

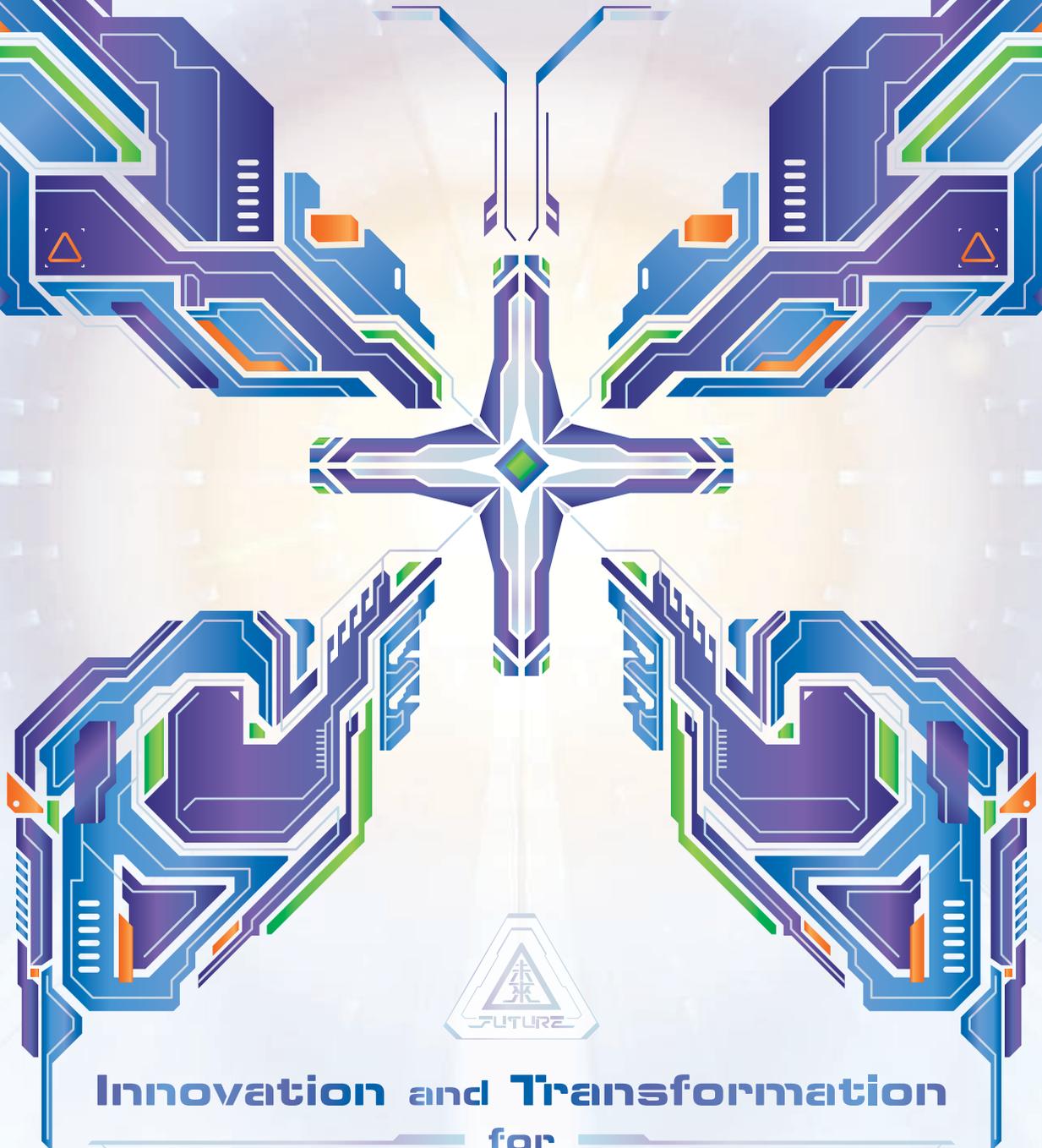


AsialInfo
亚信科技

AsialInfo Technologies Limited

(Incorporated in the British Virgin Islands with limited liability)

Stock Code: 01675



Innovation and Transformation
for
Prosperous Future

Annual Report 2023

01

Communication
+
Non-Communication

**BECOME THE MOST
TRUSTWORTHY**

03

Software
+
Hardware



CONTENTS





Products
+
Services

02

DIGITAL INTELLIGENCE VALUE CREATOR

Domestic
+
International

04

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Telecom



COMMUNICATION

NON-COMMUNICATION

- *Transport*
- *Finance*
- *Postal*
- *Governance*
- *Energy*

01

COMMUNICATION + NON-COMMUNICATION

Change I:

Transformation from
communication-oriented to
"Communication + Non-Communication"

PRODUCTS





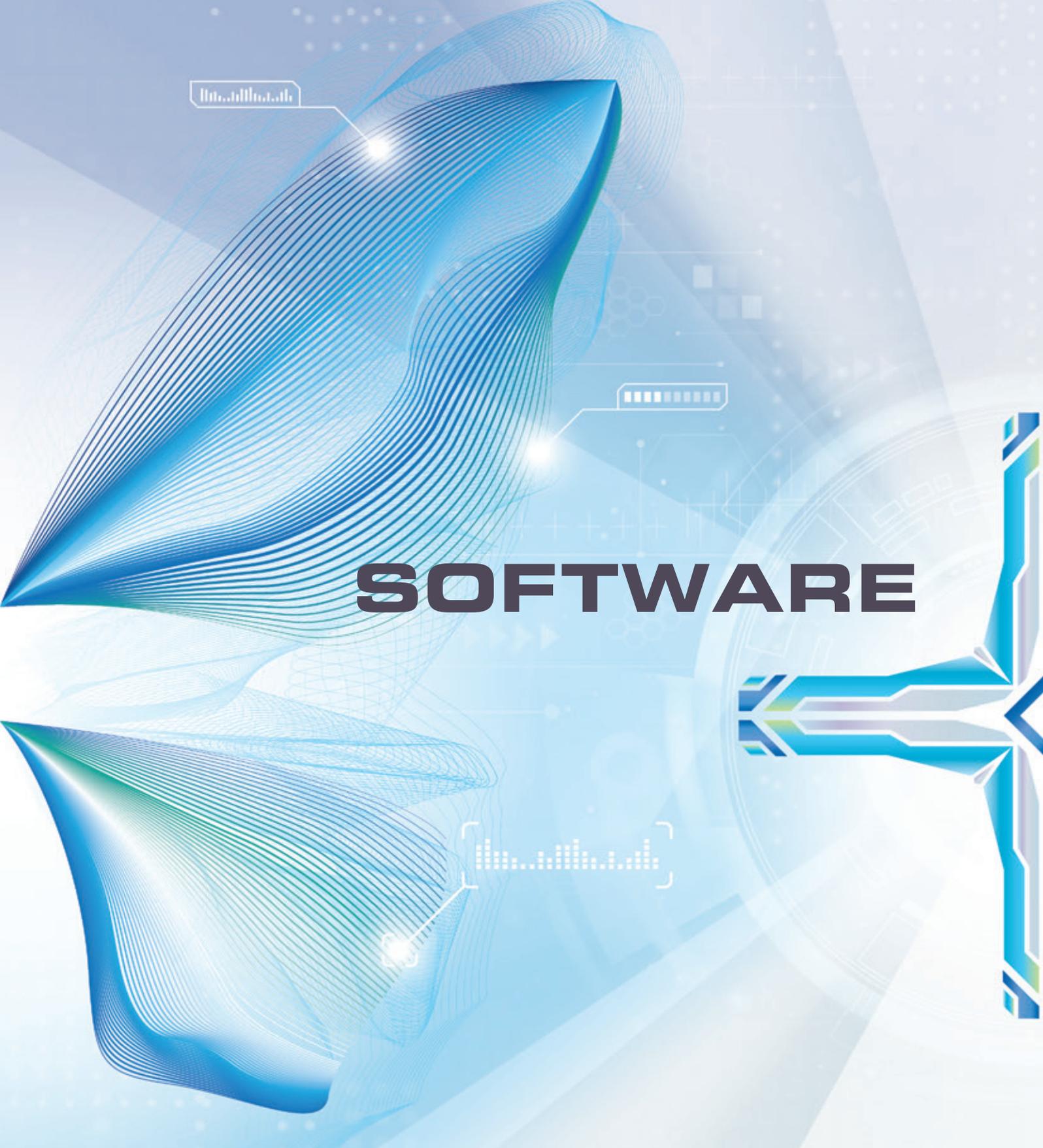
SERVICES

02

PRODUCTS + SERVICES

Change II:

Transformation from
service-oriented to
"Products + Services"



SOFTWARE



SOFTWARE + HARDWARE

Change III:

Transformation from software-oriented to
"Software + Hardware"



HARDWARE



DOMESTIC





INTERNATIONAL



DOMESTIC + INTERNATIONAL

Change IV:

Transformation from domestic-oriented to
"Domestic + International"

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

DEFINITION

In this annual report, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the forthcoming annual general meeting of the Company to be held on 28 June 2024
“Articles of Association”	the memorandum and articles of association of the Company, as amended from time to time
“AsialInfo Security”	AsialInfo Security Technology Limited (亞信安全科技股份有限公司), a limited liability company incorporated in the PRC on 25 November 2014, which is ultimately controlled and beneficially owned as to approximately 47.87% by Dr. TIAN Suning
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Board Committees”	the Audit Committee, the Nomination Committee, the Remuneration Committee and the Strategy and Investment Committee
“Board Diversity Policy”	the Board diversity policy of the Company
“CG Code”	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules
“Chief Executive Officer”	the chief executive officer of the Company
“China Mobile Group”	China Mobile Limited and its subsidiaries
“CMC”	China Mobile Communication Co., Ltd., a company established in the PRC with limited liability and a wholly-owned subsidiary of China Mobile Limited
“China Telecom”	China Telecom Corporation Limited, a company established in the PRC, whose shares are listed on the Shanghai Stock Exchange and the Stock Exchange

DEFINITIONS AND GLOSSARY OF
TECHNICAL TERMS

“China Unicom”	China United Network Communications Group Co., Ltd., is a state-owned enterprise principally engaged in communication industry in the PRC
“Company”, “AsialInfo” or “AsialInfo Technologies”	AsialInfo Technologies Limited (亞信科技控股有限公司), an international business company incorporated in the British Virgin Islands on 15 July 2003, whose Shares are listed on the Stock Exchange (stock code: 1675)
“connected person”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“ESG”	environmental, social and governance
“ETSI”	the European Telecommunications Standards Institute, a non-profit communication standardisation organisation approved and established by the European Commission
“Exercise Notice”	written or electronic notice of the grantee to the Company to exercise share options on or after the vesting date of the share option
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“iDigital”	Chongqing iResearch Digital Intelligent Technology Co., Ltd., an indirect non-wholly subsidiary of the Company
“IEEE”	the Institute of Electrical and Electronics Engineers
“iResearch Consulting”	Shanghai iResearch Marketing Consulting Co., Ltd., an indirect wholly-owned subsidiary of the Company

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

“Independent Third Party(ies)”

third party(ies) independent of, and not connected with, the Company and any of its connected person(s)

“ITU”

the International Telecommunication Union

“Latest Practicable Date”

19 April 2024, being the latest practicable date prior to the publication of this annual report for the purpose of ascertaining certain information contained in this annual report

“Listing Rules”

the Rules Governing the Listing of Securities on the Stock Exchange

“Model Code”

the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules

“MPF”

mandatory provident fund

“MPF Scheme”

the MPF scheme operated by the Group for all eligible Hong Kong employees under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong)

“New Lease Framework Agreement”

the lease framework agreement renewed by the Company and CMC on 28 October 2022

“New Master Procurement Agreement”

the master information and telecommunication technology services and products procurement framework agreement renewed by the Company and CMC on 28 October 2022

“New Security Technological Security Service Framework Agreement”

the technological security service framework agreement entered into between Asialfo Security and the Company on 29 December 2020

DEFINITIONS AND GLOSSARY OF
TECHNICAL TERMS**“New Security Technological Service Framework Agreement”**

the technological service framework agreement entered into between the Company and AsialInfo Security on 29 December 2020

“New Software Products and Services Framework Agreement”

the software products and services framework agreement renewed by the Company and CMC on 28 October 2022

“Nomination Committee”

the nomination committee of the Company

“Pre-IPO Share Option Scheme”

the pre-IPO share option scheme of the Company adopted on 26 June 2018

“Prospectus”

the prospectus of the Company dated 6 December 2018

“PRC” or “China”

the People’s Republic of China

“Remuneration Committee”

the remuneration committee of the Company

“Reporting Period”

the financial year ended 31 December 2023

“R&D”

research and development

“RMB”

Renminbi, the lawful currency of the PRC

“Share(s)”

ordinary share(s) of the Company

“Shareholder(s)”

holder(s) of the Share(s)

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

**DEFINITIONS AND GLOSSARY OF
TECHNICAL TERMS**

"TMF"	the International Telecommunication Management Forum
"Trust Management Committee"	the trust management committee of the Company
"US"	the United States of America
"USD" or "US\$"	US dollars, the lawful currency of US
"2019 Share Option Scheme"	the share option scheme adopted by the Company on 25 November 2019
"2020 Share Award Scheme"	the share award scheme adopted by the Company on 7 January 2020
"2023 Share Award Scheme"	the share award scheme adopted by the Company on 4 December 2023
"%"	per cent

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

GLOSSARY OF TECHNICAL TERMS

This glossary of technical terms contains terms used in this annual report that are related to business of the Group. As such, these terms and their meanings may not always correspond to standard industry meaning or usage of these terms.

"AI"	artificial intelligence
"AIGC"	AI generated content
"AIOps"	AI for IT operations, which combine big data and machine learning to automate IT operations processes, including event correlation, anomaly detection and causality determination
"BSS"	business support systems used for the management of customer information, customer business and service processes and customer related services and resources, often used together with OSS to form end-to-end comprehensive business and operation management systems for the telecom industry
"DevOps"	development and operation system
"DI"	decision intelligence
"DSaaS"	digital intelligence-driven operation, namely the data-driven SaaS operation services
"GPT"	generative pre-trained transformer
"ICT"	information and communication technology

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

“Internet of Things” or “IoT”

the network of physical objects — devices, vehicles, buildings and other items — embedded with electronics, software, sensors and network connectivity that enables these objects to collect and exchange data

“IT”

information technology, the application of computers and communications equipment to store, retrieve, transmit and manipulate data

“O-RAN”

open radio access network

“OSS”

operations support systems, a collective term for the software solutions telecom operators use to support their network operations, often used together with BSS to support various end-to-end communications services

“PaaS”

platform as a service, a complete development and deployment environment in the cloud, with resources that enable one to deliver everything from simple cloud-based applications to sophisticated, cloud-enabled enterprise applications

“RPA”

robotic process automation

“SaaS”

software as a service, a software licensing and delivery model in which software is licensed on a subscription basis and is centrally hosted

DEFINITIONS AND GLOSSARY OF TECHNICAL TERMS

“Three New business”

consists of digital intelligence-driven operation, vertical industries digitisation business, and OSS

“3GPP”

3rd Generation Partnership Project

“3D”

3-dimension, referring to a spacing system in which a direction vector is added in the flat second dimension system

“4G”

the fourth-generation of mobile communications technology, applied in amended mobile web access, IP telephony, gaming services, high-definition mobile TV, video conferencing, 3D television and cloud computing

“5G”

the fifth-generation of mobile communications technology which has higher speed and capacity and lower latency than 4G

“6G”

the sixth-generation of mobile communications technology which has higher speed and capacity and lower latency than 5G

CORPORATE PROFILE

AsialInfo Technologies listed its Shares on the Stock Exchange on 19 December 2018. The history of the Group dated back to 1993 when we served as the provider of China's first-generation telecom software, whereby we have collaborated extensively with each of China Mobile, China Unicom and China Telecom since the 1990s, supporting over one billion subscribers nationwide.

AsialInfo Technologies is a leading provider of software products, solutions and services, as well as a leading provider with full-stack digital and intelligent capabilities. The Group provides end-to-end digital intelligence transformation services to customers in the communications, government affairs, finance, energy, transportation and postal industries by building a closed loop for customer services through leveraging on its outstanding full-stack digital intelligence capabilities in consulting and planning, product R&D, implementation and delivery, system integration, intelligent decision-making, data operation, and customer services with the philosophy of "dual leadership in products and services".

AsialInfo Technologies continues to pursue the strategy of "One consolidation, Three developments", namely, consolidating the leading position in BSS market with high quality, and developing the Three New business including OSS, digital intelligence-driven operation, vertical industries digitalisation at high speed. The Company actively embraces advanced technologies such as 5G, cloud computing, big data, AI and IoT, and has formed three major product systems including cloud network, digital intelligence and IT.

AsialInfo Technologies will follow the trend of "digitalisation of industry and digital industrialisation", insist on independent innovation, cultivate the digital intelligence industry, build an ecological system together with industry partners, and continue to promote business model innovation so as to help the digital transformation of enterprises and sustainable industry development.

As of 31 December 2023, the Group had interests in the following major subsidiaries/branches: AsialInfo Technologies (H.K.) Limited (香港亞信科技有限公司), AsialInfo Technologies (China), Inc. (亞信科技(中國)有限公司), AsialInfo Technologies (China), Inc. Wuhan Branch, AsialInfo Technologies (China), Inc. Shenyang Branch, AsialInfo Technologies (China), Inc. Guangzhou Branch, AsialInfo Technologies (China), Inc. Shanghai Branch, AsialInfo Technologies (China), Inc. Chengdu Branch, AsialInfo Technologies (China) Inc., Hangzhou Branch, Hong Kong AsialInfo Technologies Limited (香港亞信技術有限公司), AsialInfo Technologies (Nanjing) Inc. (亞信科技(南京)有限公司), Guangzhou AsialInfo

Technology Co., Ltd. (廣州亞信技術有限公司), Guangzhou AsialInfo Technology Co., Ltd. Fuzhou Branch, Guangzhou AsialInfo Technology Co., Ltd. Chengdu Branch, Guangzhou AsialInfo Technology Co., Ltd. Shanghai Branch, Guangzhou AsialInfo Technology Co., Ltd. Hangzhou Branch, Guangzhou AsialInfo Technologies, Inc. Lanzhou Branch, Guangzhou AsialInfo Technologies, Inc. Guiyang Branch, Hangzhou AsialInfo Software Co., Ltd. (杭州亞信軟件有限公司), Hangzhou AsialInfo Cloud Information Technologies Limited (杭州亞信雲信息科技有限公司), Hangzhou AsialInfo Cloud Information Technologies Limited Beijing Branch, Nanjing AsialInfo Software Co., Ltd. (南京亞信軟件有限公司), Hunan AsialInfo Software Co., Ltd. (湖南亞信軟件有限公司), Hunan AsialInfo Software Co., Ltd. Fuzhou Branch, Hunan AsialInfo Software Co., Ltd. Shanghai Xucao Technology Branch, AsialInfo Big Data (H.K.) Limited (亞信大數據(香港)有限公司), Chongqing iResearch Digital Intelligent Technology Co., Ltd. (重慶艾瑞數智科技有限公司), Chongqing iResearch Digital Intelligent Technology Co., Ltd. Nanjing Branch, Chongqing iResearch Digital Intelligent Technology Co., Ltd. Chengdu Branch, Chongqing iResearch Digital Intelligent Technology Co., Ltd. Hangzhou Branch, Chongqing iResearch Digital Intelligent Technology Co., Ltd. Wuhan Branch, Beijing AsialInfo Xingyuan Technology Limited (北京亞信興源科技有限公司), Chongqing Shuzhiluoji Technology Limited (重慶數智邏輯科技有限公司), Chongqing Shuzhiluoji Technology Limited Hefei Branch, Chongqing Shuzhiluoji Technology Limited Wuhan Branch, Chongqing Shuzhiluoji Technology Limited Changsha Branch, Chongqing Shuzhiluoji Technology Limited Guangzhou Branch, Chongqing Shuzhiluoji Technology Limited Nanjing Branch, Chongqing Shuzhiluoji Technology Limited Shanghai Branch, Chongqing Shuzhiluoji Technology Limited Chengdu Branch, Chongqing Shuzhiluoji Technology Limited Beijing Branch, Chongqing Shuzhiluoji Technology Limited Hangzhou Branch, Chongqing Shuzhiluoji Technology Limited Lanzhou Branch, Hainan AsialInfo Software Co., Ltd. (海南亞信軟件有限公司), AsialInfo Goods Cloud Beijing Technology Limited (亞信貨雲(北京)科技有限公司), AsialInfo Goods Cloud Beijing Technology Limited Shandong Branch, Shanghai iResearch Marketing Consulting Co., Ltd. and Shanghai iTracker Consulting Co., Ltd. (上海艾瑞數科商務諮詢有限公司).

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Dr. TIAN Suning (*Chairman*)
Mr. GAO Nianshu (*Chief Executive Officer*)
Mr. XIN Yuesheng (*redesignated from a non-executive Director to an executive Director on 28 December 2023*)

Non-executive Directors

Mr. ZHANG Yichen
Mr. DING Jian (*redesignated from an executive Director to a non-executive Director on 28 December 2023*)
Mr. YANG Lin
Ms. LIU Hong
Mr. CHENG Xike

Independent Non-executive Directors

Dr. GAO Jack Qunyao
Dr. ZHANG Ya-Qin
Mr. GE Ming
Ms. TAO Ping

AUDIT COMMITTEE

Mr. GE Ming (*Chairman*)
Dr. ZHANG Ya-Qin
Mr. CHENG Xike
Ms. TAO Ping

REMUNERATION COMMITTEE

Dr. GAO Jack Qunyao (*Chairman*)
Dr. ZHANG Ya-Qin
Mr. XIN Yuesheng

NOMINATION COMMITTEE

Dr. TIAN Suning (*Chairman*)
Mr. GAO Nianshu
Dr. GAO Jack Qunyao
Dr. ZHANG Ya-Qin
Mr. GE Ming
Ms. LIU Hong
Ms. TAO Ping

STRATEGY AND INVESTMENT COMMITTEE

Mr. XIN Yuesheng (*Chairman*)
Dr. TIAN Suning
Mr. DING Jian
Mr. GAO Nianshu
Mr. YANG Lin

COMPANY SECRETARY

Ms. YU Wing Sze

AUTHORISED REPRESENTATIVES

Mr. GAO Nianshu
Ms. YU Wing Sze

REGISTERED OFFICE

Craigmuir Chambers
Road Town Tortola, VG1110
British Virgin Islands

PRINCIPAL PLACE OF BUSINESS AND HEAD OFFICE IN CHINA

AsiaInfo Plaza
10 Xibeiwang Dong Lu
Haidian District
Beijing 100193
PRC

**CORPORATE
INFORMATION****PRINCIPAL PLACE OF
BUSINESS IN HONG KONG**

31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

**OTHER PLACE OF BUSINESS
IN HONG KONG**

Flat 03, 39/F
COSCO Tower
183 Queen's Road Central
Sheung Wan
Hong Kong

**BRITISH VIRGIN ISLANDS
PRINCIPAL SHARE
REGISTRAR AND TRANSFER
OFFICE**

Harneys Fiduciary (Cayman) Limited
4th Floor, Harbour Place
103 South Church Street
PO Box 10240
Grand Cayman, KY1-1002
Cayman Islands

**HONG KONG BRANCH
SHARE REGISTRAR**

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

LEGAL ADVISORS

As to Hong Kong law:
CFN Lawyers
27/F, Neich Tower
128 Gloucester Road
Wan Chai
Hong Kong

As to PRC law:
Beijing Jingtian & Gongcheng
34/F, Tower 3, Huamao Center
77 Jianguo Road, Chaoyang
Beijing

Beijing Lifang & Partners
12/F, Xindejing Center
1 Xiangheyuan Street, Dongcheng
Beijing

As to British Virgin Islands law:
Harney Westwood & Riegels
Unit 3501, The Center
99 Queen's Road Central
Hong Kong

AUDITOR

KPMG
*Public Interest Entity Auditor registered
in accordance with the Accounting and
Financial Reporting Council Ordinance*
8th Floor, Prince's Building
10 Chater Road, Central
Hong Kong

PRINCIPAL BANKERS

China Merchants Bank
Beijing Jianguo Road Sub-branch
116 Jianguo Road
Chaoyang District
Beijing
PRC

China Merchants Bank
Nanjing Gulou Sub-branch
4 Beijing East Road
Nanjing, Jiangsu Province
PRC

STOCK CODE

1675

COMPANY'S WEBSITE

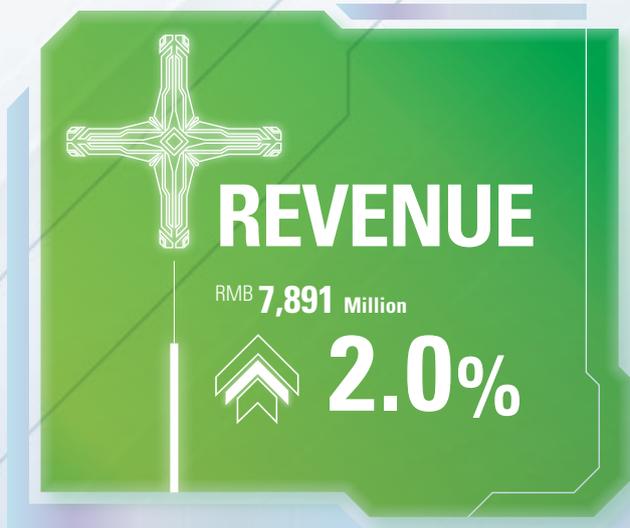
www.asiainfo.com

FINANCIAL HIGHLIGHTS

Financial data	2023 RMB million	2022 RMB million	Changes
Revenue	7,891	7,738	2.0%
Revenue from the Three New business	2,899	2,573	12.7%
Gross profit	2,975	2,939	1.2%
Gross profit margin (%)	37.7%	38.0%	-0.3 percentage point
Profit for the year	512	824	-37.9%
Net profit margin	6.5%	10.7%	-4.2 percentage point
Net cash income from operating activities	582	549	5.9%
Basic earnings per Share (RMB)	0.58	0.92	-37.0%

For the year 2023, excluding the impact of certain non-operational items, the adjusted net profit is approximately RMB851 million, the adjusted net profit margin is 10.8%, and the adjusted basic earnings per share is about RMB0.95.

FINANCIAL
HIGHLIGHTS





DR. TIAN SUNING
Chairman and
Executive Director

CHAIRMAN'S STATEMENT

Dear Shareholders,

In the past year, the external economic situation was severe and complex, with ongoing uncertainties during the economic recovery. While customers in the communications industry continued to ramp up efforts to reduce costs, boost efficiency and enhance their proprietary R&D capabilities. Against this backdrop, the Company's traditional business faced certain challenges. Facing with challenges, the Company focused on developing new businesses on the one hand, and innovatively upgraded its traditional business by using new technologies such as AIGC/GPT on the other hand, to offset the pressure brought by the traditional business and maintain healthy and stable overall business growth. In 2023, the Company attached higher importance to cash flow health and strengthened refined management to ensure the Company's long-term sustainable growth. Excluding the non-operating items¹, the Company's profit for the year continued to grow, and its operating cash flow also improved compared to the previous year, continuously creating value for Shareholders, customers and society.

OVERALL RESULTS

In 2023, the Company achieved a steady growth in operating revenue, amounting to RMB7,891 million, representing a year-on-year increase of 2.0%. Though revenue from BSS business declined by 0.9% year-on-year as a result of encountering challenges and the digital intelligence-driven operation business suffered from short-term pain of a year-on-year decrease of 4.2%, however, benefiting from the rapid growth of OSS business and vertical industries digitisation business, the overall revenue base remained solid. The Three New business demonstrated faster growth, representing a year-on-year increase of 12.7%, with revenue amounting to RMB2,899 million, as percentage of total revenue increased to 36.7%. Meanwhile, the Company tightly controlled costs and stepped up efforts in efficiency enhancement, with gross profit margin stood at 37.7%, remaining relatively stable year-on-year. Impacted by the non-operating items such as impairment of goodwill and intangible assets, net profit fell by 37.9% to RMB512 million. However, excluding the impact of the said items, the Company's adjusted net profit for the year amounted to RMB851 million, and the net profit margin sustained a double-digit figure of 10.8%, maintaining decent profitability. Operating cash flow was RMB582 million, representing a year-on-year increase of 5.9%.

¹ Non-operating items included provisions for impairment of goodwill and intangible assets and the dividend tax arising from the declaration of a special dividend in 2023.



CHAIRMAN'S STATEMENT

The Board, after taking into due consideration of various factors, especially the cash returns of Shareholders and the non-cash impact of the asset impairment, has decided to propose the distribution of a final dividend of HK\$0.412 per Share for 2023 at the AGM, representing a dividend payout ratio equivalent to 40.0% of the profit for the year, excluding the impact of the non-operating items. Taking into account the special dividend declared in December 2023 of HK\$0.6 per Share, the total dividend for 2023 will be HK\$1.012 per Share.

BUSINESS DEVELOPMENT

Short-term pressure on digital intelligence-driven operation business with the pain diminishing

In 2023, iDigital further promoted in-depth reform in business and organisation. Although coming with short-term pain, the new organisational structure strengthened the coverage of regional markets, enabling the Company to respond more efficiently to the needs of government and enterprise clients. Additionally, iDigital's industry research business was significantly impacted by the weak capital market and tight budget controls in the Internet and consumption sectors, resulting in a year-on year decrease of revenue as compared with last year, but the decline had slowed down in the second half of the year as compared to the first half of the year. With the implementation of policies concerned such as "Data Elements X", the Company believes that there is still enormous market demand for digital intelligence-driven operation. Coupled with the easing of the pain brought by the in-depth reform in the organisation, it is expected that the digital intelligence-driven operation will resume growth in 2024.

In DSaaS, the Company continued to focus on industries such as communications, government and enterprise, automotive and consumption. In digital intelligence TMT, the Company continued to optimise its business model. In 2023, the number of provincial customers participating in the models such as Internet special zones operations and share by equity increased by 7 provinces, reaching a cumulative total of 23 provinces. At the same time, the client base of DSaaS expanded from provincial branches within client groups to more specialised companies such as CM Financial Technology, China Mobile Internet, etc. In digital intelligence government and enterprise, the Company won the project of Digital Chongqing Credit Infrastructure Database, laying a solid foundation for expanding business in relation to government affairs data circulation and monetisation in future. In digital intelligence internet of vehicles, the Company leveraged communications big data combined with AI, privacy computing, and other technologies to develop digital marketing solutions for the automotive industry, driving expansion of the client base continuously, making breakthroughs in joint venture brands, commercial vehicles, and emerging brands, winning multiple projects from companies such as Deepal, GAC Toyota and Dongfeng Motor. In digital intelligence consumption, the Company focused on brand customers, providing services such as membership operations and private domain operations. It obtained Jingpai's membership digital marketing project and provided Nike with store insights and analytics, among others. In decision intelligence (DI), iDigital published couple of research papers on AIGC and digital transformation, etc., gradually becoming more influential in the digital consulting industry and winning multiple top-level digital consulting and planning projects from China Mobile Jinke, Migu and China Broadcasting Network, etc. In 2023, the digital intelligence-driven operation business realised revenue of RMB1,102 million, representing a year-on-year decrease of 4.2%, accounting for 14.0% of the total revenue, with revenue from results-based and commission-based charging models accounting for 24.0% of digital intelligence-driven operation business revenue.

Deepened the high-quality development model of “Standardised Product + Solution” in the vertical industries

With the deep integration of digital technology and the real economy, various industries are striving to accelerate the digital and intelligent transformation. Against this backdrop, the Company continued to focus on key industries such as energy, transportation, government affairs, etc., and further deepened the high-quality development model of “Standardised Product + Solution”, at the same time appropriately controlled the pace of development. In 2023, the Company’s revenue in the transportation industry amounted to RMB316 million, representing a year-on-year increase of 458.5%, while that in the energy industry amounted to RMB269 million, representing a year-on-year increase of 136.5%.

In the transportation industry, the Company continued to deepen its efforts in intelligent highway and promoted innovative development in smart hubs and digital intelligent logistics. In intelligent highway, the Company developed digital intelligent products and solutions such as 5G + Beidou free-flow billing, traffic digital twin, and transportation big data governance and application. In intelligent smart hubs, the Company participated in the building of Chongqing East Railway Station smart hub project with the business model of “Standardised Product + Solution + System Integration”. In digital intelligent logistics, the Company integrated railway, aviation, highway and sea transport data, as well as customers’ own data, to provide freight data, logistics visualisation, multimodal transport optimisation and other services, and achieved rapid growth in orders during the year with customers including Shougang, Baogang, Jiangsu Trans Union, Shandong Zhongze Energy and Environmental Protection and Qingdao SCO Demonstration Area.

In the energy industry, the Company strengthened the market leadership in nuclear power plant 5G private network, while expanding into wind power, photovoltaic and mining sites. The Company signed a total of 23 nuclear power units for nuclear power plant 5G private network projects, covering nearly 30% of the nuclear power units under construction and in operation in Mainland China. In wind power, the Company’s 5G private network projects covered more than 100 wind farms, and cooperated with China Broadcasting Network and CGN New Energy, successfully deploying 700MHz proprietary base stations in the construction of wind power 5G private network. In photovoltaic, the Company built a cloud-network integrated comprehensive energy platform “Xihe Xingyuan”, and successfully completed such benchmark projects as CNH Energy Hainan distributed photovoltaic project and Hainan Jiaotou zero-carbon service area. In mining, the Company leveraged 5G private network, edge AI, big data and other products and solutions to break through the smart mining market. The Company sees huge addressable market in energy industry. In addition to the nuclear power units that had not yet been covered, there are still thousands of wind farms, photovoltaic power stations and coal mines that have the demand for digital transformation.

In 2023, the vertical industries digitisation business revenue was RMB965 million, up by 27.5% year-on-year, accounted for 12.2% of the revenue.

CHAIRMAN'S STATEMENT

OSS business maintained rapid growth, BSS business faced certain challenges

In OSS business, the Company continued to seize market opportunities in areas such as computing power network, autonomous network, and ToB 5G networks with industry-leading technology and products to promote fast business growth. AsialInfo's AN CoPilot product system efficiently supports communication operators to advance to L4/L5 high-level autonomous networks by building a model specific for AN CoPilot, network augmented cognition services and the AN CoPilot toolkits. In 2023, OSS business revenue reached RMB832 million, up by 24.9% year-on-year, accounted for 10.5% of the revenue.

In BSS business, facing challenges from customers' intensifying efforts to reduce costs, enhance efficiency, and enhance proprietary R&D capabilities, the downward pressure on our traditional BSS business is increasing. The Company capitalised on the trend and actively deployed innovative technologies such as AIGC/GPT, edge AI, metaverse, and digital twins to develop products that meet customer's demand on innovation, easing the downward pressure on BSS business. We actively infused intelligence into our business, leveraging AIGC to develop products such as intelligent customer service multimodal interaction operations, intelligent marketing services, and ChatBI. Furthermore, in addition, in terms of market expansion, the Company continued to grow its customer portfolio and successfully replaced the government and enterprise business support systems in number of provinces and win projects such as the Billing System Reconstruction Project at China Telecom Shanghai Branch. In 2023, BSS business revenue was down by 0.9% year-on-year, amounted to RMB4,881 million.

Driven by Innovation, Product Capabilities Reached a New Level

The Company has always attached great importance to its core R&D capabilities and continued investment, focusing R&D on the three major product domains, "Cloud Network", "Data Intelligence", and "IT", to move towards the goal of "dual leadership in products and services".

Cloud network products maintain international leadership. Facing the integration of generative AI and large language model technology with communication technology, the Company innovatively creates AN CoPilot product system, which accelerates the evolution of autonomous networks to L4/L5 for operators. The product is currently being deployed at the headquarters of China Mobile, China Unicom, and multiple provincial companies. In 5G private networks, the Company continued to improve the end-to-end product portfolio (base stations, core networks, and private network operation platforms). The 5G private network operation platform won GLOTEL "Excellence Award for BSS/OSS Modernisation Award", and the 5G core network and network slicing (orchestration) capabilities were ranked among the top 7 globally by ABI Research. 5G network intelligent products had been named in "Gartner Global Network Intelligence Mainstream Supplier Matrix" for three consecutive years. For 5G-A and 6G, the Company delved into potential 6G key technologies such as integration of communications, perception and computing, AI endogeneity, and network digital twins. It pioneered, released and commercially rolled out the industry's first computing and communications Integrated Computing Power Endogenous Network product. Its key technology was certified by the National Scientific and Technological Achievements Service and won the first prize of China Society of Automation in Technological Progress. Further, the Company collaborated with partners such as Tsinghua University's Institute for AI Industry Research and communication operators to jointly release the world's first "White Paper of 6G OSS Technology" and "White Paper of 6G BSS Technology", promoting 6G evolution and innovation.

CHAIRMAN'S STATEMENT

Digital intelligence products lead domestically and some are internationally advanced. The Company continuously released plug-and-play software and hardware integrated products, such as AISWare AI² Edge Intelligence SmartEye, AI² Edge Intelligence Patrol, AISWare Edge Intelligence Gateway for data collection/edge computing/AI inference and AISWare PEC Edge, which had been widely deployed in areas such as energy, chemical engineering, and transportation. Among them, the Edge AI product won the French Design Award. Multiple digital intelligence products were featured in internationally renowned consulting reports such as Forrester and Gartner, and the AIOps product had been selected for Gartner's Hype Cycle for ICT in China for four consecutive years. In the realm of generative AI & large language models and other new technologies, the Company innovatively launched the xGPT product series, which achieved commercial deployment in some projects and generated nearly 60 business opportunities.

IT products solidified its tier-1 position in China. The Company's PaaS platform products were evolving towards cloud native, continuously enhancing flexibility, scalability and security, providing a cloud native technology foundation for AI, big data, and other technologies. The Company's 3D/XR products won the prestigious iF Design Award from the iF Industries Forum Design for two consecutive years (2022 and 2023). In the IT innovation ecosystem, the Company collaborated with Independent Software Vendors (ISV), System Integrators (SIs), operators, and agents to establish a cooperation system with comprehensive industry coverage and regionally deep IT innovation ecosystem for its database product. The ecosystem partners included over a hundred mainstream hardware and middleware vendors.

The Company continues to deeply participate in the work of 20 international/national technical standard organisations such as 3GPP, ITU, ETSI, IEEE, TMF and O-RAN, created over 300 international/domestic standards, of which 85 were added in 2023. In 2023, the Company's products and technologies obtained 117 newly accepted/authorised international/domestic patents and 167 software copyrights.

SOCIAL RESPONSIBILITY

Asialfo is committed to scientific research and innovation and industry empowerment and incorporates ESG concepts into its operation and development to make its contribution to the sustainability of society. In 2023, with its sustainability performance being highly appreciated and recognised by the community, the Company received a number of recognitions and awards such as "2023 ESG Enterprise — Best Technological Innovation Award", "Best Information Disclosure Award" and "Beijing Top 100 Private Enterprises in Social Responsibilities". Additionally, it was included in the rating system by MSCI, an international ESG rating organisation.

CHAIRMAN'S STATEMENT

AsialInfo practises the concept of green and low-carbon and promotes sustainable development. To achieve the green goal of “reaching carbon peak by 2025 and achieving carbon neutrality by 2028 in all respects”, we actively explored green operational models and devoted ourselves to the R&D of green products and services. In the efforts to improve energy efficiency and reduce carbon emissions, we vigorously promoted the use of clean energy and advocated for low-carbon offices. Leveraging the “Intelligent Building” features of the AsialInfo Plaza in Beijing, we achieved green operations in our own facilities. Meanwhile, AsialInfo contributes to low-carbon transition in society through the development of digital and intelligent products and services. In 2023, AsialInfo participated in projects such as “Hainan Zero-Carbon Transportation Service Area” and “5G Private Network Empowering Intelligent Green Energy”, applying our R&D findings to social context and achieving green and low-carbon led social development. Additionally, we leveraged our industry influence to collaborate with communications operators to create “Next Generation Digital and Intelligent Cloud Native Business Operations System”, driving the centralised operations and efficient development of the communications industry and setting new benchmarks for its future growth. AsialInfo actively fulfilled its corporate citizenship obligations and social responsibilities. We actively shouldered social responsibility in caring for vulnerable groups and promoting rural development, etc. by participating in philanthropic donations and initiatives such as “Warm the West Scheme”, endeavouring to share our success with society.

OUTLOOK

Looking ahead to 2024, the external economic development still faces considerable uncertainty, and the challenges of downward pressure on traditional businesses still exist. AsialInfo will continue to navigate through the challenging environment, seeking opportunities and breakthroughs. The potential and capabilities of AI large language models and generative AI are gradually being unleashed and the new technology such as 5G, computing power network and Data Elements are leading technology companies and vertical industries into a new era of transformation. This fills us with confidence regarding the future development of the industry. Looking into the future, building upon the foundation of the strategy of “One consolidation, Three developments”, the Company will further advance “Four Shifts” development strategy to drive development in non-communication industries, standardised products, software and hardware integrated products and international markets.

In the communications industry, there exist both challenges and opportunities. Faced with challenges brought by customers’ investment allocation in BSS traditional business and enhanced efforts in proprietary R&D, we will proactively innovate our business through technological and product innovations, mitigating downward pressure on BSS business, while maintaining our leadership position in BSS market. In addition, we will expand our OSS business boundary and step up efforts to penetrate ToB 5G network equipment market. The Company will closely monitor the key investment areas of telecom operator customers such as computing power network, Data Elements, digital intelligence operations, technological innovation, and emerging industries, and leverage industry research and consulting, operational capabilities and technological strength to forge deep cooperation with customers and generate new business value.

**CHAIRMAN'S
STATEMENT**

In the non-communications industry, we will continue to focus on key vertical industries such as energy, government affairs and transportation. We will seize policy opportunities, strengthen specialised teams, and create benchmark use cases with deepened adoption of the “Standardised Product + Solution” model, to drive business scale and growth with quality. For digital intelligence operations business in non-communications sectors, we will actively leverage the policy opportunities presented by the “Data Elements X” initiative and the resources advantages of communications big data to strengthen our presence in sectors such as consumption and automobiles, while optimising business models, expand product replication, and achieve breakthroughs in scale. In the consumer industry, we will focus on insights and analytics and private domain operations for brand and cultural tourism customers, etc., striving to replicate benchmark use cases in scale. In the automobile market, our focus will be on replicating capabilities and expanding scale, particularly in key scenarios such as precise and efficient lead operations leveraging communications big data.

“Integration” has become the main theme of the ICT industry development, and the boundary between products and services are constantly being blurred. The Company will focus on the creation of five strategic products, namely 5G/6G networks, edge AI, database, xGPT, big data and trusted data circulation and intensify its efforts to promote the products in key vertical industries such as communications, energy, government affairs, and transportation. Simultaneously, the Company will enhance the supply chain management for products and achieve product standardisation and software and hardware integrated product development at a larger scale.

As for international markets, as our capabilities in standardised products is getting mature, the Company will actively integrate into the global ecosystem. It will strive to expand into markets in the Middle East and Southeast Asia through overseas channels and partnerships, bringing the Company’s software and hardware integrated standardised products such as 5G private networks, O-RAN, and edge AI to international markets.

Finally, on behalf of the Board, I would like to take this opportunity to express our heartfelt thanks to all Shareholders, our customers and all circles of society for their support to AsialInfo. I would also like to express our gratitude to all our staff for their relentless efforts and contributions. We will work together to build AsialInfo into a respectable enterprise with pride for our staff.

Dr. TIAN Suning

Chairman and Executive Director



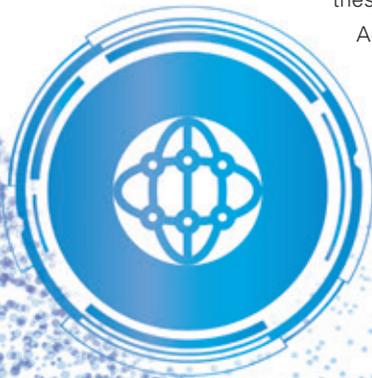
MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS OVERVIEW

Summary

Over the past year, the external environment remained complex and challenging, putting greater pressure on the enterprises' operations, while at the same time, customers in the communications industry have further increased their efforts to reduce costs and increase efficiency and independent R&D. The downward pressure on our traditional BSS business is increasing. Despite this backdrop, the Company strived to overcome various difficulties. On the one hand, we continue to develop new business, and on the other hand, we utilise AIGC/GPT and other technologies to innovate and upgrade our traditional business to consolidate BSS leading position, so as to offset the pressure from our traditional business and maintain healthy and stable overall business development.

During the Reporting Period, the overall performance of the Company remained sound. Revenue amounted to RMB7,891 million, up by 2.0% year-on-year. Among these, the Three New business, namely digital intelligence-driven operation, vertical industries digitisation, and OSS business, achieved revenue of RMB2,899 million, up by 12.7% year-on-year, and increased its proportion over the revenue to 36.7%. The gross profit margin was 37.7%, which basically remained the same as last year. At the same time, the Company implemented strict measures to reduce costs and increase efficiency. However, several non-operating items, such as the impairment of goodwill and intangible assets, affected net profit, which fell to RMB512 million. Excluding the impact of these non-operating items, adjusted net profit amounted to RMB851 million. Adjusted net profit margin remained at double-digits at 10.8%, and profitability remained strong.



MANAGEMENT DISCUSSION AND ANALYSIS



DIGITAL INTELLIGENCE- DRIVEN OPERATION BUSINESS REVENUE RATIO

14%

The digital intelligence-driven operation business was under short-term pressure with a narrow decline in the second half of the year

In 2023, the digital intelligence-driven operation business is facing short-term pressure due to the impact of both the external environment and internal changes within the organisation. According to Wind data, the number of IPO listings significantly decreased in 2023. Due to this factor and the continued cost reduction and efficiency improvement of internet companies, the revenue from the Company's industry research business dropped significantly. In addition, the Company's further implementation of in-depth organisational changes had a certain impact on the business, which was optimised from the original industry-focused operating model to a matrix marketing organisation based primarily on regions and industries. Such change had a certain impact on the digital intelligence-driven operation business in the short term. However, with the deep integration of organisations, the negative impact of such changes has been gradually fading, and it is expected that the digital intelligence-driven operation business will resume growth in 2024. With the advancement of policies related to data elements, such as the "Data Elements X" jointly introduced by the National Data Administration and 17 other departments in January 2024 and the "Interim Provisions on Accounting Related to Enterprise Data Resources" issued by the Ministry of Finance in August 2023, we believe that these policies will play an important role in injecting new vitality into the development of the digital economy and the digital intelligence-driven operation market.

During the Reporting Period, the Company achieved revenue from the digital intelligence-driven operation business of RMB1,102 million, down by 4.2% year-on-year, but the decrease had been reduced as compared with the first half of the year. The revenue from digital intelligence-driven operations accounted for 14.0% of the revenue. The Company continues to promote business model innovation, with the proportion of revenue from results-based and commission-based charging models amounting to 24.0%.

MANAGEMENT DISCUSSION AND ANALYSIS

In 2023, for the DSaaS business, the Company continued to delve into the digital communications, digital government and enterprise, digital car networking, digital consumption and finance and other industries. For the communications industry, we continued to optimise our business models, in which the provinces of Internet special zone operation and share by equity, etc., added 7 provinces in 2023, accumulating to 23 provinces. Our customer base for the DSaaS business has expanded from traditional provincial customers to more professional companies, such as China Mobile Jinke, China Mobile Internet, and other professional companies. For the digital government and enterprise industry, government affairs data elements and smart park operation solutions have been highly recognised by the market. For instance, we have successfully won the bid for the digital Chongqing Credit Infrastructure Database project, laying the foundation for continued government affairs data circulation and monetisation in the future. The “Liangjiang Collaborative Innovation Smart Park Project” jointly developed by Chongqing Liangjiang New District and Chongqing Mobile won the first prize and the Industry Benchmark Award of the “Dingxin Cup” from the China Academy of Information and Communications Technology. For digital intelligent internet of vehicle, based on communication big data, combined with the Company’s AI, privacy computing, and other products, we have focused on private domain marketing, precise placement, live new media, and other automotive marketing scenarios to create a mature digital marketing plan which has won a number of customer projects such as Deepal, GAC Toyota, Zonsen, Dongfeng Motor, Volcano Engine, and Yonyou Auto. In addition, our accomplishments in incremental markets such as joint venture brands, commercial vehicles, and emerging brands have been groundbreaking. For digital consumption and finance, we have focused on consumption brand customers and created digital operation solutions around membership operations, private domain operations, and other scenarios, such as providing digital marketing and store insight services for customers such as Jingpai and Nike. In addition, for the DI business, we have continued to improve our digital consulting leadership capabilities. A series of research reports have been released around hot industry areas such as digital transformation and AIGC, which have gained significant industry influence and obtained digital top-level consulting and planning projects from customers such as China Mobile Group Corporation, China Mobile Government and Enterprise, CM Financial Technology, China Mobile Information, Migu, and China Broadcasting Network.



**THE REVENUE FROM
VERTICAL INDUSTRIES
UP BY**

27.5%

MANAGEMENT DISCUSSION AND ANALYSIS



**NUCLEAR POWER
5G PRIVATE NETWORK
PRODUCTS COVER 23
UNITS IN OPERATION AND
UNDER CONSTRUCTION,
WITH A MARKET
COVERAGE RATE OF**

30%

Vertical industries continue to deepen the “Standardised Product + Solution” high-quality development model

Digital China construction has accelerated the digital transformation process of the industry, which has opened up opportunities for digital innovation in industries powered by AIGC/GPT technology. Against this background, the Company has focused on strategic industries such as energy, transportation, and government affairs, and continues to deepen the development model of “Standardised Product + Solution” to ensure that the Company’s digital business in vertical industries maintains high-quality growth. During the Reporting Period, the revenue of the Company’s vertical industries digitisation business reached RMB965 million, representing a year-on-year increase of 27.5%. Among them, the revenue from the energy and transportation industry increased by 136.5% and 458.5%, respectively year-on-year.

In the energy industry, there is a significant potential for 5G private networks. The Company has continued to consolidate its leading position in the nuclear power 5G private network market and aimed to expand into other fields such as wind power, photovoltaics and mining. In terms of nuclear power, we provide products and solutions to many nuclear power bases such as Changjiang in Hainan, Fuqing in Fujian, Qinshan in Zhejiang, Tianwan in Jiangsu, and Zhangzhou in Fujian. In particular, Tianwan in Jiangsu is the first nuclear power plant in the country to complete regional acceptance and is officially commercialised. Similarly, Zhangzhou in Fujian is the first nuclear power plant under construction in the country to adopt a 5G private network. The Company’s 5G private network products cover 23 units in operation and under construction, with a coverage rate of nearly 30%. In terms of wind power, the Company has continued to support the construction of smart wind power, with over 100 wind farm stations in total. We have also partnered with China Broadcasting Network to successfully apply 700MHz self-developed base stations in wind power 5G private network projects. For example, CGN New Energy Guangning Wind Farm is the first in the country that uses 5G public and private network integration solutions to achieve full coverage. In terms of photovoltaic, the Company has built a comprehensive energy platform “Xihe Xingyuan” that integrates cloud and network. It is currently connected to over 400 photovoltaic stations and serves customers such as CNH Energy Hainan, and Hainan Communications Investment. In terms of mining, based on products and solutions such as 5G private networks, edge intelligence, and big data, the Company has obtained projects such as Pingmei Smart Mine, Huaneng Coal Industry Data Governance, and Inner Mongolia Gaotouyao Coal Mine Intelligence.



In the transportation industry, the Company has strengthened its multi-scenario layouts, continued to deepen its efforts in intelligent highway and promoted innovative development in intelligent transportation hubs and digital smart logistics. In terms of smart high-speed, this business covers more than ten provinces and cities across the country, including Hunan, Yunnan, Gansu, Jiangsu, Qinghai, Henan, Hebei, Guangdong, Chongqing, Sichuan, etc., forming mature digital intelligent solutions such as 5G+Beidou free-flow billing, traffic digital twins, transportation big data and transportation intelligent customer service. In terms of smart hubs, the Chongqing East Railway Station Smart Hub Project, the largest high-speed rail smart hub in Southwest China, has been successfully developed. The project has a contract value exceeding RMB600 million. The project is currently progressing in an orderly manner and is expected to be completed by mid-2025. As far as digital intelligence logistics is concerned, we always keep up with the trend of "Data Elements X". We have integrated multi-party logistics data sources such as railways, highways, aviation, and water transportation, to enable the circulation of data elements. This allows us to provide services such as freight data, logistics visualisation, and multimodal transportation optimisation to customers. As of now, our customers include steel, energy, and other bulk logistics markets.

OSS business maintains rapid growth

In 2023, communication operators began shifting from wide coverage to deep coverage in the construction model of 5G networks, and the demand for network intelligence has continued to grow. At the same time, customers have increased their investment in new R&D and application technologies such as computing networks, computing network brains, and large models. During the Reporting Period, the Company efficiently utilised the above-mentioned market opportunities and further upgraded its OSS products to maintain its leading position in the market. The Company's OSS business revenue amounted to RMB832 million, representing a year-on-year increase of 24.9%. This accounted for 10.5% of the revenue, representing an increase of 1.9 percentage points.

MANAGEMENT DISCUSSION AND ANALYSIS



In terms of network automation, we have obtained projects such as the mobile headquarters data-sharing platform of China Mobile, the wireless network digital operation platform of China Unicom Intelligent Network Innovation Center, the home broadband sensing operation platform of a certain province of China Unicom, and the resources management system of a certain province of China Telecom. In terms of computing power networks, projects such as the computing network platform of a professional company of China Mobile, the first-level network management capability gateway of a headquarter, and the computing network orchestration of a large-scale computing power center of a professional company of China Unicom have been completed. Moreover, the Company's endogenous network technology for computing power won the "First Prize of 2023 Scientific and Technological Progress Award" from the Chinese Automation Society. In terms of the ToB 5G network, the Company won the bid for the China Broadcasting Network ToB 5G private network project with the largest share. In terms of network digital intelligence innovation, the Company obtained the 5G private network operation platform project of the Guangdong Provincial Government Service Data Administration (廣東政數局), the customer perception center project of China Unicom headquarter, and the content distribution network platform project of China Mobile Group. Furthermore, the 5G vertical industry enabling platform jointly innovated with Guangdong China Unicom was awarded the "BSS/OSS Modernisation Excellence Award" at the 11th Global Telecommunications Awards.

BSS business declined slightly

In 2023, customers in the communications industry continued to promote cost reduction and efficiency of IT systems and further increased their independent R&D efforts. In addition, with the development of AIGC/GPT technology, customers also paid more attention to the use of AI technology to reconfigure traditional BSS application systems. In the face of these changes, the Company responded to the trend and actively carried out technological and product innovations in the fields of AIGC/GPT, Edge AI, Metaverse, and Digital Twins, and endeavoured to strive for customers' IT investments in the innovation field in order to alleviate the downward pressure on the BSS business. During the Reporting Period, the Company realised revenue of RMB4,881 million from its BSS business, representing a year-on-year decrease of 0.9%.

MANAGEMENT DISCUSSION AND ANALYSIS

In terms of BSS intelligence, based on independently innovative products, such as RPA, digital twins, AIGC/GPT, databases, Metaverse, etc., intelligence BSS application systems include China Mobile's "Tianyuan" operation and maintenance system, China Mobile Virtual Reality Company Digital Twins, China Mobile's online customer service process automation, China Mobile's "Shentong" platform, China Telecom's ChatBI, China Unicom's Smart Brain 3.0 and other projects. In terms of joint innovation, the Company has collaborated with operators in various fields to conduct joint R&D, including Eastern and Western computing projects, customer product R&D, etc. In particular, the "Metaverse Business Hall" jointly built with Zhejiang Mobile won the TMF 2023 Asian Catalyst Award. In terms of new market expansion, the Company successfully replaced the government and enterprise business support systems in multiple provinces and won multiple IT projects in the management information domain. In addition, the Company won projects such as the reconstruction of Shanghai Telecom's billing core system.

Product standardisation capability continues to improve and win wide recognition

The Company continuously strengthens its R&D and innovation strength and technology leading ability, focuses on the three major product systems of "Cloud Network", "Digital Intelligence" and "IT", and moves towards to the goal of "dual product and service leadership", with our cloud network products maintaining international leadership, our digital intelligence products realising domestic leadership, and our IT products being in the first position in China.

The Company maintains international leadership in cloud-network products. First of all, the Company took the lead in releasing an arithmetic endogenous network product driven by the integration of communication and computation, the key technology of which passed the National Science and Technology Achievement Appraisal and won the First Prize for Scientific and Technological Progress from the Chinese Society of Automation. The product has been commercialised by a head mining enterprise in Xinjiang, and it is the industry's first case of commercialisation of an arithmetic-endogenous 5G private network. Secondly, the Company innovates and builds the AN CoPilot product system, which helps operators customers to evolve to L4/L5 high-level self-intelligent network by constructing the exclusive model of AN CoPilot, cognitive enhancement services and tool sets; this product has been applied in the headquarter of China Mobile and China Unicom, as well as in a number of provincial companies. In addition, the Company's 5G core network and network slicing (orchestration) capabilities were ranked among the top 7 in the world by ABI Research; its 5G private network products were selected to be part of the OMIDA 2024 Global 5G Private Network Mainstream Vendor Matrix; and its 5G private network operation platform was awarded the GLOTEL "BSS/OSS Modernisation Excellent Award". At the same time, the Company's 5G private network series products won the largest share of China Broadcasting Network's ToB 5G private network equipment procurement project, and its 5G network intelligence products were selected by Gartner's "Mainstream Vendor Matrix" for three consecutive years. In addition, the Company further strengthens the technology forward-looking research, joined with Tsinghua University Intelligent Industry Research Institute, communications operators and other industry-university-research-application partners, released the world's first "White Paper on 6G OSS Technology" and "White Paper on 6G BSS Technology", to help the 6G evolution and innovation, and empower the communications industry, digital and intelligent transformation.

MANAGEMENT DISCUSSION AND ANALYSIS

Digital intelligence products lead domestically and some are internationally advanced. Firstly, the Company continues to launch plug-and-play software and hardware integration products such as Edge Intelligence, AISWare AI² Edge Intelligence SmartEye, AI² Edge Intelligence Patrol, AISWare Edge Intelligence Gateway for data collection/edge computing/AI inference and AISWare PEC Edge, etc., which have been widely used in power generation, mining, chemical industry, housing and construction, transportation, and social governance, etc. Secondly, multiple digital intelligence products were featured in internationally renowned consulting reports such as Forrester and Gartner, and the AIOps product had been selected for Gartner's Hype Cycle for ICT in China for four consecutive years. Furthermore, the Company utilises AIGC, big models and other new technologies to continuously innovate its products, launched the xGPT product system, and independently developed a number of industry-specific models, including the exclusive model for communication services, the exclusive model for intelligent operation and maintenance co-drivers, the exclusive model for self-intelligent network co-drivers and the exclusive model for Turing programmers' automated programming, as well as a number of GPT cognitive enhancement tools, and has achieved commercial landing of some of its projects in the direction of generative AI & big models. At present, the Company has realised commercial landing of some projects and nearly 60 business opportunities in the direction of generative AI & big model. Meanwhile, our Edge Intelligence products have won the 2023 French Design Award; AIOps and AI Network products have won the First Prize of Scientific and Technological Progress from the China Computer Federation (CCF) and the Wu Wenjun Scientific and Technological Progress Award respectively. In addition, the Company, together with the Institute of Intelligent Industry of Tsinghua University, communications operators and other industry-academia-research-utilisation partners, released the world's first "White Paper on AIGC (GPT) Enabling Telecom Industry Applications" in the field of telecom, which effectively promotes the in-depth integration of the communications industry and AI as well as synergistic innovation.

The Company has consolidated the first position in the domestic IT field. Firstly, PaaS platform products of the Company evolved to cloud-native, building a cloud-native technology base for the Company's AI, big data and other products. Secondly, technologies and products such as digital twins and 3D/XR continued to evolve and boosted the construction of a multifaceted ecosystem in the meta-universe; 3D/XR was awarded the VR/AR Innovation Prize at the World VR Industry Conference and the TMForum Award for the Best Innovation and Future Technology, and won the Hanover Industrial Design Award for the second consecutive year. In addition, database products has been honoured as the outstanding brand of China Information and Innovation Database in 2023, and through cooperation with independent software developers (ISVs), system integrators (SIs), carriers, agents and other eco-partners, we have established a comprehensive information and innovative eco-cooperation system that can cover the whole industry and has regional depth, with more than 270 partners. Database products rose to the 11th place in the Ink Wheel ranking from the 14th place in January 2023.

By continuously participating deeply in 20 international/national technical standard organisations such as 3GPP, ITU, ETSI, IEEE, TMF, O-RAN, etc., and increasing the proportion of international standards from followers to dominants, the Company has formed more than 300 international/domestic standards, of which 85 new international/domestic standards were added in 2023. The related products and technologies have accumulated more than 400 international/domestic patents, more than 70 high-quality papers, and more than 1,400 software copyrights in many key innovative technologies and products. The Company has published many technical opinions leading the industry development, such as "The First Decade of Arithmetic Networking" and "How 6G OSS/BSS Technology Evolves" in mainstream media such as Science and Technology Daily and many industry headline media/journals.

MANAGEMENT DISCUSSION AND ANALYSIS

OUTLOOK

The economic situation in 2024 remains uncertain, and the challenge of downward pressure on traditional business still exists. However, the future of industrial digitalisation represented by the empowerment of new technologies such as AIGC/GPT, data elements, 5G, and computing power networks looks promising. As a provider of full-stack digital intelligence capabilities, AsialInfo will actively embrace this wave of development and continue to build a solid technical foundation for the development of digital economy. Moving forward, building upon the foundation of the strategy of “One consolidation, Three developments”, the Company plans to further implement the new “Four Shifts” development strategy of “communication + non-communication”, “service + product”, “software + hardware”, and “domestic + international” on the basis of “One consolidation, Three developments” business strategy for achieving high-quality growth.

Firstly, in the communications industry, challenges and opportunities coexist. The Company will follow the trend and face the challenges brought by customers’ cost reduction and efficiency increase and independent R&D, and actively grasp the investment opportunities of customers in new fields such as AI injection, joint innovation, so as to alleviate the downward pressure of BSS business. For the OSS business, in addition to plowing into the traditional OSS software market such as “Network management + Network optimisation”, the Company will also strengthen its expansion in the field of ToB 5G network equipment to broaden the boundaries of the OSS market, so as to reserve growth momentum for the long-term and sustainable development of the Company’s communications market. In addition, in the digital intelligence operation business, the Company will continue to do a good job of “value management” for its customers, and expand the scale of its business under the results-based and commission-based payment model. That is, vertically, we will strengthen the connection with local, municipal, district and county level operators, and penetrate into the end operation units of our customers to explore the value of our operation business; horizontally, we will further expand the customers of professional companies of operators, and enhance the coverage of Digital Intelligence’s operation products and services in the customer base of professional companies.

Secondly, in the non-communications industry, opportunity and challenge coexist. Among them, the vertical industries digitisation business will further focus on key industries such as energy-electricity, energy-mining, transportation-highway, transportation-hub, transportation-logistics, and government affairs, etc., and push forward with the mode of “Standardised Product + Solution” to ensure high-speed and high-quality business growth. The digital intelligence operation business will grasp the policy opportunity of “Data Elements X” and, relying on the resources advantages of communications big data, increase the replication and promotion of DSaaS products for customers in key industries such as automotive, consumption and finance. For example, in the automotive field, the Company will seize the new opportunity of the rapid growth of China’s new energy intelligent connected car market, and promote the mature automotive digital marketing solutions to more new energy automotive brand customers; in the consumption field, the Company will continue to optimise the private domain operation, membership operation, customer insights, store location and other digital operation tools, and promote and replicate them to more consumption brand customers and cultural and tourism customers. In addition, with the recovery of the domestic economy and the release of demand for digital consulting and planning from many centralised state-owned enterprise clients, the Company’s digital intelligence business is also expected to achieve resilient growth.

Furthermore, in terms of software and software-hardware integration products, the Company will focus on five strategic products, namely, 5G/6G networks, edge AI, database, big data and trusted data circulation, and xGPT, to enhance the standardisation of products and improve the supply chain system of software-hardware integration products. At the same time, the Company will also increase the promotion of standard products in communications, energy, transportation, government affairs and other industries, in order to strive for the investment of communication industry customers in the field of innovation with product and technological innovation, and to boost the high-quality growth of the digital business in vertical industries with the sale of standard products.

MANAGEMENT DISCUSSION AND ANALYSIS

In addition, in the international markets, the Company will actively integrate into the international ecosystem, launch internationalised product versions, and take advantage of the “Belt and Road” and other policy opportunities to bring the Company’s standard products such as 5G/6G networks, O-RAN, Edge Intelligence, and databases to the Middle East, Southeast Asia, and other international markets with the help of overseas channels and the mode of borrowing ships to go to sea, so as to achieve a breakthrough in international business.

Finally, the Company will continue to utilise AIGC/GPT and other toolsets to empower all aspects of the Company’s internal production and operation, reduce costs, improve efficiency, and help the Company achieve high-quality growth in performance.

FINANCIAL OVERVIEW

Summary

In 2023, in the face of the severe and complicated external environment and pressure challenges, the Company firmly implemented the development strategy of “One consolidation, Three developments”, highly emphasised on the quality of business development, strengthened cost control, and promoted the steady development of the Company’s operation in an orderly manner.

In 2023, the Company took the initiative to improve the quality of orders, and maintained a steady growth in new orders, of which the new orders of the Three New business increased by more than 10%, accounting for approximately 40% of the total orders, and achieved operating revenue of approximately RMB7,891 million (2022: approximately RMB7,738 million) in 2023, representing a year-on-year increase of 2.0%. Among them, the revenue from the Three New business amounted to approximately RMB2,899 million (2022: approximately RMB2,573 million), representing a year-on-year increase of 12.7%, and accounting for 36.7% of the revenue, representing an increase of 3.4 percentage points as compared with last year, which continued to drive the growth of the Company’s business scale.

In 2023, the Company realised gross profit of approximately RMB2,975 million (2022: approximately RMB2,939 million) and gross profit margin of 37.7% (2022: 38.0%), representing a decrease of 0.3 percentage points as compared with last year. Net profit realised was at approximately RMB512 million (2022: approximately RMB824 million), representing a decrease of 37.9% year-on-year, and net profit margin of 6.5% (2022: 10.7%), representing a decrease of 4.2 percentage points as compared with last year. The decrease in net profit was all attributable to the impact of non-operating items. Excluding the impact of these items, adjusted net profit was approximately RMB851 million, and adjusted net profit margin was 10.8%. The Company continues to maintain good profitability.

In 2023, the Company realised basic earnings per Share of approximately RMB0.58 (2022: approximately RMB0.92), a year-on-year decrease of 37.0%. Excluding the effect of non-operating items, basic earnings per Share was approximately RMB0.95.

In 2023, the Company’s net cash from operating activities amounted to approximately RMB582 million (2022: approximately RMB549 million), representing a year-on-year increase of 5.9%. The increase in cash from operating activities was attributable to a combination of the high-quality expansion of the Company’s business and cost controls.

MANAGEMENT DISCUSSION AND ANALYSIS

Revenue

During 2023, the Company adhered to the development strategy of “One consolidation, Three developments”, deepened its strategic transformation, focused on the industry and digital transformation, strengthened its technological innovation, and continued to promote its business deployment in various application areas, so as to achieve growth in revenue scale despite the complex and volatile domestic and international economic environment.

The following table sets forth the breakdown of our revenue by business category, both in absolute amounts and as percentages of the revenue, for the periods indicated:

	2023		2022	
	RMB'000	%	RMB'000	%
Revenue				
Traditional business	4,991,482	63.3	5,164,557	66.7
BSS	4,880,853	61.9	4,924,582	63.6
Three New business	2,899,138	36.7	2,573,230	33.3
Digital intelligence-driven operation	1,101,602	14.0	1,149,994	14.9
Digitisation of vertical industries	965,264	12.2	757,023	9.8
OSS	832,272	10.5	666,213	8.6
Total	7,890,620	100.0	7,737,787	100.0

In 2023, the revenue amounted to approximately RMB7,891 million (2022: approximately RMB7,738 million), increasing by 2.0% year-on-year, among which, the revenue from the Three New business amounted to approximately RMB2,899 million (2022: approximately RMB2,573 million), increasing by 12.7% year-on-year, which accounted for 36.7% of the revenue (2022: 33.3%) and continued to drive the Company’s business scalable expansion.

The traditional business includes BSS business and sales of third-party hardware and software, system integration services and corporate training. In 2023, revenue from the BSS business amounted to approximately RMB4,881 million (2022: approximately RMB4,925 million), a slight decrease of 0.9% year-on-year, accounting for 61.9% of the revenue (2022: 63.6%).

Affected by the external market environment and organisational restructuring, the digital intelligence operation business has experienced short-term fluctuations. In 2023, the Company recorded revenue of approximately RMB1,102 million (2022: approximately RMB1,150 million), representing a year-on-year decrease of 4.2%, and accounted for 14.0% of revenue. With the development of the digital economy and the rebound of the external environment, the demand for digital intelligence services will remain strong in the future.

Having benefited from years of market development, in 2023, the digitisation business of vertical industries led by energy and transportation ushered in the development of scale and achieved revenue of approximately RMB965 million (2022: approximately RMB757 million), representing a year-on-year increase of 27.5% and accounting for 12.2% of the revenue, exceeding 10% for the first time. We will further focus on energy, transportation, government affairs, etc., and gradually form an in-depth development of a sustainable business model.

MANAGEMENT DISCUSSION AND ANALYSIS

The Company continued to maintain its industry-leading product capability of 5G network intelligence. In 2023, the OSS business achieved revenue of approximately RMB832 million (2022: approximately RMB666 million), representing an increase of 24.9% year-on-year.

Cost of sales

In 2023, the cost of sales was approximately RMB4,915 million (2022: approximately RMB4,798 million), representing an increase of 2.4% year-on-year, which was in line with business expansion.

Gross profit and gross profit margin

In 2023, our gross profit was approximately RMB2,975 million (2022: approximately RMB2,939 million), a year-on-year increase of 1.2%. Our gross profit margin was 37.7% (2022: 38.0%), representing a decrease of 0.3% compared with last year.

Selling and marketing expenses

In 2023, the Company continued to actively explore the market and recorded selling and marketing expenses of approximately RMB624 million (2022: approximately RMB597 million), representing an increase of 4.6% compared with last year, accounting for 7.9% of the revenue (2022: 7.7%).

Administrative expenses

In 2023, the Company relied on its digital management system, which has been built over the years and continued to be refined, to continue to improve its management effectiveness, and achieved administrative expenses of approximately RMB326 million (2022: approximately RMB345 million), representing a year-on-year decrease of 5.3%, accounting for 4.1% of the revenue (2022: 4.5%).

R&D expenses

R&D expenditures are fully expensed in the current period according to the Group's accounting policies. The Company paid great attention to the high-end leading technologies and products and continued to strengthen its R&D investment so as to create independent products to support the Company in maintaining competitiveness in fierce market competition and achieving strategic transformation. In 2023, the R&D expenses amounted to approximately RMB1,095 million (2022: approximately RMB1,108 million), representing a slight year-on-year decrease of 1.2% and accounting for 13.9% of the revenue (2022: 14.3%).

Impairment losses on goodwill and intangible assets (included in other gains and losses)

In 2023, the external economic situation remained severe and complex, with ongoing uncertainties and challenges during the economic recovery. iResearch Consulting's business was significantly impacted by the weak capital market and tight budget controls in the Internet and consumption sectors. In the meantime, iResearch Consulting's performance had also been affected by the further promotion of in-depth business and organisational reforms. The above factors led to iResearch Consulting's performance in 2023 failing to meet the Group's expectations set at the preceding year end.

MANAGEMENT DISCUSSION AND ANALYSIS

Accordingly, the Group has lowered its discounted cash flow forecasts for iResearch Consulting in the future. As at the current year end, management engaged an independent valuer to conduct impairment tests on the intangible assets and goodwill arising from the acquisition of iResearch Consulting. The recoverable amount is determined by the management based on the higher value between the fair value less costs of disposal and value in use. The impairment tests revealed, an impairment loss on goodwill of approximately RMB190 million and intangible assets of approximately RMB97 million during the year 2023 was recognised, respectively, which were included in other gains and losses. The key assumptions used in estimating the recoverable amount of the CGU of iResearch Consulting are as follows:

	2023	2022
Average annual revenue growth rate during the forecast ⁽ⁱ⁾	12.3%	17.3%
Average annual gross profit margin ⁽ⁱ⁾	32.6%	36.3%
Growth rate beyond the forecast period	2.5%	2.5%
Pre-tax discount rate	17.5%	20.5%

- (i) The revenue of iResearch Consulting for the Reporting Period dropped significantly compared with 2022, which was mainly due to the severe and complex external economic situation, ongoing uncertainties and challenges during the economic recovery and weakened market demand. Considering that the aforementioned factors will remain for a period of time and the composition of cost of sales, based on prudent principles, the Group has adjusted its average annual revenue growth rate and gross profit margin downward for iResearch Consulting in the future.

Income tax expenses

In 2023, income tax expenses amounted to approximately RMB126 million (2022: approximately RMB119 million), representing a year-on-year increase of 6.2%, which was mainly attributable to the income tax arising from the special dividend distribution.

Net profit

In 2023, we achieved net profit of approximately RMB512 million (2022: approximately RMB824 million), a year-on-year decrease of 37.9%, and a net profit margin of 6.5% (2022: 10.7%), a year-on-year decrease of 4.2%. The decrease in profit for the year was mainly due to the impact of non-operating items.

MANAGEMENT DISCUSSION AND ANALYSIS

Non-HKFRS Measurement Indicators

We believe that indicators such as adjusted net profit provide useful information for investors and others to compare operating performance across different periods and different companies by eliminating the impact of items which are, in the view of our management, not indicative of our business performance. Our management also adopts the same approach to understand and assess our operating results.

The adjusted net profit for 2023 was approximately RMB851 million. We define adjusted net profit as profit for the year amounted to approximately RMB512 million, adjusted by adding back impairment losses on goodwill and intangible assets amounted to approximately RMB288 million, and income tax arising from the special dividend distribution amounted to approximately RMB51 million.

Dividend

The Board has resolved to recommend the payment of a final dividend of HK\$0.412 (equivalent to RMB0.373) per Share for the Reporting Period (2022: HK\$0.401 (equivalent to RMB0.358) per Share).

The Board resolved on 4 December 2023 to declare a special dividend of HK\$0.60 (equivalent to RMB0.545) per Share to the Shareholders who were listed on the register of members of the Company on 21 December 2023. This special dividend has been paid to the Shareholders on 5 January 2024.

Financial position

The Group's financial position is sound. As of 31 December 2023, our total assets were approximately RMB11,285 million (31 December 2022: approximately RMB10,433 million), representing a year-on-year increase of 8.2%. Total liabilities were approximately RMB4,685 million (31 December 2022: approximately RMB3,627 million), representing a year-on-year increase of 29.1%. Net current assets were approximately RMB4,109 million (31 December 2022: approximately RMB3,821 million), representing a year-on-year increase of 7.5%. Net assets were approximately RMB6,600 million (31 December 2022: approximately RMB6,806 million), representing a year-on-year decrease of 3.0% due to the distribution of special dividend.

Intangible assets

As at 31 December 2023, we had intangible assets of approximately RMB71 million (31 December 2022: approximately RMB142 million) representing a year-on-year decrease of 49.9%. The above changes were mainly due to the provision for impairment of the intangible assets formed by the acquisition of iResearch Consulting in accordance with the rules of accounting standards. The Company has engaged a professional independent valuer to conduct an impairment assessment of the intangible assets from the acquisition.

Goodwill

As at 31 December 2023, we had goodwill of approximately RMB1,932 million (31 December 2022: approximately RMB2,123 million), representing a year-on-year decrease of 9.0%. The aforesaid change was mainly due to the impairment of the goodwill formed in relation to the acquisition of iResearch Consulting in accordance with the rules of accounting standards. For the goodwill arising from the acquisition of Linkage Technologies International Holdings Limited, we identified no indication of goodwill impairment and did not record any impairment loss on goodwill. Our business scale has been growing steadily with high quality and profitability is stable. The Company has engaged a professional independent valuer to conduct an impairment assessment of the above goodwill.

MANAGEMENT DISCUSSION AND ANALYSIS

Restricted bank deposits

As at 31 December 2023, restricted bank deposits amounted to approximately RMB173 million (31 December 2022: approximately RMB154 million), representing a year-on-year increase of 12.3%, which was mainly attributable to increase restricted funds earmarked for projects.

Trade and notes receivables

Our trade and notes receivables represented the outstanding trade and notes receivables from our customers for the purchase of our products or services. As at 31 December 2023, trade and notes receivables amounted to approximately RMB1,513 million (31 December 2022: approximately RMB1,137 million), representing a year-on-year increase of 33.0%. The turnover days of trade and notes receivables were approximately 64.5 days (2022: approximately 50.1 days). The above changes were mainly due to the acceptance and the payment process of customers (the above figures include trade and notes receivables with China Mobile Group).

Contract assets and contract liabilities

On 31 December 2023, contract assets amounted to approximately RMB3,106 million (31 December 2022: approximately RMB2,597 million), representing a year-on-year increase of 19.6%, mainly due to the acceptance process of customers. On 31 December 2023, contract liabilities amounted to approximately RMB213 million (31 December 2022: approximately RMB273 million), representing a year-on-year decrease of 22.1% (the above figures include trade contract assets and contract liabilities with China Mobile Group).

Financial assets at fair value through profit or loss — current

As at 31 December 2023, financial assets at FVTPL amounted to approximately RMB363 million (31 December 2022: approximately RMB692 million), representing a year-on-year decrease of 47.6%, which was mainly due to the redemption of part of the wealth management products in view of production and operation needs. During the Reporting Period, no single wealth management products investment accounted for more than 5% of the Group's total assets.

Trade and notes payables

The trade and notes payables represented outstanding trade and notes payables to hardware, software and outsourcing service providers. As at 31 December 2023, the trade and notes payables amounted to approximately RMB994 million (31 December 2022: approximately RMB523 million), representing a year-on-year increase of 90.0%. The turnover days of trade and notes payables are approximately 56.3 days (2022: approximately 33.2 days). The above figures were mainly subject to normal changes in line with business development during the credit period.

Borrowings

As at 31 December 2023, the Group had no bank borrowings (31 December 2022: nil). The gearing ratio¹ was nil (31 December 2022: nil).

Note 1: Gearing ratio was calculated by dividing total bank borrowings by total equity and multiplied by 100%.

Contingencies

For the Reporting Period, save as disclosed in this annual report, we did not have any plan for material external debt financing, nor were there any material outstanding debt securities, charges, mortgages, or other material similar indebtedness, leasing commitments, guarantees or other material contingent liabilities.

MANAGEMENT DISCUSSION AND ANALYSIS

Cash flow and financial resources

Our business features enable us to maintain a healthy cash flow level. The net cash generated from operating activities in 2023 amounted to approximately RMB582 million (2022: approximately RMB549 million), representing a year-on-year increase of 5.9%. This was primarily attributable to the high-quality development of the Company's business and the joint efforts to further strengthen collection management and cost control during the Reporting Period.

Our net cash generated from investing activities in 2023 was approximately RMB451 million, which was mainly due to the redemption of wealth management products, and no single wealth management product investment accounted for over 5% of the Group's total assets. During the same period in 2022, net cash used in investing activities was approximately RMB590 million, which was mainly due to the payment for the acquisition of iResearch Consulting and redemption of wealth management products issued by various banks and other financial institutions.

Our net cash used in financing activities in 2023 was approximately RMB354 million (2022: approximately RMB370 million), representing a year-on-year decrease of 4.5%. The net cash used in financing activities was mainly used for annual dividends.

Cash and cash equivalents include cash at banks and other short-term deposits. Our Group's bank balance and fixed deposits are denominated in RMB, US\$ and HK\$.

Foreign exchange risk

Foreign exchange risk is the risk of loss resulting from changes in foreign currency exchange rates. Fluctuations in exchange rates between RMB and other currencies in which the Group conducts business may affect its financial position and results of operations. The foreign exchange risk facing the Group mainly comes from movements in the HKD/RMB and USD/RMB exchange rates.

As of 31 December 2023, the Group did not have any foreign currency hedging activity. However, the management of the Group monitors foreign exchange exposure regularly and will consider hedging significant foreign currency exposure should the need arise.

Funding and working capital management

Funding and liquidity are managed by the treasury department. The treasury department is responsible for the overall management and implementation of the Group's internal funding, including developing the funding management policy of the Group, preparing the annual funding plan, supervising and evaluating the execution and implementation of funding plan and taking charge of the daily funding management of the members of the Group. We also adopt an intensive funding management policy and issue the administration measures on various aspects for funding management such as account management, capital budget, fund payment as well as credit and facility grants so as to ensure fund safety and improve the performance and efficiency in funding management.

Significant investments held, acquisitions and disposals and future plans for material investments or capital assets

Save as disclosed in this annual report, the Group had no significant investments held or material acquisitions and disposals of subsidiaries, associates and joint ventures in 2023, and the Group did not approve any other material investments or capital asset purchases.

MANAGEMENT DISCUSSION AND ANALYSIS

EVENTS AFTER THE REPORTING PERIOD

On 16 January 2024, (i) AsialInfo Security and Skipper Investment Limited (the “Vendor”), which is indirectly controlled by Mr. ZHANG Yichen, a non-executive Director, and holds approximately 22.872% of the issued share capital of the Company, entered into a share purchase agreement (the “Share Purchase Agreement”), pursuant to which the Vendor agreed to sell and AsialInfo Security agreed to purchase 179,915,689 Shares or 190,016,976 Shares (the “Sale Shares”) held by the Vendor, representing approximately 19.236% or 20.316% of the issued share capital of the Company as at the date of the Share Purchase Agreement, at a consideration of HK\$9.45 per Sale Share; and (ii) AsialInfo Security entered into a voting proxy agreement with Dr. TIAN Suning, an executive Director, and its wholly-owned companies, including Info Addition Capital Limited Partnership, PacificInfo Limited and CBC Partners II L.P. (collectively, the “Voting Proxy Shareholders”), whereby the Voting Proxy Shareholders agreed to entrust to AsialInfo Security all of their voting rights as Shareholders immediately following the completion of the Share Purchase Agreement. Immediately after the completion of the Share Purchase Agreement, the Voting Proxy Shareholders are expected to hold 89,525,781 to 89,837,875 Shares, representing approximately 9.572% to 9.605% of the issued share capital of the Company as at the date of completion of the Share Purchase Agreement.

Upon the completion of the Share Purchase Agreement and taking into account of the voting proxy agreement, Dr. TIAN Suning, an executive Director, and his controlled entities will own and be entitled to exercise the voting rights of the Company for a total of 269,441,470 to 279,854,851 Shares, representing approximately 28.808% to 29.921% of the issued share capital of the Company as at the date of completion of the Share Purchase Agreement. Please refer to the announcement of the Company dated 16 January 2024 for further details. As of the last practicable date, the Share Purchase Agreement has not been completed and delivered.

Saved as disclosed above, there has been no significant event after the Reporting Period that affects the Group.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT



 **Dr. TIAN Suning**
(田溯寧)
Executive Director

Aged 61, co-founded the Group in 1994, is the chairman and an executive Director of the Company. Dr. TIAN has over 23 years of experience in the business of software products, provision of IT services and software solutions, and is primarily responsible for the overall strategic planning and business direction of the Group.

Dr. TIAN served in various positions in China Netcom Group Corporation (Hong Kong) Limited. He served as the chief executive officer from 1999 to May 2006, as a director from August 2000 to July 2007 and as the vice chairman from April 2005 to July 2007. Dr. TIAN has been the founder and chairman of a private equity fund, China Broadband Capital Partners, L.P. since July 2006. Dr. TIAN was an independent non-executive director of Lenovo Group Limited (listed on the Stock Exchange) from August 2007 to July 2019. Dr. TIAN was an independent non-executive director of China Minsheng Banking Corp., Ltd. (中國民生銀行股份有限公司) (listed on the Shanghai Stock Exchange and the Stock Exchange) from June 2018 to October 2020. He was an independent director of Shanghai Pudong Development Bank Co., Ltd. (listed on the Shanghai Stock Exchange) from June 2016 to March 2018. He was also an independent non-executive director of Taikang Life Insurance Company Ltd. from July 2008 to July 2015. He was a non-executive director of Huayi Tencent Entertainment Company Limited (listed on the Stock Exchange) from January 2008 to February 2016, and served as an independent non-executive director of MasterCard Incorporated (listed on the New York Stock Exchange) from March 2006 to June 2016 and a deputy chairman and a non-executive director of PCCW Limited (listed on the Stock Exchange) from April 2005 to July 2007.

Dr. TIAN currently serves as the director of the China Entrepreneur Club, and the vice chairman of the Internet Society of China, and Dr. TIAN was awarded the New Century Talents — National Candidates (新世紀百千萬人才國家級人選) issued by Ministry of Human Resources and Social Security of the PRC in 2004. Dr. TIAN obtained his Ph.D. degree in natural resource management from Texas Tech University in December 1993 and a Master of Ecology from Chinese Academy of Sciences in July 1988.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT



 **Mr. GAO Nianshu**
(高念書)
Executive Director

Aged 60, is an executive Director and was appointed as a Director in August 2017. Mr. GAO joined the Group in July 2016 as the Chief Executive Officer of the Company, who is primarily responsible for the overall business operations and management of the Group. Mr. GAO is also a member of our senior management.

Mr. GAO has over 23 years of working experience as senior management in large telecommunications companies. He served as a non-executive director of Phoenix Media Investment (Holdings) Limited (listed on the Stock Exchange) between September 2006 and August 2016. Mr. GAO served as the general manager of both the data department and the market operations department of China Mobile Communications Corporation (中國移動通信集團公司) between September 2005 and July 2016. He served as the vice general manager of the billing business center and the market operations department, the general manager of the billing business center and the general manager assistant of Beijing Mobile Communication Company Limited (北京移動通信有限責任公司) between June 2002 and September 2005. Mr. GAO also served as a non-executive director of True Corporation Public Company Limited (listed on the Stock Exchange of Thailand) between 2014 and 2016. Mr. GAO was presented with the award “Outstanding Entrepreneur in China’s Electronic Information Industry (中國電子信息行業卓越企業家)” issued by China Information Technology Industry Federation (中國電子信息行業聯合會) in January 2018. In January 2018, Mr. GAO also received the “2017 Outstanding Entrepreneur in China’s Software Industry (2017年中國軟件行業優秀企業家)” award from China Software Industry Association (中國軟件行業協會). In the 2017 Information and Communication Technology (“ICT”) Leaderboard & Excellence Program Award Ceremony (2017 ICT龍虎榜&優秀方案頒獎典禮) held by Communication World Omnimedia (通信世界全媒體) in December 2017, Mr. GAO was presented with the award of “2017 Top Ten ICT Influencers” (2017年ICT十大影響人物), and was awarded the “BEST CEOs in China” in the annual poll of “ASIA’S BEST COMPANIES” organised by FinanceAsia in 2022.

Mr. GAO was awarded the qualification as a senior engineer from the Chinese Academy of Sciences in 1996. Mr. GAO obtained a Bachelor’s degree in Science of Computing major from the Department of Mathematics in the Jilin University in July 1986, a Master’s Degree in Engineering from the Institute of Computing Technology, Chinese Academy of Sciences in August 1994 and an executive Master of Business Administration degree from Peking University in June 2005.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT



Mr. XIN Yueheng
(信躍升)
Executive Director

Aged 54, is an executive Director. He was appointed as a non-executive Director in June 2018 and was redesignated as an executive Director on 28 December 2023. Mr. XIN joined the Group in August 2016. He has over 29 years of experience in finance and investment and is primarily responsible for providing professional opinions and judgement to the Board.

Mr. XIN currently serves as a senior managing director of CITIC Capital Holdings Limited and the managing partner of its private equity arm CITIC Capital Partners. He joined the firm in August 2002 and is responsible for the private equity investment business in China since 2004. Between December 1999 and August 2002, he served as a management consultant at McKinsey & Company in Shanghai and Washington, D.C. to develop business strategies for global clients. From August 1992 to April 1996, Mr. XIN also served as a deputy manager for China Leasing Co., Ltd. (中國租賃有限公司), the largest leasing company in China and a subsidiary of CITIC Group Corporation Ltd. Mr. XIN served as a director of Focus Media Information Technology Co., Ltd. (分眾傳媒信息技術股份有限公司) (listed on the Shenzhen Stock Exchange) from March 2016 to November 2016. In the nearly 30 years of his financial career, Mr. XIN has accumulated rich professional knowledge and practical experience in respect of financial investment, risk management and other areas, and has implemented his concepts and experience into the Group's decision-making and operations on major matters.

He obtained a Bachelor of Economics degree from Peking University in July 1992 and a Master of Business Administration degree from Harvard Business School with honors in June 1999.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT



Mr. ZHANG Yichen
(張懿宸)

Non-executive Director

Aged 61, is a non-executive Director and was appointed as a non-executive Director in June 2018. Mr. ZHANG joined the Group in January 2014. He has over 33 years of experience in the financial industry and is primarily responsible for providing professional opinions and judgement to the Board.

Mr. ZHANG is the Chairman and CEO of CITIC Capital Holdings Limited. Mr. ZHANG began his career on Wall Street in 1987 at Greenwich Capital Markets. He later joined Bank of Tokyo as Head of Proprietary Trading, and Merrill Lynch as Managing Director of Debt Capital Market for Greater China. In 2000, he joined CITIC Group as the President of CITIC Pacific Communications and Executive Director for CITIC Pacific (now CITIC Limited). He founded CITIC Capital in 2002 and has been involved in all phases of the firm's development since then. Under his leadership, CITIC Capital has led a number of landmark deals, investing in some of the leading companies in China, including McDonald's China, Alibaba, Sina, Harbin Pharmaceutical, SF Express, AsiaInfo and Focus Media. He is the Chairman of the Board of McDonald's China, the Chairman of Harbin Pharmaceutical Group Holding Company, as well as the Chairman of GNC. From May 2002 to March 2021, Mr. ZHANG served as the independent director of Sina Corporation, which was listed on NASDAQ. From June 2012 to August 2021, Mr. ZHANG served as the chairman of the board and a non-executive director of Genertec Universal Medical Group Company Limited (listed on the Stock Exchange). Mr. ZHANG served as a non-executive director of Frontier Services Group Limited (listed on the Stock Exchange) from March 2020 to February 2021. Mr. ZHANG has been appointed as an independent non-executive director of China Vanke Co., Ltd. (listed on the Stock Exchange) since 30 June 2020. Mr. ZHANG has been appointed as an independent non-executive director of Hong Kong Exchanges and Clearing Limited (listed on the Stock Exchange) since 28 April 2021.

Mr. ZHANG is a leader in the alternative investment industry. He is an Executive Committee member and former chairman of the China Venture Capital and Private Equity Association (CVCA). He is also a vice chairman in Beijing Private Equity Association (BPEA), Tianjin Private Equity Association, and a vice chairman of the PE and Buyout Funds Committee under the Asset Management Association of China (AMAC).

Mr. ZHANG is also a leader in political, economic and social communities. He is a member of the Eleventh, Twelfth, Thirteenth and Fourteenth National Committee of the Chinese People's Political Consultative Conference (CPPCC), Senior Vice Chairman of the Center for China and Globalization (CCG), a member of the Board of Trustees at the Carnegie Endowment for International Peace, a council member of Future Forum, and a board member of Aiyou Foundation.

He obtained his Bachelor's degree in Computer Science and Engineering from the Massachusetts Institute of Technology. A strong believer in education, Mr. ZHANG has been supporting Phillips Academy Andover as a trustee, Yale Asia Development Council as a council member, Dalton Foundation as a board member, Duke Kunshan University as an advisory board member, and the Tianjin Juilliard School as an advisory board member.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT



Mr. DING Jian
(丁健)
Non-executive Director

Aged 59, is a non-executive Director. He was appointed as an executive Director in June 2018 and was redesignated as a non-executive Director on 28 December 2023. Mr. DING joined the Group in January 2014. Mr. DING has over 18 years of experience in investment in telecommunications, media and technology industries and is primarily responsible for participating in the formulation of business plans, strategies and major decisions of the Group.

Mr. DING served as the chairman of the board of AsiaInfo-Linkage, Inc. between April 2003 and July 2010, and has also served as a co-chairman since July 2010. Mr. DING is currently a managing director and general partner of GSR Ventures, a venture capital fund, since June 2005. Mr. DING has been serving as an independent non-executive director of Baidu, Inc. (百度公司) (listed on NASDAQ and the Stock Exchange) since August 2005. Mr. DING served as an independent director of Huayi Brothers Media Corporation (listed on the Shenzhen Stock Exchange) from March 2011 to August 2017. Mr. DING obtained a Master of Library Science from the University of California, Los Angeles in September 1990.



Mr. CHENG Xike
(程希科)
Non-executive Director

Aged 34, is a non-executive Director and was appointed as a non-executive Director on 30 June 2021, who is responsible for providing professional opinions and judgement to the Board.

Mr. CHENG has over 8 years of experience in business strategy and financing. Mr. CHENG joined CITIC Capital Holdings Limited in July 2015 and is currently an employee of CITIC Capital (Tianjin) Equity Investment (Partnership), in which he is mainly responsible for private equity investments in the communications, media, technology and industrial industries. Before joining CITIC Capital Holdings Limited, Mr. CHENG also had entrepreneurial experience and was one of the founders of Beijing Sixing Chuangxiang Technology Co., Ltd. and Beijing Oriental Pilot Education Consulting Co., Ltd. Mr. CHENG obtained a Master's degree in Management Science and Engineering from Tsinghua University in the PRC in July 2015. Mr. CHENG also obtained a Master's degree in International Energy Management from the École Nationale des Mines de Paris in February 2015. Mr. CHENG obtained a Bachelor's degree in Finance from the University of International Business and Economics in the PRC in July 2011.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT



Mr. YANG Lin

(楊林)

Non-executive Director

Aged 52, was appointed as a non-executive Director on 2 September 2020. Mr. YANG is a senior engineer. Mr. YANG currently serves as the deputy general manager of the government and enterprise division in the Xiong'an office of China Mobile Communications Group Co., Ltd. He joined the China Mobile Communications Corporation in June 1999. Mr. YANG has extensive experience in engineering construction management, supply chain management and DICT project management. Mr. YANG obtained his Bachelor's degree in Communications Engineering from the Beijing University of Posts and Telecommunications in 1994 and subsequently obtained a Master's degree in Business Administration from the China Europe International Business School in 2003.



Ms. LIU Hong

(劉虹)

Non-executive Director

Aged 51, was appointed as a non-executive Director on 2 September 2020 and currently serves as a director and deputy general manager of China Mobile Information Technology Co., Ltd. From September 2010 to January 2018, Ms. LIU held the position of deputy general manager of the business support system department of China Mobile Communications Corporation. From June 2006 to September 2010, she served as the manager of the planning and construction division in the business support system department of China Mobile Group Corporation. Before that, Ms. LIU worked as a manager in the support office of China Mobile Group Corporation's billing business center from February 2002 to June 2006, and also respectively held the position of deputy director of the account clearing center, billing clearing center and the Beijing billing business center of China Mobile Group Corporation from January 2000 to February 2002. From August 1996 to January 2000, Ms. LIU successively worked in the billing center of the Mobile Communications Bureau of the Ministry of Posts and Telecommunications and the account clearing center of China Mobile Corporation (under preparation). Ms. LIU obtained her Bachelor's degree in Computer Mathematics and Application Software from the Beijing University of Technology in 1996, and subsequently obtained a Master's degree in Business Administration from Peking University in 2006.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT



**Dr. GAO Jack
Qunyao**
(高群耀)
*Independent
non-executive Director*

Aged 66, was appointed as an independent non-executive Director on 19 December 2018. Dr. GAO has extensive experience in IT, media, entertainment and venture capital.

Dr. GAO has currently been the adjunct professor of the business school of The Chinese University of Hong Kong since 2011. Dr. GAO has been the Chairman of the ZEASN Group since January 2024 and he has been the founding partner and the chief executive officer at Beijing Times Digiwork Films Technology Co., Ltd. (Smart Cinema) (北京雲途時代影業科技有限公司(移動電影院)) since April 2018, and an independent non-executive director of AGTech Holdings Limited (listed on the Stock Exchange) since May 2015. Dr. GAO was the interim chief executive officer of Legendary Entertainment LLC from January 2017 to October 2017, and was also a director of Legendary Entertainment LLC from January 2016 to October 2017. Dr. GAO served as a director at AMC Entertainment Holdings, Inc. (listed on the New York Stock Exchange) from September 2015 to October 2017. Dr. GAO also served as the senior group vice president and the chief executive officer of international investments and operations, Wanda Cultural Industry Group from June 2015 to October 2017. Dr. GAO was previously a director of Vantone Holdings Co., Ltd. (萬通投資控股股份有限公司) (listed on the Shanghai Stock Exchange) from June 2010 to April 2017. Dr. GAO also served as the corporate senior vice president of News Corporation (listed on NASDAQ) from November 2006 to July 2014. Dr. GAO was an alternate director at Phoenix Media Investment (Holdings) Limited (listed on the Stock Exchange) from December 2008 to June 2013.

Dr. GAO served as the corporate vice president at Autodesk, Inc. (listed on NASDAQ) from June 2003 to November 2006. He was also the general partner of Walden International, Inc. from May 2002 to April 2003. Dr. GAO served as the president and the general manager of Microsoft (China) Co. Ltd., a subsidiary of Microsoft Corporation (listed on NASDAQ) from December 1999 to May 2002.

Dr. GAO obtained his Bachelor's degree, Master's degree and his Ph.D. degree in Engineering from Harbin Institute of Technology in January 1982, December 1984 and December 1994, respectively.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT



Dr. ZHANG Ya-Qin
(張亞勤)

*Independent
non-executive Director*

Aged 58, was appointed as an independent non-executive Director on 19 December 2018. Dr. ZHANG is the chair professor of Intelligent Science at Tsinghua University and the director of the Institute for AI Industry Research (AIR) at Tsinghua University. He served as the president of Baidu, Inc. (百度公司) (listed on NASDAQ) from September 2014 to October 2019. Prior to holding the position of president in Baidu, Dr. ZHANG worked at Microsoft Corporation (listed on NASDAQ) for 16 years, where he served as the senior corporate vice president, the chairman of Microsoft Asia-Pacific Research & Development Group, the managing director and chief scientist of Microsoft Research Asia, and corporate vice president of Microsoft and the chairman of Microsoft China successively.

Dr. ZHANG is a world-class scientist and entrepreneur in the field of digital video and Artificial Intelligence. He has more than 60 US patents, and also published more than 500 papers and 11 monographs. He is a member of the Artificial Intelligence Committee at the World Economic Forum in Davos, a member of the Steering Committee for Future Transportation, and chairman of the Apollo Alliance, the world's largest open platform for autonomous driving technology. He is also a corporate board director of The United Nations Development Programme (UNDP).

Dr. ZHANG is a member of the Chinese Academy of Engineering (foreign nationality), a member of the American Academy of Arts and Sciences, and the Australian National Academy of Engineering (foreign nationality). He is also a fellow of the National Academy of Inventors (NAI), a member of the Eurasian Academy of Sciences and a fellow of the Chinese Association for Artificial Intelligence. He was awarded IEEE Fellow in 1997 at the age of 31, being the youngest scientist in history to receive this honour, and received the IEEE Technology Pioneer Award in 2004. He serves as a school manager, honorary or visiting professor at more than a dozen of the world's leading universities.

Dr. ZHANG served as a non-executive director in Fortescue metals Group Ltd. (listed on the Australian Stock Exchange) and currently serves as a non-executive director in WPP PLC (listed on the London Stock Exchange) as well as Chinasoft International Limited (listed on the Stock Exchange).

Dr. ZHANG obtained his Bachelor's degree in Radio Electronics and Master's degree in Telecommunication and Electrical Systems from the University of Science and Technology of China (中國科技大學) in July 1983 and January 1986, respectively. In February 1990, Dr. ZHANG obtained his Ph.D. degree in Electrical Engineering from George Washington University, Washington D.C.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT



Mr. GE Ming
(葛明)
*Independent
non-executive Director*

Aged 73, was appointed as an independent non-executive Director on 19 December 2018. Mr. GE has extensive experience in the field of auditing and advisory services and has assisted in the listing of various PRC companies on the Stock Exchange.

Mr. GE is an independent non-executive director of China Tourism Group Duty Free Corporation Limited (listed on the Shanghai Stock Exchange and the Stock Exchange) and an independent director of ADAMA Ltd. (listed on the Shenzhen Stock Exchange). He served as an independent non-executive director of Amber Hill Financial Holdings Limited (currently known as International Genius Company) (listed on the Stock Exchange) from May 2017 to December 2018. Mr. GE has been an independent director of Focus Media Information Technology Co., Ltd. (分眾傳媒信息技術股份有限公司) (listed on the Shenzhen Stock Exchange) from January 2016 to November 2021. Mr. GE was an independent non-executive director of Ping An Insurance (Group) Company of China, Ltd. (listed on the Stock Exchange) from June 2015 to August 2021.

Mr. GE has over 30 years of working experience in the field of auditing with comprehensive risk management knowledge and experience. From July 1992 to July 1995, Mr. GE served as a deputy general manager at Ernst & Young Hua Ming; from July 1995 to August 2012, Mr. GE served as the chairman at Ernst & Young Hua Ming; from August 2012 to September 2014, Mr. GE served as a partner of the management committee at Ernst & Young Hua Ming LLP and subsequently from September 2014 to January 2016, Mr. GE served as a senior consultant at Ernst & Young Hua Ming LLP. Mr. GE has been a certified public accountant of the Chinese Institute of Certified Public Accountants since October 1983, and is also a senior accountant as certified by the Ministry of Finance of the PRC. Mr. GE is a vice president of the Mergers & Acquisitions Association of All-China Federation of Industry and Commerce (全國工商聯併購公會), an overseas member of the Society of Chinese Accountants and Auditors (香港華人會計師公會) and a member of the Hong Kong Chinese Enterprises Association (香港中國企業協會). Mr. GE's risk management experience accumulated in audit work has also had a profound impact on the Group's corporate governance standards. The Group established a regular reporting and solving system in terms of internal control and risk management, which is directed by and accountable to the Audit Committee. Mr. GE is the chairman of the Audit Committee.

Mr. GE obtained his Master's degree in Western Accounting from the Research Institute for Fiscal Science, Ministry of Finance of the PRC in July 1982.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT



Ms. TAO Ping
(陶萍)

*Independent
non-executive Director*

Aged 66, was appointed as an independent non-executive Director on 2 September 2020. Ms. TAO has been engaged in the telecommunications industry for more than 38 years and has accumulated rich management experience in provincial and group companies of the telecommunications industry. Ms. TAO served successively as the deputy general manager and the general manager in the Anhui branch office of China Telecom from June 2002 to February 2011. During that time, China Telecom's informatisation level was maintained at a leading position within the industry. In 2007, Ms. TAO was awarded the "Outstanding Informatisation Leader Award" by the National Informatisation Evaluation Center and in 2010, she was also awarded the honorary title of "National Model Worker". From March 2011 to November 2017, Ms. TAO served as the general manager and senior consultant of the strategic department of the China Telecom Group; and from July 2012 to December 2017, she also served as an employee director of the board of directors of the China Telecom Group. Ms. TAO obtained a Bachelor's degree in Engineering from the Nanjing University of Posts and Telecommunications (formerly known as the Nanjing Institute of Posts and Telecommunications) in 1982. She subsequently obtained a Master's degree in Business Administration from the Australian National University in 2004.



Ms. HUANG Ying
(黃纓)

*Senior Vice President
and the Chief Financial
Officer*

Aged 55, has been a senior vice president and the chief financial officer of the Group since April 2017. Ms. HUANG joined the Group in April 2017 and is primarily responsible for the finance and tax management, business operation management, audit, legal, compliance and capital management of the Group. Ms. HUANG has over 23 years of working experience in financial management in the telecommunications industry, and has over 13 years of experience in senior management roles. Prior to joining the Group, Ms. HUANG successively served as the general finance department manager, the deputy general manager and other positions of the finance department of China Mobile Communications Corporation (中國移動通信集團公司) from July 2002 to March 2017. She successively served as a principal staff of the finance department at the general post office of the Ministry of Posts and Telecommunications and a deputy director at the corporate finance office of the planning and finance department of the State Post Bureau of the PRC and other positions from May 1995 to June 2002. In June 1990, Ms. HUANG obtained a Bachelor's degree in Economics from the Beijing University of Posts and Telecommunications, where she subsequently also obtained a Master's degree in Economics in April 1995. She obtained a Master of Business Administration degree from the University of Wisconsin, the US in May 2006.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT



Mr. CHEN Wu
(陳武)
Senior Vice President

Aged 56, joined AsiaInfo Technologies in April 2011 and has served as the senior vice president of AsiaInfo Technologies since February 2015, who is responsible for public and government affairs management.

Mr. CHEN has over 21 years of working experience in business development and dealing with government affairs, and has over 16 years of experience in senior management roles.

Prior to joining AsiaInfo Technologies, Mr. CHEN successively served as the general manager of the international department of Beijing Honglian 95 Information Industries Company Limited (北京鴻聯九五信息產業有限公司), deputy general manager of Mobile Navi (Beijing) Co., Ltd. (北京移動納維信息科技服務有限公司) and director of telecommunications division of Cisco Systems (China) Networking Technology Co., Ltd. (思科系統(中國)網絡技術有限公司), etc.

Mr. CHEN is currently a member of the 11th Committee of the Chinese People's Political Consultative Conference of the Beijing Haidian District, an executive member of the 11th Committee of the Federation of Industry and Commerce of the Beijing Haidian District, a vice chairman of the Alliance of Industrial Internet, and an executive director of Beijing Software and Information Service Industry Association.

Mr. CHEN obtained a Bachelor's degree in Japanese literature from Tianjin Foreign Studies University in July 1989, and graduated from the Nanyang Technological University, Singapore in June 2007 with a Master's degree in Business Administration.



Mr. LIANG Bin
(梁斌)
Senior Vice President

Aged 53, joined the Group in August 2002 and has been a senior vice president and the general manager of the supporting business division for China Mobile of the Group since January 2017. Mr. LIANG is primarily responsible for the overall operations management of the supporting business division for China Mobile.

Mr. LIANG has over 31 years of experience in the IT and telecommunications industry, and has over 21 years of experience in middle and senior management roles. He served as the president of the business division for China Telecom, the chairman and the president of the cloud information division, the vice president of the China Unicom division, the deputy general manager of the cable division and the general manager of the wireless division of the Group from August 2002 to December 2016. He also served as the R&D manager of Jiangsu Hongtu High Technology Co., Ltd. (江蘇宏圖高科技股份有限公司) and UTStarcom Holdings Corp. from September 1998 to September 2002.

Mr. LIANG graduated from Nanjing University of Posts and Telecommunications (formerly known as Nanjing College of Posts and Telecommunications) with a major in Communications Engineering in July 1991.

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT



Dr. OUYANG Ye,
IEEE Fellow
(歐陽曄)

*Senior Vice President
and the Chief
Technology Officer*

Aged 42, was appointed as the chief technology officer and a senior vice president of the Group in July 2018, and also the chairman of the technology committee and the head of PRD (product R&D center) of the Group, and is primarily responsible for the research, development and innovation of the Group's products and technologies.

Dr. OUYANG has extensive experience in R&D and large team management in the ICT field. His research area focuses on R&D innovation and commercialisation in the interdisciplinary fields of mobile communications, data science and AI. Prior to joining AsialInfo Technologies, Dr. OUYANG was the manager of Communications Artificial Intelligence Systems Division of Verizon, the largest mobile communications operator in the US and Verizon Fellow. In November 2022, Dr. OUYANG was elected as an IEEE Fellow for his leadership in network intelligence and self-organising cellular networks. Dr. OUYANG is also one of the youngest IEEE Fellows in the intersection of network intelligence, communication and artificial intelligence.

Dr. OUYANG has won a number of honours and awards in industry and academia. Recent awards include the 2017 Asian American Engineer of the Year, 2023 Forbes 100 Most Influential Chinese Selection Award, the 2019 TMForum Future Digital Leader Award in Telecommunications Award, the 2021 US National Diversified Technology Leadership Award, the First Prize of 2022 Technology Progress Award of China Computer Federation (CCF), First Prize of CCA Excellence Awards 2023, the Second Prize of 2023 Technology Progress Award of China Computer Federation (CCF), the 2021 Wu Wenjun Science and Technology Progress Award, the 2020 China Artificial Intelligence Business Leadership Award, the 2017 IEEE International Big Data Conference Best Paper Award, 2017 US Telecom Industry Innovation Award and Best OSS/BSS Product Award, 2017 Best North American Operator Big Data System Award, 2016 US Telecom Industry Innovation Award, 2015 IEEE Wireless Communication Annual Conference "Wireless Communication Interdisciplinary Contribution Award", Office of Science and Technology Policy Research Fund. Dr. OUYANG has served as the chairman in many international standards organisations and academic organisations, including IEEE, ETSI and other working groups and conferences, chairman of Artificial Intelligence Committee for the Beijing Software Association, career development instructor of Stevens Institute of Technology in the US, and director of Tsinghua University — AsialInfo 6G Network and Intelligence Joint Research Center, etc.

Dr. OUYANG authored 47 academic papers, 93 patents, 121 international standards, and 13 books. Dr. OUYANG obtained a Bachelor degree from the Southeast University in China, a Master's Degree in Columbia University and a Master of Science from the Tufts University in the US and a Ph.D. from the Stevens Institute of Technology.

DIRECTORS' REPORT

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

PRINCIPAL ACTIVITY

The principal activity of the Group is the provision of software products, solutions, consulting and related services.

MAJOR SUBSIDIARIES

A list of our major subsidiaries together with the particulars of the place of incorporation/establishment, as well as their issued share capital/registered capital and their principal activities are set out in note 35 to the consolidated financial statements.

RESULTS

The results of the Group for the Reporting Period are set out in the consolidated statement of profit or loss and other comprehensive income of this annual report.

DIVIDEND POLICY

The Company may declare and pay dividends by way of cash or by other means that we consider appropriate in the future. The distribution of dividends will be determined by the Board at its discretion. Whether the Company would declare or pay any dividends in the future and the amount of such dividends is subject to a number of factors, including the Group's results of operations, cash flows, financial condition, amount of cash dividends paid to the Company by our subsidiaries, requirements under the relevant accounting standards, future development needs and other factors that the Directors may consider relevant. By taking into consideration of the aforesaid factors properly, we determine a dividend payout ratio of not less than 40% of our annual distributable net profits in each financial year, in accordance with the binding and general dividend policy adopted by the Company. In addition, our dividend policy will also be subject to the Articles of Association, Business Companies Act of the British Virgin Islands, and any other applicable laws and regulations.

FINAL DIVIDENDS

The Board resolved to declare the proposed final dividend of HK\$0.412 per Share for the Reporting Period (2022: HK\$0.401).

BUSINESS REVIEW

An analysis on the business performance review of the Group during the Reporting Period and the future business development of the Group is set out in the section headed "Management Discussion and Analysis" and "Chairman's Statement" of this annual report, respectively. The major risks faced by the Group is set out in the section headed "Corporate Governance Report" of this annual report. The analysis of the Group using the key financial performance indicators for the Reporting Period is set out in the section headed "Management Discussion and Analysis" of this annual report.

FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the past five financial years is set out on pages 203 to 204 of this annual report. The summary does not form part of the audited consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

Major customers

For the Reporting Period, the transaction amount with the Group's top five customers accounted for approximately 32.7% (2022: approximately 30.6%) of the Group's total revenue, while the transaction amount with the Group's single largest customer accounted for approximately 14.5% (2022: approximately 14.9%) of the Group's total revenue.

Major suppliers

For the Reporting Period, the transaction amount with the Group's top five suppliers accounted for approximately 14.3% (2022: approximately 16.6%) of the Group's total cost, while the transaction amount with the Group's single largest supplier accounted for approximately 4.3% (2022: approximately 4.7%) of the Group's total cost.

During the Reporting Period, save for four out of the top five major customers are associates of the China Mobile Group (substantial shareholder of the Company), none of the Directors, any of their close associates (as defined in the Listing Rules) or any Shareholders (who, as far as the Directors are aware, own more than 5% of the number of issued Shares) of the Group had any interests in the Group's top five customers or suppliers.

During the Reporting Period, the Company maintained good relationships with its customers and suppliers.

ENVIRONMENTAL PROTECTION

The environmental policies and performance of the Company are set out in the section headed "ESG Report" of this annual report.

The Group has complied with the applicable environmental laws and regulations where its business operations are located. The Company will review its environmental protection practices from time to time, and will consider implementing other environmental protection measures and practices in the business operations of the Group to enhance sustainability.

PROPERTY, PLANT AND EQUIPMENT

Details of the changes in the property, plant and equipment of the Group during the Reporting Period are set out in note 12 to the consolidated financial statements.

SHARE CAPITAL

Details of the movement in the share capital of the Company during the Reporting Period are set out in note 27 to the consolidated financial statements.

RESERVES AND DISTRIBUTABLE RESERVES

Details of the changes in the reserves of the Company for the Reporting Period are set out in note 36 to the audited consolidated financial statements, respectively, of which, the reserves available for distribution to Shareholders amounted to approximately RMB1,128 million (2022: approximately RMB1,840 million).

DIRECTORS' REPORT

DIRECTORS

During the Reporting Period and up to the date of this annual report, the Directors are as follows:

Executive Directors:

Dr. TIAN Suning (*Chairman*)

Mr. GAO Nianshu (*Chief Executive Officer*)

Mr. XIN Yuesheng (*redesignated from a non-executive Director to an executive Director on 28 December 2023*)

Non-executive Directors:

Mr. ZHANG Yichen

Mr. DING Jian (*redesignated from an executive Director to a non-executive Director on 28 December 2023*)

Mr. YANG Lin

Ms. LIU Hong

Mr. CHENG Xike

Independent non-executive Directors:

Dr. GAO Jack Qunyao

Dr. ZHANG Ya-Qin

Mr. GE Ming

Ms. TAO Ping

Pursuant to article 14.18 of the Articles of Association, one-third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to, but not less than one-third) will retire from office by rotation and will be eligible for re-election and re-appointment at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Dr. TIAN Suning, Mr. XIN Yuesheng, Dr. GAO Jack Qunyao and Ms. LIU Hong will retire and, being eligible, have offered themselves for re-election as Directors at the AGM.

Details of the Directors being re-elected at the AGM are set out in the circular despatched together with this annual report. The biographical details of the Directors and senior management are set out in the section headed "Profiles of Directors and Senior Management" of this annual report.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Each of the independent non-executive Directors has confirmed his/her independence for the Reporting Period in accordance with Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent in accordance with Rule 3.13 of the Listing Rules.

DIRECTORS' INTERESTS IN SIGNIFICANT TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

For the Reporting Period and up to the date of this annual report, save as disclosed herein, none of the Directors or any entity connected with any Director had a direct or an indirect material interest in any transaction, arrangement or contract, to which the Company, any of its subsidiaries or its fellow subsidiaries is a party and is significant to the business of the Group.

MANAGEMENT CONTRACT

No contract, other than employment contracts, concerning the management and administration of all or any significant part of the Company's business, was entered into or existed during 2023.

**DIRECTORS'
REPORT****REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT
EMPLOYEES AND REMUNERATION POLICY**

During the Reporting Period, the Group had a total of 13,577 (31 December 2022: 13,581) full-time employees. The Group strives to align the remuneration level of its employees with the market, so as to maintain competitiveness. The remuneration of employees is subject to the remuneration and bonus policy of the Group, and determined in accordance with the performance of each staff. The Group also provides comprehensive benefit packages and career development opportunities to its employees, including insurance benefits, etc. Internal and external training programs are provided according to changes in the industry, technological updates and the needs of employees.

According to the Group's remuneration policy, in evaluating the amount of remuneration payable to Directors and senior management, the factors to be considered by the Remuneration Committee include the salaries paid by similar companies, tenure, commitment, responsibilities and individual performance of Directors and senior management (as the case may be), etc.

The remuneration received by Directors and senior management include salaries, bonuses, contributions to pension schemes, long-term rewards (including share-based incentives), housing and other allowances, and benefits in kind in compliance with applicable laws, rules and regulations.

RETIREMENT AND EMPLOYEE BENEFIT SCHEMES

As required under the rules and regulations in the PRC, the Group participates in various defined contribution retirement benefit plans which are available to all relevant employees. These plans are generally funded through payments to schemes established by governments or trustee-administered funds. In addition to the contributions required to be made to the retirement plans on a certain percentage of the basic salaries of its employees, the Group has no further obligation for the actual payment of any pre-retirement or post-retirement benefits. The relevant state-managed retirement plans are responsible for the entire present obligation to retired employees.

The Group's contributions to the defined contribution plans are expensed as incurred and not reduced by contributions forfeited by those employees who leave the plans prior to vesting fully in the contributions.

In accordance with the relevant MPF laws and regulations in Hong Kong, the Company operates a MPF Scheme for all qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Company and are under the control of an independent MPF service provider. Under the rules of the MPF Scheme, each of the employer and its employees make monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). The monthly contributions of each of the employer and its employees are subject to a cap of HK\$1,500 and thereafter contributions are voluntary. The only obligation of the Company in respect of the MPF Scheme is to make the required contributions under the MPF Scheme and contributions to the MPF Scheme vest immediately.

During the Reporting Period, no forfeited contributions were used by the Group to reduce the existing level of contributions. Details of the retirement and employee benefit plans of the Company are set out in note 32 to the consolidated financial statements.

DIRECTORS' REPORT

DIRECTORS' TERM OF OFFICE AND SERVICE CONTRACTS

Each of Dr. TIAN Suning and Mr. GAO Nianshu (both are executive Directors) has entered into a service contract with the Company, under which they have agreed to act as executive Directors for an initial term of three years commencing from 30 December 2022. In addition, an executive Director, being Mr. XIN Yuesheng, has entered into a service contract with the Company for a term of three years commencing from 30 December 2023. Such contract shall be terminated by not less than three months' notice in writing served by the executive Director or the Company.

A non-executive Director, being Mr. CHENG Xike, has entered into a letter of appointment with the Company for a term of one year commencing from 30 June 2023. Each of the following non-executive Directors, being Mr. YANG Lin and Ms. LIU Hong, and an independent non-executive Director, being Ms. TAO Ping, has entered into a letter of appointment with the Company for a term of one year commencing from 2 September 2023. A non-executive Director, being Mr. DING Jian, has entered into a letter of appointment with the Company for a term of three years commencing from 28 December 2023. In addition, each of the other non-executive Directors and independent non-executive Directors has entered into a letter of appointment with the Company for a term of one year commencing from 30 December 2023.

DIRECTOR'S INTEREST IN COMPETING BUSINESS

Apart from the businesses of the Group, Dr. TIAN Suning, the chairman and an executive Director, currently holds interests in the following businesses, which compete or are likely to compete, directly or indirectly, with the Group's businesses:

Name of Entity Engaging in Such Business	Equity Interest	Summary of Business
Asialfo Security	Indirectly held approximately 47.87%	Operation of software products and services related to the network security
Nanjing Asialfo Rongxin Enterprise Management Center (Limited Partnership) (南京亞信雲互聯網信息科技有限公司)	Indirectly held approximately 30%	Operation of software R&D, sales, product system (platform and cooperation) and other related businesses
Beijing Youyou Tianyu System Technology Co., Ltd. (北京友友天宇系統技術有限公司)	Indirectly held approximately 25.86%	Operation of software technology development, data processing and other related businesses
Beijing Tianyun Rongchuang Software Technology Co., Ltd. (北京天雲融創軟件技術有限公司)	Indirectly held approximately 18.23%	Operation of software technology development business
Tianyun Rongchuang Data Technology (Beijing) Co., Ltd. (天雲融創數據科技(北京)有限公司)	Indirectly held approximately 5.18%	Operation of technology development, application software services and other related businesses

Save as disclosed above, the Directors confirm that they did not have any interest in a business, apart from the business of the Group, which competes or is likely to compete, directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND THE CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2023, the interests and short positions of Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO which will be 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 or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required under Section 352 of the SFO to be entered in the register referred to in that section, or which will be required under the Model Code to be notified to us and the Stock Exchange, once the Shares are listed, are as follows:

Name of Director/ chief executive	Nature of interest (Note 1)	Number of Shares	Approximate percentage of shareholding interest in the Company (Note 2)
Dr. TIAN Suning ¹	Beneficial owner (L)	48,932,670	5.23%
	Interest in controlled corporation (L)	1,151,111	0.12%
	Interest in controlled corporation (L)	31,209,360	3.34%
	Interest in controlled corporation (L)	39,442,000	4.22%
	Total:	120,735,141	12.91%
Mr. DING Jian ²	Beneficial owner (L)	11,516,704	1.23%
	Interest in controlled corporation (L)	1,198,440	0.13%
	Total:	12,715,144	1.36%
Mr. GAO Nianshu ³	Beneficial owner (L)	665,200	0.07%
	Beneficiary of a trust (L)	1,452,089	0.16%
	Others (L)	22,012,024	2.35%
	Total:	24,129,313	2.58%
Mr. ZHANG Yichen ⁴	Interest in controlled corporation (L)	213,924,952	22.87%
Dr. GAO Jack Qunyao ⁵	Beneficial owner (L)	112,000	0.01%
Dr. ZHANG Ya-Qin ⁵	Beneficial owner (L)	112,000	0.01%
Mr. GE Ming ⁵	Beneficial owner (L)	112,000	0.01%
Ms. TAO Ping ⁵	Beneficial owner (L)	112,000	0.01%

DIRECTORS' REPORT

Notes:

1. (L) — Long position; (S) — Short position
2. As at 31 December 2023, a total of 935,304,312 Shares had been issued by the Company.
- ¹ Dr. TIAN is the sole shareholder of Info Addition Limited which in turn is a general partner of Info Addition Capital Limited Partnership. As such, Dr. TIAN is deemed to be interested in the 1,151,111 Shares in which Info Addition Capital Limited Partnership is interested. Dr. TIAN indirectly has full control over CBC Partners II L.P. which is the general partner of China Broadband Capital Partners II, L.P. which in turn is the sole shareholder of CBC TMT III Limited. Therefore, Dr. TIAN is deemed to be interested in the 31,209,360 Shares in which CBC TMT III Limited is interested. PacificInfo Limited is wholly-owned by Dr. TIAN and therefore Dr. TIAN is deemed to be interested in 39,442,000 Shares in which PacificInfo Limited is interested.
- ² New Media China Investment I Limited is wholly-owned by Mr. DING and therefore Mr. DING is deemed to be interested in the 1,198,440 Shares in which New Media China Investment I Limited is interested.
- ³ These interests comprise (i) 665,200 Shares; (ii) 18,213,368 Shares and 3,798,656 underlying Shares in respect of the outstanding share options granted to Mr. GAO under the Pre-IPO Share Option Scheme held by the custodian, Noble (Nominees) Limited; and (iii) 1,452,089 Shares granted under the 2020 Share Award Scheme held by AsiaInfo SAS Management Trust, respectively.
- ⁴ Each of Power Joy (Cayman) Limited (as the controlling shareholder of Skipper Investment Limited), CITIC Capital China Partners II, L.P. (as the sole shareholder of Power Joy (Cayman) Limited), CCP II GP, Ltd. (as the general partner of CITIC Capital China Partners II, L.P.), CCP Ltd. (as the general partner of CCP II GP, Ltd.), Trustar Capital Partners Limited (as the sole shareholder of CCP Ltd.), Trustar Capital Company Limited (as the sole shareholder of Trustar Capital Partners Limited), Trustar Capital Holdings Limited (as the sole shareholder of Trustar Capital Company Limited), CCHL Investment Holdings Limited and CP Management Holdings Limited (which hold 51% and 49% shareholding of Trustar Capital Holdings Limited, respectively), CITIC Capital Holdings Limited (as the sole shareholder of CCHL Investment Holdings Limited) and Mr. ZHANG (as the sole shareholder of CP Management Holdings Limited) is deemed or taken to be interested in all the 213,924,952 Shares which are beneficially owned by Skipper Investment Limited for the purpose of Part XV of the SFO.
- ⁵ The Company granted 112,000 share options to the independent non-executive Directors, namely, Dr. GAO, Dr. ZHANG, Mr. GE and Ms. TAO, under the 2019 Share Option Scheme, respectively, details of which are set out in the announcements of the Company dated 16 June 2020 and 25 March 2021 and the section headed "2019 Share Option Scheme" under the "Share Schemes" section of this annual report, respectively.

Save as disclosed above, none of the Directors nor chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which would be required to be notified to the Company and the Stock Exchange; or which would be required to be registered in the register to be kept pursuant to Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this annual report, for the Reporting Period, at no time did the Company or any of its subsidiaries enter into 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 respective spouses or children under the age of 18 were granted any right to subscribe for the share capital or debt securities of the Company or any other body corporate or had exercised any such right.

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

As at 31 December 2023, to the best of the Directors' knowledge, the following persons have interests or short positions in the Shares or underlying Shares which would fall under the provisions of Divisions 2 and 3 of Part XV of the SFO to be disclosed to the Company, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of Shareholders	Nature of interest (Note 1)	Number of Shares	Approximate percentage of shareholding interest in the Company (Note 2)
Skipper Investment Limited ⁶	Beneficial owner(L)	213,924,952	22.87%
Power Joy (Cayman) Limited ⁶	Interest in controlled corporation(L)	213,924,952	22.87%
CITIC Capital China Partners II, L.P. ⁶	Interest in controlled corporation(L)	213,924,952	22.87%
CCP II GP, Ltd. ⁶	Interest in controlled corporation(L)	213,924,952	22.87%
CCP Ltd. ⁶	Interest in controlled corporation(L)	213,924,952	22.87%
Trustar Capital Partners Limited ⁶	Interest in controlled corporation(L)	213,924,952	22.87%
Trustar Capital Company Limited ⁶	Interest in controlled corporation(L)	213,924,952	22.87%
Trustar Capital Holdings Limited ⁶	Interest in controlled corporation(L)	213,924,952	22.87%
CCHL Investment Holdings Limited ⁶	Interest in controlled corporation(L)	213,924,952	22.87%
CITIC Capital Holdings Limited ⁶	Interest in controlled corporation(L)	213,924,952	22.87%
CP Management Holdings Limited ⁶	Interest in controlled corporation(L)	213,924,952	22.87%

Notes:

- (L) — Long position; (S) — Short position
- As at 31 December 2023, a total of 935,304,312 Shares had been issued by the Company.

⁶ Each of Power Joy (Cayman) Limited (as the controlling shareholder of Skipper Investment Limited), CITIC Capital China Partners II, L.P. (as the sole shareholder of Power Joy (Cayman) Limited), CCP II GP, Ltd. (as the general partner of CITIC Capital China Partners II, L.P.), CCP Ltd. (as the general partner of CCP II GP, Ltd.), Trustar Capital Partners Limited (as the sole shareholder of CCP Ltd.), Trustar Capital Company Limited (as the sole shareholder of Trustar Capital Partners Limited), Trustar Capital Holdings Limited (as the sole shareholder of Trustar Capital Company Limited), CCHL Investment Holdings Limited and CP Management Holdings Limited (which hold 51% and 49% shareholding of Trustar Capital Holdings Limited, respectively), CITIC Capital Holdings Limited (as the sole shareholder of CCHL Investment Holdings Limited) and Mr. ZHANG Yichen (as the sole shareholder of CP Management Holdings Limited) is respectively deemed or taken to be interested in all the Shares which are beneficially owned by Skipper Investment Limited for the purpose of Part XV of the SFO.

DIRECTORS' REPORT

Name of Shareholders	Nature of interest (Note 1)	Number of Shares	Approximate percentage of shareholding interest in the Company (Note 2)
China Mobile International Holdings Limited ⁷	Beneficial owner (L)	182,259,893	19.49%
China Mobile Limited ⁷	Interest in controlled corporation (L)	182,259,893	19.49%
China Mobile Hong Kong (BVI) Limited ⁷	Interest in controlled corporation (L)	182,259,893	19.49%
China Mobile (Hong Kong) Group Limited ⁷	Interest in controlled corporation (L)	182,259,893	19.49%
China Mobile Communications Group Co., Ltd. ⁷	Interest in controlled corporation (L)	182,259,893	19.49%
Ocean Voice Investment Holding Limited ⁸	Beneficial owner (L)	60,129,928	6.43%
Sino Venture Capital 1B ⁸	Interest in controlled corporation (L)	60,129,928	6.43%
Sino Venture Capital 1 VCC ⁸	Interest in controlled corporation (L)	60,129,928	6.43%
Sino Capital Management Company Ltd. ⁸	Interest in controlled corporation (L)	60,129,928	6.43%
Mr. LIAO Hsueh-Hsuan ⁸	Interest in controlled corporation (L)	60,129,928	6.43%
Sino Suisse Financial Holding Limited ⁸	Interest in controlled corporation (L)	60,129,928	6.43%
A.M.Y. (Sinosuisse) Ltd. ⁸	Interest in controlled corporation (L)	60,129,928	6.43%
Mr. LIU Chung Hsing ⁸	Interest in controlled corporation (L)	60,129,928	6.43%
Noble (Nominees) Limited ⁹	Custodian (L)	57,519,081	6.15%
The Core Trust Company Limited ⁹	Trustee (L)	57,519,081	6.15%
Al Gharrafa Investment Company ¹⁰	Beneficial owner (L)	52,015,608	5.56%
Qatar Holding LLC ¹⁰	Interest in controlled corporation (L)	52,015,608	5.56%
Qatar Investment Authority ¹⁰	Interest in controlled corporation (L)	52,015,608	5.56%

⁷ China Mobile International Holdings Limited is wholly owned by China Mobile Limited, which is owned as to 72.72% by China Mobile Hong Kong (BVI) Limited. China Mobile Hong Kong (BVI) Limited is wholly owned by China Mobile (Hong Kong) Group Limited, which is wholly owned by China Mobile Communications Group Co., Ltd. Hence, each of China Mobile (Hong Kong) Group Limited, China Mobile Communications Group Co., Ltd., China Mobile Hong Kong (BVI) Limited and China Mobile Limited is deemed or taken to be interested in all shares which are owned beneficially by the China Mobile International Holdings Limited for the purpose of Part XV of the SFO.

⁸ The above shareholding information is based on the information received by the Company pursuant to an investigation conducted under Section 329 of the SFO, the specified date of which is 30 November 2023. Sino Venture Capital 1B (as the sole shareholder of Ocean Voice Investment Holding Limited), Sino Venture Capital 1 VCC (as the sole shareholder of Sino Venture Capital 1B), Sino Capital Management Company Limited (as the management shareholder of Sino Venture Capital 1 VCC) and Mr. LIAO Hsueh-Hsuan (holding 99% equity interest of Sino Capital Management Company Limited) are deemed or taken to be interested in all the Shares beneficially owned by Ocean Voice Investment Holding Limited for the purpose of Part XV of the SFO. In addition, Sino Suisse Financial Holding Limited (as the sole shareholder of Sino Suisse Capital Pte. Ltd. (as the manager of Sino Venture Capital 1 VCC)), A.M.Y. (Sinosuisse) Ltd. (holding 80% equity interest of Sino Suisse Financial Holding Limited) and Mr. LIU Chung Hsing (as the sole shareholder of A.M.Y. (Sinosuisse) Ltd.) are deemed or taken to be interested in all the Shares beneficially owned by Ocean Voice Investment Holding Limited.

⁹ Noble (Nominees) Limited is wholly owned by The Core Trust Company Limited. The Core Trust Company Limited is the trustee, and Noble (Nominees) Limited is the custodian to administer the 2020 Share Award Scheme. Noble (Nominees) Limited holds the award shares granted by the Company for the benefit of eligible participants pursuant to the 2020 Share Award Scheme. Each of Noble (Nominees) Limited and The Core Trust Company Limited is deemed or taken to be interested in the Shares for the purpose of Part XV of the SFO.

¹⁰ Each of Qatar Holding LLC (as the sole shareholder of Al Gharrafa Investment Company) and Qatar Investment Authority (as the sole shareholder of Qatar Holding LLC) is deemed or taken to be interested in all the Shares which are owned beneficially by Al Gharrafa Investment Company, for the purpose of Part XV of the SFO.

SHARE SCHEMES

SHARE OPTION SCHEMES

The (i) Pre-IPO Share Option Scheme and (ii) 2019 Share Option Scheme were approved and adopted by the Shareholders on 26 June 2018 and 25 November 2019, respectively, in order to grant eligible Directors, management and employees such related share-based compensation. The Remuneration Committee will, from time to time, determine the eligibility of participants to be granted any option as an incentive pursuant to, including but not limited to, the current and expected contribution of such participant, general financial position of the Group, general business targets and future plans of the Group. The Pre-IPO Share Option Scheme and the 2019 Share Option Scheme are aimed to approve and reward eligible participants who have contributed to the Group's growth and development.

PRE-IPO SHARE OPTION SCHEME

Eligible participants under the Pre-IPO Share Option Scheme include (i) any member of the Group or executive, non-executive or independent non-executive directors of any entity of the Group who are holding an interest; (ii) any full-time or part-time employee or affiliate of any member of the Group; (iii) any member of the Group or consultants, advisors and independent contractors of any entity of the Group who are holding an interest; or (iv) a qualified former grantee.

The exercise price per Share for share options granted under the Pre-IPO Share Option Scheme is determined by the Remuneration Committee and set out in the grant letter. The exercise price must not be lower than the nominal value of the Shares involved in the relevant share options. There is no consideration to be paid by eligible participants to accept the share options. The grantee may exercise all share options on or after the vesting date of the share options (rather than before) by giving the Exercise Notice to the Company. The Exercise Notice must specify that the share options are being exercised accordingly and the number of Shares involved in the exercise of such share options. If requested by the grantee in writing, the Remuneration Committee may in its absolute discretion accept "non-cash exercise" share options. The Remuneration Committee may also direct the grantee to exercise the share options through "non-cash exercise" if considers it appropriate. Otherwise, any Exercise Notice announced must be accompanied by a full remittance of the exercise price of the Shares. Any Exercise Notice issued without the relevant remittance or confirmation is an invalid notice. Within 30 days after receiving the Exercise Notice with the full remittance of the relevant exercise price and (if applicable) the certificate of the independent financial adviser (excluding any book closure period of the Company), the Company must allot and issue the relevant number of Shares to the grantee, and issues the relevant Shares certificate to the grantee. Unless otherwise stated, vested share options may be exercised by the grantee at any time during the applicable exercise period.

The Pre-IPO Share Option Scheme has expired after 11:59 p.m. on the business day before the listing date. The Company will no longer grant share options under the Pre-IPO Share Option Scheme. The provisions of the Pre-IPO Share Option Scheme shall remain in full force and effect to the extent necessary for the grant of any share options before the expiration of validity or other circumstances that may be required under the provisions of the scheme. The total number of Shares available for issue involved in the share options granted but not yet exercised under the Pre-IPO Share Option Scheme is 77,612,528 Shares, accounting for approximately 8.3% of the total number of issued Shares as at the Latest Practicable Date.

DIRECTORS' REPORT

Please refer to the Prospectus for further information of the Pre-IPO Share Option Scheme. No share options had been cancelled during the Reporting Period. Details of movements in the share options granted under the Pre-IPO Share Option Scheme during the Reporting Period are as follows:

Grantees	Date of Grant ¹	Outstanding as at 1 January 2023	Exercised ² during the Reporting Period	Lapsed	Outstanding as at 31 December 2023	Exercise Price (US\$)
Director						
GAO Nianshu	11 July 2018	800,000	—	—	800,000	1.9225
	1 August 2018	2,998,656	—	—	2,998,656	1.2725
<i>Sub-total</i>		<i>3,798,656</i>	—	—	<i>3,798,656</i>	
Employees in aggregate						
	1 August 2018	7,200	7,200	—	—	0.5525
	1 August 2018	16,000	16,000	—	—	0.84
	1 August 2018	13,656,808	1,801,091	133,893	11,721,824	1.2725
	11 July 2018	24,020,064	784,000	378,376	22,857,688	1.9225
	1 August 2018	41,364,432	973,200	1,156,872	39,234,360	1.9225
<i>Sub-total</i>		<i>79,064,504</i>	<i>3,581,491</i>	<i>1,669,141</i>	<i>73,813,872</i>	
Total		82,863,160	3,581,491	1,669,141	77,612,528	

Notes:

- The validity period of all the share options is ten years from the date of grant. As at the Latest Practicable Date, the share options were fully vested.
- The weighted average closing price immediately before the dates of the exercise of the share options for the Reporting Period was approximately HK\$14.82 per Share.

2019 Share Option Scheme

The purpose of the 2019 Share Option Scheme is to provide eligible participants an opportunity to acquire proprietary interests in the Company with the view to achieving the following principal objectives: (a) to motivate eligible participants to optimise their performance and efficiency for the benefit of the Group; and (b) to attract and retain eligible participants whose contributions are, will or expected to be beneficial to the Group. The 2019 Share Option Scheme shall be valid and effective for a period of 10 years from 25 November 2019.

The eligible participants of the 2019 Share Option Scheme include any director(s), employee(s) or consultant(s) of the Group (whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid) who the Remuneration Committee considers, in its sole discretion, has/have contributed or will contribute to the Group. The consultants of the Group may include: (a) any person or entity that provides research, development or other technical support to any member of the Group, i.e. senior professionals who provide consulting services for the Group with cutting-edge technical support such as 5G, big data, artificial intelligence and the Internet of Things; and (b) any adviser or consultant to any area of business or business development of any member of the Group, i.e. senior professionals who provide strategic advisory or consulting services for the Group's new business, new customers and new model of business development.

Pursuant to and subject to the terms of the 2019 Share Option Scheme, the Remuneration Committee shall be entitled (but shall not be bound) at any time, to grant share options to any eligible participant as the Remuneration Committee may in its absolute discretion select. Such grant shall be made to an eligible participant in such written form of a grant letter as the Remuneration Committee may from time to time determine and shall remain open for acceptance by the eligible participant concerned for a period of not less than 7 business days from the date of grant. A grant shall be deemed to have been accepted when the Company receives the duly signed grant letter from the grantee with the number of Shares in respect of which the offer is accepted and clearly stated therein together with a remittance of HK\$1.00 (or such other nominal sum in any currency as the Remuneration Committee may determine) in favour of the Company as the consideration for the grant thereof. Such remittance shall in no circumstances be refundable and shall not be deemed to be a part payment of the exercise price. Once accepted, the share option is deemed to be granted as from the date on which it was offered to the relevant eligible participant.

The maximum number of Shares which may be issued in respect of which share options may be granted under the 2019 Share Option Scheme together with the number of Shares which may be issued in respect of any options to be granted under any other share option scheme(s) shall not in aggregate exceed 10% (being 92,058,886 Shares, accounting for approximately 9.8% of the total number of issued Shares as at the Latest Practicable Date) of the total number of Shares (being 920,588,862 Shares) in issue on the date of approval of the refreshment of the 2019 Share Option Scheme Mandate Limit at the annual general meeting of the Company dated 28 May 2021 by the Shareholders. The number of Shares available for issue under the 2019 Share Option Scheme is 99,262,446 (representing approximately 10.6% of the total number of issued Shares as at the Latest Practicable Date), which includes 52,450,625 outstanding share options and 46,811,821 share options to be further granted by the Company. As of 31 December 2023, the Company can further grant 46,811,821 share options under the 2019 Share Option Scheme (as of 31 December 2022: 62,328,909).

Each share option shall be exercisable at such times and subject to terms and conditions set out in the 2019 Share Option Scheme (in particular, the provisions relating to early termination) and such other terms and conditions as the Remuneration Committee determines, provided that the exercise period of any share option shall not exceed 10 years from the date of grant of the share option. The terms of the 2019 Share Option Scheme do not specify a minimum vesting period for which a share option must be held before the share option can be exercised, but specify that the Remuneration Committee has the power to specify the requirement as to the said minimum vesting period.

The exercise price of each share option shall be a price determined by the Remuneration Committee in its absolute discretion at the time of grant but not be less than the higher of: (i) the nominal value of a Share; (ii) the closing price of a Share as stated on the Stock Exchange's daily quotations sheet on the date of grant of such share option; and (iii) the average closing price of a Share as stated on the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date of grant of such share option. In determining the exercise price, the Remuneration Committee will take into account, among other things, the performance of the relevant eligible participants and/or their contributions (past or future) to the Group, the then prevailing market price of the Share at the date of grant, any minimum holding period, any vesting conditions, etc.

DIRECTORS' REPORT

Unless otherwise terminated by the Board or the Shareholders in a general meeting in accordance with the terms of the 2019 Share Option Scheme, the 2019 Share Option Scheme shall be valid and effective for a period of 10 years from the adoption date (being 25 November 2019), and the remaining life of the 2019 Share Option Scheme is about 5 years and 8 months. For further details of the 2019 Share Option Scheme, please refer to the circular of the Company dated 4 November 2019.

During the Reporting Period, the Company took into the consideration of the past performance of the eligible participants and their future possible contribution to the development of the Company when granting the share option. Details of the movements in the outstanding share options granted under the 2019 Share Option Scheme during the Reporting Period are as follows:

Grantees	Date of Grant ¹	Outstanding	Granted ²	Exercised ³	Lapsed	Outstanding	Exercise
		as at 1 January 2023				as at 31 December 2023	
during the Reporting Period							
(HK\$)							
Directors							
Dr. GAO Jack							
Qunyao	16 June 2020	112,000	—	—	—	112,000	9.56
Dr. ZHANG Ya-Qin	16 June 2020	112,000	—	—	—	112,000	9.56
Mr. GE Ming	16 June 2020	112,000	—	—	—	112,000	9.56
Ms. TAO Ping	25 March 2021	112,000	—	—	—	112,000	12.46
Employees							
	16 June 2020	9,494,700	—	1,454,700	227,640	7,812,360	9.56
	9 June 2021	11,847,200	—	494,000	345,312	11,007,888	12.54
	11 March 2022	14,130,500	—	458,800	383,800	13,287,900	13.24
	10 May 2022	3,648,277	—	—	393,800	3,254,477	13.32
	14 June 2023	—	16,840,000	—	200,000	16,640,000	11.72
<i>Sub-total</i>		<i>39,120,677</i>	<i>16,840,000</i>	<i>2,407,500</i>	<i>1,550,552</i>	<i>52,002,625</i>	
Total		39,568,677	16,840,000	2,407,500	1,550,552	52,450,625	

Notes:

- The closing price was HK\$9.18, HK\$11.38, HK\$12.54, HK\$13.24, HK\$13.32 and HK\$11.66 per Share immediately before the respective dates of grant being 16 June 2020, 25 March 2021, 9 June 2021, 11 March 2022, 10 May 2022 and 14 June 2023.
- The validity period of share options is ten (10) years commencing from the date of grant, for the share options granted on 16 June 2020 and 25 March 2021, 50%, 20% and 30% of the share options granted shall be vested on the date falling on the first, second and third anniversary from the date of grant, respectively, which are exercisable upon vesting within the validity period; and for the share options granted on 9 June 2021, 11 March 2022, 10 May 2022 and 14 June 2023, 40%, 30% and 30% of the share options granted shall be vested on the date falling on the first, second and third anniversary from the date of grant, respectively, which are exercisable upon vesting within the validity period. The Company has used the Binomial Model to determine the fair value of the share options as at the date of grant, which is to be recorded in profit or loss over the vesting period.

	Granted on 16 June 2020	Granted on 25 March 2021	Granted on 9 June 2021	Granted on 11 March 2022	Granted on 10 May 2022	Granted on 14 June 2023
Closing price as at the date of grant	HK\$9.05	HK\$12.46	HK\$12.54	HK\$13.24	HK\$13.20	HK\$11.72
Expected volatility	49%	49%	50%	51%	51%	52%*
Risk free interest rate	0.53%	0.53%	1.12%	1.74%	1.74%	3.33%*
Expected dividend yield	2.50%	2.50%	2.80%	3.42%	3.42%	3.40%*
Weighted average fair value of the share options at the date of grant	HK\$3.51	HK\$3.51	HK\$4.86	HK\$4.97	HK\$4.97	HK\$3.91

* The expected volatility is based on the historical share price movement of comparable companies for the period of time close to the expected time to exercise. The risk free rate is based on the market yield rates of Hong Kong Sovereign bond with maturity date close to the life of options as of the valuation date. Expected dividends are based on the historical dividend distribution and dividend distribution policy of the Company. Changes in the subjective input assumptions could materially affect the fair value estimate.

In accordance with the Company's accounting policies, the fair value of share options granted is recognised as an expense during the exercise period. The accounting policy is subject to adjustment pursuant to the review of the number of options expected to be exercised. No expense is recognised for options forfeited prior to the expiration date.

Further details of determining the fair value of the share options are set out in note 31 to the consolidated financial statements.

- The weighted average closing price of the Shares was approximately HK\$14.57 immediately before the date(s) of the exercise of the share options.
- No share options had been cancelled during the Reporting Period.
- The exercise of the share options granted on 14 June 2023 pursuant to the 2019 Share Option Scheme is subject to the grantees meeting their respective performance target as determined by the Company. The Group has established a standard performance appraisal system for grantees to evaluate its performance and contribution to the Group based on factors such as its performance results. The Company will determine whether the grantee has achieved individual performance targets based on the performance assessment results of the grantee in the relevant year.

DIRECTORS' REPORT

SHARE AWARD SCHEME

2020 Share Award Scheme

On 7 January 2020, the Board adopted the 2020 Share Award Scheme. The Scheme may be funded by issuing and allotting new Shares to the trustee or by purchasing existing Shares by the trustee. However, as of the date of this annual report, all award shares granted under the Scheme relate to existing Shares only. The purposes of the 2020 Share Award Scheme are to (i) recognise the contributions and fully motivate the potential and vitality of talents of the eligible persons (being those core management personnel of the Group); and (ii) encourage the eligible persons to continue contributing to the long-term growth and development of the Group. Subject to the criteria and conditions as set out in the 2020 Share Award Scheme, any core management personnel whom the Board or the Remuneration Committee or their respective delegate(s) considers, in its sole discretion, to have contributed or will contribute to the Group is eligible to receive an award.

The maximum number of Shares underlying all grants to be made pursuant to the 2020 Share Award Scheme (excluding the award shares which have been forfeited in accordance with the 2020 Share Award Scheme) had been refreshed on 20 April 2021 and shall not exceed 46,013,946 Shares, representing 5.0% of the total number of issued Shares as at the date of refreshment (accounting for approximately 4.9% of the total number of issued Shares as at the Latest Practicable Date). As of 31 December 2023, the Company can further grant 2,360,400 award shares under the 2020 Share Award Scheme (as of 31 December 2022: 8,707,600). As the award shares granted under the 2020 Share Award Scheme involved only the existing Shares, no new Shares will be issued by the Company as a result of the grant of the above award shares. The number of Shares available for issue in the 2020 Share Award Scheme is 2,360,400 (approximately 0.3% of the total number of issued Shares as at the Latest Practicable Date), including only 2,360,400 award shares which are still available to be further granted by the Company.

The terms of the 2020 Share Award Scheme do not specify the maximum entitlement for an individual participant.

The terms of the 2020 Share Award Scheme do not specify any period for an award to be vested, but specify that the Trust Management Committee may from time to time determine such vesting criteria and conditions or periods for the award to be vested.

The terms of the 2020 Share Award Scheme do not specify any amount required to be paid on acceptance of an award nor the payment period; and also do not provide for any basis of determining the purchase price of shares awarded.

According to the 2020 Share Award Scheme, the Company may transfer to the trustee the necessary funds and instruct the trustee to acquire Shares through market transactions at the prevailing market price or through the over-the-counter markets at the price determined by the Company, so as to satisfy the awards. During the Reporting Period, the trustee purchased a total of 951,900 Shares on the Stock Exchange.

Neither the selected participant nor the trustee may exercise any voting rights in respect of any unvested Shares held under the trust, and that the exercise of any voting rights of vested Shares held under the trust shall be in accordance with the voting mechanism as set out below:

- (i) in respect of each general meeting of the Company, the Company will send a voting instruction form to each of the selected participants whose award shares are vested to solicit votes from such selected participants. The voting instruction form will be very similar to the proxy form for the relevant general meeting and will set out a general description of the resolutions proposed at the general meeting and will allow the selected participants to select whether to vote for or against each of the resolutions. The relevant corporate communication concerning matters to be proposed at such general meeting (such as Shareholders' circular and annual report) will also be made available to each of the selected participants so that the selected participants will have all relevant information for considering the relevant resolutions as if they were Shareholders. Each selected participant shall be entitled to one vote for each of the vested award share. The selected participants will be required to return the signed and completed voting instruction forms to the Trust Management Committee by the deadline stated in the voting instruction form, which deadline shall be no less than 7 days before the time for holding the relevant general meeting and the selected participants will be given at least 7 days to consider how they would like to cast their votes. In so far as the duly signed and completed voting instruction forms from the selected participants have been received by the Trust Management Committee prior to the proposed deadline, the Trust Management Committee will calculate the total of votes for and against each proposed resolution and will instruct the Trustee accordingly, and the trustee shall vote only in accordance with the instructions of the Trust Management Committee which reflect the instructions of the selected participants;
- (ii) for those selected participants who fail to return a duly signed and completed voting instruction form to the Trust Management Committee prior to the proposed deadline as set out in the voting instruction form, the Trust Management Committee will not give any instruction to the trustee so that no votes will be cast for such award shares and the trustee shall abstain from voting with respect to such award shares; and
- (iii) for the avoidance of doubt, for other Shares held by the trustee which (i) have not been granted to any selected participants or (ii) are unvested, the Trust Management Committee will not give any instruction to the trustee so that the trustee will not cast votes for those ungranted or unvested Shares and the trustee shall also abstain from voting with respect to such Shares.

DIRECTORS' REPORT

The 2020 Share Award Scheme should be valid and effective for a period of 10 years from the date of adoption (being 7 January 2020) unless the Board may decide to terminate in advance. The remaining effective period for the 2020 Share Award Scheme was approximately 5 years and 10 months. Please refer to the announcements of the Company dated 8 January 2020 and 27 February 2020, respectively, for further details of the 2020 Share Award Scheme.

On 30 December 2020, 26 May 2021, 11 March 2022 and 29 June 2023, the Company respectively granted a total of 21,270,897 award shares, 15,260,449 award shares, 1,000,000 award shares and 7,400,000 award shares to eligible persons. For further details, please refer to the Company's announcements dated 30 December 2020, 26 May 2021 and 11 March 2022. The closing prices of the Share immediately before the dates of grant (i.e. 30 December 2020, 26 May 2021, 11 March 2022 and 29 June 2023) are HK\$10.78, HK\$13.12, HK\$13.24 and HK\$10.8, respectively. During the Reporting Period, the Company took into the consideration of the past performance of the eligible participants and their future possible contribution to the development of the Company when granting the award shares.

The Company had determined the conditions(s) of the vesting of those award shares granted in 2023 based on the collective and individual performance of the eligible participants. There were no cancelled award shares during the Reporting Period.

Details of the movements in the award shares granted under the 2020 Share Award Scheme during the Reporting Period are as follows:

Grantees	Date of Grant	Number of award shares not yet vested as at			Number of award shares not yet vested as at	
		1 January 2023 ¹	Granted ² during the Reporting Period	Vested ³	Lapsed	31 December 2023
Director						
GAO Nianshu	26 May 2021	2,904,179	—	1,452,090	—	1,452,089
Employees	30 December 2020	295,000	—	210,000	85,000	0
	26 May 2021	6,968,090	—	3,073,145	967,800	2,927,145
	11 March 2022	1,000,000	—	400,000	—	600,000
	29 June 2023	—	7,400,000	—	—	7,400,000
Total		11,167,269	7,400,000	5,135,235	1,052,800	12,379,234

**DIRECTORS'
REPORT**

Notes:

- 1) The vesting period shall commence on the date which is one year from the date of grant (i.e. 30 December 2020, 26 May 2021, 11 March 2022 and 29 June 2023, respectively) and end on the date which is three years from the date of grant. For further details, please refer to the announcements of the Company dated 30 December 2020, 26 May 2021, 11 March 2022 and 29 June 2023.
- 2) The vesting period shall commence on the date which is one year from the date of grant (i.e. 29 June 2023) and end on the date which is three years from the date of grant. Performance targets for such grant include the Company's financial performance indicators and the individual performance indicators of the grantees. The Company has determined the fair value of the award shares on the date of grant under the basis of market price, taking into account the characteristics of the award, including expected dividends and charged the same to profit or loss during the vesting period. The fair value of the award shares granted by the Company on 29 June 2023 is approximately HK\$10.52 per Share. Details of the fair value of the award shares at the time of grant and the accounting policies adopted are set out in note 31 to the consolidated financial statements.
- 3) The weighted average closing price of the Shares immediately before the vesting date of the award shares held by Mr. GAO Nianshu and employees are approximately HK\$13.10 and HK\$13.06, respectively.
- 4) No consideration is required to be paid upon the vesting of award shares.

2023 Share Award Scheme

On 4 December 2023, the Board adopted the 2023 Share Award Scheme, which is a scheme involving solely existing Shares and will not involve the issue of any new Shares. The purposes are (i) to recognise the contributions and fully motivate the potential and vitality of talents of the eligible persons, being those core management personnel of the Group; and (ii) to encourage the eligible persons to continue contributing to the strategic transformation, business growth and long-term development of the Group. Subject to the criteria and conditions as set out in the 2023 Share Award Scheme, any core management personnel whom the Board or the Remuneration Committee or their respective delegate(s) considers, in its sole discretion, to have contributed or will contribute to the Group is eligible to receive an award.

The maximum number of Shares underlying all grants to be made pursuant to the 2023 Share Award Scheme (excluding award shares which have been forfeited in accordance with the 2023 Share Award Scheme) shall not exceed 46,765,215 Shares, representing 5.0% of the total number of issued Shares as at the date of the adoption of the 2023 Share Award Scheme (accounting for approximately 5.0% of the total number of issued Shares as at the Latest Practicable Date). As the Company has not yet granted any award shares under the 2023 Share Award Scheme, as of 31 December 2023, the Company can further grant 46,765,215 award shares under the 2023 Share Award Scheme.

The terms of the 2023 Share Award Scheme do not specify the maximum entitlement for an individual participant.

The terms of the 2023 Share Award Scheme do not specify any period for an award to be vested, but specify that the Trust Management Committee may from time to time determine such vesting criteria and conditions or periods for the award to be vested.

The terms of the 2023 Share Award Scheme do not specify any amount required to be paid on acceptance of an award nor the payment period; and also do not provide for any basis of determining the purchase price of shares awarded.

DIRECTORS' REPORT

According to the 2023 Share Award Scheme, the Company may transfer to the trustee the necessary funds for the purchase of the Shares through on-market transactions at the prevailing market price or off-market purchase at the price determined by the Company; or transfer to the trust Shares repurchased by the Company subject to the compliance with the applicable rules and regulations; or instruct the trustee to accept Shares transferred, gifted, assigned, or conveyed to the trust from any Shareholder or any party designated by the Company from time to time in such number as such Shareholder or such party designated by the Company may at their sole and absolute discretion determine, for the operation of the 2023 Share Award Scheme.

For the vested award shares held under the trust, neither the selected participant nor the trustee is permitted to exercise any voting rights for such vested award shares, unless the trustee follows the voting mechanism as set out below:

- (i) in respect of each general meeting of the Company, the Company will send a voting instruction form to each of the selected participants to solicit votes from such selected participants. The voting instruction form will be very similar to the proxy form for the relevant general meeting and will set out a general description of the resolutions proposed at the general meeting and will allow the selected participants to select whether to vote for or against each of the resolutions. The relevant corporate communication concerning matters to be proposed at such general meeting (such as Shareholders' circular and annual report) will also be made available to each of the selected participants so that the selected participants will have all relevant information for considering the relevant resolutions as if they were Shareholders. Each selected participant shall be entitled to one vote for each of the vested award shares. The selected participants will be required to return the signed and completed voting instruction forms to the Trust Management Committee by the deadline stated in the voting instruction form, which deadline shall be no less than 7 days before the time for holding the relevant general meeting and the selected participants will be given at least 7 days to consider how they would like to cast their votes. In so far as the duly signed and completed voting instruction forms from the selected participants have been received by the Trust Management Committee prior to the proposed deadline, the Trust Management Committee will calculate the total of votes for and against each proposed resolution and will instruct the trustee accordingly, and the trustee shall vote only in accordance with the instructions of the Trust Management Committee which reflect the instructions of the selected participants; and
- (ii) for those selected participants who fail to return a duly signed and completed voting instruction form to the Trust Management Committee prior to the proposed deadline as set out in the voting instruction form, the Trust Management Committee will not give any instruction to the trustee so that no votes will be cast for such award shares and the trustee shall abstain from voting with respect to such award shares.

The 2023 Share Award Scheme should be valid and effective for a period of 10 years from the date of adoption (being 4 December 2023) unless the Board may decide to terminate in advance. The remaining effective period for the 2023 Share Award Scheme was approximately 9 years and 9 months. Please refer to the announcement of the Company dated 4 December 2023 for further details of the 2023 Share Award Scheme.

The Company did not grant award shares to any eligible person under the 2023 Share Award Scheme during the Reporting Period.

**DIRECTORS'
REPORT****GENERAL**

As the award shares granted under the 2020 Share Award Scheme and 2023 Share Award Scheme involved only existing Shares, no new Shares will be issued by the Company as a result of the grant of the above award shares. The number of Shares that may be issued in respect of share options granted under all the share schemes of the Company during the Reporting Period divided by the weighted average number of shares of the relevant classes in issue during the Reporting Period is approximately 18.93%.

Since 1 January 2023, unless separately approved by the Shareholders in general meeting (with the relevant eligible participant and such eligible participant's close associates (with the meaning ascribed thereto under the Listing Rules) (or such eligible participant's associates if such eligible participant is a connected person of the Company) abstaining from voting), no eligible participant shall be granted an award if such award will result in the total number of Shares issued and to be issued in respect of all share options and awards granted (excluding any lapsed share options and awards) to such eligible participant in the 12-month period up to and including the date of such grant would in aggregate exceed 1% of the total number of Shares in issue.

EQUITY-LINKED AGREEMENT

Save as disclosed in this annual report, no equity-linked agreement was entered into or renewed by the Company during the Reporting Period or subsisting as at 31 December 2023.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the Reporting Period, save for the purchase of a total of 951,900 Shares by the trustee on the Stock Exchange pursuant to the 2020 Share Award Scheme, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

ARRANGEMENTS ON PRE-EMPTIVE RIGHTS AND SHARE OPTIONS

For the Reporting Period, there were no provisions relating to pre-emptive rights, which required the Company to offer new Shares on a pro-rata basis to existing Shareholders, or any share option arrangement under the relevant laws of the British Virgin Islands and the Articles of Association.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries of all Directors, each of the Directors has confirmed that he/she has complied with the required standards as set out in the Model Code for the Reporting Period.

For the Reporting Period, the Company has also adopted its own code of conduct regarding employees' securities transactions on terms no less exacting than the standard as set out in the Model Code for the compliance by its relevant employees who are likely to be in possession of unpublished inside information of the Company in respect of their dealings in the Company's securities.

CONTINUING CONNECTED TRANSACTIONS

Below are the continuing connected transactions conducted or entered into by the Group during 2023 which were subject to reporting, annual review, announcement and/or independent Shareholders approval requirements pursuant to Chapter 14A of the Listing Rules. China Mobile Group in this section represents China Mobile Limited and its associates (as defined in Chapter 14A of the Listing Rules).

DIRECTORS' REPORT

Non-exempted continuing connected transactions

1 The provision of software products and services by the Group to China Mobile Group

The Company entered into the New Software Products and Services Framework Agreement with CMC on 28 October 2022, pursuant to which, the Company agreed to provide software products and services to the members of China Mobile Group, including but not limited to, the provision of software products and related deployment services, ongoing operation and maintenance services, data-driven operation services, business consulting services, system integration services, corporate trainings and procurement and sale of third-party hardware and software. The validity period of the New Software Products and Services Framework Agreement is from 1 January 2023 to 31 December 2025 (both days inclusive). CMC is a wholly-owned subsidiary of China Mobile Limited, which wholly owns China Mobile International Holdings Limited (a substantial Shareholder of the Company) and therefore a connected person of the Company under Chapter 14A of the Listing Rules.

Pricing policy: The prices to be charged by the Group for products and/or services to be provided to China Mobile Group under any separate definitive agreements pursuant to the New Software Products and Services Framework Agreement shall be determined based on arm's length negotiation between the parties and on order-by-order basis with reference to the prevailing market price, being the price offered to or charged by Independent Third Parties in contemporaneous transactions in respect of similar types of products or services in the ordinary course of business in the same or nearby service area and subject to normal commercial terms and in accordance with the principle of fairness and reasonableness.

The annual caps for 2023, 2024 and 2025 are RMB6,200,000,000, RMB6,900,000,000 and RMB7,600,000,000, respectively. The actual transaction amount for the Reporting Period was approximately RMB4,926,372,000 (2022: approximately RMB4,834,963,000).

Partially exempted continuing connected transactions

1 Technological services provided to the Group by AsialInfo Security

AsialInfo Security, being a company controlled by Dr. TIAN Suning (the chairman and executive Director) is a connected person of the Group pursuant to the Listing Rules.

On 29 December 2020, AsialInfo Security entered into the New Security Technological Security Service Framework Agreement with the Company, pursuant to which AsialInfo Security agreed to (i) provide technical staff to support the projects undertaken by the Group; and (ii) provide certain network security services and products to the Group. The validity period of the New Security Technological Security Service Framework Agreement is from 1 January 2021 to 31 December 2023.

Pricing policy: The service fees payable by the Group to AsialInfo Security under any separate technological service agreement pursuant to the New Security Technological Security Service Framework Agreement will be determined based on arm's length negotiation between the parties with reference to (i) the staff costs (including salaries and staff expenses) and/or (ii) market rate of similar products and services. In any event, such service fees shall not be higher than the price charged by AsialInfo Security to its independent customers for similar services and products.

The annual caps for each of 2021, 2022 and 2023 under the New Security Technological Security Service Framework Agreement shall be RMB15,000,000. The actual transaction amount for the Reporting Period was approximately RMB158,000 (2022: approximately RMB2,359,000).

**DIRECTORS'
REPORT****2 China Mobile Group leases workspace stations to the Group**

On 28 October 2022, the Group entered into the New Lease Framework Agreement with CMC, pursuant to which China Mobile Group has agreed to lease and use its reasonable endeavours and good faith to procure other members of China Mobile Group to lease workspace stations to any members of the Group to facilitate the Group's provision of software services to members of China Mobile Group. The validity period of the New Lease Framework Agreement is from 1 January 2023 to 31 December 2025 (both days inclusive).

Pricing policy: The pricing terms of the New Lease Framework Agreement and each definitive agreement shall be consistent with the following guidelines: (i) the terms of the lease shall be negotiated and agreed by the parties on an arm's length basis and shall be fair and reasonable; (ii) the rents shall represent the prevailing market rents of similar premises in neighbouring areas based on available property rental market comparables and, actual gross floor area of each of the leased premises; (iii) annual increments in rents shall be determined by reference to the potential increase in the value of the premises; and where property rental market comparables are not available, the pricing terms shall be determined on a fair and reasonable basis which is equivalent or comparable to those offered to or quoted by Independent Third Parties to the Group for similar premises in proximity.

The annual caps for 2023, 2024 and 2025 under the New Lease Framework Agreement shall be RMB12,000,000, RMB13,000,000 and RMB15,000,000, respectively. The actual transaction amount for the Reporting Period was approximately RMB6,219,000 (2022: approximately RMB5,554,000).

3 Provision of technological services and products to AsialInfo Security by the Group

On 29 December 2020, the Group entered into the New Security Technological Service Framework Agreement with AsialInfo Security, pursuant to which the Group agreed to provide (i) technical staff to support projects undertaken by AsialInfo Security Group; and (ii) certain software products and services to AsialInfo Security Group. The New Security Technological Service Framework Agreement has a term commencing from 1 January 2021 to 31 December 2023.

Pricing policy: pursuant to the New Security Technological Service Framework Agreement, the service fees payable to the Group under any separate technological service agreements are determined between the parties with reference to (i) staff costs (including staff salaries and disbursements) or cost of the products to be sold; (ii) the complexity of the nature of work and/or services to be provided; and (iii) a margin as agreed between the Group and AsialInfo Security taking into account the margin for the services/products of similar nature in the market by referring to margins for provision of similar services/sale of similar products by the Group to independent customers.

The annual caps under the New Security Technological Service Framework Agreement for each of the years of 2021, 2022 and 2023 shall be RMB20,000,000. The actual transaction amount for the Reporting Period was approximately RMB1,864,000 (2022: approximately RMB884,000).

4 Provision of information and telecommunication technology services and products by China Mobile Group to the Group

On 28 October 2022, the Group and CMC entered into the New Master Procurement Agreement regarding the provision of information and telecommunication technology services and products, including but not limited to voice services, information services (such as SMS, MMS, hotline, prepaid cards, wireless/wired broadband services), mobile cloud business related services and products, advertising and sales, customised application technology, application and other services, smart end and communication products, etc., by China Mobile Group to the members of the Group, for a term commencing from 1 January 2023 to 31 December 2025 (both days inclusive).

DIRECTORS' REPORT

Pricing policy: The prices to be charged by China Mobile Group for the services and products to be provided to the Group under any separate definitive agreements pursuant to the New Master Procurement Agreement shall be determined based on arm's length negotiation between the parties and subject to normal commercial terms and in accordance with the principles of fairness and reasonableness. Such prices shall be determined with reference to the prevailing market price, being the price offered to or charged by Independent Third Parties in contemporaneous transactions in respect of similar types of products or services in the ordinary course of business in nearby service areas.

The annual caps for 2023, 2024 and 2025 shall be RMB170,000,000, RMB230,000,000 and RMB290,000,000, respectively. The actual transaction amount for the Reporting Period was approximately RMB29,569,000 (2022: approximately RMB31,983,000).

For the Reporting Period, the independent non-executive Directors have reviewed the above continuing connected transactions and have confirmed that such transactions:

- (1) are entered into during the ordinary and usual course of business of the Group;
- (2) are on normal commercial terms or better terms; and
- (3) are in accordance with the agreements related to such transactions, the terms of which are fair and reasonable and in the interests of the Shareholders as a whole.

The Company's independent auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The independent auditor has issued an unqualified letter containing his findings and conclusions in respect of the continuing connected transactions in accordance with Rule 14A.56 of the Listing Rules.

The independent auditors' letter has confirmed that nothing has come to their attention that cause them to believe that the continuing connected transactions:

- (A) have not been approved by the Board;
- (B) were not, in all material respects, in accordance with the pricing policies of the Group as stated in this annual report;
- (C) were not entered into, in all material respects, in accordance with the relevant agreements governing the continuing connected transactions; and
- (D) have exceeded their respective annual caps for the Reporting Period set out in the previous announcements of the Company.

DIRECTORS' REPORT

Save as disclosed above, the related party transactions referred in note 33 to the consolidated financial statements do not constitute the connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

Save as disclosed in this annual report, and except continuing connected transactions (if any) that were fully exempt from the requirements under Chapter 14A of the Listing Rules by the Stock Exchange, there were no connected transactions or continuing connected transactions which are required to be disclosed by the Company during the Reporting Period in accordance with the provisions concerning the disclosure of connected transactions under Chapter 14A of the Listing Rules.

COMPLIANCE WITH DEED OF NON-COMPETITION

In order to ensure that we do not have direct competition between our activities and those of our substantial Shareholders, Skipper Investment Limited entered into a deed of non-competition in favor of the Company on 5 July 2018, pursuant to which Skipper Investment Limited has undertaken to the Company (for itself and for the interest of its subsidiaries) that it would not, and would use its best efforts to procure that its associates (except any members of the Group) shall not, whether directly or indirectly (including through any physical entities, partnership, joint venture or other contractual arrangement) or as a principal or agent, and whether on their own account or with each other or in conjunction with or on behalf of any person, firm or company or through any entities (except in or through any member of the Group) to carry on, engage, participate or hold any right or interest in or render any services to or otherwise be involved in any business which is in competition, directly or indirectly, with the business of any member of the Group. If any investment or other business opportunities relating to our business are identified by Skipper Investment Limited (the "Business Opportunities"), it shall refer such Business Opportunities to the Company and shall not seek such Business Opportunities unless the Directors or Board Committees decline the Business Opportunities. For details of the deed of non-competition, please refer to the Prospectus.

Skipper Investment Limited has provided the Company with the confirmation in writing of compliance of the deed of non-competition. The independent non-executive Directors have also reviewed the compliance of the deed of non-competition (in particular, the right of first refusal relating to any Business Opportunities) by Skipper Investment Limited, and considered that the deed of non-competition has been complied with for the Reporting Period.

CONTRACT OF SIGNIFICANCE

At no time during the Reporting Period had the Company or any of its subsidiaries entered into any contract of significance with the controlling Shareholder or any of its subsidiaries, nor had any contract of significance been entered into for the services provided by the controlling Shareholder or any of its subsidiaries to the Company or any of its subsidiaries.

PERMITTED INDEMNITY PROVISIONS

In accordance with the Articles of Association and subject to any applicable laws and regulations, each Director (who is being appointed from time to time) shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him/her as a Director in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour, or in which he/she is acquitted. The Company has arranged appropriate insurance cover in respect of legal action against the Directors.

DONATIONS

During the Reporting Period, charitable and other donations made by the Group were approximately RMB646,200 (2022: approximately RMB940,000).

DIRECTORS' REPORT

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

For details, please refer to the Corporate Governance Report in this annual report.

SUFFICIENT PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that for anytime for the Reporting Period and up to the Latest Practicable Date prior to the issue of this annual report, at least 25% of the total issued share capital (the minimum public float percentage required by the Stock Exchange and the Listing Rules) of the Company was held by the public.

TAX RELIEF AND EXEMPTION

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

MATERIAL LEGAL PROCEEDINGS AND COMPLIANCE

For the Reporting Period and up to the date of this annual report, to the knowledge of Directors, the Company has complied with applicable laws and regulations in all material respects, and there are no material legal proceedings or claims which are pending or threatened against the Company.

AUDIT COMMITTEE

The Audit Committee had, together with the management and external auditor of the Company, reviewed the accounting standards and practices adopted by the Group and the audited financial results of the Group for the Reporting Period.

AUDITORS

Approved by the annual general meeting of the Company held on 25 May 2023, KPMG was re-appointed as the auditor of the Company to review the consolidated financial statements prepared in accordance with Hong Kong Financial Reporting Standards for the year ended 31 December 2023, and hold office until the conclusion of the next AGM of the Company. KPMG shall retire and, being eligible, have offered themselves for re-appointment as the auditor of the Company at the AGM. KPMG has audited the accompanying consolidated financial statements prepared based on the Hong Kong Financial Reporting Standards for the Reporting Period.

A resolution will be proposed at the AGM for the approval of Shareholders to re-appoint KPMG as the auditor of the Company for the year ending 31 December 2024.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed above, since the end of the Reporting Period and up to the date of this annual report, there has been no significant event after the Reporting Period that affects the Group.

By order of the Board

Dr. TIAN Suning

Chairman and Executive Director

CORPORATE GOVERNANCE REPORT

The Board is pleased to present the corporate governance report set out in this annual report for the Reporting Period.

CORPORATE PURPOSE, VALUES AND CULTURE

Since its establishment in 1993, the Group has adhered to the values of “Customer-focused, Results-oriented, Openness and Collaboration, Pursuit of Efficiency and Embracing Change”. It is committed to promoting the development of the Group with the corporate vision of “becoming the most reliable digital intelligence value creator.” The Directors and employees of the Group work with a responsible and professional attitude, striving to meet the diverse needs of customers with innovative and advanced technologies, and providing end-to-end and full-link digital intelligence services.

The Group has always had the mission of “Renewing customers’ value and promoting China’s digital development based on digital intelligence full-stack capabilities”. As a member of the global authoritative organisation in the telecommunications industry, the Company is able to understand industry trends and provide high-quality services to customers. The Directors closely monitor the profitability and revenue of the Group, determining whether the Group’s business can meet the needs of customers. The Group also actively participates in various exhibitions, forums, and summits to exchange industry data and information with peers and promote the development of China’s digital economy.

The Group is committed to promoting corporate culture and regularly conducts training sessions to ensure that the Directors and employees have a proper understanding of the Group’s purpose, values and culture. The Directors also receive regular updates on the latest legal and regulatory information to prevent the Company from falling into legal pitfalls in its operations.

The Group understands that its success relies on the continuous efforts of core employees and technical personnel. In recognition of the contributions made by employees to the Company and to encourage them to continue supporting the long-term development of the Company and the Group, the Company adopted a share option scheme and two share award schemes in 2019, 2020 and 2023. The Company has also established an employee incentive mechanism, in the hope of offering and ensuring talents reserve for the Company’s sustainable development.

The Group has also established guidelines related to possible improprieties in matters of finance or other matters and anti-corruption policies, encouraging employees and other parties who deal with the Group to report related issues. The Group takes each reported case seriously, conducting thorough examinations and investigations to prevent any further harm to the interests of the Group. Meanwhile, the Group regularly reviews and updates these policies to ensure their effective implementation.

The Board conducts a semi-annual review of the risk management and internal control systems to ensure that those systems assist the Group in promoting its values and culture.

The Group believes that through the aforementioned measures, the Group and its employees can consistently uphold the purpose, values and culture of the Group, facilitating the smooth progress of the Group’s future development.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. The Company has adopted the CG Code as its own code of corporate governance. The Company has applied the principles of the CG Code on the Company's corporate governance structure and operation, and had complied with all applicable code provisions of the CG Code for the Reporting Period.

The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

RESPONSIBILITY OF THE BOARD

The Board is responsible for the overall leadership of the Group and oversees the strategic decisions and monitors business and performance of the Group. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company's affairs, the Board has established four Board Committees, including the Audit Committee, the Nomination Committee, the Remuneration Committee and the Strategy and Investment Committee. The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and the Shareholders at all times. The Company has maintained appropriate liability insurance for legal proceedings against Directors and will review the coverage of the insurance annually.

COMPOSITION OF THE BOARD

As at the date of this annual report, the Board comprises 12 Directors, which includes 3 executive Directors, 5 non-executive Directors and 4 independent non-executive Directors. The members of the Board are set out as follows:

Name	Gender	Position
TIAN Suning	Male	Executive Director (Chairman)
GAO Nianshu	Male	Executive Director (Chief Executive Officer)
XIN Yuesheng	Male	Executive Director
ZHANG Yichen	Male	Non-executive Director
DING Jian	Male	Non-executive Director
CHENG Xike	Male	Non-executive Director
YANG Lin	Male	Non-executive Director
LIU Hong	Female	Non-executive Director
GAO Jack Qunyao	Male	Independent non-executive Director
ZHANG Ya-Qin	Male	Independent non-executive Director
GE Ming	Male	Independent non-executive Director
TAO Ping	Female	Independent non-executive Director

The biographies of the Directors are set out in the "Profiles of Directors and Senior Management" section in this annual report.

CORPORATE GOVERNANCE REPORT

During the Reporting Period and up to the date of this annual report, the Board has complied with the requirements of Rules 3.10(1) and 3.10(2) of the Listing Rules in relation to the appointment of at least three independent non-executive Directors with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise at any time.

The Company has also complied with the requirement of Rule 3.10A of the Listing Rules in relation to appointing independent non-executive Directors as equivalent to one-third members of the Board. The Company regarded all independent non-executive Directors as independent parties in accordance with Rule 3.13 of the Listing Rules.

Save as disclosed in biographies of the Directors set out in the section headed “Profiles of Directors and Senior Management” in this annual report, none of the Directors has any relationship (including financial, business, family members or other material/relevant relationship) with any other Directors or chief executives (particularly the chairman and Chief Executive Officer).

We are committed to promoting the culture of diversity in the Company. We have strived to promote diversity to the extent practicable by taking into consideration a number of factors in our corporate governance structure. We have adopted the Board Diversity Policy which sets out the objective and approach to achieve and maintain diversity of the Board in order to enhance the effectiveness of the Board.

We are also committed to promoting diversity of the management (including but not limited to the senior management) of the Company to enhance the effectiveness of our corporate governance as a whole. All Directors, including independent non-executive Directors, have brought a variety of valuable business experience, knowledge and professional skills to the Board for its efficient and effective running. Independent non-executive Directors are invited to serve on the Board Committees like the Audit Committee, the Remuneration Committee and the Nomination Committee.

As regards to the CG Code provision requiring Directors to disclose the number and nature of positions held in listed companies or organisations and other significant commitments as well as their identity and the time involved to the issuer, the Directors have agreed to disclose their commitments to the Company in a timely manner.

INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Each newly appointed Director is provided with necessary induction training and information to ensure that he/she has a proper understanding of the Company’s operations and businesses as well as his/her responsibilities under relevant statutes, laws, rules and regulations in accordance with code provision C.1.1 of the CG Code. The Company will also arrange regular seminars to provide Directors with updates on latest developments and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company’s performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills, ensuring that their contribution to the Board consistently remains well informed and thoroughly relevant. The company secretary of the Company has from time to time updated and provided written training materials relating to the roles, functions and duties of a Director.

CORPORATE GOVERNANCE REPORT

All Directors have complied with code provision C.1.4 of the CG Code in relation to the training of Directors. During the Reporting Period, the Company has provided all Directors with training, including on Directors' responsibilities, the Listing Rules and corporate governance matters, and has provided executive Directors and management with internal training in relation to the Company.

A summary of training received by the Directors for the Reporting Period is as follows:

Name of Directors	Nature of Continuous Professional Development Training ^{Note}
<i>Executive Directors</i>	
TIAN Suning	A, B
GAO Nianshu	A, B
XIN Yuesheng	A, B
<i>Non-executive Directors</i>	
ZHANG Yichen	A, B
DING Jian	A, B
CHENG Xike	A, B
YANG Lin	A, B
LIU Hong	A, B
<i>Independent non-executive Directors</i>	
GAO Jack Qunyao	A, B
ZHANG Ya-Qin	A, B
GE Ming	A, B
TAO Ping	A, B

Notes:

- A: Attending seminars and/or conferences and/or forums and/or briefings, or making speeches on seminars and/or conferences and/or forums, or participating in trainings provided by law firms that are relating to the business of the Company
- B: Reading materials on various topics, including corporate governance matters, Directors' responsibilities, the Listing Rules and other relevant laws and regulations

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under code provision C.2.1 of the CG Code, the roles of chairman of the Board and Chief Executive Officer should be separate and performed by different individuals. The positions of chairman of the Board and Chief Executive Officer are separately held by Dr. TIAN Suning and Mr. GAO Nianshu, respectively, with a clear distinction in responsibilities. The chairman of the Board is responsible for providing strategic advice and guidance on the development of the Group, while the Chief Executive Officer is responsible for the day-to-day operations of the Group.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Pursuant to the requirement of the Articles of Association, the Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company upon appointment and shall then be eligible for re-election at the relevant general meeting.

Each of Dr. TIAN Suning and Mr. GAO Nianshu has entered into a service contract with the Company, under which they have agreed to act as executive Directors for an initial term of three years commencing from 30 December 2022. In addition, an executive Director, being Mr. XIN Yuesheng, has entered into a service contract with the Company for a term of three years commencing from 28 December 2023. Such contract shall be terminated by not less than three months' notice in writing served by the executive Director or the Company.

A non-executive Director, being Mr. CHENG Xike, has entered into a letter of appointment with the Company for a term of one year commencing from 30 June 2023. Each of the following non-executive Directors, being Mr. YANG Lin and Ms. LIU Hong, and an independent non-executive Director, being Ms. TAO Ping, has entered into a letter of appointment with the Company for a term of one year commencing from 2 September 2023. A non-executive Director, being Mr. DING Jian, has entered into a letter of appointment with the Company for a term of three years commencing from 28 December 2023. In addition, each of the other non-executive Directors and independent non-executive Directors has entered into a letter of appointment with the Company for a term of one year commencing from 30 December 2023.

No Director has entered into any service contract with the Company which is not determinable within one year without payment of compensation (other than statutory compensation). For further details of the terms of appointment of non-executive Directors, please refer to the section headed "Directors' Term of Office and Service Contracts" in the Directors' Report.

The Company may from time to time by resolution of members increase or reduce the number of Directors, provided that the number of Directors shall not be less than 2. Subject to the provisions of the Articles of Association and requirements under the statutes, the Company may by resolution of members elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director appointed to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company upon appointment, and in each case such Director shall then be eligible for re-election at the relevant meeting.

CORPORATE GOVERNANCE REPORT

No person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least 7 days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than 7 days prior to the date of such meeting, there has been given to the company secretary notice in writing by a member (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board composition and making recommendations to the Board on the appointment and re-election of Directors and succession planning for Directors.

BOARD MEETINGS

The Company adopted the practice of holding Board meetings regularly, at least four times a year as required by code provision C.5.1 of the CG Code, and at approximately quarterly intervals. Notices of not less than 14 days are given for regular Board meetings to provide all Directors with an opportunity to attend the regular meeting and discuss matters in the agenda therein.

For other Board and Board Committee meetings, reasonable notice will be given by the Company. Notices of meetings, which include the agenda and accompanying Board papers are dispatched to the Directors at least 3 days before the Board and Board Committees meetings to ensure that they have sufficient time to review the accompanying documents and are adequately prepared for the meetings. When Directors or Board Committees members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the chairman prior to the meeting.

Dr. TIAN Suning, the chairman of the Board and the chairman of the Nomination Committee, had attended the annual general meeting in 2023 as required by code provision F.2.2 of the CG Code. The chairman of the Audit Committee, Mr. GE Ming, and the representatives of the independent auditor of the Company were also present at the meeting to answer questions from the Shareholders.

Minutes of the Board meetings and Committee meetings will record in sufficient detail the matters considered by the Board and the Board Committees and the decisions reached, including any concerns raised by the Directors. The company secretary of the Company will keep the minutes of meetings. Draft minutes of each Board meeting and Board Committee meeting are sent/will be sent to the Directors for their consideration, reference and record purposes within a reasonable time after convening the meetings. The minutes of the Board meetings are open for inspection by all Directors.

The Board held a total of four meetings in 2023. The attendance of each Director at the Board meetings, Board Committees meetings and annual general meeting (whether in person or electronically) is detailed in the table below:

Name of Directors	Attendance/Board Meetings, Board Committees Meetings and Annual General Meeting					
	Board Meeting	Audit Committee	Nomination Committee	Remuneration Committee	Strategy and Investment Committee	Annual General Meeting
<i>Executive Directors</i>						
Dr. TIAN Suning	4/4	—	1/1	—	—	1/1
Mr. GAO Nianshu	4/4	—	1/1	—	—	1/1
Mr. XIN Yuesheng	4/4	—	—	1/1	—	1/1
<i>Non-executive Directors</i>						
Mr. ZHANG Yichen	4/4	—	—	—	—	1/1
Mr. DING Jian	2/4	—	—	—	—	0/1
Mr. CHENG Xike	4/4	4/4	—	—	—	1/1
Mr. YANG Lin	4/4	—	—	—	—	0/1
Ms. LIU Hong	4/4	—	1/1	—	—	1/1
<i>Independent non-executive Directors</i>						
Dr. GAO Jack Qunyao	4/4	—	1/1	1/1	—	1/1
Dr. ZHANG Ya-Qin	4/4	3/4	1/1	1/1	—	0/1
Mr. GE Ming	4/4	4/4	1/1	—	—	1/1
Ms. TAO Ping	4/4	4/4	1/1	—	—	1/1

An annual meeting between the chairman of the Board and all independent non-executive Directors without the presence of other Directors was arranged, providing an effective platform for the chairman of the Board to listen to their independent views on various issues concerning the Group.

CORPORATE GOVERNANCE REPORT

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Having made specific enquiries of all Directors, each of the Directors has confirmed that he/she had complied with the required standards as set out in the Model Code during the Reporting Period.

For the Reporting Period, the Company also adopted its own code of conduct regarding employees' securities transactions on terms no less exacting than the standard set out in the Model Code for the compliance by its relevant employees who are likely to be in possession of unpublished inside information of the Company in respect of their dealings in the Company's securities.

DELEGATION BY THE BOARD

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

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

CORPORATE GOVERNANCE FUNCTIONS

The Board recognises that corporate governance should be the collective responsibility of Directors. Their corporate governance duties include:

- (a) to formulate, review and monitor the Company's policies and practices on compliance with legal and regulatory requirements, and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors;
- (d) to develop and review the Company's policies and practices on corporate governance and to make recommendations and report to the Board;
- (e) to review the Company's compliance with the CG Code and disclosure in the corporate governance report; and
- (f) to review and monitor the Company's compliance with the Company's whistleblowing policy and anti-corruption policy.

The Board had reviewed and performed the above corporate governance functions during the Reporting Period.

BOARD COMMITTEES

Audit Committee

The Audit Committee consists of four members: i.e. three independent non-executive Directors, being Mr. GE Ming (Chairman), Dr. ZHANG Ya-Qin and Ms. TAO Ping, and one non-executive Director, being Mr. CHENG Xike, with the majority of them being independent non-executive Directors.

The primary duties of the Audit Committee are as follows:

1. to monitor the completeness of the financial statements of the Company and the annual reports and accounts, the interim reports, and review the material accounting judgements stated in the financial statements and reports;
2. to review the financial statements and reports and consider any significant or unusual matters raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or the auditor before submission to the Board;
3. to review the adequacy and effectiveness of the Company's internal audit function, financial control and reporting systems; internal control system and risk management system and associated procedures, including the adequacy of the resources, staff qualifications and experience, training programs and budget of the Company's accounting and financial reporting function; and
4. to make recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and approve the remuneration and terms of engagement of the external auditor.

The written terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company.

In the four meetings held in 2023, the Audit Committee had performed various duties, including reviewing the 2022 annual results and the 2023 interim results of the Group as well as the reports prepared by the external auditor relating to accounting matters and other major findings identified during the course of the interim review and annual audit, and reviewing the reports on the responsibilities of the risk management and internal control systems of the Group, the effectiveness of the Company's internal audit function and the fulfillment of other obligations set out in the CG Code. During the Reporting Period, the Board had no disagreement with the Audit Committee's view on the re-appointment of the Company's external auditor.

CORPORATE GOVERNANCE REPORT

Nomination Committee

The Nomination Committee consists of seven members: i.e. two executive Directors, being Dr. TIAN Suning (Chairman) and Mr. GAO Nianshu, four independent non-executive Directors, being Dr. GAO Jack Qunyao, Dr. ZHANG Ya-Qin, Mr. GE Ming and Ms. TAO Ping, and one non-executive Director, being Ms. LIU Hong.

The primary duties of the Nomination Committee are as follows:

1. to review the structure, number and composition (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company's strategy;
2. to identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships;
3. to assess the independence of independent non-executive Directors;
4. to make recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for Directors, in particular the chairman and the chief executive officer; and
5. to perform tasks allocated by the Board from time to time.

The Nomination Committee assesses the candidate or incumbent on criteria such as integrity, experience, skills and ability to commit time and effort to carry out the duties and responsibilities. The recommendations of the Nomination Committee will then be put to the Board for decision.

The written terms of reference of the Nomination Committee are available on the websites of the Stock Exchange and the Company.

In the meeting held in 2023, the Nomination Committee had performed various duties, including reviewing the structure, number and composition (including the skills, knowledge and experience) of the Board, assessing the independence of independent non-executive Directors, making recommendations to the Board on matters relating to the succession of Directors and disclosing the policy on nomination of Directors during the Reporting Period, including the nomination process adopted by the Nomination Committee for director candidates and the selection and recommendation criteria during the Reporting Period.

Policy for Nomination of Directors

The Company had adopted its policy for the nomination of Directors through a resolution on 23 March 2020 and the summary is as follows: the Company values the selection process of the Board members with high transparency. The nomination policy aims to ensure that the Board maintains a balance on the skills, experience and diversity of views to meet the business needs of the Company. The Nomination Committee has been appointed to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. The Board is ultimately responsible for (i) the selection and appointment of new Directors, and (ii) the relevant matters in relation to retirement by rotation and re-election at annual general meetings pursuant to the Articles of Association.

Diversity

The Company had adopted the Board Diversity Policy along with setting the measurable targets for implementing this policy in order to achieve the approach adopted for the diversity of the Board. The Company is convinced that the diversity of the Board is beneficial to improve the quality of its performance. When setting up composition of the Board, the Company considers the diversity of the Board from various measurable aspects, including but not limited to skills, professional experience, knowledge, expertise, culture, independence, race, age and gender. The Directors have a balanced mix of knowledge and skills, including knowledge and experience in the areas of business management, telecommunications, information technology, software solutions, finance, investment, auditing and accounting. They obtained degrees in various majors including business administration, natural resources management, library science, engineering, computer science, telecommunications, economics and accounting. All appointments to the Board are based on the principle of meritocracy, while considering diversity, including gender diversity. The measurable targets for the implementation of this diversity policy include independence, educational background, professional qualifications and years of employment.

Our Board members have a wide range of age, ranging from 34 years old to 73 years old. With respect to the succession of Directors, the Nominating Committee will also engage assistance in identifying potential female Board members as and when necessary. The Board will continue to adjust the proportion of female members in the future if suitable candidates are available. Details of the current members of the Board are set out as follows:

Gender		Male	Female		
		10	2		
Age group	30-39	40-49	50-59	60-69	70-79
	1	0	5	5	1
Length of service	5 years or below		6-10 years	Over 10 years	
	7		3	2	

In 2023, the Group employed 13,577 full-time employees, of which 10,355 were male and 3,222 were female. The gender ratio of all employees (including senior management) is approximately 76.27% (male) and approximately 23.73% (female), respectively.

It is less relevant for the Group to achieve gender diversity across the workforce (including senior management) given the nature of the business of the Group, yet we still have taken, and will continue to take steps to promote gender diversity at all levels of our Company, including but not limited to the Board and the management levels. In particular, one out of five of the existing senior management of the Company are female and our company secretary is female. We will also continue to apply the principle of appointments based on merits with reference to our diversity policy as a whole.

The policy is subject to annual review by the Nomination Committee. The Company will continue to monitor and evaluate the diversity policy from time to time to ensure its continuous effectiveness.

CORPORATE GOVERNANCE REPORT

Remuneration Committee

The Remuneration Committee consists of three members: i.e. two independent non-executive Directors, being Dr. GAO Jack Qunyao (Chairman) and Dr. ZHANG Ya-Qin, and one executive Director, being Mr. XIN Yuesheng.

The primary duties of the Remuneration Committee are as follows:

1. to make recommendations to the Board on the Company's overall policy and structure for the remuneration of all Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;
2. to review and approve the management's remuneration proposals with reference to the corporate goals and objectives determined by the Board from time to time;
3. to make recommendations to the Board on the remuneration packages of individual Directors and senior management (i.e. the code provision E.1.2(c)(ii) of the CG Code is adopted). These, among other things, include benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment);
4. to assess performance of the executive Directors and approve the terms of the executive Directors' service contracts;
5. to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions of the employees of the Group in other places;
6. to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with such contractual terms and is otherwise fair and not excessive;
7. to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
8. to review and/or approve matters relating to share schemes described under Chapter 17 of the Listing Rules; and
9. to ensure that no Director or any of his/her associates (as defined in the Listing Rules) is involved in deciding his/her own remuneration.

The written terms of reference of the Remuneration Committee (as amended and approved by the Board on 30 December 2022) are available on the websites of the Stock Exchange and the Company.

In 2023, the Remuneration Committee held one meeting and has performed primary duties such as reviewing the Group's policy on remuneration of all the Directors and senior management of the Group, evaluating the performance of the executive Directors, approving the terms of the executive Directors' service contracts, reviewing and approving the terms of the 2023 Share Award Scheme and its adoption, reviewing and approving the grant of options and award shares. The Remuneration Committee, after assessing their performance, had advised the Board on the remuneration packages of all executive Directors and senior management of the Group, and the remuneration of the independent non-executive Directors. The Remuneration Committee was notified that the Board has not resolved to approve any remuneration or cooperation arrangements with which the Remuneration Committee has disagreed with.

CORPORATE GOVERNANCE REPORT

Strategy and Investment Committee

The Strategy and Investment Committee consists of five members: i.e. three executive Directors, being Mr. XIN Yuesheng (Chairman), Dr. TIAN Suning and Mr. GAO Nianshu, and two non-executive Directors, being Mr. DING Jian and Mr. YANG Lin.

The primary duties of the Strategy and Investment Committee are as follows:

1. to conduct research on the long-term strategic planning, annual operational plans, investment policies and major investment and financing projects of the Company and make recommendations, and to monitor and follow up on major investment and financing projects approved by the Shareholders' meeting and the Board and to notify all Directors in a timely manner;
2. with the authorisation of the Board, to approve major discloseable investment and financing projects with a total transaction amount (in a single transaction or transactions under the same project) of more than RMB50 million (including RMB50 million) but not subject to the Board's approval, other than ordinary operating loans, credits, privatisation loans and income-based transactions in the ordinary course of business. Matters related to the approvals above shall also comply with the relevant requirements of the Listing Rules regarding notifiable transactions;
3. to conduct research on other major matters that may have impacts on the development of the Company and make recommendations to the Board; and
4. other matters stipulated by the terms of reference of the Strategy and Investment Committee and authorised by the Board.

The written terms of reference of the Strategy and Investment Committee are available on the websites of the Stock Exchange and the Company.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors understand and acknowledge their responsibility for preparing for the Company's consolidated financial statements for the Reporting Period which give a true and fair view of the Group's conditions, results and cash flows.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with monthly updates on the Company's performance, positions and prospects.

The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern. The statement by the auditor regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the section headed "Independent Auditor's Report" of this annual report.

CORPORATE GOVERNANCE REPORT

REMUNERATION OF SENIOR MANAGEMENT

Our senior management receive remuneration in the form of salaries, bonuses, contributions to pension schemes, long-term incentives (including share-based incentives), housing and other allowances and benefits in kind subject to applicable laws, rules and regulations.

The remuneration of senior management of the Company (whose biographies are set out in the section headed “Profiles of Directors and Senior Management” of this annual report) for the Reporting Period falls under the following bands:

Band of remuneration	Number of individuals
HK\$8,500,001 to HK\$9,000,000	1
HK\$9,500,001 to HK\$10,000,000	2
HK\$12,500,001 to HK\$13,000,000	1
HK\$17,000,001 to HK\$17,500,000	1

REMUNERATION OF AUDITOR

For the Reporting Period, in respect of audit and non-audit services offered to the Company by the auditor of the Company, KPMG, the remuneration paid or payable by the Group are set out as follows:

Classification of services	Amount RMB'000
Audit and audit-related services	6,550
Non-audit services ⁽ⁱ⁾	190
Total	6,740

Note:

(i) The non-audit services conducted by the auditor mainly include tax advisory services.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it is the responsibility of the Board for maintaining adequate risk management and internal control systems and internal audit function to safeguard Shareholders’ investments and the Company’s assets and reviewing the effectiveness of such systems annually. The Board reviews such systems on a semi-annual basis.

The Group’s risk management and internal control team plays an important role in monitoring the Group’s internal governance. The major duties of the internal control team are to regulate and review the Company’s financial condition and internal control and conduct comprehensive audits of all branches and subsidiaries of the Company on a semi-annual basis.

CORPORATE GOVERNANCE REPORT

With the requirements of the CG Code, the Company has established a “three-level” risk management framework consisting of functional back office, internal audit and external auditor. Internal audit department has released risk management system and continuously monitors the completeness, rationality and effectiveness of the system by identifying and assessing major external and internal risks during risk surveys of the headquarters and business units. Effective procedures on internal control deficiencies were implemented to enhance the risk control and prevention ability.

The Company has now established a complete and effective internal control system in which systematic internal control and necessary internal supervision mechanism have been established from the corporate level to the business operation level. The existing scope of evaluation of the Company comprises internal environment, risk assessment, control activities, information and communication and internal supervision; major businesses within the scope of the evaluation are sales, costs, funding, finance, procurement, investment and related transactions. Meanwhile, the independent evaluation of the design of internal control of the Company and the efficiency and effectiveness of implementation is conducted by way of risk inspection, internal audits, supervisors’ inspection, etc. in an effort to ensure legal and compliant operations of the Company, asset safety, and the authenticity and completeness of financial reports and relevant information.

The Company has formulated and issued the Asiainfo Inside Information and Insider Dealing Management System which has clarified the departments responsible for managing inside information, the scope of application, and the requirements for prohibited behaviors. We have implemented a registration and management system for those who are aware of inside information and require them to sign a confidentiality commitment for inside information. It prescribes registration requirements for the insider before the disclosure of inside information and stipulates that insiders should not deal with the securities of the Company or should report his securities transactions in advance. These measures have effectively controlled the risks of inside information disclosure and insider dealing.

The Company’s risk management and internal control systems are designed to manage rather than to eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

The Board has reviewed risk management and internal control systems and internal audit of the Group for the Reporting Period and believes that such systems are effective and adequate.

RESPONSE TO MAJOR RISKS

In 2023, the Group conducted an annual risk review and assessment of the Company as a whole based on the corporate risk management framework, and formulated coping and monitoring measures for major risks so as to prevent or reduce possible occurrence of major risks in the Company.

The Company saw a rapid development in the results of operations in 2023. We derived a significant portion of our revenue from telecom operators in China, which depended on our ability to develop and maintain longstanding business relationships with telecom operators in China. Our close relationships with clients might be impaired if we failed to offer software products and services required by telecom operators or if telecom operators turned to our competitors instead for the purpose of sourcing software products and services. We owed our success of business to the continuing efforts made by our core management and technical personnel, and our business might be affected to a certain extent if we lost their services or they competed against us.

CORPORATE GOVERNANCE REPORT

In order to cope with its potential operational risks and ensure its continuous and long-term development, the Company increased its input to business support, 5G intelligent network, data-driven operation, big data and AI products. Additionally, the Company also actively participated in the transformation and upgrading of telecom operators by supporting the R&D of various large-scale IT projects, further consolidating our leading position in the telecom software and service market. Moreover, we strengthened the management of core management and technical personnel, designed career development channels for talents, and simultaneously improved the incentive mechanism and continued to reinforce staff training, in the hope of offering and ensuring talents reserve for the Company's sustainable development.

WHISTLEBLOWING POLICY

The Group adopted a whistleblowing policy which provides reporting channels and guidance to employees and other parties who deal with the Group (e.g. contractors and suppliers, etc.) to report possible improprieties in matters of finance or other matters. They may raise concerns, in confidence, to the Audit Committee about the possible improprieties in any matters related to the Company. As anonymous whistleblowing can only provide limited information, hence hindering any relevant investigation and follow-up work, we encourage whistleblowers to state their names to enhance investigation efficiency. A member of the Audit Committee has been appointed as the contact person for channeling any possible irregularities reflected by the staff, suppliers and distributors.

ANTI-CORRUPTION POLICY

The Group has established anti-corruption policies to prohibit employees from receiving any advantages offered by customers, suppliers, colleagues, or other parties, while they are performing employee duties, and prohibit any activities involving conflicts of interest, bribery, extortion, fraud, and money laundering. The Group endeavors to maintain high moral standard and integrity, and hence we require our employees and encourage employees, customers, suppliers, or other parties to report incidents relating to any conflicts of interest to ensure that the employees of the Group would comply with the Prevention of Bribery Ordinance of Hong Kong, Chapter 201 of the Laws of Hong Kong (香港《防止賄賂條例》(香港法例第201章)), Criminal Law of the People's Republic of China (《中華人民共和國刑法》), the Anti-money Laundering Law of the People's Republic of China (《中華人民共和國反洗錢法》), the Anti-Unfair Competition Law of the People's Republic of China (《中華人民共和國反不正當競爭法》). A whistle-blowing mechanism is in place for employees and external stakeholders to report any kinds of malpractices through our reporting channels. The Group protects the identity of whistle-blower and keeps the reported information confidential. Internal investigation will be undergone to verify the reported case(s) and remedial actions will be taken where necessary based on the result findings of the investigation. The Group reviews the policy annually to ensure that it remains appropriate.

MECHANISM TO ENSURE INDEPENDENT VIEWS AND INPUT ARE AVAILABLE TO THE BOARD

The Company has adopted certain mechanisms to ensure independent views and input are available to the Board, details of its key features are as follows:

1. the Company shall arrange/purchase appropriate and sufficient resources and insurance coverage in respect of any matter relating to the obtaining of independent opinions by the Board; and
2. the Board shall review its structure, size, composition (including the skills, knowledge and experience) and the Board Diversity Policy at least once a year to maintain a balanced composition of executive Directors and non-executive Directors (including independent non-executive Directors).

CORPORATE GOVERNANCE REPORT

The Board should review the implementation and effectiveness of the abovementioned mechanisms on an annual basis. The Board had reviewed the same for the Reporting Period and was of the opinion that those are proper, adequate and/or effective.

COMPANY SECRETARY

The Company engages Ms. YU Wing Sze (余詠詩) from an external service provider as the company secretary. Ms. YU is the primary corporate contact person of the external service provider whose primary contact person at the Company is Mr. ZHAO Yan, the senior office director of the Board office.

For the Reporting Period, Ms. YU has undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

SHAREHOLDERS' RIGHTS

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 on 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.

PROCEDURES FOR CONVENING OF EXTRAORDINARY GENERAL MEETINGS AND PUTTING FORWARD PROPOSALS/RESOLUTIONS

Pursuant to Article 10.3 of the Articles of Association, on the requisition of the Shareholders at the date of deposit of the requisition holding not less than one-tenth of the number of issued Shares at the principal place of business of the Company in Hong Kong having the right to vote at general meetings, the Board is obliged to proceed to convene an extraordinary general meeting. The requisitionists must state the purposes of the meeting and sign the requisition letter. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting as a physical meeting at only one location which will be the principal meeting place, provided that any meeting so convened shall not be held after the expiration of 3 months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company. The Shareholders who wish to put forward proposals and/or resolutions may requisition an extraordinary general meeting and include a proposal and/or resolution at such meeting pursuant to Article 10.3 of the Articles of Association.

Shareholders may send the written request to the Company's principal place of business in Hong Kong at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay to the attention of the company secretary of the Company.

SHAREHOLDERS' ENQUIRIES TO THE BOARD

Shareholders may send their enquiries in writing with contact details (including registered name, address, telephone number and email address) to the Company's principal place of business in Hong Kong at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay to the attention of the company secretary of the Company.

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.

CORPORATE GOVERNANCE REPORT

COMMUNICATION POLICY WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognises the importance of timely and non-selective disclosure of its information, which will enable Shareholders and investors to make informed investment decisions. The Company establishes an investor relations department and liaison mailbox (asiainfo@iprogilvy.com), which is responsible for providing Shareholders and investors with the necessary information and services. It maintains proactive communications with Shareholders, investors and other capital market participants, which enable Shareholders and investors to fully understand the Company's operation and development, by various means such as participating in domestic and foreign investor exchanges, performance conferences, press conferences, telephone conferences and investment analysts meetings. In addition, the Investor Relations Department of the Company consistently monitors the dynamics of the capital market; provides timely feedback, investor perspectives and opinions to the management on the capital market situation through regular reports and other forms of communication and facilitates two-way communication between the Company and its investors.

In 2023, the Company participated in a total of 24 investor conferences organised by domestic and international investment banks, the number of attendances exceeded the scale before the pandemic. The Company hosted both online and offline annual and mid-term results investor briefings and press conferences in Hong Kong. It also conducted post-results investor roadshows. Additionally, the Company organised several non-deal roadshows ("NDR") in major financial centers such as Singapore, Hong Kong, Shanghai, and Shenzhen, facilitating direct interactions with local investors. The Company also invited investors and analysts to visit its exhibition area at the Mobile World Congress ("MWC") in Shanghai, fostering communication and interaction between analysts, investors, media, and the Company's management.

The annual general meeting of the Company provides an opportunity for Shareholders to communicate directly with the Directors. The chairman of the Company and the chairman of each of the Board Committees or their authorised representative will attend the annual general meetings to answer Shareholders' questions. The auditor will also attend the annual general meetings to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence. Any email from our Shareholders to the aforesaid liaison mailbox to make enquiry to the Board are also welcome.

To promote effective communication, the Company adopts a Shareholders' communication policy which aims at establishing a two-way relationship and communication between the Company and the Shareholders and maintains a website at www.asiainfo.com, where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access. In 2023, the Company continues to enrich and update the content on the Investor Relations website. This includes such as upgrading visual financial data, providing an Investor Calendar, independently showcasing ESG reports, and Investor Relations Overview functions.

During the Reporting Period, the Company has reviewed the implementation and effectiveness of the Shareholders' communication policy. After evaluating and considering the actual communication circumstances between the Company and Shareholders during the Reporting Period, the Company is of the opinion that (i) the Company has implemented the policy properly; and (ii) the policy can effectively facilitate the communication between the Company and Shareholders.

AMENDMENT TO CONSTITUTIONAL DOCUMENT

During the Reporting Period, the Company did not make any amendments to the Articles of Association. The Articles of Association is available on the websites of the Stock Exchange and the Company.

INDEPENDENT AUDITOR'S REPORT



TO THE SHAREHOLDERS OF ASIAINFO TECHNOLOGIES LIMITED

(Incorporated in the British Virgin Islands with limited liability)

OPINION

We have audited the consolidated financial statements of AsiaInfo Technologies Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 111 to 202, which comprise the consolidated statement of financial position as at 31 December 2023, 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, comprising material accounting information and other explanatory 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 Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the 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**”) together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the British Virgin Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and 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.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS (Continued)

Revenue: Recognition of revenue from software products and related deployment services

Refer to Note 3 to the consolidated financial statements and the accounting policies in Note 1(v).

The key audit matter	How the matter was addressed in our audit
<p>A significant portion of the Group's revenue comes from the provision of software products and related services, which is recognised over time based on the stage of completion of a contract by reference to the proportion of costs incurred relative to the estimated total costs to completion.</p> <p>Significant management judgement is required in estimating total contract costs throughout the contract period. Key assumptions include total estimated labour hours to complete the contract, labour rate, subcontracting costs, material costs and other related expenses.</p> <p>We identified revenue recognition of software products and related deployment services as a key audit matter due to the involvement of significant management judgement in estimating total contract costs of each contract.</p>	<p>Our audit procedures on revenue recognised over time based on the stage of completion of contracts included the following:</p> <ul style="list-style-type: none"> • Assessing the design, implementation and operating effectiveness of the Group's key internal controls over revenue recognition of software products and related deployment services, with the assistance of our internal information technology specialist; • Agreeing the costs incurred to date to expense invoices, labour hours incurred and standard hourly rates, agreeing the total sales contract sum to the signed contracts, and tracing the estimated total costs to the approved project budgets on a sample basis; • Assessing the mathematical accuracy of management's calculation of the percentage of completion and the relevant revenue recognised; • Inspecting, on a sample basis, the completion reports or other evidence for projects completed in the current year; and • Comparing, on a sample basis, the actual costs incurred for completed contracts to the estimation of total costs, identifying any significant variance and inquiring with management for the reason.

KEY AUDIT MATTERS (Continued)**Goodwill: Impairment of goodwill**

Refer to Note 15 to the consolidated financial statements and the accounting policies in Note 1(f).

The key audit matter	How the matter was addressed in our audit
<p>As at 31 December 2023, the carrying value of goodwill amounted to RMB1,932,246,000.</p> <p>Impairment of goodwill is assessed annually by the management by comparing the recoverable amount and carrying amount of the relevant cash-generating unit at the end of the reporting period. The recoverable amount is determined by the management based on the higher of the fair value less costs of disposal and value in use. The management engaged an external valuer to determine the recoverable amounts of the relevant cash-generating units, which involved significant assumptions such as discount rate and the forecasts of future revenue growth rates and gross margins used in the estimated future cash flow.</p> <p>We identified impairment of goodwill as a key audit matter because of the magnitude of the carrying amount of goodwill and the impairment assessments prepared by the management contain certain judgements which could be subject to the management bias in their selection.</p>	<p>Our audit procedures to the management's impairment assessment of goodwill included the following:</p> <ul style="list-style-type: none"> • Assessing the design, implementation and operating effectiveness of the Group's key control over the management's impairment assessment on goodwill; • Evaluating the competence, experience, capability and objectivity of the external valuer engaged by the management to perform the calculation of the recoverable amounts; • Checking the mathematical accuracy of the calculation of the recoverable amount included in the valuation report prepared by the external valuer; • With the assistance of our internal valuation specialist, assessing the appropriateness of the methodology adopted in determining the recoverable amount and evaluating the discount rate used in the discounted cash flow model by comparing with the industry practice; • Evaluating the key assumptions used in the estimated future cash flow, including forecasts of future revenue growth rates and gross margins, by comparing with historical performance, forecast approved by the management and where appropriate, referencing to benchmarking companies and industry reports, where appropriate; • Evaluating the sensitivity analyses, where appropriate, for key assumptions adopted in the discounted cashflow forecasts and whether there was any indication of the management bias; • Comparing significant assumptions included in the discounted cash flow forecasts prepared in the prior year with the current year's performance to assess how accurate the prior year's cash flow forecasts were and making enquiries of the management as to the reasons for any significant variations identified and whether there was any indication of the management bias; and • Assessing the disclosures in the consolidated financial statements in respect of the impairment assessments of goodwill with reference to the requirements of the prevailing accounting standards.

INDEPENDENT AUDITOR'S REPORT

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

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

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

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors 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. This 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.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

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

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and 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.

INDEPENDENT AUDITOR'S REPORT

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 Yu Wai Sum.

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong
18 March 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)

	Note	2023 RMB'000	2022 RMB'000
Revenue	3	7,890,620	7,737,787
Cost of sales		(4,915,384)	(4,798,293)
Gross profit		2,975,236	2,939,494
Other income	4	124,980	156,071
Impairment losses under expected credit loss model, net of reversal		(115,797)	(79,671)
Other gains and losses	5	(271,624)	(1,172)
Selling and marketing expenses		(624,273)	(597,031)
Administrative expenses		(326,286)	(344,558)
Research and development ("R&D") expenses		(1,094,914)	(1,107,687)
Share of results of associates		(13,718)	(8,863)
Finance costs	6	(14,841)	(13,113)
Profit before tax		638,763	943,470
Income tax expenses	7	(126,451)	(119,058)
Profit for the year	8	512,312	824,412
Other comprehensive income for the year, net of tax			
Item that will not be reclassified to profit or loss:			
Changes in the fair value of financial assets measured at fair value through other comprehensive income ("FVOCI")		8,018	(2,970)
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign operations		(4,686)	(6,541)
Other comprehensive income for the year		3,332	(9,511)
Total comprehensive income for the year		515,644	814,901
Profit for the year attributable to:			
Equity holders of the Company		533,008	831,845
Non-controlling interests		(20,696)	(7,433)
Total comprehensive income for the year attributable to:			
Equity holders of the Company		535,867	822,514
Non-controlling interests		(20,223)	(7,613)
Earnings per share			
— Basic (RMB)	10	0.58	0.92
— Diluted (RMB)	10	0.57	0.90

The notes on pages 117 to 202 form part of these financial statements. Details of dividends payable to equity holders of the Company attributable to the profit for the year are set out in Note 9.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2023
(Expressed in thousands of Renminbi)

	Note	2023 RMB'000	2022 RMB'000
Non-current assets			
Property, plant and equipment	12	275,507	291,690
Right-of-use assets	13	255,772	285,289
Intangible assets	14	70,903	141,534
Goodwill	15	1,932,246	2,122,627
Investments in associates	16	72,112	88,969
Financial assets at fair value through profit or loss ("FVTPL")	20	25,111	22,135
Financial assets at FVOCI	20	58,619	47,929
Deferred tax assets	25	155,787	125,815
Restricted bank deposits	22	100	1,291
Term deposits	22	—	170,000
Other non-current assets		39,745	32,349
		2,885,902	3,329,628
Current assets			
Inventories		101,530	22,970
Trade and notes receivables	17	1,513,032	1,137,330
Prepayments, deposits and other receivables	18	265,114	210,660
Contract assets	19	3,105,931	2,596,691
Financial assets at FVTPL	20	363,008	692,395
Amounts due from related parties	33	18,179	96,626
Restricted bank deposits	22	172,848	152,277
Term deposits	22	246,217	261,636
Cash and cash equivalents	22	2,612,771	1,933,250
		8,398,630	7,103,835
Current liabilities			
Trade and notes payables	23	993,618	523,091
Contract liabilities	19	212,913	273,249
Deposits received, accrued expenses and other payables	24	2,655,547	2,076,860
Amounts due to related parties	33	3,645	17,194
Income tax payable		360,517	323,409
Lease liabilities	13	63,584	68,906
		4,289,824	3,282,709
Net current assets		4,108,806	3,821,126

**CONSOLIDATED STATEMENT OF
FINANCIAL POSITION**As at 31 December 2023
(Expressed in thousands of Renminbi)

	Note	2023 RMB'000	2022 RMB'000
Total assets less current liabilities		6,994,708	7,150,754
Non-current liabilities			
Deferred tax liabilities	25	280,500	211,399
Lease liabilities	13	113,809	133,716
		394,309	345,115
NET ASSETS		6,600,399	6,805,639
Capital and reserves			
Share capital	27	—	—
Reserves		6,615,739	6,795,583
Equity attributable to equity holders of the Company		6,615,739	6,795,583
Non-controlling interests		(15,340)	10,056
TOTAL EQUITY		6,600,399	6,805,639

The consolidated financial statements on pages 111 to 202 were approved and authorised for issue by the Board of Directors on 18 March 2024 and are signed on its behalf by:

Mr. Tian Suning
Director

Mr. Gao Nianshu
Director

The notes on pages 117 to 202 form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2023
(Expressed in thousands of Renminbi)

	Attributable to equity holders of the Company									Non-controlling interests RMB'000	Total equity RMB'000
	Share capital RMB'000	Share premium RMB'000	Merger reserve RMB'000	Translation reserve RMB'000	Statutory surplus reserve ⁽ⁱ⁾ RMB'000	Fair value reserve RMB'000	Other reserves RMB'000	Retained profits RMB'000	Sub-total RMB'000		
At 1 January 2023	—	2,236,362	285,200	(21,661)	191,189	(4,091)	1,641,480	2,467,104	6,795,583	10,056	6,805,639
Profit for the year	—	—	—	—	—	—	—	533,008	533,008	(20,696)	512,312
Other comprehensive income	—	—	—	(4,696)	—	7,555	—	—	2,859	473	3,332
Total comprehensive income	—	—	—	(4,696)	—	7,555	—	533,008	535,867	(20,223)	515,644
Recognition of equity-settled share-based payments (Note 31)	—	—	—	—	—	—	101,648	—	101,648	—	101,648
Lapse of share options and restricted stock units	—	—	—	—	—	—	(5,594)	5,594	—	—	—
Dividends approved in respect of the previous year and the special dividends declared in current year (Note 9)	—	—	—	—	—	—	—	(847,898)	(847,898)	—	(847,898)
Acquisition of additional equity interests in subsidiaries	—	—	(21,856)	—	—	—	—	—	(21,856)	(5,173)	(27,029)
Purchase of shares for share award scheme (Note 28)	—	(9,648)	—	—	—	—	—	—	(9,648)	—	(9,648)
Vesting of restricted stock units (Note 31)	—	58,598	—	—	—	—	(58,598)	—	—	—	—
Exercise of share options (Note 31)	—	81,807	—	—	—	—	(19,764)	—	62,043	—	62,043
Transfer to statutory surplus reserve	—	—	—	—	4,849	—	—	(4,849)	—	—	—
Changes in equity for the year	—	130,757	(21,856)	—	4,849	—	17,692	(847,153)	(715,711)	(5,173)	(720,884)
At 31 December 2023	—	2,367,119	263,344	(26,357)	196,038	3,464	1,659,172	2,152,959	6,615,739	(15,340)	6,600,399

	Attributable to equity holders of the Company									Non-controlling interests RMB'000	Total equity RMB'000
	Share capital RMB'000	Share premium RMB'000	Merger reserve RMB'000	Translation reserve RMB'000	Statutory surplus reserve ⁽ⁱ⁾ RMB'000	Fair value reserve RMB'000	Other reserves RMB'000	Retained profits RMB'000	Sub-total RMB'000		
At 1 January 2022	—	2,140,266	285,200	(15,129)	187,259	—	1,603,011	1,954,172	6,154,779	(3,210)	6,151,569
Profit for the year	—	—	—	—	—	—	—	831,845	831,845	(7,433)	824,412
Other comprehensive income	—	—	—	(6,532)	—	(2,799)	—	—	(9,331)	(180)	(9,511)
Total comprehensive income	—	—	—	(6,532)	—	(2,799)	—	831,845	822,514	(7,613)	814,901
Recognition of equity-settled share-based payments (Note 31)	—	—	—	—	—	—	127,302	—	127,302	—	127,302
Lapse of share options and restricted stock units	—	—	—	—	—	—	(12,079)	12,079	—	—	—
Dividends approved in respect of the previous year (Note 9)	—	—	—	—	—	—	—	(328,354)	(328,354)	—	(328,354)
Disposal of assets at FVOCI	—	—	—	—	—	(1,292)	—	1,292	—	—	—
Acquisition of additional interests in non-wholly-owned subsidiaries	—	—	—	—	—	—	—	—	—	20,879	20,879
Purchase of shares for share award scheme (Note 28)	—	(17,324)	—	—	—	—	—	—	(17,324)	—	(17,324)
Vesting of restricted stock units (Note 31)	—	61,398	—	—	—	—	(61,398)	—	—	—	—
Exercise of share options (Note 31)	—	52,022	—	—	—	—	(15,356)	—	36,666	—	36,666
Transfer to statutory surplus reserve	—	—	—	—	3,930	—	—	(3,930)	—	—	—
Changes in equity for the year	—	96,096	—	—	3,930	(1,292)	38,469	(318,913)	(181,710)	20,879	(160,831)
At 31 December 2022	—	2,236,362	285,200	(21,661)	191,189	(4,091)	1,641,480	2,467,104	6,795,583	10,056	6,805,639

Note:

- (i) In accordance with the articles of association of all subsidiaries established in the People's Republic of China (the "PRC"), the PRC subsidiaries are required to set aside 10% of their profit after tax as per statutory financial statements determined under the PRC laws and regulations for the statutory surplus reserve fund until the reserve reaches 50% of their registered capital. Transfer to this reserve must be made before distributing dividends to equity owners of the subsidiaries. The statutory surplus reserve can be used to make up previous years' losses, expand the existing operations or convert into additional capital of the respective subsidiaries.

The notes on pages 117 to 202 form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2023
(Expressed in thousands of Renminbi)

	2023 RMB'000	2022 RMB'000
Operating activities		
Profit before tax	638,763	943,470
Adjustments for:		
Depreciation of property, plant and equipment	46,717	41,986
Depreciation of right-of-use assets	95,066	90,573
Amortisation of intangible assets	27,296	28,317
Impairment losses on goodwill and intangible assets	287,534	24,160
Net losses on disposal of property, plant and equipment	269	390
Finance costs	14,841	13,113
Net foreign exchange gain	(6,731)	(30,420)
Interest income on cash and cash equivalents, restricted bank deposits and term deposits	(42,282)	(35,473)
Net gains on disposal of financial assets at FVTPL	(12,002)	(13,720)
Changes in fair value of financial assets at FVTPL	(5,740)	(338)
Interest income from related parties	(3,424)	(3,005)
Share of results of associates	13,718	8,863
Impairment losses under expected credit loss model, net of reversal	115,797	79,671
Share-based payment expenses	101,648	127,302
Others	783	—
Changes in working capital:		
Increase in inventories	(38,838)	(2,699)
Increase in trade and notes receivables	(290,555)	(276,454)
Increase in prepayments, deposits and other receivables	(61,872)	(23,854)
Increase in contract assets	(584,933)	(417,755)
Decrease in amounts due from related parties	81,870	1,649
Increase in other non-current assets	(3,044)	(7,726)
(Decrease)/increase in amounts due to related parties	(13,549)	5,313
Increase in trade and notes payables	293,528	191,763
Decrease in contract liabilities	(99,250)	(56,451)
(Increase)/decrease in restricted bank deposits	(9)	25,509
Increase/(decrease) in deposits received, accrued expenses and other payables	44,636	(132,279)
Cash generated from operating activities	600,237	581,905
Income taxes paid	(18,735)	(32,732)
Net cash generated from operating activities	581,502	549,173

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2023
(Expressed in thousands of Renminbi)

	2023 RMB'000	2022 RMB'000
Investing activities		
Purchases of property, plant and equipment and intangible assets	(97,887)	(49,128)
Acquisition of investment in associates	(1,750)	(78,160)
Acquisition of a subsidiary, net of cash acquired	—	(439,235)
Purchases of financial assets at FVTPL	(2,035,488)	(1,309,807)
Proceeds on disposal of property, plant and equipment	150	1,184
Proceeds on disposal of financial assets at FVTPL	2,377,184	1,192,444
Proceeds on disposal of financial assets at FVOCI	—	9,291
Placement of term deposits	(126,530)	(111,585)
Withdrawal of term deposits	311,051	250,000
Loans provided to related parties	(7,100)	(90,001)
Interest received on hold of bank balance and deposits	36,670	34,758
Other cash flows arising from investing activities	(5,328)	—
Net cash generated from/(used in) investing activities	450,972	(590,239)
Financing activities		
Capital element of lease rentals paid	(91,009)	(85,110)
Interest element of lease rentals paid	(11,799)	(10,197)
Proceeds from issue of shares under share option schemes	67,918	51,244
Proceeds from discounted bills payable	29,808	—
Payment for repurchase of shares	(9,648)	—
Dividends paid	(338,938)	(329,638)
Other cash flows arising from financial activities	—	3,350
Net cash used in financing activities	(353,668)	(370,351)
Net increase/(decrease) in cash and cash equivalents	678,806	(411,417)
Cash and cash equivalents at 1 January	1,933,250	2,331,821
Effect of exchange rate changes	715	12,846
Cash and cash equivalents at 31 December	2,612,771	1,933,250

The notes on pages 117 to 202 form part of these financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)

1 MATERIAL ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (HKFRSs), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (HKASs) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (HKICPA), and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Material accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2023 comprise the Company and its subsidiaries (together referred to as the “**Group**”) and the Group’s interest in associates. The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:

- Financial assets at FVTPL
- Financial assets at FVOCI

The preparation of financial statements in conformity with HKFRSs requires the management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by the management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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1 MATERIAL ACCOUNTING POLICIES (Continued)

(c) Changes in accounting policies

The HKICPA have issued the following amendments to HKFRSs and HKASs that are first effective for the current accounting period of the Group:

- HKFRS 17, *Insurance contracts*
- Amendments to HKAS 8, *Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates*
- Amendments to HKAS 1, *Presentation of financial statements and HKFRS Practice Statement 2, Making materiality judgements: Disclosure of accounting policies*
- Amendments to HKAS 12, *Income taxes: Deferred tax related to assets and liabilities arising from a single transaction*
- Amendments to HKAS 12, *Income taxes: International tax reform — Pillar Two model rules*

None of these developments have had a material effect on how the Group's results and financial position for the current period have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

(d) Subsidiaries and non-controlling interests

(i) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

For each business combination, the Group can elect to measure any non-controlling interests ("NCI") either at fair value or at the NCI's proportionate share of the subsidiary's net identifiable assets. NCI are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. NCI in the results of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between NCI and the equity shareholders of the Company.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(d) Subsidiaries and non-controlling interests (Continued)

(i) Subsidiaries (Continued)

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

When the Group loses control of a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in that former subsidiary is measured at fair value when control is lost.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(l)), unless it is classified as held for sale (or included in a disposal group classified as held for sale).

(ii) Business combination other than under common control

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The consideration transferred for the acquisition of a subsidiary includes the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree, the equity interests issued by the Group and the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are expensed as incurred.

(e) Associates

An associate is an entity in which the Group or the Company has significant influence, but not control or joint control, over the financial and operating policies.

An investment in an associate is accounted for using the equity method, unless it is classified as held for sale (or included in a disposal group classified as held for sale). They are initially recognised at cost, which includes transaction costs. Subsequently, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income ("OCI") of those investees, until the date on which significant influence or joint control ceases.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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1 MATERIAL ACCOUNTING POLICIES (Continued)

(e) Associates (Continued)

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method, together with any other long-term interests that in substance form part of the Group's net investment in the associate, after applying the expected credit loss ("ECL(s)") model to such other long-term interests where applicable.

Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent there is no evidence of impairment.

In the Company's statement of financial position, investments in associates are stated at cost less impairment losses (see note 1(l)), unless it is classified as held for sale (or included in a disposal group classified as held for sale).

(f) Goodwill

Goodwill arising on acquisition of businesses is measured at cost less accumulated impairment losses and is tested annually for impairment (see note 1(l)).

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating units ("CGU"), and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis. An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the resulting carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(g) Other investments in securities

The Group's policies for investments in securities, other than investments in subsidiaries, associates and joint ventures, are set out below.

Investments in securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss (FVTPL) for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see Note 30. These investments are subsequently accounted for as follows, depending on their classification.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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1 MATERIAL ACCOUNTING POLICIES (Continued)

(g) Other investments in securities (Continued)

(i) Non-equity investments

Non-equity investments are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Expected credit losses, Interest income calculated using the effective interest method, foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
- fair value through other comprehensive income (FVOCI) — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses are recognised in profit or loss and computed in the same manner as if the financial asset was measured at amortised cost. The difference between the fair value and the amortised cost is recognised in OCI. When the investment is derecognised, the amount accumulated in OCI is recycled from equity to profit or loss.
- fair value through profit or loss (FVTPL) if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

(ii) Equity investments

An investment in equity securities is classified as FVTPL, unless the investment is not held for trading purposes and on initial recognition the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in OCI. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. If such election is made for a particular investment, at the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings and not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVOCI, are recognised in profit or loss as other income.

(h) Derivative financial instruments

The Group holds derivative financial instruments to manage its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value. Subsequently, they are measured at fair value with changes therein recognised in profit or loss, except where the derivatives qualify for cash flow hedge accounting or hedges of net investment in a foreign operation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(i) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(l)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as disclosed in Note 12.

(j) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 1(l)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. Intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives as disclosed in Note 14.

(k) Leased assets

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. This is the case if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

(i) As a lessee

Where the contract contains lease component and non-lease component, the Group has elected to separate non-lease components and accounts for each lease component as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for leases that have a short lease term of 12 months or less, and leases of low-value items such as laptops and office furniture. When the Group enters into a lease in respect of a low-value item, the Group decides whether to capitalise the lease on a lease-by-lease basis. If not capitalised, the associated lease payments are recognised in profit or loss on a systematic basis over the lease term.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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1 MATERIAL ACCOUNTING POLICIES (Continued)

(k) Leased assets (Continued)

(i) As a lessee (Continued)

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is recognised using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and are charged to profit or loss as incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, and plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a lease modification, which means a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("**lease modification**"), if such modification is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are rent concessions that occurred as a direct consequence of the COVID-19 pandemic and met the conditions set out in paragraph 46B of HKFRS 16 Leases. In such cases, the Group has taken advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative variable lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

(ii) As a lessor

The Group determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. Otherwise, the lease is classified as an operating lease.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(I) Credit losses and impairment of assets

(i) Credit losses from financial instruments, contract assets and lease receivables

The Group recognises a loss allowance for ECLs on:

- financial assets measured at amortised cost (including cash and cash equivalents, trade receivables and other receivables);
- contract assets (see note 1(n));
- lease receivables.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Generally, Credit losses are measured as the present value of all expected cash shortfalls between the contractual and expected amounts.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months); and
- lifetime ECLs: these are the ECLs that result from all possible default events over the expected lives of the items to which the ECL model applies.

The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-months ECLs:

- financial instruments that are determined to have low credit risk at the reporting date; and
- other financial instruments (including loan commitments issued) for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECLs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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1 MATERIAL ACCOUNTING POLICIES (Continued)

(I) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments, contract assets and lease receivables (Continued)

Significant increases in credit risk

When determining whether the credit risk of a financial instrument (including a loan commitment) has increased significantly since initial recognition and when measuring ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment, that includes forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

For loan commitments, the date of initial recognition for the purpose of assessing ECLs is considered to be the date that the Group becomes a party to the irrevocable commitment. In assessing whether there has been a significant increase in credit risk since initial recognition of a loan commitment, the Group considers changes in the risk of default occurring on the loan to which the loan commitment relates.

The Group considers a financial asset to be in default when the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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1 MATERIAL ACCOUNTING POLICIES (Continued)

(I) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial instruments, contract assets and lease receivables (Continued)

Credit-impaired financial assets

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

Write-off policy

The gross carrying amount of a financial asset, contract asset is written off to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Impairment of other non-current assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than property carried at revalued amounts, investment property, inventories and other contract costs, contract assets and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units ("CGU"s). Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS**

For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)

1 MATERIAL ACCOUNTING POLICIES (Continued)**(l) Credit losses and impairment of assets (Continued)****(ii) Impairment of other non-current assets (Continued)**

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, 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 or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

(m) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are determined by using specific identification of their individual costs. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

(n) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see note 1(v)) before being unconditionally entitled to the consideration under the terms in the contract. Contract assets are assessed for ECLs (see note 1(l)(ii)) and are reclassified to receivables when the right to the consideration becomes unconditional (see note 1(o)).

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 1(v)). A contract liability is also recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such latter cases, a corresponding receivable is also recognised (see note 1(o)).

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 1(v)).

(o) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration and only the passage of time is required before payment of that consideration is due.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost (see note 1(l)(ii)).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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1 MATERIAL ACCOUNTING POLICIES (Continued)

(p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for ECL (see note 1((l))i).

(q) Trade and other payables

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

(r) Interest-bearing borrowings

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequently, these borrowings are stated at amortised cost using the effective interest method.

(s) Employee benefits

(i) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Obligations for contributions to defined contribution retirement plans are expensed as the related service is provided.

(ii) Retirement benefits scheme

In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organised by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries.

The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employees' payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administrated funds managed by the PRC government.

The Group's contributions to the defined contribution retirement schemes are expensed as incurred contributions to schemes vested immediately, there is no forfeited contributions that may be used by the Group to reduce the existing level of contribution.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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1 MATERIAL ACCOUNTING POLICIES (Continued)

(s) Employee benefits (Continued)

(iii) Share-based payments

The grant-date fair value of equity-settled share-based payments granted to employees is measured using the binomial lattice model. The amount is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service conditions at the vesting date.

Treasury shares which are held by the Company for 2020 Share Award Scheme are recognised directly in equity at cost. The amount will be transferred to the share premium account when the related awarded shares are vested on first-in-first-out basis.

(iv) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring.

(t) Income tax

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss.

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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1 MATERIAL ACCOUNTING POLICIES (Continued)

(t) Income tax (Continued)

- temporary differences related to investment in subsidiaries, associates and joint venture to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;
- taxable temporary differences arising on the initial recognition of goodwill; and
- those related to the income taxes arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development.

The Group recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax assets and liabilities are offset only if certain criteria are met.

(u) Provisions and contingent liabilities

Generally provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

A provision for warranties is recognised when the underlying products or services are sold, based on historical warranty data and a weighting of possible outcomes against their associated probabilities.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under that contract and an allocation of other costs directly related to fulfilling that contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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1 MATERIAL ACCOUNTING POLICIES (Continued)

(v) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group's assets under leases in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer, or the lessee has the right to use the asset, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously received and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

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For the year ended 31 December 2023
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1 MATERIAL ACCOUNTING POLICIES (Continued)

(v) Revenue and other income (Continued)

(i) Revenue from contracts with customer

Variable consideration

For contracts that contain variable consideration, the Group estimates the amount of consideration to which it will be entitled using the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of the reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Input method

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

Revenue is measured based on the consideration specified in a contract with customer and excluded amounts collected on behalf of third parties. The Group principally earns revenue from provision of services and sales of goods.

Specifically, revenue is recognised in profit or loss as follows:

Provision of services

The Group primarily is engaged in:

software development, operation and related service

- i. software products and related deployment service;
- ii. ongoing operation and maintenance services ("**O&M services**");

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For the year ended 31 December 2023
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1 MATERIAL ACCOUNTING POLICIES (Continued)

(v) Revenue and other income (Continued)

(i) Revenue from contracts with customer (Continued)

Provision of services (Continued)

software development, operation and related service (Continued)

- iii. data-driven operation services;
- iv. industry research and consulting services; and

other services

software development, operation and related service

i. Software products and related deployment services

The software products and related deployment services generally include a comprehensive set of professional services, from demand analysis, project design and planning, software development and sourcing, system installation and launch to trial operation and acceptance, which are highly interrelated to and significantly affected by other goods and services in the contract. The directors of the Company have assessed that the Group's performance creates and enhances an asset that the customers control as the Group performs. Therefore, the directors of the Company have satisfied that there is only one single performance obligation and the services are satisfied over time.

Revenue from software products and related deployment services, which are generally under project based development contracts, is recognised based on the stage of completion of the contract which is determined as the proportion of the costs incurred for the works (i.e. subcontracting costs, material costs, rental expenses and direct staff costs incurred) performed to date relative to the estimated total costs to complete the satisfaction of these services and the margin of each project, to the extent that the amount can be measured reliably and its recovery is considered probable.

ii. Ongoing O&M services

Upon the launch of a system from the software products and related deployment services the Group provided, customers typically engage the Group to provide ongoing O&M services to ensure the stable functioning of the system.

Pursuant to the contracts of rendering related O&M services, the transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring O&M services to customers. Additionally, the O&M services typically meet the criterion where customers simultaneously receive and consume the benefits of the Group's performance as the Group performs. The fact that another entity would not need to re-perform maintenance services for the service that the Group has provided to date also demonstrates that customers simultaneously receive and consume the benefits of the Group's performance as the Group performs. Therefore, the directors of the Company have satisfied that the performance obligation of rendering O&M services are satisfied over time which is recognised over the service period.

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For the year ended 31 December 2023
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1 MATERIAL ACCOUNTING POLICIES (Continued)

(v) Revenue and other income (Continued)

(i) Revenue from contracts with customer (Continued)

Provision of services (Continued)

software development, operation and related service (Continued)

iii. Data-driven operation services

The Group provides data-driven operation services directly to telecom operators and/or in collaboration with telecom operators to the government and enterprise customers in relation to the rendering of comprehensive data operational analytics services to analyse customer behaviour.

The directors of the Company have assessed that the data-driven operation service is one single performance obligation and the customers simultaneously receive and consume the benefits provided by the Group's performance as the Group performs. Therefore, the directors of the Company have satisfied that the services are satisfied over time.

iv. Industry research and consulting services

The Group provides professional services such as industry research, user research, strategy, digital consulting planning, etc. to customers in various industries including science and technology, media, communications, new economy and consumption. The service is provided to the customer in accordance with the agreed-upon specifications in the contract. The directors of the Company have satisfied that there is only one single performance obligation, and the revenue is recognised at a point in time when the Group receives the customer's acceptance.

Other services

The Group generates other revenues from system integration service and corporate trainings.

The Group enters into system integration service agreements with telecom operators and large enterprises, the term of which generally ranges with a fixed contract price.

The performance obligation of provision of such services is satisfied over time. Revenue from rendering corporate trainings is recognised based on the services provided as the customers simultaneously receive and consume the service provided by the Group over the period. Revenue from rendering system integration services is recognised over time based on the stage of completion of the contract which is determined as the proportion of the cost incurred for the work performed to date relative to the estimated total costs to complete the satisfaction of these services and the margin of each project as the Group's performance creates and enhances an asset that the customers control as the Group performs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)

1 MATERIAL ACCOUNTING POLICIES (Continued)

(v) Revenue and other income (Continued)

(i) Revenue from contracts with customer (Continued)

Sales of goods

The Group generates other revenues from sales of third-party hardware and software.

Revenue is recognised at a point in time when the customer obtains control of the third-party hardware and software.

(ii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are earned.

(iii) Interest income

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 1(l)(i)).

(iv) Government grants

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

(w) Research and development costs

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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1 MATERIAL ACCOUNTING POLICIES (Continued)

(w) Research and development costs (Continued)

- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. When no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

The Group did not meet the criteria to recognise any internally-generated intangible asset from development activities or from the development phase of an internal project.

(x) Financial guarantee

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognised at fair value, which is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

The amount initially recognised as deferred income is subsequently amortised in profit or loss over the term of the guarantee as income.

The Group monitors the risk that the specified debtor will default on the contract and remeasures the above liability at a higher amount when ECLs on the financial guarantees are determined to be higher than the carrying amount in respect of the guarantees.

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For the year ended 31 December 2023
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1 MATERIAL ACCOUNTING POLICIES (Continued)

(x) Financial guarantee (Continued)

A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in note 1(l)(i) apply.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

(y) Translation of foreign currencies

Transactions in foreign currencies are translated into the respective functional currencies of group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

However, foreign currency differences arising from the translation of the following items are recognised in OCI:

- an investment in equity securities designated as at FVOCI (except on impairment, in which case foreign currency differences that have been recognised in OCI are reclassified to profit or loss);

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into Renminbi at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into Renminbi at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in OCI and accumulated in the translation reserve, except to the extent that the translation difference is allocated to NCI.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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1 MATERIAL ACCOUNTING POLICIES (Continued)

(z) Related parties

- (a) A person, or a close member of that person's family, is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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2 ACCOUNTING JUDGEMENT AND ESTIMATES

(a) Critical accounting judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, management has made the following accounting judgement:

Judgements in determining the timing of satisfaction of performance obligations

Note 1 describes the revenue recognition basis to each of the Group's revenue stream. The recognition of each of the Group's revenue stream requires judgement by the directors of the Company in determining the timing of satisfaction of performance obligations.

In making their judgement, the directors of the Company considered the detailed criteria for recognition of revenue set out in HKFRS 15 and in particular, whether the Group has satisfied all the performance obligations over time or at a point in time with reference to the detailed terms of transactions as stipulated in the contracts entered into with its customers.

For the Group's software products and related deployment services, the directors of the Company have assessed that the Group's performance creates and enhances an asset that the customer controls as the Group performs. Therefore, the directors of the Company have satisfied that the performance obligation is satisfied over time and recognised the revenue over the service period.

For O&M services included in the software business, the directors of the Company have determined that the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs. Therefore, the directors of the Company have satisfied that the performance obligation is satisfied over time and recognised the revenue over the service period.

(b) Sources of estimation uncertainty

The following are 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.

(i) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the CGU to which goodwill has been allocated. The recoverable amount determination of the CGU as at 31 December 2023 and 31 December 2022 is the higher of the fair value less costs of disposal and value in use. The value in use is based on the present value calculation which requires the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows, an impairment loss may arise. The calculation of the estimated future cash flow requires significant judgement relating to level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable estimation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of revenue and operating costs. Details of the recoverable amount calculation are disclosed in Note 15.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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2 ACCOUNTING JUDGEMENT AND ESTIMATES (Continued)

(b) Sources of estimation uncertainty (Continued)

(ii) Revenue recognition regarding variable consideration of performance bonus

The Group recognises upfront payments and milestone payments based on specified contract terms, allocated to one performance obligation over the estimated service period based on a pattern that reflects the transfer of the goods and services. As included in certain contracts, the Group earns performance bonus up to a specified certain percentage of the total contract amounts, however, to what extent the Group would recognise performance bonus will depend on the final performance satisfaction reports the Group receives from its customers upon their inspections months after the completion of the project-based development projects.

For contracts with performance bonus that contain variable consideration, the Group estimates the amount of consideration to which it will be entitled using the most likely amount and recognises revenue relating to performance bonus when it is highly probable that such revenue will not reverse.

According to the historical experience, the directors of the Company consider it is reasonable to estimate possible outcomes before receipt of the performance satisfaction reports and therefore, revenue was reasonably recognised by the completion method for the year ended 31 December 2023 with the contracts related to performance satisfaction reports.

(iii) Project-based development contracts

Revenue from project-based development contracts is recognised under the stage of completion method which requires estimation made by the management. The directors of the Company estimate the contract costs, outcome and expected cost to complete the contracts based on the budgets prepared for the contracts. Due to the nature of the activities, the directors of the Company review and revise the estimates of both contract outcome and expected costs to complete in the budget prepared for each contract as the contract progresses. Any revisions to estimates of contract outcomes and expected costs to completion would affect contract revenue recognition. Should expected costs to complete exceed contract revenue, a provision for contract loss would be recognised.

(iv) Provision of ECL for trade receivables and contract assets

Trade receivables and contract assets which are credit-impaired are assessed for ECL individually. In addition, the Group uses provision matrix to calculate ECL for the trade receivables and contract assets. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables and contract assets are disclosed in Note 21.

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3 REVENUE AND SEGMENT INFORMATION

The Group's revenue is primarily generated from project-based software development contracts, under which the Group develops software products and provides services at fixed prices and/or variable prices. Revenue is recognised net of sales related taxes.

The performance obligation of rendering software products and related services is mainly derived from the project-based software development contracts and is satisfied over time which usually range from six months to eighteen months.

The rendering of data-driven operation services is mainly derived from performing data analysis services to analyse customer behaviour and operational efficiency. The performance obligation of rendering of data-driven operation services is satisfied over time, mainly ranging from one month to six months or the contract service period.

The performance obligation of sale of third-party hardware and software is satisfied at a point in time when the control of hardware and software is transferred to the customer.

Disaggregation of revenue

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
<i>Timing of revenue recognition</i>		
At a point in time	549,430	537,090
Over time	7,341,190	7,200,697
	7,890,620	7,737,787
<i>Types of goods and services</i>		
Provision of services	7,433,350	7,372,549
Software development, operation and related services ⁽ⁱ⁾	7,293,677	7,215,431
Other services ⁽ⁱⁱ⁾	139,673	157,118
Sales of goods	457,270	365,238
	7,890,620	7,737,787

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For the year ended 31 December 2023
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3 REVENUE AND SEGMENT INFORMATION (Continued)

Disaggregation of revenue (Continued)

Notes:

- (i) The Group records contract liabilities when receiving consideration from customers prior to its provision of services or the amount is due. The transaction price allocated to performance obligations in relation to the non-refundable advance payments that were unsatisfied amounted to RMB212,913,000 as at 31 December 2023 (2022: RMB273,249,000), representing the contract liabilities included in Note 19.

Contract liabilities would be recognised as revenue upon the rendering of services. Almost all of the contract liabilities at the beginning of the financial years 2023 and 2022 have been recognised as revenue during the respective years. The management expects substantially all of the amount allocated to the unsatisfied contracts as at 31 December 2023 will be recognised as revenue during the year ending 31 December 2024.

- (ii) Other services represent revenue primarily generated from the provision of system integration services and the corporate training services.

Segment information

The Group makes resources allocation decisions based on internal management functions and assesses the Group's business performance as one integrated business instead of by separate business lines or geographical regions. Accordingly, the Group has only one operating segment and therefore, no segment information is presented.

Geographical information

The Group's operations are in the PRC. Substantially all revenue of the Group and non-current assets of the Group are generated from and located in the PRC.

Information about the Group's revenue from external customers is presented based on the location of the signing parties of the sales or service contracts. During the years ended 31 December 2023 and 31 December 2022, substantially all the sales and service contracts were with signing parties located in the PRC.

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the revenue of the Group during the Reporting Periods are as follows:

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
Customer A	4,918,874	4,821,107
Customer B	1,079,086	1,081,923
Customer C	831,913	751,197

Note: The customers as shown above are at their group level which aggregates the customer's headquarters, provincial, municipal and specialised subsidiaries which enter into contracts with the Group individually.

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4 OTHER INCOME

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
Government grants ⁽ⁱ⁾	38,318	60,694
Interest income on bank balances, restricted bank deposits and term deposits	42,282	35,473
Net gains on disposal of financial assets at FVTPL ⁽ⁱⁱ⁾	12,002	13,720
Changes in fair value of financial assets at FVTPL ⁽ⁱⁱ⁾	5,740	338
Gain from additional input VAT credit ⁽ⁱⁱⁱ⁾	14,011	29,275
Others	12,627	16,571
	124,980	156,071

Notes:

- For the year ended 31 December 2023, government grants amounted to RMB33,359,000 (2022: RMB53,482,000) are related to high-tech industrial development. Government grants amounted to RMB4,959,000 (2022: RMB7,212,000) are mainly related to human resources related subsidies. The amounts have been recognised as other income, and there was no unfulfilled condition attached to these government grants in the year in which they were recognised.
- The financial assets at FVTPL substantially represent the financial products bought from bank, with no principal or return guaranteed.
- During the period from 1 January 2023 to 31 December 2023, the subsidiaries of the Group operating in China were entitled to apply an additional 5% (2022: 10%) to the deductible input Value-added Tax ("VAT") amount to offset the VAT payable upon meeting the requirements.

5 OTHER GAINS AND LOSSES

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
Net foreign exchange gain	6,731	30,420
Impairment losses on goodwill and intangible assets	(287,534)	(24,160)
Net losses on disposal of property, plant and equipment	(269)	(390)
Others	9,448	(7,042)
	(271,624)	(1,172)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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6 FINANCE COSTS

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
Interest on lease liabilities	11,799	10,197
Others	3,042	2,916
	14,841	13,113

7 INCOME TAX EXPENSES

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
Tax for current year:		
Current tax	89,994	77,243
Deferred tax (<i>Note 25</i>)	36,457	41,815
	126,451	119,058

Under the Law of the PRC on enterprise income tax (the "EIT Law") and implementation regulations of the EIT Law, the tax rate of the PRC subsidiaries is 25% during the year ended 31 December 2023 (2022: 25%). Certain subsidiaries of the Company are entitled to enjoy the preferential tax rate of 10%, 12.5% and 15% (2022: 10%, 12.5% and 15%).

The Group's subsidiaries operating in the PRC were eligible for certain tax credits of 200% deduction rates on certain R&D expenses for the year ended 31 December 2023 (from the first quarter to the third quarter in 2022: 175%; for the fourth quarter in 2022: 200%).

According to the relevant tax law in the PRC, dividend distributed to foreign investors out of the profit generated from 1 January 2008 onwards shall be subject to withholding tax at 10% and withheld by the PRC entity, pursuant to Articles 3 and 37 of the EIT Law and Article 91 of its Detailed Rules for the Implementation of the Regulation.

Pursuant to the rules and regulations of the BVI, the Company is not subject to any income tax in the BVI.

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7 INCOME TAX EXPENSES (Continued)

The income tax expenses for the years ended 31 December 2023 and 31 December 2022 can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
Profit before tax	638,763	943,470
Notional tax at applicable income tax rate of 10%	63,877	94,347
Tax effect of different tax rates of subsidiaries not applicable of 10% (2022: 10%)	3,698	4,842
Tax effect of share of results of associates	1,450	886
Tax credits on eligible R&D expenses	(81,198)	(59,931)
Tax effect of expenses and losses not deductible for tax purpose	69,452	74,350
Effect of using the deductible tax losses and temporary differences for which no deferred tax asset was recognised in previous periods	(14,961)	(16,894)
Tax effect of income not taxable for tax purpose	(6,976)	(20,884)
Tax effect of tax losses not recognised	16,648	12,467
Tax filing differences in prior years	(10,513)	(1,575)
Tax effect of withholding tax on profit distribution ⁽ⁱ⁾	84,974	31,450
Income tax expenses for the year	126,451	119,058

Note:

- i. Since the Group is able to control the timing of the reversal of temporary differences arising from the subsidiaries' undistributed profits, a corresponding deferred tax liability of RMB84,974,000 was recognised in 2023 as per the subsidiaries' profit distribution resolutions (2022: RMB31,450,000).

Hong Kong government will amend tax laws to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development ("OECD"), which expected to come into effect from 1 January 2025. The Group continues to monitor the local legislation for Hong Kong and development of Pillar Two model rules in other jurisdictions the Group operates, and assess the potential impact.

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8 PROFIT FOR THE YEAR

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
Profit for the year has been arrived at after charging:		
Staff costs, including Directors' and chief executive's remuneration set out in Note 11		
Directors' remuneration	17,622	31,521
Employee benefit expenses		
Other staff costs (salaries, wages, allowance, bonus and others)	3,822,631	3,759,384
Contribution to retirement benefits scheme	363,300	363,964
Share-based compensation expenses	92,257	103,992
Total staff costs	4,295,810	4,258,861
Cost of inventories recognised as expenses (transferred into cost of sales)	381,506	342,937
Depreciation of property, plant and equipment	46,717	41,986
Depreciation of right-of-use assets	95,066	90,573
Amortisation of intangible assets	27,296	28,317
Expense of short-term and low value lease	52,990	60,311
Auditor's remuneration ⁽ⁱ⁾	7,721	7,816

Note:

- i. The amount included audit service fee of RMB6,550,000 (2022: RMB6,650,000) and RMB1,171,000 (2022: RMB1,166,000) for the Company and the subsidiaries in the Group, respectively.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)

9 DIVIDENDS

(i) Dividends payable to equity holders of the Company attributable to the year

	2023 RMB'000	2022 RMB'000
Final dividend proposed after the end of the Reporting Period of HK\$0.412 (equivalent to RMB0.373) per Share (2022: HK\$0.401 (equivalent to RMB0.358) per Share)	348,617	332,737
Special dividend declared on 4 December 2023 of HK\$0.600 (equivalent to RMB0.545) per Share (2022: N/A)	510,014	—
	858,631	332,737

The final dividend proposed after the end of the Reporting Period has not been recognised as a liability at the end of the Reporting Period.

The special dividend declared on 4 December 2023 has been recognised as “dividends payables” as at the period end and had been paid in January 2024 (see Note 24).

(ii) Dividends payable to equity holders of the Company attributable to the previous financial year, approved and paid during the year

	2023 RMB'000	2022 RMB'000
Final dividend in respect of the previous financial year, approved and paid ⁽ⁱ⁾ during the year, of HK\$0.401 (equivalent to RMB0.358) per share ⁽ⁱⁱ⁾ (2022: HK\$0.416 (equivalent to RMB0.340) per share ⁽ⁱⁱ⁾)	338,938	329,638

Note:

- (i) The final dividend is translated into RMB for disclosure with reference to the respective exchange rate on 29 December 2023 and 30 December 2022.
- (ii) The final dividend paid of the previous financial year is calculated according to the exchange rate at the end of each month.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)

10 EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the ordinary equity holders of the Company is based on the following data:

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
Earnings:		
Earnings for the purpose of calculating basic and diluted earnings per share	533,008	831,845
Number of shares:		
Issued shares at 1 January	929,315,321	924,944,850
Effect of shares repurchased	(17,299,177)	(23,373,546)
Effect of share options exercised and restricted stock units ("RSUs") vested	7,872,626	6,356,184
Weighted average number of shares for the purpose of calculating basic earnings per share	919,888,770	907,927,488
Effect of dilutive potential shares:		
Share options and RSUs	10,789,874	13,901,608
Weighted average number of shares for the purpose of calculating diluted earnings per share	930,678,644	921,829,096

The calculations of basic earnings per share for the years ended 31 December 2023 and 31 December 2022 were based on the profit for the year attributable to the equity holders of the Company.

The calculations of the number of shares for the purpose of basic earnings per share for the years ended 31 December 2023 and 31 December 2022 had taken into account the issuance of shares upon the exercise and vesting of share options and RSUs, purchase of shares in 2023 and 2022.

The computation of diluted earnings per share for the year ended 31 December 2023 did not assume the exercise of the share options under 2014 stock incentive plan ("**2014 Plan**"), certain share options under the Pre-IPO share option scheme of the Company ("**Pre-IPO Share Option Scheme**"), certain share options under the share option scheme adopted on 25 November 2019 ("**2019 Share Option Scheme**") since such share options had an anti-dilutive effect.

The computation of diluted earnings per share for the year ended 31 December 2022 did not assume the exercise of the share options under the 2014 Plan, certain share options under the Pre-IPO Share Option Scheme, certain share options under the 2019 Share Option Scheme since such share options had an anti-dilutive effect.

**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS**For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)**11 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND EMPLOYEES' EMOLUMENTS****Directors and chief executive**

Details of the emoluments paid or payable to the directors and chief executive of the Company by entities comprising the Group during the years ended 31 December 2023 and 31 December 2022 are as follows:

Year ended 31 December 2023

	Directors' fees RMB'000	Salaries allowances and benefits in kind RMB'000	Discretionary bonus RMB'000	Contribution to retirement benefit scheme RMB'000	Total RMB'000
Executive directors and chief executive:					
Mr. Tian Suning	—	—	—	—	—
Mr. Gao Nianshu	—	3,515	2,957	57	6,529
Mr. Xin Yuesheng*	—	—	—	—	—
Sub-total	—	3,515	2,957	57	6,529
Non-executive directors:					
Mr. Zhang Yichen	—	—	—	—	—
Mr. Ding Jian**	—	—	—	—	—
Mr. Cheng Xike	—	—	—	—	—
Mr. Yang Lin	—	—	—	—	—
Ms. Liu Hong	—	—	—	—	—
Sub-total	—	—	—	—	—
Independent non-executive directors:					
Mr. Gao Jack Qunyao	426	—	—	—	426
Mr. Zhang Ya-Qin	426	—	—	—	426
Mr. Ge Ming	426	—	—	—	426
Ms. Tao Ping	424	—	—	—	424
Sub-total	1,702	—	—	—	1,702
Total	1,702	3,515	2,957	57	8,231

* Mr. Xin Yuesheng has been re-designated from a non-executive director to an executive director of the Company since 28 December 2023.

** Mr. Ding Jian has been re-designated from an executive director to a non-executive director of the Company since 28 December 2023.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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11 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND EMPLOYEES' EMOLUMENTS (Continued)

Directors and chief executive (Continued)

Year ended 31 December 2022

	Directors' fees RMB'000	Salaries allowances and benefits in kind RMB'000	Discretionary bonus RMB'000	Contribution to retirement benefit scheme RMB'000	Total RMB'000
Executive directors and chief executive:					
Mr. Tian Suning	—	—	—	—	—
Mr. Ding Jian	—	—	—	—	—
Mr. Gao Nianshu	—	3,415	3,080	38	6,533
Sub-total	—	3,415	3,080	38	6,533
Non-executive directors:					
Mr. Zhang Yichen	—	—	—	—	—
Mr. Xin Yuesheng	—	—	—	—	—
Mr. Cheng Xike	—	—	—	—	—
Mr. Yang Lin	—	—	—	—	—
Ms. Liu Hong	—	—	—	—	—
Sub-total	—	—	—	—	—
Independent non-executive directors:					
Mr. Gao Jack Qunyao	420	—	—	—	420
Mr. Zhang Ya-Qin	420	—	—	—	420
Mr. Ge Ming	420	—	—	—	420
Ms. Tao Ping	418	—	—	—	418
Sub-total	1,678	—	—	—	1,678
Total	1,678	3,415	3,080	38	8,211

**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS**

For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)

**11 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND EMPLOYEES' EMOLUMENTS
(Continued)****Directors and chief executive (Continued)**

The emoluments disclosed above did not contain the amount recognised as expense in relation to share-based payments during the years ended 31 December 2023 and 31 December 2022. For details of directors' share-based compensation, please refer to Note 31.

No emoluments were paid or payable to Mr. Tian Suning, Mr. Xin Yuesheng, Mr. Zhang Yichen, Mr. Ding Jian, Mr. Cheng Xike, Mr. Yang Lin, Ms. Liu Hong, the directors of the Company during the years ended 31 December 2023 and 31 December 2022.

The emoluments of the directors and chief executive shown above were for their management services rendered to the Group. The emoluments of the non-executive directors and independent non-executive directors were for their services as directors of the Company.

As at 31 December 2023, there were no loans, quasi-loans and other dealing arrangements in favour of the directors, controlled bodies corporate and controlled entities with such directors.

Employees

The five highest paid individuals of the Group included one director for the year ended 31 December 2023 (2022: one director), details of whose emoluments were included in the disclosures above. Details of the remuneration for the year of the remaining four (2022: four) highest paid individuals who are neither a director nor chief executive of the Company for the year ended 31 December 2023 are as follows:

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
Employees		
Salaries, allowances and benefits in kind	7,355	7,120
Discretionary bonus	6,253	6,259
Share-based compensation expenses	23,556	33,134
Contribution to retirement benefit scheme	220	171
	37,384	46,684

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in thousands of Renminbi, unless otherwise stated)

11 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND EMPLOYEES' EMOLUMENTS (Continued)

Employees (Continued)

Their top five emoluments fell within the following bands:

	Number of employees	
	Year ended 31 December	
	2023	2022
HK\$7,500,001 to HK\$8,000,000	—	1
HK\$8,500,001 to HK\$9,000,000	1	—
HK\$9,500,001 to HK\$10,000,000	2	—
HK\$10,000,001 to HK\$10,500,000	—	1
HK\$12,500,001 to HK\$13,000,000	1	—
HK\$16,000,001 to HK\$16,500,000	—	1
HK\$17,000,001 to HK\$17,500,000	1	—
HK\$18,000,001 to HK\$18,500,000	—	1
HK\$33,000,001 to HK\$33,500,000	—	1
	5	5

Saved as disclosed above, during the years ended 31 December 2023 and 31 December 2022, no emoluments were paid by the Group to the directors or chief executive of the Company or the five highest paid individuals of the Group as an inducement to join or upon joining the Group or as compensation for loss of office.

None of the directors of the Company and the five highest paid individuals of the Group waived or agreed to waive any emoluments during the year ended 31 December 2023 (2022: nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)

12 PROPERTY, PLANT AND EQUIPMENT

	Buildings RMB'000	Leasehold improvements RMB'000	Motor vehicles RMB'000	Furniture, fixtures and equipment RMB'000	Total RMB'000
COST					
At 1 January 2022	227,301	130,673	6,652	115,621	480,247
Additions					
— Purchase	—	31,894	396	15,034	47,324
— Acquisition of a subsidiary	—	2,046	—	710	2,756
Disposals	—	(8,829)	—	(3,205)	(12,034)
At 31 December 2022	227,301	155,784	7,048	128,160	518,293
Additions					
— Purchase	—	7,093	495	23,665	31,253
Disposals	—	(5,832)	—	(9,964)	(15,796)
At 31 December 2023	227,301	157,045	7,543	141,861	533,750
ACCUMULATED DEPRECIATION					
At 1 January 2022	(35,319)	(71,966)	(3,772)	(84,020)	(195,077)
Charged for the year	(4,930)	(24,011)	(1,019)	(12,026)	(41,986)
Eliminated on disposals	—	7,694	—	2,766	10,460
At 31 December 2022	(40,249)	(88,283)	(4,791)	(93,280)	(226,603)
Charged for the year	(4,930)	(27,564)	(760)	(13,463)	(46,717)
Eliminated on disposals	—	5,608	—	9,469	15,077
At 31 December 2023	(45,179)	(110,239)	(5,551)	(97,274)	(258,243)
CARRYING VALUES					
At 31 December 2023	182,122	46,806	1,992	44,587	275,507
At 31 December 2022	187,052	67,501	2,257	34,880	291,690

The above items of property, plant and equipment, taking into account their residual values of the cost, are depreciated on a straight-line basis over their estimated useful lives shown as follows:

Buildings	40 to 47 years
Leasehold improvements	Shorter of the lease term or 5 to 10 years
Motor vehicles	5 years
Furniture, fixtures and equipment	3 to 10 years

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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13 LEASES

The Group as a lessee

The Group has lease contracts for various properties and buildings used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 50 years, and no ongoing payments will be made under the terms of these land leases. Leases of properties generally have fixed lease terms between 1 to 10 years.

There are several lease contracts that include extension and termination options, but do not impose any covenants in the leased assets or include any variable lease payments. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

As at 31 December 2023, there were no lease agreements that were entered into but not yet commenced.

i. Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Buildings RMB'000	Land use right RMB'000	Total RMB'000
Carrying amount			
At 1 January 2022	148,918	79,432	228,350
Addition			
— Lease	124,064	—	124,064
— Acquisition of a subsidiary	27,939	—	27,939
Decrease due to termination	(4,491)	—	(4,491)
Depreciation charge	(88,552)	(2,021)	(90,573)
At 31 December 2022	207,878	77,411	285,289
Addition			
— Lease	67,973	—	67,973
Decrease due to termination	(2,424)	—	(2,424)
Depreciation charge	(93,045)	(2,021)	(95,066)
At 31 December 2023	180,382	75,390	255,772

**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS**

For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)

13 LEASES (Continued)

The Group as a lessee (Continued)

ii. Lease liabilities

The carrying amounts of the Group's lease liabilities and the movements during the year are as follows:

	Total
	RMB'000
Carrying amount	
At 1 January 2022	137,861
Addition	
— Lease	124,488
— Acquisition of a subsidiary	28,443
Decrease due to termination	(3,060)
Interest on lease liabilities	10,197
Payment	(95,307)
	<hr/>
At 31 December 2022	202,622
	<hr/>
Addition	
— Lease	67,354
Decrease due to termination	(1,574)
Interest on lease liabilities	11,799
Payment	(102,808)
	<hr/>
At 31 December 2023	177,393

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)

13 LEASES (Continued) The Group as a lessee (Continued)

ii. Lease liabilities (Continued)

Lease liabilities payable:

	At 31 December	
	2023	2022
	RMB'000	RMB'000
Within one year	63,584	68,906
Within a period of more than one year but not more than two years	46,466	47,697
Within a period of more than two years but not more than five years	54,223	64,389
Within a period of more than five years	13,120	21,630
At the end of the year	177,393	202,622
Less: Amount due for settlement with 12 months shown under current liabilities	63,584	68,906
Amount due for settlement after 12 months shown under non-current liabilities	113,809	133,716

iii. The total cash outflow for leases are as follows:

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
Within operating activities	52,990	60,311
Within investing activities	—	—
Within financing activities	102,808	95,307

iv. Extension options and termination options:

During the year ended 31 December 2023, the Group terminated contracts amounted to RMB1,574,000 (2022: RMB3,060,000), resulting in decreases in lease liabilities due to early termination from contracts with no termination options.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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14 INTANGIBLE ASSETS

	Customer relationships	Core technologies	Trademark, copyright and related agreements	Contract backlog	Non-compete agreements	Software	Memberships	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
COST								
At 1 January 2022	779,585	295,512	—	—	6,729	10,280	1,200	1,093,306
Additions	53,900	8,200	89,900	10,400	—	2,154	—	164,554
Disposals	—	—	—	—	—	(436)	—	(436)
At 31 December 2022	833,485	303,712	89,900	10,400	6,729	11,998	1,200	1,257,424
Additions	—	—	48,900	—	—	4,918	—	53,818
Disposals	—	—	—	—	—	(409)	—	(409)
At 31 December 2023	833,485	303,712	138,800	10,400	6,729	16,507	1,200	1,310,833
ACCUMULATED AMORTISATION AND IMPAIRMENT LOSSES								
At 1 January 2022	(779,585)	(295,512)	—	—	(6,729)	(6,183)	—	(1,088,009)
Amortisation	(7,700)	(2,733)	(8,990)	(5,200)	—	(3,694)	—	(28,317)
Disposals	—	—	—	—	—	436	—	436
At 31 December 2022	(787,285)	(298,245)	(8,990)	(5,200)	(6,729)	(9,441)	—	(1,115,890)
Amortisation	(7,700)	(2,734)	(8,990)	(5,200)	—	(2,672)	—	(27,296)
Disposals	—	—	—	—	—	409	—	409
Impairment loss	(38,500)	(2,733)	(55,920)	—	—	—	—	(97,153)
At 31 December 2023	(833,485)	(303,712)	(73,900)	(10,400)	(6,729)	(11,704)	—	(1,239,930)
CARRYING VALUES								
At 31 December 2023	—	—	64,900	—	—	4,803	1,200	70,903
At 31 December 2022	46,200	5,467	80,910	5,200	—	2,557	1,200	141,534

All intangible assets have finite useful lives and are amortised on a straight-line basis based on their estimated useful lives except for the memberships, as follows:

Customer relationships	2 to 10 years
Core technologies	5 to 6 years
Trademark, copyright and related agreements	9 to 10 years
Contract backlog	2 years
Non-compete agreements	2 to 10 years
Software	1 to 6 years

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For the year ended 31 December 2023
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14 INTANGIBLE ASSETS (Continued)

The recoverable amount of certain intangible assets arising from acquisition of iResearch Consulting is determined based on value-in-use calculations. These calculations use discounted cash flow forecasts based on financial budgets approved by management covering a five-year period, and at an average pre-tax discount rate 14.9% for the year ended 31 December 2023 (2022: N/A).

The recoverable amount of these intangible assets is RMB16,000,000 as at 31 December 2023. The carrying amounts of these intangible assets has been reduced to its respective recoverable amount and an impairment loss on intangible assets of RMB97,153,000 during the year 2023 was recognised, which was included in other gains and losses (2022: N/A).

15 GOODWILL

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
Cost:		
At 1 January	2,146,787	1,932,246
Addition through acquisition of a subsidiary	—	214,541
At 31 December	2,146,787	2,146,787
Accumulated impairment losses:		
At 1 January	(24,160)	—
Impairment loss	(190,381)	(24,160)
At 31 December	(214,541)	(24,160)
Carrying amount:		
At 31 December	1,932,246	2,122,627

The goodwill was primarily arisen from the acquisition of Linkage Technologies International Holdings Limited in July 2010 and the acquisition of iResearch Consulting in January 2022, respectively, and was allocated to the Group's cash-generating units ("CGU") identified according to business operations as follows:

	2023	2022
	RMB'000	RMB'000
Software business	1,932,246	1,932,246
iResearch Consulting business	—	190,381
	1,932,246	2,122,627

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For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)

15 GOODWILL (Continued)

The recoverable amount is determined by the management based on the higher of the fair value less costs of disposal and value in use. The management engaged an external valuer to determine the recoverable amounts of the CGU.

Impairment testing on goodwill

The recoverable amount of the Group's CGU has been determined based on a value in use calculation and is assessed by the management with reference to valuations carried out by an independent professional valuer, which has appropriate qualifications and experience in valuation of similar testing.

Software business:

The calculation uses cash flow projections based on financial budgets approved by the management covering a five-year period, and at a pre-tax discount rate of 18.5% for the year ended 31 December 2023 (2022: 19.5%). Key assumptions for the value in use calculations relate to the estimation of cash inflows and/or outflows which include revenue growth rate and gross profit margin, with expected gross profit margin for five-year period floating up and down within 1% compared with that of the year. The cash flows of the CGU beyond the five-year period are extrapolated using a 2.5% growth rate considering the relevant industry growth rate forecast and the economic condition of the market and period which does not exceed the long-term average growth rate for the industry. Such estimation is based on the past performance of the CGU, industry information and management's expectations for the market development, including the fluctuation in the software products and related services business in the current economic environment. The key assumptions used in estimating the recoverable amount are as follows:

	2023	2022
Average annual revenue growth rate during the forecast period:	6.6%	10.3%
Average annual gross profit margin	38.0%	38.4%
Growth rate beyond the forecast period	2.5%	3.0%
Pre-tax discount rate	18.5%	19.5%

The recoverable amount of the CGU of software business was RMB9,700,000,000 as at 31 December 2023 (2022: RMB10,880,000,000), which was higher than the carrying amount of the CGU, including the goodwill. Therefore, for the year ended 31 December 2023, no impairment loss was recognised (2022: nil).

The table below sets forth a sensitivity analysis of the impact of variations in key assumptions, namely the discount rate and the terminal revenue growth rate, on the recoverable amount of the CGU of software business, where the headroom represents the excess of the recoverable amount over the carrying amount of the CGU of software business. The headroom amounts to RMB3,116,000,000 as at 31 December 2023 (2022: RMB4,549,000,000). The management believes that any reasonably possible change in assumptions would not cause the aggregate carrying amount of the CGU to exceed the recoverable amount.

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For the year ended 31 December 2023
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15 GOODWILL (Continued) Impairment testing on goodwill (Continued)

Software business: (Continued)

	Headroom At 31 December	
	2023 RMB'000	2022 RMB'000
Reasonably possible change in discount rate		
+0.5%	2,886,000	4,289,000
+1%	2,666,000	4,029,000
Reasonably possible change in terminal revenue growth rate		
-0.5%	2,986,000	4,389,000
-1%	2,866,000	4,239,000

iResearch Consulting business:

The calculation uses cash flow projections based on financial budgets approved by the management covering a five-year period, at a pre-tax discount rate of 17.5% for the year ended 31 December 2023 (2022: 20.5%). The cash flows of the CGU beyond the five-year period are extrapolated using a 2.5% growth rate considering the relevant industry growth rate forecast and the economic condition of the market and period which does not exceed the long-term average growth rate for the industry. Other key assumptions for the value in use calculations relate to the estimation of cash inflows and/or outflows which include budgeted revenue and gross profit margin. Such estimation is based on the past performance of the CGU, industry information and management's expectations for the market development. Revenue and profit of the CGU of iResearch Consulting in 2023 decreased compared with 2022, which was mainly due to the impact of multiple factors such as weakened market demand and ongoing uncertainties and challenges during the economic recovery. Considering these factors, the Group has lowered its discounted cash flow forecasts for iResearch Consulting in the future. The key assumptions used in estimating the recoverable amount are as follows:

	2023	2022
Average annual revenue growth rate during the forecast period:	12.3%	17.3%
Average gross profit margin	32.6%	36.3%
Growth rate beyond the forecast period	2.5%	2.5%
Pre-tax discount rate	17.5%	20.5%

The recoverable amount of the CGU of iResearch Consulting business is RMB145,000,000 as at 31 December 2023 (2022: RMB483,000,000). The CGU of iResearch Consulting business (containing goodwill) has been reduced to its recoverable amount and an impairment loss on goodwill of RMB190,381,000 during 2023 was recognised, which was included in other gains and losses (2022: RMB24,160,000). After the impairment test, the carrying amount of the goodwill in relation to iResearch Consulting business has been reduced to zero.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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16 INVESTMENTS IN ASSOCIATES

Details of the Group's investments in associates are aggregately presented as follows:

	At 31 December	
	2023	2022
	RMB'000	RMB'000
Cost of investments in associates	105,410	103,660
Share of results and other comprehensive income	(22,781)	(8,281)
Received dividends	(4,107)	—
Impairment losses on associates	(6,410)	(6,410)
	72,112	88,969

Details of the Group's associates at the end of the years ended 31 December 2023 and 31 December 2022 are as follows. The principal associates of the Group are unlisted corporate entities whose quoted market price is not available, except for Guangdong New Vision Info-Tech Co., Ltd., which is listed on National Equities Exchanges and Quotations on 26 September 2022. In the opinion of the Directors, none of the associates is material to the Group:

Name of entity ⁽ⁱ⁾	Place of incorporation/ registration	Principal place of operation	Proportion of ownership interest and voting rights held by the Group At 31 December				Principal activity
			2023		2022		
			Directly	Voting	Directly	Voting	
Guangdong New Vision Info-Tech Co., Ltd. (廣東新視野信息科技股份有限公司)	PRC	PRC	14.6%	14.6%	15.3%	15.3%	Provision of smart city solutions and overall operation services
Xinji Information Technology Group Co., Ltd. (新基信息技術集團股份有限公司)	PRC	PRC	7.6%	7.6%	7.6%	7.6%	Digital Government construction and operation service provider
Gongyi Digital Information Technology Co., Ltd. (鞏義市數字信息科技股份有限公司)	PRC	PRC	15.0%	15.0%	15.0%	15.0%	Construction and operation of digital projects
Shenzhen AI-LINK Network Co., Ltd. (深圳艾靈網絡有限公司)	PRC	PRC	6.5%	6.5%	8.2%	8.2%	Industrial 5G Indulge Intelligence
Henan Shurui Intelligent Technology Research Co., Ltd. (河南數銳智能科技研究有限公司)	PRC	PRC	35.0%	35.0%	N/A	N/A	Engineering and technical studies, R&D of online energy monitoring technology

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16 INVESTMENTS IN ASSOCIATES (Continued)

All the associates of the Group are accounted for using the equity method in the consolidated financial statements.

On 26 May 2022, the Group invested RMB19,760,000 into Xinji Information Technology Group Co., Ltd. to hold 7.6% equity interests.

On 24 June 2022, the Group invested RMB1,500,000 into Gongyi Digital Information Technology Co., Ltd. to hold 15.0% equity interests.

On 13 September 2022, the Group invested RMB30,000,000 into Shenzhen AI-LINK Network Co., Ltd. to acquire 8.2% equity interests. In 2023, proportion of ownership interest and voting rights of the Group decreased to 6.5% due to joining of other shareholders.

On 22 September 2023, the Group invested RMB1,750,000 into Henan Shurui Intelligent Technology Research Co., Ltd. to acquire 35.0% equity interests.

Although the proportion of ownership interest held in certain investees is less than 20%, pursuant to the articles of associations, the Group has assigned a director in the board of directors, as such, the Group has significant influence over it.

Aggregate information of associates that are not individually material:

	2023 RMB'000	2022 RMB'000
Aggregate carrying amount of individually immaterial associates in the consolidated financial statements	72,112	88,969
Aggregate amounts of the Group's share of those associates		
Profit for the year	(13,718)	(8,863)
Other comprehensive income for the year	—	—
Total comprehensive income for the year	(13,718)	(8,863)

Note:

- i. The English names of the companies are translated from their registered Chinese names for identification purpose only.

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17 TRADE AND NOTES RECEIVABLES

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
Notes receivables	215,548	85,060
Trade receivables	1,385,750	1,102,647
Amounts due from third parties	697,415	513,344
Amounts due from related parties	688,335	589,303
Less: allowance for credit losses	(88,266)	(50,377)
	1,513,032	1,137,330

For the purpose of data comparison, the amounts above included the trade and notes receivables from China Mobile Group.

The Group generally grants credit period of 30 days from the dates of acceptance reports when the Group had the right to consideration becoming unconditional. The extension of credit period to the customers may be granted on a discretionary basis by considering customer type, the current creditworthiness and the customer's financial condition and payment history with the Group.

Trade receivables relate to a number of independent customers that have a good track record with the Group. The allowance for doubtful debts of the Group is based on the evaluation of collectability and ageing analysis of individual trade debts performed by the management. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer.

Notes receivables are bank acceptance notes and commercial acceptance notes issued by large enterprise customers, which the management believes that all the counterparties are of high credit quality and the expected credit loss is not significant.

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17 TRADE AND NOTES RECEIVABLES (Continued)

Ageing of trade and notes receivables, net of allowance for credit losses, based on the dates when the Group has the right to bill, at the end of the years ended 31 December 2023 and 31 December 2022 is as follows:

	At 31 December	
	2023	2022
	RMB'000	RMB'000
1–30 days	817,278	675,312
31–90 days	310,865	264,293
91–180 days	162,157	114,299
181–365 days	120,948	65,643
Over 365 days	101,784	17,783
	1,513,032	1,137,330

Movements in lifetime ECL that had been recognised for trade receivables in accordance with HKFRS 9 for the years ended 31 December 2023 and 31 December 2022 are as follows:

	RMB'000
At 1 January 2022	27,854
Allowance for trade receivables, net of reversal	4,316
Addition through acquisition of subsidiary	21,758
Written-off as uncollectible	(3,551)
At 31 December 2022	50,377
Allowance for trade receivables, net of reversal	46,816
Written-off as uncollectible	(8,927)
At 31 December 2023	88,266

Details of impairment assessment on trade receivable are set out in Note 21.

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18 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	At 31 December	
	2023	2022
	RMB'000	RMB'000
Project bidding and other deposits	43,422	47,033
Prepayment of value added tax	70,491	51,905
Prepayment for outsourcing system supporting service	66,911	51,086
Prepaid rental expenses ⁽ⁱ⁾	12,026	7,612
Interest receivable	3,971	4,873
Advances to suppliers	31,856	8,981
Receivables from exercise of share award scheme	—	4,070
Others	36,437	35,108
	265,114	210,668
Less: allowance for credit losses	—	(8)
	265,114	210,660

Note:

- (i) Prepaid rental expenses mainly represent prepayments for short-term leases and leases of low value assets that were exempted from HKFRS 16.

Movements in lifetime ECL that has been recognised for project bidding and other deposits and interest receivable in accordance with the simplified approach set out in HKFRS 9 for the years ended 31 December 2023 and 31 December 2022 is as follows:

	At 31 December	
	2023	2022
	RMB'000	RMB'000
At the beginning of the year	8	5
Allowance for credit losses, net of reversal	551	16,213
Written-off as uncollectible	(559)	(16,210)
At the end of the year	—	8

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19 CONTRACT ASSETS AND CONTRACT LIABILITIES

The Group has rights to considerations from customers for the provision of software business. Contract assets arise when the Group has rights to considerations for completion of such services and not yet billed under the relevant contracts, and their rights are conditioned on factors other than passage of time. Any amount previously recognised as contract assets are transferred to trade receivables when the rights become unconditional. Remaining rights and performance obligations in a particular contract are accounted for and presented on a net basis, as either a contract asset or a contract liability.

	At 31 December	
	2023	2022
	RMB'000	RMB'000
Analysed for reporting purposes as follows:		
Contract assets	3,105,931	2,596,691
Contract liabilities	(212,913)	(273,249)

For the purpose of data comparison, the amounts included the contract assets and contract liabilities from China Mobile Group.

For the contract liabilities as at 31 December 2023 and 31 December 2022, the majority of the balances were expected to be recognised as revenue during the year ending 31 December 2024 and the year ended 31 December 2023, respectively.

Contract assets and contract liabilities are analysed and classified as current assets and current liabilities due to the contract assets and contract liabilities are expected to be recognised in normal operation cycle.

Movements in lifetime ECL that had been recognised for contract assets in accordance with HKFRS 9 for the year ended 31 December 2023 are as follows:

	RMB'000
At 1 January 2022	124,542
Allowance on contract assets, net of reversal	51,879
Written-off as uncollectible	(7,976)
At 31 December 2022	168,445
Allowance on contract assets, net of reversal	75,693
Written-off as uncollectible	(12,104)
At 31 December 2023	232,034

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20 FINANCIAL INSTRUMENTS MEASURED AT FAIR VALUE

(a) Financial assets measured at FVTPL include the following:

	At 31 December	
	2023	2022
	RMB'000	RMB'000
Wealth management products ⁽ⁱ⁾	363,008	692,395
Investment funds and equity investments	25,111	22,135

Note:

- (i) Wealth management products represented the Group's investments in various wealth management products issued by commercial banks, insurance companies and state-owned financial institutions. These products have no specified maturity and are repayable on demand, or have a term ranging from 3 months to 4 months with variable return rates indexed to the performance of underlying assets. As at 31 December 2023, they were measured at fair values (level 3: RMB363,008,000). They have an expected annual return rate ranging from 3.0% to 5.0%.

The gains were recognised in profits or loss are as follows:

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
Net gains on disposal of financial assets at FVTPL (Note 4)	12,002	13,720
Changes in fair value of financial assets at FVTPL (Note 4)	5,740	338
	17,742	14,058

(b) Financial assets at fair value through other comprehensive income

	Year ended 31 December	
	2023	2022
	RMB'000	RMB'000
Unlisted equity investments	58,619	47,929

The item mainly includes several unlisted equity investment in companies incorporated in the PRC which are mainly engaged in data analysis, telecommunication and other related services. These investments are held for strategic purposes and designated as equity investments at FVOCI (non-recycling).

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21 OVERVIEW OF THE GROUP'S EXPOSURE TO CREDIT RISK

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. At the end of the reporting period, the Group's maximum exposure to credit risk which causes a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise credit risk, the finance team of the Group has developed and maintained a credit risk grading system to categorise exposures according to their degree of risk of default. The management uses publicly available financial information and the Group's own historical repayment records to rate its major customers and other debtors. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

For trade receivables and contract assets, the Group has applied the HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL on these items by using a provision matrix, estimated based on the historical credit loss experience based on the past default experience of the debtor, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The Group writes off trade receivables and contract assets when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings.

Based on the Group's historical credit loss experience, different customer types (including strategic and non-strategic type) have significant different loss patterns.

Strategic customers	Represent the three largest telecom operators and China Tower Corporation Limited in the PRC (including their headquarters, provincial, municipal and specialised subsidiaries/branches)
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Non-strategic customers	Represent other enterprises in the PRC except for strategic customers
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As at 31 December 2023

Strategic customers:

For strategic customers, the directors of the Company determines that the ECL rate is relatively low based on the size and operations of the strategic customers. Such customers have good credit rating, limited past default payment history with minimal amount.

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21 OVERVIEW OF THE GROUP'S EXPOSURE TO CREDIT RISK (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for strategic customers as at 31 December 2023:

Strategic customers	Average loss rate %	Gross carrying amount RMB'000	Impairment loss allowance RMB'000
Trade receivables	1.63%	983,467	16,044
Contract assets	1.09%	2,551,363	27,740

Non-strategic customers:

The following table provides information about the Group's exposure to credit risk and ECLs for non-strategic customers as at 31 December 2023:

Non-strategic customers	Average loss rate %	Gross carrying amount RMB'000	Impairment loss allowance RMB'000
Trade receivables	17.95%	402,283	72,222
Contract assets	25.97%	786,602	204,294

As at 31 December 2022

Strategic customers:

For strategic customers, the directors of the Company determines that the ECL rate is relatively low based on the size and operations of the strategic customers. Such customers have good credit rating, limited past default payment history with minimal amount.

The following table provides information about the Group's exposure to credit risk and ECLs for strategic customers as at 31 December 2022:

Strategic customers	Average loss rate %	Gross carrying amount RMB'000	Impairment loss allowance RMB'000
Trade receivables	1.04%	871,737	9,040
Contract assets	0.58%	2,168,710	12,682

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21 OVERVIEW OF THE GROUP'S EXPOSURE TO CREDIT RISK (Continued)

Non-strategic customers:

The following table provides information about the Group's exposure to credit risk and ECLs for non-strategic customers as at 31 December 2022:

Non-strategic customers	Average loss rate %	Gross carrying amount RMB'000	Impairment loss allowance RMB'000
Trade receivables	17.90%	230,910	41,337
Contract assets	26.12%	596,426	155,763

In determining the ECL for other receivables, amounts due from related parties, and other non-current assets, the directors of the Company have taken into account the historical default experience and the future prospects of the industries and/or considering various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of each of the other receivables, amounts due from related parties, and other non-current assets occurring within their respective loss assessment time horizon, as well as the loss upon default in each case. For the purposes of impairment assessment, other receivables, amounts due from related parties, and other non-current assets are considered to have low credit risk as the counterparties to these financial assets have a high credit rating. Accordingly, the loss allowance is measured at an amount equal to 12-month ECL.

No allowance has been provided for notes receivables, restricted bank deposits, term deposits and cash and cash equivalents since the balances are all with the banks which have low credit risks at 31 December 2023.

22 RESTRICTED BANK DEPOSITS, TERM DEPOSITS AND CASH AND CASH EQUIVALENTS

Restricted bank deposits

Restricted bank deposits represent deposits pledged to banks to secure banking facilities granted to the Group, obtain letters of credits or guarantees. Deposits amounting to RMB172,848,000 had been pledged to secure facilities and short-term bank borrowings, letters of credits or guarantees as at 31 December 2023 (2022: RMB152,277,000), and therefore, were classified as current assets. The deposits amounting to RMB100,000 as at 31 December 2023 had been pledged for a period longer than one year for letters of credits and guarantees and therefore, were classified as non-current assets as at 31 December 2023 (2022: RMB1,291,000).

Restricted bank deposits of the Group carried interests at market rates which range from 0.1% to 2.75% as at 31 December 2023 (2022: 0.1% to 2.75%).

Term deposits

Term deposits represent multiple certificates of deposits with a commercial bank in the PRC that bear fixed interest rates, per annum, ranging from 2.05% to 4.2%, as at 31 December 2023 (2022: from 2.10% to 3.45%).

Cash and cash equivalents

Cash and cash equivalents of the Group comprised cash and bank balances that bear interest at prevailing market rates, per annum, ranging from 0.05% to 3.00% as at 31 December 2023 (2022: from 0.00% to 3.00%).

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23 TRADE AND NOTES PAYABLES

	At 31 December	
	2023	2022
	RMB'000	RMB'000
Trade payables	838,962	429,373
Notes payables ⁽ⁱ⁾	154,656	93,718
	993,618	523,091

Note:

- (i) This item includes the discounted portion of the notes payables amounted to RMB29,808,000 (2022: N/A).

The table below sets forth, as at the end of the Reporting Period, the ageing analysis of the trade and notes payables presented based on the invoice date:

	At 31 December	
	2023	2022
	RMB'000	RMB'000
1-90 days	668,112	384,859
91-180 days	46,680	47,666
181-365 days	85,801	57,537
Over 1 year	193,025	33,029
	993,618	523,091

The Group has financial risk management policies in place to ensure that sufficient working capital is maintained to meet its obligations when they fall due.

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24. DEPOSITS RECEIVED, ACCRUED EXPENSES AND OTHER PAYABLES

	At 31 December	
	2023	2022
	RMB'000	RMB'000
Accrued payroll, welfare and other reimbursement	1,815,791	1,773,147
Dividends payables	508,555	—
Accrued expenses	117,182	86,952
Employee reimbursement payables	64,482	72,532
Other tax payables	69,211	63,792
Performance bond received	24,592	1,395
Advance from customers	11,636	5,222
Accrued liabilities	6,584	60,631
Others	37,514	13,189
	2,655,547	2,076,860

25. DEFERRED TAXATION

The following is the analysis of the deferred tax balances for financial reporting purposes:

	At 31 December	
	2023	2022
	RMB'000	RMB'000
Deferred tax assets	155,787	125,815
Deferred tax liabilities	(280,500)	(211,399)
	(124,713)	(85,584)

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25 DEFERRED TAXATION (Continued)

The following are the major deferred tax assets (liabilities) recognised and movements thereon during the years reported:

	Impairment loss	Tax losses	Accrued payroll and welfare	Accrued expense	Lease liabilities	Right-of-use assets	Withholding tax on undistributable profits of the PRC subsidiaries (Note 7)	Fair value changes	Intangible assets	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2022	12,464	—	100,849	7,617	19,355	(19,903)	(155,264)	—	—	(34,882)
Acquisition of subsidiaries	8,350	9,701	—	901	—	—	—	(4,005)	(24,360)	(9,413)
(Charged) credited to profit or loss	(4,520)	3,503	(11,026)	(2,281)	7,611	(7,348)	(31,450)	—	3,696	(41,815)
Credited to other comprehensive income	—	—	—	—	—	—	—	526	—	526
At 31 December 2022	16,294	13,204	89,823	6,237	26,966	(27,251)	(186,714)	(3,479)	(20,664)	(85,584)
(Charged) credited to profit or loss	7,769	25,624	248	(3,412)	95	183	(84,974)	(256)	18,266	(36,457)
Credited to other comprehensive income	—	—	—	—	—	—	—	(2,672)	—	(2,672)
At 31 December 2023	24,063	38,828	90,071	2,825	27,061	(27,068)	(271,688)	(6,407)	(2,398)	(124,713)

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25 DEFERRED TAXATION (Continued)

Deferred tax assets not recognised

Deferred tax assets are recognised if it is probable that all of the deferred tax assets will be realised through the recovery of taxes previously paid and/or future taxable income. The directors of the Company have reviewed the deferred tax assets of the Group at the end of the reporting period and considered that it is probable that the deferred tax assets of the Group will be realised through future taxable income based on directors' assessment of the probability that taxable profits will be available over the years which the deferred tax assets can be realised or utilised.

As at 31 December 2023, the Group had unused tax losses arising in Mainland China of RMB581,310,000 (2022: RMB490,736,000) available for offset against future profits but relevant deferred tax assets had not been recognised. These tax losses will expire from 2023 to 2028, and certain subsidiaries of the Group may extend to 2033. No deferred tax assets had been recognised in relation to aforementioned tax losses due to the unpredictability of future profit streams.

The unrecognised tax losses with expiring date are summarised below:

	At 31 December	
	2023	2022
	RMB'000	RMB'000
2023	—	445
2024	9,994	17,368
2025	58,466	66,912
2026	33,876	56,101
2027	69,364	62,583
2028	61,527	58,757
2029	32,360	40,611
2030	32,794	36,817
2031	89,058	89,058
2032	60,937	62,084
2033	132,934	—
	581,310	490,736

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26 RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or further cash flows will be, classified in the Group's consolidated statement of cash flows from financing activities.

	Dividend payables RMB'000	Lease liabilities RMB'000	Total RMB'000
At 1 January 2022	—	137,861	137,861
Financing cash flows			
Capital element of lease rentals paid	—	(85,110)	(85,110)
Interest element of lease rentals paid	—	(10,197)	(10,197)
Dividends paid	(329,638)	—	(329,638)
Dividends declared	328,354	—	328,354
Effect of exchange differences	1,284	—	1,284
Interest expense	—	10,197	10,197
New additions to leases	—	124,488	124,488
Addition through acquisition of a subsidiary	—	28,443	28,443
Decrease due to termination of lease contacts	—	(3,060)	(3,060)
At 31 December 2022	—	202,622	202,622

	Dividend payables RMB'000	Lease liabilities RMB'000	Total RMB'000
At 1 January 2023	—	202,622	202,622
Financing cash flows			
Repayment of lease liabilities	—	(91,009)	(91,009)
Interest element of lease rentals paid	—	(11,799)	(11,799)
Dividends paid	(338,938)	—	(338,938)
Dividends declared	847,898	—	847,898
Effect of exchange differences	(405)	—	(405)
Interest expense	—	11,799	11,799
New additions to leases	—	67,354	67,354
Decrease due to termination of lease contacts	—	(1,574)	(1,574)
At 31 December 2023	508,555	177,393	685,948

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28 PURCHASE OF SHARES

During the year ended 31 December 2023, the Company, through the trustee of the 2020 Share Award Scheme, purchased its ordinary shares on The Stock Exchange of Hong Kong Limited as follows:

Details	Number of shares	HK\$'000	RMB'000
Opening balance 1 January 2023	18,922,923	225,171	194,615
Purchase of Shares for share award scheme	951,900	10,668	9,648
Shares vested under share award scheme (Note 31)	(5,135,235)	(57,865)	(49,561)
Balance 31 December 2023	14,739,588	177,974	154,702

During the year ended 31 December 2023, the Company purchased its shares on The Stock Exchange of Hong Kong Limited as follows:

Month	Number of Shares purchased	Highest price paid per Share HK\$	Lowest price paid per Share HK\$	Aggregate price paid HK\$'000
March 2023	200,000	15.38	13.84	2,921
August 2023	751,900	10.46	10.04	7,747
				10,668
April 2022	127,200	13.90	13.30	1,726
May 2022	180,000	13.20	12.72	2,346
June 2022	100,000	13.60	13.48	1,357
August 2022	721,600	11.56	11.00	8,123
September 2022	30,000	10.98	10.42	323
October 2022	300,000	9.58	8.87	2,787
November 2022	305,200	10.34	9.59	3,003
				19,665

The Company purchased shares through the trustee for the implementation of the 2020 Share Award Scheme under the instructions of the Company. For the year ended 31 December 2023, the Company had purchased 951,900 shares using the deposits placed in the trustee at a total consideration of HK\$10,668,000 (equivalent to RMB9,648,000), 5,135,235 RSUs were vested by using the shares purchased from the market under the instructions from the Company.

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28 PURCHASE OF SHARES (Continued)

For the year ended 31 December 2022, the Company had purchased 1,764,000 shares at a total consideration of HK\$19,665,000 (equivalent to RMB17,324,000), 5,568,180 RSUs were vested by using the shares purchased from the market under the instructions from the Company.

29 CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group manages its capital to ensure entities in the Group will be able to continue as a going concern with maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged during the year ended 31 December 2023.

The Group monitors capital on the basis of the debt-to-capitalisation ratio. This ratio is calculated as interest-bearing debts over interest-bearing debts plus total equity. Interest-bearing debts represent lease liabilities, as shown in the consolidated statement of financial position.

	At 31 December	
	2023	2022
	RMB'000	RMB'000
Interest-bearing debts:		
Lease liabilities (non-current portion)	113,809	133,716
Lease liabilities (current portion)	63,584	68,906
	177,393	202,622
Total equity	6,600,399	6,805,639
Interest-bearing debts plus total equity	6,777,792	7,008,261
Debt-to-capitalisation ratio	2.6%	2.9%

The directors of the Company review the capital structure on a regular basis. As part of this review, the management considers the cost of capital and the risks associated with the capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through raising of new capital, issue of new debt or the redemption of the existing debts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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30 FINANCIAL INSTRUMENTS

Categories of financial instruments

	At 31 December	
	2023	2022
	RMB'000	RMB'000
Financial assets		
Financial assets at FVTPL	388,119	714,530
Financial assets at FVOCI	58,619	47,929
Financial assets at amortised cost	4,646,314	3,872,240
	5,093,052	4,634,699

	At 31 December	
	2023	2022
	RMB'000	RMB'000
Financial liabilities		
Financial liabilities measured at amortised cost	1,530,410	548,439

Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVTPL, financial assets at FVOCI, trade and notes receivables, other receivables, other non-current assets, amounts due from related parties, restricted bank deposits, term deposits, cash and cash equivalents, trade and notes payables, other payables and amounts due to related parties. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (interest rate risk and currency risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate restricted bank deposits and bank balances. The Group keeps its restricted bank deposits and bank balances at floating rate of interests so as to minimise the fair value interest rate risk. The Group is also exposed to fair value interest rate risk in relation to financial assets at FVTPL, fixed-rate term deposits (Note 22) and lease liabilities (Note 13). The management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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30 FINANCIAL INSTRUMENTS (Continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to variable interest rates for restricted bank deposits and bank balances at the end of the reporting period and assumed that the amount of such balances outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2023 would increase/decrease by RMB13,241,000 (2022: increase/decrease by RMB11,292,000). This is mainly attributable to the Group's exposure on interest rates on its pledged bank deposits and bank balances.

Currency risk

The Group has trade receivables, trade payables, cash and cash equivalents and term deposits which are denominated in foreign currencies, mainly US\$ and HK\$, as at 31 December 2023 (2022: US\$ and HK\$), that are exposed to currency risk.

The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities, excluded related party borrowings, at the end of the reporting period are set forth as follows:

	At 31 December	
	2023	2022
	RMB'000	RMB'000
Assets		
US\$	60,175	82,215
HK\$	459,754	103,902
	519,929	186,117
Liabilities		
US\$	78	116
HK\$	2,796	1,700
	2,874	1,816

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For the year ended 31 December 2023
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30 FINANCIAL INSTRUMENTS (Continued)

Foreign currency sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to foreign currency rates and includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A 5% increase or decrease is used when reporting foreign currency rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign currency rates.

If RMB were appreciated/depreciated 5% against the foreign currency and all other variable were held constant, the Group's post-tax profit for the year ended 31 December 2023 would decrease/increase by RMB20,263,000 (2022: decrease/increase by RMB6,903,000). This is mainly attributable to the Group's exposure to foreign currency rates of US\$ and HK\$ (2022: HK\$) on the foreign currency bank balances and term deposits.

Credit risk

The Group's maximum exposure to credit risk which causes a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group's credit risk is primarily attributable to its trade and notes receivables, other receivables, other non-current assets, amounts due from related parties and contract assets.

With respect to the credit risk of the Group's treasury operations, management has established internal procedures to monitor the Group's bank balances and cash, term deposits, investments to be placed and entered into with financial institution of good reputation. These internal procedures help to minimise the Group's credit risk exposure.

The credit risk on restricted bank deposits, bank balances and term deposits is limited because the counterparties are banks with high credit rating.

Due to the nature of business of the Group, the Group has significant concentration of credit risk on a number of customers. During the year ended 31 December 2023, the aggregate amount of the Group's revenue generated from the top three customers (Note 3) was RMB6,829,873,000 (2022: RMB6,654,227,000), representing 86.6% (2022: 86.0%) of total revenue of the Group for the year. The aggregated balance of the Group's trade and notes receivables from the top three customers was RMB1,175,318,000 (2022: RMB934,557,000), representing 72.9% (2022: 78.7%) of the total trade and notes receivables as at 31 December 2023. In addition, the Group's concentration of credit risk by geographical locations is substantially in the PRC. In the opinion of directors of the Company, those customers are mainly large telecommunication companies owned by the PRC government with good financial backgrounds.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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30 FINANCIAL INSTRUMENTS (Continued)

Liquidity risk

Ultimate responsibility for liquidity risk management rests with the directors of the Company, who have established an appropriate liquidity risk management framework for the management of the Group's short-, medium- and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The directors of the Company are of the opinion that taken into account the above plans and measures, the Group will have sufficient working capital to meet its financial liabilities and obligations as and when they fall due and to sustain its operations for the next twelve months from the end of the reporting period. The consolidated financial statements have been prepared on the going concern basis.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of the liabilities based on the earliest date on which the Group can be required to pay.

	Weighted average effective interest rate/ borrowing rate %	Demand or within 3 months RMB'000	3 months to 1 year RMB'000	1-5 years RMB'000	Over 5 years RMB'000	Total undiscounted cash flow RMB'000	Carrying value RMB'000
At 31 December 2023							
Trade and notes payables		993,618	—	—	—	993,618	993,618
Other payables		24,592	—	—	—	24,592	24,592
Dividends payable		508,555	—	—	—	508,555	508,555
Amounts due to related parties		3,168	—	—	—	3,168	3,168
Lease liabilities	5.7%	16,244	48,733	120,532	17,557	203,066	177,393
		1,546,177	48,733	120,532	17,557	1,732,999	1,707,326
At 31 December 2022							
Trade and notes payables		523,091	—	—	—	523,091	523,091
Other payables		8,154	—	—	—	8,154	8,154
Amounts due to related parties		17,194	—	—	—	17,194	17,194
Lease liabilities	5.7%	22,915	62,499	122,438	22,147	229,999	202,622
		571,354	62,499	122,438	22,147	778,438	751,061

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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30 FINANCIAL INSTRUMENTS (Continued)

Fair value measurement

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

The following table presents the fair value of the Group's financial assets measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- * Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- * Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- * Level 3 valuations: Fair value measured using significant unobservable inputs

	Fair value as at		Fair value hierarchy	Valuation technique and key input and correlation
	2023	2022		
	RMB'000	RMB'000		
Financial assets at FVTPL				
— Wealth management products	363,008	692,395	Level 3	Discounted cashflow method estimated return rate, negatively correlated
— Investment funds	24,969	19,424	Level 3	Market approach, discount for lack of marketability, negatively correlated
— Unlisted equity investments	—	2,500	Level 3	Market approach, discount for lack of marketability, negatively correlated
— Listed equity investments	142	211	Level 1	N/A
Financial assets at FVOCI				
— Unlisted equity investments	58,619	47,929	Level 3	Market approach, discount for lack of marketability, negatively correlated

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30 FINANCIAL INSTRUMENTS (Continued)

Fair value measurement (Continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

During the years ended 31 December 2023 and 31 December 2022, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3.

The movements during the year in the balance of these Level 3 fair value measurements are as follows:

	As at 31 December 2022	Purchase	Disposal	Recognised in profit or loss	Recognised in other comprehensive income	As at 31 December 2023
Financial assets measured at FVOCI	47,929	—	—	—	10,690	58,619
Financial assets measured at FVTPL	714,319	2,035,488	(2,377,184)	17,812	(2,458)	387,977
	762,248	2,035,488	(2,377,184)	17,812	8,232	446,596

	As at 31 December 2021	Acquisition of subsidiaries	Purchase	Disposal	Recognised in profit or loss	Recognised in other comprehensive income	As at 31 December 2022
Financial assets measured at FVOCI	—	60,717	—	(9,291)	—	(3,497)	47,929
Financial assets measured at FVTPL	528,692	52,960	1,309,807	(1,192,444)	14,058	1,246	714,319
	528,692	113,677	1,309,807	(1,201,735)	14,058	(2,251)	762,248

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values due to short maturity, initially recognised close to each reporting date, or with floating interest rates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
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31 SHARE-BASED PAYMENTS

Before the year ended 31 December 2017, the Group did not adopt its own stock option scheme. The employees of the Company and its subsidiaries are eligible for the 2011 Plan and the 2014 Plan adopted by the then immediate holding company, AsialInfo Holdings, and the then intermediate holding company, Skipper Holdings, respectively. Accordingly, the Group accounted for such plans by measuring the services received from the grantee in accordance with the requirement applicable to equity-settled share-based payment transactions, and recognised a corresponding increase in equity as a contribution from the parent companies in accordance with HKFRS 2 *Share-based Payment*.

(a) 2011 Plan

On 21 April 2011, AsialInfo Holdings approved a stock incentive plan with the purpose of enhancing the long-term stockholder value by offering employees and directors to participate in the Group's growth and success and to encourage them to remain in service in the Group. The 2011 Plan is valid and effective for 10 years from the grant date. Under the 2011 Plan, AsialInfo Holdings is authorised to grant participants restricted stock awards, stock options, or other types of equity incentives with a total number of 7,501,752 ordinary shares (being 60,014,016 ordinary shares after taking into account the share subdivision) of AsialInfo Holdings.

Furthermore, in connection with the privatisation and delisting from the National Association of Securities Dealers Automated Quotations Global Market of the United States of America ("**NASDAQ**") of AsialInfo Holdings, the share incentives granted under the 2011 Plan were converted into the share incentive issued by Skipper Holdings with granting the equivalent numbers of ordinary shares of Skipper Holdings without any change of terms as stated under the 2011 Plan in 2014.

Stock Options under the 2011 Plan

In December 2011, pursuant to the 2011 Plan, the compensation committee of the board of directors of AsialInfo Holdings approved to grant options to certain employees and executive officers. The stock options are valid and effective for 10 years from the approval date and have graded vesting terms of four years and vest in different schedules from the grant date, on condition that employees remain in service without any performance requirements. For the stock options granted to employees of the Group, they will be vested on annual basis equally over four years, 25% on each anniversary of the grant date. For the stock options granted to the Chief Executive Officer, 17.5%, 17.5%, 32.5% and 32.5% are vested at each anniversary of the grant date over four years. For the stock options granted to the vice president of AsialInfo Holdings, 20%, 20%, 30% and 30% are vested at each anniversary of the grant date over four years. For the stock options granted in 2017, 0%, 50%, 25% and 25% are vested at each anniversary of the grant date over four years.

The fair value of each stock option was calculated using the binomial option-pricing model. Option valuation models require the input of highly subjective assumptions, including the option's expected life and the price volatility of the underlying share, and changes in the subjective input assumptions can materially affect the fair value estimate of employee stock options.

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31 SHARE-BASED PAYMENTS (Continued)

(a) 2011 Plan (Continued)

Stock Options under the 2011 Plan (Continued)

The movements of stock options held by the Group's directors and employees under the 2011 Plan are summarised as follows:

	Number of stock options	Weighted average exercise price per option (US\$)
Outstanding as at 1 January 2022	195,136	0.54
Exercised ⁽ⁱ⁾	(195,136)	0.54
Outstanding as at 31 December 2022 and 31 December 2023	—	—

Note:

- (i) An aggregate of 195,136 options were exercised under the 2011 Plan in 2022 with the market prices at exercise dates being in a range of HK\$13.70 to HK\$14.28.

No share-based compensation expenses in relation to the stock options issued under the 2011 Plan was recognised in profit or loss since 31 December 2017.

(b) 2014 Plan

On 1 June 2015, the board of directors of Skipper Holdings Limited ("**Skipper Holdings**"), the then intermediate holding company of the Company, approved the 2014 Plan with the purpose of enhancing the long-term stockholder value by offering employees and directors to participate in the Group's growth and success and to encourage them to remain in service in the Group. The 2014 Plan is valid and effective for 10 years from the approval date. Under the 2014 Plan, Skipper Holdings is authorised to grant participants restricted stock awards, stock options, or other types of equity incentives with a total number of 14,733,653 ordinary shares (being 117,869,224 ordinary shares after taking into account the share subdivision) of Skipper Holdings.

Stock Options under the 2014 Plan

Under the 2014 Plan, Skipper Holdings granted certain options to the directors of the Company and the employees of the Group on 1 July 2015. The stock options are valid and effective for 10 years from the approval date and have graded vesting terms of four years. The stock options are vested at 0%, 50%, 25% and 25% on each anniversary of the grant date over four years.

The Group has used the discounted cash flow method to determine the underlying ordinary share fair value of Skipper Holdings. Based on the fair value of the underlying ordinary shares, the Group has used binomial option-pricing model to determine the fair value of the stock option as of the grant date. Option valuation models require the input of highly subjective assumptions, including the option's expected life and the price volatility of the underlying share, and changes in the subjective input assumptions can materially affect the fair value estimate of employee stock options.

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31 SHARE-BASED PAYMENTS (Continued)

(b) 2014 Plan (Continued)

Stock Options under the 2014 Plan (Continued)

The movements of stock options under the 2014 Plan are summarised as follows:

	Number of stock options	Weighted average exercise price per option (US\$)
Outstanding as at 1 January 2022	19,336,152	1.92
Exercised ⁽ⁱ⁾	(77,600)	1.92
Forfeited	(1,624,984)	1.92
Outstanding as at 31 December 2022	17,633,568	1.92
Vested and exercisable as at 31 December 2022	17,633,568	1.92
Outstanding as at 1 January 2023	17,633,568	1.92
Exercised ⁽ⁱ⁾	(784,000)	1.92
Forfeited	(378,376)	1.92
Outstanding as at 31 December 2023	16,471,192	1.92
Vested and exercisable as at 31 December 2023	16,471,192	1.92

Note:

- (i) An aggregate of 784,000 (2022: 77,600) options were exercised under the 2014 Plan in 2023 with the market prices at an exercise date being in a range from HK\$15.12 to HK\$15.32 (2022: HK\$15.36).

No share-based compensation expenses in relation to the stock options issued under the 2014 Plan was recognised in profit or loss since 31 December 2019.

(c) Pre-IPO Share Option Scheme

On 26 June 2018, the Company adopted the Pre-IPO Share Option Scheme. On 11 July 2018 and 1 August 2018, pursuant to the Pre-IPO Share Option Scheme, the Company granted an aggregate of 15,055,107 share options (being 120,440,856 share options after taking into account the share subdivision), representing rights to subscribe for 15,055,107 shares (being 120,440,856 shares after taking into account the share subdivision) to certain grantees who are a director, employees and a consultant.

On 11 July 2018, a total of 5,875 shares (being 47,000 shares after taking into account of share subdivision) were issued to certain grantees of the share options as a result of the exercise of certain share options granted under the Pre-IPO Share Option Scheme.

An aggregate of 11,781,558 shares (being 94,252,464 shares after taking into account the share subdivision) were granted on 11 July and 1 August 2018 under the Pre-IPO Share Option Scheme.

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31 SHARE-BASED PAYMENTS (Continued)

(c) Pre-IPO Share Option Scheme (Continued)

Details of the outstanding share options as at 31 December 2023 under the Pre-IPO Share Option Scheme held by grantees are set out below:

Exercise price (US\$)	Number of share options granted on grant date	Number of share options as at 31 December 2023	Grant date	Vesting date	Option period
1.9225	9,072,136	7,186,496	11 July 2018	11 July 2018, 1 July 2019 and 1 July 2020	10 years from the grant date
1.9225	55,621,776	39,234,360	1 August 2018	50% vested on the First Vesting Date; 20% vested on the first anniversary of the First Vesting Date; 30% vested on the second anniversary of the First Vesting Date	10 years from the grant date
1.2725	29,469,552	14,720,480	1 August 2018	50% vested on the First Vesting Date; 20% vested on the first anniversary of the First Vesting Date; 30% vested on the second anniversary of the First Vesting Date	10 years from the grant date

The movements of share options under the Pre-IPO Share Option Scheme are summarised as follows:

	Number of stock options	Weighted average exercise price per option (US\$)
Outstanding as at 1 January 2022	71,137,347	1.74
Exercised ⁽ⁱ⁾	(3,256,735)	1.30
Forfeited	(2,651,020)	1.88
Outstanding as at 31 December 2022	65,229,592	1.76
Vested and exercisable as at 31 December 2022	65,229,592	1.76
Outstanding as at 1 January 2023	65,229,592	1.76
Exercised ⁽ⁱ⁾	(2,797,491)	1.49
Forfeited	(1,290,765)	1.86
Outstanding as at 31 December 2023	61,141,336	1.77
Vested and exercisable as at 31 December 2023	61,141,336	1.77

Note:

- (i) An aggregate of 2,797,491 (2022: 3,256,735) options were exercised under the Pre-IPO Plan in 2023 with the market prices at exercise dates being in a range from HK\$10.72 to HK\$15.48 (2022: from HK\$10.38 to HK\$15.36).

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31 SHARE-BASED PAYMENTS (Continued)

(c) Pre-IPO Share Option Scheme (Continued)

The Company recognised a total share-based compensation expenses of RMB8,000 in profit or loss during the year ended 31 December 2023 (2022: RMB20,000).

(d) 2019 Share Option Scheme

On 25 November 2019, the Company adopted the 2019 Share Option Scheme. The participants of the Scheme are directors, employees and consultants. The maximum number of shares in respect of which options may be granted (including shares in respect of which options, whether exercised or still outstanding, have already been granted and shares which shall have been issued under options which have been canceled) under the 2019 Option Scheme shall be 92,058,886 shares, within which an aggregate of 63,025,977 shares were granted on 16 June 2020, 25 March 2021, 9 June 2021, 11 March 2022, 10 May 2022 and 14 June 2023 under the 2019 Share Option Scheme.

Details of the outstanding share options as at 31 December 2023 under the 2019 Share Option Scheme held by grantees are set out below:

Exercise Price (HK\$)	Number of share options granted on grant date	Number of share options as at 31 December 2023	Grant date	Vesting date	Option period
9.56	14,516,000	8,148,360	16 June 2020	50% vested on the first anniversary of the grant date 20% vested on the second anniversary of the grant date 30% vested on the third anniversary of the grant date	10 years from the grant date
12.46	112,000	112,000	25 March 2021	50% vested on the first anniversary of the grant date 20% vested on the second anniversary of the grant date 30% vested on the third anniversary of the grant date	10 years from the grant date
12.54	13,146,200	11,007,888	09 June 2021	40% vested on the first anniversary of the grant date 30% vested on the second anniversary of the grant date 30% vested on the third anniversary of the grant date	10 years from the grant date
13.24	14,763,500	13,287,900	11 March 2022	40% vested on the first anniversary of the grant date 30% vested on the second anniversary of the grant date 30% vested on the third anniversary of the grant date	10 years from the grant date

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31 SHARE-BASED PAYMENTS (Continued) (d) 2019 Share Option Scheme (Continued)

Exercise Price (HK\$)	Number of share options granted on grant date	Number of share options as at 31 December 2023	Grant date	Vesting date	Option period
13.32	3,648,277	3,254,477	10 May 2022	40% vested on the first anniversary of the grant date 30% vested on the second anniversary of the grant date 30% vested on the third anniversary of the grant date	10 years from the grant date
11.72	16,840,000	16,640,000	14 June 2023	40% vested on the first anniversary of the grant date 30% vested on the second anniversary of the grant date 30% vested on the third anniversary of the grant date	10 years from the grant date

The movements of stock options under the 2019 Share Option Scheme are summarised as follows:

	Number of stock options	Weighted average exercise price per option (HK\$)
Outstanding as at 1 January 2022	24,897,600	11.12
Grant on 11 March 2022	14,763,500	13.24
Grant on 10 May 2022	3,648,277	13.32
Exercised ⁽ⁱ⁾	(841,000)	9.93
Forfeited	(2,899,700)	14.54
Outstanding as at 31 December 2022	39,568,677	11.67
Vested and exercisable as at 31 December 2022	9,602,540	8.89
Outstanding as at 1 January 2023	39,568,677	11.67
Grant on 14 June 2023	16,840,000	11.72
Exercised ⁽ⁱ⁾	(2,407,500)	10.87
Forfeited	(1,550,552)	12.37
Outstanding as at 31 December 2023	52,450,625	12.37
Vested and exercisable as at 31 December 2023	19,057,965	10.62

Note:

- (i) An aggregate of 2,407,500 (2022: 841,000) options were exercised under the 2019 Share Option Scheme in 2023 with the market prices at exercise dates being in a range from HK\$11.00 to HK\$15.48 (2022: from HK\$10.6 to HK\$15.36).

**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS**For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)**31 SHARE-BASED PAYMENTS (Continued)****(d) 2019 Share Option Scheme (Continued)****Fair Value of Stock Options under the 2019 Share Option Scheme**

The Group has used the closing price of the Company's share to determine the underlying shares' fair value on the vesting date. Based on the fair value of the underlying shares, the Group has used binomial option-pricing model to determine the fair value of the stock option as of the grant dates. Option valuation models require the input of highly subjective assumptions, including the option's exercise price, expected life and the price volatility of the underlying share.

**11 March 2022
under 2019 Scheme**

Fair market value per share as at valuation date (HK\$)	13.24
Exercise price (HK\$ per share)	13.24
Expected volatility	51.0%
Contractual life	10 years
Risk-free rate	1.7%
Forfeiture rate	12.3%
Expected dividend yield	3.4%

**10 May 2022
under 2019 Scheme**

Fair market value per share as at valuation date (HK\$)	13.32
Exercise price (HK\$ per share)	13.32
Expected volatility	51.0%
Contractual life	10 years
Risk-free rate	1.7%
Forfeiture rate	12.3%
Expected dividend yield	3.4%

**14 June 2023
under 2019 Scheme**

Fair market value per share as at valuation date (HK\$)	11.72
Exercise price (HK\$ per share)	11.72
Expected volatility	52.0%
Contractual life	10 years
Risk-free rate	3.33%
Forfeiture rate	12.2%
Expected dividend yield	3.4%

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31 SHARE-BASED PAYMENTS (Continued)

(d) 2019 Share Option Scheme (Continued)

Fair Value of Stock Options under the 2019 Share Option Scheme (Continued)

The expected volatility is based on the historical share price movement of comparable companies for the period of time close to the expected time to exercise. The Risk-free rate is based on the market yield rates of Hong Kong Sovereign bond with maturity date close to the life of options as of the Valuation Date. Forfeiture rate is based on the historical ratio of resigning from the Company, whose title is similar with the grantees. Expected dividends are based on the dividend distribution policy of the Company. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share option grants.

The Company recognised a total share-based compensation expenses of RMB49,794,000 (2022: RMB52,299,000) in profit or loss during the year ended 31 December 2023, among which the amount of share-based compensation expense for each of Mr. Ge Ming, Mr. Gao Jack Qunyao and Mr. Zhang Ya-Qin was RMB18,000, respectively (2022: RMB54,000), and Ms. TAO Ping was RMB8,000 (2022: RMB20,000), in relation to the stock options issued under the 2019 Share Option Scheme.

(e) 2020 Share Award Scheme

On 7 January 2020, the Company adopted the 2020 Share Award Scheme. Pursuant to the 2020 Share Award Scheme, the maximum number of shares in respect of which RSUs may be granted shall be 46,013,946 shares, within which an aggregate of 44,931,346 shares were granted to certain grantees who are director(s) or certain employees on 30 December 2020, 26 May 2021, 11 March 2022 and 29 June 2023. As at 31 December 2023, a total of 31,274,312 treasury shares were delivered to certain RSU grantees as a result of the vesting of certain RSUs granted under the 2020 Share Award Scheme (Note 28) (As at 31 December 2022: 26,139,077 treasury shares).

The fair value of 2020 Share Award Scheme was the market closing price on 30 December 2020, 26 May 2021, 11 March 2022 and 29 June 2023, amounting to HKD11.00 (equivalent to RMB9.26), HKD13.44 (equivalent to RMB11.10), HKD13.24 (equivalent to RMB10.71) and HKD10.52 (equivalent to RMB9.70) per share.

Details of the unvested RSUs as at 31 December 2023 under the 2020 Share Award Scheme held by the grantees are set out below:

Number of share options granted on grant date	Number of shares underlying the RSUs	Grant date	Vesting date
15,260,449	4,379,234	26 May 2021	26 May 2022, 2023 and 2024
1,000,000	600,000	11 March 2022	11 March 2023, 2024 and 2025
7,400,000	7,400,000	29 June 2023	29 June 2024, 2025 and 2026

**NOTES TO THE CONSOLIDATED
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For the year ended 31 December 2023
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31 SHARE-BASED PAYMENTS (Continued)**(e) 2020 Share Award Scheme (Continued)****Fair Value of Stock Options under the 2020 Share Award Scheme**

The movements of RSUs allotted under the 2020 Share Award Scheme are summarised as follows:

	Number of RSUs	Weighted average grant date fair value per RSU of the original awards (HK\$)
Unvested as at 1 January 2022	15,735,449	13.37
Grant on 11 March 2022	1,000,000	13.24
Vested ⁽ⁱ⁾	(5,568,180)	13.36
Unvested as at 31 December 2022	11,167,269	13.36
Grant on 29 June 2023	7,400,000	10.52
Forfeited	(1,052,800)	13.24
Vested ⁽ⁱ⁾	(5,135,235)	13.32
Unvested as at 31 December 2023	12,379,234	11.68

Note:

- (i) The RSUs vested at the vesting date with the market price being in a range from HK\$8.61 to HK\$15.10 in 2023 (2022: from HK\$12.9 to HK\$13.76).

The Company recognised a total share-based compensation expenses of RMB51,846,000(2022: RMB74,983,000) in profit or loss during the year ended 31 December 2023, among which the amount of share-based compensation expense for Mr. Gao Nianshu was RMB9,329,000 during 2023 (2022: RMB23,128,000) in relation to the 2020 Share Award Scheme.

(f) 2023 Share Award Scheme

On 4 December 2023, the Company adopted the 2023 Share Award Scheme. Pursuant to the 2023 Share Award Scheme, the maximum number of shares in respect of which RSUs may be granted shall be 46,765,215 shares. Up to the year end, no RSUs were granted.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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32 RETIREMENT BENEFIT SCHEME

As stipulated by the rules and regulations in the PRC, the Group contributes to the state-managed retirement plans for its employees in the PRC. The Group is required to contribute a certain percentage of the basic salaries of its employees to the retirement plans, and has no further obligation for the actual payment of the previous or post-retirement benefits. The relevant state-managed retirement plans are responsible for the entire present obligation to retired employees.

In accordance with the relevant mandatory provident fund laws and regulations of HK, the Group operates a Mandatory Provident Fund (“MPF”) scheme (“MPF Scheme”) for all qualifying HK employees. The assets of the scheme are held separately from those of the Group and under the control of an independent MPF service provider. Under the rules of the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at rates specified in the rules. The only obligation of the Group in respect of the MPF Scheme is to make the required contributions under the scheme.

The amounts of contributions made by the Group in respect of the retirement benefit scheme to employees and directors during the years ended 31 December 2023 and 31 December 2022 are disclosed in Note 8 and Note 11.

33 RELATED PARTY BALANCES AND TRANSACTIONS

(a) Related parties of the Group

As at 31 December 2023, the directors of the Company consider that the following entities are related parties of the Group:

Name ⁽ⁱ⁾	Relationship
China Mobile Group ⁽ⁱⁱ⁾	Significant influence over the Company
AsiaInfo Technologies (Chengdu) Inc. (“AsiaInfo Chengdu”)	Controlled by Mr. Tian Suning
AsiaInfo Security Technologies Co.,Ltd. (“AsiaInfo Security”)	Controlled by Mr. Tian Suning
AsiaInfo Long Voyage Software (Beijing) Co., Ltd. (“AsiaInfo Long Voyage Software”)	Controlled by Mr. Tian Suning

Notes:

- (i) The English names are for identification purpose only and the official names of the companies are in Chinese.
- (ii) In order to simplify the disclosure, China Mobile Group represents China Mobile Limited and its subsidiaries.

**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS**For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)**33 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)****(b) Balances with related parties**

The outstanding balances related to transactions with related parties are included in the following accounts captions summarised as follows:

(i) Balances due from related parties

	31 December 2023 RMB'000	31 December 2022 RMB'000
Trade and notes receivables⁽ⁱ⁾:	679,915	584,732
Contract assets⁽ⁱ⁾:	1,632,506	1,302,302
Amounts due from related parties:		
Amounts due from a shareholder ⁽ⁱ⁾ :	14,967	11,304
Amounts due from entities controlled by one director	3,212	2,294
Amounts due from an associate ⁽ⁱⁱ⁾ :	—	83,028
Sub Total	18,179	96,626
Total	2,330,600	1,983,660

Notes:

- (i) Trade receivables and contract assets are arising from the software business services provided to a shareholder, China Mobile Group. The carrying amount of trade receivables from China Mobile Group as at 31 December 2023 included the original value and the loss allowance amounting to RMB688,335,000 (31 December 2022: RMB589,303,000) and RMB8,420,000 (31 December 2022: RMB4,571,000), respectively. The carrying amounts of contract assets from China Mobile Group as at 31 December 2023 included the original value and the loss allowance amounting to RMB1,639,385,000 (31 December 2022: RMB1,305,215,000) and RMB6,879,000 (31 December 2022: RMB2,913,000), respectively.

Amounts due from a shareholder mainly represents deposits for performance of the contract placed with China Mobile Group.

- (ii) The amounts due from an associate as at 31 December 2022 include the one-year loan of principal RMB90,001,000 granted to an associate, the loss allowance amounting to RMB7,263,000, and related interest receivable. The loan is unsecured and bears interest at 3.8% per annum.

The balances, are unsecured, interest-free and repayable on demand.

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For the year ended 31 December 2023
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33 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(b) Balances with related parties (Continued)

(ii) Balances due to related parties

	31 December 2023 RMB'000	31 December 2022 RMB'000
Contract liabilities⁽ⁱ⁾:	54,063	122,030
Amounts due to related parties:		
Amounts due to a shareholder ⁽ⁱⁱ⁾ :	3,067	12,552
Amounts due to entities controlled by one director:	578	4,642
Total	57,708	139,224

Note:

- (i) Contract liabilities represent the receipt in advance from China Mobile Group in relation to the software business services provided to.

Amounts due to a shareholder mainly represents payables arising from telecommunication services purchased from China Mobile Group.

The balances, are unsecured, interest-free and repayable on demand.

(c) The significant transactions with related parties during the year ended 31 December 2023 are listed out below

For the years ended 31 December 2023, the Group had the following major transactions with related companies, other than these disclosed elsewhere in the consolidated financial statement:

	Year ended 31 December 2023 RMB'000	2022 RMB'000
A shareholder of the Group:		
— Software business services provided to	4,918,874	4,821,107
— Information and telecommunication technology services and products charged by	29,569	31,983
An associate of the Group:		
— Loan provided to	47,700	90,001
— Repayment of loan provided to	40,600	—
— Interest Income from loan provided to	3,424	3,005

**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS**For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)**33 RELATED PARTY BALANCES AND TRANSACTIONS (Continued)****(d) Financial guarantees provided by the Group for a related party**

	31 December 2023 RMB'000	31 December 2022 RMB'000
Financial guarantees issued	—	9,958

As at 31 December 2022, the balance of the financial guarantees issued represents the banking facility drawn down by a related party.

(e) Compensation of key management personnel

The remuneration of key management personnel which represents the directors of the Company and key executives of the Group during both periods are as follows:

	Year ended 31 December	
	2023 RMB'000	2022 RMB'000
Salaries, allowances and benefits in kind	12,570	12,213
Discretionary bonus	9,210	9,339
Contributions to retirement benefits scheme	277	208
Share-based compensation expenses	32,946	56,444
Total emoluments	55,003	78,204

The remuneration of the directors of the Company and key executives of the Group is determined having regard to the performance of individuals and market trends.

34 COMMITMENTS**(a) Capital commitments**

The Group had the following capital commitments outstanding at 31 December 2023 not provided for:

	At 31 December	
	2023 RMB'000	2022 RMB'000
Capital expenditure contracted for in the consolidated financial statements in respect of acquisition of property, plant and equipment and intangible assets	15,001	10,070

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)

34 COMMITMENTS (Continued)

(b) Lease commitments as at 31 December 2023

At 31 December 2023, the Group had commitments of RMB24,964,000 (2022: RMB22,606,000) for short-term leases which are exempted from recognition of lease liabilities and fall due within one year.

35 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

As at 31 December 2023, the Company has direct and indirect shareholding/equity interest in the following principal subsidiaries:

Name of subsidiary	Place of establishment and operation, nature of legal entity	Issued and fully paid ordinary share capital/registered capital	Proportion of interest attributable to the Company				Principal activity
			2023		2022		
			Directly	Indirectly	Directly	Indirectly	
Asialfo Technologies (China), Inc. 亞信科技(中國)有限公司	The PRC limited liability company	US\$26,040,570	—	100%	—	100%	Provision of software solutions
Asialfo Technologies (Nanjing) Inc. 亞信科技(南京)有限公司	The PRC limited liability company	RMB100,000,000	—	100%	—	100%	Provision of software solutions
Hangzhou Asialfo Cloud Information Technologies Limited 杭州亞信雲信息科技有限公司	The PRC limited liability company	RMB10,000,000	—	100%	—	100%	Provision of software solutions
Nanjing Asialfo Software Co., Ltd. 南京亞信軟件有限公司	The PRC limited liability company	RMB30,000,000	—	100%	—	100%	Provision of software solutions
Hunan Asialfo Software Co., Ltd. 湖南亞信軟件有限公司	The PRC limited liability company	RMB30,000,000	—	100%	—	100%	Provision of software solutions
Hangzhou Asialfo Software Co., Ltd. 杭州亞信軟件有限公司	The PRC limited liability company	RMB50,000,000	—	100%	—	100%	Provision of software solutions
Guangzhou Asialfo Technology Co., Ltd. 廣州亞信技術有限公司	The PRC limited liability company	RMB200,000,000	—	100%	—	100%	Provision of software solutions
Chongqing iResearch Digital Intelligence Technology Co., Ltd. 重慶艾瑞數智科技有限公司 (Previously known as Beijing iResearch Digital Intelligence Technology Co., Ltd. 北京艾瑞數智科技有限公司)	The PRC limited liability company	RMB67,000,000	—	67%	—	100%	Provision of software services

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(Expressed in thousands of Renminbi, unless otherwise stated)

35 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

Name of subsidiary	Place of establishment and operation, nature of legal entity	Issued and fully paid ordinary share capital/registered capital	Proportion of interest attributable to the Company				Principal activity
			2023		2022		
			Directly	Indirectly	Directly	Indirectly	
Beijing AsialInfo Xingyuan Technology Limited 北京亞信興源科技有限公司	The PRC limited liability company	RMB25,000,000	—	100%	—	100%	Provision of software solutions
AsialInfo Big Data (H.K.) Limited 亞信大數據(香港)有限公司	HK limited liability company	US\$44,440,417	—	100%	—	100%	Investment holding
Hong Kong AsialInfo Technologies Limited 香港亞信技術有限公司	HK limited liability company	HK\$20,000	100%	—	100%	—	Investment holding
AsialInfo Technologies (H.K.) Limited 香港亞信科技有限公司	HK limited liability company	HK\$12.75	100%	—	100%	—	Investment holding
Chongqing Shuzhiluoji Technology Limited 重慶數智邏輯科技有限公司	The PRC limited liability company	RMB30,000,000	—	100%	—	100%	Provision of software solutions
Hainan AsialInfo Software Co., Ltd. 海南亞信軟件有限公司	The PRC limited liability company	RMB1,000,000	—	100%	—	100%	Provision of software solutions
AsialInfo Goods Cloud Beijing Technology Limited 亞信貨雲(北京)科技有限公司	The PRC limited liability company	RMB40,000,000	—	57%	—	57%	Provision of software solutions
Shanghai iResearch Marketing Consulting Co., Ltd. 上海艾瑞市場諮詢股份有限公司	The PRC limited liability company	RMB60,000,000	—	100%	—	94%	Consulting services
Shanghai iTracker Consulting Co., Ltd. 上海艾瑞數科商務諮詢有限公司	The PRC limited liability company	RMB60,000,000	—	100%	—	94%	Consulting services

None of the above mentioned subsidiaries had issued any debt securities at the end of the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)

36 STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	2023 RMB'000	2022 RMB'000
<i>Non-current assets</i>		
Unlisted investments in subsidiaries	1,049,373	947,725
Property, plant and equipment	61	127
Total non-current assets	1,049,434	947,852
<i>Current assets</i>		
Amounts due from subsidiaries	1,531,521	2,234,302
Prepayments, deposits and other receivables	1,463	10,781
Cash and cash equivalents	813,583	73,213
Total current assets	2,346,567	2,318,296
<i>Current liabilities</i>		
Amounts due to subsidiaries	1,727,837	1,415,822
Deposits received, accrued expenses and other payables	540,275	10,421
Total current liabilities	2,268,112	1,426,243
Net current assets	78,455	892,053
<i>Non-current liabilities</i>	—	—
Net assets	1,127,889	1,839,905
<i>Capital and reserves</i>		
Share capital	—	—
Reserves	1,127,889	1,839,905
Total equity	1,127,889	1,839,905

**NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS**For the year ended 31 December 2023
(Expressed in thousands of Renminbi, unless otherwise stated)**36 STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)**

The movement in the reserves of the Company is shown as follows:

	Share premium RMB'000	Other reserves RMB'000	Accumulated losses RMB'000	Total RMB'000
At 1 January 2022	2,140,266	349,324	(557,897)	1,931,693
Total comprehensive income for the year	—	—	89,922	89,922
Recognition of equity-settled share-based payments	—	127,302	—	127,302
Lapse of share options and restricted stock units	—	(12,079)	12,079	—
Dividends approved in respect of the previous year	—	—	(328,354)	(328,354)
Purchase of Shares for share award scheme	(17,324)	—	—	(17,324)
Vesting of restricted stock units	61,398	(61,398)	—	—
Exercise of share options	52,022	(15,356)	—	36,666
At 31 December 2022	2,236,362	387,793	(784,250)	1,839,905
Total comprehensive income for the year	—	—	(18,161)	(18,161)
Recognition of equity-settled share-based payments	—	101,648	—	101,648
Lapse of share options and restricted stock units	—	(5,594)	5,594	—
Dividends approved in respect of the previous year and the special dividends declared in current year	—	—	(847,898)	(847,898)
Purchase of Shares for share award scheme	(9,648)	—	—	(9,648)
Vesting of restricted stock units	58,598	(58,598)	—	—
Exercise of share options	81,807	(19,764)	—	62,043
At 31 December 2023	2,367,119	405,485	(1,644,715)	1,127,889

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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37 SUBSEQUENT EVENTS

Proposed dividend

After the statement of financial position date, the Board of Directors proposed a final dividend for 2023. For details, please refer to Note 9(i).

Transfer of shares by substantial shareholder

On 16 January 2024, (i) AsialInfo Security and Skipper Investment Limited (the “Vendor”), which is indirectly controlled by Mr. ZHANG Yichen, a non-executive Director, and holds approximately 22.872% of the issued share capital of the Company, entered into a share purchase agreement (the “Share Purchase Agreement”), pursuant to which the Vendor agreed to sell and AsialInfo Security agreed to purchase 179,915,689 Shares or 190,016,976 Shares (the “Sale Shares”) held by the Vendor, representing approximately 19.236% or 20.316% of the issued share capital of the Company as at the date of the Share Purchase Agreement, at a consideration of HK\$9.45 per Sale Share; and (ii) AsialInfo Security entered into a voting proxy agreement with Dr. TIAN Suning, an executive Director, and its wholly-owned companies, including Info Addition Capital Limited Partnership, PacificInfo Limited and CBC Partners II L.P. (collectively, the “Voting Proxy Shareholders”), whereby the Voting Proxy Shareholders agreed to entrust to AsialInfo Security all of their voting rights as Shareholders immediately following the completion of the Share Purchase Agreement. Immediately after the completion of the Share Purchase Agreement, the Voting Proxy Shareholders are expected to hold 89,525,781 to 89,837,875 Shares, representing approximately 9.572% to 9.605% of the issued share capital of the Company as at the date of completion of the Share Purchase Agreement.

Upon the completion of the Share Purchase Agreement and taking into account of the voting proxy agreement, Dr. TIAN Suning, an executive Director, and his controlled entities will own and be entitled to exercise the voting rights of the Company for a total of 269,441,470 to 279,854,851 Shares, representing approximately 28.808% to 29.921% of the issued share capital of the Company as at the date of completion of the Share Purchase Agreement. Please refer to the announcement of the Company dated 16 January 2024 for further details. As of the latest practicable date, the Share of Purchase Agreement has not been completed and delivered.

FINANCIAL SUMMARY

RESULTS

	For the year ended 31 December				
	2019	2020	2021	2022	2023
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue	5,721,416	6,019,855	6,894,667	7,737,787	7,890,620
Cost of sales	(3,594,411)	(3,716,620)	(4,249,501)	(4,798,293)	(4,915,384)
Gross profit	2,127,005	2,303,235	2,645,166	2,939,494	2,975,236
Other income	103,759	143,289	162,191	156,071	124,980
Impairment losses under expected credit loss model, net of reversal	(28,366)	(35,051)	(68,415)	(79,671)	(115,797)
Other gains and losses	(736)	15,956	(4,434)	(1,172)	(271,624)
Selling and marketing expenses	(461,997)	(472,786)	(505,255)	(597,031)	(624,273)
Administrative expenses	(292,586)	(321,442)	(296,225)	(344,558)	(326,286)
R&D expenses	(862,419)	(840,225)	(1,006,051)	(1,107,687)	(1,094,914)
Share of results of associates	(3,983)	(1,567)	172	(8,863)	(13,718)
Impairment losses on associates	—	(6,410)	—	—	—
Finance costs	(39,907)	(20,672)	(10,618)	(13,113)	(14,841)
Profit before tax	540,770	764,327	916,531	943,470	638,763
Income tax expenses	(131,955)	(102,224)	(134,012)	(119,058)	(126,451)
Profit for the year	408,815	662,103	782,519	824,412	512,312

FINANCIAL
SUMMARY

ASSETS AND LIABILITIES

	At 31 December				
	2019 RMB'000	2020 RMB'000	2021 RMB'000	2022 RMB'000	2023 RMB'000
Property, plant and equipment	288,261	293,224	285,170	291,690	275,507
Right-of-use assets	169,465	257,534	228,350	285,289	255,772
Goodwill	1,932,246	1,932,246	1,932,246	2,122,627	1,932,246
Term deposits	170,000	240,000	370,000	170,000	—
Total non-current assets	2,822,732	2,885,758	2,985,239	3,329,628	2,885,902
Trade and notes receivables	841,182	941,957	846,573	1,137,330	1,513,032
Prepayments, deposits and other receivables	183,706	114,386	188,699	210,660	265,114
Contract assets	1,554,521	1,722,485	2,230,815	2,596,691	3,105,931
Financial assets at FVTPL	—	1,103,800	528,692	692,395	363,008
Amounts due from related parties	6,358	10,233	12,532	96,626	18,179
Restricted bank deposits	321,246	263,067	178,744	152,277	172,848
Term deposits	—	140,923	200,000	261,636	246,217
Cash and cash equivalents	1,810,591	1,690,151	2,331,821	1,933,250	2,612,771
Total current assets	4,717,908	5,987,394	6,520,225	7,103,835	8,398,630
Trade and notes payables	358,048	149,454	323,677	523,091	993,618
Contract liabilities	296,945	393,371	290,495	273,249	212,913
Deposits received, accrued expenses and other payables	1,922,837	2,063,218	2,159,975	2,076,860	2,655,547
Bank borrowings	594,372	137,023	—	—	—
Total current liabilities	3,471,080	3,076,841	3,109,461	3,282,709	4,289,824
Deferred tax liabilities	122,983	123,205	155,812	211,399	280,500
Lease liabilities	39,374	117,658	88,622	133,716	113,809
Total non-current liabilities	162,357	240,863	244,434	345,115	394,309
Total equity	3,907,203	5,555,448	6,151,569	6,805,639	6,600,399



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Concept, design and printing: Cre8 (Greater China) Ltd.
Website: www.cre8corp.com