,648	29,489
<b>Total</b>	<b>753,294</b>	<b>409,692</b>

## 7 EMPLOYEE BENEFITS EXPENSES (Continued)

### (a) Directors' and chief executive's emoluments

The remuneration of every director and the chief executive is set out below:

	Year ended 31 December 2020			
	Wages, salaries and bonuses RMB'000	Pension and other social security costs RMB'000	Other benefits RMB'000	Total RMB'000
<b>Chairman</b>				
Huang Yimeng	2,354	92	—	2,446
<b>Executive directors</b>				
Dai Yunjie	1,826	92	—	1,918
Shen Sheng	2,506	77	—	2,583
Fan Shuyang	1,020	77	—	1,097
<b>Independent directors</b>				
Gao Shaoxing (resigned on December 17, 2020)	80	—	—	80
Xin Quandong	80	—	—	80
Pei Dapeng	80	—	—	80
<b>Total</b>	<b>7,946</b>	<b>338</b>	<b>—</b>	<b>8,284</b>

	Year ended 31 December 2019			
	Wages, salaries and bonuses RMB'000	Pension and other social security costs RMB'000	Other benefits RMB'000	Total RMB'000
<b>Chairman</b>				
Huang Yimeng	1,235	100	—	1,335
<b>Executive directors</b>				
Dai Yunjie	1,435	100	—	1,535
Shen Sheng	1,213	100	—	1,313
Fan Shuyang	884	100	—	984
<b>Independent directors</b>				
Gao Shaoxing (resigned on December 17, 2020)	80	—	—	80
Xin Quandong	80	—	—	80
Pei Dapeng	80	—	—	80
<b>Total</b>	<b>5,007</b>	<b>400</b>	<b>—</b>	<b>5,407</b>

## 7 EMPLOYEE BENEFITS EXPENSES (Continued)

### (a) Directors' and chief executive's emoluments (Continued)

#### (i) Benefits and interests of directors

Except for directors disclosed above, there is no other benefit offered to the other directors.

#### (ii) Directors' retirement and termination benefits

No director's retirement or termination benefit subsisted at the end of each year disclosed or at any time during the years ended 31 December 2019 and 2020.

#### (iii) Consideration provided to third parties for making available directors' services

No consideration provided to third parties for making available director's services subsisted at the end of the each year disclosed or at any time during the years ended 31 December 2019 and 2020.

#### (iv) Information about borrowings, quasi-borrowings and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

No borrowings, quasi-borrowings and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors subsisted at the end of each year disclosed or at any time during the years ended 31 December 2019 and 2020.

#### (v) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest whether directly or indirectly, subsisted at the end of or at any time during the years ended 31 December 2019 and 2020.

### (b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the years ended 31 December 2019 and 2020, include 0 and 0 directors respectively. The aggregate amounts of emoluments for the remaining 5 and 5 individuals for each of the years ended 31 December 2019 and 2020, are set out below:

	Year ended 31 December	
	2020	2019
	RMB'000	RMB'000
Wages, salaries and bonuses	18,293	13,487
Pension and other social security costs	321	502
Other benefits	—	—
<b>Total</b>	<b>18,614</b>	<b>13,989</b>

	Year ended 31 December	
	2020	2019
Emolument bands (in HKD)		
HKD2,000,001 — HKD2,500,000	—	2
HKD2,500,001 — HKD3,000,000	—	1
HKD3,000,001 — HKD3,500,000	1	1
HKD3,500,001 — HKD4,000,000	2	—
HKD4,000,001 — HKD4,500,000	—	1
HKD4,500,001 — HKD5,000,000	1	—
HKD5,000,001 — HKD6,000,000	1	—
<b>Total</b>	<b>5</b>	<b>5</b>



## 8 FAIR VALUE CHANGES ON INVESTMENTS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
Long-term investments (Note 20)	(10,685)	(3,731)
Short-term investments	9,259	11,917
<b>Total</b>	<b>(1,426)</b>	<b>8,186</b>

## 9 OTHER INCOME

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
Government subsidies	25,832	12,426
Others	334	—
<b>Total</b>	<b>26,166</b>	<b>12,426</b>

There are no unfilled conditions or contingencies related to the above government subsidies.

Certain subsidiaries of the Group received rent exemption of RMB0.33 million in 2020 due to Covid-19. The exemption did not result in substantive change to other terms or conditions of the lease. The Group applied the exemption and did not account for as lease modifications. The lease payment exempted was recognized in "Other income".

## 10 OTHER GAINS, NET

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
Foreign exchange gain, net	2,785	1,510
Others	576	2,669
<b>Total</b>	<b>3,361</b>	<b>4,179</b>

## 11 FINANCE INCOME, NET

	Year ended 31 December	
	2020	2019
	RMB'000	RMB'000
<b>Finance income</b>		
Interest income from bank deposits	15,505	8,319
<b>Finance costs</b>		
Interest expenses on lease liabilities	(3,466)	(2,459)
Bank charges	(520)	(492)
<b>Finance income, net</b>	<b>11,519</b>	<b>5,368</b>

## 12 INCOME TAX

### Cayman Islands

Under the current laws of the Cayman Islands, the Company and its subsidiaries incorporated in the Cayman Islands are not subject to tax on income or capital gain. Additionally, the Cayman Islands does not impose a withholding tax on payments of dividends to shareholders.

### British Virgin Islands

Under the current laws of the British Virgin Islands, entities incorporated in British Virgin Islands are not subject to tax on their income or capital gains.

### Hong Kong

Hong Kong profits tax rate is 16.5%.

### PRC corporate income tax ("CIT")

CIT provision was made on the estimated assessable profits of entities within the Group incorporated in the PRC and was calculated in accordance with the relevant regulations of the PRC after considering the available tax benefits from refunds and allowances. The general PRC CIT rate is 25% during the years ended 31 December 2019 and 2020.

Certain subsidiary of the Group in the PRC, accordingly, is qualified as "high and new technology enterprise" and entitled to a preferential income tax rate of 15% during the years ended 31 December 2019 and 2020.

Certain subsidiary is accredited as a "software enterprise" under the relevant PRC Laws and regulations. They are exempt from EIT for two years, followed by a 50% reduction in the applicable tax rates for the next three years, commencing from the first year of profitable operation after offsetting tax losses generating from prior years (the "tax holiday").

According to the relevant laws and regulations promulgated by the State Tax Bureau of the PRC that was effective from 2008 onwards, enterprises engaging in research and development activities are entitled to claim 175% of their research and development expenses incurred as tax deductible expenses when determining their assessable profits for that year ("Super Deduction"). The Group has made its best estimate for the Super Deduction to be claimed for the Group's entities in ascertaining their assessable profits during the years ended 31 December 2019 and 2020.

## 12 INCOME TAX (Continued)

### PRC Withholding Tax ("WHT")

According to the applicable PRC tax regulations, dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived after 1 January 2008 are generally subject to a 10% WHT. If a foreign investor incorporated in Hong Kong meets the conditions and requirements under the double taxation treaty arrangement entered into between the PRC and Hong Kong, the relevant withholding tax rate will be reduced from 10% to 5% in certain circumstances.

Since the Group intends to permanently reinvest earnings to further expand its businesses in PRC, it does not intend to declare dividends to its immediate foreign holding entities in the foreseeable future. Accordingly, no deferred income tax liability on WHT was accrued as at the end of each reporting period. Cumulative undistributed earnings of the Company's PRC subsidiaries intended to be permanently reinvested were RMB598 million as of 31 December 2020.

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
Current income tax	57,194	34,682
Deferred income tax (Note 17)	(5,996)	(2,686)
<b>Total income tax expenses</b>	<b>51,198</b>	<b>31,996</b>

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the tax rate of 25% for the years ended 31 December 2019 and 2020, being the tax rate of the major subsidiaries of the Group.

The difference is analysed as follows:

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
Profit before income tax	106,986	545,425
Tax calculated at statutory income tax rate of 25% in mainland China	26,746	136,356
Tax effects of:		
Effect of different tax rates available to different jurisdictions	(9,764)	(10,850)
Withholding tax on earnings expected to be remitted by subsidiaries	19,926	—
Preferential income tax rates applicable to subsidiaries	1,349	(79,613)
Expenses not deductible for income tax purposes	1,069	3,103
Super Deduction for research and development expenses	(50,361)	(25,471)
Utilization of previously unrecognized tax losses and temporary differences	—	(2,246)
Tax losses for which no deferred income tax assets were recognized	60,880	7,668
Temporary differences for which no deferred income tax assets were recognized, net	1,353	3,049
<b>Total income tax expenses</b>	<b>51,198</b>	<b>31,996</b>

## 13 EARNINGS PER SHARE

For the purpose of computing basic and diluted earnings per share, ordinary shares issued in the Reorganization were assumed to have been issued and allotted from the beginning of the periods presented, as if the Company has been established by then. The weighted average number of ordinary shares for such purpose has been retrospectively adjusted.

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of shares in issue during the respective years.

	Year ended 31 December	
	2020	2019
Profit attributable to equity holders of the Company (RMB'000)	9,145	346,563
Weighted average number of shares in issue (thousands)	432,452	355,232
<b>Basic earnings per share (in RMB)</b>	<b>0.02</b>	0.98

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 arising from IPO over-allotment option (the "OAO").

	Year ended 31 December	
	2020	2019
Profit attributable to equity holders of the Company (RMB'000)	9,145	346,563
Weighted average number of shares in issue (thousands)	432,452	355,232
Adjustments for OAO (thousands)	13	38
Weighted average number of shares for the calculation of diluted EPS	432,465	355,270
<b>Diluted earnings per share (in RMB)</b>	<b>0.02</b>	0.98

## 14 PROPERTY, PLANT AND EQUIPMENT

	Servers and other equipment RMB'000	Furniture and appliances RMB'000	Vehicles RMB'000	Assets under construction RMB'000	Leasehold improvements RMB'000	Total RMB'000
<b>At 1 January 2019</b>						
Cost	57,832	18,478	607	4,337	31,677	112,931
Accumulated depreciation	(38,873)	(9,242)	(165)	—	(19,098)	(67,378)
Net book amount	18,959	9,236	442	4,337	12,579	45,553
<b>Year ended 31 December 2019</b>						
Opening net book amount	18,959	9,236	442	4,337	12,579	45,553
Additions	11,170	3,834	711	51,247	—	66,962
Depreciation	(12,213)	(2,457)	(285)	—	(10,548)	(25,503)
Transfers	—	—	—	(55,584)	55,584	—
Disposal	(34)	(40)	—	—	—	(74)
Closing net book amount	17,882	10,573	868	—	57,615	86,938
<b>At 31 December 2019</b>						
Cost	69,013	22,110	1,318	—	86,804	179,245
Accumulated depreciation	(51,131)	(11,537)	(450)	—	(29,189)	(92,307)
Net book amount	17,882	10,573	868	—	57,615	86,938

## 14 PROPERTY, PLANT AND EQUIPMENT (Continued)

	Servers and other equipment RMB'000	Furniture and appliances RMB'000	Vehicles RMB'000	Assets under construction RMB'000	Leasehold improvements RMB'000	Total RMB'000
<b>Year ended 31 December 2020</b>						
Opening net book amount	17,882	10,573	868	—	57,615	86,938
Additions	33,282	13,558	373	22,519	2,652	72,384
Depreciation	(13,985)	(3,994)	(415)	—	(27,457)	(45,851)
Transfers	—	—	—	(19,733)	19,733	—
Disposal	(47)	(832)	—	—	—	(879)
Closing net book amount	37,132	19,305	826	2,786	52,543	112,592
<b>At 31 December 2020</b>						
Cost	92,448	29,725	1,691	2,786	80,000	206,650
Accumulated depreciation	(55,316)	(10,420)	(865)	—	(27,457)	(94,058)
Net book amount	37,132	19,305	826	2,786	52,543	112,592

Depreciation expenses have been charged to the consolidated statement of comprehensive income as follows:

	<b>Year ended 31 December</b>	
	<b>2020</b>	<b>2019</b>
	<b>RMB'000</b>	<b>RMB'000</b>
Cost of revenues	7,276	10,191
Selling and marketing expenses	2,445	556
Research and development expenses	25,804	6,684
General and administrative expenses	10,326	8,072
	45,851	25,503

## 15 RIGHT-OF-USE ASSETS

	Properties RMB'000
<b>At 1 January 2019</b>	
Cost	102,543
Accumulated depreciation	(43,253)
Net book amount	59,290
<b>Year ended 31 December 2019</b>	
Opening net book amount	59,290
Depreciation (Note 6)	(21,646)
Closing net book amount	37,644
<b>At 31 December 2019</b>	
Cost	102,543
Accumulated depreciation	(64,899)
Net book amount	37,644
<b>Year ended 31 December 2020</b>	
Opening net book amount	37,644
Additions (a)	119,372
Depreciation (Note 6)	(27,461)
<b>Closing net book amount</b>	129,555
<b>At 31 December 2020</b>	
Cost	221,915
Accumulated depreciation	(92,360)
<b>Net book amount</b>	129,555

(a) Additions in right-of-use assets of the Group amounting to RMB119 million mainly are offices with a lease period from 3 to 6 years.

The consolidated statement of comprehensive income and the consolidated statement of cash flows contain the following amounts relating to leases:

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
Depreciation charge of right-of-use assets	27,461	21,646
Interest expenses	3,466	2,459
Expenses relating to short-term leases	3,972	3,041
The cash outflow for leases payment related to short-term lease as operating activities	3,985	2,526
The cash outflow for leases as financing activities	32,029	23,692

## 16 INTANGIBLE ASSETS

	Game license RMB'000	Domain name RMB'000	Software RMB'000	Trade name RMB'000	User list RMB'000	Goodwill RMB'000	Total RMB'000
<b>At 1 January 2019</b>							
Cost	160,506	5,678	6,648	17,188	8,000	101,670	299,690
Accumulated amortization	(92,758)	(1,897)	(4,932)	(4,326)	(3,200)	—	(107,113)
Impairment	(67)	(298)	—	(37)	—	—	(402)
Net book amount	67,681	3,483	1,716	12,825	4,800	101,670	192,175
<b>Year ended 31 December 2019</b>							
Opening net book amount	67,681	3,483	1,716	12,825	4,800	101,670	192,175
Additions	63,152	—	4,413	—	—	—	67,565
Amortization	(53,852)	(555)	(2,506)	(2,137)	(1,600)	—	(60,650)
Impairment	(1,146)	—	—	—	—	—	(1,146)
Currency translation differences	994	—	—	—	—	—	994
Closing net book amount	76,829	2,928	3,623	10,688	3,200	101,670	198,938
<b>At 31 December 2019</b>							
Cost	224,368	5,289	11,056	17,100	8,000	101,670	367,483
Accumulated amortization	(146,393)	(2,361)	(7,433)	(6,412)	(4,800)	—	(167,399)
Impairment	(1,146)	—	—	—	—	—	(1,146)
Net book amount	76,829	2,928	3,623	10,688	3,200	101,670	198,938
<b>Year ended 31 December 2020</b>							
Opening net book amount	76,829	2,928	3,623	10,688	3,200	101,670	198,938
Additions	55,653	—	31,690	—	—	—	87,343
Amortization	(56,035)	(504)	(8,034)	(2,138)	(1,600)	—	(68,311)
Impairment (Note a)	(15,861)	—	—	—	—	—	(15,861)
Currency translation differences	(2,787)	—	—	—	—	—	(2,787)
Closing net book amount	57,799	2,424	27,279	8,550	1,600	101,670	199,322
<b>At 31 December 2020</b>							
Cost	284,611	5,289	42,746	17,100	8,000	101,670	459,416
Accumulated amortization	(210,463)	(2,865)	(15,467)	(8,550)	(6,400)	—	(243,745)
Impairment	(16,349)	—	—	—	—	—	(16,349)
Net book amount	57,799	2,424	27,279	8,550	1,600	101,670	199,322

- (a) During the year ended 31 December 2020, certain game licenses of the game segment were impaired by RMB16 million due to underperformance of related games.



## 16 INTANGIBLE ASSETS (Continued)

Amortization expenses have been charged to the consolidated statement of comprehensive income as follows:

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
Cost of revenues	58,927	58,974
Research and development expenses	7,133	—
General and administrative expenses	2,251	1,676
	68,311	60,650

### Impairment of goodwill

The Group carries out its annual impairment test on goodwill by comparing the recoverable amounts of CGU to the carrying amounts. The recoverable amount of a CGU was determined based on value-in-use calculations. These calculations used pre-tax cash flow projections based on financial budgets approved by management covering a 5-year period with a terminal value related to the future cash flows extrapolated using the estimated growth rates stated below beyond the 5-year period. The Group believes that it is appropriate to cover a 5-year period in its cash flow projection, because it captures the development stage of the Group's businesses during which the Group expects to experience a high growth rate. The accuracy and reliability of the information is reasonably assured by the appropriate budgeting, forecast and control process established by the Group. The management leveraged their extensive experiences in the industries and provided forecast based on past performance and their expectation of future business plans and market developments.

Management reviews the business performance based on type of business and monitors the goodwill at the operating segment level. The following is a summary of goodwill allocation for each operating segment:

	As at 31 December	
	2020 RMB'000	2019 RMB'000
Game Segment	56,524	56,524
Information Service Segment	45,146	45,146
	101,670	101,670

## 16 INTANGIBLE ASSETS (Continued)

### Impairment of goodwill (Continued)

Impairment review on the goodwill of the Group has been conducted by the management as at 31 December 2019 and 2020 according to IAS 36 "Impairment of assets". For the purposes of impairment review, the recoverable amount of CGUs allocated with goodwill is determined based on value-in-use calculations. The value-in-use calculations use cash flow projections based on business plan for the purpose of impairment reviews covering a 5-year period. The key assumptions used in the value-in-use calculations for significant CGUs allocated with goodwill are as follows:

	As at 31 December	
	2020	2019
	RMB'000	RMB'000
<b>Game Segment</b>		
Annual revenue growth rate for the 5-year period (%)	3.0%~21.8%	3.0%~17.5%
Gross profit rate (%)	52.5%~55.4%	54.1%~56.4%
Terminal revenue growth rate (%)	2.5%	3.0%
Pre-tax discount rate (%)	17.5%	18.5%
<b>Information Service Segment</b>		
Annual revenue growth rate for the 5-year period (%)	5.0%~22.9%	5.0%~19.9%
Gross profit rate (%)	86.7%~89.6%	88.2%~90.3%
Terminal revenue growth rate (%)	2.5%	3.0%
Pre-tax discount rate (%)	21.6%	22.0%

The budgeted gross margins used in the goodwill impairment testing, were determined by the management based on past performance and its expectation for market development. The expected revenue growth rate and gross profit rates are following the business plan approved by the Company. Discount rates reflect market assessments of the time value and the specific risks relating to the industry.

The headroom of the Game and Information Service CGUs are shown as below:

	As at 31 December	
	2020	2019
	RMB'000	RMB'000
Game Segment	3,460,140	3,485,625
Information Service Segment	1,342,893	1,378,776

## 16 INTANGIBLE ASSETS (Continued)

### Impairment of goodwill (Continued)

The Group performs the sensitivity analysis based on the assumption that revenue amount or the discount rate has been changed. Had the estimated key assumption during the forecast period been changed as below the headroom would be decreased to as below:

	2020	As at 31 December
	RMB'000	2019 RMB'000
<b>Game Segment</b>		
Revenue growth rate decreased by 10%	3,133,587	3,245,449
Gross profit rate decreased by 10%	2,195,939	2,320,956
Terminal revenue growth rate decrease by 10%	3,224,910	3,256,912
Discount rate increased by 10%	3,018,252	3,045,641
<b>Information Service Segment</b>		
Revenue growth rate decreased by 10%	1,226,982	1,283,931
Gross profit rate decreased by 10%	903,866	1,005,118
Terminal revenue growth rate decrease by 10%	1,253,416	1,290,397
Discount rate increased by 10%	1,166,581	1,200,359

As at 31 December 2019, a 184% decrease in estimated revenue growth rate, a 30% decrease in estimated gross profit rate, a 494% increase in estimated discount rate, all changes taken in isolation in the value-in-use calculations, would remove the remaining headroom for game segment.

As at 31 December 2020, a 110% decrease in estimated revenue growth rate, a 26% decrease in estimated gross profit rate, a 476% increase in estimated discount rate, all changes taken in isolation in the value-in-use calculations, would remove the remaining headroom for game segment.

As at 31 December 2019, a 219% decrease in estimated revenue growth rate, a 37% decrease in estimated gross profit rate, a 474% increase in estimated discount rate, all changes taken in isolation in the value-in-use calculations, would remove the remaining headroom for information service segment.

As at 31 December 2020, a 164% decrease in estimated revenue growth rate, a 31% decrease in estimated gross profit rate, a 483% increase in estimated discount rate, all changes taken in isolation in the value-in-use calculations, would remove the remaining headroom for information service segment.

## 17 DEFERRED INCOME TAXES

The following amounts, determined after appropriate offsetting, are shown in the consolidated statement of financial position:

### Deferred tax assets

	As at 31 December	
	2020	2019
	RMB'000	RMB'000
The balance comprises temporary differences attributable to:		
— Lease liabilities	20,247	6,190
— Tax losses	13,713	7,338
— Long term investments measured at fair value through profit or loss	2,138	2,828
— Bad debt provision	665	464
— Intangible assets	35	45
<b>Total gross deferred tax assets</b>	<b>36,798</b>	<b>16,865</b>
Set-off of deferred tax liabilities pursuant to set-off provisions	(19,988)	(5,516)
<b>Net deferred tax assets</b>	<b>16,810</b>	<b>11,349</b>

	As at 31 December	
	2020	2019
	RMB'000	RMB'000
Deferred tax assets:		
— to be recovered within 12 months	1,023	8,353
— to be recovered after 12 months	15,787	2,996
	<b>16,810</b>	<b>11,349</b>

	2020	As at 31 December
	RMB'000	2019 RMB'000
The balance comprises temporary differences attributable to:		
— Right-of-use assets	19,793	5,431
— Intangible assets arising from business combinations	1,349	1,536
— Long term investments measured at fair value through profit or loss	467	684
<b>Total gross deferred tax liabilities</b>	21,609	7,651
Set-off of deferred tax assets pursuant to set-off provisions	(19,988)	(5,516)
<b>Net deferred tax liabilities</b>	1,621	2,135

	2020	As at 31 December
	RMB'000	2019 RMB'000
Deferred liabilities assets:		
— to be recovered within 12 months	49	—
— to be recovered after 12 months	1,572	2,135
	1,621	2,135

## 17 DEFERRED INCOME TAXES (Continued)

### Deferred tax assets

The movement on the gross deferred income tax assets is as follows:

	Tax losses RMB'000	Lease liabilities RMB'000	Long term investments measured at fair value through profit or loss RMB'000	Bad debt provision RMB'000	Intangible assets RMB'000	Total RMB'000
<b>At 1 January 2019</b>	9,141	8,767	2,404	294	10	20,616
Recognized in profit or loss	(1,830)	(2,577)	424	168	35	(3,780)
Currency translation differences	27	—	—	2	—	29
<b>At 31 December 2019</b>	7,338	6,190	2,828	464	45	16,865
Recognized in profit or loss	6,392	14,057	(690)	205	(10)	19,954
Currency translation differences	(17)	—	—	(4)	—	(21)
<b>At 31 December 2020</b>	13,713	20,247	2,138	665	35	36,798

### Deferred tax liabilities

The movement on the gross deferred income tax liabilities is as follows:

	Right-of-use assets RMB'000	Intangible assets arising from business combinations RMB'000	Long term investments measured at fair value through profit or loss RMB'000	Total RMB'000
<b>At 1 January 2019</b>	8,160	5,513	444	14,117
Recognized in profit or loss	(2,729)	(3,977)	240	(6,466)
<b>At 31 December 2019</b>	5,431	1,536	684	7,651
Recognized in profit or loss	14,362	(187)	(217)	13,958
<b>At 31 December 2020</b>	19,793	1,349	467	21,609

The Group only recognizes deferred income tax assets for cumulative tax losses if it is probable that future taxable amounts will be available to utilize those tax losses. Management will continue to assess the recognition of deferred income tax assets in future reporting periods. As at 31 December 2019 and 2020, the Group did not recognize deferred income tax assets of RMB8 million and RMB61 million, in respect of cumulative tax losses amounting to RMB43 million and RMB401 million. These tax losses will expire from 2024 to 2025.

## 18 INTERESTS IN OTHER ENTITIES

### (a) Non-controlling interests

Set out below is summarised financial information for each subsidiary that has non-controlling interests that are material to the Group. The amounts disclosed for each subsidiary are before inter-company eliminations.

#### (i) Yiwan

##### Summarized statement of financial position

	As at 31 December	
	2020 RMB'000	2019 RMB'000
Current assets	912,816	613,298
Non-current assets	56,396	36,440
Current liabilities	(288,348)	(40,931)
Non-current liabilities	(4,242)	(16,780)
<b>Net assets</b>	<b>676,622</b>	<b>592,027</b>
Accumulated non-controlling interests	175,143	261,805

##### Summarized statement of comprehensive income

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
Revenue	517,066	461,970
<b>Profit for the year</b>	<b>84,596</b>	<b>189,637</b>
Profit and total comprehensive income for the year allocated to non-controlling interests	33,560	86,695
<b>Summarized statement of cash flows</b>		
Cash flows from operating activities	130,064	182,841
Cash flows from investing activities	422,754	(313,585)
Cash flows from financing activities	178,787	46,150
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>731,605</b>	<b>(84,594)</b>

## 18 INTERESTS IN OTHER ENTITIES (Continued)

### (a) Non-controlling interests (Continued)

#### (ii) Longcheng

##### Summarized statement of financial position

	As at 31 December	
	2020 RMB'000	2019 RMB'000
Current assets	353,790	373,047
Non-current assets	7,885	26,261
Current liabilities	(122,628)	(130,379)
Non-current liabilities	(3,046)	—
<b>Net assets</b>	<b>236,001</b>	<b>268,929</b>
Accumulated non-controlling interests	82,600	94,125

##### Summarized statement of comprehensive income

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
Revenue	318,115	743,204
<b>(Loss)/profit for the year</b>	<b>(16,827)</b>	<b>63,125</b>
Other comprehensive (loss)/income	(16,101)	3,957
<b>Total comprehensive (loss)/income</b>	<b>(32,928)</b>	<b>67,082</b>
(Loss)/Profit for the year allocated to non-controlling interests	(5,889)	22,094
Total comprehensive (loss)/income allocated to non-controlling interests	(11,525)	23,478
<b>Summarized statement of cash flows</b>		
Cash flows from operating activities	5,377	104,251
Cash flows from investing activities	4,945	(51,416)
Cash flows from financing activities	(1,393)	—
Exchange (loss)/gain on cash and cash equivalents	(7,314)	367
<b>Net increase in cash and cash equivalents</b>	<b>1,615</b>	<b>53,202</b>



## 18 INTERESTS IN OTHER ENTITIES (Continued)

### (a) Non-controlling interests (Continued)

#### (iii) X.D. Global (HK) Limited

##### Summarized statement of financial position

	As at 31 December	
	2020 RMB'000	2019 RMB'000
Current assets	444,428	351,002
Non-current assets	34,951	71,967
Current liabilities	(257,521)	(254,969)
Non-current liabilities	(59,997)	—
<b>Net assets</b>	<b>161,861</b>	<b>168,000</b>
Accumulated non-controlling interests	56,651	58,800

##### Summarized statement of comprehensive income

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
Revenue	819,551	583,857
<b>Profit for the period</b>	<b>142,951</b>	<b>166,129</b>
Other comprehensive (loss)/income	(8,452)	1,871
<b>Total comprehensive income</b>	<b>134,499</b>	<b>168,000</b>
Profit allocated to non-controlling interests	50,033	58,145
Total comprehensive income allocated to non-controlling interests	47,075	58,800
Dividends paid to non-controlling interests	49,223	—
<b>Summarized statement of cash flows</b>		
Cash flows from operating activities	289,155	247,884
Cash flows from investing activities	(19,346)	(21,752)
Cash flows from financing activities	(140,638)	—
Exchange (loss)/gain on cash and cash equivalents	(18,242)	1,070
<b>Net increase in cash and cash equivalents</b>	<b>110,929</b>	<b>227,202</b>

## 18 INTERESTS IN OTHER ENTITIES (Continued)

### (a) Non-controlling interests (Continued)

#### (iv) Hyper Times limited

##### Summarized statement of financial position

	As at 31 December 2020 RMB'000
Current assets	4,081
Non-current assets	682
Current liabilities	(53,125)
Net assets	(48,362)
Accumulated non-controlling interests	(23,697)

##### Summarized statement of comprehensive income

	From 5 March 2020 (date of incorporation) to 31 December 2020 RMB'000
Revenue	—
<b>Loss for the period</b>	(48,362)
Loss allocated to non-controlling interests	(23,697)

##### Summarized statement of cash flows

Cash flows from operating activities	(32,759)
Cash flows from investing activities	(730)
Cash flows from financing activities	37,000
<b>Net increase in cash and cash equivalents</b>	3,511

## 18 INTERESTS IN OTHER ENTITIES (Continued)

### (b) Transactions with non-controlling interests

- (i) In May 2019, the Group acquired an additional 3.88% equity interest in Yiwu at a consideration of RMB97 million. Immediately prior to the purchase, the carrying amount of the existing 48.10% non-controlling interest in Yiwu was RMB234 million. The Group recognized a decrease in non-controlling interest of RMB19 million and a decrease in other reserves of RMB78 million.
- (ii) In September 2020, the Group acquired an additional 18.34% equity interest in Yiwu at a consideration of RMB330 million. Immediately prior to the purchase, the carrying amount of the existing 44.23% non-controlling interest in Yiwu was RMB290 million. The Group recognized a decrease in non-controlling interest of RMB120 million and a decrease in other reserves of RMB210 million. (Note 26)

### (c) Investments in associates using the equity method

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
<b>At the beginning of the year</b>	<b>52,800</b>	<b>44,305</b>
Additions	10,025	—
Share of results of associates	14,915	10,767
Disposal	(460)	—
Dividends distribution (Note d)	(3,600)	—
Impairment (Note i)	(7,137)	(2,509)
Currency translation differences	(217)	237
<b>At the end of the year</b>	<b>66,326</b>	<b>52,800</b>

- (i) During the years ended 31 December 2020 and 2019, the Group recognized impairment provisions of RMB7 million and RMB3 million respectively against their carry amount of certain investments, which was based on their recoverable amounts. The Group determined the recoverable amounts of these investments based on their value in use.
- (ii) The Group invested in an associate which, as at 31 December 2020, in the opinion of the directors, is material to the Group. The associate has share capital consisting solely of ordinary shares, which are held directly by the Group. The associate is a limited liability company, and its principal place of business is the PRC. The country of incorporation or registration is also their principal place of business. The proportion of ownership interest held by the Group is 18%. The associate's principle activities are mobile game development and licensing.

As at 31 December 2020, share of results of investment in the material associate relative to the Group's profit for the year is 32%. The associate is a private company and there is no quoted market price available for its shares. The Group is able to assigned a director and determined that it could possesses significant influence on the associate.

## 18 INTERESTS IN OTHER ENTITIES (Continued)

(d) The tables below provide summarised financial information for the associate that is material to the Group.

### Summarised statement of comprehensive income

	Year ended 31 December	
	2020	2019
	RMB'000	RMB'000
Revenue	239,488	119,582
<b>Profit and total comprehensive income for the year</b>	<b>108,206</b>	<b>54,918</b>
Dividends paid	20,000	—

### Summarised statement of financial position

	As at 31 December	
	2020	2019
	RMB'000	RMB'000
Current assets	209,805	107,297
Non-current assets	42,652	6,832
Current liabilities	(50,114)	(16,489)
Non-current liabilities	(17,936)	(1,439)
<b>Net assets</b>	<b>184,407</b>	<b>96,201</b>
<b>Reconciliation to carrying amounts:</b>		
Net assets	184,407	96,201
Group's share in%	18%	18%
Group's share in RMB'000	33,193	17,316
Goodwill	6,849	6,849
<b>Carrying amount</b>	<b>40,042</b>	<b>24,165</b>

(e) In addition to the interests in associates disclosed above, the Group also has interests in a number of individually immaterial associates that are accounted for using the equity method.

	Year ended 31 December	
	2020	2019
	RMB'000	RMB'000
Aggregate carrying amount of individually immaterial associates	26,284	28,635
Aggregate amounts of the Group's share of:		
— Loss from operations	(4,562)	(2,275)

## 19 FINANCIAL INSTRUMENTS BY CATEGORY

The Group holds the following financial instruments:

	As at 31 December	
	2020	2019
	RMB'000	RMB'000
<b>Assets as per consolidated statement of financial position</b>		
Financial assets at fair value through profit or loss:		
— Long term investments measured at fair value through profit or loss (Note 20)	23,670	29,918
— Short-term investments measured at fair value through profit or loss (Note 23)	—	497,363
	23,670	527,281
Financial assets at amortized costs:		
— Trade receivables (Note 22)	299,161	406,143
— Deposits and other assets	20,749	14,225
— Cash and cash equivalents (Note 24)	2,319,512	1,336,869
	2,639,422	1,757,237
<b>Liabilities as per consolidated statement of financial position</b>		
Financial liabilities at amortized costs:		
— Trade payables (Note 28)	164,560	200,845
— Advance from customers (Note 29)	21,215	15,756
— Other payables (excluding salaries and benefits payable and other tax payables) (Note 30)	19,597	35,048
— Lease liabilities (Note 27)	129,993	39,518
	335,365	291,167

## 20 LONG TERM INVESTMENTS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

Movements in long term investments measured at fair value through profit or loss during the year ended 31 December 2019 and 2020, are as follows:

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
<b>At the beginning of the year</b>	29,918	33,687
Additions	4,500	—
Change in fair value (Note 8)	(10,685)	(3,731)
Currency translation differences	(63)	(38)
<b>At the end of the year</b>	23,670	29,918

As of 31 December 2019 and 2020, all long term investments measured at fair value through profit or loss are equity investments in unlisted companies held by the Group. The Group has determined the fair value of these financial assets based on certain valuation techniques as disclosed in Note 3.3.

Long term investments measured at fair value through profit or loss included:

	As at 31 December	
	2020 RMB'000	2019 RMB'000
Investments in associates at fair value through profit or loss (Note a)	16,784	17,457
Other investments at fair value through profit or loss (Note b)	6,886	12,461
	23,670	29,918

## 20 LONG TERM INVESTMENTS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

- (a) During the years ended 31 December 2019 and 2020, the Group made investments in associates in the form of redeemable instruments and designated them at fair value through profit or loss. The Group has significant influence in these companies.

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
<b>At the beginning of the year</b>	17,457	19,873
Additions	4,500	—
Change in fair value	(5,173)	(2,416)
<b>At the end of the year</b>	16,784	17,457

- (b) The Group also has interests in certain investee companies in form of ordinary shares without significant influence, control or joint control, which are managed and their performance are evaluated on a fair value basis. The Company designated these instruments as long term investments measured at fair value through profit or loss.

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
<b>At the beginning of the year</b>	12,461	13,814
Change in fair value	(5,512)	(1,315)
Disposal	—	—
Currency translation differences	(63)	(38)
<b>At the end of the year</b>	6,886	12,461

As at 31 December 2019 and 2020, the balance of the Group's long term investments measured at fair value through profit or loss comprised a number of individual investments, none of the investment is material to the Group.

## 21 PREPAYMENTS, DEPOSITS AND OTHER ASSETS

	As at 31 December	
	2020 RMB'000	2019 RMB'000
<b>Non-current</b>		
Rental and other deposits	13,797	6,653
Prepayments for game licenses (a)	11,837	61,509
Prepayments for equipment	1,079	5,994
	26,713	74,156
<b>Current</b>		
Prepayments for sharing of proceeds (a)	57,544	56,697
Tax prepayments	3,608	14,167
Prepayments for advertisements and marketing services	32,042	45,454
Rental and other deposits	6,217	7,382
Others	21,416	10,242
	120,827	133,942

- (a) The Group licenses online games from game developers and pays game license fees and sharing of proceeds earned from end users to game developers. The prepayments for game license fees are transferred to intangible assets when the Group receives related licensed games. The prepayments for sales based sharing are expensed to cost of revenues if the Group acts as principle, or are offset against the revenues if the Group acts as agent, on incurred basis.

The Group regularly assesses the possibility whether relevant games could be successfully published and estimates the future return from these games to assess impairment indicator of those prepayments. During the year ended 31 December 2019 and 2020, the Group made an impairment provision on prepayments to game developers of RMB12 million and RMB15 million, respectively, due to underperformance of related games.

## 22 TRADE RECEIVABLES

	As at 31 December	
	2020 RMB'000	2019 RMB'000
Distribution Channels and game publishers	199,002	304,616
Online marketing service customers	104,170	104,488
Related parties	505	505
	303,677	409,609
Less: allowance for impairment	(4,516)	(3,466)
	299,161	406,143



## 22 TRADE RECEIVABLES (Continued)

- (a) Distribution Channels and game publishers and online marketing service customers usually settle the amounts within 30–120 days. Related parties are granted with a credit period of 90 days. Aging analysis of trade receivables based on the recognition date of the gross trade receivables at the respective reporting dates are as follows:

	As at 31 December	
	2020 RMB'000	2019 RMB'000
Within 3 months	290,207	385,318
3 months to 6 months	6,507	15,451
6 months to 1 year	2,779	5,683
1 to 2 years	2,074	2,089
Over 2 years	2,110	1,068
	303,677	409,609

- (b) The Group applies the simplified approach to provide for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. The Group overall considers the shared credit risk characteristics and the days past due of each type of the trade receivables to measure the expected credit losses. During the years ended 31 December 2019 and 2020 the expected loss rate for related parties and online market service customers is 0.31%–0.68%; the expected credit loss rates for Distribution Channels and game publishers are determined according to provision matrix as follows:

	As of 31 December	
	2020	2019
Within 3 months	0.08%	0.09%
3 months to 6 months	1.15%	1.28%
6 months to 1 year	6.43%	6.80%
1 to 2 years	64.80%	69.40%
Over 2 years	100.00%	100.00%

The expected loss rates are based on the payment profiles of sales over a period of 36 month before 31 December 2019 and 2020 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the CPI and GDP of the countries in which it operates to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

Movements on the Group's allowance for impairment of trade receivables are as follows:

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
<b>At the beginning of the year</b>	3,466	1,565
Provision	1,624	1,889
Write-off	(549)	—
Currency translation differences	(25)	12
<b>At the end of the year</b>	4,516	3,466

The provisions and reversal of provisions for impaired receivables have been included in "Net impairment losses on financial assets" in the consolidated statement of comprehensive income.

## 22 TRADE RECEIVABLES (Continued)

- (c) The directors of the Group considered that the carrying amounts of the trade receivables balances approximated their fair value as of 31 December 2019 and 2020.
- (d) The carrying amount of the Group's trade receivables is denominated in the following currencies:

	As at 31 December	
	2020 RMB'000	2019 RMB'000
USD	180,059	285,111
RMB	123,618	124,498
	303,677	409,609

- (e) The maximum exposure to credit risk as of 31 December 2019 and 2020 was the carrying value of the trade receivables. The Group did not hold any collateral as security.

## 23 SHORT-TERM INVESTMENTS

	As at 31 December	
	2020 RMB'000	2019 RMB'000
Short-term investments measured at — fair value through profit or loss	—	497,363

The short-term investments measured at fair value through profit or loss are wealth management products, of which principal and returns are not guaranteed. The fair values are based on discounted cash flow using the expected return based on management judgment and are within level 3 of the fair value hierarchy (Note 3.3). Changes in fair value of these financial assets had been recognized in "Fair value changes on investments measured at fair value through profit or loss" in the consolidated statement of comprehensive income.

The carrying amount of the Group's short-term investments is denominated in RMB.

## 24 CASH AND CASH EQUIVALENTS

	As at 31 December	
	2020 RMB'000	2019 RMB'000
Cash on hand and cash in bank	2,208,682	569,668
Term deposit with initial terms within three months (Note a)	84,423	742,199
Cash held by other financial institutions (Note b)	26,407	25,002
	2,319,512	1,336,869

(a) The interest rates of these deposits per annum were 0.01%–3.45%.

(b) As at 31 December 2019 and 2020, the Group had certain amounts of cash held in accounts managed by other financial institutions, such as Alipay and WeChat Pay in connection with the provision of online and mobile payment services which have been classified as cash and cash equivalents on the consolidated statement of financial position.

Cash and cash equivalents are denominated in the following currencies:

	As at 31 December	
	2020 RMB'000	2019 RMB'000
RMB	1,065,461	66,864
USD	627,211	579,330
HKD	611,919	688,999
Others	14,921	1,676
	2,319,512	1,336,869

## 25 SHARE CAPITAL AND SHARE PREMIUM

	Number of shares '000	Nominal value of shares USD'000	Equivalent nominal value of shares RMB'000	Share premium RMB'000
<b>Authorized</b>				
Ordinary shares of USD0.0001 each; 25 January 2019 (date of incorporation)	1,000,000	100	—	—
<b>As at 31 December 2020 and 2019</b>	1,000,000	100	—	—
<b>Issued and fully paid</b>				
Issuance of ordinary shares in relation to the Reorganisation of the Group (Note a)	351,921	35	240	4,750,933
Issuance of ordinary shares upon IPO (Note b)	63,600	6	44	606,181
<b>As at 31 December 2019</b>	415,521	41	284	5,357,114
<b>As at 1 January 2020</b>	415,521	41	284	5,357,114
Issuance of ordinary shares upon exercise of OAO (Note c)	4,060	—	3	36,669
Issuance of ordinary shares (Note d)	26,094	3	19	701,761
<b>As at 31 December 2020</b>	445,675	44	306	6,095,544

- (a) From 10 April 2019 to 17 June 2019, as part of the Reorganization, the Company allotted and issued an aggregate of 351,920,960 shares of USD0.0001 each share at par value to offshore holding companies which are beneficially owned by the equity owners of X.D. Network Inc. as at that date. Upon the completion of the Reorganization, the amount of RMB4,751 million in other reserves have been transferred to share premium accordingly.
- (b) On 12 December 2019, upon its listing on the Main Board of The Stock Exchange of Hong Kong Limited, the Company issued 63,600,000 new ordinary shares at HKD11.10 per share, and raised gross proceeds of approximately HKD706 million (equivalent to RMB629 million). The net proceeds was approximately HKD680 million (equivalent to RMB606 million) after deducting listing expenses directly relating to the share issuance.
- (c) On 3 January 2020, following the full exercise of over-allotment option available upon its IPO, the Company issued 4,060,000 new ordinary shares at HKD11.10 per share and raised gross proceeds of approximately HKD45 million (equivalent to RMB40 million). The net proceeds was approximately HKD42 million (equivalent to RMB37 million) after deducting listing expenses directly relating to the share issuance.
- (d) On 3 July 2020, a total of 26,094,200 new shares were subscribed at HKD29.90 per share under a general mandate granted during IPO. The Company raised gross proceeds of approximately HKD780 million (equivalent to RMB711 million) and received net proceeds of approximately HKD767 million (equivalent to RMB702 million) from the subscription.

## 26 OTHER RESERVES

	Capital reserve RMB'000	Statutory reserves RMB'000	Currency translation differences RMB'000	Total RMB'000
<b>As at 1 January 2019</b>	707,643	38,071	9,743	755,457
Share repurchase of a subsidiary (Note 6)	(86,408)	—	—	(86,408)
Acquisition of additional equity interests in Yiwu (Note 18(b))	(78,034)	—	—	(78,034)
Issuance of ordinary shares in relation to the Reorganisation of the Group	(4,750,933)	—	—	(4,750,933)
Appropriation to statutory reserves (Note a)	—	17,220	—	17,220
Currency translation differences	—	—	5,370	5,370
<b>As at 31 December 2019</b>	(4,207,732)	55,291	15,113	(4,137,328)
As at 1 January 2020	(4,207,732)	55,291	15,113	(4,137,328)
Acquisition of additional equity interests in Yiwu (Note 18(b))	(209,967)	—	—	(209,967)
Appropriation to statutory reserves (Note a)	—	16,057	—	16,057
Currency translation differences	—	—	(113,041)	(113,041)
<b>As at 31 December 2020</b>	(4,417,699)	71,348	(97,928)	(4,444,279)

- (a) In accordance with the Companies Laws of the PRC and the stipulated provisions of the articles of association of subsidiaries with limited liabilities in the PRC, appropriation of net profits (after offsetting accumulated losses from prior years) should be made by these companies to their respective Statutory Surplus Reserve Funds and the Discretionary Reserve Funds before distributions are made to the owners. The percentage of appropriation to Statutory Surplus Reserve Fund is 10%. The amount to be transferred to the Discretionary Reserve Fund is determined by the equity owners of these companies. When the balance of the Statutory Surplus Reserve Fund reaches 50% of the registered capital, such transfer needs not to be made. Both the Statutory Surplus Reserve Fund and Discretionary Reserves Fund can be capitalized as capital of an enterprise, provided that the remaining Statutory Surplus Reserve Fund shall not be less than 25% of the registered paid in capital.

## 27 LEASE LIABILITIES

	As at 31 December	
	2020	2019
	RMB'000	RMB'000
Minimum lease payments due		
— Within 1 year	50,171	17,036
— Between 1 and 2 years	38,975	16,784
— Over 2 years	54,531	8,203
	143,677	42,023
Less: future finance charges	(13,684)	(2,505)
Present value of lease liabilities	129,993	39,518

	As at 31 December	
	2020	2019
	RMB'000	RMB'000
Minimum lease payments due		
— Within 1 year	48,073	16,462
— Between 1 and 2 years	36,272	15,590
— Over 2 years	45,648	7,466
	129,993	39,518

## 28 TRADE PAYABLES

	2020 RMB'000	As at 31 December 2019 RMB'000
Trade payables	164,560	200,845

Trade payables are primarily related to the purchase of services for server custody, advertisement and sharing of proceeds due to game developers. The credit terms of trade payables granted to the Group are usually 0 to 90 days.

The carrying amount of the Group's trade payables is denominated in the following currencies:

	2020 RMB'000	As at 31 December 2019 RMB'000
RMB	89,524	81,921
USD	75,036	118,924
	164,560	200,845

As of 31 December 2019 and 2020, the fair value of trade payables approximated to their carrying amount.

Aging analysis of trade payables based on the recognition date of the trade payables at the respective reporting dates are as follows:

	2020 RMB'000	As at 31 December 2019 RMB'000
Within 3 months	162,478	199,372
Over 3 months	2,082	1,473
	164,560	200,845

## 29 ADVANCE FROM CUSTOMERS

	2020 RMB'000	As at 31 December 2019 RMB'000
Advance from customers	21,215	15,756

Advance from customers mainly represents advance from game developers, game publishers and their advertising agencies, which are usually received before displaying and will be refunded if not used.

### 30 OTHER PAYABLES AND ACCRUALS

	As at 31 December	
	2020 RMB'000	2019 RMB'000
Salaries and benefits payables	198,155	95,912
Other tax payables	22,216	20,745
Professional service and listing expenses	16,693	24,980
Others	2,904	10,068
	<b>239,968</b>	<b>151,705</b>

As at 31 December 2019 and 2020, other payables and accruals were denominated in RMB and the fair values of these balances approximated to their carrying amounts.

### 31 CONTRACT LIABILITIES

Contract liabilities primarily consists of the unamortised revenue from sales of virtual items for mobile games, where there is still obligation to be provided by the Group to game players.

	As at 31 December	
	2020 RMB'000	2019 RMB'000
Contract liabilities	128,546	99,321

The following table shows the amount of revenue recognized in the consolidated statement of comprehensive income for the respective years relating to contract liabilities brought forward:

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
Revenue recognized that was included in the contract liabilities balance at the beginning of the year	99,321	90,921



## 32 DIVIDENDS

No dividends have been paid or declared by the Company during the years ended 31 December 2019 and 2020.

On May 22 2020, pursuant to the resolution of the shareholders' meetings of X.D. Global (HK) Limited, a subsidiary of the Group, a dividend of USD20 million was approved and paid, USD7 million (equivalent to RMB49 million) of which was paid to non-controlling shareholders.

## 33 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

### (a) Cash generated from/(used in) operations

		Year ended 31 December	
	Notes	2020 RMB'000	2019 RMB'000
<b>Profit before income tax</b>		<b>106,986</b>	<b>545,425</b>
<b>Adjustments for</b>			
Depreciation and amortization	6	141,623	107,799
Net impairment losses on financial assets	6	1,624	1,889
Impairment of non-financial assets	6, 18	37,970	15,860
Listing expenses	6	—	53,549
Share based payments	6	—	5,890
Share of results of investments accounted for using equity method	18	(14,915)	(10,767)
Fair value changes on investments measured at fair value through profit or loss	8	1,426	(8,186)
Net exchange differences	10	(2,785)	(1,510)
Interest expenses on lease liabilities	11	3,466	2,459
Others		(941)	37
		<b>167,468</b>	<b>167,020</b>
<b>Changes in working capital</b>			
— Trade receivables		73,553	41,026
— Prepayments, deposits and other assets		(28,351)	(50,945)
— Trade payables		(36,285)	101,726
— Advance from customers		5,459	6,667
— Contract liabilities		29,225	8,400
— Other payables and accruals		91,814	36,814
<b>Cash generated from operations</b>		<b>409,869</b>	<b>856,133</b>

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

#### (b) Net debt reconciliation — lease liabilities

	Year ended 31 December	
	2020 RMB'000	2019 RMB'000
<b>At the beginning of the year</b>	<b>39,518</b>	<b>60,751</b>
Cash flows	(32,029)	(23,692)
Increase of right-of-use assets	119,372	—
Accrual interest for lease liabilities	3,466	2,459
Rent exemption	(334)	—
<b>At the end of the year</b>	<b>129,993</b>	<b>39,518</b>

### 34 COMMITMENTS

#### (a) Capital commitments

The Group made capital expenditure in respect of purchase of game licenses which are in development as at 31 December 2019 and 2020. The Group has commitments to make the following future instalments under non-cancellable game purchase agreements are as follows:

	As at 31 December	
	2020 RMB'000	2019 RMB'000
Game licenses	27,496	58,144

#### (b) Operating lease commitments

The Group has non-cancellable operating lease agreements with initial terms of 12 months or less. The portfolio of short-term leases to which the Group was committed as at 31 December 2019 and 2020 is similar to the portfolio of short-term leases to which the short-term lease expense is disclosed in Note 15.

### 35 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operational decisions. Parties are also considered to be related if they are subjected to common control. Members of key management and their close family members of the Group are also considered as related parties.

The following significant transactions were carried out between the Group and its related parties during the periods presented. In the opinion of the directors of the Company, the related party transactions were carried out in the normal course of business and at terms negotiated between the Group and the respective related parties. The Group's pricing policies on the transactions with related parties are based on mutually agreed terms.

## 35 RELATED PARTY TRANSACTIONS (Continued)

### (a) Names and relationships with related parties

The following companies are significant related parties of the Group that had transactions and/or balances with the Group during the years ended 31 December 2019 and 2020.

Name of related parties	Relationship
Gamecores (Beijing) Culture Communication Co., Ltd.	Associate
Shanghai Bianyue Culture Communication Co., Ltd.	Associate
Shanghai Chatie Network Science and Technology Co., Ltd.	Associate
Shanghai Fantablade Network Science and Technology Co., Ltd.	Associate
Shanghai Jixin Network Science and Technology Co., Ltd.	Associate
Shanghai Qingyue Software Science and Technology Co., Ltd.	Associate
Shanghai Xinyu Animation Design Co. Ltd.	Associate
Xiamen So Funny Information Technology Co., Ltd.	Associate
Shanghai Framing Network Technology Co., Ltd.	Associate
Mr. Dai Yunjie	Shareholder and director
Mr. Liu Wei	Director since 17 December 2020
Jiexin Holdings Limited	Shareholder
Happy Today Holding Limited	Shareholder
Shanghai Maichuang Network Technology Limited	Associate of Mr. Dai Yunjie's spouse

### (b) Significant transactions with related parties

#### (i) Sales of service

	Year ended 31 December	
	2020	2019
	RMB'000	RMB'000
Shanghai Fantablade Network Science and Technology Co., Ltd.	3	249

#### (ii) Purchase of service

	Year ended 31 December	
	2020	2019
	RMB'000	RMB'000
Xiamen So Funny Information Technology Co., Ltd.	236,896	145,612
Shanghai Maichuang Network Technology Limited	10,993	12,248
Shanghai Bianyue Culture Communication Co., Ltd.	9,151	10,134
Shanghai Fantablade Network Science and Technology Co., Ltd.	8,555	6,725
Shanghai Jixin Network Science and Technology Co., Ltd.	2,578	918
Gamecores (Beijing) Culture Communication Co. Ltd.	327	2,628
Others	1,917	1,636
	270,417	179,901

## 35 RELATED PARTY TRANSACTIONS (Continued)

### (c) Year end balances with related parties

#### (i) Trade receivables from related parties

	As at 31 December	
	2020	2019
	RMB'000	RMB'000
Shanghai Xinyu Animation Design Co. Ltd.	505	505

#### (ii) Prepayments to related parties

	Year ended 31 December	
	2020	2019
	RMB'000	RMB'000
Shanghai Qingyue Software Science and Technology Co., Ltd.	4,854	4,854
Shanghai Chatie Network Science and Technology Co., Ltd.	2,233	2,233
Others	761	—
	7,848	7,087

#### (iii) Other receivables to related parties

	Year ended 31 December	
	2020	2019
	RMB'000	RMB'000
Jiexin Holdings Limited	243	260
Happy Today Holding Limited	8	9
	251	269

Receivables from related parties are unsecured, interest-free and repayable on demand.

## 35 RELATED PARTY TRANSACTIONS (Continued)

### (c) Year end balances with related parties (Continued)

#### (iv) Trade payables to related parties

	As at 31 December	
	2020 RMB'000	2019 RMB'000
Xiamen So Funny Information Technology Co., Ltd.	23,336	58,006
Shanghai Fantablade Network Science and Technology Co., Ltd.	1,569	—
Others	581	684
	25,486	58,690

#### (v) Other payables and accruals to related parties

	As at 31 December	
	2020 RMB'000	2019 RMB'000
Shanghai Framing Network Technology Co., Ltd.	1,500	—

The payables due to related parties are unsecured, interest-free and are repayable on demand.

## 36 CONTINGENCIES

The Group did not have any material contingent liabilities as of 31 December 2019 and 2020.

## 37 SUBSEQUENT EVENTS

There is no material subsequent event occurred during the period from December 31, 2020 to the approval date of these consolidated financial statements by the Board of Directors on 25 March 2020.

## 38 FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

### (a) Financial position of the Company

	As at 31 December	
	2020	2019
	RMB'000	RMB'000
<b>ASSETS</b>		
<b>Non-current assets</b>		
Investment in subsidiaries	4,509,195	4,821,076
	4,509,195	4,821,076
<b>Current assets</b>		
Amount due from related parties	1,092,156	698
Prepayments and other assets	—	19,533
Cash and cash equivalents	201,330	613,967
	1,293,486	634,198
<b>Total assets</b>	<b>5,802,681</b>	<b>5,455,274</b>
<b>EQUITY</b>		
Share capital	306	284
Share premium	6,095,544	5,357,114
Other reserves (b)	(338,500)	69,552
Retained earnings/(accumulated losses)	31,413	(53,016)
<b>Total equity</b>	<b>5,788,763</b>	<b>5,373,934</b>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Amount due to related parties	—	56,160
Other payables and accruals	13,918	25,180
<b>Total liabilities</b>	<b>13,918</b>	<b>81,340</b>
<b>Total equity and liabilities</b>	<b>5,802,681</b>	<b>5,455,274</b>

The balance sheet of the Company was approved by the Board of Directors on 25 March 2021 and was signed on its behalf.

**Dai Yunjie**  
Director

**Fan Shuyang**  
Director

## 38 FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

### (b) Reserve movement of the Company

	Other reserves RMB'000	Retained earnings/ (accumulated losses) RMB'000
<b>As at 1 January 2019</b>	—	—
Loss for the year	—	(53,016)
Currency translation differences	69,552	—
<b>As at 31 December 2019</b>	69,552	(53,016)
<b>As at 1 January 2020</b>	69,552	(53,016)
Profit for the year	—	84,429
Currency translation differences	(408,052)	—
<b>As at 31 December 2020</b>	(338,500)	31,413

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## FINANCIAL SUMMARY



## FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below:

	Year ended December 31				
	2020	2019	2018	2017	2016
Revenues	<b>2,847,553</b>	2,838,097	1,887,108	1,344,399	765,521
Cost of revenues	<b>(1,315,525)</b>	(1,066,320)	(776,309)	(741,651)	(424,797)
<b>Gross profit</b>	<b>1,532,028</b>	1,771,777	1,110,799	602,748	340,724
Selling and marketing expenses	<b>(633,394)</b>	(745,101)	(447,989)	(244,358)	(186,289)
Research and development expenses	<b>(657,506)</b>	(317,596)	(197,780)	(117,443)	(79,434)
General and administrative expenses	<b>(179,916)</b>	(202,692)	(107,315)	(83,840)	(66,693)
Net impairment losses on financial assets	<b>(1,624)</b>	(1,889)	(299)	(960)	(654)
Fair value changes on investments measured at fair value through profit or loss	<b>(1,426)</b>	8,186	(3,351)	(21,069)	(15,605)
Other income	<b>26,166</b>	12,426	8,141	958	6,386
Other gains/(losses), net	<b>3,361</b>	4,179	24,232	(2,091)	44,203
<b>Operating Profit</b>	<b>87,689</b>	529,290	386,438	133,945	42,638
Finance income	<b>15,505</b>	8,319	4,993	3,024	1,183
Finance costs	<b>(3,986)</b>	(2,951)	(2,320)	(2,085)	(1,987)
<b>Finance income/(costs), net</b>	<b>11,519</b>	5,368	2,673	939	(804)
Share of losses of investments accounted for using equity method	<b>14,915</b>	10,767	285	7,587	(18,509)
Impairment of investments accounted for using equity method	<b>(7,137)</b>	—	—	—	—
<b>Profit before income tax</b>	<b>106,986</b>	545,425	389,396	142,471	23,325
Income tax expenses	<b>(51,198)</b>	(31,996)	(36,675)	(21,934)	45
<b>Profit for the year</b>	<b>55,788</b>	513,429	352,721	120,537	23,370
Profit for the year attributable to:					
Equity holders of the Company	<b>9,145</b>	346,563	285,028	116,630	25,181
Non-controlling interests	<b>46,643</b>	166,866	67,693	3,907	(1,811)
<b>Profit for the year</b>	<b>55,788</b>	513,429	352,721	120,537	23,370

	As at 31 December				
	2020	2019	2018	2017	2016
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Assets, Liabilities and Equity					
TOTAL ASSETS	<b>3,344,742</b>	2,866,060	1,724,700	1,310,581	710,016
TOTAL LIABILITIES	<b>764,616</b>	579,530	382,140	352,826	200,101
TOTAL EQUITY	<b>2,580,126</b>	2,286,530	1,342,560	957,755	509,915

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## DEFINITIONS AND GLOSSARY

## DEFINITIONS AND GLOSSARY

"Articles"/"Articles of Association"	the amended and restated articles of association of our Company, conditionally adopted on November 19, 2019 with effect from the Listing Date, and as amended from time to time;
"ARPG"	action role-playing game, which incorporates elements of action or action-adventure games and normally has real-time combat system rather than turn-based or menu-based combat system;
"Auditor"	PricewaterhouseCoopers, the independent auditor of the Company;
"associate(s)"	has the meaning ascribed thereto under the Listing Rules;
"battle arena game"	a subdivision of ACT and where gamers are usually break into different teams consisting of equal number of team members and team members within one team have to cooperate with each other to compete with other teams;
"beta-testing"	a form of external user acceptance testing;
"Board"	the board of Directors of the Company;
"Board Committees"	the four committees established and delegated to by the Board, including the audit committee, the remuneration and appraisal committee, the strategy and development committee and the nomination committee;
"CDN"	content delivery network;
"CG Code"	the Corporate Governance Code set out in Appendix 14 to the Listing Rules;
"Companies Law"	the Companies Law (2018 Revision), Cap. 22 (Law 3 of 1961) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
"Company" or "our Company"	XD Inc. (心動有限公司), an exempted company incorporated in the Cayman Islands with limited liability on January 25, 2019, the shares of which are listed on the Stock Exchange under stock code 02400;
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules;
"connected transaction(s)"	has the meaning ascribed to it under the Listing Rules;
"Contractual Arrangements"	the series of contractual arrangements entered into by, among others, WFOE, X.D. Network and the Registered Shareholders, details of which are described in the section headed "Contractual Arrangements";
"controlling shareholder(s)"	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to Mr. Huang and Happy Today Holding Limited;
"Director(s)"	the director(s) of the Company;

"Foreign Investment Law"	the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) adopted by the National People's Congress on March 15, 2019 with effect from January 1, 2020;
"GAPP" and "NAPP"	General Administration of Press and Publication of the PRC (中華人民共和國新聞出版總署), currently known as National Administration of Press and Publication (國家新聞出版總署) since March 2018;
"Group", "our Group", "we" or "us"	the Company, its subsidiaries and its PRC Consolidated Affiliated Entities from time to time;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Hong Kong Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
"HK\$" or "HKD"	Hong Kong dollars, the lawful currency of Hong Kong;
"IFRS"	International Financial Reporting Standards, which include standards and interpretations as issued from time to time by the International Accounting Standards Board;
"Independent Third Party(ies)"	an individual or a company who, to the best of our Directors' knowledge, information and belief, having made reasonable enquiries, is not a connected person (within the meaning of the Listing Rules);
"Listing Date"	December 12, 2019, being the date on which the shares of the Company became listed and commenced trading on the Stock Exchange;
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time;
"Longcheng"	Shanghai Longcheng Network Technology Co., Ltd. (上海龍成網絡科技有限公司), a company established in the PRC on September 14, 2015, and a non-wholly owned subsidiary of our Company, or together with one or more of its subsidiaries, as the context may require;
"Main Board"	the stock market (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange;
"MAU(s)"	monthly active user(s), which refers to the number of users who log into a particular game or all of our games, as applicable, in the relevant calendar month for games, and refers to the number of users who access the TapTap mobile app in the relevant calendar month for TapTap, both of which include multiple accounts held by one single user. Average MAUs for a particular period are calculated by dividing the aggregate of the MAUs during that period by the number of months of that period;
"MMORPG"	massively multiplayer online-role-playing games;
"Model Code"	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules;

"NEEQ"	National Equities Exchange and Quotations (全國中小企業股份轉讓系統);
"Negative List"	Special Administrative Measures for the Access of Foreign Investment (Negative List) (2019 Edition) (外商投資准入特別管理措施(負面清單) (2019年版));
"pay-to-play"	a business model used in the online game industry, under which users are required to pay in order to play games;
"PRC" or "China"	the People's Republic of China, but for the purposes of this report only, excludes Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan;
"PRC Consolidated Affiliated Entities"	the entities we control through the Contractual Arrangements, namely X.D. Network and its respective subsidiaries;
"premium games"	games for which gamers need to pay a fixed price before downloading such games, after which the users will have unlimited access to play such games;
"Prospectus"	the prospectus of the Company dated 29 November 2019;
"Ragnarok M"	Ragnarok M: Eternal Love (仙境傳說：守護永恆的愛);
"Registered Shareholders"	Xindong Holding Co., Ltd. (心動控股有限公司), Shanghai Jiexin Investment Management Partnership (Limited Partnership), Fuzhou Tianmeng Digital Company Limited (福州天盟數碼有限公司), Shanghai Muxinyinxi Investment Management Partnership (Limited Partnership), Dongfang Xinghui (Shanghai) Investment Center (Limited Partnership) (東方星輝(上海)投資中心(有限合夥)), Shanghai Yousu Investment Management Co., Ltd. (上海游素投資管理有限公司), Tibet Taifu Culture Media Co., Ltd. (西藏泰富文化傳媒有限公司), Xiamen Qunce Chuangying Equity Investment Partnership (Limited Partnership), Xiamen Jixiang Equity Investment Co., Ltd. (廈門吉相股權投資有限公司), Tianjin Jinwutong Investment Management Partnership (Limited Partnership) and the Relevant Individual Shareholders (including Mr. Huang Yimeng, Mr. Dai Yunjie, Mr. Zhao Yuyao, Mr. Hong Shen, Mr. Shen Sheng, Mr. Wang Chenguang, Mr. Pan Zuqiang, Ms. Zhang Aifen, Ms. Chen Ying, Mr. Jia Shaochi, Mr. Huang Yecheng, Ms. Pan Chenping and Mr. Huang Xiwei);
"Reorganization"	the offshore and onshore reorganization as set out in section headed "History, Reorganization and Corporate Structure — Corporate Reorganization" of the Prospectus;
"Relevant Entities"	certain entities in which X.D. Network also directly or indirectly holds investment in the PRC in addition to the restricted and/or prohibited business of our Company;
"RMB"	Renminbi, the lawful currency of the PRC;
"RSU(s)"	restricted share unit(s);
"RSU Holding Entity"	Heart Assets Limited, a company incorporated in the British Virgin Islands holding our Shares pursuant to the RSU Scheme on trust or on behalf of the grantees of our Company;
"RSU Scheme"	the restricted share unit Scheme of our Company adopted on June 3, 2019;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;

"Shanghai Maichuang"	Shanghai Maichuang Network Technology Limited (上海脈創網絡科技有限公司), which is currently held by Mr. Dai Yunjie's spouse and Independent Third Parties as to 32.00% and 68.00%, respectively, and is therefore an associate of Mr. Dai Yunjie and a connected person of our Company under Rule 14A.07(4) of the Listing Rules;
"Share(s)"	ordinary shares in the share capital of our Company with a par value of US\$0.0001;
"Shareholder(s)"	holder(s) of the Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"subsidiary(ies)"	has the meaning ascribed thereto in section 15 of the Companies Ordinance;
"Tencent"	Tencent Holdings Limited (SEHK Stock Code: 700), or Tencent Holdings Limited and/or its subsidiaries, as the case may be;
"the reporting period"	period from January 1, 2020 to December 31, 2020;
"USD"	United States dollars, the lawful currency of the United States;
"VAT"	the PRC value-added tax;
"virtual items"	in-game non-physical items available for purchase, including consumables, avatars, skills, privileges, or other in-game features or functionality;
"WFOE"	XD Interactive Entertainment Co., Ltd. (心動互動娛樂有限公司), a wholly foreign-owned enterprise established in the PRC on June 6, 2019 held by XD (HK) Limited, an indirect wholly-owned company of our Company;
"X.D. Network"	X.D. Network Inc. (心動網絡股份有限公司), a company established in the PRC on July 29, 2011 and our PRC Consolidated Affiliated Entity;
"Yiwan"	Yiwan (Shanghai) Network Science and Technology Co., Ltd. (易玩(上海)網絡科技有限公司), a company established in the PRC on March 28, 2016, and our PRC Consolidated Affiliated Entity;
"web games"	games that are played in a web browser on PC without downloading any client or app;
"%"	per cent.

