



福祿控股

Fulu Holdings Limited
福祿控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 2101



Annual Report **2023**

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Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Fu Xi (符熙) (*Chairman and CEO*)

Mr. Zhang Yuguo (張雨果)

Mr. Zhao Bihao (趙筆浩)

Mr. Mao Feng (茅峰) (Retired on May 30, 2023)

Mr. Shui Yingyu (水英聿)

(Resigned on November 14, 2023)

Independent Non-executive Directors

Mr. Li Wai Chung (李偉忠)

Ms. Wang Yuyun (王雨雲)

(alias Wang Yuyun (王雨蘊))

Mr. Wong Sincere (黃誠思)

AUDIT COMMITTEE

Mr. Li Wai Chung (李偉忠) (*Chairman*)

Ms. Wang Yuyun (王雨雲)

Mr. Wong Sincere (黃誠思)

REMUNERATION COMMITTEE

Ms. Wang Yuyun (王雨雲) (*Chairman*)

Mr. Fu Xi (符熙)

Mr. Wong Sincere (黃誠思)

NOMINATION COMMITTEE

Mr. Fu Xi (符熙) (*Chairman*)

Mr. Wong Sincere (黃誠思)

Mr. Li Wai Chung (李偉忠)

COMPANY SECRETARY

Ms. Ng Ka Man (吳嘉雯) (*ACG, HKACG*)

Mr. Mao Feng (茅峰) (Resigned on September 15, 2023)

AUTHORIZED REPRESENTATIVES

Mr. Fu Xi (符熙)

Ms. Ng Ka Man (吳嘉雯) (*ACG, HKACG*)

AUDITOR

Ernst & Young

Certified Public Accountants

Registered Public Interest Entity Auditor

27/F, One Taikoo Place

979 King's Road

Quarry Bay

Hong Kong

REGISTERED OFFICE IN THE CAYMAN ISLANDS

Harneys Fiduciary (Cayman) Limited

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P.O. Box 10240

Grand Cayman KY1-1002

Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

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Optics Valley Financial Port

No. 77 Guanggu Avenue

East Lake High-tech Development Zone

Wuhan

Hubei Province

The PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

31/F, Tower Two, Times Square

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Hong Kong

Corporate Information

LEGAL ADVISORS

As to Hong Kong law:

Latham & Watkins LLP
18th Floor, One Exchange Square
8 Connaught Place, Central
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As to PRC law:

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17/F, Building A2, Huaxiang Center
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East Lake High-tech Development Zone
Wuhan
Hubei Province
The PRC

As to Cayman Islands law:

Harney Westwood & Riegels
3501, The Center
99 Queen's Road Central
Hong Kong

HONG KONG SHARE REGISTER

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
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Cayman Islands

PRINCIPAL BANKERS

China Merchants Bank Co., Ltd.
Wuhan Financial Port Sub-Branch
No. 120 Guanggu Avenue
East Lake High-tech Development Zone
Wuhan
Hubei Province
The PRC

Industrial Bank Co., Ltd.
Wuhan Branch
Industrial Bank Building
No. 108 Shuiguohuzhongbei Road
Wuchang District
Wuhan
Hubei Province
The PRC

STOCK CODE

2101

COMPANY'S WEBSITE

www.fulu.com

Financial Summary

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	For the year ended December 31,				
	2023 (RMB'000)	2022 (RMB'000)	2021 (RMB'000)	2020 (RMB'000)	2019 (RMB'000)
Revenue	560,406	479,863	399,283	328,210	241,919
Gross profit	416,175	359,236	295,244	260,358	193,516
Profit before tax	95,362	86,279	75,197	122,278	85,344
Profit and total comprehensive income for the year	80,129	90,726	68,222	120,898	80,615
Attributable to:					
Owners of the parent	91,614	97,881	68,222	120,898	80,638
Non-controlling interests	(11,485)	(7,155)	–	–	–
Non-IFRS measure adjusted profit attributable to owners of the parent for the year	99,962	115,078	170,380	153,209	106,060

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	As at December 31,				
	2023 (RMB'000)	2022 (RMB'000)	2021 (RMB'000)	2020 (RMB'000)	2019 (RMB'000)
Assets					
Non-current assets	86,991	87,638	33,585	165,839	15,797
Current assets	1,675,642	1,487,839	1,343,723	1,227,986	468,736
Total assets	1,762,633	1,575,477	1,377,308	1,393,825	484,533
Equity attributable to owners of the parent					
Share capital	278	277	275	273	70
Reserves	1,271,761	1,216,675	1,163,654	1,105,810	253,694
	1,272,039	1,216,952	1,163,929	1,106,083	253,764
Non-controlling interests	(14,687)	(6,570)	–	–	–
Total equity	1,257,352	1,210,382	1,163,929	1,106,083	253,764
Liabilities					
Non-current liabilities	4,977	8,773	5,945	1,811	1,067
Current liabilities	500,304	356,322	207,434	285,931	229,702
Total liabilities	505,281	365,095	213,379	287,742	230,769
Total equity and liabilities	1,762,633	1,575,477	1,377,308	1,393,825	484,533

Chairman's Statement

Dear Shareholders,

Looking back on 2023, the global economy was gradually recovering from the shadow of the COVID-19 pandemic. Amid the evolving international situation, the global economic system was severely impacted by challenges such as geopolitical instability and high inflation. Despite the overall macroeconomic recovery falling short of expectations, the digital economy has emerged as a leading driving force for global economic growth, which not only promoted macroeconomic policies but also penetrated deeply into all aspects of social and economic activities. Due to the increasing trend toward digitizing everything, digital goods and services are everywhere from daily consumption to production and manufacturing, and from education and healthcare to social governance, reshaping consumption patterns and social structures. Looking forward, the core needs of consumers will increasingly prioritize digital goods in the future, serving as a pivotal driving force for global economic development.

Along with shifts in consumer psychology and habits, rationality and prudence have become prevailing themes guiding consumer behaviors, and "rational wait-and-see attitude and targeted consumption emerged" as a new norm for modern consumers. Therefore, major e-commerce platforms and traffic giants have swiftly adapted their strategies, and actively explored and accelerated their penetration into segment markets closely tied to people's livelihood, such as urban cultural tourism, local group purchases and transportation, with a view to unlocking potential growth opportunities and stimulating deeper market vitality. To attract and retain consumers, major e-commerce and live-streaming platforms have ramped up subsidies and offered more traffic incentives to invigorate greater shopping willingness of consumers and capture a larger market share. These measures have undoubtedly intensified competition among platforms and brands toward a red-hot trend, underscoring sustained and profound transformations of the business environment in the digital economy era.

In the face of both challenges and opportunities in 2023, we remained steadfast in consolidating our advantages in core businesses, actively established diversified business presence to drive revenue growth and seize the evolving e-commerce trends and business opportunities from digital economy. We have taken multiple measures focused on cost reduction, efficiency enhancement, refined management and improved operational efficiency to further strengthen our risk resistance and ensure our profitability against complex and evolving market environment. In 2023, our total revenue increased by 16.8% to RMB560,406 thousand on a year-on-year basis. In terms of each business segment, revenue from the lifestyle segment and corporate welfare segment recorded rapid growth, with revenue of RMB121,560 thousand and RMB92,625 thousand respectively, representing a year-on-year increase of 115.9% and 65.0%. Revenue from the games segment performed solidly, increased by 11.1% to RMB78,006 thousand on a year-on-year basis. Revenue from the leisure and entertainment segment slightly decreased by 6.2% to RMB250,974 thousand on a year-on-year basis. Revenue from the telecommunications segment decreased significantly by 42.1% to RMB17,241 thousand on a year-on-year basis due to factors such as policy adjustments in the upstream and downstream industries, which prompted us to accelerate business transformation and optimize profit structures. In terms of business nature, revenue from digital goods-related services increased by 14.3% to RMB438,072 thousand on a year-on-year basis. Benefiting from the vigorous development of the corporate welfare business, revenue from physical goods-related services significantly increased by 74.9% to RMB47,441 thousand on a year-on-year basis. Revenue from value-added service revenue slightly increased by 7.6% to RMB74,893 thousand on a year-on-year basis. In the year, our profit attributable to owners of the parent was RMB91,614 thousand, representing a slight year-on-year decrease of 6.4%.

Chairman's Statement

As the live-streaming e-commerce model are increasingly mature and optimized, brands are gradually reducing their dependency on top KOLs and shifting towards a blend of in-house live-streaming and collaborations with small to medium KOLs to meet the cost-effectiveness demand of consumers. Therefore, we have established a seasoned and dynamic professional live-streaming team, and accumulated extensive experience in brand building, resource integration, technological innovation and operational strategies. Leveraging the traffic advantages and preferential policies on Douyin and Kuaishou platforms, we tailored live-streaming e-commerce operation solutions to match the brand recognition and product features of our brand partners, and facilitated seamless integration of brands into the live-streaming e-commerce ecosystem while enabling precise targeting of consumer groups. We have adopted measures to effectively facilitate broader consumer reach for our brand partners, including building a multi-dimensional in-house live-streaming matrix, producing deeply engaging short videos, and planning and launching innovative brand live-streaming activities. In 2023, we further deepened our live-streaming e-commerce operation services under the leisure and entertainment segment and the lifestyle segment, entered into collaborations with more audio and video brands, and strategically expanded business chain into catering and movie ticketing sectors. In this regard, we have reached cooperation with a wide array of brand partners, including BESTORE, Xiao Hu Duck, Jinyi Cinemas, Bona Film and Pacific Cineplex. At the same time, our games segment has cooperated with well-known game developers in the industry such as Tencent Games, LeiTing Games, CMGE and TiMi Studio Group in live-streaming channels to jointly explore the commercial transformation of digital products in popular games, which were highly recognized by our customers. We innovate to create an immersive game-themed live-streaming scenarios and live-streaming sales model integrating game commentary and variety show, fostering deeper emotional connections and value recognition among fans, and bridging the gap between brands and consumers. While pursuing efficient real-time sales conversion in live-streaming e-commerce, we focused on the all-domain growth of brand partners. Combining refined operation strategies of traditional e-commerce, we deeply analyzed the consumer conversion paths to maximize business efficiency and foster brand's user stickiness and loyalty, enabling brands to accumulate their own user assets, and realizing the long-term operational value of the private domain traffic.

In the corporate welfare segment, benefiting from our dedicated efforts and innovative breakthroughs, our digital corporate welfare brand "Fuxi" has rapidly gained market prominence within just two years. Capitalizing on lean supply chain systems, personalized products and iterative service upgrades, as well as agile business insights and bold innovative initiatives, Fuxi has rapidly garnered the market share. As of the end of 2023, the GMV of corporate welfare segment increased by 43.7% to RMB813,755 thousand on a year-on-year basis, and the proportion of revenue from corporate welfare segment also surged to 16.5%, underscoring its strong growth momentum. During the year, we have successively completed the launch and delivery of projects for several high-profile state-owned and central enterprises and major customers including China Merchants Group, ChinaBond Goldstone (中債金石) and China Mobile. While maintaining steady growth in our existing businesses, we have extended our corporate welfare business into sectors such as corporate travel services and digital services for financial institutions, thus successfully exploring new market frontiers and business opportunities. With an initial focus on improving the well-being of corporate employees, we gradually penetrated into in-depth services for the corporate membership ecosystem, and then further expanded to fully empower our extensive customer base. As such, these strategic layouts effectively broadened our service offerings and reach for corporate customers. In addition, in order to further enhance service efficiency and promote the intelligent transformation of supply chain, we have established and upgraded the "Smart Cloud Warehouse 2.0" (智慧雲倉庫2.0) covering an area of 42,500 square meters, which has put it into operation. This expansion doubled our warehouse capacity and significantly improved the operational efficiency. In 2023, we were honored being appointed as a member of the governing council of the China Federation of Logistics & Purchasing and selected as a core entity member of "Supply and Industrial Chains Partnership Promotion Program" (供應鏈產業鏈夥伴推進計劃) by the China Academy of Information and Communications Technology. Further adding to our accolades, we were honored the "2023 HREC Compensation & Benefits Solution Provider Value Awards – HR Selected Supplier for Flexible Benefits" (2023 智享會薪酬與福利供貨商價值大獎—彈性福利HR甄選供貨商) and the "HRflag NewFlag Awards" (HRflag新旗獎), fully demonstrating the widespread recognition of our influence in the corporate welfare industry and the growing reputation of our services.

Chairman's Statement

In addition, we observe that the proportion of marketing budget for user rights and interests of enterprises has been increasing year by year, and it has become an important channel for operation of users. In 2023, we achieved rapid development in enterprise-level customer expansion. Through diversified industry layouts, we have provided services to nearly 300 customers in the financial industry, and have successfully entered the service provider system of large state-owned banks, such as Industrial and Commercial Bank of China (ICBC) and China Construction Bank (CBC). Meanwhile, we have also achieved rapid growth in the number of customer in the automotive, FMCG and other industries. Our service capabilities such as marketing planning and digital goods supply were widely recognized by the market. During the year, the GMV of digital goods transactions we facilitated through our corporate customer development team increased significantly. We have been actively exploring the integration and innovation of the digital goods supply chain, such as realizing the closed loop of digital goods transactions under different application scenarios and developing diversified digital goods rights package products, etc. In essence, the combination of multiple digital goods is to effectively realize operational effects such as lowering the procurement cost, enriching users' choices, and enhancing the value of users' lifecycle and activity, through flexible adjustments of the parameters of the purchase price, rules for collection and rules for redemption and comprehensively improving the quality of experience for enterprise-level customers and their users.

Relying on unwavering dedication and constant progress, we have significantly improved our comprehensive strength, market recognition and brand influence. In 2023, we were selected into two national top 100 lists, i.e. the "China's Top 100 Enterprises in Overall Strength" (中國互聯網綜合實力前百家企業) by the Internet Society of China and the "Top 100 Competitive Enterprises in Software and IT Services" (軟件和信息技術服務競爭力百強企業) by the China Electronic Information Industry Federation. At the same time, we have been honored as one of the "Hubei Top 100 Private Enterprises" by Hubei Federation of Industry and Commerce and the "Wuhan Top 100 Private Enterprises" by Wuhan Federation of Industry and Commerce, one of the "Top 100 Competitive Enterprises in Software Industry in Wuhan" by Wuhan Software Industry Association for four consecutive years, and the "Best TMT Company" in the annual selection of listed companies by Zhitong Caijing. In addition, we have also received high praise and recognition from our partners, such as the "Innovative Breakthrough Partner" by Tmall, the "Best Partner" by Nayuki, and the "Collective Efforts for Ice-breaking Award" by Huawei Video. We are committed to establishing more stable and enduring partnerships with our brand partners, and helping our partners unleash further their business value leveraging our core strengths and professional expertise. These honors not only showcase the recognition and rewards for our past endeavors, but also inspire us to forge ahead with determination.

FINANCIAL SUMMARY

Our total revenue in 2023 was RMB560,406 thousand, representing an increase of 16.8% over RMB479,863 thousand in the same period of 2022. The profit for the year decreased by 11.7% from RMB90,726 thousand in 2022 to RMB80,129 thousand in 2023, among which, profit attributable to owners of the parent for the year decreased by 6.4% from RMB97,881 thousand in 2022 to RMB91,614 thousand in 2023. The adjusted profit attributable to the owners of the parent for the year decreased by 13.1% from RMB115,078 thousand in 2022 to RMB99,962 thousand in 2023; our net operating cash outflow for the year ended December 31, 2023 was RMB49,904 thousand, and our cash and cash equivalents amounted to RMB147,347 thousand.

BUSINESS OVERVIEW

In 2023, our GMV was RMB16,537,286 thousand, representing a slight decrease of 1.5% over RMB16,795,530 thousand in 2022. Among them, GMV from the lifestyle segment was RMB5,368,886 thousand, representing an increase of 45.2% over RMB3,697,251 thousand in 2022; GMV from the leisure and entertainment segment was RMB5,139,893 thousand, representing a decrease of 11.2% over RMB5,788,718 thousand in 2022; GMV from the telecommunications segment was RMB2,123,446 thousand, representing a decrease of 58.9% over RMB5,168,140 thousand in 2022; GMV from the games segment was RMB3,091,306 thousand, representing an increase of 96.3% over RMB1,575,086 thousand in 2022; and GMV from the corporate welfare segment was RMB813,755 thousand, representing an increase of 43.7% over RMB566,335 thousand in 2022.

Lifestyle segment

In 2023, revenue from the lifestyle segment increased significantly by 115.9% to RMB121,560 thousand on a year-on-year basis, accounting for 21.7% of the total revenue. In 2023, with the accelerated rebound of the local lifestyle consumer market, we focused on laying out and deepening our efforts in segments such as catering and movie ticketing by broadening the category boundaries of digital goods in the lifestyle services category, expanding supply chain cooperation brands and by deepening the cooperation of live broadcasting channels in order to effectively pry up the incremental volume of the market, which pushed forward and facilitated the transaction of more digital goods such as milk tea and coffee merchandise vouchers as well as movie tickets, thus facilitating significant revenue growth. The gross profit of the lifestyle segment increased significantly by 127.0% year-on-year, and the gross profit margin increased by 3.2% year-on-year.

Leisure and entertainment segment

In 2023, revenue from the leisure and entertainment segment decreased by 6.2% to RMB250,974 thousand on a year-on-year basis, accounting for 44.8% of the total revenue. The leisure and entertainment segment remains our primary source of revenue. However, a combination of factors, including volatile market conditions, tightening of brand budgets and increased competition within the industry, led to a decline in the trading of video and audio leisure and entertainment digital goods, resulting in a slight decline in revenue from this segment. To address this challenge, we will proactively expand new partner brands and deeply integrate the operating models of traditional e-commerce platforms and live e-commerce platforms. In addition to optimizing our cost structure and improving our operational efficiency, with a view to facilitating more digital merchandise transactions in the leisure and entertainment category. The gross profit of the leisure and entertainment segment decreased by 7.4% year-on-year, and the gross profit margin decreased by 1.1% year-on-year.

Telecommunications segment

In 2023, revenue from the telecommunications segment decreased significantly by 42.1% to RMB17,241 thousand on a year-on-year basis, accounting for 3.1% of the total revenue. This was mainly due to the continued impact of the adjustment of upstream and downstream industry policies, such as the adjustment of agency policies for communication operators and the tightening of marketing expenses for e-commerce platforms. In line with strategic considerations for optimizing our business structure, we shifted our focus towards the cooperation with other business segments of communications operators. The gross profit of the telecommunications segment decreased significantly by 40.7% year-on-year, and the gross profit margin slightly increased by 1.2% year-on-year.

Chairman's Statement

Games segment

In 2023, revenue from the games segment increased by 11.1% to RMB78,006 thousand on a year-on-year basis, accounting for 13.9% of the total revenue. On the basis of solidifying our existing business, we have actively sought to diversify and expand our business, and have successfully established cooperation in live streaming channels with well-known game makers in the industry such as Tencent Games, LeiTing Games and TiMi Studio Group. Through the planning and operation services of live e-commerce, we facilitated more transactions of digital goods including props and gift packs for popular games, such as CrossFire Mobile, Asktao, Happy thoughts and other games, effectively contributing to a steady increase in the segment's GMV and revenue. The gross profit of the games segment increased by 1.7% year-on-year, and the gross profit margin decreased slightly by 5.4% year-on-year.

Corporate welfare segment

In 2023, revenue from the corporate welfare segment increased significantly by 65.0% to RMB92,625 thousand on a year-on-year basis, accounting for 16.5% of the total revenue. The proportion of revenue from the corporate welfare segment continued to increase. In 2023, the number of contracted customers in this segment increased by 26.1% year-on-year, of which new customers accounted for 66.5%, showcasing the effective implementation of our market development strategy. We have successfully attracted high attention from and in-depth cooperation with a number of corporate customers by consummating a series of benchmark cases. For instance, we optimized and enhanced the resource allocation for employee welfare platforms of PetroChina Sichuan Sales Branch and CCCC (Xiamen) Information Co., Ltd., a subsidiary of China Communications Construction Group Co., Ltd., thereby effectively improving the satisfaction of their platform services. Meantime, we provided property owner credits exchange and holiday welfare solutions for Chuangmao Technology (Beijing) Co., Ltd., a subsidiary of Jinmao Property Services Co., Ltd. We are committed to offering corporate customers more comprehensive and high-quality corporate welfare solutions catering to their diverse and complex demand scenarios, thus fostering more business cooperation and transactions. The gross profit of the corporate welfare segment increased by 68.0% year-on-year, and the gross profit margin increased slightly by 1.6% year-on-year.

OUTLOOK

At the beginning of 2024, the global economic situation will remain severe, and we will continue to face a weak growth trend. In this regard, we will pay close attention to economic dynamics and changes in the competitive landscape of the market, focus on and strengthen our core business segments, optimize our capital allocation, and enhance our operational efficiency. At the same time, we will raise our awareness of risks and adhere to a prudent risk management strategy, so as to ensure that the Company can move forward steadily and robustly in the complex and volatile economic environment. In addition, we will actively broaden our strategic horizons, keenly observe and grasp the new opportunities brought about by the digital economy, and adopt flexible and changeable business strategies to enhance the vitality and resilience of our corporate development, and to promote sustained and steady growth.

We will continue to improve our live streaming capabilities, focusing on visual creative design, product innovation and iteration, and customer service, with a view to enhancing the live streaming experience while achieving a significant increase in conversion and repurchase rates. On the basis of stabilizing and deepening our existing business, we will adopt a cross-platform business layout, seize the growth opportunities in emerging channels, use omni-channel marketing strategies to precisely reach various consumer groups, and actively explore new growth points. We will further consolidate and deepen the penetration of our live streaming business in vertical areas such as food and beverage, movie ticketing, and gaming digital goods, as well as deepen our efforts in the local life service segment and closely integrate into the Jitterbug group-buying ecosystem. We will target market breakthroughs that offer higher rates of return on investment, keenly observe market dynamics, give full play to our platform advantages and resources, and form a synergistic resonance effect with our partners to jointly plan and implement an all-area marketing strategy covering both traditional e-commerce and live streaming e-commerce, to help brands dig deeper into the market incremental volume, and to jointly create a bright future of shared business value.

Chairman's Statement

With the deepening of the digital transformation of enterprises, we will continue to firmly establish our presence in the corporate welfare business, explore new differentiation advantages, and continue to enhance our core competitiveness and industry influence. By deepening our research and development, we will use digital technology to break down traditional industry barriers, further broaden the dimensions of our services, and provide our clients with richer, more diversified, flexible and efficient welfare solutions. We are committed to maximizing the return and effectiveness of companies' welfare investments, and helping them to maximize the effectiveness of welfare. In the current global economic environment, we are convinced that the digital corporate welfare business has great potential for development and growth.

Dividend

Due to the expansion of the Group's business and the adjustment of business structure, the proportion of B2B business is gradually increasing. With the rapid growth of corporate welfare business and the strengthening of our efforts in developing large enterprise level customers, the number of large enterprises such as state-owned enterprises, central enterprises, and financial institutions in our customer base has increased. However, these customers require longer credit periods, and our fund settlement cycle has become relatively longer. At the same time, the Group also requires more operating capital to expand related businesses. To ensure that the Group can respond steadily to rapid market changes, retain sufficient funds to support the continuous development of related businesses, and achieve long-term operating goals, the Board, after careful consideration, has decided and resolved to adjust the shareholders' return plan (2020-2023) announced on March 25, 2021, and will not declare a final dividend for the year ended December 31, 2023. In the future, the Board shall evaluate and make decisions on dividends distribution based on factors such as business development stage, future capital expenditure plans, cash flow conditions, and submit an annual dividend distribution proposal to shareholders for consideration and approval.

APPRECIATION

We would like to express our sincere gratitude to each Shareholder and partner and to all employees of Fulu for their consistent trust and strong support over the past year. With the acceleration of digital transformation, the digital economy is flourishing. We have firm confidence in the long-term development of the Company. We are fully aware that, under the fiercely competitive business environment, every step forward cannot be achieved without the joint efforts and contributions of all of you. We firmly believe that spring will inevitably arrive as long as we continue moving forward.

Chairman
Fu Xi

March 28, 2024

Management Discussion and Analysis

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

The following table sets forth the consolidated statement of profit or loss and other comprehensive income comparative figures for the year ended December 31, 2023 and 2022:

	For the year ended December 31,	
	2023 (RMB'000)	2022 (RMB'000)
Revenue	560,406	479,863
Cost of sales	(144,231)	(120,627)
Gross profit	416,175	359,236
Other income and gains	37,744	43,519
Selling and distribution expenses	(173,235)	(148,632)
Administrative expenses	(109,211)	(98,994)
Research and development costs	(58,571)	(61,289)
Impairment losses on financial and contract assets, net	(10,626)	(5,212)
Other expenses	(3,356)	(839)
Operating profits	98,920	87,789
Finance costs	(3,558)	(1,510)
Profit before tax	95,362	86,279
Income tax (expense)/credit	(15,233)	4,447
Profit and total comprehensive income for the year	80,129	90,726
Attributable to:		
Owners of the parent	91,614	97,881
Non-controlling interests	(11,485)	(7,155)
Non-IFRS measure adjusted profit attributable to owners of the parent for the year ⁽¹⁾	99,962	115,078

Note:

- (1) We define "adjusted profit attributable to owners of the parent for the year" as profit attributable to owners of the parent for the year, adding back listing expenses, foreign exchange gains and losses as well as share-based payment expenses. Adjusted profit attributable to owners of the parent for the year is not a measure required by or presented in accordance with IFRSs. The use of adjusted profit attributable to owners of the parent for the year has limitations as an analytical tool, and you should not consider it in isolation from, or as a substitute for analysis of, our results of operations or financial condition as reported under IFRSs.

REVENUE

Our revenue increased by 16.8% from RMB479,863 thousand in 2022 to RMB560,406 thousand in 2023. The increased in revenue was primarily due to an increase in commission income of related services driven by an increase in the GMV of transactions related to lifestyle and corporate welfare business.

Revenue by Nature

Our revenue primarily includes (a) commissions from digital goods-related services; (b) commissions from physical goods-related services; and (c) service fees from online store operation services and other value-added services. The following table sets forth revenue breakdown by types of services in 2023 and 2022:

	For the year ended December 31,			
	2023		2022	
	RMB	%	RMB	%
	(RMB in thousands, except for percentage)		(RMB in thousands, except for percentage)	
Digital goods-related services	438,072	78.1	383,105	79.8
Physical goods-related services	47,441	8.5	27,126	5.7
Value-added services				
Online store operation services	53,783	9.6	56,782	11.8
Others ⁽¹⁾	21,110	3.8	12,850	2.7
Total	560,406	100.0	479,863	100.0

Note:

- (1) Include user acquisition and management services (e.g. mini-games development services and platform services) and IT solutions.

Digital goods-related services. Revenue from digital goods-related services increased by 14.3% from RMB383,105 thousand in 2022 to RMB438,072 thousand in 2023. Among them, revenue from digital goods-related services in the lifestyle segment saw a significant increase, while revenue from digital goods-related services in the games segments maintained stable growth. However, revenue from digital goods-related services in the leisure and entertainment segment declined slightly, revenue from digital goods-related services in the telecommunications segment declined significantly.

Physical goods-related services. Revenue from physical goods-related services increased by 74.9% from RMB27,126 thousand in 2022 to RMB47,441 thousand in 2023, primarily due to significant increase in revenue from physical goods-related services driven by the rapid development of corporate welfare business.

Value-added services. Our value-added services consist primarily of online store operation services and other value-added services. Revenue from online store operation services slightly decreased by 5.3% from RMB56,782 thousand in 2022 to RMB53,783 thousand in 2023. Revenue from our other value-added services increased by 64.3% from RMB12,850 thousand in 2022 to RMB21,110 thousand in 2023, primarily due to the increase in revenue from providing digital welfare platform services and marketing services.

Revenue by segment

We generate revenue from five business segments: (i) leisure and entertainment; (ii) games; (iii) telecommunications; (iv) lifestyle; and (v) corporate welfare. The following table sets forth revenue by segment in 2023 and 2022:

	For the year ended December 31,			
	2023		2022	
	RMB	%	RMB	%
	<i>(RMB in thousands, except for percentage)</i>		<i>(RMB in thousands, except for percentage)</i>	
Leisure and entertainment	250,974	44.8	267,441	55.7
Games	78,006	13.9	70,237	14.7
Telecommunications	17,241	3.1	29,755	6.2
Lifestyle	121,560	21.7	56,300	11.7
Corporate welfare	92,625	16.5	56,130	11.7
Total	560,406	100.0	479,863	100.0

The following table sets forth the GMV attributable to different segments for the years indicated:

	For the year ended December 31,			
	2023		2022	
	RMB	%	RMB	%
	<i>(RMB in thousands, except for percentage)</i>		<i>(RMB in thousands, except for percentage)</i>	
Leisure and entertainment	5,139,893	31.1	5,788,718	34.4
Games	3,091,306	18.7	1,575,086	9.4
Telecommunications	2,123,446	12.8	5,168,140	30.8
Lifestyle	5,368,886	32.5	3,697,251	22.0
Corporate welfare	813,755	4.9	566,335	3.4
Total	16,537,286	100.0	16,795,530	100.0

Leisure and entertainment. Revenue from the leisure and entertainment segment decreased by 6.2% from RMB267,441 thousand in 2022 to RMB250,974 thousand in 2023, primarily due to a decrease in digital goods transactions we facilitated in the video and audio leisure and entertainment. The GMV of leisure and entertainment digital goods transactions we facilitated decreased by 11.2% from RMB5,788,718 thousand in 2022 to RMB5,139,893 thousand in 2023.

Games. Revenue from the games segment increased by 11.1% from RMB70,237 thousand in 2022 to RMB78,006 thousand in 2023. The increased revenue from the games segment was mainly due to an increase in games-related digital goods transactions we facilitated as a result of our expansion of the sales channels in downstream. The GMV of games-related digital goods transactions we facilitated significantly increased by 96.3% from RMB1,575,086 thousand in 2022 to RMB3,091,306 thousand in 2023.

Management Discussion and Analysis

Telecommunications. Revenue from the telecommunications segment significantly decreased by 42.1% from RMB29,755 thousand in 2022 to RMB17,241 thousand in 2023, mainly due to (i) a decline in transaction volumes as a result of a general reduction in marketing expenses on multiple e-commerce platforms; and (ii) adjustments to the agency policies of telecom carriers, which resulted in lower commission rates and GMV of telecommunications digital goods transactions we facilitated. The GMV of telecommunications digital goods transactions we facilitated significantly decreased by 58.9% from RMB5,168,140 thousand in 2022 to RMB2,123,446 thousand in 2023.

Lifestyle. Revenue from the lifestyle segment significantly increased by 115.9% from RMB56,300 thousand in 2022 to RMB121,560 thousand in 2023, primarily due to a significant increase in digital goods transactions facilitated as a result of expanding the cooperation with some lifestyle brand owners and strengthening the cooperation with customers in downstream financial channel in 2023. The GMV of lifestyle digital goods transactions we facilitated increased by 45.2% from RMB3,697,251 thousand in 2022 to RMB5,368,886 thousand in 2023.

Corporate welfare. Revenue from the corporate welfare segment significantly increased by 65.0% from RMB56,130 thousand in 2022 to RMB92,625 thousand in 2023, primarily due to a significant increase in revenue from physical goods-related services driven by the rapid development of corporate welfare business. The GMV of the corporate welfare digital and physical goods transactions we facilitated increased by 43.7% from RMB566,335 thousand in 2022 to RMB813,755 thousand in 2023.

The following table sets forth the GMV attributable to our key operating entities:

	For the year ended December 31, 2023	
	GMV (RMB in thousands, except for percentage)	% of the Group's total GMV
Wuhan Fulu	6,391,896	38.7%
Tibet Fulu	5,650,225	34.2%
Xinjiang Fulu	1,106,668	6.7%
Wuhan Yiqiyou	970,878	5.9%
Wuhan Lishuo	729,374	4.4%
Beijing Fulu Fuxi	515,964	3.1%
Wuhan Souka	274,225	1.7%
Kashgar Yiqiwan	271,972	1.6%
Beijing Yiji Qifu Technology Co., Ltd.	238,859	1.4%
Hubei Kejin	144,731	0.9%
Wuhan Tianshi	52,700	0.3%
Beijing Fortune Travel Service Co., Ltd.	46,883	0.3%
Xinjiang Huluwa	38,644	0.2%
Wuhan Yilu	16,031	0.1%
Jiangxi Fulu Network Technology Co., Ltd.	9,564	0.1%
Henan Fulu Network Technology Co., Ltd.	8,855	0.1%
Hainan Fulu	8,034	0.0%
Tibet Huluwa	558	0.0%

COST OF SALES

Our cost of sales increased by 19.6% from RMB120,627 thousand in 2022 to RMB144,231 thousand in 2023, primarily due to (i) the increase in the commission service fee required to be paid for the digital goods transactions we facilitated; and (ii) the increase in the labor cost of the corresponding operational team and labor dispatch due to the development of live streaming projects and corporate welfare business.

Cost of Sales by Nature

The following table sets forth the components of cost of sales in 2023 and 2022:

	For the year ended December 31,			
	2023		2022	
	RMB	%	RMB	%
	<i>(RMB in thousands, except for percentage)</i>		<i>(RMB in thousands, except for percentage)</i>	
Commissions	43,484	30.1	40,164	33.3
Labor-related costs	89,689	62.2	71,469	59.2
Others ⁽¹⁾	11,058	7.7	8,994	7.5
Total	144,231	100.0	120,627	100.0

Note:

(1) Primarily include fixed-fees paid to digital goods sales channels and costs of server and software.

Commissions increased by 8.3% from RMB40,164 thousand in 2022 to RMB43,484 thousand in 2023, primarily due to the increase in the commission service fee required to be paid as a result of the increase in the digital goods transactions of the games category we facilitated.

Labour-related costs increased by 25.5% from RMB71,469 thousand in 2022 to RMB89,689 thousand in 2023, primarily due to the increase in the number of employees driven by the rapid development of lifestyle segment, games segment and corporate welfare segment, and the increase in labor costs due to the increase in labor dispatch services.

Other costs increased by 22.9% from RMB8,994 thousand in 2022 to RMB11,058 thousand in 2023, primarily due to the increase in service fees of the online stores operated and server hosting fees.

Management Discussion and Analysis

Cost of sale by segment

The following table sets forth segment cost of sales in 2023 and 2022:

	For the year ended December 31,			
	2023		2022	
	RMB	%	RMB	%
	(RMB in thousands, except for percentage)		(RMB in thousands, except for percentage)	
Leisure and entertainment	52,794	36.6	53,317	44.2
Games	31,858	22.1	24,854	20.6
Telecommunications	8,240	5.7	14,566	12.1
Lifestyle	41,338	28.7	20,955	17.4
Corporate welfare	10,001	6.9	6,935	5.7
Total	144,231	100.0	120,627	100.0

Leisure and entertainment. Cost of sales from the leisure and entertainment segment slightly decreased by 1.0% from RMB53,317 thousand in 2022 to RMB52,794 thousand in 2023. In particular, the leisure and entertainment segment paid higher expenses for service commissions and platform usage fees for consumer venues, while its operating team and labor dispatch labor costs decreased.

Games. Cost of sales from the games segment increased by 28.2% from RMB24,854 thousand in 2022 to RMB31,858 thousand in 2023, primarily due to (i) an increase in service commissions and platform usage fees charged by sales channels as a result of the higher GMV in games segment; and (ii) an increase in labor costs of game operation team and labor dispatch driven by the development of live streaming projects.

Telecommunications. Cost of sales from the telecommunications segment decreased by 43.4% from RMB14,566 thousand in 2022 to RMB8,240 thousand in 2023, primarily due to a corresponding decrease in commissions paid by us to e-commerce platforms as we facilitated less telecommunications-related digital goods transactions through e-commerce platforms.

Lifestyle. Cost of sales from the lifestyle segment increased by 97.3% from RMB20,955 thousand in 2022 to RMB41,338 thousand in 2023, primarily due to the increase in the cost of the life service operation team and the labor dispatchers.

Corporate welfare. Cost of sales from the corporate welfare segment increased by 44.2% from RMB6,935 thousand in 2022 to RMB10,001 thousand in 2023, primarily due to an increase in labor costs of the corporate welfare operation team driven by the rapid development of corporate welfare business.

GROSS PROFIT AND GROSS PROFIT MARGIN

The following table sets forth our gross profit and gross profit margin by each segment for the years ended December 31, 2023 and 2022:

	For the year ended December 31,			
	2023		2022	
	RMB	%	RMB	%
	<i>(RMB in thousands, except for percentage)</i>		<i>(RMB in thousands, except for percentage)</i>	
Leisure and entertainment	198,180	79.0	214,124	80.1
Games	46,148	59.2	45,383	64.6
Telecommunications	9,001	52.2	15,189	51.0
Lifestyle	80,222	66.0	35,345	62.8
Corporate welfare	82,624	89.2	49,195	87.6
Total	416,175	74.3	359,236	74.9

Our overall gross profits increased by 15.9% from RMB359,236 thousand in 2022 to RMB416,175 thousand in 2023, primarily driven by an increase in revenue from digital goods-related services, reflecting the business growth; and our gross profit margin decreased from 74.9% in 2022 to 74.3% in 2023, primarily due to a decrease in the gross profit margin of leisure and entertainment segment which accounts for the higher proportion of gross profit.

The gross profit from the leisure and entertainment segment decreased by 7.4% from RMB214,124 thousand in 2022 to RMB198,180 thousand in 2023, primarily due to the expansion of product categories and the reduction of marketing expenses by some customers.

The gross profit from the games segment increased by 1.7% from RMB45,383 thousand in 2022 to RMB46,148 thousand in 2023, mainly due to our expansion of the sales channels in downstream, contributed to the growth of GMV and revenue from digital goods in the gaming category.

The gross profit from the telecommunications segment decreased by 40.7% from RMB15,189 thousand in 2022 to RMB9,001 thousand in 2023, mainly due to a significant decrease in the GMV and revenue of telecommunications-related digital goods facilitated.

The gross profit from the lifestyle segment increased by 127.0% from RMB35,345 thousand in 2022 to RMB80,222 thousand in 2023, mainly due to our development of new lifestyle products categories and expansion of the cooperation with customers in downstream financial channel.

The gross profit from the corporate welfare segment increased by 68.0% from RMB49,195 thousand in 2022 to RMB82,624 thousand in 2023, mainly due to a significant increase in revenue from physical goods-related services driven by the rapid development of corporate welfare business market.

OTHER INCOME AND GAINS

Our other income and gains decreased by 13.3% from RMB43,519 thousand in 2022 to RMB37,744 thousand in 2023, mainly due to the change in tax incentive policies. The 2023 tax credit relates to input tax credits at 5% plus credits and 2022 input tax credits at 10% plus credits, which collectively resulted in a decrease in the 2023 tax credit.

SELLING AND DISTRIBUTION EXPENSES

Our selling and distribution expenses increased by 16.6% from RMB148,632 thousand in 2022 to RMB173,235 thousand in 2023, primarily due to (i) an increase in staff salary and welfare expenses as well as labor dispatch service fees, our staff salary and welfare expenses and labor dispatch service fees increased by 30.7% from RMB63,994 thousand in 2022 to RMB83,615 thousand in 2023, primarily due to the expansion of our new business, such as corporate welfare, which resulted in an increase in the number of business staff, and the increase in staff salary and welfare and labor dispatch service fees as a result of increasing labor dispatch services brought by upgrade of live streaming e-commerce business model and the growth of business; (ii) the business operation expenses, such as travel expenses and entertainment expenses, also increased due to our business expansion. These expenses increased by 114.1% from RMB11,324 thousand in 2022 to RMB24,241 thousand in 2023.

ADMINISTRATIVE EXPENSES

Administrative expenses increased by 10.3% from RMB98,994 thousand in 2022 to RMB109,211 thousand in 2023, primarily due to (i) expenditure on service fees for intermediaries increased by RMB4,176 thousand; (ii) an increase in amortization expense of intangible assets by RMB2,835 thousand; (iii) an increase in depreciation of right-of-use assets arising from office leases and short-term lease charges by RMB2,822 thousand; and (iv) an increase in hospitality expenses by RMB1,613 thousand.

RESEARCH AND DEVELOPMENT COSTS

Research and development costs decreased by 4.4% from RMB61,289 thousand in 2022 to RMB58,571 thousand in 2023, primarily due to lower server hosting fees and share-based payments for the development team.

NET PROVISION FOR IMPAIRMENT LOSSES ON FINANCIAL AND CONTRACT ASSETS

Impairment losses on financial and contract assets increased by 103.9% from RMB5,212 thousand in 2022 to RMB10,626 thousand in 2023, mainly because of the increased provision for impairment losses on accounts receivable from downstream consumers and increased provision for credit impairment losses on other receivables in accordance with accounting standards.

OTHER EXPENSES

Other expenses increased by 300.0% from RMB839 thousand in 2022 to RMB3,356 thousand in 2023, primarily due to the exchange gains and losses resulting from the exchange rate difference of foreign-currency funds, an increased of RMB2,012 thousand compared with the exchange loss in 2022.

OPERATING PROFIT

Our operating profit was RMB98,920 thousand in 2023, compared to operating profit of RMB87,789 thousand in 2022.

FINANCE COSTS

Finance costs increased by 135.6% from RMB1,510 thousand in 2022 to RMB3,558 thousand in 2023, mainly due to an increase in interest payments after an increase in interest-bearing bank loans.

Management Discussion and Analysis

PROFIT BEFORE TAX

After the deduction of finance costs, our profit before tax was RMB95,362 thousand in 2023, compared to a profit of RMB86,279 thousand in 2022.

INCOME TAX EXPENSES

The income tax expense was RMB15,233 thousand in 2023, while the income tax credit was RMB4,447 thousand in 2022, mainly due to the increase in the actual income tax expense payable as a result of the reversal of taxable temporary differences, and the growth in profits of some companies with higher tax burden rates.

PROFIT FOR THE YEAR

As a result of the foregoing, our profit for the year decreased by 11.7% from RMB90,726 thousand in 2022 to RMB80,129 thousand in 2023.

IMPORTANT EVENTS AFTER THE REPORTING PERIOD

After the end of the Reporting Period, the Company has no important events.

RECONCILIATION OF NON-IFRS MEASURES TO THE NEAREST IFRSs MEASURES

To supplement our consolidated financial statements which are presented in accordance with IFRSs, we use a non-IFRS measure, adjusted profit for the year, which is not required by, or presented in accordance with, IFRSs. We believe that such non-IFRS measure facilitates comparisons of operating performance from period to period and company to company by eliminating projects that our management does not consider to be indicative of our operating performance. We believe that this measure provides useful information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management. However, our presentation of adjusted profit for the year may not be comparable to similarly titled measures presented by other companies. The use of such non-IFRS measure has limitations as an analytical tool, and investors should not consider it in isolation from, or as substitute for analysis of, our results of operations or financial position as reported under IFRSs.

We defined adjusted profit attributable to owners of the parent for the year as profit attributable to owners of the parent for the year by adding back listing expenses, foreign exchange gains and losses and share-based payment expenses. The following table reconciles our adjusted profit attributable to owners of the parent for the year presented to the most directly comparable financial measure calculated and presented in accordance with IFRSs:

	For the year ended December 31,	
	2023 (RMB'000)	2022 (RMB'000)
Profit attributable to owners of the parent for the year	91,614	97,881
Adjustments:		
Listing expenses	–	1,550
Share-based payment	6,336	16,079
Foreign exchange gains and losses	2,012	(432)
Non-IFRS measure adjusted profit attributable to owners of the parent for the year	99,962	115,078

OTHER FINANCIAL INFORMATION

Capital structure

The Company continued to maintain a healthy and sound financial position. Our total assets increased from RMB1,575,477 thousand as at December 31, 2022 to RMB1,762,633 thousand as at December 31, 2023, while our total liabilities increased from RMB365,095 thousand as at December 31, 2022 to RMB505,281 thousand as at December 31, 2023.

As at December 31, 2023, the Group has pledged certificates of deposit in the amount of RMB20,000 thousand. The Group has no charges on assets.

During the Reporting Period, the Board has granted 2,173,843 new Shares to RSU nominees pursuant to the general mandate of 2021 Share Award Scheme and the general mandate approved on 2022 annual general meeting, the allotment and issuance of which was completed on June 29, 2023. For details, please refer to the Company's announcements dated June 2 and June 29, 2023.

As at December 31, 2023, the Company had 408,640,887 issued Shares.

Liquidity and capital resources

Our principal sources of liquidity were cash from operations, and bank loans and other borrowings. As at December 31, 2023, we had cash and cash equivalents of RMB147,347 thousand, which were mainly denominated in Renminbi. Going forward, we believe that our liquidity requirements will be satisfied by using a combination of cash generated from our operations, bank loans, net proceeds from the Global Offering and other funds raised from capital markets from time to time, when necessary. In order to achieve better risk control, we have put in place relevant policies on cash and finance management and implemented strictly. We will regularly review our liquidity and financing needs.

The following table sets forth a summary of our net cash flow for the years ended December 31, 2023 and 2022:

	For the year ended December 31,	
	2023 (RMB'000)	2022 (RMB'000)
Cash and cash equivalents at beginning of year	149,825	209,445
Cash (used in)/generated from operations	(33,670)	27,988
Income tax paid	(16,234)	(5,505)
Net cash (used in)/from operating activities	(49,904)	22,483
Net cash from/(used in) investing activities	1,525	(22,406)
Net cash from/(used in) financing activities	45,664	(59,867)
Net decrease in cash and cash equivalents	(2,715)	(59,790)
Effect of foreign exchange gains and losses	237	170
Cash and cash equivalents at end of year	147,347	149,825

Management Discussion and Analysis

Net cash used in operating activities

Net cash used in operating activities for the year ended December 31, 2023 was RMB49,904 thousand, primarily attributable to profit before taxation of RMB95,362 thousand, as adjusted by:

- (a) non-cash and non-operating items, which primarily comprised RMB6,336 thousand of share-based payment expenses, RMB8,363 thousand of depreciation of right-of-use assets, RMB2,404 thousand of depreciation of fixed assets and RMB6,223 thousand of amortisation of intangible assets; and
- (b) changes in working capital, which primarily comprised:
 - (i) an increase of RMB106,929 thousand in prepayments, other receivables and other assets, primarily driven by the business growth from the lifestyle segment and games segment, which resulted in the increase in the funding for digital goods inventory and stocking;
 - (ii) an increase of RMB64,742 thousand in trade receivables and contract assets, primarily driven by the growth in transactions in the digital goods business and the rapid growth in the corporate welfare business, and an increase in large corporate customers, as well as the long credit period of the expanded financial channel customer business;
 - (iii) an increase of RMB16,138 thousand in trade payables, primarily due to the business growth from lifestyle segment and the new corporate welfare segment business, and the extension of business credit period; and
 - (iv) an increase of RMB54,682 thousand in other payables and accruals, primarily due to an increase in receipts of prepayments from downstream customers under the goods sales channels.

Net cash from investing activities

Net cash from investing activities for the year ended December 31, 2023 was RMB1,525 thousand, comprising mainly (i) purchase of financial products of RMB68,000 thousand; (ii) addition to intangible assets of RMB11,359 thousand; (iii) acquisition of fixed assets of RMB3,850 thousand; and partially offset by (iv) proceeds from disposal of financial products of RMB83,000 thousand; and (v) interest received of RMB3,806 thousand.

Net cash from financing activities

Net cash from financing activities for the year ended December 31, 2023 was RMB45,664 thousand, comprising mainly (i) new bank and other borrowings of RMB814,209 thousand; (ii) repayment of bank and other borrowings of RMB714,557 thousand; (iii) payment of interest related expenses of RMB3,558 thousand; (iv) payment of rental amounts of right-of-use assets of RMB8,737 thousand; and (v) dividends paid of RMB42,863 thousand.

Capital expenditures

Our capital expenditures principally consist of expenditures for the purchases of property, plant and equipment and intangible assets. Our capital expenditures decreased by 5.3% from RMB16,058 thousand for the year ended December 31, 2022 to RMB15,209 thousand for the year ended December 31, 2023, primarily due to the decrease in expenditure on office renovation, purchase of office furniture, computers and intangible assets for the year ended December 31, 2023.

Indebtedness, off-balance sheet commitment and contingent liabilities

As at December 31, 2023, our total indebtedness amounted to RMB505,281 thousand (RMB365,095 thousand as at December 31, 2022), of which our interest-bearing indebtedness included lease liabilities of RMB11,812 thousand and interest-bearing bank and other borrowings of RMB139,652 thousand. As at December 31, 2023, our bank and other borrowings were all denominated in RMB. For the year ended December 31, 2023, our bank loans and other borrowings were interest-bearing at rates ranging from 3.55% to 4.80% per annum (for the year ended December 31, 2022: ranging from 4.35% to 4.80%).

As at December 31, 2023, we did not have any off-balance sheet arrangements and material contingent liabilities.

Significant investments held

For the year ended December 31, 2023, we did not have any significant investments.

Material acquisitions, disposals and future plans of subsidiaries and affiliated companies

For the year ended December 31, 2023, we did not have any material acquisitions or disposals of subsidiaries or affiliated companies.

In addition to the above, we disposed of 51% of the equity interest in our subsidiary, CIZI Wireless (Beijing) Technology Co., Ltd. in October 2023.

Gearing ratio

As at December 31, 2023, we did not have any net debt, as the Group's cash and cash equivalents were much more than its interest-bearing borrowings. As such, the gearing ratio (calculated as net debt divided by total equity plus net debt of the Group) did not apply to us.

Pledge of assets

As at December 31, 2023, the Group has pledged certificates of deposit in the amount of RMB20,000 thousand. The Group has no charges on assets.

Foreign exchange risk management

We mainly carry out our operations in the PRC with most transactions settled in Renminbi. As at December 31, 2023, our cash and cash equivalent balance was mainly denominated in Renminbi. Our management considers that the principal business is not exposed to significant foreign exchange risk as there are no significant financial assets or liabilities denominated in the currencies other than the respective functional currencies of our entities, but some of our funding raised in Hong Kong is subject to foreign exchange risk.

Future plans for material investments and capital assets

As at December 31, 2023, we did not have other plans for material investments and capital assets.

RELATIONSHIP WITH STAKEHOLDERS

Employee and remuneration policy

As at December 31, 2023, we had 976 employees, all of whom were based in the PRC.

Our success depends on our ability to attract, retain and motivate qualified personnel. As part of our human resources strategy, we offer employees competitive remuneration packages, which generally include basic wages, variable wages, bonuses and other benefits.

We participate in employee benefit plans mandated by the PRC government, including basic pension insurance, work-related injury insurance, maternity insurance, basic medical insurance, and unemployment insurance and housing provident fund scheme. We must contribute to employee benefit plans based on specified percentages of the total remuneration of our employees up to a maximum amount specified by local governmental authorities.

Customers

Our customers primarily include digital goods vendors, from whom we earn commissions on facilitating sales of their products through our platform. Our customers also include digital goods vendors and digital goods sales channels that use our ancillary value-added services for which we charge fees on a case-by-case basis.

Suppliers

Our suppliers primarily include (i) digital goods sales channels, who charge us commissions; and (ii) data storage and server hosting providers. We select suppliers based on a number of factors, including their user base, market share and reputation.

Directors and Senior Management

As of the Latest Practicable Date, the composition of Directors and senior management is as follows:

DIRECTORS

Executive Directors

Mr. Fu Xi, 35, is the Chairman, executive Director and chief executive officer of the Company. He was appointed as an executive Director on October 31, 2019 upon the incorporation of the Company. Mr. Fu is also the chairman of the Nomination Committee of the Board. Mr. Fu is responsible for the Company's strategies, corporate culture and oversees the senior management. He has held directorships in several subsidiaries of the Group, including as the executive director of Wuhan Fulu since March 2009, Tibet Huluwa since May 2019 and Tianjin Ruyi since December 2023. Mr. Fu was previously an executive Director of Xinjiang Fulu, Tibet Fulu, Wuhan Lishuo, Hubei Kejin and Xinjiang Huluwa.

Mr. Fu has over 10 years of management and operation experience in the IT industry.

Mr. Fu graduated from Zhongnan University of Economics and Law (中南財經政法大學) in Wuhan, PRC in June 2009 and majored in computer information management.

Mr. Zhang Yuguo, 37, is an executive Director and the senior vice president of the Group. He joined the Group as the vice president in May 2009 and was appointed as an executive Director on October 31, 2019 upon the incorporation of the Company. He has served as the executive director and general manager of Kashgar Yiqiwan since March 2017. Mr. Zhang is mainly responsible for managing the open platform business division. In particular, he is in charge of the operation of the Group's Fulu Open Platform as well as the operation and development of the Group's e-commerce business relating to telecommunications, online games, leisure and entertainment, lifestyle services and membership cards and coupons. Mr. Zhang served as the executive director in Wuhan Yilu from August 2019 to September 2023.

Mr. Zhang has over 10 years of management and operation experience in the IT industry.

Mr. Zhao Bihao, 43, is an executive Director and the senior vice president of the Group. He was appointed as an executive Director on October 31, 2019. He was appointed as the senior vice president of the Group in April 2013 and is primarily responsible for the branding, marketing, as well as investment business of the Group.

Mr. Zhao has over 15 years of management and operation experience in market operations and promotion. From October 2005 to March 2013, Mr. Zhao was a promotion director of Perfect World Co., Ltd. (完美世界股份有限公司) ("Perfect World", a company listed on the Shenzhen Stock Exchange with the stock code of 002624, primarily engaging in development, production and marketing of online games, TV shows and movies), responsible for promoting and marketing.

Mr. Zhao received his associate degree in computer science from Wuhan University of Science and Technology (武漢科技大學) in Wuhan, Hubei Province, the PRC in July 2002.

Independent non-executive Directors

Mr. Li Wai Chung, 46, is an independent non-executive Director and also the chairman of the Audit Committee of the Board. He was appointed as an independent non-executive Director on January 11, 2020.

Mr. Li has been an independent non-executive director and the chairman of the audit committee of the board of directors of Taizhou Water Group Co., Ltd. (台州市水務集團股份有限公司) (a company listed on the Stock Exchange with the stock code of 1542) since June 2019.

Directors and Senior Management

Mr. Li has served as the vice chairman of the second session of the council of the Financial Investment Branch of Chinese Association of Plastics and Aesthetics since July 2023. Mr. Li has served as an executive director and a chief financial officer of Tyfon Culture Holdings Limited (泰豐文化控股有限公司) since June 2020. He has also served as the general manager of Shenzhen Youxin Consulting Management Co., Ltd. (深圳友信顧問管理有限公司) from October 2017 to June 2020. From October 2017 to October 2018, he worked at Shanghai Yongxuan Venture Capital Management Co., Ltd. (上海永宣創業投資管理有限公司). From August 2016 to September 2017, he worked at Lens International (HK) Limited (藍思國際(香港)有限公司), the holding company of Lens Technology Co., Ltd (藍思科技股份有限公司) (a company listed on the Shenzhen Stock Exchange with the stock code of 300433), as the general manager of investment department, mainly responsible for managing investment projects of the company and formulating investment strategies. From April 2006 to July 2016, he worked at Shanghai Prime Machinery Co., Ltd. (上海集優機械股份有限公司) (a company once listed on the Stock Exchange from April 2006 to January 2021, now as the subsidiary of Shanghai Electric Group Company Limited (上海電氣集團股份有限公司), a company listed on the Stock Exchange with the stock code of 2727) as the vice president, secretary of the board, assistant president, company secretary and qualified accountant. He was an audit manager of Deloitte China (including Deloitte Touche Tohmatsu Hua Yong CPA and Hong Kong Deloitte Touche Tohmatsu) from October 2005 to April 2006.

Mr. Li received a bachelor's degree in business administration, majoring in accounting and finance, from University of Hong Kong in November 2000 and a master's degree in business administration from University of Hong Kong in November 2013. Mr. Li is a fellow member of the Association of Chartered Certified Accountant. He is also a member of The Hong Kong Institute of Certified Public Accountants and holds the chartered accountant qualifications from the Institute of Chartered Accountants in England and Wales.

Ms. Wang Yuyun (王雨雲) (alias Wang Yuyun (王雨蘊)), 46, is an independent non-executive Director and also the chairman of the Remuneration Committee of the Board. She was appointed as an independent non-executive Director on January 11, 2020.

In December 2004, Ms. Wang joined Perfect World when it was founded. From December 2004 to January 2008, Ms. Wang worked at Perfect World (Beijing) Network Technology Co., Ltd. (完美世界(北京)網絡技術有限公司) as the director of marketing center. From January 2008 to September 2014, she served as the vice president and the official spokesperson of Perfect World. Concurrently, she has been the legal representative and chairman of Perfect World Education Investment Co., Ltd. (完美世界教育投資公司) ("Perfect World Education") since February 2014. She has served as the senior vice president and chief spokesperson of Perfect World as well as the legal representative and chairman of Perfect World Education and Perfect World Education Technology (Beijing) Co., Ltd (完美世界教育科技(北京)有限公司), respectively, since September 2014. Currently, she is mainly responsible for the Group's sustainable development and cooperation business group in Perfect World, providing direction and mechanism for the comprehensive realization of the Group's social values and sustainable development strategy. The business that she is in charge of involves corporate social responsibility and corporate culture, public affairs, strategic cooperation and brand building, and releasing various official information to the public and the media on behalf of Perfect World. At the same time, it is fully responsible for the operation and management of Perfect World Education.

Ms. Wang received a doctor's degree in business administration from University of Nice in France in April 2018 and an EMBA degree from National University of Singapore in Singapore in June 2012.

Directors and Senior Management

Mr. Wong Sincere, 59, is an independent non-executive Director. He was appointed as an independent non-executive Director on January 11, 2020.

Mr. Wong has served as an independent non-executive director of U Banquet Group Holding Limited (譽宴集團控股有限公司) (now known as Net-a-Go Technology Company Limited (網譽科技有限公司), a company listed on the Stock Exchange with the stock code of 1483) and Jinmao property services Co., Ltd. (金茂物業服務發展股份有限公司) (a company listed on the Stock Exchange with the stock code of 00816), since September 2018 and March 2022, respectively.

Mr. Wong has been the founding partner of Wong Heung Sum & Lawyers (黃香沈律師事務所) (formerly known as Sincere Wong & Co. (黃誠思律師事務所)) since May 2016. From August 2017 and October 2023, Mr. Wong served as an independent non-executive director of Bank of Gansu Co., Ltd (甘肅銀行股份有限公司) (a company listed on the Stock Exchange with the stock code of 2139). From August 2011 to April 2016, Mr. Wong worked at the Listing Department of Hong Kong Exchanges and Clearing Limited (the "Hong Kong Exchange"), and he served as a vice president at the time of his departure from the Hong Kong Exchange, primarily responsible for reviewing IPO applications and making recommendations to the Listing Committee. From July 2010 to May 2011, he served as the vice president of legal department and company secretary of Sateri Holdings Limited (賽得利控股有限公司) (subsequently renamed Bracell Limited, a company listed on the Stock Exchange with the stock code of 1768). Bracell Limited was delisted by way of privatization in October 2016. From November 2006 to June 2010, he served as the chief legal officer of SOCAM Development Limited (瑞安建業有限公司), a company listed on the Stock Exchange with the stock code of 983). From February 2005 to November 2006, he served as the in-house legal counsel of China Resources Enterprise, Limited (華潤創業有限公司) (now known as China Resources Beer (Holdings) Company Limited (華潤啤酒(控股)有限公司), a company listed on the Stock Exchange with the stock code of 291). From September 1996 to January 2005, he served as the in-house legal counsel of Hutchison Whampoa Group (和記黃埔集團).

Mr. Wong received his bachelor's degree in social science from The Chinese University of Hong Kong in December 1986. Mr. Wong passed the Common Professional Examination at Wolverhampton Polytechnic (now known as University of Wolverhampton) in July 1990, and the Solicitors' Final Examination of the Law Society of England and Wales with first class honours in October 1991. Subsequently, he has been a solicitor of the High Court of Hong Kong in October 1993 and a solicitor of the Supreme Court of England & Wales in February 1994, respectively. Mr. Wong was admitted as a lawyer in the Guangdong-Hongkong-Macao Greater Bay Area in September 2022.

SENIOR MANAGEMENT

The senior management team of the Group, in addition to the executive Directors listed above, has the following members:

Mr. Mao Feng, 45, has been the chief financial officer and vice president of the Group since January 11, 2020. He has been responsible for the Group's financial management, financing and investor relations since he joined the Group in July 2018. He served as an executive Director from January 11, 2020 to May 30, 2023. From September 18, 2020 to September 15, 2023, he served as a joint company secretary.

Mr. Mao has nearly 20 years of experience in accounting and finance. Prior to joining the Group, Mr. Mao was a partner of Asia Pacific CPA (Group) Co., Ltd. (亞太(集團)會計師事務所) from March 2015 to June 2018. From December 2013 to March 2015, he worked at Ruihua Certified Public Accountants (瑞華會計師事務所). From August 2010 to January 2013, Mr. Mao served as the vice general manager in Shanghai Chengqi Business Consulting Co., Ltd (上海誠齊商務諮詢有限公司). From September 2006 to December 2008, he served as the finance manager of Shanghai Maoyuan Garment Co., Ltd. (上海懋源製衣有限公司). From July 2001 to September 2006, he worked at Deloitte Touche Tohmatsu Hua Yong Certified Public Accountants LLP (德勤華永會計師事務所).

Mr. Mao received his bachelor's degree in accounting from Shanghai University of Finance and Economics (上海財經大學) in Shanghai, PRC in July 2001.

Directors and Senior Management

Mr. Chen Tianjun, 41, has been the vice president of the Group since April 2017, responsible for the new business development of the business department and cooperation with various major platforms.

Prior to joining the Group, Mr. Chen has been running his own business through three companies, namely Shanghai Fire Beast Network Technology Co., Ltd. (上海火獸網絡科技有限公司) since August 2014, Hangzhou Yingxiang Network Technology Co., Ltd. (杭州鷹翔網絡科技有限公司) since April 2016 and Hangzhou Cool Land Magic Technology Co., Ltd. (杭州酷境魔視科技有限公司) since August 2016. He served as the legal representative and chief executive officer of these three companies. From May 2008 to August 2016, he served as the manager of Taobao (China) Software Co., Ltd. (淘寶(中國)軟件有限公司), responsible for the virtual product business. From November 2002 to March 2003 and from August 2003 to May 2004, he worked at Shanghai Shengda Network Development Co., Ltd. (上海盛大網絡發展有限公司), a company previously listed on Nasdaq and delisted from Nasdaq in 2012). From April 2003 to July 2003 and from June 2004 to November 2007, he worked at Shengqu Information Technology (Shanghai) Co., Ltd. (盛趣信息技術(上海)有限公司).

Mr. Chen graduated from Yancheng Institute of Technology (鹽城工學院) in Yancheng, the PRC in July 2002. In January 2006, he received his diploma degree in administrative management from Shanghai TV University (上海電視大學) through long-distance and part-time study.

Mr. Ren Wei, 47, has been the chief technology officer of the Group since November 2019, responsible for technical reserves, development and implementation of technological strategies, and management of research team of the Group. He joined the Group in November 2011 as the manager of our R&D department.

Prior to joining the Group, Mr. Ren has over 11 years of working experience in computer technology companies, including: Wuhan Chaojiwanjia Technology Co., Ltd. (武漢超級玩家科技股份有限公司) (formerly known as Wuhan Chaowan Online Technology Co., Ltd. (武漢超玩在線科技有限公司)), a company primarily engaged in the research and development of online games, from February 2009 to September 2011; Baofuda Technology (Wuhan) Co., Ltd. (保富達科技(武漢)有限公司), a company primarily involved in the development of computer software, from March 2008 to February 2009; Shenzhen Huolitianhui Technology Co., Ltd. (深圳市活力天匯科技股份有限公司), a company primarily involved in internet retail services, from September 2006 to March 2008; and Wuhan Huanda Technology Development Co., Ltd. (武漢市環大科技開發有限公司), a company primarily involved in computer engineering, bioengineering and chemical engineering, from August 2001 to August 2006.

Mr. Ren received his bachelor's degree in computer software from Hubei University (湖北大學) in Wuhan, the PRC in July 1998.

Mr. Ding Zhigang, 42, has been the vice president of the Group since November 2019 and is responsible for managing the Group's Open Platform Business division – the Customer Development Centre, and focuses on the development and service of To-B customers.

Prior to joining the Group, Mr. Ding had served four companies. From March 2019 to October 2019, he held the position of chief operating officer at Basestonedata (小象優品), a leading phase e-commerce company, where he was in charge of the work related to the group's operation. From February 2012 to January 2019, he held the position of data analysis specialist and senior operations specialist at Alipay, focusing on membership operations. From May 2010 to January 2012, he held the position of senior consultant at Hua Analysis Technology (Shanghai) Co., Ltd. (華院分析技術(上海)有限公司), a leading domestic consulting company specializing in the telecommunications industry. From July 2007 to May 2010, he served as a senior marketing analysis manager at China Mobile Communications Group Co., Ltd. (中國移動通信集團有限公司), Guangdong Branch.

Mr. Ding graduated from Huazhong University of Science and Technology (華中科技大學) in Wuhan, the PRC, with a Master's degree in Economics in July 2007.

Directors and Senior Management

Mr. Huang Tao, 37, joined the Group in August 2018 and is responsible for the Company's upstream brand cooperation and strategic cooperation with e-commerce platforms. From August 2021 to May 2023, he is responsible for the Open Platform Business division – the Supply Chain Centre, focusing on Fulu's upstream supply chain construction.

Prior to joining the Group, from May 2016 to July 2018, Mr. Huang served at Wuhan Yongle Yunshang E-Commerce Company Limited (武漢永樂雲商電子商務有限公司) as the vice president of the company, responsible for managing the communications business division and developing digital virtual services of operators. From September 2008 to January 2016, he served at Beijing Gaoyang Jiexun Information Technology Company Limited (北京高陽捷迅信息技術有限公司) (a company which was owned by Gohigh (高鴻股份), a listed on the Shenzhen Stock Exchange (Stock Code: 000851) in 2013), where he was engaged in marketing-related business. Before his departure, he was the executive deputy general manager of the Regional Development Centre, responsible for managing a nationwide marketing team of about 300 people, building an offline virtual service scenes and launching an offline digital virtual convenience platform.

Mr. Huang graduated from Wuhan Polytechnic (武漢職業技術學院) in Wuhan, the PRC in 2007, majoring in computer software and information management.

CHANGES TO SENIOR MANAGEMENT

Ms. Yu Suhua has resigned as the vice president of the Group with effect from April 26, 2023, Mr. Xu Jian has resigned as the vice president of the Group with effect from December 20, 2023 and Mr. Shui Yingyu has resigned as the senior vice president of the Group with effect from March 28, 2024.

Directors' Report

The Board is pleased to present its report together with the audited consolidated financial statements of the Group for the Reporting Period.

THE LISTING

The Company is a limited liability company incorporated in the Cayman Islands on October 31, 2019. The Shares were listed on the Stock Exchange on September 18, 2020. The offer price has been determined at HK\$8.90 per offer share (exclusive of brokerage of 1%, the Securities and Futures Commission transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%). The Global Offering of the Company constitutes 100,000,000 Shares.

ISSUE OF NEW SHARES

Pursuant to the 2021 Share Award Scheme, the Company completed the issuance pursuant to the general mandate of 3,315,928 new Shares to RSU nominees on September 10, 2021, 3,151,116 new Shares to RSU nominees on June 13, 2022, and 2,173,843 new Shares to RSU nominees on June 29, 2023.

As of December 31, 2023, the Company had 408,640,887 issued shares.

PRINCIPAL BUSINESS

The Company is a leading third-party digital goods and services platform operator in China. The platform of the Company connects digital goods vendors and digital goods sales channels. We generate revenues from providing "business to business" (B2B) services to digital goods vendors and sales channels, including (i) facilitating digital goods transactions between digital goods vendors and digital goods sales channels; and (ii) providing value-added services such as operating online stores for digital goods vendors. Businesses of major subsidiaries are set out in Note 1 to the financial statements of this annual report.

RESULTS

Results of the Group for the year ended December 31, 2023 are set out in the consolidated statement of comprehensive income of this annual report.

DIVIDEND POLICIES AND FINAL DIVIDENDS

The Company is a holding company incorporated under the laws of the Cayman Islands. As a result, the payment and amount of any future dividend will depend on the availability of dividends received from its subsidiaries. PRC laws require that dividends may only be paid out of the after-tax profit for the year calculated according to PRC accounting principles, which differ in many aspects from the generally accepted accounting principles in other jurisdictions, including the IFRSs. PRC laws also require foreign-invested enterprises to set aside at least 10% of its after-tax profits as the statutory common reserve fund until the cumulative amount of the statutory common reserve fund reaches 50% or more of such enterprises' registered capital, if any, to fund its statutory common reserves. The foreign-owned enterprise may also, at its discretion, allocate a portion of its after-tax profits based on PRC accounting principles to a discretionary reserve fund. These statutory common reserve funds and discretionary funds are not available for distribution as cash dividends. Dividend distribution to Shareholders is recognized as a liability in the period in which the dividends are approved by Shareholders or Directors, where appropriate. Under Cayman Islands law, dividends may be distributed from (a) profits (current period or retained) or (b) share premium. The Articles of Association has not determined the dividend distribution ratio.

Directors' Report

The Board is responsible for submitting proposals for dividend payments to the Shareholders' general meeting for approval. The determination of whether to pay a dividend and in which amount is based on our results of operations, cash flow, financial condition, future business prospects, statutory and regulatory restrictions and other factors that the Board deems relevant.

The Board has resolved not to recommend the payment of a final dividend for the year ended December 31, 2023. For further details, please refer to the Company's announcement dated March 28, 2024 in relation to the change in shareholders' return plan.

BUSINESS REVIEW

The business review and performance analysis of the Group for the Reporting Period and the indication of likely future development in the Company's business are set out in the sections headed "Chairman's Statement", "Management Discussion and Analysis" and "Corporate Governance Report" of this annual report.

The principal risks and uncertainties faced by the Company are set out in the "Corporate Governance Report" of this annual report. The analysis using financial key performance indicators are set out in the "Financial Summary" of this annual report. The Company's relationship with its stakeholders is set out in the "Management Discussion and Analysis" of this annual report.

ENVIRONMENTAL PERFORMANCE AND POLICIES

The Company attaches great importance to environmental protection and resource conservation, and continuously pays attention to the impact of its business operations on the environment. The Company is committed to maintaining the common development of economy, environment and society, and promoting awareness of environmental protection and resource conservation in its daily operations. The Group had adopted various electricity-saving, water-saving and carbon emission reduction management measures, including management over air conditioning temperature setting, paperless office construction and timely maintenance of water equipment, thereby improving efficiency and minimizing resource consumption. The Company is in compliance with relevant environmental laws and regulations, including but not limited to the Environmental Protection Law of the People's Republic of China (《中華人民共和國環境保護法》), Atmospheric Pollution Prevention and Control Law of the People's Republic of China (《中華人民共和國大氣污染防治法》), Water Pollution Prevention and Control Law of the People's Republic of China (《中華人民共和國水污染防治法》), Law of the People's Republic of China on the Prevention and Control of Environment Pollution Caused by Solid Wastes (《中華人民共和國固體廢物污染環境防治法》) and is not aware of any environmental-related violations during the Relevant Period.

For details of the Company's environmental policies and performance, the compliance with the relevant laws and regulations and the relations with its employees, suppliers and customers, please refer to the Environmental, Social and Governance Report of the Company for the year ended December 31, 2023 (the "Current ESG Report") published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the Company's website (<http://www.fulu.com>) according to the Listing Rules. If you wish to receive the printed version of this Environmental, Social and Governance Report, you may send your request in writing to the headquarters of the Company at 2nd Floor, Building B2, Optics Valley Financial Port, No. 77 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, the PRC to the attention of the Investor Relations Center.

Directors' Report

USE OF NET PROCEEDS FROM THE LISTING

The net proceeds from the Listing are approximately HK\$803.42 million, net of underwriting fees, commissions and related total expenses paid and payable in connection thereto.

During the Reporting Period, the Company gradually utilized the net proceeds for the purposes consistent with those set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus. The following table sets forth the use of the net proceeds and fund balances as at December 31, 2023:

No.	Use	The net proceeds (HK\$ million)	Fund balances as of January 1, 2023 (HK\$ million)	Utilized amount during the year (HK\$ million)	Fund balances as of December 31, 2023 (HK\$ million)	Utilized amount from the Listing Date up to December 31, 2023 (HK\$ million)	Expected timeline of application of remaining net proceeds
1.	To facilitate digital goods transactions for more digital goods vendors and increase the varieties of digital goods transactions we facilitate;	241.03 (representing approximately 30% of total net proceeds)	-	-	-	241.03	N/A
2.	To increase the number of our digital goods sales channel partners;	160.68 (representing approximately 20% of total net proceeds)	-	-	-	160.68	N/A
3.	To develop our value-added services, such as membership management and interactive advertising services, virtual employee benefit services for enterprise customers, game leveling and companion services and professional game account leasing services;	160.68 (representing approximately 20% of total net proceeds)	-	-	-	160.68	N/A
4.	For potential acquisitions of businesses and assets complementary to our business, including companies in games-related industries; and	160.68 (representing approximately 20% of total net proceeds)	160.68	-	160.68	-	on or before December 31, 2025*
5.	To fund working capital and other general corporate purposes	80.35 (representing approximately 10% of total net proceeds)	-	-	-	80.35	N/A
		803.42	160.68	-	160.68	642.74	

* The delay in the expected timeline is due to the fact that the Company has not yet identified suitable acquisition targets.

Directors' Report

As a wholly foreign-owned enterprise, we will need to make capital contributions and loans to our PRC subsidiaries or through loans to our Consolidated Affiliated Entities such that the proceeds of the Listing can be used in the manner described above. Such capital contributions and loans are subject to a number of limitations and approval processes under PRC laws and regulations. There are no costs associated with registering loans or capital contributions with relevant PRC authorities, other than nominal processing charges. Under PRC laws and regulations, the PRC governmental authorities are required to process such approvals, filings or registrations or deny our application within a prescribed period, such period generally shall be less than 90 days. The actual time taken, however, may be longer due to administrative delay. We cannot assure you that we can obtain the approvals from the relevant governmental authorities, or complete the registration and filing procedures required to use proceeds from the Global Offering, in each case on a timely basis, or at all. As PRC regulation of loans and direct investment by wholly foreign-owned enterprise to PRC entities may delay or prevent us from using the proceeds of the Listing to make loans or additional capital contributions to our PRC Holdcos or Consolidated Affiliated Entities, this could materially and adversely affect our liquidity and our ability to fund and expand our business.

MAJOR CUSTOMERS AND SUPPLIERS

Major customers

For the year ended December 31, 2023, top five customers of the Group accounted for approximately 22.8% (2022: 38.9%) of total revenue of the Group with the largest customer accounted for approximately 10.5% (2022: 14.6%) of total revenue of the Group.

Major suppliers

For the year ended December 31, 2023, top five suppliers of the Group accounted for approximately 20.7% (2022: 31.0%) of total purchases of the Group with the largest supplier accounted for approximately 4.5% (2022: 11.8%) of total purchases of the Group.

To the best of the Directors' knowledge, for the year ended December 31, 2023 and as at the date of this annual report, none of the Directors and their respective associates or any Shareholders who hold more than 5% of the issued share capital of the Company are interested in our major customers and suppliers.

PROPERTY, PLANT AND EQUIPMENT

Details of changes in property, plant and equipment of the Group during the Reporting Period are set out in Note 13 to the financial statements of this annual report.

SHARE CAPITAL

Details of changes in share capital of the Group during the Reporting Period are set out in Note 26 to the financial statements of this annual report.

RESERVES

Details of changes in reserves of the Group during the Reporting Period are set out on page 75 to page 76 of the consolidated statement of changes in equity.

DISTRIBUTABLE RESERVES

As of December 31, 2023, distributable reserves of the Group amounted to approximately RMB521,526 thousand.

BANK LOANS AND OTHER BORROWINGS

Details of the Group's bank loans and other borrowings as of December 31, 2023 are set out in Note 25 to the financial statements of this annual report. The term of the bank loan represents current loans. As of December 31, 2023, the total credit granted by the bank amounted to RMB290,000 thousand and the residual credit line amounted to RMB180,280 thousand. The Group did not utilize financial instruments for hedging purposes during the Reporting Period.

DIRECTORS

The Directors during the Reporting Period and up to the date of this annual report include:

Executive Directors

Mr. Fu Xi (符熙) (*Chairman and chief executive officer*)
 Mr. Zhang Yuguo (張雨果)
 Mr. Zhao Bihao (趙筆浩)
 Mr. Mao Feng (茅峰) (Retired on May 30, 2023)
 Mr. Shui Yingyu (水英聿) (Resigned on November 14, 2023)

Independent non-executive Directors

Mr. Li Wai Chung (李偉忠)
 Ms. Wang Yuyun (王雨雲) (alias Wang Yuyun (王雨蘊))
 Mr. Wong Sincere (黃誠思)

In accordance with Article 109 of the Articles of Association, Mr. Zhang Yuguo and Mr. Zhao Bihao shall retire by rotation at the AGM. All of them, being eligible, offer themselves for re-election thereat. Details of the Directors to be re-elected at the AGM are set out in the circular to be dispatched to the Shareholders before the AGM.

DIRECTORS AND SENIOR MANAGEMENT

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

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors, and the Company considers such Directors to be independent during the Reporting Period.

DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

Each of the executive Directors has entered into a service contract with the Company. Pursuant to this contract, they agreed to act as executive Directors, for a term of three years with effect from the date of their appointment, subject to the provisions of retirement and rotation of the Directors under the Articles of Association. Either party has the right to give not less than three months' written notice to terminate the contract. No annual director's fees are payable to the executive Directors under the current arrangement.

The Board does not have non-executive Directors.

Each of the independent non-executive Directors has entered into an appointment letter with the Company. Pursuant to this appointment letter, they agreed to act as independent non-executive Directors, for a term of three years with effect from the date of their appointment, subject to the provisions of retirement and rotation of the Directors under the Articles of Association. Either party has the right to give not less than one month's written notice to terminate the appointment letter.

There are no service contracts entered by the Directors which is not determinable by the Group within one year without payment of compensation (other than statutory compensation). Details of Directors' remuneration during the Reporting Period are set out in Note 8 to the financial statements of this annual report.

DIRECTORS' MATERIAL INTERESTS IN SIGNIFICANT TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in this annual report, none of the Directors and/or any of its connected entities had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries or fellow subsidiaries was a party during the Reporting Period.

MANAGEMENT CONTRACTS

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

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this annual report, at no time during the Reporting Period 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.

REMUNERATION POLICY AND RETIREMENT AND EMPLOYEE BENEFITS SCHEME

A Remuneration Committee was set up by the Company for reviewing the Group's remuneration policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance of the Directors and senior management and comparable market practices.

Our success depends on our ability to attract, retain and motivate qualified personnel. As part of our human resources strategy, we offer employees competitive remuneration packages, which generally include basic wages, variable wages, bonuses and other benefits.

We participate in employee benefit plans mandated by the PRC government, including basic pension insurance, work-related injury insurance, maternity insurance, basic medical insurance, unemployment insurance and housing provident fund scheme. We must contribute to employee benefit plans based on specified percentages of the total remuneration of our employees up to a maximum amount specified by local governmental authorities.

During the years ended December 31, 2023 and 2022, there was no forfeited contributions under the defined contribution plan. Accordingly, no forfeited contribution was utilised during the year, and there was no forfeited contribution available for the years ended December 31, 2023 and 2022 to reduce level of contributions.

Details of the emoluments of the Directors and the five highest paid individuals during the Reporting Period are set out in Note 8 and Note 9, respectively, to the financial statements of this annual report.

There were no emoluments paid by the Group to the five highest paid employees as an inducement to join the Group, or upon joining the Group, or as compensation for loss of office during the year.

The Group has established a comprehensive training system known as "Fulu Seven-Level Procedures", which provides tailored training course for each employee group based on the three training lines of newcomer culture, departmental professional capabilities and cadre management.

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

As of December 31, 2023, interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have taken under such provisions of the SFO), or which were recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix C3 of the Listing Rules were as follows:

(a) Interests in shares

Name of Director	Capacity	Nature of interest	Number of Shares	Approximate percentage of the issued share capital of the Company (%)
Mr. Fu Xi (符熙)	Interest of controlled corporations ⁽¹⁾	Long position	141,094,800	34.53
	Trust beneficiary and founder ⁽²⁾	Long position	14,852,050	3.63
	Total interest of Mr. Fu Xi		155,946,850	38.16
Mr. Zhang Yuguo (張雨果)	Interest of controlled corporations ⁽³⁾	Long position	45,999,600	11.26
	Beneficial interest	Long position	1,238,466	0.30
	Total interest of Mr. Zhang Yuguo		47,238,066	11.56
Mr. Zhao Bihao (趙筆浩)	Interest of controlled corporations ⁽⁴⁾	Long position	16,828,800	4.12
	Beneficial interest	Long position	272,533	0.07
	Total interest of Mr. Zhao Bihao		17,101,333	4.18

Notes:

- Mr. Fu Xi holds the entire share capital of FuXi Limited, which in turn directly holds 141,094,800 Shares. Mr. Fu Xi is the sole shareholder of FuXi Limited. Under the SFO, Mr. Fu Xi is deemed to be interested in the Shares held by FuXi Limited.
- Fuze Holdings Limited holds 99.99% and 94.10% of the shares in Fuxu Holdings and Fuzhi Holdings, respectively, which in turn hold 852,050 and 14,000,000 Shares, respectively. Under the SFO, Fuze Holdings Limited is deemed to be interested in the 14,852,050 Shares held by Fuxu Holdings and Fuzhi Holdings, while the entire interest in the 14,852,050 Shares is held by Fuze Holdings Limited through a trust established by Mr. Fu Xi (as principal). Under the SFO, Mr. Fu Xi is deemed to be interested in the Shares held by Fuze Holdings Limited.
- Mr. Zhang Yuguo holds the entire share capital of Zhangyuguo Holdings, which in turn directly holds 45,999,600 Shares. Under the SFO, Mr. Zhang Yuguo is deemed to be interested in the Shares held by Zhangyuguo Holdings.
- Mr. Zhao Bihao holds the entire share capital of Zhaobihao Holdings, which in turn directly holds 16,828,800 Shares. Under the SFO, Mr. Zhao Bihao is deemed to be interested in the Shares held by Zhaobihao Holdings.

(b) Interests in associated corporations

Name of Director	Capacity	Associated corporations	Nature of interest	Amount of registered capital (RMB)	Percentage of shareholding in the associated corporation (%)
Mr. Fu Xi (符熙)	Beneficial interest	Wuhan Fulu	Long position	9,850,000	50.03
	Interest of controlled corporations ⁽¹⁾	Wuhan Fulu	Long position	4,759,091	24.17
	Total interest of Mr. Fu Xi in Wuhan Fulu			14,609,091	74.20
Mr. Zhang Yuguo (張雨果)	Beneficial interest	Wuhan Fulu	Long position	2,968,324	15.08
	Beneficial interest ⁽²⁾	Kashgar Yiqiwan	Long position	9,900,000	99.00
Mr. Zhao Bihao (趙筆浩)	Beneficial interest	Wuhan Fulu	Long position	726,522	3.69

Notes:

- (1) Mr. Fu Xi is the general partner of Tibet Fuxu and Tibet Fulong, which in turn hold 12.72% and 11.45% of the equity interests in Wuhan Fulu, respectively. Under the SFO, Mr. Fu Xi is deemed to be interested in the 24.17% equity interests in Wuhan Fulu jointly held by Tibet Fuxu and Tibet Fulong.
- (2) Mr. Zhang Yuguo holds 99% equity interest in Kashgar Yiqiwan as a registered shareholder of Kashgar Yiqiwan as designated by WFOE.

Save as disclosed above, as of December 31, 2023, none of the Directors and chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have taken under such provisions of the SFO), or which were recorded in the register required to be kept pursuant to section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

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

As of December 31, 2023, to the best knowledge of the Directors, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares which were required to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO:

Name of Shareholder	Capacity	Nature of interest	Number of underlying Shares ⁽⁴⁾	Approximate percentage of the issued share capital of the Company (%)
FuXi Limited ⁽¹⁾	Beneficial interest	Long position	141,094,800	34.53
Zhangyuguo Holdings ⁽²⁾	Beneficial interest	Long position	45,999,600	11.26
Luzhi Holdings ⁽³⁾	Beneficial interest	Long position	53,668,800	13.13

Directors' Report

Notes:

- (1) Mr. Fu Xi holds the entire share capital of FuXi Limited, which in turn directly holds 141,094,800 Shares. Mr. Fu Xi is the sole shareholder of FuXi Limited. Under the SFO, Mr. Fu Xi is deemed to be interested in the Shares held by FuXi Limited.
- (2) Mr. Zhang Yuguo holds the entire share capital of Zhangyuguo Holdings. Under the SFO, Mr. Zhang Yuguo is deemed to be interested in the Shares held by Zhangyuguo Holdings.
- (3) Luzhi Holdings is owned as to 14.52%, 3.65%, 4.06%, 7.15%, 18.38%, 10.24%, 19.36%, 2.99%, 11.00%, 3.21%, 2.72% and 2.72% by Mr. Yang Yuquan, Mr. Liu Lufeng, Mr. Tian Xuan, Mr. Ding Chao, Mr. Xu Jian, Mr. Ren Wei, Mr. Mei Qiaojun, Ms. Shen Yaling, Mr. Chen Tianjun, Mr. Li Jun, Mr. Wang Qiang and Ms. Guo Chenxi, respectively.
- (4) According to Section 336 of the SFO, the Shareholders of the Company are required to file disclosure of interest forms when certain criteria are fulfilled. When the shareholdings of the Shareholders in the Company change, it is not necessary for the Shareholders to notify the Company and the Stock Exchange unless certain criteria are fulfilled. Therefore, the latest shareholdings of the Shareholders in the Company may be different from the shareholdings in the disclosure of interest forms filed with the Stock Exchange.

Save as disclosed above, as of December 31, 2023, the Company is not aware of any person (other than the Directors or chief executives of the Company) who had an interest or short position in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

SHARE INCENTIVE SCHEME

The Company adopted a restricted share unit scheme (the "Scheme") on August 19, 2021. The purpose and the principal terms of the Scheme are as below.

The Scheme was adopted before the new Chapter 17 of the Listing Rules coming into effect (i.e., January 1, 2023). Prior to revising this scheme or adopting a new share award scheme, the Company has no plan to issue new shares as the award shares for this scheme pursuant to the general mandate. The Company will consider modifying this scheme or adopting new share award scheme in accordance with the Listing Rules based on actual circumstances in the future, and disclose relevant information in a timely manner.

Purpose

The purpose of the Scheme is to recognize and reward eligible persons for their contribution to the Group, to attract best available personnel, and to provide additional incentives to them so as to align the interests of these eligible persons with those of the Group and to further promote the success of the Group's business.

Participants in the scheme

Persons eligible to receive RSUs under the Scheme include employees, Directors (including executive Directors, non-executive Directors and independent non-executive Directors), officers, consultants, advisors, distributors, contractors, customers, suppliers, agents, business partners, joint venture business partners or service providers of any member of the Group or any affiliate (including nominees and/or trustees of any employee benefit trust established for them) whom the Board or its delegate(s) considers, in its sole discretion, to have contributed or will contribute to the Group and is eligible to receive an award.

On and subject to the terms of the Scheme, the Board or its delegate(s), in its absolute discretion, shall be entitled at any time during the term of the Scheme to make a grant to any participant.

Directors' Report

Administration

The Scheme shall be subject to the administration of the Board. The Board shall have the sole and absolute right to:

- (a) interpret and construe the provisions of the Scheme;
- (b) determine the persons who will be granted awards under the Scheme, the terms and conditions on which awards are granted and when the RSUs granted pursuant to the Scheme may vest;
- (c) make such appropriate and equitable adjustments to the terms of the awards granted under the Scheme as it deems necessary; and
- (d) make such other decisions or determinations as it shall deem appropriate in the administration of the Scheme.

The Board may by resolution delegate any or all of its powers in the administration of the Scheme to the administration committee or any other committee as authorized by the Board for such purpose. The Board or its delegate(s) may also appoint one or more independent third party contractors to assist in the administration of the Scheme as they think fit.

The Board may establish one or more separate programs under the Scheme for the purpose of issuing particular forms of awards to one or more classes of grantees.

Term

Subject to early termination by the Board or its delegate(s), the Scheme shall be valid and effective for ten (10) years commencing on the adoption date, i.e., it will expire on August 19, 2031. As at the date of this annual report, the remaining term of the Scheme is approximately 7 years and 5 months.

Maximum number of shares pursuant to RSUs

Unless otherwise duly approved by the Shareholders, the total number of Shares underlying the Scheme shall not exceed 20,000,000 Shares (excluding RSUs that have lapsed, been cancelled or forfeited in accordance with the Scheme Rules) subject to an annual limit of 3% of the total number of issued Shares of the Company at the relevant time. The total number of Shares available for issue under the Scheme is 11,359,113, which represents approximately 2.78% of the issued share capital of the Company as at the date of this annual report.

Maximum entitlement of each participant

The Scheme does not set a maximum number of awarded shares that each participant can receive. Since the commencement of the Scheme, the actual number of award shares granted to each participant in a year has not exceeded 1% of the Shares in issue.

Purchase price

Nil.

Appointment of the RSU Trustee

The Company may, at its sole discretion, establish a Trust in connection with the Scheme and appoint a Trustee prior to the grant of any award by the Board or its delegate(s), which may vest (a) in the form of the award Shares; or (b) in the form of cash equivalent to the actual selling price of the award Shares in cash in accordance with the Scheme.

The Company shall provide sufficient funds to the Trustee by whatever means as the Board may in its absolute discretion determine to enable the Trustee to satisfy its obligations in connection with the administration and vesting of RSUs granted pursuant to the Scheme.

Directors' Report

If a Trust has been established for the purposes of the Scheme and if so required by the Company, subject to the requirements of the Listing Rules, the Company may (i) issue and allot the Shares to the Trustee under general or specific mandates sought from the Shareholders during the general meeting and/or (ii) transfer to the Trustee the necessary funds and instruct the Trustee to acquire the Shares through on-market transactions at the prevailing market price, so as to satisfy the awards.

Outstanding RSUs granted pursuant to the scheme

The Company has granted 8,640,887 RSUs as of December 31, 2023. The following table sets forth details of RSUs granted to senior management and other employees pursuant to the Scheme.

Name	Date of grant	Number of Restricted Shares granted	Vesting period	Purchase price ⁽¹⁾ (HK\$)	Restricted Shares					Outstanding as of December 31, 2023 (Units)	Closing price of share on the Hong Kong Stock Exchange immediately before the date of grant (HK\$)	Fair value at the date of grant ⁽²⁾ (HK\$)	Weighted average price immediately preceding the vesting date (HK\$)
					As at January 1, 2023	Granted during the year (Units)	Vested during the year (Units)	Lapsed during the year (Units)	Cancelled during the year (Units)				
Senior management	June 2, 2023	203,031	0-46 months ⁽³⁾	0	-	203,031	0	203,031	-	0	4.75	4.79	-
	May 27, 2022	361,669	0-4 years	0	204,209	-	19,636	58,906	125,667	-	5.38	5.54	5.22
	September 1, 2021	544,567	0-4 years	0	128,350	-	52,445	0	-	75,905	7.48	7.21	6.75
Other employees	June 2, 2023	1,970,812	0-46 months ⁽³⁾	0	-	1,970,812	171,340	334,486	-	1,464,986	4.75	4.79	3.32
	May 27, 2022	2,789,447	0-4 years	0	828,225	-	216,664	0	-	611,561	5.38	5.54	5.22
	September 1, 2021	2,771,361	0-4 years	0	586,601	-	272,810	11,597	-	302,194	7.48	7.21	6.75
Total		8,640,887			1,747,385	2,173,843	732,895	608,020	125,667	2,454,646			

Notes:

- Senior management and employees who have been granted RSUs are not required to pay any amount when accepting RSUs.
- Of the 468,181 restricted shares granted during the Reporting Period, the vesting period was less than 12 months as the RSUs were originally scheduled to be granted in the second half of 2022 but for administrative and compliance reasons were only granted in June 2023 together with a subsequent tranche of restricted shares. For this reason, the Remuneration Committee considers that a shorter vesting period for this portion of restricted shares is appropriate and consistent with the purpose of the Scheme.
- For details of the accounting policies adopted for fair value on the grant date, please see the Note 2.4 and Note 27 to the financial statements. When evaluating the fair value on the grant date, the expected dividends during the vest period have been taken into account.

As at January 1, 2023 and as at December 31, 2023, the awards available for grant under the authority of the Scheme (including shares that have lapsed and been cancelled but can be granted under the Scheme) were 14,397,887 and 12,957,731 Shares respectively. The total number of Shares that may be issued under all awards granted under the Company's share schemes during the Year divided by the weighted average number of Shares in issue during the Year is 0.54%.

As of the Latest Practicable Date, all RSUs granted under the Scheme do not relate to existing Shares and relate only to new Shares issued under the general mandate of the Company.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the Reporting Period, neither the Company nor any of its subsidiaries or Consolidated Affiliated Entities had purchased, sold or redeemed any of the Company's listed securities.

PRE-EMPTIVE RIGHTS

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

DIRECTORS' INTEREST IN COMPETING BUSINESS

As at the date of this annual report, none of Directors or their associates was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group during the Reporting Period.

CONTRACTS WITH THE CONTROLLING SHAREHOLDERS

Save as disclosed in this annual report, during the Reporting Period, the Company or any of its subsidiaries, Consolidated Affiliated Entities did not enter into contracts of significance with the Controlling Shareholders or any of its subsidiaries.

FULLY EXEMPT CONTINUING CONNECTED TRANSACTION

The Group had entered into the following fully exempt continuing connected transaction during the Reporting Period.

Property lease framework agreement

The Company entered into a property lease framework agreement (the "16th Floor Property Lease Framework Agreement") with Wuhan Xunyue on January 1, 2023, pursuant to which Wuhan Xunyue leased part of the 16th floor of a property located in Wuhan, PRC to our subsidiaries for use as office, with a term of 3 years.

On July 1, 2022, the Company entered into a property lease framework agreement (the "15th Floor Property Lease Framework Agreement") with Wuhan Xunyue. Wuhan Xunyue leases the 15th floor of the same property to our subsidiaries for use as office, with a term of 1 year. On May 1, 2023, both parties renewed the 15th Floor Property Lease Framework Agreement, with a term of 3 years, and the rent is adjusted downwards accordingly based on market rental.

The rent proposed in the 16th Floor Property Lease Framework Agreement and the 15th Floor Property Lease Framework Agreement was determined following arm's length negotiations between Wuhan Xunyue and the relevant member of the Group and calculated on a per month per square meter basis, with reference to (i) the historical rents of the Property; (ii) the prevailing market rents of similar properties in the same or nearby areas or similar locations in the PRC; and (iii) the historical trend and the expected increase in the rents in the PRC property market.

During the Reporting Period, the amounts of rental fees incurred by the Group in respect of the 16th Floor Property Lease Framework Agreement was RMB513 thousand. The amounts of rental fees incurred by the Group in respect of the 15th Floor Property Lease Framework Agreement was RMB847 thousand, and the total amount of rental fees incurred by the above two properties was RMB1,360 thousand, which is lower than the total annual rent payable limit estimated by the Company in 2023 for the 16th Floor Property Lease Framework Agreement and the 15th Floor Property Lease Framework Agreement. The Company expects that the maximum aggregate annual rental amounts payable to Wuhan Xunyue under the 16th Floor Property Lease Framework Agreement and the 15th Floor Property Lease Framework Agreement for the year 2024 shall not exceed RMB1,500 thousand.

Directors' Report

Wuhan Xunyue is owned as to 57.436%, 16.452%, 12.196%, 8.216%, 3.6%, 1.1%, 0.5% and 0.5% by Mr. Fu Xi, Mr. Zhang Yuguo, Mr. Wu Xuliang, Mr. Shui Yingyu, Mr. Zhao Bihao, Mr. Yang Yuquan, Mr. Tian Xuan and Mr. Liu Lufeng, respectively. Among them, Mr. Fu Xi, Mr. Zhang Yuguo, Mr. Shui Yingyu and Mr. Zhao Bihao are our Controlling Shareholders, and Mr. Fu Xi, Mr. Zhang Yuguo and Mr. Zhao Bihao are our executive Directors. Therefore, Wuhan Xunyue is an associate of Mr. Fu Xi, Mr. Zhang Yuguo, Mr. Shui Yingyu and Mr. Zhao Bihao and thus a connected person of our Company.

As the relevant applicable percentage ratios with respect to the transactions contemplated under the Property Lease Framework Agreement on an annual basis are less than 5% and the annual consideration is less than HK\$3 million, the transactions under the Property Lease Framework Agreement constitutes de minimis transactions under Rule 14A.76(1) of the Listing Rules, and are fully exempt from the annual reporting, announcement, independent Shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

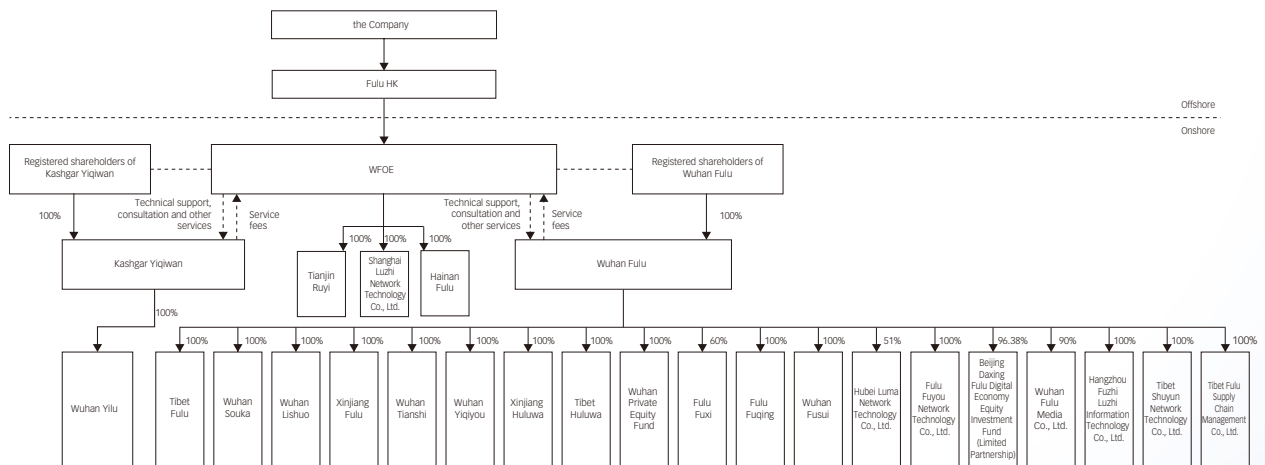
Non-exempt continuing connected transaction

The Group had entered into the following non-exempt continuing connected transactions during the Reporting Period.

Contractual arrangements

WFOE, PRC Holdcos and those Registered Shareholders of the PRC Holdcos entered into a series of contractual agreements, pursuant to which the Company obtained effective control over the Consolidated Affiliated Entities, and received all economic benefits arising from the business operated by the Consolidated Affiliated Entities. Accordingly, the results of operations, assets and liabilities, and cash flows of the Consolidated Affiliated Entities of the Company are consolidated into the financial statements of the Company through contractual arrangements.

The following simplified diagram illustrates the flow of economic benefits from the Consolidated Affiliated Entities to WFOE and the Company stipulated under the contractual arrangements:



Notes:

- (1) The registered shareholders of Kashgar Yiqiwan are Mr. Zhang Yuguo (a Controlling Shareholder and an executive Director) and Ms. Shen Yaling (an employee of the Group), holding 99% and 1% equity interest in Kashgar Yiqiwan as designated by WFOE, respectively.

Directors' Report

- (2) The registered shareholders of Wuhan Fulu are Mr. Fu Xi, Mr. Zhang Yuguo, Mr. Shui Yingyu, Mr. Zhao Bihao (all of whom are our Controlling Shareholders, and among them, Mr. Fu Xi, Mr. Zhang Yuguo and Mr. Zhao Bihao are our executive Directors), Tibet Fuxu and Tibet Fulong, holding 50.03%, 15.08%, 7.03%, 3.69%, 12.72% and 11.45% equity interest in Wuhan Fulu, respectively.
- (3) WFOE provides technical support, consultation and other services in exchange for service fees from Kashgar Yiqiwan. See “– Our Contractual Arrangements – Exclusive Business Cooperation Agreements” section in the Prospectus.
- (4) WFOE provides technical support, consultation and other services in exchange for service fees from Wuhan Fulu. See “– Our Contractual Arrangements – Exclusive Business Cooperation Agreements” section in the Prospectus.
- (5) The registered shareholders of Kashgar Yiqiwan executed an exclusive option agreement in favor of WFOE to grant WFOE an option to acquire all or part of the equity interests and/or assets in Kashgar Yiqiwan. See “– Our Contractual Arrangements – Exclusive Option Agreements” section in the Prospectus.

The registered shareholders of Kashgar Yiqiwan granted security interests in favor of WFOE over the entire equity interests in Kashgar Yiqiwan held by such registered shareholders. See “– Our Contractual Arrangements – Equity Pledge Agreements” section in the Prospectus.

The registered shareholders of Kashgar Yiqiwan executed the powers of attorney to appoint WFOE in relation to the exercise of the shareholder's rights in Kashgar Yiqiwan. See “– Our Contractual Arrangements – Powers of Attorney” section in the Prospectus. The relevant individual shareholders of Kashgar Yiqiwan and the spouse of each relevant individual shareholders (where applicable) executed an undertaking in respect of his/her interests. See “– Our Contractual Arrangements – Confirmations from the Relevant Individual Shareholders” and “– Our Contractual Arrangements – Spouse Undertakings” sections in the Prospectus.

- (6) The registered shareholders of Wuhan Fulu executed an exclusive option agreement in favor of WFOE to grant WFOE an option to acquire all or part of the equity interests and/or assets in Wuhan Fulu. See “– Our Contractual Arrangements – Exclusive Option Agreements” section in the Prospectus.

The registered shareholders of Wuhan Fulu granted security interests in favor of WFOE over the entire equity interests in Wuhan Fulu held by such registered shareholders. See “– Our Contractual Arrangements – Equity Pledge Agreements” section in the Prospectus.

The registered shareholders of Wuhan Fulu executed the powers of attorney to appoint WFOE in relation to the exercise of the shareholder's rights in Wuhan Fulu. See “– Our Contractual Arrangements – Powers of Attorney” section in the Prospectus.

The relevant individual shareholders of Wuhan Fulu and the spouse of each relevant individual shareholders (where applicable) executed an undertaking in respect of his/her interests. See “– Our Contractual Arrangements – Confirmations from the Relevant Individual Shareholders” and “– Our Contractual Arrangements – Spouse Undertakings” sections in the Prospectus.

- (7) “→” denotes direct legal and beneficial ownership in the equity interest.
- (8) “----→” denotes contractual relationship.
- (9) “-----” denotes the control by WFOE over the Registered Shareholders of the PRC Holdcos and the PRC Holdcos through (1) powers of attorney to exercise all shareholders' rights in the PRC Holdcos, (2) exclusive options to acquire all or part of the equity interests in the PRC Holdcos, and (3) equity pledges over the equity interests in the PRC Holdcos.

A description of each of the specific agreements under the contractual arrangements entered into among the WFOE, the PRC Holdcos and the relevant registered shareholders is set out below:

Exclusive business cooperation agreements

Pursuant to the exclusive business cooperation agreements entered into between the PRC Holdcos and WFOE on December 25, 2019 and the exclusive business cooperation agreements amended and restated on January 7, 2020 (the "Exclusive Business Cooperation Agreements"), the PRC Holdcos agreed to engage WFOE as its exclusive service provider to provide technical support, consultation and other services in return for annual service fees, including: the use of any relevant software legally owned by WFOE; development, maintenance and updating of software in respect of the PRC Holdcos' business; design, installation, daily management, maintenance and updating of network systems, hardware and database design; providing technical support and staff training services to relevant employees of the PRC Holdcos; providing assistance in consultancy, collection and research of technology and market information (excluding market research business that wholly foreign-owned enterprises are prohibited from conducting under PRC laws); providing business management consultation; providing marketing and promotional services; providing customer order management and customer services; transfer, leasing and disposal of equipment or properties; and other relevant services requested by the PRC Holdcos from time to time to the extent permitted under the PRC laws.

Under the Exclusive Business Cooperation Agreements, the service fee shall consist of 100% of the total consolidated profit of the PRC Holdcos, after the deduction of any accumulated deficit, operating costs, expenses, taxes and other statutory contributions of the Consolidated Affiliated Entities in respect of the preceding financial year, and WFOE may be required to adjust the scope and amount of services fees according to PRC tax law and tax practices.

Exclusive option agreements

Pursuant to the exclusive option agreements entered into among the PRC Holdcos, WFOE and the Registered Shareholders of each of the PRC Holdcos on December 25, 2019 and the exclusive option agreements amended and restated on January 7, 2020 (the "Exclusive Option Agreements"), WFOE has the 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 PRC Holdcos, and purchase, or to designate one or more persons/entities to purchase, from the PRC Holdcos all or any part of the assets of the PRC Holdcos at any time and from time to time. The consideration in relation to purchasing shares from the registered shareholders of Wuhan Fulu or Kashgar Yiqiwan shall be RMB1 or the lowest price as permitted by the applicable PRC laws. The consideration in relation to purchasing assets from Wuhan Fulu or Kashgar Yiqiwan shall be the lowest price as permitted by the applicable PRC laws. The Exclusive Option Agreements will remain valid unless terminated upon the transfer of the entire equity interest of the PRC Holdcos held by the Registered Shareholders to WFOE or their designated persons.

Equity pledge agreements

Pursuant to the equity pledge agreements entered into among WFOE, the Registered Shareholders and the PRC Holdcos on December 25, 2019 and the equity pledge agreements amended and restated on January 7, 2020 (the "Equity Pledge Agreements"), the Registered Shareholders agreed to pledge all their respective equity interests in the PRC Holdcos, including any interest or dividend paid for the shares, to WFOE to guarantee the performance of contractual obligations and the payment of outstanding debts. The Equity Pledge Agreements in respect of the PRC Holdcos came into effect upon execution and shall remain valid until after all the contractual obligations of the Registered Shareholders and the PRC Holdcos under the relevant contractual arrangements have been fully performed and all the outstanding debts of the Registered Shareholders and the PRC Holdcos under the relevant contractual arrangements have been fully paid.

Powers of attorney

Pursuant to the powers of attorney executed by the Registered Shareholders in respect to their rights in the PRC Holdcos on December 25, 2019 and January 7, 2020, respectively (the "Powers of Attorney"), the Registered Shareholders irrevocably appointed WFOE and its designated persons (including but not limited to the directors and their successors and the liquidators replacing such directors but excluding non-independent persons or any persons who might give rise to conflict of interests) as their attorneys-in-fact to exercise, on their behalf, all the rights attached by the equity interests in the PRC Holdcos, and agreed and undertook not to exercise, without such attorneys-in-fact's prior written consent, any and all rights that they had in respect of their equity interests in the PRC Holdcos. During the period that each registered shareholder holds the equity interests of the PRC Holdcos, the Powers of Attorney shall remain valid.

Confirmations from the relevant individual shareholders

Each of the relevant individual shareholders of the PRC Holdcos, the general partner and limited partners of Tibet Fulong and Tibet Fuxu (the "Relevant Individual Shareholders") has confirmed to the effect that (i) his/her spouse does not have the right to claim any interests in the respective registered shareholder of the PRC Holdcos (together with any other interests therein) or exert influence on the day-to-day management of the respective registered shareholder of the PRC Holdcos; and (ii) in the event of his/her disappearance, death, incapacity, divorce, marriage or any other event which causes his/her inability to exercise his/her rights as a shareholder of the respective registered shareholder of the PRC Holdcos, he/she will take necessary actions to safeguard his/her interests in the respective registered shareholder of the PRC Holdcos (together with any other interests therein) and his/her successors (including his/her spouse) will not claim any interests in the respective Registered Shareholder of the PRC Holdcos (together with any other interests therein) to the effect that the interests of such Registered Shareholders in the PRC Holdcos shall not be affected.

Spouse undertakings

The spouse of each of the Relevant Individual Shareholders, where applicable, has signed an undertaking to the effect that (i) the respective Relevant Individual Shareholders' interests in the PRC Holdcos (together with any other interests therein) do not fall within the scope of communal properties, (ii) he/she has no right to or control over such interests of the respective Relevant Individual Shareholder and will not have any claim on such interests, and (iii) in the event of his/her divorce, he/she will take all necessary actions to ensure that the contractual arrangements are properly performed.

As advised by our PRC Legal Advisor, our Directors are of the view that (i) the above arrangements provide protection to the Group even in the event of death or divorce of any Relevant Individual Shareholder and (ii) the death or divorce of such shareholder would not affect the validity of the contractual arrangements, and WFOE or the Company can still enforce their rights under the contractual arrangements against the Registered Shareholders of the PRC Holdcos.

The foreign investment law

On January 1, 2020, the Foreign Investment Law (《外商投資法》) (the "FIL") and the Regulations for Implementation of the Foreign Investment Law of the People's Republic of China (the "Implementation Regulations") came into effect and replaced the previous laws regulating foreign investment in PRC, namely, the Sino-foreign Equity Joint Venture Enterprise Law, the Sino-foreign Cooperative Joint Venture Enterprise Law and the Wholly Foreign-invested Enterprise Law, together with their implementation rules and ancillary regulations. The FIL and its Implementation Regulations embody an expected regulatory trend in PRC to optimize its foreign investment regulatory regime in line with prevailing international practice and the legislative efforts to unify the corporate legal requirements for both foreign and domestic investments.

The FIL does not explicitly stipulate the contractual arrangements as a form of foreign investment. The FIL does not mention concepts including "de facto control" and "controlling through contractual arrangements" nor does it specify the regulations on controlling through contractual arrangements. Furthermore, the FIL does not specifically stipulate rules on the relevant businesses. Instead, the FIL stipulates that "foreign investors invest in PRC through any other methods under laws, administrative regulations or provisions prescribed by the State Council", which leaves leeway for future laws, administrative regulations or provisions promulgated by the State Council to provide for contractual arrangements as a method of foreign investment. On December 26, 2019, the Supreme People's Court issued the Interpretations on Certain Issues Regarding the Application of Foreign Investment Law (the "FIL Interpretations"), which came into effect on January 1, 2020. In accordance with the FIL Interpretations, where a party concerned claims an investment agreement to be invalid on the basis that it is for an investment in the prohibited or restricted industries under the negative list and violates the restrictions set out therein, the courts should support such claim. In addition, the FIL does not specify what actions shall be taken with respect to the existing companies with a VIE structure, whether or not these companies are controlled by PRC entities and/or citizens.

Directors' Report

Therefore, it is possible that future laws, administrative regulations or provisions of the State Council may stipulate contractual arrangements as a way of foreign investment. At that time, whether our contractual arrangements will be recognized as foreign investment, whether our contractual arrangements will be deemed to be in violation of the foreign investment access requirements and how our contractual arrangements are to be handled will be uncertain.

Save as disclosed above, there were no other new contractual arrangements entered into, renewed and/or reproduced between the Group and the PRC Holdcos and/or Consolidated Affiliated Entities during the Reporting Period. There was no material change in the contractual arrangements and/or the circumstances under which they were adopted during the Reporting Period.

During the Reporting Period, none of the contractual arrangements had been unwound on the basis that none of the restrictions that led to the adoption of the contractual arrangements had been removed. As of December 31, 2023, the Company had not encountered interference or encumbrance from any PRC governing bodies in operating its businesses through its Consolidated Affiliated Entities under the contractual arrangements.

The revenue of the PRC Holdcos and their respective subsidiaries amounted to RMB559,032 thousand for the year ended December 31, 2023, representing approximately 99.8% of the total revenue of the Group. The total assets of the PRC Holdcos and their respective subsidiaries amounted to RMB1,717,512 thousand as of December 31, 2023, representing approximately 97.4% of the total assets of the Group.

Reasons for adopting the contractual arrangements

Our Consolidated Affiliated Entities conduct online cultural activities and value-added telecommunications service businesses on its e-commerce and information platform, which are subject to foreign investment restrictions in accordance with the Special Administrative Measures for the Market Entry of Foreign Investment (Negative List). After consultation with our PRC Legal Advisor, the Company determined that it was not viable for it to hold its Consolidated Affiliated Entities directly through equity ownership. Instead, we decided that, in line with common practice in industries in the PRC subject to foreign investment restrictions, we would gain effective control over, and receive all the economic benefits generated by, the businesses currently operated by the Consolidated Affiliated Entities through the contractual arrangements between WFOE, on the one hand, and the PRC Holdcos and its Registered Shareholders, on the other hand.

The Directors (including the independent non-executive Directors) are of the view that the continuing connected transactions set out above have been entered into in the Company's ordinary and usual course of business on normal commercial terms or better, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Accordingly, notwithstanding that the transactions contemplated under the contractual arrangements technically constitute continuing connected transactions under Chapter 14A of the Listing Rules, our Directors consider that it would add unnecessary administrative costs to the Company for all the transactions contemplated under the contractual arrangements to be subject to strict compliance with the requirements set out under Chapter 14A of the Listing Rules, including, among other things, the announcement and approval by independent Shareholders.

Risks relating to the contractual arrangements

The following are the certain risks that are associated with the contractual arrangements, including:

- If the PRC government finds that the agreements that establish the structure for operating the Company's business do not comply with PRC laws and regulations, or if these regulations or their interpretations change in the future, the Company could be subject to severe penalties or be forced to relinquish its interests in those operations.
- Since the FIL remains relatively new, uncertainties exist with respect to the interpretation and implementation of the FIL and how it may impact the continuity of the Company's current corporate structure, corporate governance and business operations.
- The Company's contractual arrangements may not be as effective in providing operational control as direct ownership, and its VIE shareholders may fail to perform their obligations under the contractual arrangements.
- The Company may lose the ability to use, or otherwise benefit from, the licenses, approvals and assets held by its VIEs, which could render it unable to conduct some or all of its business operations and constrain its growth.
- The contractual arrangements with the Company's VIEs may be subject to scrutiny by the tax authorities in China. Any adjustment to related party transaction pricing could lead to additional taxes, and therefore could substantially reduce its consolidated profit and the value of your investment.
- The equity holders, directors and executive officers of the VIEs may have potential conflicts of interest with the Company.
- The Company conducts its business operations in China through its VIEs by way of contractual arrangements, but certain terms of the contractual arrangements may not be enforceable under PRC laws.
- If the Company exercises the option to acquire equity ownership of its VIEs, the ownership transfer may subject us to certain limitations and substantial costs.

The Group has adopted measures to ensure the effective operation of the Group's businesses with the implementation of the contractual arrangements and its compliance with the contractual arrangements, including:

- (a) major issues arising from the implementation and compliance with the contractual arrangements or any regulatory enquiries from government authorities will be submitted to the Board, if necessary, for review and discussion on an occurrence basis;
- (b) the Board will review the overall performance of and compliance with the contractual arrangements at least once a year;
- (c) the Company will disclose the overall performance and compliance with the contractual arrangements in its annual reports; and
- (d) the 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 its Consolidated Affiliated Entities to deal with specific issues or matters arising from the contractual arrangements.

Directors' Report

In addition, notwithstanding that our executive Directors, Mr. Fu Xi (符熙), Mr. Zhang Yuguo (張雨果) and Mr. Zhao Bihao (趙筆浩) are the registered shareholders of Wuhan Fulu, and Mr. Zhang Yuguo is also the registered shareholder of Kashgar Yiqiwan, we believe that our Directors are able to perform their roles in the Group independently and the Group is capable of managing its business independently under the following measures:

- (a) the decision-making mechanism of the Board as set out in the Articles of Association includes provisions to avoid conflict of interest by providing, amongst other things, that in the event of conflict of interest in such contract or arrangement which is material, a Director shall declare the nature of his or her interest at the earliest meeting of the Board at which it is practicable for him or her to do so, and if he or she is to be regarded as having any material interest in any contracts or arrangements, such Director shall abstain from voting and not be counted in the quorum;
- (b) each of the Directors is aware of his or her fiduciary duties as a Director which requires, amongst other things, that he or she acts for the benefits and in the best interests of the Group;
- (c) we have appointed three independent non-executive Directors, comprising over one-third of the Board, to provide a balance of the number of interested Directors and independent Directors with a view to promoting the interests of the Company and the Shareholders as a whole; and
- (d) we will disclose, in our announcements, circulars, annual and interim reports in accordance with the requirements under the Listing Rules regarding decisions on matters reviewed by the Board (including independent non-executive Directors) relating to any business or interest of each Director and his or her associates that competes or may compete with the business of the Group and any other conflicts of interest which any such person has or may have with the Group, where appropriate.

Listing rules implications and waivers from the Stock Exchange

For the purposes of Chapter 14A of the Listing Rules, and in particular the definition of "connected person", the Consolidated Affiliated Entities will be treated as the Company's wholly owned subsidiaries, and their directors, chief executives or substantial shareholders (as defined in the Listing Rules) and their respective associates will be treated as the Company's "connected persons" under the Listing Rules (excluding for this purpose, the Consolidated Affiliated Entities), and transactions between these connected persons and the Group (including for this purpose, the Consolidated Affiliated Entities), other than those under the contractual arrangements, will be subject to the requirements under Chapter 14A of the Listing Rules.

The transactions contemplated under the contractual arrangements constitute continuing connected transactions of the Company.

In relation to the contractual arrangements, the Stock Exchange has granted a waiver from strict compliance with (i) the announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the transactions contemplated under the contractual arrangements pursuant to Rule 14A.105 of the Listing Rules, (ii) the requirement of setting an annual cap for the transactions under the contractual arrangements under Rule 14A.53 of the Listing Rules, and (iii) the requirement of limiting the term of the contractual arrangements to three years or less under Rule 14A.52 of the Listing Rules, for so long as the Shares are listed on the Stock Exchange, subject however to the following conditions:

- (a) no change without independent non-executive Directors' approval;
- (b) no change without independent Shareholders' approval;

Directors' Report

- (c) the contractual arrangements shall continue to enable the Group to receive the economic benefits derived from the Consolidated Affiliated Entities;
- (d) the contractual arrangements may be renewed and/or reproduced (i) upon expiry or (ii) in relation to any existing, newly established or acquired wholly foreign-owned enterprise or operating company (including a branch company) engaging in the same business as that of the Group, without obtaining Shareholders' approval, on substantially the same terms and conditions as the contractual arrangements; and
- (e) the Group will disclose details relating to the contractual arrangements on an ongoing basis.

Annual review by the independent non-executive directors and the auditor

The independent non-executive Directors have reviewed the contractual arrangements outlined above, and confirmed that:

- (a) the transactions carried out during the Reporting Period had been entered into in accordance with the relevant provisions of the contractual arrangements;
- (b) no dividends or other distributions had been made by the Company's Consolidated Affiliated Entities to the holders of their equity interests, nor were they otherwise subsequently assigned or transferred to the Group; and
- (c) any new contracts entered into, renewed and/or reproduced between the Group and the Consolidated Affiliated Entities during the Reporting Period are fair and reasonable, or advantageous, so far as the Shareholders of the Group is concerned and in the interest of the Group and the Shareholders as a whole.

The Auditor has carried out review procedures in accordance with Hong Kong Standard on Assurance Engagements 3000 "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 annually on the transactions carried out pursuant to the contractual arrangements. The Auditor has confirmed in a letter to the Board that the transactions carried out pursuant to the contractual arrangements during the year ended December 31, 2023 had received the approval of the Board, 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 the Company's Consolidated Affiliated Entities to the holders of their equity interests, nor were they otherwise subsequently assigned or transferred to the Group. Certain related party transactions set out in Note 32 to the financial statements of this annual report constitute connected transactions or continuing connected transactions defined under Chapter 14A of the Listing Rules and disclosed in this annual report, and are in compliance with the disclosure requirements under Chapter 14A of the Listing Rules. Save as disclosed in this annual report, during the Reporting Period, the Company had no connected transactions or continuing connected transactions which are required to be disclosed in accordance with the provisions under Chapter 14A of the Listing Rules in relation to the disclosure of connected transactions and continuing connected transactions.

DONATIONS

During the Reporting Period, the Group made no charitable and other donations.

COMPLIANCE WITH LAWS AND REGULATIONS

During the Reporting Period, the Group had complied with the relevant laws and regulations that have a significant impact on the Group.

SIGNIFICANT LEGAL PROCEEDINGS

During the Reporting Period, the Company was not involved in any material litigation or arbitration in which it was a defendant, nor were the Directors aware of any material litigation or claims that were pending or threatened against the Company.

PERMITTED INDEMNITY PROVISION AND DIRECTORS AND OFFICERS LIABILITY INSURANCE

Under the Articles of Association, every Director or other officers of the Company shall be entitled to be indemnified against all actions, costs, charges, losses, damages and expenses which he/she may incur or sustain in or about the performance of his/her duties in his/her office. The Company has arranged appropriate insurance coverage in respect of legal actions against its Directors and relevant officers.

AUDIT COMMITTEE

The Audit Committee, together with the Auditor, has reviewed the Company's audited consolidated financial statements for the year ended December 31, 2023. The Audit Committee has also reviewed the accounting policies and practices adopted by the Company and discussed auditing, risk management, internal control and financial reporting matters.

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the "Corporate Governance Report" of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and to the best knowledge of the Directors, at least 25% of the Company's total issued shares, the prescribed minimum percentage of public float approved by the Stock Exchange and permitted under the Listing Rules, was held by the public at all times during the Reporting Period.

AGM AND CLOSURE OF THE REGISTER OF MEMBERS

The Company intends to hold the AGM on Friday, May 17, 2024. The register of members of the Company will be closed from Monday, May 13, 2024 to Friday, May 17, 2024, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the AGM, during which period no Share transfers will be registered. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong Share Registrar, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, May 10, 2024.

Directors' Report

PROFESSIONAL TAX ADVICE RECOMMENDED

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

AUDITOR

Ernst & Young was appointed as the Auditor during the Reporting Period. The accompanying financial statements prepared in accordance with IFRSs have been audited by Ernst & Young.

Ernst & Young shall retire at the forthcoming AGM and, being eligible, will offer itself for re-appointment. A resolution for the re-appointment of Ernst & Young as the Auditor will be proposed at the AGM.

On behalf of the Board

Fu Xi

Chairman

March 28, 2024

Corporate Governance Report

The Board is pleased to present the Corporate Governance Report of the Company for the Reporting Period.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance practices with a view to enhance the management efficiency of the Company as well as preserving the interests of its Shareholders as a whole. During the year ended December 31, 2023, save for the deviation from code provision C.2.1 described in the paragraph headed "C. Directors' Responsibilities, Delegation and Board Proceedings – C.2 Chairman and Chief Executive", the Company has complied with the code provisions set out in the CG Code contained in Appendix C1 to the Listing Rules, and adopted the recommended best practices therein as appropriate.

CORPORATE CULTURE

The Group continues to develop, innovate and enhance its corporate technology, actively understand the diversified needs of customers and is committed to responsible operations. At the same time, the Group also respects and promotes creativity and providing employees with opportunities for intellectual exchange. Led by its core values of "Unity and Collaboration, Simplicity and Efficiency, Continuous Innovation, and Pursuit of Excellence", the Board sets the tone and shapes the Group's corporate culture to ensure that the Group's business development is consistent with its corporate culture. The Group has established a desirable culture which is continuously reflected in its operational practices. The Board has adopted a series of measures and methods to implement the corporate culture with the aim of acting in a fair, ethical, and legally applicable manner, including:

Unity and Collaboration: The Group focuses on team goals, guided by common goals, consolidates consensus, and encourages collaboration among different business departments, teams and hierarchical levels in order to gain a deeper understanding of customers' needs, promote cooperation and diversified thinking, which helps to stimulate the innovative potential of our employees and provide a favorable environment for them to fully develop their potentials, thus contributing to the long-term performance and sustainable development of the Group.

Simplicity and efficiency: The Group is committed to making complex management simple and efficient, and to improving operational efficiency in the most direct and effective way. The Group has implemented this value to the level of customer service, and has formulated a standardized service mechanism and process for customer needs and emergencies in the process of service and has established a number of customer communication channels to ensure that customer problems and anomalies can be responded to in a timely manner and resolved quickly so as to enhance customer services.

Continuous innovation: In order to meet the diversified needs of our customers, the Group is committed to research and development of new technologies, optimization of solutions, formation of a multi-dimensional product matrix, and always maintains a keen insight into the development of the industry in order to enhance our competitive edge.

Pursuit of excellence: In the course of business development, the Group always adheres to high standards and pursues excellence, attaches great importance to the quality of work and services, and actively builds a team with the right talents to continuously improve and surpass.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its code of conduct regarding securities transactions by the Directors. Having made specific enquiry with all Directors, all Directors confirmed that they have complied with the required standard set out in the Model Code for the year ended December 31, 2023.

BOARD OF DIRECTORS

Responsibilities

The Board is responsible for leading and controlling the Company and oversees the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Board should make decisions objectively in the interests of the Company.

The Board, directly and indirectly through its committees, leads and provides direction to the management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

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

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

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

The Board has the right to decide on all major matters at its discretion including policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company.

Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the senior management of the Group. The senior management administers, interprets, enforces, supervises the compliance with the internal policies and operational procedures and conducts regular reviews on such policies and procedures across different levels of the Group. The senior management communicates with the Board on a regular basis.

Continuous professional development of directors

The Company believes education and training are important for maintaining an effective Board. Each Director has received formal and comprehensive training to ensure appropriate understanding of the business and operations of the Company and full awareness of Directors' responsibilities and obligations under the Listing Rules and relevant statutory requirements.

The Company arranges continuous professional development training to Directors such as internal briefings and provision of reading materials on relevant topics to ensure Directors keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant. Directors also regularly meet with the senior management team to understand the Group's businesses, governance policies and regulatory environment. All Directors are also encouraged to attend relevant training courses.

The Directors pursued continuous professional development and relevant details are summarized as follows:

Name of Director	Participated in continuous professional development ⁽¹⁾
Executive Directors	
Fu Xi (符熙)	✓
Zhang Yuguo (張雨果)	✓
Shui Yingyu (水英聿) ⁽²⁾	✓
Zhao Bihao (趙筆浩)	✓
Mao Feng (茅峰) ⁽³⁾	✓
Independent non-executive Directors	
Li Wai Chung (李偉忠)	✓
Wang Yuyun (王雨雲)	✓
Wong Sincere (黃誠思)	✓

Notes:

- (1) Attended training/seminar/conference arranged by the Company or other external parties or read relevant materials.
- (2) Mr. Shui Yingyu resigned as the executive Director on November 14, 2023.
- (3) Mr. Mao Feng retired as the executive Director on May 30, 2023.

Chairman and chief executive officer

The code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Fu Xi currently performs these two roles and is responsible for the Group's strategies, corporate culture and oversees our senior management team. The Board considers that Mr. Fu Xi acting as both the chairman and the chief executive officer will ensure consistent leadership within the Group and enable more effective and efficient overall strategic planning for the Group, and it is appropriate and beneficial to our business development and prospects that Mr. Fu Xi continues to act as both the chairman and the chief executive officer at the current stage of development of the Company. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. Therefore the Board does not propose to separate these two roles. The Board will continue to review and consider splitting the roles of chairman and chief executive officer of the Company at a time when it is appropriate by taking into account the circumstances of the Group as a whole.

Composition

As at the Latest Practicable Date, the Board is comprised of six Directors, including three executive Directors and three independent non-executive Directors.

Mr. Mao Feng, the executive Director, wishes to devote more time on the related work of the Company's financing and investor relationship management, and retired as the executive Director on May 30, 2023. Mr. Mao Feng resigned as the joint company secretary of the Company on September 15, 2023, and will continue to serve as the vice president and chief financial officer of the Company.

Mr. Shui Yingyu, the executive Director, wishes to devote more time to handling other businesses, and resigned as the executive Director on November 14, 2023.

A list of Directors and their respective biographies are set out in the section headed "Directors and Senior Management" of this annual report.

The Board's composition is in compliance with the requirement under Rule 3.10A of the Listing Rules that the number of independent non-executive directors must represent at least one-third of the Board. The Board believes that the proportion between the executive Directors and the independent non-executive Directors is reasonable and adequate to provide sufficient checks and balances that safeguard the interests of the Shareholders and the Group. None of the members of the Board is related to one another (including financial, business, family or other material/relevant relationship).

The Board values the importance of professional judgment and advice provided by the independent non-executive Directors to safeguard the interests of the Shareholders. The independent non-executive Directors contribute diversified qualifications and experience to the Group by expressing their views in a professional, constructive and informed manner, and actively participating in Board and committee meetings, and bring professional judgment and advice on issues relating to the Group's strategies, policies, performance, accountability, resources, key appointments, standards of conduct, conflicts of interests and management process, with the Shareholders' interests being the utmost important factor. The independent non-executive Directors also exercise their professional judgment and utilize their expertise to scrutinize the Company's performance in achieving agreed corporate goals, and monitor performance reporting.

Further, in compliance with Rule 3.10 of the Listing Rules, one of the Company's independent non-executive Directors has the appropriate professional qualifications of accounting or related financial management expertise, and provides valuable advice from time to time to the Board. The Company has also received from each independent non-executive Director an annual confirmation of his independence and the Nomination Committee has conducted an annual review in respect of the length of service of each independent non-executive Director after taking into account of the independence guidelines set out in Rule 3.13 of the Listing Rules, and considers that all independent non-executive Directors are independent.

As part of the Company's corporate governance practice to provide transparency to the investor community and in compliance with the Listing Rules and the CG Code, the independent non-executive Directors are clearly identified in all corporate communications containing the names of the Directors. In addition, an up-to-date list of Directors identifying the independent non-executive Directors and the roles and functions of the Directors is maintained on the Company's website and the Stock Exchange's website.

Mechanism for obtaining independent opinions

The Board includes a balanced composition of executive Directors and non-executive Directors, including three (not less than one-third) independent non-executive Directors, who each has skilled professional skills and rich work experience in the fields of the Internet, finance and accounting and law, respectively. Independent non-executive Directors can provide independent views and opinions to each committee and the Board through serving as members of three committees under the Board (i.e. the Audit Committee, the Remuneration Committee and the Nomination Committee), to ensure that the Board can effectively exercise independent judgment and provide independent opinions to shareholders in the decision-making process. All Directors have access to the information of the Company and may seek independent professional advice in appropriate circumstances at the Company's expenses for discharging their duties to the Company.

The Board has held a meeting on March 28, 2024 to review the mechanism for obtaining independent opinions. During the year ended December 31, 2023, the Board believes that independent opinions and views can be effectively obtained.

Board activity

The Board held four meetings during the Reporting Period. The attendance of each Director at Board, committee meetings and annual general meeting of the Company, whether in person or by means of electronic communication, is detailed in the table below:

Name of Director	Attendance/No. of Meetings Held during the Tenure of the Relevant Directors				
	Board	Audit Committee	Remuneration Committee	Nomination Committee	Annual General Meeting
Executive Directors					
Fu Xi	4/4	N/A	1/1	1/1	1/1
Zhang Yuguo	4/4	N/A	N/A	N/A	1/1
Shui Yingyu ⁽¹⁾	3/3	N/A	N/A	N/A	1/1
Zhao Bihao	4/4	N/A	N/A	N/A	1/1
Mao Feng ⁽²⁾	2/2	N/A	N/A	N/A	1/1
Independent non-executive Directors					
Li Wai Chung	4/4	2/2	N/A	1/1	1/1
Wang Yuyun (王雨雲)	4/4	2/2	1/1	N/A	1/1
Wong Sincere	4/4	2/2	1/1	1/1	1/1

Notes:

- (1) Mr. Shui Yingyu resigned as the executive Director on November 14, 2023, and will no longer attend Board meetings as a Director thereafter.
- (2) Mr. Mao Feng retired as the executive Director on May 30, 2023, and will no longer attend Board meetings as a Director thereafter.

Corporate Governance Report

At the Board meetings held during the Reporting Period, the Board discussed a wide range of matters, including the Company's financial and operational performance, annual results and interim results approved by the Company, business prospects and other significant matters.

Pursuant to code provision C.2.7 of the CG Code, the chairman should at least hold a meeting with the independent non-executive Directors once a year, without the presence of other Directors. During the Reporting Period, the Company held one meeting with the Chairman and independent non-executive Directors only, without the presence of other executive Directors. The Board held a meeting on March 28, 2024 to consider and approve the annual results of the Company for the year ended December 31, 2023. The Chairman held a meeting with independent non-executive Directors without the presence of other Directors on the same day.

Corporate governance function

The Board recognizes that corporate governance should be the collective responsibility of Directors and their corporate governance duties include:

- developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board;
- reviewing and monitoring the training and continuous professional development of Directors and senior management;
- reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- reviewing the Company's compliance with the code provisions of the CG Code and disclosure in the Corporate Governance Report in accordance with the Listing Rules.

During the Reporting Period, the Board had reviewed the policies and practices on corporate governance and this Corporate Governance Report.

BOARD COMMITTEES

The Board has established three committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of the Audit Committee, the Nomination Committee and the Remuneration Committee are available on the Company's website and the Stock Exchange's website.

Audit committee

The Company has established the Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code. The primary duties of the Audit Committee include the followings:

- (a) making recommendations to the Board on the appointment, re-appointment and removal of the external auditor;
- (b) reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;

Corporate Governance Report

- (c) developing and implementing policies on engaging an external auditor to supply non-audit services;
- (d) monitoring the integrity of the Company's financial statements, annual reports, accounts and interim reports; and
- (e) reviewing financial information and monitoring the Company's financial reporting, financial controls, risk management and internal control systems.

The Audit Committee consists of three independent non-executive Directors, namely Mr. Li Wai Chung, Ms. Wang Yuyun and Mr. Wong Sincere. Mr. Li Wai Chung has been appointed as the chairman of the Audit Committee and is the independent non-executive Director with the appropriate professional qualifications.

During the Reporting Period, (1) the Audit Committee held two meetings. Individual attendance of each Audit Committee member is set out on page 55; and (2) the Audit Committee and the external auditor held a meeting on March 28, 2024 without the presence of executive Directors.

The Audit Committee's major work during the Reporting Period includes:

- (a) reviewing the 2022 annual report and 2023 interim report;
- (b) reviewing compliance with CG Code, Listing Rules and relevant laws;
- (c) reviewing the risk management and internal control systems;
- (d) reviewing the Company's continuing connected transactions; and
- (e) reviewing the terms of engagement, independence and remuneration of the external auditor.

The Audit Committee annually reviews the relationship between the Company and its auditor and recognizes that the auditor's independence is a fundamental governance principle. The auditor should provide quarterly updates to the Audit Committee if any independence issue is identified and is required to give an annual confirmation on its independence. The Audit Committee has also reviewed the effectiveness of the external audit process as well as the independence and objectivity of the auditor, and satisfied with the good relationship. As such, the Audit Committee has recommended the re-appointment of the auditor at the AGM.

Remuneration committee

The Company has established the Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the CG Code. The primary duties of the Remuneration Committee include the following:

- (a) making recommendations to the Board on the Company's policy and structure for remuneration of all Directors and senior management;
- (b) reviewing and approving the management's remuneration proposals in accordance with the corporate goals and objectives determined by the Board;
- (c) establishing formal and transparent procedures for developing remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration;
- (d) advising Shareholders on how to vote in respect of any service contracts of Directors that require shareholders' approval in accordance with the Listing Rules; and
- (e) reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules.

Corporate Governance Report

The Remuneration Committee consists of three members, namely Ms. Wang Yuyun and Mr. Wong Sincere, the independent non-executive Directors and Mr. Fu Xi, the executive Director. Ms. Wang Yuyun has been appointed as the chairman of the Remuneration Committee.

During the Reporting Period, the Remuneration Committee held one meeting. Individual attendance of each Remuneration Committee member is set out on page 55.

The Remuneration Committee's major work during the Reporting Period includes:

- (a) reviewing the framework and structure of compensation and benefit;
- (b) reviewing the compensation packages of directors and management;
- (c) reviewing and approving the granting of restricted share units to management (including approving the vesting period in respect of restricted share units granted on June 2, 2023); and
- (d) reviewing the director service contracts.

Nomination Committee

The Company has established the Nomination Committee with written terms of reference in compliance with the CG Code. The primary duties of the Nomination Committee include the following:

- (a) reviewing the structure, size and composition of the Board;
- (b) identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals to be nominated for directorships;
- (c) assessing the independence of the independent non-executive Directors;
- (d) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors; and
- (e) making recommendations on the 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.

The Nomination Committee consists of three members, namely Mr. Wong Sincere and Mr. Li Wai Chung, the independent non-executive Directors and Mr. Fu Xi, the executive Director. Mr. Fu Xi has been appointed as the chairman of the Nomination Committee.

The Nomination Committee reviews at least annually the structure, size, composition (including the skills, knowledge and experience) and diversity of the Board and where appropriate, makes recommendations on changes to the Board to complement the Company's corporate strategy.

The Nomination Committee has a primary responsibility for identifying suitably qualified candidates to become members of the Board and, in carrying out this responsibility, will give adequate consideration to the board diversity policy. In forming its perspective on diversity, the Nomination Committee will also take into account factors based on the Company's business model and specific needs from time to time, including but not limited to skills, knowledge, experience, gender and background. It will also monitor the implementation of the board diversity policy.

Corporate Governance Report

During the Reporting Period, the Nomination Committee held one meeting. Individual attendance of each Nomination Committee member is set out on page 55.

The Nomination Committee's major work during the Reporting Period includes:

- (a) reviewing and monitoring the implementation of the board diversity policy;
- (b) reviewing and assessing the structure, size, composition and diversity of the Board;
- (c) reviewing the election of Directors and its schedule; and
- (d) reviewing and assessing the independence of the independent non-executive Directors.

DIVERSITY

Board Diversity

The Company regards increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. The Company has implemented a board diversity policy. The Company's board diversity policy specifies that in designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualification, skills, knowledge and industry and regional experience. All appointments to the Board will be based on merit and the needs of its business from time to time, and taking into account the benefits of diversity to the Board. The Company aims to maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company's business growth.

The Nomination Committee will ensure that the Board has the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategy and in order for the Board to be effective. The Nomination Committee will report annually on the Board's composition and make appropriate disclosures regarding the board diversity policy in the Corporate Governance Report of the Company's annual reports. It will also monitor the implementation of the board diversity policy.

Directors have a balanced mix of knowledge and skills, including but not limited to overall business management, finance and accounting, investment and law. They obtained degrees in various majors including business administration, computer science, accounting, finance and law. Furthermore, the Board has a relatively wide range of ages, ranging from 35 years old to 59 years old. Currently, one of the six Directors of the Board is female, and the Board is committed to maintaining the presence of female Directors among its members and fully considering and promoting Board member diversity when identifying suitable candidates in the future, ensuring that the Board has both male and female potential successors. The Board is of the view that our Board satisfies the board diversity policy.

Employees Diversity

For the year ended December 31, 2023, among the employees of the Group, 51.9% are male and 48.1% are female. Among the senior management of the Group, 79.2% are male and 20.8% are female. We create an environment with respect and inclusiveness where we will prioritize diversity in gender, age and professional skill, and recruit employees with diverse experience, backgrounds and perspectives. We will properly balance and maintain the gender diversity of all employees according to the business model and needs.

Further details on the diversity of the Group's employees can be found in the Company's 2023 Environmental, Social and Governance Report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility to ensure that the Company establishes and maintains an adequate and effective system of risk management and internal control to safeguard shareholders' investments and the Company's property, and to take reasonable steps to prevent and detect fraud and other irregularities to that end. The Board assesses and determines the nature and extent of risks, including environmental, social, and governance risks, that should be faced in achieving the Company's strategic objectives, oversees the design, implementation, and monitoring of the management of the system through the Audit Committee and internal audit function, and the management confirms to the Board the effectiveness of the system. The risk management and internal control systems are designed to manage, rather than eliminate, the risk of failure to achieve business objectives and provides only reasonable, but not absolute, assurance that no material misstatement or loss will occur.

The system is reviewed by the management, the internal audit function, and the Audit Committee on an ongoing basis and is subject to final review by the Board. On behalf of the Board, the Audit Committee reviews once a year the management's work on the design, implementation, and oversight of the risk management and internal control systems, which includes an annual review of the effectiveness of the Group's risk management and internal control systems. The Audit Committee receives an annual internal control report on the operational areas of internal control over identified key risk areas. Any significant internal control deficiencies identified and recommendations to address such deficiencies are reported to the Board as appropriate. Based on these reports, the Audit Committee conducts relevant reviews and reports to the Board, highlighting any areas where action or improvement is required. The Board considers the Audit Committee's comments and recommendations, reviews the effectiveness of the system, and takes action to address them.

Risk management policies

To identify, assess and control risks to our business, we have designed and implemented policies and procedures to help ensure effective risk management in our operations. Our operation decision-making committee formulates our risk management policies, strategies and plans. Our legal department is responsible for identifying, evaluating and managing operational risks. Each of our business departments monitors and evaluates our risk management and internal control policies and procedures.

Our risk management policies cover the material aspects of our operations, including:

- fund allocation and management;
- counterparty risk management;
- sales process management, including closely monitoring the sale of digital goods. For example, we set parameters in our system in advance of market campaigns to help ensure our platform does not facilitate digital goods transactions at prices beyond the ranges prescribed by digital goods vendors;
- legal compliance;
- intellectual property protection;
- human resource management;
- financial reporting management; and
- corporate governance.

Major risks of the Company

In 2023, the management of the Company identified various risks in business operation through the above risk management process. Below is a summary of the risks faced by the Company along with the applicable response strategies. With the growth of business scale, scope, complexity and the changing external environment, the Company's risk profile may change and the list below is not intended to be exhaustive.

Policy and regulatory risk

Our business is subject to regulation by various governmental agencies in China, including the Ministry of Commerce, the Ministry of Industry and Information Technology, and the Ministry of Culture and Tourism. These regulations relate to games, e-commerce, foreign direct investment, intellectual property rights, consumer protection and data privacy, foreign exchange and taxation and related areas of law. The regulatory framework governing the industry is also evolving and is expected to remain uncertain in the foreseeable future. Changes in regulatory policies may affect the development of our business.

The Company has established dedicated departments and teams, continuously expanded professional talents and hired multiple external professional consultants, maintained close communication with business department, actively paid attention to regulatory trends and changes in related laws and regulations, and adjusted strategies accordingly to take countermeasures so as to ensure that the Company continues to develop its business in compliance with relevant regulatory requirements.

Market competition risk

We face fierce competition imposed by companies that provide digital goods and services. Suppliers of digital goods may sell digital goods to consumers, directly or through other online or offline digital goods consumption scenarios. New competitor may enter the digital goods industry in China, and we may face new competitor as we expand our business into new industry segment.

The management of the Company pays close attention to the changing trend of the industry and the market and attaches great importance to the changes in user experience and needs. The management has been committed to innovative business planning and layout, actively explores and promotes new businesses, strengthens cooperation with business partners and continuously improves technological innovation and market competitiveness by recruiting more outstanding talents and constantly optimizing organizational structure.

Information system risk

Our platform generates and processes a large quantity of data. As a result, we face risks inherent in accessing and handling large volumes of data, including those associated with the followings:

- protecting the data hosted on our technology systems, including against attacks on our systems by outside parties or employee error or malfeasance;
- addressing concerns related to data privacy, sharing and security; and
- complying with laws, rules and regulations governing the use and disclosure of personal information.

The Company has established an effective risk management mechanism. Through a series of assessment and analysis in advance, the Company continuously optimizes the technical system and keeps reducing the possibility of information system risk. Furthermore, the Company also conducts information security awareness training and publicity regularly to enhance employees' awareness of protecting sensitive information.

Operational risk

The performance, reliability and availability of our platform and underlying technology infrastructure are critical to our operations, reputation and our ability to attract and retain platform participants. A system outage, malfunction or data loss could hamper our ability to provide services. In addition, the operation of the Company may be affected by the natural disasters and other calamities. Fire, floods, typhoons, earthquakes, power loss, telecommunications failures, break-ins, war, riots, terrorist attacks or similar events may cause server interruptions, breakdowns, system failures or internet failures. These incidents could cause the loss or corruption of data or malfunctions of software or hardware and adversely affect our ability to provide our services.

The Company has set up a special team to deal with operational risk, assess emergencies and take emergency measures to ensure the smooth operation of the business.

Fraud risk

Our platform may face risks such as telecommunications fraud and money laundering crimes in the course of operation. In order to prevent such risks, the Company has selected specialized teams from the security center, government affairs center, legal center, and business line to establish a security team for the crime patterns in different scenarios, and the security team has formulated different risk-control mechanisms within the Company for different scenarios of B2B and B2C, and has developed specific risk control rules and operational norms and conducted regular training through the establishment of a sound anti-telecommunications fraud and anti-money laundering mechanism, to enhance the employees' awareness of anti-fraud and anti-money laundering risk control and contingency response capabilities, so as to effectively safeguard the Company's security and stability.

INTERNAL CONTROL

The Board is responsible for establishing our internal control system and reviewing its effectiveness. We have formulated comprehensive internal control policies and measures to manage emergencies, including public security incidents, operations incidents, network security incidents, natural disasters, and legal and policy events. In addition, the Company has already modified and implemented our internal audit policies based on the Listing Rules, formulated and enhanced sales and procurement procedures, established and implemented certain policies and procedures with respect to assets, treasury, human resources, taxation, investment and general information systems controls and established and implemented review and approval procedures, as well as policies regarding financial reporting, so as to ensure the effective operation of risk management and internal control.

Our operation decision-making committee is ultimately responsible for emergency management. Its responsibilities include:

- commanding and coordinating emergency preparation, responding and handling;
- determining specific emergency response-related matters;
- determining members of the emergency response team and their tasks;
- supervising and managing the establishment and operation of emergency systems;
- reporting and publishing the progress of emergency management; and
- coordinating with outside parties with respect to emergency management.

We have established an emergency response team under the operation decision-making committee which is responsible for implementing emergency plans formulated by, and reporting emergency events to, the operation decision-making committee.

We divide emergency response levels into level I responses (company level) and level II responses (department level) based on a range of factors relating to the emergency event, including its nature, severity, manageability and scope, among other factors. After we become aware of an emergency event, we evaluate the event to determine the applicable emergency response level and then take corresponding measures in response to the event.

Effectiveness of risk management and internal control

The Audit Committee, on behalf of the Board, continuously reviews the risk management and internal control systems of the Company. The review process comprises, among other things, meetings with the senior management and the external auditors, reviewing the relevant work reports and information of key performance indicators, and discussing the major risks with the senior management of the Company. When conducting risk assessments, the Company not only evaluates the main risks, but also evaluates the potential fraud risks that may be faced in the course of operation, and takes preventive measures against relevant risks to maintain the safety and stability of the Company. During the Reporting Period, the Board had conducted a review of the effectiveness of risk management and internal control systems of the Group, and reviewed the audit summary provided by the internal audit department, and believed the existing internal control system of the Company is relatively sound, in line with relevant laws and regulations and the actual conditions of the Company. It can effectively prevent and control operational risks, ensure the smooth development of the Company's business, and play a good management and control role in various key links and key internal control aspects of the Company's business management. The Board is of the view that the risk management and internal control systems of the Group were effective during the Reporting Period.

In addition, the Board believes that the Company's accounting and financial reporting functions have been performed by employees with appropriate qualifications and experience and that such employees have received appropriate and sufficient training and development. Based on the audit report of the Audit Committee, the Board also believes that sufficient resources have been obtained for the Company's internal audit function and that its employees' qualifications and experience, training programs and budgets are sufficient.

POLICY ON THE DISCLOSURE OF INSIDE INFORMATION

The Company has put in place an internal policy for the handling and disclosure of inside information in compliance with the SFO. The internal policy sets out the procedures and internal controls for the handling and dissemination of inside information in a timely manner and provides the Directors, senior management and relevant employees a general guide in monitoring information disclosure and responding to enquiries.

Control procedures have been implemented to ensure that unauthorized access to and use of inside information are strictly prohibited.

CONVENING OF EXTRAORDINARY GENERAL MEETING AND PUTTING FORWARD PROPOSALS

Shareholders may put forward proposals for consideration at a general meeting of the Company according to the Articles of Association. Any one or more members holding as 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 shall at all times have the right, by written requisition, to require an extraordinary general meeting of the Company to be called by the Board for the transaction of any business specified in such requisition. Such requisition shall be made in writing to the Board or the company secretary, and a written requisition shall be deposited at the Company's principal place of business in Hong Kong. If within 21 days of such deposit, the Board fails to proceed to convene such meeting to be held within a further 21 days, the requisitionist(s) 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.

As regards proposing a person for election as a Director, the procedures are available on the website of the Company.

COMMUNICATIONS WITH SHAREHOLDERS

The Company strives to provide ready, fair, regular and timely disclosure of information that is material to the investor community. Therefore, the Company works to maintain effective and ongoing communication with Shareholders so that they, along with prospective investors, can exercise their rights in an informed manner based on a good understanding of the Group's operations, businesses and financial information. The Company also encourages Shareholders' active participation in annual general meetings and other general meetings or through other proper means. General meetings can provide an opportunity for communication between the Directors, senior management and the Shareholders. The Company recognizes the importance of effective communication with Shareholders and encourages them to attend general meetings to raise any concerns they might have with the Board or the senior management directly. Board members and appropriate senior management of the Company are available at such meetings to respond to enquiries raised by the Shareholders.

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

During the Reporting Period, the Company held an annual general meeting on May 30, 2023. Notice of the general meeting was sent to the Shareholders on April 27, 2023. The chairman of the Board and the chairman of each of the Audit Committee, the Nomination Committee and the Remuneration Committee attended the annual general meeting and were available to answer any questions raised by the Shareholders. A representative of the Auditor also attended the meeting to answer any questions about the conduct of the audit, the preparation and content of the audit report, the accounting policies and the independence of auditor.

The Company has developed and maintained a Shareholders' communication policy, and the Board has regularly reviewed the implementation and effectiveness of the Shareholders' communication policy, with the objective of promoting effective and ongoing communication between the Company and the Shareholders, which is available on the Company's website at "www.fulu.com". The Company's website is maintained as a communication platform with the Shareholders, where information on the Company's announcements, reports, financial information and other information are available for public access.

The Board has held a meeting on March 28, 2024 to review the Shareholders' communication policy and revised it in accordance with the amendments to Listing Rules and articles of association related to the expansion of the paperless listing regime of the Stock Exchange, with the aim to ensure that the Shareholders' communication policy of the Company can help Shareholders and ordinary investors have ready, equal and timely access to balanced and understandable information about the Company, and to allow the Shareholders and the investment community to engage actively with the Company. During the Reporting Period, the Company maintains good contact and communication with investors through multiple channels, so as to boost investors' understanding and recognition of the Company. The Board believes that Shareholders' communication policy of the Company is effective and applicable, and is satisfied with the implementation of the Shareholders' communication policy of the Company.

A summary of the disclosure of interests of the substantial Shareholders of the Company is set out in the section headed "Directors' Report" of this annual report.

Enquiries to the Board

Shareholders who intend to put forward their enquiries about the Company to the Board can send their enquiries to the headquarters of the Company at 2nd Floor, Building B2, Optics Valley Financial Port, No. 77 Guanggu Avenue, East Lake High-tech Development Zone, Wuhan, Hubei Province, the PRC to the attention of the Investor Relations Center or send an email to IR@fulu.com.

The Company welcomes the views of and enquiries from the Shareholders. Enquiries to the Board or senior management of the Company will be dealt with in an informative and timely manner.

UNDERTAKING GIVEN BY THE CONTROLLING SHAREHOLDERS

Deed of Non-competition

Each of the Controlling Shareholders has undertaken to us in the deed of non-competition (the “Deed of Non-competition”) that he/it will not, and will procure his/its close associates (other than members of our Group) not to directly or indirectly (whether or not through his/its own, jointly with any person, corporation, partner, joint venture or any other contractual arrangements, and whether or not in exchange for profit or other benefits) participate, acquire or hold any right or interest in or otherwise be involved in or undertake any business that directly or indirectly competes, or may compete, with the existing business activity of the Group or any business activities which the Group may undertake in the future (in all cases, whether or not as shareholder, partner, agent or any other capacity, and whether or not for profits, returns or any benefits) (the “Restricted Activity”), or hold shares or interest in any companies or business that compete directly or indirectly with the business engaged by the Group from time to time, except where the Controlling Shareholders hold less than 5% of the total issued share capital of any company (whose shares are listed on the Stock Exchange or any other stock exchange) which is engaged in any business that is or may be in competition with any business engaged by any member of the Group and they do not control over the board of directors of such company.

Further, each of the Controlling Shareholders has undertaken to procure that if any new business investment or other business opportunity relating to the Restricted Activity (the “Competing Business Opportunity”) is identified by or made available to him/it or any of his/its close associates, he/it shall, and shall procure that his/its close associates shall, refer such Competing Business Opportunity to our Company on a timely basis and refer the Competing Business Opportunity to the Company by giving written notice to the Company of such Competing Business Opportunity within 30 business days of identifying the target company (if relevant) and the nature of the Competing Business Opportunity, the investment or acquisition costs and all other details reasonably necessary for the Company to consider whether to pursue such Competing Business Opportunity.

The Controlling Shareholders have confirmed that during the period from the execution of the Deed of Non-competition on August 29, 2020 to the Latest Practicable Date, they complied with the Deed of Non-competition. The independent non-executive Directors of the Company have reviewed the compliance with the Deed of Non-competition by the Controlling Shareholders of the Company and confirmed that the Controlling Shareholders of the Company complied with the Deed of Non-competition from August 29, 2020 to the Latest Practicable Date.

CHANGES TO DIRECTORS’ INFORMATION

Save as disclosed above, the Directors confirm that there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

COMPANY SECRETARY

During the Reporting Period, there was a change in the company secretary of the Company, prior to which, the Company implemented the joint company secretary system. Mr. Mao Feng, one of the former joint company secretaries, resigned as the joint company secretary of the Company on September 15, 2023. Upon the resignation of Mr. Mao Feng, Ms. Ng Ka Man, the other joint company secretary of the Company, who possesses the qualification and experience of a company secretary as required under Rule 3.28 of the Listing Rules, will remain in office and act as the sole company secretary of the Company. Ms. Ng Ka Man's primary contact person of the Company is Mr. Fu Xi (Executive Director, Chairman and CEO).

For the year ended December 31, 2023, Ms. Ng Ka Man undertook not less than 15 hours of relevant professional training, respectively, in compliance with Rule 3.29 of the Listing Rules.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Please refer to Note 8 to the financial statements of this annual report for details of remuneration of Directors for the year ended December 31, 2023.

Details of the remuneration by band of Directors and senior management of the Company, whose biographies are set out in the section headed "Directors and Senior Management" of this annual report, for the year ended December 31, 2023 are set out below:

Remuneration band (RMB)	Number of individuals
1–2,000,000	11
2,000,001–5,000,000	1
>5,000,000	0

REMUNERATION POLICY

The remuneration of the Directors and senior management is paid in the form of salaries, allowances, benefits in kind, pension scheme contributions and share-based payments, taking into account other factors such as their experience, level of responsibility, individual performance and the profit performance of the Group.

The Remuneration Committee will meet at least once every year to discuss remuneration related matters (including the remuneration of Directors and senior management) and review the remuneration policy of the Group.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended December 31, 2023, and are aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

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

AUDITOR'S REMUNERATION

The remuneration for the audit and non-audit services provided by the Auditor to the Group during the year ended December 31, 2023 was approximately as follows:

Type of Services	Amount (RMB'000)
Audit and audit-related services	2,450
Non-audit services	0
Total	2,450

Auditor's remuneration is the remuneration paid by the Group for the 2023 audit service provided by the Auditor.

CHANGES IN CONSTITUTIONAL DOCUMENTS

On May 30, 2023, the proposal in relation to the amendments to the Articles of Association was considered and approved at the 2022 AGM. The amended and restated memorandum and articles of association of the Company took effect from the conclusion of the annual general meeting. Investors may review the existing and effective Articles of Association on the website of the Company (www.fulu.com) and the designated website of the Stock Exchange (www.hkexnews.hk).

Independent Auditor's Report



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To the shareholders of Fulu Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Fulu Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 73 to 150, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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

Independent Auditor's Report

Key audit matter

Revenue recognition of digital-goods-related services

During the year ended 31 December 2023, the Group recognized the revenue of digital-goods-related services of RMB438,072,000, which was recorded on a net basis since the Group considered that it acted as an agent rather than as a principal based on its assessment of control on the specified digital goods. As the amount of the revenue of digital goods-related services was significant and significant judgements were required in determining whether the Group acted as an agent or a principal in a transaction with a customer, we considered the revenue recognition of digital goods-related services as key audit matter.

The disclosures of revenue recognition of digital goods-related services are included in note 2.4, note 3 and note 5 to the consolidated financial statements.

Expected credit losses of trade receivables, contract assets and financial assets included in prepayments, other receivables and other assets

The balances of trade receivables, contract assets and prepayments, other receivables and other assets as at 31 December 2023 were RMB544,148,000, RMB37,291,000 and RMB829,005,000, respectively.

The Group uses external credit ratings and historical credit loss experience of the industry to calculate expected credit losses ("ECLs") for trade receivables and contract assets under the simplified approach and for refundable prepayments, deposits and other receivables under the general approach. The observed default rates of the industry were adjusted with forward-looking information. The aforementioned process was complex and involved significant judgements and estimates. Accordingly, we considered expected credit losses on financial assets and contract assets as key audit matters.

The disclosures of expected credit losses are included in note 2.4, note 3, note 18, note 19 and note 20 to the consolidated financial statements.

How our audit addressed the key audit matter

Our procedures included, among others, testing key controls of digital goods-related service processes, including the controls on digital goods movement, on a sampling basis, with the assistance of our internal IT specialists. We also reconciled the transaction data in the operating system with the amounts recorded in the accounting system. We reviewed key terms of digital-goods-related services contracts on a sampling basis to assess management's judgements on principal versus agent considerations.

We also assessed the adequacy of related disclosures in the consolidated financial statements.

Our audit procedures included, among others, evaluating the assumptions and methodologies used by the Group, in particular, the default rates, losses given default and forward-looking adjustments, with the assistance of our internal valuation specialists. We tested the source data used in the calculation such as the gross amounts of assets and external credit ratings, and checked the arithmetic correctness of the Group's calculation.

We also assessed on the adequacy of related disclosures in the consolidated financial statements.

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs 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.

Independent Auditor's Report

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

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

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

Independent Auditor's Report

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

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

The engagement partner on the audit resulting in this independent auditor's report is Siu Fung, Terence Ho.

Ernst & Young

Certified Public Accountants

Hong Kong

28 March 2024

Consolidated Statement of Profit or Loss and Other Comprehensive Income

Year ended 31 December 2023

	<i>Notes</i>	2023 <i>RMB'000</i>	<i>2022</i> <i>RMB'000</i>
REVENUE	5	560,406	479,863
Cost of sales		(144,231)	(120,627)
Gross profit		416,175	359,236
Other income and gains	5	37,744	43,519
Selling and distribution expenses		(173,235)	(148,632)
Administrative expenses		(109,211)	(98,994)
Research and development costs		(58,571)	(61,289)
Impairment losses on financial and contract assets, net		(10,626)	(5,212)
Other expenses		(3,356)	(839)
Finance costs	7	(3,558)	(1,510)
PROFIT BEFORE TAX	6	95,362	86,279
Income tax (expense)/credit	10	(15,233)	4,447
PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE YEAR		80,129	90,726
Attributable to:			
Owners of the parent		91,614	97,881
Non-controlling interests		(11,485)	(7,155)
		80,129	90,726
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT			
Basic and diluted			
For profit for the year (RMB)	12	0.23	0.24

Consolidated Statement of Financial Position

31 December 2023

	<i>Notes</i>	2023 <i>RMB'000</i>	<i>2022</i> <i>RMB'000</i>
NON-CURRENT ASSETS			
Property, plant and equipment	13	5,091	3,660
Right-of-use assets	14	12,568	14,511
Goodwill	15	674	674
Other intangible assets	16	31,310	26,174
Deferred tax assets	17	17,348	22,619
Pledged deposits	22	20,000	20,000
Total non-current assets		86,991	87,638
CURRENT ASSETS			
Trade receivables	18	544,148	475,747
Contract assets	19	37,291	55,995
Prepayments, other receivables and other assets	20	829,005	722,040
Due from related parties	32	23,572	34,289
Financial assets at fair value through profit or loss	21	12,552	26,621
Restricted cash	22	81,727	23,322
Cash and cash equivalents	22	147,347	149,825
Total current assets		1,675,642	1,487,839
CURRENT LIABILITIES			
Trade payables	23	113,108	100,632
Other payables and accruals	24	232,644	195,918
Interest-bearing bank and other borrowings	25	139,652	40,000
Lease liabilities	14	6,835	5,435
Tax payable		8,065	14,337
Total current liabilities		500,304	356,322
NET CURRENT ASSETS		1,175,338	1,131,517
TOTAL ASSETS LESS CURRENT LIABILITIES		1,262,329	1,219,155

Consolidated Statement of Financial Position

31 December 2023

	<i>Notes</i>	2023 <i>RMB'000</i>	<i>2022</i> <i>RMB'000</i>
NON-CURRENT LIABILITIES			
Lease liabilities	14	4,977	8,773
Total non-current liabilities		4,977	8,773
Net assets			
EQUITY			
Equity attributable to owners of the parent			
Share capital	26	278	277
Reserves	28	1,271,761	1,216,675
		1,272,039	1,216,952
Non-controlling interests	29	(14,687)	(6,570)
Total equity		1,257,352	1,210,382

Mr. Fu Xi
Director

Mr. ZHANG Yuguo
Director

Consolidated Statements of Changes in Equity

Year ended 31 December 2023

Notes	Attributable to owners of the parent							Non-controlling interests RMB'000	Total equity RMB'000
	Share capital RMB'000 (note 26)	Share premium RMB'000	Merger reserve and others RMB'000 (note 28)	Share-based payment reserve RMB'000 (note 27)	Statutory surplus reserve RMB'000 (note 28)	Retained profits RMB'000	Total RMB'000		
At 1 January 2022	275	625,329	19,416	139,233	23,559	356,117	1,163,929	-	1,163,929
Profit for the year and total comprehensive income	-	-	-	-	-	97,881	97,881	(7,155)	90,726
Equity-settled share-based payments	27	2	(2)	-	16,079	-	16,079	-	16,079
Final 2021 dividend declared	-	(60,937)	-	-	-	-	(60,937)	-	(60,937)
Appropriations to statutory surplus reserve	28	-	-	-	-	8,961	(8,961)	-	-
Capital contribution from non-controlling shareholders of a subsidiary	-	-	-	-	-	-	-	585	585
At 31 December 2022	277	564,390*	19,416*	155,312*	32,520*	445,037*	1,216,952	(6,570)	1,210,382

Notes	Attributable to owners of the parent							Non-controlling interests RMB'000	Total equity RMB'000
	Share capital RMB'000 (note 26)	Share premium RMB'000	Merger reserve and others RMB'000 (note 28)	Share-based payment reserve RMB'000 (note 27)	Statutory surplus reserve RMB'000 (note 28)	Retained profits RMB'000	Total RMB'000		
At 1 January 2023	277	564,390	19,416	155,312	32,520	445,037	1,216,952	(6,570)	1,210,382
Profit for the year and total comprehensive income	-	-	-	-	-	91,614	91,614	(11,485)	80,129
Equity-settled share-based payments	27	1	(1)	-	6,336	-	6,336	-	6,336
Final 2022 dividend declared	-	(42,863)	-	-	-	-	(42,863)	-	(42,863)
Appropriations to statutory surplus reserve	28	-	-	-	-	13,259	(13,259)	-	-
Capital contribution from non-controlling shareholders of a subsidiary	-	-	-	-	-	-	-	1,170	1,170
Disposal of a subsidiary	30	-	-	-	-	-	-	2,198	2,198
At 31 December 2023	278	521,526*	19,416*	161,648*	45,779*	523,392*	1,272,039	(14,687)	1,257,352

* These reserve accounts comprise the consolidated reserves of RMB1,271,761,000 (2022: RMB1,216,675,000) in the consolidated statement of financial position.

Consolidated Statement of Cash Flows

Year ended 31 December 2023

	<i>Notes</i>	2023 <i>RMB'000</i>	<i>2022</i> <i>RMB'000</i>
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax	6	95,362	86,279
Adjustments for:			
Depreciation of property, plant and equipment	6	2,404	2,027
Amortisation of intangible assets	6	6,223	3,273
Depreciation of right-of-use assets	6	8,363	6,142
Interest income	5	(3,842)	(3,521)
Finance costs	7	3,558	1,510
Equity-settled share-based payment expenses	6	6,336	16,079
Loss on disposal of an associate		–	40
Gain on disposal subsidiary	5	(2,288)	–
Gain on the fair value change of financial assets at fair value through profit or loss		(931)	(392)
(Gain)/Loss on disposal of right-of-use assets	14	(79)	41
Foreign exchange gain		(237)	(170)
		114,869	111,308
Increase in trade receivables		(83,446)	(198,788)
Decrease/(increase) in contract assets		18,704	(13,708)
(Increase)/decrease in prepayments, other receivables and other assets		(106,929)	41,123
Decrease/(increase) in amounts due from related parties		10,717	(1,399)
Increase in restricted cash		(58,405)	(20,692)
Increase in trade payables		16,138	54,710
Increase in other payables and accruals		54,682	55,434
Cash (used in)/generated from operations		(33,670)	27,988
Income tax paid		(16,234)	(5,505)
Net cash flows (used in)/from operating activities		(49,904)	22,483
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of financial products		(68,000)	(96,500)
Proceeds from disposal of financial products		83,000	87,277
Purchases of property, plant and equipment		(3,850)	(2,922)
Addition to intangible assets		(11,359)	(13,136)
Interest received		3,806	2,864
Disposal of subsidiary	30	(2,072)	–
Proceeds from disposal of property, plant and equipment		–	11
Net cash flows from/(used in) investing activities		1,525	(22,406)

Consolidated Statement of Cash Flows

Year ended 31 December 2023

	<i>Notes</i>	2023 RMB'000	2022 <i>RMB'000</i>
CASH FLOWS FROM FINANCING ACTIVITIES			
Capital contribution from non-controlling shareholders of a subsidiary		1,170	585
Payment of listing expenses		–	(1,550)
Increase in pledged deposits		–	(20,000)
New bank and other borrowings		814,209	230,268
Principal portion of lease payments		(8,737)	(6,455)
Repayment of bank and other borrowings		(714,557)	(200,268)
Dividends paid		(42,863)	(60,937)
Interest paid		(3,558)	(1,510)
Net cash flows from/(used in) financing activities		45,664	(59,867)
NET DECREASE IN CASH AND CASH EQUIVALENTS			
Effect of foreign exchange rate changes, net		237	170
Cash and cash equivalents at beginning of year		149,825	209,445
CASH AND CASH EQUIVALENTS AT END OF YEAR	22	147,347	149,825
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	22	249,074	193,147
Less: Restricted cash	22	(81,727)	(23,322)
Pledged deposits	22	(20,000)	(20,000)
		147,347	149,825

Notes to Financial Statements

31 December 2023

1 CORPORATE AND GROUP INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands on 31 October 2019. The registered address of the Company is Harneys Fiduciary (Cayman) Limited, 4th Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman, Cayman Islands.

During the year, the subsidiaries now comprising the Group were principally engaged in the provision of services to facilitate digital goods transactions and online store operating services.

In the opinion of the Directors, the ultimate controlling shareholder of the Group is Mr. Fu Xi.

Information about subsidiaries

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

Name of company	Notes	Date and place of incorporation/ registration and place of operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
				Direct	Indirect	
Fulu (HONGKONG) LIMITED 福祿(香港)有限公司	(a)	21 November 2019 Hong Kong China	HKD1	100%	–	Investment holding
Wuhan Fulu Technology Co., Ltd. ("WFOE") 福祿(武漢)科技集團有限公司	(b)	25 December 2019 People's Republic of China("PRC")/ Chinese Mainland	RMB210,000,000	–	100%	Investment holding
Wuhan Fulu Internet Technology Co., Ltd. ("Wuhan Fulu") 武漢福祿網絡科技有限公司	(c)	24 March 2009 PRC/Chinese Mainland	RMB19,688,935	–	100%	Provision of services to facilitate digital goods transactions and online stores operating services
Tibet Fulu Internet Technology Co., Ltd. 西藏福祿網絡科技有限公司	(c)	8 December 2016 PRC/Chinese Mainland	RMB60,000,000	–	100%	Provision of services to facilitate digital goods transactions and online stores operating services
Wuhan Souka Technology Co., Ltd. 武漢搜卡科技有限公司	(c)	8 June 2017 PRC/Chinese Mainland	RMB10,000,000	–	100%	Provision of services to facilitate digital goods transactions

1 CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (Continued)

Name of company	Notes	Date and place of incorporation/ registration and place of operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the		Principal activities
				Company Direct	Indirect	
Beijing Fulu Fuxi Technology Co., Ltd. 北京福祿福喜科技有限公司	(c)	31 December 2021 PRC/Chinese Mainland	RMB10,000,000	–	60%	Provision of services to facilitate digital and physical goods transactions
Beijing Yiji Qifu Technology Co., Ltd. 北京一擊企服科技有限公司	(c)	2 September 2019 PRC/Chinese Mainland	RMB5,000,000	–	60%	Provision of services to facilitate digital and physical goods transactions
Wuhan Yiqiyou Internet Technology Co., Ltd. 武漢一起遊網絡科技有限公司	(c)	4 June 2012 PRC/Chinese Mainland	RMB10,000,000	–	100%	Provision of services to facilitate digital goods transactions
Wuhan Lishuo Technology Co., Ltd. 武漢立碩科技有限公司	(c)	6 January 2017 PRC/Chinese Mainland	RMB10,000,000	–	100%	Provision of services to facilitate digital goods transactions
Xinjiang Fulu Internet Technology Co., Ltd. 新疆福祿網絡科技有限公司	(c)	27 December 2016 PRC/Chinese Mainland	RMB5,000,000	–	100%	Provision of services to facilitate digital goods transactions and online stores operating services
Xinjiang Huluwa Internet Technology Co., Ltd. 新疆葫蘆娃網絡科技有限公司	(c)	25 February 2019 PRC/Chinese Mainland	RMB5,000,000	–	100%	Provision of services to facilitate digital goods transactions and online stores operating services
Wuhan Tianshi Technology Co., Ltd. 武漢天識科技有限公司	(c)	24 July 2014 PRC/Chinese Mainland	RMB10,000,000	–	100%	Provision of services to facilitate digital goods transactions and online stores operating services
Kashgar Yiqiwan Internet Technology Co., Ltd. ("Kashgar Yiqiwan") 喀什一起玩網絡科技有限公司	(c)	27 March 2017 PRC/Chinese Mainland	RMB10,000,000	–	100%	Provision of services to facilitate digital goods transactions and online stores operating services
Beijing Fuluxi Technology Co., Ltd. 北京福祿喜科技有限公司	(c)	21 April 2022 PRC/Chinese Mainland	RMB1,000,000	–	60%	Provision of services to facilitate digital and physical goods transactions

- (a) The entity is registered as a limited liability enterprise under Hong Kong law.
- (b) The WFOE is registered as a wholly-foreign-owned-enterprise under PRC law.
- (c) These entities are limited liability enterprises established under PRC law and controlled through contractual arrangement ("Contractual arrangements") by the Company. They are collectively referred to as "PRC Operating Entities".

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

2. ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (which include all International Financial Reporting Standards, International Accounting Standards and Interpretations) approved by the International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for financial assets which have been measured at fair value. These financial statements are presented in Renminbi and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

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

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

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

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

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to IAS 12	<i>International Tax Reform – Pillar Two Model Rules</i>

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

- (a) Amendments to IAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to IFRS Practice Statement 2 Making Materiality Judgements provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group's financial statements.
- (b) Amendments to IAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. Since the Group's approach and policy align with the amendments, the amendments had no impact on the Group's financial statements.
- (c) Amendments to IAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in IAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions.

Upon the application of the amendments, the Group has determined the temporary differences arising from right-of-use assets and lease liabilities separately, which have been reflected in the reconciliation disclosed in note 17 to the financial statements. However, they did not have any material impact on the overall deferred tax balances presented in the consolidated statement of financial position as the related deferred tax balances qualified for offsetting under IAS 12.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

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

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

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

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

¹ Effective for annual periods beginning on or after 1 January 2024

² Effective for annual periods beginning on or after 1 January 2025

³ No mandatory effective date yet determined but available for adoption

Further information about those IFRSs that are expected to be applicable to the Group is described below.

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 was removed by the IASB. However, the amendments are available for adoption now.

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

Amendments to IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of IFRS 16 (i.e., 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments shall be applied retrospectively with early application permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 7 and IFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. Earlier application of the amendments is permitted. The amendments provide certain transition reliefs regarding comparative information, quantitative information as at the beginning of the annual reporting period and interim disclosures. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's financial statements.

2.4 MATERIAL ACCOUNTING POLICIES

Investment in an associate

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

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

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

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

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

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

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill

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

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

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

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

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

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

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

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

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill (Continued)

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

Fair value measurement

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

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

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

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

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

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

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, contract assets, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

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

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

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Related parties

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

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and depreciation

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

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

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

Leasehold improvements	33.3% to 50%
Furniture and electronic equipment	19% to 31.7%
Motor vehicles	23.8%

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

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

Intangible assets (other than goodwill)

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

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

Software	5 to 10 years
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The software mainly includes a self-developed transaction platform and its improvement. The Group determines its useful life based on historical experience of the previous version of such transaction platform.

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Intangible assets (other than goodwill) (Continued)

Research and development costs

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

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

Leases

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

Group as a lessee

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

(a) *Right-of-use assets*

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

Buildings	2 to 3 years
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If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) *Lease liabilities*

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

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

Group as a lessee (Continued)

(b) Lease liabilities (Continued)

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

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

The Group applies the short-term lease recognition exemption to its short-term leases of offices (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option).

When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis.

Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

Investments and other financial assets

Initial recognition and measurement

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

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

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

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

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

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (Continued)

Subsequent measurement

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

Financial assets at amortised cost (debt instruments)

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

Financial assets at fair value through profit or loss

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

Derecognition of financial assets

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

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

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

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

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets

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

General approach

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

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 90 days past due.

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

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

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs.
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs.
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs.

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (Continued)

Simplified approach

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

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings and payables, as appropriate.

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

The Group's financial liabilities include trade payables, other payables and accruals, amounts due to related parties, and interest-bearing bank and other borrowings.

Subsequent measurement

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

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

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

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

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Cash and cash equivalents

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

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

Income tax

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

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

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

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

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Income tax (Continued)

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

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

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

Government grants

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

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

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

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

(i) *Digital goods-related services*

The Group provides services to facilitate upstream digital goods providers to sell digital goods to downstream users ("digital goods-related services"). The Group does not control specific digital goods prior to the purchase by the downstream users. Therefore, the Group is acting as an agent in the transactions. Revenue from the digital goods-related services is recognised at a point in time when the digital goods-related services are rendered.

The Group records the net amount that it retains from such completed transaction (including variable consideration contingent on the volume-based and/or performance-based rebates to be received) as revenue. Variable consideration is contingent on the volume-based and/or performance-based rebates to be received from the upstream digital goods providers, which are finalised on a periodical basis. The contingencies are in general resolved within three months subsequent to the end of the reporting period. Variable consideration is estimated using the expected value method in accordance with the terms as set out in the respective contractual arrangements with the upstream digital goods providers based on the Group's historical experiences, and the variable portion is included in the transaction price to the extent that it is probable that a significant reversal will not occur.

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

(ii) *Online store operating services*

The Group operates online stores on major e-commerce platforms for digital goods vendors. The Group is primarily responsible for facilitating the digital goods transactions, designing and updating storefronts, formulating and implementing operating and marketing strategies, and providing IT and other services. In return, the Group receives variable considerations which are net service fees calculated based on the total amounts of the completed transactions through the aforementioned online stores. The Group does not control the specified digital goods before the specified digital goods are transferred to the ultimate customers, and therefore, the Group is acting as an agent in the transactions. Revenue from operating online stores for digital good vendors is recognised on a net basis at a point in time when each transaction through the online stores is completed or when the provision of the relation service is completed.

The contingencies are in general resolved within three months subsequent to the end of the reporting period. Variable consideration is estimated using the expected value method in accordance with the terms as set out in the respective contractual arrangements with the upstream digital goods providers based on the Group's historical experiences, and the variable consideration is estimated based on historical experience and will be included in the transaction price to the extent it is probable that a significant reversal will not occur in a subsequent period.

(iii) *Physical goods-related services*

Revenue from the sale of physical products is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the physical products.

Other income

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

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Contract assets

If the Group performs by transferring goods or services to a customer before being unconditionally entitled to the consideration under the contract terms, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets. They are reclassified to trade receivables when the right to the consideration becomes unconditional.

Share-based payments

The Company operates a restricted share unit scheme. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments ("equity-settled transactions"). The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value of the shares granted pursuant to the Scheme is determined as the closing price on Hong Kong Stock Exchange at the grant date, further details of which are given in note 27 to the financial statements.

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

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

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

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Share-based payments (Continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

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

Other employee benefits

Pension schemes

The employees of the Group's subsidiaries which operate in Chinese Mainland are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of its payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme. Under these schemes, the Group has no legal obligation for retirement benefits beyond the contributions made.

Accommodation fund and other social insurances

The Group has participated in defined social security contribution schemes for its employees pursuant to the relevant laws and regulations of the PRC. These schemes cover the accommodation fund, basic medical insurance, unemployment insurance, injury insurance and maternity insurance. The Group makes monthly contributions to the accommodation fund and other social insurances. The contributions are charged to profit or loss on an accrual basis. The Group has no further obligations beyond the contributions made.

Borrowing costs

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

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Foreign currencies

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

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

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

3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Contractual arrangements

The PRC Operating Entities are mainly engaged in the provision of services to facilitate digital goods transactions in Chinese Mainland, which falls in the scopes of "Catalogue of Restricted Foreign Investment Industries" and "Special Administrative Measures for Assess of Foreign Investment" that foreign investors are restricted to invest.

The Group exercises control over the PRC Operating Entities and enjoys all economic benefits of the PRC Operating Entities through the Contractual Arrangements.

The Group considers that it controls the PRC Operating Entities, notwithstanding the fact that it does not hold a direct equity interest in the PRC Operating Entities, as it has power over the financial and operating policies of the PRC Operating Entities and receives substantially all the economic benefits from the business activities of the PRC Operating Entities through the Contractual Arrangements. Accordingly, the PRC Operating Entities have been accounted for as subsidiaries during the reporting period.

Revenue from contracts with customers-principal versus agent consideration

The Group applies judgements to determine its role as to facilitate upstream digital goods providers to sell digital goods to the downstream users. The Group does not only control specific digital and physical goods but also not control specific digital goods prior to transferred to the downstream users. Therefore, the Group concluded it act as a principal and agent in the transactions based on different situation. Consequently, the Group recorded revenue on a gross basis and net basis accordingly.

3 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Provision for expected credit losses on trade receivables, contract assets and financial assets included in prepayments, other receivables and other assets

The Group uses external credit ratings and historical credit loss experience of the industry to calculate ECLs for trade receivables and contract assets under the simplified approach and for refundable prepayments, deposits and other receivables under the general approach.

The observed default rates of the industry are adjusted with forward-looking information. For instance, if forecast economic conditions (i.e., urban registered unemployment rate) are expected to deteriorate over the next year which can lead to an increased number of default in the industry, the historical default rates are adjusted. At the end of the reporting period, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The industry's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in note 18 and note 19 to the financial statements, respectively. The information about the ECLs on the Group's refundable prepayments, deposits and other receivables is disclosed in note 20 to the financial statements.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are contained in note 17 to the financial statements.

4 OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their services and has five reportable operating segments as follows:

- (a) Leisure and entertainment, which primarily includes commissions earned from facilitating the sale of digital goods offered by leisure and entertainment content providers, operating services for online stores and other services provided to leisure and entertainment content providers;
- (b) Games, which primarily includes commissions earned from facilitating the sale of digital goods offered by game producers, operating services for online stores and other services provided to game producers;
- (c) Telecommunications, which primarily includes commissions earned from providing digital goods-related agency services and other services to telecom providers;
- (d) Lifestyle, which primarily includes commissions earned from facilitating the sale of digital goods offered by lifestyle service providers and other services provided to lifestyle service providers; and
- (e) Corporate welfare, which primarily includes commissions earned from providing employee benefits solutions to corporate clients.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment operating profit, which is a measure of gross profit. No analysis of the Group's assets and liabilities by operating segment is disclosed as it is not regularly provided to the chief operating decision-maker for review.

4 OPERATING SEGMENT INFORMATION (CONTINUED)

Year ended 31 December 2023	Leisure and entertainment RMB'000	Games RMB'000	Telecommuni- cations RMB'000	Lifestyle RMB'000	Corporate welfare RMB'000	Total RMB'000
Segment revenue						
External customers (note 5)	250,974	78,006	17,241	121,560	92,625	560,406
Segment cost	(52,794)	(31,858)	(8,240)	(41,338)	(10,001)	(144,231)
Gross profit	198,180	46,148	9,001	80,222	82,624	416,175
<i>Reconciliation:</i>						
Unallocated income and gains						37,744
Corporate and unallocated expense						(354,999)
Finance costs						(3,558)
Profit before tax						95,362

Year ended 31 December 2022	Leisure and entertainment RMB'000	Games RMB'000	Telecommuni- cations RMB'000	Lifestyle RMB'000	Corporate welfare RMB'000	Total RMB'000
Segment revenue						
External customers (note 5)	267,441	70,237	29,755	56,300	56,130	479,863
Segment cost	(53,317)	(24,854)	(14,566)	(20,955)	(6,935)	(120,627)
Gross profit	214,124	45,383	15,189	35,345	49,195	359,236
<i>Reconciliation:</i>						
Unallocated income and gains						43,519
Corporate and unallocated expense						(314,966)
Finance costs						(1,510)
Profit before tax						86,279

Notes to Financial Statements

31 December 2023

4 OPERATING SEGMENT INFORMATION (CONTINUED)

Geographical information**(a) Revenue from external customers**

All significant external customers of the Group are located in Chinese Mainland. Accordingly, no geographical information of external customers is presented.

(b) Non-current assets

All significant non-current assets of the Group are located in Chinese Mainland. Accordingly, no geographical information of segment assets is presented.

Information about major customers

Revenue derived from services to customers, which individually accounted for 10% or more of the Group's revenue, is set out below:

	2023 RMB'000	2022 RMB'000
Customer A from the leisure and entertainment segment and the games segment	97,879	70,129
Customer B from the leisure and entertainment segment	49,088	67,794

5 REVENUE, OTHER INCOME AND GAINS

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

	2023 RMB'000	2022 RMB'000
<i>Revenue from contracts with customers</i>		
Digital goods-related services		
– acted as an agent	438,072	383,105
Physical goods-related services		
– acted as an agent	47,441	27,126
Online stores operating services		
– acted as an agent	53,783	56,782
Others		
– acted as a principal	21,110	12,850
	560,406	479,863

5 REVENUE, OTHER INCOME AND GAINS (CONTINUED)

Revenue from contracts with customers

(i) Disaggregated revenue information

Year ended 31 December 2023

Segments	Leisure and entertainment RMB'000	Games RMB'000	Telecommuni- cations RMB'000	Lifestyle RMB'000	Corporate welfare RMB'000	Total RMB'000
Types of services						
Provision of digital goods-related services	216,127	57,301	16,333	110,460	37,851	438,072
Provision of physical goods-related services	–	–	–	–	47,441	47,441
Provision of online store operating services	32,113	18,255	764	2,651	–	53,783
Others	2,734	2,450	144	8,449	7,333	21,110
Total revenue from contracts with customers	250,974	78,006	17,241	121,560	92,625	560,406
Timing of revenue recognition:						
Services transferred at a point in time	250,974	78,006	17,241	121,560	92,625	560,406

Year ended 31 December 2022

Segments	Leisure and entertainment RMB'000	Games RMB'000	Telecommuni- cations RMB'000	Lifestyle RMB'000	Corporate welfare RMB'000	Total RMB'000
Types of services						
Provision of digital goods-related services	227,831	51,403	29,171	50,398	24,302	383,105
Provision of physical goods-related services	–	–	–	–	27,126	27,126
Provision of online store operating services	37,477	17,782	534	989	–	56,782
Others	2,133	1,052	50	4,913	4,702	12,850
Total revenue from contracts with customers	267,441	70,237	29,755	56,300	56,130	479,863
Timing of revenue recognition:						
Services transferred at a point in time	267,441	70,237	29,755	56,300	56,130	479,863

The Group's revenue was derived solely from its operation in Chinese Mainland.

Notes to Financial Statements

31 December 2023

5 REVENUE, OTHER INCOME AND GAINS (CONTINUED)**Revenue from contracts with customers (Continued)****(ii) Performance obligations**

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

Provision of digital goods-related services

The performance obligation is satisfied upon delivery of specific digital goods from upstream digital goods providers to downstream digital goods users. Payment is generally due within 1-6 months from delivery. In addition, payment in advance is sometimes required based on credit evaluation.

Provision of physical goods-related services

The performance obligation is satisfied upon delivery of the physical products and payment is generally due within 1-6 months from delivery.

Provision of online store operating services

The performance obligation is satisfied upon the completion of each digital goods transaction through the online stores of the digital goods vendors or upon delivery of the related services. Payment is generally due within 1-6 months from the rendering of the services.

The Directors are of the opinion that there was no remaining performance obligation at the end of the reporting period.

Other income and gains

	<i>Notes</i>	2023 RMB'000	2022 <i>RMB'000</i>
Tax incentives on input value-added tax	<i>(i)</i>	19,689	35,491
Other government grants	<i>(ii)</i>	10,686	3,531
Interest income		3,842	3,521
Gain on disposal of a subsidiary		2,288	–
Others		1,239	976
		37,744	43,519

- (i) The Group enjoyed the tax incentives on input value-added tax according to the related regulations in the PRC.
- (ii) Other government grants had been received from the PRC local government authorities as reimbursement of the Group's operating and research and development activities. There are no unfulfilled conditions related to these government grants.

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6 PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

	<i>Notes</i>	2023 RMB'000	2022 <i>RMB'000</i>
Employee benefit expense* (including directors' and chief executive's remuneration):			
Wages and salaries		214,526	179,574
Equity-settled share-based payment expenses	27	6,336	16,079
Pension scheme contributions		26,584	22,543
Social security contributions and accommodation benefits		30,162	25,584
		277,608	243,780
Research and development costs		58,571	61,289
Promotion and marketing expenses		61,126	63,123
Commission to third party platforms		43,484	40,164
Listing expenses		–	1,550
Foreign exchange loss/(gain)		2,012	(432)
Platform usage fees and others		11,058	8,994
Auditor's remuneration		2,450	2,600
Depreciation of right-of-use assets	14	8,363	6,142
Depreciation of property, plant and equipment	13	2,404	2,027
Amortisation of intangible assets	16	6,223	3,273
Impairment losses on financial and contract assets, net		10,626	5,212

* Employee benefit expenses of RMB54,869,000 (2022: RMB55,765,000) were included in the research and development costs for the reporting period.

7 FINANCE COSTS

An analysis of finance costs is as follows:

	2023 RMB'000	2022 <i>RMB'000</i>
Interest on bank and other borrowings	2,818	720
Interest on lease liabilities	740	790
	3,558	1,510

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8 DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

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

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Fees	814	807
Other emoluments:		
Salaries, allowances and benefits in kind	2,598	2,912
Pension scheme contributions	150	156
	2,748	3,068

(a) Independent non-executive directors

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

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
– Mr. Wong Sincere	326	322
– Mr. Li Wai Chung	248	245
– Ms. Wang Yuyun	240	240
	814	807

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

The above independent non-executive directors were appointed on 29 August 2020.

8 DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

(b) Executive directors and the chief executive

There were no emoluments paid by the Group to the directors as an inducement to join the Group, or upon joining the Group, or as compensation for loss of office during the year.

	Fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Pension scheme contributions RMB'000	Share-based payments RMB'000	Total RMB'000
2023					
Executive directors:					
– Mr. Fu Xi ¹	–	622	33	–	655
– Mr. Shui Yingyu ²	–	276	25	–	301
– Mr. Zhang Yuguo	–	883	33	–	916
– Mr. Zhao Bihao	–	584	33	–	617
– Mr. Mao Feng ³	–	233	26	–	259
	–	2,598	150	–	2,748
2022					
Executive directors:					
– Mr. Fu Xi ¹	–	635	24	–	659
– Mr. Shui Yingyu ²	–	343	20	–	363
– Mr. Zhang Yuguo	–	703	35	–	738
– Mr. Zhao Bihao	–	754	37	–	791
– Mr. Mao Feng ³	–	477	40	–	517
	–	2,912	156	–	3,068

¹ Mr. Fu Xi was also the chief executive of the Company.

² Mr. Shui Yingyu ceased to be an executive director of the Company with effect from 14 November 2023.

³ Mr. Mao Feng ceased to be an executive director of the Company with effect from 30 May 2023.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year (2022: Nil).

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9 FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees included no director (2022: no director), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining five (2022: five) highest paid employees who are neither a director nor chief executive of the Group are as follows:

	2023 RMB'000	2022 RMB'000
Salaries, allowances and benefits in kind	9,987	4,084
Pension scheme contributions	171	181
Equity-settled share-based payments	264	6,187
	10,422	10,452

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

	Number of employees	
	2023	2022
HKD1,000,001 to HKD1,500,000	1	3
HKD1,500,001 to HKD2,000,000	3	1
HKD4,500,001 to HKD5,000,000	1	–
HKD6,500,001 to HKD7,000,000	–	1
	5	5

During the year and in prior year, share-based payments were granted to five non-director and non-chief executive highest paid employees in respect of his services to the Group, further details of which are included in the disclosures in note 27 to the financial statements. The fair value of such shares, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

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10 INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

The majority of the Company's subsidiaries are domiciled in the PRC. Pursuant to the PRC Corporate Income Tax Law effective on 1 January 2008, the PRC corporate income tax rate of the Group's subsidiaries operating in the PRC during the reporting period was 25% of their taxable profits.

Wuhan Souka was accredited as a high and new technology enterprise in the year ended 31 December 2022. From 14 December 2022 to 13 December 2025, Wuhan Souka was entitled to a Corporate Income Tax rate of 15%.

Xinjiang Fulu and Kashgar Yiqiwan were established in Xinjiang and Tibet Fulu was established in Tibet, entitled to a preferential tax rate of 15% for the year ended 31 December 2023 according to the strategy of western development in the PRC (Caishui [2020] No. 23).

Xinjiang Huluwa was established in Horgos Development Zone of Xinjiang on 25 February 2019, which was exempted from income tax in the first year in which operation income is obtained for a five-year period according to the regulations set out by the local authority. Since Xinjiang Huluwa started operation in 2019, the tax exemption period commenced from the year of 2019.

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

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Current – PRC		
Charge for the year	9,962	13,121
Deferred tax (note 17)	5,271	(17,568)
Total tax charge/(credit) for the year	15,233	(4,447)

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10 INCOME TAX (CONTINUED)

A reconciliation of the tax expenses applicable to profit before tax at the statutory rate for the PRC to the tax expenses at the Group's effective tax rate is as follows:

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Profit before tax	95,362	86,279
Tax at the PRC statutory income tax rate	23,841	21,570
Lower tax rates for specific entities	(14,533)	(28,102)
Tax effect of:		
Expenses not deductible for tax	4,885	5,045
Tax losses not recognised	10,028	7,802
Tax losses utilised from previous periods	(2,805)	(1,082)
Tax incentives on eligible expenditures	(5,875)	(8,431)
Adjustments in respect of changes in tax rates on opening deferred tax	–	(1,959)
Adjustments in respect of current tax of previous periods	(308)	710
Tax charge/(credit) at the Group's effective tax rate	15,233	(4,447)

11 DIVIDENDS

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Final declared and paid – HKD0.116 (2022: HKD0.176) per ordinary share	42,863	60,937

On 30 May 2023, the final dividend of HKD0.116 (2022: HKD0.176) per ordinary share of the Company for the year ended 31 December 2022 was approved and declared payable by the shareholders at the annual general meeting of the Company, and had been fully paid as of the date of this report.

12 EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares of 404,270,914 (2022: 401,842,019) in issue during the year.

The calculation of the diluted earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed unlocking of all dilutive potential ordinary shares into ordinary shares.

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

	2023 RMB'000	2022 RMB'000
Earnings		
Profit attributable to ordinary equity holders of the Company, used in the basic and diluted earnings per share calculation	91,614	97,881
	Number of shares	
	2023	2022
Shares		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	404,270,914	401,842,019
Effect of dilution – weighted average number of ordinary shares: – Restricted share unit scheme	1,611,735	2,218,515
	405,882,649	404,060,534
Basic earnings per share (RMB)	0.23	0.24
Diluted earnings per share (RMB)	0.23	0.24

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13 PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements RMB'000	Furniture and electronic equipment RMB'000	Motor vehicles RMB'000	Total RMB'000
31 December 2023				
At 1 January 2023:				
Cost	6,478	2,529	2,212	11,219
Accumulated depreciation	(4,084)	(1,431)	(2,044)	(7,559)
Net carrying amount	2,394	1,098	168	3,660
At 1 January 2023, net of accumulated depreciation	2,394	1,098	168	3,660
Additions	1,443	2,407	–	3,850
Disposal of a subsidiary	–	(15)	–	(15)
Depreciation provided during the year	(1,777)	(570)	(57)	(2,404)
At 31 December 2023, net of accumulated depreciation	2,060	2,920	111	5,091
At 31 December 2023:				
Cost	7,921	4,906	2,212	15,039
Accumulated depreciation	(5,861)	(1,986)	(2,101)	(9,948)
Net carrying amount	2,060	2,920	111	5,091
31 December 2022				
At 1 January 2022:				
Cost	4,297	2,016	2,212	8,525
Accumulated depreciation	(2,861)	(1,320)	(1,568)	(5,749)
Net carrying amount	1,436	696	644	2,776
At 1 January 2022, net of accumulated depreciation	1,436	696	644	2,776
Additions	2,181	741	–	2,922
Disposals	–	(11)	–	(11)
Depreciation provided during the year	(1,223)	(328)	(476)	(2,027)
At 31 December 2022, net of accumulated depreciation	2,394	1,098	168	3,660
At 31 December 2022:				
Cost	6,478	2,529	2,212	11,219
Accumulated depreciation	(4,084)	(1,431)	(2,044)	(7,559)
Net carrying amount	2,394	1,098	168	3,660

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14 LEASES

The Group has lease contracts for buildings used in its operations. Leases of buildings generally have lease terms between 2 and 3 years. The Group's obligations under its leases are secured by the lessor's title to the leased asset.

The Group entered into the lease in respect of certain leasehold properties from other related companies. The amounts of lease liabilities by the Group to the related parties under the leases were determined with reference to the amounts charged by the third parties. Included in the Group's lease liabilities due to the Group's other related companies was Nil (2022: Nil).

(a) The movements of right-of-use assets and lease liabilities during the year are as follows:

	Right-of-use assets RMB'000	Lease liabilities RMB'000
31 December 2023		
As at 1 January 2023	14,511	14,208
Additions due to new leases	6,607	6,607
Disposal	(187)	(266)
Depreciation charge	(8,363)	N/A
Accretion of interest	N/A	740
Payments	N/A	(9,477)
As at 31 December 2023	12,568	11,812
Less: Current portion		6,835
Non-current portion		4,977
31 December 2022		
As at 1 January 2022	8,733	8,702
Additions due to new leases	12,280	12,280
Disposal	(360)	(319)
Depreciation charge	(6,142)	N/A
Accretion of interest	N/A	790
Payments	N/A	(7,245)
As at 31 December 2022	14,511	14,208
Less: Current portion		5,435
Non-current portion		8,773

Notes to Financial Statements

31 December 2023

14 LEASES (CONTINUED)

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

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Interest charge on lease liabilities	740	790
Depreciation charge of right-of-use assets	8,363	6,142
Expense relating to short-term leases	2,232	2,295
(Gain)/loss on disposal of right-of-use assets	(79)	41
Total amount recognised in profit or loss	11,256	9,268

15 GOODWILL

	<i>RMB'000</i>
Cost and net carrying amount at 31 December 2023 and 2022	674

On 31 July 2017, goodwill arising from the acquisition of Wuhan Tianshi Technology Co., Ltd. amounting to RMB674,000 is allocated to the telecommunications cash-generating unit for impairment test.

In the opinion of the directors, no impairment provision for goodwill was made at the end of the year.

16 OTHER INTANGIBLE ASSETS

	Software RMB'000
2023	
At 1 January 2023:	
Cost	31,802
Accumulated amortisation	(5,628)
Net carrying amount	26,174
At 1 January 2023, net of accumulated amortisation	26,174
Additions	11,359
Amortisation provided during the year	(6,223)
At 31 December 2023, net of accumulated amortisation	31,310
At 31 December 2023:	
Cost	43,161
Accumulated amortisation	(11,851)
Net carrying amount	31,310
2022	
At 1 January 2022:	
Cost	18,666
Accumulated amortisation	(2,355)
Net carrying amount	16,311
At 1 January 2022, net of accumulated amortisation	16,311
Additions	13,136
Amortisation provided during the year	(3,273)
At 31 December 2022, net of accumulated amortisation	26,174
At 31 December 2022:	
Cost	31,802
Accumulated amortisation	(5,628)
Net carrying amount	26,174

Notes to Financial Statements

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17 DEFERRED TAX

Deferred tax liabilities

	Right-of-use assets RMB'000
At 31 December 2022 and 1 January 2023	3,628
Deferred tax charged to the statement of profit or loss during the period (note 10)	(486)
At 31 December 2023	3,142
At 31 December 2021 and 1 January 2022	1,310
Deferred tax charged to the statement of profit or loss during the period (note 10)	2,318
At 31 December 2022	3,628

Deferred tax assets

The movements in deferred tax assets during the reporting period are as follows:

	Lease liabilities RMB'000	Accruals and provision RMB'000	Losses available for offsetting against future profits RMB'000	Total RMB'000
At 31 December 2022 and 1 January 2023	3,809	6,071	16,367	26,247
Deferred tax credited to the statement of profit or loss during the period (note 10)	(517)	1,672	(6,912)	(5,757)
At 31 December 2023	3,292	7,743	9,455	20,490
At 31 December 2021 and 1 January 2022	1,343	1,732	3,286	6,361
Deferred tax credited to the statement of profit or loss during the period (note 10)	2,466	4,339	13,081	19,886
At 31 December 2022	3,809	6,071	16,367	26,247

17 DEFERRED TAX (CONTINUED)

Deferred tax assets (Continued)

Deferred tax assets have not been recognised in respect of tax losses and temporary differences amounting to RMB56,629,000 (2022: RMB27,736,000), as it is not considered probable that taxable profits will be available against which the above tax losses can be utilised. The above tax losses will expire in one to five years.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008.

As at the end of the reporting period, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the subsidiaries of the Group established in the PRC. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with the investments in these subsidiaries in the PRC for which deferred tax liabilities have not been recognised was RMB577,112,000 (2022: RMB490,431,000).

Notes to Financial Statements

31 December 2023

18 TRADE RECEIVABLES

	2023 RMB'000	2022 RMB'000
Trade receivables	551,883	480,744
Impairment allowance	(7,735)	(4,997)
	544,148	475,747

The Group's credit period is generally one to six months. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

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

	2023 RMB'000	2022 RMB'000
Within 3 months	442,728	359,162
4 to 6 months	84,237	92,942
7 to 12 months	15,228	16,680
Over 12 months	1,955	6,963
	544,148	475,747

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

	2023 RMB'000	2022 RMB'000
At beginning of year	4,997	2,971
Impairment losses, net	3,521	2,026
Disposal of a subsidiary	(129)	–
Amount written off as uncollectible	(654)	–
At end of year	7,735	4,997

Notes to Financial Statements

31 December 2023

18 TRADE RECEIVABLES (CONTINUED)

An impairment test is performed at the end of the reporting period using the simplified approach. To measure the ECLs, the balances are grouped based on similar loss patterns (i.e., by product or service type, customer type and rating). The provision rates are calculated on external credit ratings and historical credit loss experience. The calculation reflects the probability-weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

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

Class of credit rating	Notes	Expected credit loss rate %	Gross carrying amount RMB'000	Expected credit losses RMB'000
31 December 2023				
Class 1	(i)	0.001	51,337	–
Class 2	(ii)	1.03	497,931	5,120
Class 3	(iii)	100	2,615	2,615
Total			551,883	7,735

Class of credit rating	Notes	Expected credit loss rate %	Gross carrying amount RMB'000	Expected credit losses RMB'000
31 December 2022				
Class 1	(i)	0.001	73,602	–
Class 2	(ii)	0.95	405,995	3,850
Class 3	(iii)	100	1,147	1,147
Total			480,744	4,997

- (i) Class 1 customers receive external credit ratings equal to or above A– from Standard & Poor's.
- (ii) Class 2 customers receive no external credit ratings. They maintain active business with the Group and have good payment history.
- (iii) Class 3 customers have past due receivables and the Group has substantial evidence of the receivables being irrecoverable.

Notes to Financial Statements

31 December 2023

19 CONTRACT ASSETS

	2023 RMB'000	2022 RMB'000
Contract assets arising from:		
Provision of digital goods-related services	37,501	56,136
Impairment allowance	(210)	(141)
	37,291	55,995

Contract assets are initially recognised for revenue earned from the provision of digital goods-related services as the receipt of consideration is conditional on meeting the contracts' conditions (i.e., annual transaction amounts or other performance indicators). Upon meeting the contracts' conditions, the amounts recognised as contract assets are reclassified to trade receivables.

The expected timing of recovery or settlement for contract assets as at the end of each reporting period is as follows:

	2023 RMB'000	2022 RMB'000
Within 12 months	37,067	55,995
Over 12 months	224	–
	37,291	55,995

The movements in the loss allowance for impairment of contract assets are as follows:

	2023 RMB'000	2022 RMB'000
At beginning of year	141	83
Impairment losses, net	69	58
At end of year	210	141

Notes to Financial Statements

31 December 2023

19 CONTRACT ASSETS (CONTINUED)

An impairment test is performed at the end of the reporting period using the simplified approach. The provision rates for the measurement of the expected credit losses of the contract assets are based on those of the trade receivables as the contract assets and the trade receivables are from the same customer bases. The calculation reflects the probability-weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's contract assets:

Class of credit rating	Notes	Expected credit loss rate %	Gross carrying amount RMB'000	Expected credit losses RMB'000
31 December 2023				
Class 1	(i)	0.001	15,980	–
Class 2	(ii)	0.98	21,521	210
Total			37,501	210
31 December 2022				
Class 1	(i)	0.001	37,426	–
Class 2	(ii)	0.75	18,710	141
Total			56,136	141

- (i) Class 1 customers receive external credit ratings equal to or above A– from Standard & Poor's.
- (ii) Class 2 customers receive no external credit ratings. They maintain active business with the Group and have good payment history.

Notes to Financial Statements

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20 PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	2023 RMB'000	2022 RMB'000
Prepayments to digital goods providers:		
Non-refundable	430,609	449,071
Refundable	63,977	27,744
Deposits to digital goods providers	106,371	102,898
Other receivables	129,770	74,364
Prepaid value-added tax	76,097	68,830
Prepayments for various services	33,065	3,769
	839,889	726,676
Impairment allowance	(10,884)	(4,636)
	829,005	722,040

The movements in the loss allowance for impairment of refundable prepayments and deposits to digital goods providers and other receivables are as follows:

	2023 RMB'000	2022 RMB'000
At beginning of year	4,636	2,944
Impairment losses, net	7,036	3,128
Disposal of a subsidiary	(30)	–
Amount written off as uncollectible	(758)	(1,436)
At end of year	10,884	4,636

Refundable prepayments, deposits and other receivables mainly represent refundable prepayments and deposits to digital goods providers, receivables from online platform operators (such as Tmall and JD) and other receivables from third parties. Where applicable, an impairment analysis is performed at the end of each reporting period by considering the probability of default of the industry. Except for specific balances for which a 100% expected credit loss rate is determined, as at 31 December 2023, the probability of default applied ranged from 0.001% to 5.08% (2022: 0.001% to 1.17%) and the loss given default was estimated to be 64.30% (2022: 64.50%). In the situation where no comparable companies with credit ratings can be identified, expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. The loss rate applied where there were no comparable companies in the industry as at 31 December 2023 was 1.20% (2022: 1.30%-1.93%).

Notes to Financial Statements

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21 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2023 RMB'000	2022 RMB'000
Unlisted investments, at fair value through profit or loss	12,552	26,621

The investments measured at fair value through profit or loss were wealth management products in Chinese Mainland. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

22 CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

	Note	2023 RMB'000	2022 RMB'000
Cash and bank balances		249,074	193,147
Less: Pledged for interest-bearing bank borrowings		20,000	20,000
Restricted cash	(i)	81,727	23,322
Cash and cash equivalents		147,347	149,825
Denominated in RMB		116,630	147,472
Denominated in Hong Kong Dollar ("HKD")		30,620	2,104
Denominated in United States Dollar ("USD")		97	249
Denominated in RMB		147,347	149,825

- (i) Restricted cash mainly represents (a) deposit in bank for issuing banker's acceptance bill, which amounted to RMB30,000,000 (2022: RMB20,000,000); (b) bank accounts frozen by government authorities, which amounted to RMB50,201,000 as at 31 December 2023; (c) cash received from customers and reserved in a bank supervised account, which amounted to RMB1,297,000 (2022: RMB2,947,000).

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

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

Notes to Financial Statements

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23 TRADE PAYABLES

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

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Within 3 months	104,554	92,375
4 to 6 months	4,079	5,268
7 to 12 months	2,732	1,006
Over 12 months	1,743	1,983
	113,108	100,632

Trade payables are non-interest-bearing and are normally settled on 90-day terms.

24 OTHER PAYABLES AND ACCRUALS

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Receipts in advance	84,600	73,905
Payroll and welfare payables	73,971	45,295
Other tax and surcharges payables	66,648	66,577
Other payables and accruals*	7,425	10,141
	232,644	195,918

* Other payables are non-interest-bearing and repayable on demand.

25 INTEREST-BEARING BANK AND OTHER BORROWINGS

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Bank loans		
Secured	113,330	40,000
Unsecured	26,322	–
	139,652	40,000

The Group's bank loans are secured and bear interest at a rate of 3.55% to 4.80% per annum during the year ended 31 December 2023 (2022: 4.35% to 4.80%).

As at 31 December 2023, the Group's interest-bearing bank loans of up to RMB60,000,000 were secured by restricted cash of RMB30,000,000.

As at 31 December 2023, the Group's interest-bearing bank loans of up to RMB23,330,000 were guaranteed by two subsidiaries Xinjiang Fulu and Tibet Fulu, RMB20,000,000 were guaranteed by a subsidiary Tibet Fulu, and RMB10,000,000 were guaranteed by a subsidiary Wuhan Fulu.

Notes to Financial Statements

31 December 2023

26 SHARE CAPITAL

	2023 <i>Number of shares</i>	2022 <i>Number of shares</i>
Authorised: Ordinary shares of USD0.0001 each	1,000,000,000	500,000,000
Issued and fully paid: 408,640,887 (31 December 2022: 406,467,044) ordinary shares of USD0.0001 each	278	277

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

	<i>Notes</i>	Number of shares in issue	Share capital <i>RMB'000</i>
1 January 2022		403,315,928	275
Issue of shares under the restricted share unit scheme	<i>(i)</i>	3,151,116	2
At 31 December 2022 and 1 January 2023		406,467,044	277
Issue of shares under the restricted share unit scheme	<i>(ii)</i>	2,173,843	1
At 31 December 2023		408,640,887	278

(i) On 27 May 2022, the shares were granted and allotted to eligible participants at nil consideration.

(ii) On 2 June 2023, the shares were granted and allotted to eligible participants at nil consideration.

27 SHARE-BASED PAYMENTS

(a) Restricted share unit scheme

The board of directors (the "Board") declared a restricted share unit scheme (the "Scheme") on 19 August 2021 for the purpose of recognising and rewarding eligible persons for their contribution to the Group, attracting best available personnel and providing additional incentives to them so as to align the interests of these eligible persons with those of the Group and to further promote the success of the Group's business.

The controlling shareholder of the Company established a trust in connection with the Scheme and appoint a trustee prior to the grant of any award by the Board or its delegate(s), which vest in the form of the shares (the "RSUs").

Unless otherwise duly approved by the shareholders, the total number of shares underlying the Scheme shall not exceed 20,000,000 shares (excluding RSUs that have lapsed, been cancelled or forfeited in accordance with the Scheme rules) subject to an annual limit of 3% of the total number of issued shares of the Company at the relevant time.

On 1 September 2021, 3,315,928 shares of the Company were granted and allotted to eligible participants at nil consideration with vesting period of zero to four years, which represented approximately 0.82% of the Company's shares in issue as at that date. On 27 May 2022, 3,151,116 shares of the Company were granted and allotted to eligible participants at nil consideration with vesting period of one month to four years, which represented approximately 0.78% of the Company's shares in issue as at that date. On 2 June 2023, 2,173,843 shares of the Company were granted and allotted to eligible participants at nil consideration with vesting period of zero to forty-six months, which represented approximately 0.53% of the Company's shares in issue as at that date. The following restricted shares were outstanding under the Scheme during the year.

	Weighted average subscription price HKD per share	2023 Number of shares	Weighted average subscription price HKD per share	2022 Number of shares
At 31 December 2022		1,747,385		2,103,289
Granted during the year	nil	2,173,843	nil	3,151,116
Unlocked during the year	nil	(732,895)	nil	(2,643,498)
Cancelled during the year	nil	(125,667)	nil	–
Forfeited during the year	nil	(608,020)	nil	(863,522)
At 31 December 2023		2,454,646		1,747,385

27 SHARE-BASED PAYMENTS (CONTINUED)

(a) Restricted share unit scheme (Continued)

All of the participants have accepted and granted restricted shares by signing off the offer letters. As at 31 December 2023, the issuance of the restricted shares were completed. 732,895 restricted shares have been unlocked during the year ended 31 December 2023.

The fair value of restricted shares granted during the year ended 31 December 2023 was determined as the closing price on Hong Kong Stock Exchange at the grant date.

The aggregated fair value of the restricted shares granted amounted to approximately RMB44,303,000. RMB37,313,000 will be charged to profit or loss as costs of the shares granted pursuant to the Scheme in aggregate from the date of grant to the date on which the shares are totally unlocked. The Group has recognized expense of RMB6,336,000 for the year ended 31 December 2023.

28 RESERVES

Merger reserve

The merger reserve represents nominal value of paid-up capital of subsidiaries comprising the Group prior to the incorporation of the Company.

Statutory surplus reserve

In accordance with the Company Law of the PRC, certain subsidiaries of the Group which are domestic enterprises are required to allocate 10% of their profit after tax, as determined in accordance with the relevant PRC accounting standards, to their respective statutory surplus reserves until the reserve reach 50% of their respective registered capital. Subject to certain restrictions set out in the Company Law of the PRC, part of the statutory surplus reserves may be converted to increase share capital, provided that the remaining balance after the capitalisation is not less than 25% of the registered capital.

29 PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

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

	2023	2022
Percentage of equity interests held by non-controlling interests: Beijing Fuluxi Technology Co., Ltd.	40%	40%

	2023 RMB'000	2022 RMB'000
Loss for the year allocated to non-controlling interests: Beijing Fuluxi Technology Co., Ltd.	(6,725)	(7,256)
Accumulated balances of non-controlling interests: Beijing Fuluxi Technology Co., Ltd.	(13,981)	(7,256)

The following tables illustrate the summarised financial information of Beijing Fuluxi Technology Co., Ltd.. The amounts disclosed are before any inter-company eliminations:

	2023 RMB'000	2022 RMB'000
Revenue	95,123	59,366
Total expense	(111,936)	(77,506)
Loss for the year	(16,813)	(18,140)
Total comprehensive loss for the year	(16,813)	(18,140)
Current assets	399,336	210,847
Non-current assets	31,838	22,327
Current liabilities	(464,953)	(247,561)
Non-current liabilities	(1,174)	(3,753)
Net cash flows from operating activities	9,820	21,987
Net cash flows used in investing activities	(6,840)	(168)
Net cash flows used in financing activities	(4,067)	(2,565)
Net (decrease)/increase in cash and cash equivalents	(1,087)	19,254

Notes to Financial Statements

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30 DISPOSAL OF SUBSIDIARIES

In October 2023, the Group completed the disposal of its 51% equity interests in a subsidiary, CIZI Wireless (Beijing) Technology Co., Ltd., at a consideration of Nil to independent third parties.

	<i>Note</i>	2023 <i>RMB'000</i>
Net assets disposed of:		
Property, plant and equipment		15
Cash and bank balances		2,072
Trade and notes receivables		15,045
Trade payables		(3,662)
Accrued liabilities and other payables		(17,956)
Non-controlling interests		2,198
Subtotal		(2,288)
Gain on disposal of a subsidiary	5	2,288
Total consideration		–
Satisfied by:		
Cash		–

An analysis of the cash flows in respect of the disposal of subsidiaries is as follows:

	<i>RMB'000</i>
Cash consideration	–
Disposed of:	
Cash and cash equivalents	(2,072)
Net outflow of cash and cash equivalents included in cash flows from investing activities	(2,072)

31 NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

(a) Major non-cash transactions

The Group had non-cash additions to equity-settled share-based payment expenses of RMB6,336,000 (2022: RMB16,079,000).

The Group had non-cash additions to right-of-use assets and lease liabilities of the leases of RMB6,607,000 (2022: RMB12,280,000), in respect of lease arrangements of office buildings.

(b) Changes in liabilities arising from financing activities

2023

	Lease liabilities RMB'000	Interest-bearing bank and other borrowings RMB'000	Interest payables RMB'000	Dividends payable RMB'000
At 1 January 2023	14,208	40,000	–	–
Changes from financing cash flows	(8,737)	99,652	–	(42,863)
New leases	6,607	–	–	–
Accretion of interest	740	–	2,818	–
Interest paid	(740)	–	(2,818)	–
Disposal	(266)	–	–	–
Final 2022 dividend declared	–	–	–	42,863
At 31 December 2023	11,812	139,652	–	–

2022

	Lease liabilities RMB'000	Interest-bearing bank and other borrowings RMB'000	Interest payables RMB'000	Dividends payable RMB'000
At 1 January 2022	8,702	10,000	–	–
Changes from financing cash flows	(6,455)	30,000	–	(60,937)
New leases	12,280	–	–	–
Accretion of interest	790	–	720	–
Interest paid	(790)	–	(720)	–
Disposal	(319)	–	–	–
Final 2021 dividend declared	–	–	–	60,937
At 31 December 2022	14,208	40,000	–	–

Notes to Financial Statements

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32 RELATED PARTY TRANSACTIONS

The Group's principal related parties are as follows:

Name	Relationship with the Company
Wuhan Xunyue Technology Co., Ltd.	Controlled by the controlling shareholder
Mr. Zhao Bihao	Director of the Company and key management personnel of the Group
Mr. Zhang Yuguo	Director of the Company and key management personnel of the Group
Mr. Mao Feng	Key management personnel of the Group
Mr. Shui Yingyu	Key management personnel of the Group
Mr. Xu Jian	i) Key management personnel of the Group
Mr. Ren Wei	Key management personnel of the Group
Mr. Chen Tianjun	Key management personnel of the Group
Mr. Ding Zhigang	Key management personnel of the Group
Mr. Huang Tao	Key management personnel of the Group
Ms. Yu Suhua	ii) Key management personnel of the Group

i) Mr. Xu Jian resigned from the Group on 20 December 2023.

ii) Ms. Yu Suhua resigned from the Group on 26 April 2023.

(a) In addition to the transactions detailed elsewhere in the financial statements, the Group had the following transactions with related parties during the reporting period:

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
<i>Purchase of right-of-use asset</i> Wuhan Xunyue Technology Co., Ltd.	3,852	–
<i>Rental expense paid to a related party</i> Wuhan Xunyue Technology Co., Ltd.	306	747

The Group has a lease contract with Wuhan Xunyue Technology Co., Ltd. that has not yet commenced as at 31 December 2023. The future lease payments for the non-cancellable lease contract are RMB1,358,000 due within one year, inclusive and RMB1,569,000 due in the second to third years.

Notes to Financial Statements

31 December 2023

32 RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Outstanding balances with related parties:

	<i>Notes</i>	2023 RMB'000	2022 <i>RMB'000</i>
<i>Due from related parties</i>			
Mr. Mao Feng	<i>(i)</i>	9,392	9,392
Mr. Ding Zhigang	<i>(i)</i>	3,875	3,654
Mr. Zhang Yuguo	<i>(i)</i>	3,171	3,171
Mr. Zhao Bihao	<i>(i)</i>	2,927	2,927
Mr. Chen Tianjun	<i>(i)</i>	1,982	1,982
Mr. Ren Wei	<i>(i)</i>	1,938	1,938
Mr. Shui Yingyu	<i>(i)</i>	287	287
Mr. Xu Jian*	<i>(i)</i>	–	10,708
Ms. Yu Suhua*	<i>(i)</i>	–	230
		23,572	34,289
<i>Lease liabilities</i>			
Wuhan Xunyue Technology Co., Ltd.		2,740	–

(i) The aggregate amounts due from key management personnel, amounting to RMB23,572,000 (2022: RMB34,289,000), were withholding individual income tax for equity-settled share-based payments.

* Mr. Xu Jian and Ms. Yu Suhua resigned from the Group in 2023.

(c) Compensation of key management personnel of the Group:

	2023 RMB'000	2022 <i>RMB'000</i>
Salaries, allowances and benefit in kind	10,625	7,451
Pension scheme contributions	333	383
Equity-settled share-based payments	253	6,125
Total compensation paid to key management personnel	11,211	13,959

Further details of directors' and the chief executive's emoluments are included in note 8 to the financial statements.

Notes to Financial Statements

31 December 2023

33 FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at 31 December 2023 and 2022 are as follows:

At 31 December 2023**Financial assets**

	Financial assets at fair value through profit or loss RMB'000	Financial assets at amortised cost RMB'000	Total RMB'000
Financial assets measured at fair value through profit or loss	12,552	–	12,552
Trade receivables	–	544,148	544,148
Financial assets included in prepayments, other receivables and other assets	–	289,234	289,234
Due from related parties	–	23,572	23,572
Restricted cash	–	81,727	81,727
Pledged deposits	–	20,000	20,000
Cash and cash equivalents	–	147,347	147,347
	12,552	1,106,028	1,118,580

Financial liabilities

	Financial liabilities at amortised cost RMB'000
Trade payables	113,108
Financial liabilities included in other payables and accruals	92,025
Interest-bearing bank and other borrowings	139,652
	344,785

33 FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

At 31 December 2022

Financial assets

	Financial assets at fair value through profit or loss <i>RMB'000</i>	Financial assets at amortised cost <i>RMB'000</i>	Total <i>RMB'000</i>
Financial assets measured at fair value through profit or loss	26,621	–	26,621
Trade receivables	–	475,747	475,747
Financial assets included in prepayments, other receivables and other assets	–	200,370	200,370
Due from related parties	–	34,289	34,289
Restricted cash	–	23,322	23,322
Pledged deposits	–	20,000	20,000
Cash and cash equivalents	–	149,825	149,825
	26,621	903,553	930,174

Financial liabilities

	Financial liabilities at amortised cost <i>RMB'000</i>
Trade payables	100,632
Financial liabilities included in other payables and accruals	84,046
Interest-bearing bank and other borrowings	40,000
	224,678

Notes to Financial Statements

31 December 2023

34 FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

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

Carrying amounts

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Financial assets		
Financial assets measured at fair value through profit or loss	12,552	26,621

Fair values

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
Financial assets		
Financial assets measured at fair value through profit or loss	12,552	26,621

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

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer. At the end of the reporting period, the finance department analysed the movements in the values of financial instruments and determined the major inputs applied in the valuation. The valuation was reviewed and approved by the chief financial officer.

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

34 FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy

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

Assets measured at fair value: As at 31 December 2023

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Financial assets at fair value through profit or loss	–	12,552	–	12,552

As at 31 December 2022

	Fair value measurement using			Total RMB'000
	Quoted prices in active markets (Level 1) RMB'000	Significant observable inputs (Level 2) RMB'000	Significant unobservable inputs (Level 3) RMB'000	
Financial assets at fair value through profit or loss	–	26,621	–	26,621

Notes to Financial Statements

31 December 2023

34 FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy (Continued)**Liabilities measured at fair value:**

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

During each reporting period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

	Increase/ (decrease) in foreign currency rate %	Increase/ (decrease) in profit before tax RMB'000
As at 31 December 2023		
If HKD weakens against RMB	5	(1,531)
If HKD strengthens against RMB	(5)	1,531
As at 31 December 2022		
If HKD weakens against RMB	5	(105)
If HKD strengthens against RMB	(5)	105

35 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

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

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The Group does not hold or issue derivative financial instruments either for hedging or for trading purposes. The board of directors reviews and agrees policies for managing each of the risks which are summarised below:

Foreign Currency risk

The Group has transactional currency exposures. These exposures arise from cash and bank balances denominated in foreign currencies held by the units whose functional currency is the RMB. The following table demonstrates the sensitivity at the end of each reporting period to a reasonably possible change in the exchange rates of foreign currencies, with all other variables held constant, of the Group's profit before tax.

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Notes to Financial Statements

31 December 2023

35 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Credit risk (Continued)**Maximum exposure and year-end staging as at 31 December 2023 and 2022**

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

At 31 December 2023	12-month ECLs	Lifetime ECLs			Total RMB'000
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	
Trade receivables*	–	–	–	551,883	551,883
Contract assets*	–	–	–	37,501	37,501
Financial assets included in prepayments, other receivables and other assets					
– Normal**	227,595	–	–	–	227,595
– Doubtful**	–	63,261	9,262	–	72,523
Restricted cash	81,727	–	–	–	81,727
Cash and cash equivalents	147,347	–	–	–	147,347
Pledged deposits	20,000	–	–	–	20,000
Due from related parties	23,572	–	–	–	23,572
	500,241	63,261	9,262	589,384	1,162,148

35 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Credit risk (Continued)**Maximum exposure and year-end staging as at 31 December 2023 and 2022 (Continued)**

At 31 December 2022	12-month ECLs		Lifetime ECLs		Total RMB'000
	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Simplified approach RMB'000	
Trade receivables*	–	–	–	480,744	480,744
Contract assets*	–	–	–	56,136	56,136
Financial assets included in prepayments, other receivables and other assets					
– Normal**	194,718	–	–	–	194,718
– Doubtful**	–	9,728	560	–	10,288
Restricted cash	23,322	–	–	–	23,322
Cash and cash equivalents	149,825	–	–	–	149,825
Pledged deposits	20,000	–	–	–	20,000
Due from related parties	34,289	–	–	–	34,289
	422,154	9,728	560	536,880	969,322

* For trade receivables and contract assets to which the Group applies the simplified approach for impairment, information based on external credit ratings and historical credit loss experience is disclosed in note 18 and note 19 to the financial statements.

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

Notes to Financial Statements

31 December 2023

35 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**Liquidity risk**

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

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank borrowings and amounts due to other related parties. In addition, banking facilities have been put in place for contingency purposes.

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

	On demand RMB'000	Within 1 year RMB'000	Within 2 to 5 years RMB'000	Over 5 years RMB'000	Total RMB'000
At 31 December 2023					
Lease liabilities	–	8,043	5,314	–	13,357
Interest-bearing bank and other borrowings	–	140,553	–	–	140,553
Trade payables	113,108	–	–	–	113,108
Other payables	7,425	–	–	–	7,425
	120,533	148,596	5,314	–	274,443
At 31 December 2022					
Lease liabilities	–	6,783	9,332	–	16,115
Interest-bearing bank and other borrowings	–	40,770	–	–	40,770
Trade payables	8,257	92,375	–	–	100,632
Other payables	10,141	–	–	–	10,141
	18,398	139,928	9,332	–	167,658

35 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Capital management

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

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

The Group monitors capital using a gearing ratio, which is net debt divided by total equity plus net debt. The Group's net debt consists of interest-bearing bank and other borrowings less cash and cash equivalents. Total equity represents equity attributable to owners of the parent.

At the end of the reporting period, the Group's strategy was to maintain the gearing ratio at a healthy capital level in order to support its businesses. The principal strategies adopted by the Group include, but are not limited to, reviewing future cash flow requirements and the ability to meet debt repayment schedules when they fall due and adjusting investment plans and financing plans, if necessary, to ensure that the Group has a reasonable level of capital to support its business. The gearing ratios at the end of the reporting periods are as follows:

	2023 RMB'000	2022 RMB'000
Interest-bearing bank and other borrowings	139,652	40,000
Less: Cash and cash equivalents	147,347	149,825
Net debt	(7,695)	(109,825)
Equity attributable to owners of the parent	1,272,039	1,216,952
Total equity and net debt	1,264,344	1,107,127
Gearing ratio	N/A	N/A

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31 December 2023

36 STATEMENT OF FINANCIAL POSITION OF THE COMPANY

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

	2023 <i>RMB'000</i>	2022 <i>RMB'000</i>
NON-CURRENT ASSETS		
Investment in subsidiaries	111,590	111,590
Total non-current assets	111,590	111,590
CURRENT ASSETS		
Due from related parties	493,458	561,276
Cash and cash equivalents	31,572	2,281
Total current assets	525,030	563,557
CURRENT LIABILITIES		
Due to related parties	–	6
Other payables and accruals	438	329
Total current liabilities	438	335
NET CURRENT ASSETS	524,592	563,222
TOTAL ASSETS LESS CURRENT LIABILITIES	636,182	674,812
EQUITY		
Share capital	278	277
Reserves	635,904	674,535
TOTAL EQUITY	636,182	674,812

Notes to Financial Statements

31 December 2023

36 STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note:

A summary of the Company's reserves is as follows:

	Share capital RMB'000	Share premium RMB'000	Share-based payment reserve RMB'000	Accumulated losses RMB'000	Total equity RMB'000
At 1 January 2022	275	625,329	95,511	(43,461)	677,654
Profit for the year	–	–	–	42,016	42,016
Equity-settled share-based payments	2	(2)	16,079	–	16,079
Final 2021 dividend declared	–	(60,937)	–	–	(60,937)
At 31 December 2022 and 1 January 2023	277	564,390	111,590	(1,445)	674,812
Loss for the year	–	–	–	(2,103)	(2,103)
Equity-settled share-based payments	1	(1)	6,336	–	6,336
Final 2022 dividend declared	–	(42,863)	–	–	(42,863)
At 31 December 2023	278	521,526	117,926	(3,548)	636,182

37 APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 28 March 2024.

Definitions and Glossary

“AGM”	the forthcoming annual general meeting of the Company to be held on May 17, 2024
“Articles” or “Articles of Association”	the Memorandum and Articles of Association of the Company adopted and effective on May 30, 2023
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Auditor”	the external auditor of the Company
“Beijing Fulu Fuxi”	Beijing Fulu Fuxi Technology Co., Ltd. (北京福祿福喜科技有限公司), a limited liability company established in the PRC on December 31, 2021, a wholly-owned subsidiary of Fuluxi
“Board”	the board of Directors
“CG Code”	Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“Company” or “Fulu”	Fulu Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 2101)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consolidated Affiliated Entities”	the entities we control through the contractual arrangements, namely the PRC Holdcos and their respective subsidiaries
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to each of Mr. Fu Xi, Mr. Zhang Yuguo, Mr. Shui Yingyu, Mr. Zhao Bihao, FuXi Limited, Fuxu Holdings, Fuzhi Holdings, Zhangyuguo Holdings, Shuiyingyu Holdings and Zhaobihao Holdings or all of them as a group of Controlling Shareholders
“Directors”	director(s) of the Company
“Fulu Fuqing”	Fulu Fuqing Network Technology Co., Ltd. (福祿福擎網絡科技有限公司), a limited liability company established in the PRC on August 18, 2022, a wholly-owned subsidiary of Wuhan Fulu
“Fulu HK”	Fulu (Hongkong) Limited (福祿(香港)有限公司), a limited liability company established in Hong Kong on November 21, 2019, the parent company of WFOE and a wholly-owned subsidiary of the Company
“Fulu Open Platform”	our proprietary technology platform that offers applications to digital goods vendors and digital goods sales channels to enable them to better manage the digital goods and services transaction process

Definitions and Glossary

“Fulu Technology” or “WFOE”	Fulu (Wuhan) Technology Co., Ltd (福祿(武漢)科技集團有限公司), a limited liability company established in the PRC on December 25, 2019 and a wholly-owned subsidiary of Fulu HK
“Fuluxi”	Beijing Fuluxi Technology Co., Ltd. (北京福祿喜科技有限公司), formerly known as Fulu Fuxi (Wuhan) Technology Co., Ltd (福祿福喜(武漢)科技有限公司) before June 8, 2023, a limited liability company established in the PRC on April 21, 2022, which is owned as to 60%, 7%, 10.5%, 10.5%, 9% and 3% by Wuhan Fulu, Haikou Fulu Fuxi Corporate Management Partnership (Limited Partnership) (海口福祿福禧企業管理合夥企業(有限合夥)), Ms. Di Ying, Mr. Qian Yi, Mr. Li Wei and Mr. Ni Shaoliang, respectively. Haikou Fulu Fuxi Corporate Management Partnership (Limited Partnership) (海口福祿福禧企業管理合夥企業(有限合夥)) is owned as to 33%, 33% and 28% by Ms. Di Ying, Mr. Qian Yi and Mr. Li Wei, respectively, and the interest held by each of the other partners not more than 1%
“FuXi Limited”	FuXi Limited, a limited liability company incorporated in the BVI on June 27, 2019 and wholly owned by Mr. Fu Xi. It is one of our Controlling Shareholders
“Fuxu Holdings”	Fuxu Holdings Limited, a limited liability company incorporated in the BVI on September 12, 2019, which is owned as to 99.99% and 0.01% by Fuze Holdings Limited and FuXi Limited, respectively
“Fuzhi Holdings”	Fuzhi Holdings Limited, a limited liability company incorporated in the BVI on September 3, 2019, which is owned as to 94.1% and 5.9% by Fuze Holdings Limited and FuXi Limited, respectively
“Global Offering”	the Hong Kong public offering and the International offering of the Company’s Shares
“GMV”	gross merchandize value, which equals to the sales price per item (inclusive of VAT) multiplied by the number of items sold. The GMV of digital goods transactions we facilitated as disclosed in this annual report excludes the GMV of digital goods transactions that occur in online stores we operate for digital goods vendors
“Group” or “the Group”, “we”, “us”, or “our”	the Company, our subsidiaries and the Consolidated Affiliated Entities from time to time, or where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, the subsidiaries as if they were the subsidiaries of the Company at the relevant time (or the Company and any one or more of its subsidiaries, as the context may require)
“Hainan Fulu”	Hainan Fulu Network Technology Co., Ltd. (海南福祿網絡科技有限公司), a limited liability company established in the PRC on July 6, 2021, a wholly-owned subsidiary of Fulu Technology
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited

Definitions and Glossary

“Hubei Kejin”	Hubei Kejin Network Technology Co., Ltd. (湖北氮金網絡科技有限公司), a limited liability company established in the PRC on May 22, 2017, a wholly-owned subsidiary of Tibet Fulu
“IFRSs”	International Financial Reporting Standards, as issued from time to time by the Hong Kong Institute of Certified Public Accountants
“Kashgar Yiqiwan”	Kashgar Yiqiwan Network Technology Co., Ltd. (喀什一起玩網絡科技有限公司), a limited liability company established in the PRC on March 27, 2017, and one of the PRC Holdcos
“Latest Practicable Date”	March 28, 2024, the latest practicable date for ascertaining certain information in this annual report before bulk-printing of this annual report
“Listing”	listing of the Shares on the Main Board of the Stock Exchange
“Listing Date”	September 18, 2020, being the date on which the Shares were listed on the Main Board of 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
“Luzhi Holdings”	Luzhi Holdings Limited, a limited liability company incorporated in the BVI on September 20, 2019 and owned as to 14.52%, 3.65%, 4.06%, 7.15%, 18.38%, 10.24%, 19.36%, 2.99%, 11.00%, 3.21%, 2.72% and 2.72% by Mr. Yang Yuquan, Mr. Liu Lufeng, Mr. Tian Xuan, Mr. Ding Chao, Mr. Xu Jian, Mr. Ren Wei, Mr. Mei Qiaojun, Ms. Shen Yaling, Mr. Chen Tianjun, Mr. Li Jun, Mr. Wang Qiang and Ms. Guo Chenxi, respectively
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange, which is independent from and operates in parallel with the GEM of the Stock Exchange
“Model Code”	Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
“Nomination Committee”	the nomination committee of the Company
“PRC” or “China”	the People’s Republic of China, for the purposes of this annual report only and except where the context requires otherwise, excludes Hong Kong, Macau and Taiwan

Definitions and Glossary

“PRC Holdcos”	Kashgar Yiqiwan and Wuhan Fulu
“PRC Legal Advisor”	SGLA Law Firm (Wuhan), acting as legal counsel as to PRC law to the Company
“Prospectus”	the prospectus of the Company dated September 7, 2020
“Registered Shareholders”	the registered shareholders of the PRC Holdcos
“Remuneration Committee”	the remuneration committee of the Company
“Reporting Period”	the year ended December 31, 2023
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with a nominal value of US\$0.0001 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Shuiyingyu Holdings”	Shuiyingyu Holdings Limited, a limited liability company incorporated in the BVI on June 25, 2019. It is one of our Controlling Shareholders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Tianjin Ruyi”	Tianjin Ruyi Consulting Co., Ltd. (天津如意諮詢有限公司), a limited liability company established in the PRC on March 11, 2021, a wholly-owned subsidiary of Fulu Technology
“Tibet Fulong”	Tibet Fulong Venture Capital Management Partnership (Limited Partnership) (西藏福隆創業投資管理合夥企業(有限合夥)), a limited liability partnership established in the PRC on January 12, 2017 and owned by Mr. Ren Wei as to 11.75%, Mr. Fu Xi as to 35.36%, Mr. Ding Chao as to 6.29%, Mr. Xu Jian as to 39.31%, Mr. Chen Tianjun as to 4.37%, Mr. Mei Qiaojun as to 1.18% and Mr. Li Jun as to 1.75%. Mr. Fu Xi is our Controlling Shareholder and an executive Director. Mr. Ren Wei and Mr. Chen Tianjun are members of our senior management. Mr. Ding Chao, Mr. Mei Qiaojun and Mr. Li Jun are our employees. Mr. Xu Jian is our former employee. Mr. Fu Xi is the sole general partner of Tibet Fulong
“Tibet Fulu”	Tibet Fulu Network Technology Co., Ltd. (西藏福祿網絡科技有限公司), a limited liability company established in the PRC on December 8, 2016, a Consolidated Affiliated Entity and a wholly-owned subsidiary of Wuhan Fulu

Definitions and Glossary

“Tibet Fuxu”	Tibet Fuxu Venture Capital Management Partnership (Limited Partnership) (西藏福旭創業投資管理合夥企業(有限合夥)), a limited liability partnership established in the PRC on January 17, 2017 and owned by Mr. Fu Xi as to 37.74%, Mr. Yang Yuquan as to 15.01%, Mr. Liu Lufeng as to 3.78%, Ms. Shen Yaling as to 3.09%, Mr. Wang Qiang as to 2.81%, Ms. Guo Chenxi as to 2.81%, Mr. Zhang Yuguo as to 2.02%, Mr. Zhao Bihao as to 15.09%, Mr. Tian Xuan as to 4.19%, Mr. Xu Jian as to 0.11%, Mr. Ding Chao as to 1.72%, Mr. Mei Qiaojun as to 2.44%, Mr. Chen Tianjun as to 7.43% and Mr. Li Jun as to 1.75%. Mr. Fu Xi, Mr. Zhang Yuguo and Mr. Zhao Bihao are our Controlling Shareholders and executive Directors. Mr. Chen Tianjun is a member of our senior management. Mr. Yang Yuquan, Mr. Liu Lufeng, Ms. Shen Yaling, Mr. Wang Qiang, Ms. Guo Chenxi, Mr. Ding Chao, Mr. Mei Qiaojun and Mr. Li Jun are our employees. Mr. Xu Jian is our former employee. Mr. Fu Xi is the sole general partner of Tibet Fuxu
“Tibet Huluwa”	Tibet Huluwa Network Technology Co., Ltd. (西藏葫蘆娃網絡科技有限公司), a limited liability company established in the PRC on May 15, 2019, a Consolidated Affiliated Entity and a wholly-owned subsidiary of Wuhan Fulu
“US\$”	U.S. dollars, the lawful currency of the United States of America
“VAT”	value-added tax
“VIE(s)”	variable interest entity(ies)
“Wuhan Fulu”	Wuhan Fulu Network Technology Co., Ltd. (武漢福祿網絡科技有限公司), a limited liability company established in the PRC on March 24, 2009, and one of our PRC Holdcos
“Wuhan Fusui”	Wuhan Fusui Network Technology Co., Ltd. (武漢福穗網絡科技有限公司), a limited liability company established in the PRC on August 26, 2022, a wholly-owned subsidiary of Wuhan Fulu
“Wuhan Lishuo”	Wuhan Lishuo Technology Co., Ltd. (武漢立碩科技有限公司), a limited liability company established in the PRC on January 6, 2017, a Consolidated Affiliated Entity and a wholly-owned subsidiary of Wuhan Fulu
“Wuhan Private Fund”	Wuhan Fulu Private Equity Fund Management Co., Ltd. (武漢福祿私募基金管理有限公司), a limited liability company established in the PRC on June 21, 2021, a wholly-owned subsidiary of Wuhan Fulu
“Wuhan Souka”	Wuhan Souka Technology Co., Ltd. (武漢搜卡科技有限公司), a limited liability company established in the PRC on June 8, 2017, a Consolidated Affiliated Entity and a wholly-owned subsidiary of Wuhan Fulu
“Wuhan Tianshi”	Wuhan Tianshi Technology Co., Ltd. (武漢天識科技有限公司), a limited liability company established in the PRC on July 24, 2014, a Consolidated Affiliated Entity and a wholly-owned subsidiary of Wuhan Fulu

Definitions and Glossary

“Wuhan Xunyue”	Wuhan Xunyue Technology Co., Ltd. (武漢訊悅科技有限公司), a limited liability company established in the PRC on April 17, 2015. Wuhan Xunyue is owned as to 57.436%, 16.452%, 12.196%, 8.216%, 3.6%, 1.1%, 0.5% and 0.5% by Mr. Fu Xi, Mr. Zhang Yuguo, Mr. Wu Xuliang, Mr. Shui Yingyu, Mr. Zhao Bihao, Mr. Yang Yuquan, Mr. Tian Xuan and Mr. Liu Lufeng, respectively. Among them, Mr. Fu Xi, Mr. Zhang Yuguo, Mr. Shui Yingyu and Mr. Zhao Bihao are our Controlling Shareholders, and Mr. Fu Xi, Mr. Zhang Yuguo and Mr. Zhao Bihao are our executive Directors. Accordingly, Wuhan Xunyue is an associate of Mr. Fu Xi, Mr. Zhang Yuguo, Mr. Shui Yingyu and Mr. Zhao Bihao, and is therefore a connected person of the Company
“Wuhan Yilu”	Wuhan Yilu Network Technology Co., Ltd. (武漢億祿網絡科技有限公司), a limited liability company established in the PRC on November 19, 2015, a Consolidated Affiliated Entity and a wholly-owned subsidiary of Kashgar Yiqiwan
“Wuhan Yiqiyou”	Wuhan Yiqiyou Network Technology Co., Ltd. (武漢一起遊網絡科技有限公司), a limited liability company established in the PRC on June 4, 2012, a Consolidated Affiliated Entity and a wholly-owned subsidiary of Wuhan Fulu
“Xinjiang Fulu”	Xinjiang Fulu Network Technology Co., Ltd. (新疆福祿網絡科技有限公司), a limited liability company established in the PRC on December 27, 2016, a Consolidated Affiliated Entity and a wholly-owned subsidiary of Wuhan Fulu
“Xinjiang Huluwa”	Xinjiang Huluwa Network Technology Co., Ltd. (新疆葫蘆娃網絡科技有限公司), a limited liability company established in the PRC on February 25, 2019, a Consolidated Affiliated Entity and a wholly-owned subsidiary of Wuhan Fulu
“Zhangyuguo Holdings”	Zhangyuguo Holdings Limited, a limited liability company incorporated in the BVI on June 25, 2019. It is one of our Controlling Shareholders
“Zhaobihao Holdings”	Zhaobihao Holdings Limited, a limited liability company incorporated in the BVI on June 25, 2019. It is one of our Controlling Shareholders
“%”	per cent

Unless otherwise expressly stated or the context otherwise requires, all data in this document is as of the Latest Practicable Date.

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

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.