

Forgame Holdings Limited 雲遊控股有限公司

(於開曼群島註冊成立的有限公司)

(Incorporated in the Cayman Islands with Limited Liability)

股份代號 Stock Code : 00484



2022

Interim Report 中期報告



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. CUI Yuzhi (*Chairman*)
Mr. ZHU Liang (*Chief Financial Officer*)

Non-executive Director

Mr. HAN Jun

Independent Non-executive Directors

Mr. WONG Chi Kin
Mr. LU Xiaoma
Mr. JI Yong

AUDIT AND COMPLIANCE COMMITTEE

Mr. WONG Chi Kin (*Chairman*)
Mr. JI Yong
Mr. LU Xiaoma

REMUNERATION COMMITTEE

Mr. JI Yong (*Chairman*)
Mr. HAN Jun
Mr. WONG Chi Kin

董事會

執行董事

崔宇直先生(*主席*)
朱良先生(*首席財務官*)

非執行董事

韓軍先生

獨立非執行董事

黃志堅先生
陸肖馬先生
及勇先生

審核及合規委員會

黃志堅先生(*主席*)
及勇先生
陸肖馬先生

薪酬委員會

及勇先生(*主席*)
韓軍先生
黃志堅先生

NOMINATION COMMITTEE

Mr. CUI Yuzhi (*Chairman*)
Mr. Ji Yong
Mr. LU Xiaoma

CORPORATE GOVERNANCE COMMITTEE

Mr. WONG Chi Kin (*Chairman*)
Mr. Ji Yong
Mr. CUI Yuzhi

AUTHORISED REPRESENTATIVES

Mr. CUI Yuzhi
Sir KWOK Siu Man KR

COMPANY SECRETARY

Sir KWOK Siu Man KR

LEGAL ADVISORS

Stevenson, Wong & Co.
AllBright Law Offices

提名委員會

崔宇直先生(主席)
及勇先生
陸肖馬先生

企業管治委員會

黃志堅先生(主席)
及勇先生
崔宇直先生

授權代表

崔宇直先生
郭兆文黎剎騎士勳賢

公司秘書

郭兆文黎剎騎士勳賢

法律顧問

史蒂文生黃律師事務所
上海市錦天城律師事務所

Corporate Information

公司資料

REGISTERED OFFICE

The offices of Osiris International Cayman Limited
Suite #4-210, Governors Square
23 Lime Tree Bay Avenue
P.O. Box 32311
Grand Cayman KY1-1209, Cayman Islands

CORPORATE HEADQUARTERS

Room 1106, Block A Phase I
Tianan Digital City
Innovation Technology Plaza
Futian District, Chegongmiao
Shenzhen
China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 6, 1/F, Trust Centre
912 Cheung Sha Wan Road
Lai Chi Kok
Kowloon
Hong Kong

AUDITOR

ZHONGHUI ANDA CPA Limited

註冊辦事處

Osiris International Cayman Limited辦事處
Suite #4-210, Governors Square
23 Lime Tree Bay Avenue
P.O. Box 32311
Grand Cayman KY1-1209, Cayman Islands

中國總部

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福田區車公廟
天安數碼城
創新科技廣場
一期A座1106室

香港主要營業地點

香港
九龍
荔枝角
長沙灣道912號
時信中心1樓6室

核數師

中匯安達會計師事務所有限公司

HONG KONG BRANCH SHARE REGISTRAR

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

PRINCIPAL BANKERS

(in alphabetical order)

Bank of China, Shenzhen branch

China Merchants Bank, Guangzhou branch

China Merchants Bank, Hongkong branch

China Merchants Bank, Shenzhen branch

The Hongkong and Shanghai Banking Corporation Limited, Hongkong branch

COMPANY'S WEBSITE

www.forgame.com

STOCK CODE ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

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香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

主要往來銀行

(字母順序排列)

中國銀行深圳分行

招商銀行廣州分行

招商銀行香港分行

招商銀行深圳分行

匯豐銀行香港分行

公司網站

www.forgame.com

香港聯合交易所有限公司主板股份代號

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Financial Highlights

財務摘要

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

未經審核簡明合併損益及其他全面收益表

		Six Months Ended 30 June		
		截至六月三十日止六個月		
		2022	2021	Change
		二零二二年	二零二一年	變動
		RMB'000	RMB'000	%
		人民幣千元	人民幣千元	百分比
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
			(Restated)	
			(經重列)	
Continuing Operations⁽¹⁾	持續經營業務⁽¹⁾			
Revenue	收入	34,509	93,002	-62.9%
Gross profit	毛利	4,878	9,691	-49.7%
Profit from continuing operations	持續經營業務溢利	10,625	15,104	-29.7%
Non-IFRSs Measures	非國際財務報告準則計量			
— EBITDA ⁽³⁾ for the period	— 期內EBITDA ⁽³⁾	18,019	14,797	21.8%
— Adjusted EBITDA ⁽⁴⁾ for the period	— 期內經調整EBITDA ⁽⁴⁾	16,370	9,013	81.6%

Notes:

- (1) Financial figures of continuing operations exclude relevant figures of the discontinued operation pursuant to the IFRS 5. Details are disclosed in note 7 to the Financial Statement.
- (2) Internet micro-credit business was ceased in 2021. The results for the six months ended 30 June 2021 have been restated on such basis.
- (3) EBITDA means earnings before interests, taxes, depreciation and amortisation.
- (4) The Group defines adjusted EBITDA as EBITDA excluding share-based compensation, investment-related gains or losses and non-recurring events. For details of EBITDA and adjusted EBITDA, please refer to the section headed "Management Discussion and Analysis — Non-IFRSs Measures — EBITDA and Adjusted EBITDA" in this report.

附註：

- (1) 持續經營業務的財務資料不包括按國際財務報告準則第5號分類為終止經營業務相關的資料。詳情載於財務報表附註7。
- (2) 網絡小額貸款業務已於二零二一年終止。截至二零二一年六月三十日止六個月的業績已按此基準重列。
- (3) EBITDA指未計利息、稅項、折舊及攤銷前的利潤。
- (4) 本集團將經調整EBITDA界定為剔除以股份為基礎的酬金、投資相關收益或虧損以及非經常事項影響的EBITDA。有關EBITDA及經調整EBITDA的詳情，請參閱本報告「管理層討論與分析—非國際財務報告準則計量—EBITDA及經調整EBITDA」一節。

Financial Highlights

財務摘要

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION 未經審核簡明合併財務狀況表

		As at 30 June 2022 於二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2021 於二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)	Change 變動 %百分比
Assets	資產			
Non-current assets	非流動資產	218,530	155,391	40.6%
Current assets	流動資產	487,466	558,004	-12.6%
Total assets	資產總額	705,996	713,395	-1.0%
Equity and liabilities	權益及負債			
Total Equity	權益總額	656,933	636,656	3.2%
Non-current liabilities	非流動負債	4,746	5,752	-17.5%
Current liabilities	流動負債	44,317	70,987	-37.6%
Total liabilities	負債總額	49,063	76,739	-36.1%
Total equity and liabilities	權益及負債總額	705,996	713,395	-1.0%

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

During the first half of 2022, the world economy continued to be in turmoil, with inflation in the United States and interest rate hikes by the Federal Reserve. Such austerity policies would lead to a significant shrink in consumption and various investment demands, which then would result in a slowdown in the economic growth and even a risk of recession. The negative impact of the Russia-Ukraine crisis continues to deepen and there is a risk of stagflation in the European economy. As a result of the slowing world economy and the impact of the epidemic, China also experienced negative growth in consumption, slowdown in investment, decline in exports and significant drop in the economic growth in the first half of the year.

The Group recorded a total revenue of approximately RMB34.5 million in the first half of 2022, representing a decrease of 62.9% compared to the same period of last year. In view of the complex international situation and downward pressure on the economy in the first half of the year, the Group, under the guidance of the Board, actively reviewed the current stage of business operations and integrated the group's resources. On the one hand, the Group maintained a stable and sustainable online gaming business, actively explored the development and utilization of new games. On the other hand, we maintained the stability of our semiconductors trading business, accelerated the turnover of inventories, improved derived value-added products and services and consolidated resources. At the same time, the Group achieved certain results in cost control and past outstanding loans recovery.

業務回顧

二零二二年上半年，世界經濟繼續處於動盪之中，美國通脹，美聯儲加息，緊縮政策將導致消費，各類投資需求明顯萎縮，進而導致經濟增長放緩，甚至有衰退的風險。俄烏危機的負面影響持續深化，歐洲經濟也出現滯漲風險。受世界經濟變緩和疫情的影響，中國上半年也出現了消費負增長，投資放緩，出口回落等現象，經濟增長速度明顯回落。

本集團於二零二二年上半年錄得總收入共計約人民幣34.5百萬元，較去年同期下降62.9%。基於上半年複雜的國際局勢和經濟下行壓力，本集團在董事會的指引下積極審視經營狀況，結合自身業務資源：一方面，穩定持續網絡遊戲業務，積極探索新遊戲的開發和利用。另一方面，保持半導體貿易業務的穩定性，推進存貨週轉，強化衍生增值產品和服務，整合資源。同時本集團就成本控制及過往尚未償還貸款追討也取得一定成效。

Management Discussion and Analysis

管理層討論與分析

FIRST HALF OF 2022 COMPARED TO FIRST HALF OF 2021

二零二二年上半年與二零二一年上半年的比較

The following table sets forth the Group's income statement for the six months ended 30 June 2022 as compared to the six months ended 30 June 2021.

下表載列本集團截至二零二二年六月三十日止六個月連同截至二零二一年六月三十日止六個月的收益表。

		Six Months Ended 30 June		
		截至六月三十日止六個月		
		2022	2021	Change 變動 %
		二零二二年	二零二一年	
		RMB'000	RMB'000	
		人民幣千元 (Unaudited) (未經審核)	人民幣千元 (Unaudited) (未經審核) (Restated) (經重列)	
Continuing operations	持續經營業務			
Revenue	收入	34,509	93,002	-62.9%
Cost of revenue	成本	(29,631)	(83,311)	-64.4%
Gross profit	毛利	4,878	9,691	-49.7%
Selling and marketing expenses	銷售及市場推廣開支	(2,037)	(2,990)	-31.9%
Administrative expenses	行政開支	(18,425)	(7,451)	147.3%
Research and development expenses	研發開支	(11,906)	(707)	1584.0%
Other income	其他收益	437	1,452	-69.9%
Other gains – net	其他利得淨額	7,818	817	856.9%
Finance cost	財務成本	(209)	(78)	167.9%
Gain on disposal of investments at fair value through profit or loss	出售按公平值計入損益的投資的收益	2,840	9,041	-68.6%
Share of profits of associates	應佔聯營公司溢利	6,083	6,077	0.1%
Reversal/(impairment) of financial assets measured at amortised cost	按攤餘成本計量的金融資產撥回/(減值)	21,234	(197)	NM
Profit before income tax	除所得稅前溢利	10,713	15,655	-31.6%
Income tax expense	所得稅開支	(88)	(551)	-84.0%
Profit from continuing operations	持續經營業務溢利	10,625	15,104	-29.7%
Discontinued operation	終止經營業務			
Loss from discontinued operation	終止經營業務虧損	–	(1,856)	NM
Profit for the period	期內溢利	10,625	13,248	-19.8%

Note: NM – not meaningful.

附註：NM – 無意義。

Management Discussion and Analysis

管理層討論與分析

Continuing operations

Revenue. Revenue decreased by approximately 62.9% to RMB34.5 million for the six months ended 30 June 2022 from RMB93.0 million for the six months ended 30 June 2021. The following table sets forth the Group's revenue by segment for the six months ended 30 June 2022 and 2021:

持續經營業務

收入。收入由截至二零二一年六月三十日止六個月的人民幣93.0百萬元減少約62.9%至截至二零二二年六月三十日止六個月的人民幣34.5百萬元。下表載列截至二零二二年及二零二一年六月三十日止六個月本集團按分部劃分的收入：

		Six Months Ended 30 June 截至六月三十日止六個月			
		2022 二零二二年		2021 二零二一年	
		RMB'000	(% of Total Revenue)	RMB'000	(% of Total Revenue)
		人民幣千元	(佔總收入百分比)	人民幣千元	(佔總收入百分比)
		(Unaudited)		(Unaudited)	
		(未經審核)		(未經審核)	
				(Restated)	
				(經重列)	
Revenue by Segment	按分部劃分的收入				
– Game business	– 遊戲業務	7,926	23.0	9,397	10.1
– Electronic device & semiconductor business	– 電子設備及半導體業務	26,583	77.0	83,605	89.9
Total Revenue	總收入	34,509	100.0	93,002	100.0

- Revenue generated from the Group's game business decreased by approximately 15.7% to RMB7.9 million for the six months ended 30 June 2022 from RMB9.4 million for the six months ended 30 June 2021. Revenue generated from the online games decreased mainly due to the fact that the Group's two games "戰將風雲" and "真王" have entered into the mature stage of their lifecycles and generated less revenue than the same period of last year.
- Revenue generated from the Group's electronic device and semiconductor business decreased by approximately 68.2% to RMB26.6 million for the six months ended 30 June 2022 from RMB83.6 million for the six months ended 30 June 2021. Revenue generated from the electronic device & semiconductor business decreased mainly due to impact of COVID-19 controlling and restriction measures on normal goods logistics and service delivery as well as on the quantity of goods for both the demand and supply sides.
- 本集團遊戲業務產生的收入由截至二零二一年六月三十日止六個月的人民幣9.4百萬元減少約15.7%至截至二零二二年六月三十日止六個月的人民幣7.9百萬元。網絡遊戲所產生收入下跌，主要由於本集團兩款遊戲(「戰將風雲」及「真王」)已步入其生命週期的成熟階段，所產生收入低於去年同期。
- 本集團電子設備及半導體業務產生的收入由截至二零二一年六月三十日止六個月的人民幣83.6百萬元減少約68.2%至截至二零二二年六月三十日止六個月的人民幣26.6百萬元。電子設備及半導體業務產生的收入減少主要由於新冠疫情防控措施對正常商品物流及服務交付以及對供需雙方商品數量的影響。

Management Discussion and Analysis

管理層討論與分析

Cost of revenue. Cost of revenue decreased by approximately 64.4% to RMB29.6 million for the six months ended 30 June 2022 from RMB83.3 million for the six months ended 30 June 2021. The decrease of cost of revenue was primarily attributable to the decrease of revenue.

Selling and marketing expenses. Selling and marketing expenses decreased by approximately 31.9% to RMB2.0 million for the six months ended 30 June 2022 from RMB3.0 million for the six months ended 30 June 2021. Such decrease was mainly due to a reduction of the Group's electronics business, which resulted in lower warehousing, transportation and employee benefit expenses and decrease of the Group's game business, which resulted in lower advertising expenses.

Administrative expenses. Administrative expenses increased by approximately 147.3% to RMB18.4 million for the six ended 30 June 2022 from RMB7.5 million for the six months ended 30 June 2021. Such increase was primarily due to an increase of allowances for inventories and the classification of the financial performance of internet micro-credit business as discontinued operation in 2021 which resulted in a decrease of administrative expenses for the same period in 2021.

Other income. Other income decreased from RMB1.5 million for the six months ended 30 June 2021 to RMB0.4 million for the six months ended 30 June 2022. Such decrease was primarily due to the decrease of interest income during the first half of 2022.

Other gains – net. Other gains – net increased from RMB0.8 million for six months ended 30 June 2021 to RMB7.8 million for six months ended 30 June 2022. The increase was primarily due to foreign exchange rates difference and the loss recognized on change in fair value of consideration shares payable in relation to acquisition of Shenzhen Xingyun Data Technology Co., Ltd.* (深圳市行雲數據技術有限公司) for the same period in 2021.

Gain on disposal of investments at fair value through profit or loss. Gain on disposal of investments at fair value through profit or loss decreased from RMB9.0 million for the six months ended 30 June 2021 to RMB2.8 million for the six months ended 30 June 2022. The decrease was mainly due to the decrease of gain from investments in equity securities listed in PRC, Hong Kong and United States.

成本。成本由截至二零二一年六月三十日止六個月的人民幣83.3百萬元減少約64.4%至截至二零二二年六月三十日止六個月的人民幣29.6百萬元。成本減少主要歸因於收入減少。

銷售及市場推廣開支。銷售及市場推廣開支由截至二零二一年六月三十日止六個月的人民幣3.0百萬元減少約31.9%至截至二零二二年六月三十日止六個月的人民幣2.0百萬元。該減少主要由於本集團電子業務的減少導致倉儲、運輸及員工福利開支降低，以及本集團遊戲業務的減少導致廣告費用降低。

行政開支。行政開支由截至二零二一年六月三十日止六個月的人民幣7.5百萬元增加約147.3%至截至二零二二年六月三十日止六個月的人民幣18.4百萬元。該增加主要由於存貨撥備增加以及網絡小額貸款業務的財務表現於二零二一年獲分類為終止經營業務導致二零二一年同期的行政開支減少。

其他收益。其他收益由截至二零二一年六月三十日止六個月的人民幣1.5百萬元減少至截至二零二二年六月三十日止六個月的人民幣0.4百萬元。該減少主要由於於二零二二年上半年利息收入減少。

其他利得淨額。其他利得淨額由截至二零二一年六月三十日止六個月的人民幣0.8百萬元增加至截至二零二二年六月三十日止六個月的人民幣7.8百萬元。該增加主要由於匯率差額及與於二零二一年同期確認的收購深圳市行雲數據技術有限公司有關的應付代價股份公平值變動虧損。

出售按公平值計入損益的投資的收益。出售按公平值計入損益的投資的收益由截至二零二一年六月三十日止六個月的人民幣9.0百萬元減少至截至二零二二年六月三十日止六個月的人民幣2.8百萬元。該減少主要由於投資於中國、香港及美國上市的權益證券的收益減少。

Management Discussion and Analysis

管理層討論與分析

Reversal/(impairment) of financial assets measured at amortised cost.

The Group recognised reversal of impairment of financial assets measured at amortised cost (net amount) for the six months ended 30 June 2022 of RMB21.2 million, as compared to the impairment amount of RMB0.2 million recognised for the same period of last year. The net amount of reversal recognised in the first half of 2022 was primarily consisted of impairment reversal of previously impaired corporate loans.

Profit from continuing operations. Profit from continuing operations decreased from RMB15.1 million for six months ended 30 June 2021 to RMB10.6 million for six months ended 30 June 2022. The decrease of profit was mainly due to the decrease in gross profit.

Discontinued Operation

Loss from discontinued operation. The Group recognized loss from discontinued operation in the amount of RMB1.9 million for the six months ended 30 June 2021. The loss from discontinued operation was the financial results of internet micro-credit business which the Group ceased operation in 2021.

按攤餘成本計量的金融資產撥回／(減值)。截至二零二二年六月三十日止六個月，本集團確認按攤餘成本計量的金融資產減值撥回(淨額)人民幣21.2百萬元，而去年同期則確認減值金額人民幣0.2百萬元。於二零二二年上半年確認撥回淨額主要包括先前已減值之公司貸款之減值撥回。

持續經營業務溢利。持續經營溢利由截至二零二一年六月三十日止六個月的人民幣15.1百萬元減少至截至二零二二年六月三十日止六個月的人民幣10.6百萬元。溢利減少的主要原因為毛利的減少。

終止經營業務

終止經營業務虧損。截至二零二一年六月三十日止六個月，本集團確認終止經營業務虧損人民幣1.9百萬元。終止經營業務虧損為本集團於二零二一年終止經營網絡小額貸款業務之財務業績。

Management Discussion and Analysis

管理層討論與分析

NON-IFRSS MEASURES – EBITDA AND ADJUSTED EBITDA

To supplement the consolidated results of the Group which are prepared in accordance with IFRSs, certain non-IFRSs measures, including EBITDA and adjusted EBITDA, have been presented. These non-IFRSs financial measures should be considered in addition to, and not as a substitute for, the measures of the Group's financial performance which have been prepared in accordance with IFRSs. The Group's management believes that these non-IFRSs financial measures provide investors with useful supplementary information to assess the performance of its core operations by excluding certain non-cash and non-recurring items. The EBITDA and adjusted EBITDA are unaudited figures.

The following table sets forth the reconciliation of the Group's non-IFRSs financial measures for the six months ended 30 June 2022 and 2021, to the nearest measures prepared in accordance with IFRSs:

非國際財務報告準則計量 – EBITDA及經調整 EBITDA

為補充本集團根據國際財務報告準則編製的合併業績，已呈列若干非國際財務報告準則計量(包括EBITDA及經調整EBITDA)。此等非國際財務報告準則財務計量應被視為根據國際財務報告準則編製的本集團財務業績的補充而非替代計量。本集團管理層認為，此等非國際財務報告準則財務計量為投資者提供有用的補充資料，藉撇除若干非現金及非經常性項目，評估本集團核心業務的表現。EBITDA及經調整EBITDA為未經審核數據。

下表載列本集團截至二零二二年及二零二一年六月三十日止六個月的非國際財務報告準則財務計量與根據國際財務報告準則編製的最接近計量的對賬：

		Six Months Ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
			(Restated)
			(經重列)
Profit from continuing operations for the period	期內終止經營業務所得溢利	10,625	15,104
Add:	加：		
Depreciation and amortisation	折舊及攤銷	7,305	378
Net interest expense/(income)	利息開支／(收益)淨額	1	(1,236)
Income tax expense	所得稅開支	88	551
EBITDA (unaudited)	EBITDA(未經審核)	18,019	14,797
Add:	加：		
Share-based compensation	以股份為基礎的酬金	–	(1)
Changes in the value of investments at fair value through profit or loss	按公平值計入損益的投資價值變動	1,119	(9)
Gain on disposal of investments at fair value through profit or loss	出售按公平值計入損益的投資的收益	(2,840)	(9,041)
Dividends arising from investments at fair value through profit or loss	來自按公平值計入損益的投資的股息	(187)	(631)
Fair value change of share consideration payable	應付股份代價的公平值變動	–	2,792
Loss on deregistration of a subsidiary	註銷一間附屬公司的虧損	–	1,106
Loss on disposal of investment in an associate	出售於一間聯營公司的投資的虧損	259	–
Adjusted EBITDA (unaudited)	經調整EBITDA(未經審核)	16,370	9,013

Management Discussion and Analysis

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FINANCIAL POSITION

As at 30 June 2022, the total equity of the Group amounted to RMB656.9 million, as compared to that of RMB636.7 million as at 31 December 2021. Such increase was primarily due to the profit generated for the period.

The Group's net current assets amounted to RMB443.1 million as at 30 June 2022, as compared to that of RMB487.0 million as at 31 December 2021. Such decrease was due to part of the inventories was transferred to "property and equipment" in line with the business needs.

LIQUIDITY AND FINANCIAL RESOURCES

財務狀況

於二零二二年六月三十日，本集團權益總額為人民幣656.9百萬元，而於二零二一年十二月三十一日則為人民幣636.7百萬元。該增加乃主要由於期內產生溢利所致。

於二零二二年六月三十日，本集團的流動資產淨值為人民幣443.1百萬元，而於二零二一年十二月三十一日則為人民幣487.0百萬元。該減少乃由於根據業務需要將部分存貨轉為「物業及設備」所致。

流動資金及財務資源

		As at 30 June 2022 於二零二二年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2021 於二零二一年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Cash at bank and on hand	銀行及手頭現金	173,907	208,579
Cash at other financial institutions	於其他金融機構的現金	121,883	161,687
		295,790	370,266
Bank borrowings	銀行借款	(4,000)	(4,000)
Net Cash	現金淨額	291,790	366,266

The Group's total cash and cash equivalent amounted to RMB295.8 million as at 30 June 2022 as compared to that of RMB370.3 million as at 31 December 2021. The decrease was primarily attributable to the increase in inventories and investments at fair value through profit or loss, which resulted in a decrease in the cash balance.

The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and minimise the cost of funding, the Group's treasury activities are centralised and cash is generally deposited with banks and other financial institutions and denominated mostly in Hong Kong dollar, followed by RMB.

As at 30 June 2022, the Group's bank borrowings were repayable within 1 year and the interest rate is at one year Loan Prime Rate plus 0.95%. As at 30 June 2022, the Group's gearing ratio (calculated as bank borrowing divided by total assets) was 0.57%(as at 31 December 2021: 0.55%), which the Board believes is at an acceptable level.

於二零二二年六月三十日，本集團的現金及現金等價物合共為人民幣295.8百萬元，而於二零二一年十二月三十一日則為人民幣370.3百萬元。該減少主要由於庫存及按公平值計入損益的投資增加，導致現金結餘減少。

本集團採納審慎的現金及財務管理政策。為達致更佳的成本控制及將資金成本降至最低，本集團對資金活動進行集中管理，且現金一般存入銀行及其他金融機構，並大部分以港幣計值，其次為人民幣。

於二零二二年六月三十日，本集團的銀行借款須於一年內償還，利率為一年期貸款市場報價利率加0.95%。於二零二二年六月三十日，本集團的資產負債比率(按銀行借款除以資產總額計算)為0.57%(於二零二一年十二月三十一日:0.55%)，董事會認為其為可接納水平。

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FOREIGN EXCHANGE RISK

As at 30 June 2022, RMB183.9 million of the financial resources of the Group (as at 31 December 2021: RMB122.7 million) were held as deposits denominated in non-RMB currencies. Such increase was the result of the Group's active foreign exchange rates management. The Group will continue to actively manage its exposure to various foreign currencies and monitor its foreign exchange risk exposure to better preserve the Group's cash value.

CAPITAL EXPENDITURES

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Capital expenditures	資本開支		
– Purchase of property and equipment	– 購買物業及設備	116	237
– Purchase of intangible assets	– 購買無形資產	–	723
Total	總計	116	960

Capital expenditures (excluding business combination) comprise the purchase of property and equipment, such as office equipment and leasehold improvement.

PLEDGE OF ASSETS

As at 30 June 2022, the Group had a pledge of assets of RMB0.8 million (as at 31 December 2021: RMB0.7 million) as restricted cash for corporate credit card deposits.

CONTINGENT LIABILITIES

As at 30 June 2022, the Group did not have any significant unrecorded contingent liabilities (as at 31 December 2021: nil).

外匯風險

於二零二二年六月三十日，本集團的財務資源人民幣183.9百萬元(於二零二一年十二月三十一日：人民幣122.7百萬元)以非人民幣貨幣計值的存款持有。該增加乃本集團積極匯率管理的結果。本集團將繼續積極管理對不同外幣的風險及監控其外匯風險，以更好維持本集團的現金價值。

資本開支

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Capital expenditures	資本開支		
– Purchase of property and equipment	– 購買物業及設備	116	237
– Purchase of intangible assets	– 購買無形資產	–	723
Total	總計	116	960

資本開支(撇除業務合併)包括購買物業及設備，例如辦公設備及租賃裝修。

資產抵押

於二零二二年六月三十日，本集團持有抵押資產人民幣0.8百萬元(於二零二一年十二月三十一日：人民幣0.7百萬元)，作為公司信用卡按金的受限制現金。

或然負債

於二零二二年六月三十日，本集團並無任何重大未記錄的或然負債(於二零二一年十二月三十一日：無)。

Management Discussion and Analysis

管理層討論與分析

SIGNIFICANT INVESTMENT

As at 30 June 2022, the Group held a significant investment detailed as follows:

重大投資

於二零二二年六月三十日，本集團持有的一項重大投資的詳情如下：

Company name	Date of incorporation	Carrying amount as at 30 June 2022 於二零二二年六月三十日的賬面金額 RMB'000 人民幣千元	Investment cost 投資成本 RMB'000 人民幣千元	Registered capital 註冊資本 RMB'000 人民幣千元	Percentage of ownership interest attributable to the Group as at 本集團應佔擁有權權益百分比	
					30 June 2022 於二零二二年六月三十日	31 December 2021 於二零二一年十二月三十一日
北京分享時代科技股份有限公司	23 February 2011 二零一一年二月二十三日	64,863	4,000	26,982.124	9.27%	9.60%

北京分享時代科技股份有限公司 (translated as Beijing Share Times Technology Co., Limited, "Share Times") is a company that develops and operates intellectual properties (the "IPs") of celebrities, including design, promotion and sales of the IPs. Share Times was recognized as investments in associates. In the first half of 2022, the Group recognised share of profit of an associate of approximately RMB6.3 million and gain on dilution of investment in an associate of approximately RMB8.1 million from Share Times. The Group will continue to support the business development of Share Times, and seek synergy between Share Times and other investments of the Group to maximize their performances.

北京分享時代科技股份有限公司(「分享時代」)是一間開發和經營名人知識產權(IP)的公司，包括IP的設計、推廣和銷售。分享時代被確認為對聯營公司的投資。於二零二二年上半年，本集團從分享時代確認應佔一間聯營公司的溢利約人民幣6.3百萬元及於一間聯營公司的投資攤薄收益約人民幣8.1百萬元。本集團將繼續支持分享時代的業務發展，並尋求分享時代與本集團其他投資之間的協同效應，以最大限度地發揮其表現。

HUMAN RESOURCES

As at 30 June 2022, the Group had 36 full-time employees (as at 30 June 2021: 38), the vast majority of whom are based in the PRC.

人力資源

於二零二二年六月三十日，本集團擁有36名全職僱員(於二零二一年六月三十日：38名)，其中絕大多數僱員位於中國大陸。

The remuneration for the Group's employees includes salaries, bonus, allowances and share-based compensation. The Group's remuneration policies are formulated according to the assessment of individual performance and are periodically reviewed. The Group also provides various training programs to its staff to enhance their professional development, such as assigning experienced employees as mentors in relevant teams or departments to provide regular on-the-job guidance and trainings. The Group has also adopted a share option scheme and a restricted share unit scheme as long-term incentive schemes of the Group. In order to retain existing talents and attract new talents to the Group, the Company may issue new share-based compensation in the form of share options and restricted share units to such individuals, and this may result in an increase in share-based compensation if it materialises. For details of the share option schemes and the restricted share unit scheme, please refer to the sections headed "PRE-IPO SHARE OPTION SCHEME" and "THE RESTRICTED SHARE UNIT SCHEME" on pages 27 to 32 of this report.

本集團僱員的薪酬包括薪金、花紅、津貼及以股份為基礎的酬金。本集團的薪酬政策乃根據僱員的個別表現釐定，並會定期檢討。本集團亦向其員工提供不同培訓以加強其專業發展，如指派資深僱員擔當相關團隊或部門的導師，提供定期在職指導及培訓。本集團亦已採納購股權計劃及受限制股份單位計劃，作為本集團的長期獎勵計劃。為挽留現有人才及為本集團吸引新人才，本公司可能以購股權及受限制股份單位形式向相關個人發行新的以股份為基礎的酬金。此舉如落實，可能導致以股份為基礎的酬金增加。有關購股權計劃及受限制股份單位計劃的詳情，請參閱本報告第27頁至第32頁的「首次公開發售前購股權計劃」及「受限制股份單位計劃」章節。

Management Discussion and Analysis

管理層討論與分析

MATERIAL ACQUISITION AND DISPOSAL

Subscription in limited partnership fund

Reference is made to the announcements of the Company dated 8 April 2022 and 31 August 2022 in relation to the Subscription (collectively, the “Subscription Announcements”). Unless otherwise specified, capitalised terms used in this section shall have the same meanings as those defined in the Subscription Announcements.

On 8 April 2022, Foga Tech Limited, a wholly-owned subsidiary of the Company, entered into the supplemental limited partnership agreement with Sailing Limited Partnership Fund, pursuant to which the Subscriber agreed to subscribe for the Limited Partner Interests in the Fund, for a capital commitment of US\$4 million (equivalent to approximately HK\$31.3 million) instead of the capital commitment of US\$1 million (equivalent to approximately HK\$7.8 million) under the limited partnership agreement entered into between the two parties on 23 December 2021. Nonetheless, having considered the non-improvement of the global economy as well as the repeated COVID-19 pandemic in the Mainland China recently, the Company decided to withdraw from the Subscription and on 31 August 2022, the Subscriber and the General Partner entered into a subscription withdrawal agreement. As a result, the Subscriber has no obligation to proceed with the Subscription.

Post Balance Sheet Events

There was no significant subsequent event during the period from 30 June 2022 to the approval date of the unaudited consolidated interim results of the Group for the six months ended 30 June 2022 by the Board.

重大收購事項及出售事項

認購有限合夥基金

茲提述本公司日期為二零二二年四月八日及二零二二年八月三十一日之公告(統稱「認購公告」)，內容有關認購事項。除另有指明者外，本章節所用詞彙與認購公告所定義者具有相同涵義。

於二零二二年四月八日，本公司全資附屬公司Foga Tech Limited與基金Sailing Limited Partnership Fund簽訂補充有限合夥協議，據此，認購人同意認購基金中的有限合夥人權益，資本承擔為4百萬美元(相當於約31.3百萬港元)，而非雙方於二零二一年十二月二十三日所訂立之有限合夥協議項下的資本承擔1百萬美元(相當於約7.8百萬港元)。然而，考慮到全球經濟未見好轉及中國內地近期新冠肺炎疫情反彈，本公司決定撤回認購事項，並於二零二二年八月三十一日，認購人與普通合夥人訂立撤回認購協議。因此，認購人並無責任繼續進行認購事項。

結算日後事件

自二零二二年六月三十日至董事會批准本集團截至二零二二年六月三十日止六個月之未經審核綜合中期業績之日期期間，概無重大期後事件。

Management Discussion and Analysis

管理層討論與分析

RISK AND HURDLES

The current business environment remains to be overshadowed by the tensions in US-China trade, the war between Russia and Ukraine and the COVID-19 pandemic. The Group is exposed to a number of risks, including macroeconomic and external risks common to most industries, as well as risks specific to the industries in which the Group operates. The Group has formulated policies to ensure continuous identification, reporting, monitoring and management of significant risks that may adversely affect its business development.

As to the traditional online game business operated by the Group, the Group is mainly exposed to the following types of risks:

- (i) Industry policies and regulatory risks. Any changes and adjustments in policies by governmental regulatory bodies could affect the market, and the online game industry is subject to the supervision of various relevant authorities, which may have an adverse impact on its business operations;
- (ii) The risk of declines in current game revenue and profitability. Due to the life cycle of online games, changes in player preferences may cause uncertainties around the Company's future business performance;
- (iii) The rapid market changes from existing webgames to mobile games may have an adverse impact on its business operations; and
- (iv) The risk of disproportionate research and development investment and revenue of new games due to the contingent restrictions in issuance of new game publication numbers.

風險及困難

當前的營商環境仍籠罩在中美貿易局勢緊張、俄烏戰爭及新冠疫情的陰影下。本集團面臨諸多風險，包括絕大部分行業常見之宏觀經濟和外部風險，亦包括針對本集團所經營的行業獨有的風險。本集團已制定政策，確保持續識別、報告、監控及管理可能對其的業務發展造成不利影響的重大風險。

就本集團所經營的傳統網絡遊戲業務而言，本集團主要面臨以下類別的風險：

- (i) 行業政策與監管風險。政府監管機構政策的任何變動調整均可能影響市場情況，網絡遊戲行業受到多個有關部門的監管，其可能會對其業務運營產生不利影響；
- (ii) 現有遊戲收入及盈利能力下降的風險。由於網絡遊戲具有生命週期，玩家偏好的變化或將導致本公司未來經營業績產生不確定性；
- (iii) 現有網頁遊戲向移動遊戲的快速市場變化。可能會對其業務運營產生不利影響；及
- (iv) 新遊戲研發投入與收入因或有的新遊戲版號發放限制導致不成比例的風險。

Management Discussion and Analysis

管理層討論與分析

As to the electronic device and semiconductor business, the Group is mainly exposed to the following types of risks:

- (i) Exchange risk. Since the Group's operations involve settlement in US and Hong Kong dollars, it is exposed to the risk of fluctuations in exchange rates of the currency;
- (ii) Inventory management risk. Due to the high value of semiconductor memory products, their prices are volatile and vulnerable to macroeconomic cyclicality. Improper inventory management may cause capital occupancy, leading to financial risks; and
- (iii) Supply chain disruption risk. Affected by the epidemic and the uncertain international situation, the logistics capacity was under a great strain and the freight rates increased, which brought risks to the trading business.

All of the above may have an adverse effect on the Group's performance. In addition, the Group is exposed to risks such as contingent failures of certain material litigations or arbitrations, all of which will have an adverse effect on the Group's performance.

FUTURE PLANS

Looking forward, the unpredictable downward pressure on the world economy will continue. The risk of a global recession is rising. The recession risk, high inflation and tightening monetary policy by many central banks around the world will further weaken the upturn of economic fundamentals. A recurrence of the epidemic may also result in more uncertain factors. In the second half of 2022, while maintaining our existing business, the Group will actively develop cloud-games and its cloud-storage products, as well as carry out necessary upgrades to our existing games to unlock the potential of our gaming products and maintain stable gaming revenue. On the trade front, the Group will take appropriate measures to control its receivables risk while actively disposing of inventories to reduce the risk of inventory pressure and maintain a healthy cash flow. The Group will also improve its operational capacity to reduce costs and improve efficiency and continue to recover outstanding loans through commercial and legal channels.

The Group will take a proactive approach to expand and transform its business, optimise its business structure and improve management efficiencies based on a perspective of sustainable development and a prudent and optimistic attitude, and invest in a prudent manner to create value for our shareholders in the long run.

就電子設備及半導體業務而言，本集團主要面臨以下類別的風險：

- (i) 匯率波動風險。由於本集團的經營涉及美元及港幣結算，須承受匯率波動的風險；
- (ii) 存貨管理風險。由於半導體存儲產品的價值較高，產品的價格波動，且受到宏觀經濟週期性的影響。存貨管理不善或將造成資金佔用，帶來財務風險；及
- (iii) 供應鏈中斷風險。受疫情和國際局勢不確定之影響，物流運力緊張且運費上漲，給貿易業務帶來風險。

上述所有因素或將對本集團業績產生不利影響。此外若干重大訴訟或仲裁或有敗訴等風險。所有該等情況均將對本集團業績造成不利影響。

未來計劃

展望未來，變幻莫測的世界經濟下行壓力依然會持續。全球經濟衰退風險不斷攀升。經濟衰退的風險，高通脹疊加全球多國央行貨幣政策收緊，進一步削弱經濟基本面的好轉。疫情的反覆也會導致更加不確定的因素。本集團在二零二二年下半年在維持好現有業務的同時，積極開發雲遊戲及其雲存儲的產品，同時也將現存的遊戲進行必要升級，激發遊戲產品潛能，維持穩定的遊戲收入。貿易方面採取適當措施，在控制應收款風險的同時，積極處置存貨，減少存貨壓力風險，維持健康的現金流。本集團亦將提升運營能力降本增效並繼續通過商業及法律途徑回收尚未償還貸款。

本集團將立足可持續發展的角度，保持審慎樂觀的態度，積極尋求集團業務的拓寬及轉型，優化業務結構，提升管理效率，並奉行審慎投資方式，以為股東帶來長遠利益。

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MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the code of conduct and procedures governing Directors' securities transactions in stringent compliance with the Model Code. Specific enquiries have been made to all the Directors and the Directors have confirmed that they have complied with the code of conduct and procedures governing Directors' securities transactions during the six months ended 30 June 2022.

CORPORATE GOVERNANCE CODE

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and to enhance corporate value and accountability. Save as disclosed below, in the opinion of the Board, the Company has applied the principles and complied with the code provisions prescribed in the CG Code during the six months ended 30 June 2022.

Code provision C.1.8 of the CG Code stipulates that an issuer should arrange appropriate insurance cover in respect of legal action against its directors.

The Company is using its reasonable endeavours to negotiate with the insurers for the contract terms in order to procure appropriate insurance cover as soon as possible. The Company has always been in strict compliance with the principles and requirements of the Listing Rules. As at 30 June 2022, the Company was not involved in any material litigation liabilities that were incurred by any Director. Each Director has the necessary qualification and experience required in performing his duty. The Company estimates that in the reasonably foreseeable future, there is limited risk that there would be any material event for which any Director shall take significant responsibility.

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

董事進行證券交易的標準守則

本公司嚴格遵守標準守則，已採納規管董事證券交易的行為守則及程序。本公司已向所有董事作出個別查詢，而董事已確認彼等已於截至二零二二年六月三十日止六個月一直遵守規管董事證券交易的行為守則及程序。

企業管治守則

本集團致力保持高水準的企業管治，以保障股東權益並提升企業價值及問責性。除下文所披露者外，董事認為，截至二零二二年六月三十日止六個月，本公司已遵守企業管治守則所載之所有守則條文。

企業管治守則的守則條文第C.1.8條訂明，發行人應就其董事可能會面對的法律行動作適當的投保安排。

本公司正努力與保險公司就合同條款進行磋商，以盡快購買適當保險。本公司一直嚴格遵守上市規則原則及規定。於二零二二年六月三十日，本公司概無涉及須由任何董事承擔的任何重大訴訟責任。各董事均具備履行其職責所需的必要資質及經驗。本公司估計在合理可預見的未來，發生須由任何董事承擔主要責任的重要事件風險有限。

本公司將繼續檢討及監察其企業管治常規，以確保遵守企業管治守則。

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

As at 30 June 2022, none of the Directors or chief executives of the Company at the relevant time had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the six months ended 30 June 2022 and up to the Latest Practicable Date was the Company or any of its subsidiaries or holding company or any subsidiary of the Company's holding company, a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or had exercised any such right.

董事及主要行政人員於股份、相關股份及債權證中的權益及淡倉

於二零二二年六月三十日，概無本公司董事或主要行政人員於相關時間於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有或被視為擁有(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例有關規定被當作或視為擁有的權益及淡倉)，或(b)根據證券及期貨條例第352條須登記在該條所述的登記冊內的權益及淡倉，或(c)根據標準守則知會本公司及聯交所的權益及淡倉。

董事購買股份或債權證的權利

本公司或其任何附屬公司或控股公司或本公司控股公司的任何附屬公司於截至二零二二年六月三十日止六個月的任何時間及直至最後實際可行日期概無訂立任何安排，致使董事可藉購買本公司或任何其他法人團體的股份或債權證而獲益，以及並無董事或彼等的任何配偶或十八歲以下的子女獲授任何權利以認購本公司或其他法人團體的股本或債務證券或已行使任何有關權利。

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

As at 30 June 2022, the following are the persons, other than the Directors or chief executives of the Company at the relevant time, who had interests or short positions in the Shares and underlying Shares as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of Part XV of the SFO:

主要股東於股份及相關股份的權益及淡倉

於二零二二年六月三十日，以下人士（本公司於相關時間的董事或主要行政人員除外）於股份及相關股份中擁有已記錄於根據證券及期貨條例第XV部第336條須由本公司存置的權益登記冊的權益或淡倉：

Name 名稱	Capacity/ Nature of interest 身份／權益性質	Number and class of Shares 股份數目及類別	Approximate percentage of shareholding 概約股權百分比
Managecorp Limited ⁽¹⁾	Trustee 受託人	29,437,335 Ordinary Shares (long position) 29,437,335股 普通股(好倉)	20.06%
Foga Group ⁽¹⁾	Beneficial Owner 實益擁有人	21,673,338 Ordinary Shares (long position) 21,673,338股 普通股(好倉)	14.77%
WANG Dongfeng 汪東風	Founder of the Discretionary Trust & Interest of Controlled Corporation ⁽¹⁾ 全權信託創辦人&受控法團 權益 ⁽¹⁾	21,673,338 Ordinary Shares (long position) 21,673,338股 普通股(好倉)	14.77%
	Beneficial Owner ⁽²⁾ 實益擁有人 ⁽²⁾	1,500,800 Ordinary Shares (long position) 1,500,800股 普通股(好倉)	1.02%
Foga Holdings ⁽¹⁾	Beneficial Owner 實益擁有人	7,763,997 Ordinary Shares (long position) 7,763,997股 普通股(好倉)	5.29%

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Name 名稱	Capacity/ Nature of interest 身份／權益性質	Number and class of Shares 股份數目及類別	Approximate percentage of shareholding 概約股權百分比
LIAO Dong ⁽¹⁾ 廖東 ⁽¹⁾	Founder of the Discretionary Trust & Interest of Controlled Corporation 全權信託創辦人&受控法團 權益	7,763,997 Ordinary Shares (long position) 7,763,997股 普通股(好倉)	5.29%
Foga Internet Development Ltd. ⁽³⁾	Beneficial Owner 實益擁有人	7,785,700 Ordinary Shares (long position) 7,785,700股 普通股(好倉)	5.31%
YANG Tao 楊韜	Interest of Controlled Corporation ⁽³⁾ 受控法團權益 ⁽³⁾	7,785,700 Ordinary Shares (long position) 7,785,700股 普通股(好倉)	5.31%
	Beneficial Owner ⁽⁴⁾ 實益擁有人 ⁽⁴⁾	1,340,000 Ordinary Shares (long position) 1,340,000股 普通股(好倉)	0.91%
KongZhong Corporation ⁽⁵⁾ 空中 ⁽⁵⁾	Beneficial Owner 實益擁有人	10,202,168 Ordinary Shares (long position) 10,202,168股 普通股(好倉)	6.95%
Linkedsee Group Limited ⁽⁵⁾	Interest of Controlled Corporation 受控法團權益	10,202,168 Ordinary Shares (long position) 10,202,168股 普通股(好倉)	6.95%

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Name 名稱	Capacity/ Nature of interest 身份／權益性質	Number and class of Shares 股份數目及類別	Approximate percentage of shareholding 概約股權百分比
Linkedsee Limited ⁽⁵⁾	Interest of Controlled Corporation 受控法團權益	10,202,168 Ordinary Shares (long position) 10,202,168股 普通股(好倉)	6.95%
WANG Leilei ⁽⁵⁾ 王雷雷 ⁽⁵⁾	Interest of Controlled Corporation 受控法團權益	10,202,168 Ordinary Shares (long position) 10,202,168股 普通股(好倉)	6.95%
Shanghai Changhui Internet Technology Co., Limited* ⁽⁵⁾ 上海常匯互聯網科技有限公司 ⁽⁵⁾	Interest of Controlled Corporation 受控法團權益	10,202,168 Ordinary Shares (long position) 10,202,168股 普通股(好倉)	6.95%
Beijing Wuxing Rongcheng Technology Co., Limited.* ⁽⁵⁾ 北京五星融誠科技有限責任公司 ⁽⁵⁾	Interest of Controlled Corporation 受控法團權益	10,202,168 Ordinary Shares (long position) 10,202,168股 普通股(好倉)	6.95%
Beijing Hexie Xinrong Investment Center (Limited Partnership)* ⁽⁵⁾ 北京和諧欣榮投資中心(有限合夥) ⁽⁵⁾	Interest of Controlled Corporation 受控法團權益	10,202,168 Ordinary Shares (long position) 10,202,168股 普通股(好倉)	6.95%
Hexie Tianming Investment Management (Beijing) Co., Ltd.* ⁽⁵⁾ 和諧天明投資管理(北京)有限公司 ⁽⁵⁾	Interest of Controlled Corporation 受控法團權益	10,202,168 Ordinary Shares (long position) 10,202,168股 普通股(好倉)	6.95%

Other Information 其他資料

Name 名稱	Capacity/ Nature of interest 身份／權益性質	Number and class of Shares 股份數目及類別	Approximate percentage of shareholding 概約股權百分比
Hexie Chengzhang Phase II (YIWU) Investment Center (Limited Partnership)* ⁽⁵⁾ 和諧成長二期(義烏)投資中心 (有限合夥) ⁽⁵⁾	Interest of Controlled Corporation 受控法團權益	10,202,168 Ordinary Shares (long position) 10,202,168股 普通股(好倉)	6.95%
China Create Capital Limited 中科創資本有限公司	Beneficial Owner 實益擁有人	9,584,000 Ordinary Shares (long position) 9,584,000股 普通股(好倉)	6.53%
Baseway Co Ltd ⁽⁶⁾ 實益擁有人	Beneficial Owner 實益擁有人	9,614,760 Ordinary Shares (long position) 9,614,760股 普通股(好倉)	6.55%
GU Wei ⁽⁶⁾ 顧微 ⁽⁶⁾	Interest of Controlled Corporation 受控法團權益	9,614,760 Ordinary Shares (long position) 9,614,760股 普通股(好倉)	6.55%
	Beneficial Owner 實益擁有人	6,073,000 Ordinary Shares (long position) 6,073,000股 普通股(好倉)	4.14%

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Notes:

- (1) Foga Group is wholly owned by Managecorp Limited as the trustee of Wang Trust. Wang Trust is a discretionary trust set up by Mr. WANG Dongfeng, who is its settlor and protector, with Managecorp Limited as trustee on 15 March 2013. The beneficiary objects of Wang Trust include Mr. WANG Dongfeng and certain of his family members. Mr. WANG Dongfeng and Managecorp Limited are taken to be interested in 21,673,338 Shares held by Foga Group. In addition, Foga Holdings is wholly owned by Managecorp Limited as the trustee of Hao Dong Trust. Hao Dong Trust is a discretionary trust set up by Mr. LIAO Dong, who is its settlor and protector, with Managecorp Limited as trustee on 15 March 2013. The beneficiary object of Hao Dong Trust is Mr. LIAO Dong himself. Mr. LIAO Dong and Managecorp Limited are taken to be interested in 7,763,997 Shares held by Foga Holdings.
- (2) Mr. WANG Dongfeng was granted 500,000 RSUs under the Restricted Share Unit Scheme in 2016, all of which vested during the period from 1 December 2016 to 1 June 2018. Mr. WANG Dongfeng bought an aggregate of 850,800 Shares during the period from 26 June 2017 to 13 July 2017. He was further granted 300,000 RSUs under the Restricted Share Unit Scheme in 2018, 50,000 of which vested on 1 December 2018 and 250,000 of which were cancelled on 30 June 2019. The Company further granted 250,000 RSUs to Mr. WANG Dongfeng under the Restricted Share Unit Scheme in 2019, 50,000 of which vested on 1 July 2019, 50,000 vested on 1 January 2020, and 150,000 were cancelled.
- (3) Foga Internet Development is wholly owned by Mr. YANG Tao. Mr. YANG Tao is taken to be interested in the 7,785,700 Shares held by Foga Internet Development Ltd.
- (4) Mr. YANG Tao was granted 1,340,000 RSUs under the Restricted Share Unit Scheme in 2016, all of which vested during the period from 1 December 2016 to 1 June 2018.
- (5) KongZhong Corporation is interested in 10,202,168 Shares, representing approximately 6.95% of the issued share capital of the Company. KongZhong Corporation is 100% owned by Linkedsee Limited, which in turn is 73.13% owned by Linkedsee Group Limited. Shanghai Changhui Internet Technology Co., Limited* (上海常匯互聯網科技有限公司) holds 57.32% of equity interest of Linkedsee Group Limited. Beijing Wuxing Rongcheng Technology Co., Limited* (北京五星融誠科技有限責任公司) holds 100% equity interest of Shanghai Changhui Internet Technology Co., Limited* (上海常匯互聯網科技有限公司). Beijing Wuxing Rongcheng Technology Co., Ltd* (北京五星融誠科技有限責任公司) is 51.11% owned by Mr. WANG Leilei and 40.89% owned by Hexie Chengzhang Phase II (YIWU) Investment Center (Limited Partnership)* (和諧成長二期(義烏)投資中心(有限合夥)). Hexie Chengzhang Phase II (YIWU) Investment Center (Limited Partnership)* (和諧成長二期(義烏)投資中心(有限合夥)) is 3% held by Beijing Hexie Xinrong Investment Center (Limited Partnership)* (北京和諧欣榮投資中心(有限合夥)). Beijing Hexie Xinrong Investment Center (Limited Partnership)* (北京和諧欣榮投資中心(有限合夥)) is 0.1% owned by Hexie Tianming Investment Management (Beijing) Co., Ltd* (和諧天明投資管理(北京)有限公司).
- (6) Baseway Co Ltd is wholly-owned by Ms. Gu. Ms. Gu is taken to be interested in the 9,614,760 Shares held by Baseway Co Ltd.

* The English name(s) has/have been translated from its/their respective Chinese name(s) and is/are for identification purpose only.

附註:

- (1) Foga Group由Managecorp Limited (作為Wang Trust的受託人)全資擁有。Wang Trust為由汪東風先生(作為其授予人兼保護人)於二零一三年三月十五日設立的全權信託,受託人為Managecorp Limited。Wang Trust的受益對象包括汪東風先生及其若干家族成員。汪東風先生及Managecorp Limited被當作於Foga Group持有的21,673,338股股份中擁有權益。此外,Foga Holdings由Managecorp Limited (作為Hao Dong Trust的受託人)全資擁有。Hao Dong Trust為廖東先生(作為其授予人兼保護人)於二零一三年三月十五日設立的全權信託,受託人為Managecorp Limited。Hao Dong Trust的受益對象為廖東先生本人。廖東先生及Managecorp Limited被當作於Foga Holdings持有的7,763,997股股份中擁有權益。
- (2) 汪東風先生於二零一六年根據受限制股份單位計劃獲授予500,000個受限制股份單位,所有這些受限制股份單位於二零一六年十二月一日至二零一八年六月一日期間歸屬。汪東風先生於二零一七年六月二十六日至二零一七年七月十三日期間購買總共850,800股股份。彼於二零一八年根據受限制股份單位計劃進一步獲授予300,000個受限制股份單位,其中50,000個受限制股份單位於二零一八年十二月一日歸屬,其中250,000個受限制股份單位於二零一九年六月三十日被取消。本公司於二零一九年根據受限制股份單位計劃進一步授予汪東風先生250,000個受限制股份單位,其中50,000個受限制股份單位於二零一九年七月一日歸屬、50,000個受限制股份單位於二零二零年一月一日歸屬及150,000個受限制股份單位已註銷。
- (3) Foga Internet Development由楊韜先生全資擁有。楊韜先生被視為於Foga Internet Development所持有的7,785,700股股份中擁有權益。
- (4) 楊韜先生於二零一六年根據受限制股份單位計劃獲授予1,340,000個受限制股份單位,所有這些受限制股份單位於二零一六年十二月一日至二零一八年六月一日期間歸屬。
- (5) 空中持有10,202,168股股份的權益,相當於本公司已發行股本約6.95%。空中由Linkedsee Limited擁有100%權益,Linkedsee Limited則由Linkedsee Group Limited擁有73.13%權益。上海常匯互聯網科技有限公司持有Linkedsee Group Limited 57.32%股權。北京五星融誠科技有限責任公司持有上海常匯互聯網科技有限公司100%股權。北京五星融誠科技有限責任公司由王雷雷先生及和諧成長二期(義烏)投資中心(有限合夥)分別擁有51.11%及40.89%權益。和諧成長二期(義烏)投資中心(有限合夥)由北京和諧欣榮投資中心(有限合夥)持有3%權益。北京和諧欣榮投資中心(有限合夥)由和諧天明投資管理(北京)有限公司擁有0.1%權益。
- (6) Baseway Co Ltd由顧女士全資擁有。顧女士被當做於Baseway Co Ltd持有的9,614,760股股份中擁有權益。

* 英文名稱翻譯自其各自之中文名稱,僅用於識別用途。

Save as disclosed above, as at 30 June 2022, the Company is not aware of any other person (other than the Directors or chief executives of the Company at the relevant time) who had an interest or short position in the Shares or underlying Shares as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

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

During the six months ended 30 June 2022, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

PRE-IPO SHARE OPTION SCHEME

The Company has adopted the Pre-IPO Share Option Scheme by a resolution of its Shareholders on 31 October 2012, which was amended on 1 September 2013. The Pre-IPO Share Option Scheme is not subject to the provision of Chapter 17 of the Listing Rules as the Pre-IPO Share Option Scheme does not involve the grant of options by the Company to subscribe for Shares once the Company is a listed issuer. No further options will be granted under the Pre-IPO Share Option Scheme.

Pursuant to the Pre-IPO Share Option Scheme, the Company had granted options to subscribe for 6,440,911 Shares to the Directors and employees of the Group.

Set out below are details of the outstanding options granted to Directors and employees of the Group under the Pre-IPO Option Scheme as at 30 June 2022:

Name of grantees	Number and class of Shares under the options granted		Date of grant	Vesting period	Option year	Outstanding as at 1 January 2022		Forfeited during the period	Outstanding as at 30 June 2022	
	已授出購股權所涉及的股份數目及類別					於二零二二年一月一日	行使價		於二零二二年六月三十日	
承授人姓名			授出日期	歸屬期	購股權年期	尚未行使	行使價	期內已沒收	尚未行使	
Four former Directors and 361 former employees	6,440,911	Ordinary Shares	1 January 2013 to 1 September 2013	3 October 2013 to 1 July 2017	10 years from the date of grant	-	Par value of the ordinary shares	-	-	
4名前董事及361名前僱員	6,440,911股	普通股	二零一三年一月一日至二零一三年九月一日	二零一三年十月三日至二零一七年七月一日	自授出日期起計10年	-	普通股面值	-	-	

除上文所披露者外，於二零二二年六月三十日，本公司並不知悉任何其他人士(本公司於相關時間的董事或主要行政人員除外)於股份或相關股份中擁有根據證券及期貨條例第336條規定須由本公司存置的登記冊內記錄的權益或淡倉。

購買、出售或贖回本公司上市證券

截至二零二二年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

首次公開發售前購股權計劃

本公司透過股東於二零一二年十月三十一日的決議案採納首次公開發售前購股權計劃，該計劃於二零一三年九月一日修訂。由於首次公開發售前購股權計劃並無涉及本公司成為上市發行人後授出可認購股份的購股權，故首次公開發售前購股權計劃不受上市規則第17章的規限。本公司不會根據首次公開發售前購股權計劃進一步授出購股權。

根據首次公開發售前購股權計劃，本公司已向本集團董事及僱員授出可認購6,440,911股股份的購股權。

下表載列截至二零二二年六月三十日，根據首次公開發售前購股權計劃授予董事及本集團僱員的尚未行使的購股權詳情：

Other Information

其他資料

During the six months ended 30 June 2022, the Company has not issued any Shares to the grantees under the Pre-IPO Share Option Scheme.

截至二零二二年六月三十日止六個月，本公司並未根據首次公開發售前購股權計劃向承授人發行任何股份。

For further details of the Pre-IPO Share Option Scheme, please refer to the section headed "Statutory and General Information" in Appendix IV to the Prospectus and note 16 to the Financial Statements.

有關首次公開發售前購股權計劃的進一步詳情，請參閱招股章程附錄四「法定及一般資料」一節及財務報表附註16。

SUMMARY OF THE PRE-IPO SHARE OPTION SCHEME

首次公開發售前購股權計劃概要

Details 詳情	Pre-IPO Share Option Scheme 首次公開發售前購股權計劃
1. Purpose 目的	For the purpose of providing incentives and rewards to eligible persons who contribute to the growth and development of the Group and the listing of the Shares on the Stock Exchange 為鼓勵及獎勵合資格人士對本集團業績增長和發展及股份於聯交所上市所做出的貢獻
2. Participants 參與者	(i) Any Director of any member of the Group from time to time, (ii) any employee or officer of any member of the Group and (iii) any advisers, consultants, distributors, contractors, contract manufacturers, agents, customers, business partners, joint venture business partners, service providers of any member of the Group, who the Board considers, in its sole discretion, have contributed and will contribute to the Group (i) 不時任本集團任何成員公司的任何董事，(ii) 本集團任何成員公司的任何僱員或高級人員，及(iii) 董事會全權酌情認為曾對或將會對本集團作出貢獻的本集團任何成員公司任何顧問、諮詢顧問、分銷商、承包商、合約製造商、代理、客戶、業務夥伴、合營公司業務夥伴、服務供應商
3. Maximum number of Shares 股份數目上限	As at 30 June 2022 and the Latest Practicable Date, there was no outstanding options to subscribe for Shares. No further option could be granted under the Pre-IPO Share Option Scheme 於二零二二年六月三十日及最後實際可行日期，並無尚未行使的可認購股份的購股權 不可再根據首次公開發售前購股權計劃授出任何購股權。
4. Maximum entitlement of each participant 各參與者的權利上限	The total number of Shares subject to the Pre-IPO Share Option Scheme shall not exceed 6% of the aggregate of the Shares in issue on 31 October 2012, the date of adoption of the Pre-IPO Share Option Scheme 首次公開發售前購股權計劃涉及的股份總數不得超過二零一二年十月三十一日(首次公開發售前購股權計劃採納日期)已發行股份總數的6%

Details 詳情	Pre-IPO Share Option Scheme 首次公開發售前購股權計劃
5. Option year 購股權年期	Except as provided otherwise and subject to the terms and conditions upon which such option was granted, any option granted will vest over a total vesting year of four years commencing from the date of offer in equal proportions of 25% each on the expiry of the first, second, third and fourth anniversary of the Offer Date, respectively; provided that the year within which an option must be exercised shall not be more than ten years commencing on the date of grant 除另有規定外及在購股權授出條款及條件的規限下，授出的任何購股權將於要約日期起計按共計四年歸屬，分別於要約日期第一、第二、第三及第四週年按每次25%的等額比例歸屬；惟必須行使購股權的年份不得超過授出日期起計十年
6. Acceptance of offer 接納要約	Options granted must be accepted within 28 days of the date of grant, upon payment of HK\$1.0 per grant 授出的購股權必須於授出日期後28日內接納，並就每次授出支付1.0港元
7. Exercise price 行使價	Exercise price shall be the par value of the Shares as amended as a result of any subdivision, consolidation, reclassification or reconstruction of the share capital of the Company from time to time. As at the date of the grant, the par value of the Shares was US\$0.0001 行使價應為因不時對本公司股本進行的任何拆細、合併、重新分類或重組而修訂的股份的面值。於授出日期，股份的面值為0.0001美元
8. Remaining life of the scheme 計劃的剩餘期限	It shall be valid and effective for ten years commencing on 31 October 2012 應於二零一二年十月三十一日起計十年期內有效及生效

THE RESTRICTED SHARE UNIT SCHEME

The Company has approved and adopted the RSU Scheme by a resolution of its Shareholders on 1 September 2013 and a resolution of the Board on 1 September 2013. The Company has appointed Computershare Hong Kong Trustees Limited as professional trustee to assist the administration and vesting of the RSUs. The RSU Scheme is not subject to the provisions of Chapter 17 of the Listing Rules as the RSU Scheme does not involve the grant of options by the Company to subscribe for new Shares.

The RSUs do not carry any right to vote at general meetings of the Company. No RSU grantee shall enjoy any of the rights of a Shareholder by virtue of the grant of an award of RSUs ("Award") pursuant to the RSU Scheme. Notwithstanding the foregoing, if so specified by the Board in its entire discretion, the RSU may include rights to cash or non-cash income, scrip dividends or distributions and/or the sale proceeds of non-cash and non-scrip distributions from any shares underlying the Award.

受限制股份單位計劃

本公司透過股東於二零一三年九月一日的決議案及董事會於二零一三年九月一日的決議案批准及採納受限制股份單位計劃。本公司委任香港中央證券信託有限公司為專業受託人以協助管理及歸屬受限制股份單位。由於受限制股份單位計劃並無涉及本公司授出可認購新股份的購股權，故受限制股份單位計劃不受上市規則第17章的規限。

受限制股份單位並無附帶任何可於本公司股東大會上投票的權利。受限制股份單位承授人並無因根據受限制股份單位計劃獲授受限制股份單位獎勵(「獎勵」)而享有任何股東權利。儘管如此，倘董事會全權酌情如此決定，則受限制股份單位可包括有權分享獎勵相關的任何股份所獲得的現金或非現金收入、以股代息或分派及／或出售非現金及非實物分派所得款項。

Other Information 其他資料

As at 30 June 2022, the Company has offered to grant RSUs to subscribe for 4,260,000 Shares, 2,500,000 Shares and 2,500,000 Shares to Directors and employees of the Group on 13 September 2016, 4 June 2018 and 12 April 2019, respectively.

Set out below are details of the outstanding RSUs granted to the Directors and employees of the Group under the RSU Scheme as at 30 June 2022:

截至二零二二年六月三十日，本公司已於二零一六年九月十三日、二零一八年六月四日及二零一九年四月十二日分別提出向董事及本集團僱員授出受限制股份單位計劃以認購4,260,000股股份、2,500,000股股份及2,500,000股股份。

下表載列於二零二二年六月三十日根據受限制股份單位計劃授予董事及本集團僱員的尚未行使受限制股份單位的詳情：

Name of grantees 承授人姓名	Number and class of Shares under the RSUs granted 已授出受限制股份單位所涉及的股份數目及類別			Outstanding as at 1 January 2022 於二零二二年一月一日	Vested during the period 期內已歸屬	Cancelled during the period 期內已註銷	Outstanding as at 30 June 2022 於二零二二年六月三十日
	Date of offer 授出日期	Vesting period 歸屬期		尚未行使			尚未行使
Two former Directors and 16 employees 2名前董事與16名僱員	1,770,000 Ordinary Shares 1,770,000股 普通股	12 April 2019 二零一九年 四月十二日	1 July 2019 to 1 July 2021 二零一九年 七月一日至 二零二一年 七月一日	-	-	-	-
Total	1,770,000 Ordinary Shares	-	-	-	-	-	-
總計	1,770,000 普通股			-	-	-	-

Note: The RSUs which have vested shall be satisfied at the Company's absolute discretion within a reasonable period from the vesting date of such RSUs by directing and procuring the professional trustee of the RSU Scheme to transfer the Shares underlying the Award to the relevant grantees which such trustee has acquired by making on-market purchases of the Shares in accordance with the relevant terms and conditions of the RSU Scheme.

附註：已歸屬的受限制股份單位將在該等受限制股份單位歸屬日期起計合理期限內由本公司絕對酌情決定，方法為指示及促使受限制股份單位計劃的專業受託人根據受限制股份單位計劃的相關條款及條件在市場上購買股份以將獎勵所涉及的股份轉讓予相關承授人。

SUMMARY OF THE RSU SCHEME

1. Purpose

To reward the participants of the RSU Scheme for their contribution to the success of the Group, and to provide incentives to them to further contribute to the Group.

2. Participants

(i) full-time employees or officers (including Executive, Non-executive and Independent Non-executive Directors), (ii) full-time employees of any of the subsidiaries and the PRC Operational Entities, (iii) any suppliers, customers, consultants, agents, advisers that have contributed or will contribute to the Company, any of its subsidiaries and/or the PRC Operational Entities, and (iv) any other persons who, in the sole opinion of the Board, have contributed or will contribute to the Company, any of its subsidiaries and/or the PRC Operational Entities.

3. Maximum number of Shares

The maximum number of Shares underlying the RSUs which may be granted must not in aggregate exceed 11,290,494 Shares, representing 9% of the number of Shares in issue on the Listing Date (the "RSU Scheme Limit"). The RSU Scheme Limit may be refreshed from time to time subject to prior Shareholders' approval, but must not exceed 9% of the number of Shares in issue as at the new approval date.

4. Acceptance of award

A grant shall be deemed to have been accepted when in respect of a board lot or an integral multiple thereof and to have taken effect when notice is given to the Company by the grantee in accordance with the instructions from the Company pursuant to the RSU management agreement, being an agreement entered into between the Company and the relevant service provider or any other service agreement to facilitate the acceptance and vesting of RSUs to the grantees from time to time.

受限制股份單位計劃概要

1. 目的

為獎勵受限制股份單位計劃參與者對本集團的成功所做出的貢獻，並鼓勵其對本集團做出更多貢獻。

2. 參與者

(i) 本公司全職僱員或高級人員(包括執行、非執行及獨立非執行董事)，(ii) 任何附屬公司及中國經營實體的全職僱員，(iii) 曾對或將會對本公司、其任何附屬公司及／或中國經營實體作出貢獻的任何供應商、客戶、諮詢顧問、代理、顧問，及(iv) 董事會全權認為曾對或將會對本公司、其任何附屬公司及／或中國經營實體作出貢獻的任何其他人士。

3. 股份數目上限

可授出的受限制股份單位涉及的股份數目上限合計不得超過11,290,494股股份，佔上市日期已發行股份數目的9%（「受限制股份單位計劃限額」）。受限制股份單位計劃限額經股東事先批准可獲不時更新，但不得超過新批准日期已發行股份數目的9%。

4. 接納獎勵

授出獎勵在承授人根據受限制股份單位管理協議（即本公司與相關服務供應商不時訂立的協議或任何其他服務協議，以促使承授人接納及獲歸屬受限制股份單位）按照本公司的指示就最低買賣單位或其完整倍數向本公司發出通知後，須視為已獲接納及已經生效。

Other Information

其他資料

5. Vesting

Subject to the terms of the RSU Scheme and the specific terms and conditions applicable to each Award, the RSUs granted in an Award shall be subject to a vesting period, to the satisfaction of performance and/or other conditions to be determined by the Board. If such conditions are not satisfied, the RSU shall be cancelled automatically on the date on which such conditions are not satisfied, as determined by the Board in its absolute discretion.

6. Trustee

The Board has appointed Computershare Hong Kong Trustee Limited on 2 July 2014 as professional trustee to assist with the administration and vesting of RSUs pursuant to the RSU Scheme.

7. Remaining life of the scheme

It shall be valid and effective till 31 August 2023.

For further details of the RSU Scheme, please refer to the section headed "Statutory and General Information" in Appendix IV to the Prospectus and note 16 to the Unaudited Condensed Consolidated Financial Statements.

AUDIT AND COMPLIANCE COMMITTEE

The Audit and Compliance Committee was established with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C.3 as well as paragraph D.3 of the CG Code. The Audit and Compliance Committee consists of three independent non-executive Directors, being Mr. Wong Chi Kin, Mr. Lu Xiaoma and Mr. Ji Yong. The chairman of the Audit and Compliance Committee is Mr. Wong Chi Kin, who holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules.

The Audit and Compliance Committee, together with the auditor of the Company, have reviewed the Group's unaudited interim financial results for the six months ended 30 June 2022.

5. 歸屬

根據受限制股份單位計劃的條款及適用於每次獎勵的特定條款及條件，於每次獎勵授出的受限制股份單位須受限於歸屬期，以達成董事會釐定的表現及／或其他條件。倘有關條件未獲達成，受限制股份單位須於董事會全權酌情決定有關條件未獲達成的日期自動註銷。

6. 受託人

董事會已於二零一四年七月二日委任香港中央證券信託有限公司作為專業受託人協助根據受限制股份單位計劃管理及歸屬受限制股份單位。

7. 計劃的剩餘期限

其應一直有效及生效，直至二零二三年八月三十一日止。

有關受限制股份單位計劃的進一步詳情，請參閱招股章程附錄四「法定及一般資料」一節及未經審核簡合併財務報表附註16。

審核及合規委員會

審核及合規委員會已經成立，並遵照上市規則第3.21條規定及企業管治守則第C.3及D.3段制定書面職權範圍。審核及合規委員會成員由三名獨立非執行董事（黃志堅先生，陸肖馬和及勇先生）組成；黃志堅先生為審核及合規委員會的主席，具備上市規則第3.10(2)條及第3.21條規定的適當專業資格。

審核及合規委員會連同本公司核數師已審閱本集團截至二零二二年六月三十日止六個月的未經審核中期財務業績。

CHANGES OF DIRECTORS' INFORMATION

Since the publication of the annual report for the year ended 31 December 2021 by the Company and up to the Latest Practicable Date, information relating to the Directors that is required to be disclosed pursuant to Rules 13.51(2) and 13.51B(1) of the Listing Rules are set out below:

1. With effect from 24 May 2022:
 - (i) Mr. WANG Dong retired as an independent non-executive Director and ceased to act as a member in each of the audit and compliance committee, the nomination committee and the corporate governance committee, and as the chairman of the remuneration committee.
 - (ii) Mr. HAN Jun has been redesignated from an executive director to a non-executive director, and ceased to act as vice president of the Company.
 - (iii) Mr. Ji Yong was appointed as a member in each of the audit and compliance committee, the nomination committee and the corporate governance committee, and as the chairman of the remuneration committee of the Company.
2. With effect from 24 May 2022, the director's fee for Mr. WONG Chi Kin has been changed to USD43,000 per year.

董事資料變更

自本公司刊發截至二零二一年十二月三十一日止年度年報直至最後實際可行日期，須根據上市規則第13.51(2)條及13.51B(1)條予以披露的有關董事的信息如下：

1. 自二零二二年五月二十四日起生效：
 - (i) 王棟先生退任獨立非執行董事一職，亦不再擔任審核及合規委員會、提名委員會及企業管治委員會的成員以及薪酬委員會的主席。
 - (ii) 韓軍先生自二零二二年五月二十四日起由執行董事調任為非執行董事，且不再擔任本公司副總裁職務。
 - (iii) 及勇先生獲委任為本公司審核及合規委員會、提名委員會及企業管治委員會的成員以及薪酬委員會的主席。
2. 黃志堅先生的董事袍金已調整為每年43,000美元，自二零二二年五月二十四日起生效。

INDEPENDENT REVIEW REPORT

獨立審閱報告



TO THE BOARD OF DIRECTORS OF FORGAME HOLDINGS LIMITED

雲遊控股有限公司

(Incorporated in the Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 36 to 67 which comprises the condensed consolidated statement of financial position of the Forgame Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) as at 30 June 2022 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 “Interim Financial Reporting” (“IAS 34”) issued by the International Accounting Standards Board. The directors are responsible for the preparation and presentation of this interim financial information in accordance with IAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

We conducted our review in accordance with International Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the International Federation of Accountants. A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

致雲遊控股有限公司董事會

雲遊控股有限公司

(於開曼群島註冊成立的有限公司)

緒言

吾等經已審閱載於第36頁至第67頁的中期財務資料，包括雲遊控股有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）於二零二二年六月三十日之簡明合併財務狀況表與截至該日止六個月期間之有關簡明合併損益及其他全面收益表、簡明合併權益變動表及簡明合併現金流量表以及主要會計政策概要及其他附註解釋。香港聯合交易所有限公司證券上市規則規定，中期財務資料報告須按照其相關條文及國際會計準則委員會頒佈的國際會計準則第34號「中期財務報告」（「國際會計準則第34號」）編製。董事負責依照國際會計準則第34號編製及呈報此等中期財務資料。吾等的責任是根據審閱，對此中期財務資料發表結論，並按照應聘書內雙方協定的條款僅向閣下（作為一個整體）匯報有關結論，而不作其他用途。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。

審閱範圍

吾等已按照國際會計師聯合會頒佈的國際審閱工作準則第2410號「由實體的獨立核數師執行的中期財務資料審閱」進行審閱。中期財務報表審閱工作包括主要向負責財務會計事項的人員詢問，並實施分析和其他審閱程序。由於審閱的範圍遠較按照國際審計準則進行審核的範圍為小，所以不能保證吾等會注意到在審核中可能會被發現的所有重大事項。因此，吾等不會發表審核意見。

INDEPENDENT REVIEW REPORT

獨立審閱報告

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with IAS 34.

Without modifying our review conclusion, we draw to your attention that the comparative condensed consolidated financial statements for the six-months ended 30 June 2021 have not been reviewed in accordance with standards applicable to review engagements.

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Yeung Hong Chun

Audit Engagement Director

Practising Certificate Number P07374

Hong Kong, 26 August 2022

結論

根據吾等的審閱，吾等並無注意到任何事項，使吾等相信該等中期財務資料在所有重大方面未能根據國際會計準則第34號的規定編製。

在不修改吾等審閱結論的前提下，吾等謹請閣下垂注作比較用途之截至二零二一年六月三十日止六個月的簡明合併財務報表並無根據適用審閱委聘準則進行審閱。

中匯安達會計師事務所有限公司

執業會計師

楊匡俊

審核項目董事

執業證書編號P07374

香港，二零二二年八月二十六日

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

未經審核簡明合併損益及其他全面收益表

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

	Notes 附註	Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Continuing operations			
Revenue	5	34,509	93,002
Cost of revenue		(29,631)	(83,311)
Gross profit		4,878	9,691
Selling and marketing expenses		(2,037)	(2,990)
Administrative expenses		(18,425)	(7,451)
Research and development expenses		(11,906)	(707)
Other income		437	1,452
Other gains – net		7,818	817
Finance cost		(209)	(78)
Gain on disposal of investments at fair value through profit or loss		2,840	9,041
Share of profits of associates		6,083	6,077
Reversal/(impairment) of financial assets measured at amortised cost		21,234	(197)
Profit before income tax		10,713	15,655
Income tax expense	6	(88)	(551)
Profit from continuing operations		10,625	15,104
Discontinued operation			
Loss from discontinued operation	7	–	(1,856)
Profit for the period	8	10,625	13,248
Other comprehensive (loss)/income: <i>Items that will not be reclassified to profit or loss:</i>			
Changes in fair value of equity investments at fair value through other comprehensive income		(1,604)	(5,541)
Deferred tax effect arising on changes in fair value of equity investments at fair value through other comprehensive income		401	385
Currency translation differences		10,855	54
Other comprehensive income/(loss) for the period, net of tax		9,652	(5,102)
Total comprehensive income/(loss) for the period		20,277	8,146

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

未經審核簡明合併損益及其他全面收益表

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
Notes		RMB'000	RMB'000
附註		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
			(restated)
			(經重列)
Profit/(loss) for the period attributable to:	以下人士應佔期內溢利/(虧損):		
Owners of the Company	本公司擁有人		
– Continuing operations	– 持續經營業務	10,625	15,131
– Discontinued operation	– 終止經營業務	–	(1,856)
		10,625	13,275
Non-controlling interests	非控股權益		
– Continuing operations	– 持續經營業務	–	(27)
– Discontinued operation	– 終止經營業務	–	–
		–	(27)
Profit for the period	期內溢利	10,625	13,248
Total comprehensive income/(loss) for the period attributable to:	以下人士應佔期內全面收益/(虧損)總額:		
Owners of the Company	本公司擁有人	20,277	8,173
Non-controlling interests	非控股權益	–	(27)
		20,277	8,146
Basic and diluted earnings/(loss) per share (RMB)	每股基本及攤薄盈利/(虧損) (以人民幣元計)		
– Continuing and discontinued operations	– 持續及終止經營業務	0.07	0.09
– Continuing operations	– 持續經營業務	0.07	0.10
– Discontinued operation	– 終止經營業務	N/A	(0.01)
		不適用	

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

未經審核簡明合併財務狀況表

As at 30 June 2022

於二零二二年六月三十日

			As at 30 June 2022 於二零二二年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	As at 31 December 2021 於二零二一年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
	Notes 附註			
ASSETS		資產		
Non-current assets		非流動資產		
Property and equipment	11	物業及設備	92,725	36,951
Intangible assets		無形資產	18,771	19,019
Right-of-use assets		使用權資產	4,074	4,687
Investments in associates		於聯營公司的投資	64,863	55,075
Equity investments at fair value through other comprehensive income		按公平值計入其他全面收益的權益投資	33,281	34,873
Prepayments and other receivables		預付款項及其他應收款項	435	405
Deferred tax assets		遞延稅項資產	4,381	4,381
			218,530	155,391
Current assets		流動資產		
Inventories	12	存貨	64,990	80,927
Trade receivables	13	貿易應收款項	55,286	58,517
Prepayments and other receivables		預付款項及其他應收款項	32,130	44,625
Investments at fair value through profit or loss		按公平值計入損益的投資	37,567	2,000
Restricted cash		受限制現金	1,703	1,669
Cash and cash equivalents		現金及現金等價物	295,790	370,266
			487,466	558,004
Total assets		資產總額	705,996	713,395

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

未經審核簡明合併財務狀況表

As at 30 June 2022
於二零二二年六月三十日

			As at 30 June 2022 於二零二二年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	As at 31 December 2021 於二零二一年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
	Notes 附註			
EQUITY AND LIABILITIES		權益及負債		
Equity		權益		
Share capital	15	股本	93	93
Reserves		儲備	656,840	636,563
Total equity		權益總額	656,933	636,656
Liabilities		負債		
Non-current liabilities		非流動負債		
Deferred tax liabilities		遞延稅項負債	1,611	2,012
Lease liabilities		租賃負債	3,135	3,740
			4,746	5,752
Current liabilities		流動負債		
Trade payables	14	貿易應付款項	9,398	9,688
Other payables and accruals		其他應付款項及應計費用	18,962	22,698
Bank borrowings		銀行借款	4,000	4,000
Contract liabilities		合約負債	6,123	28,882
Income tax liabilities		所得稅負債	4,642	4,558
Lease liabilities		租賃負債	1,192	1,161
			44,317	70,987
Total liabilities		負債總額	49,063	76,739
Total equity and liabilities		權益及負債總額	705,996	713,395
Net current assets		淨流動資產	443,149	487,017
Total assets less current liabilities		資產總值扣除流動負債	661,679	642,408

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核簡明合併權益變動表

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

		Unaudited 未經審核											
		Attributable to Owners of the Company 本公司擁有人應佔											
		Share Capital	Share Premium	Shares held for Restricted Scheme 就受限制股份單位計劃持有的股份	Capital Reserve	Statutory Reserves	Share-based Compensation Reserve 以股份為基礎的酬金儲備	Translation Differences	Other Reserves	Accumulated losses	Total	Non-Controlling Interests	Total
		股本	股份溢價	持有的股份	資本儲備	法定儲備	以股份為基礎的酬金儲備	折算差額	其他儲備	累計虧損	總計	非控股權益	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2021	於二零二一年一月一日	102	2,165,486	(28,900)	30,000	20,730	208,484	47,979	(392,170)	(1,438,664)	613,047	(1,079)	611,968
Total comprehensive income/(loss) for the period	期內全面收益/(虧損)總額	-	-	-	-	-	-	54	(5,156)	13,275	8,173	(27)	8,146
Issue of ordinary shares for settlement of consideration payable (note 15(a))	發行普通股作為支付應付代價(附註15(a))	6	19,213	-	-	-	-	-	-	-	19,219	-	19,219
Cancellation of consideration shares for disposal of subsidiaries (note 15(b))	註銷出售附屬公司的股份代價(附註15(b))	(15)	(38,096)	-	-	-	-	-	38,111	-	-	-	-
Deregistration of a subsidiary	註銷一間附屬公司	-	-	-	-	-	-	-	-	-	-	1,106	1,106
Share-based payments	以股份為基礎的付款	-	-	-	-	-	(1)	-	-	-	(1)	-	(1)
Changes in equity for the period	期內權益變動	(9)	(18,883)	-	-	-	(1)	54	32,955	13,275	27,391	1,079	28,470
At 30 June 2021	於二零二一年六月三十日	93	2,146,603	(28,900)	30,000	20,730	208,483	48,033	(359,215)	(1,425,389)	640,438	-	640,438
At 1 January 2022	於二零二二年一月一日	93	2,146,603	(28,900)	30,000	20,730	208,483	43,754	(404,949)	(1,379,158)	636,656	-	636,656
Total comprehensive income/(loss) for the period	期內全面收益/(虧損)總額	-	-	-	-	-	-	10,855	(1,203)	10,625	20,277	-	20,277
Changes in equity for the period	期內權益變動	-	-	-	-	-	-	10,855	(1,203)	10,625	20,277	-	20,277
At 30 June 2022	於二零二二年六月三十日	93	2,146,603	(28,900)	30,000	20,730	208,483	54,609	(406,152)	(1,368,533)	656,933	-	656,933

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

未經審核簡明合併現金流量表

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (unaudited) (未經審核)
Net cash used in operating activities	經營活動所用現金流量	(54,008)	(179,744)
Cash flows from investing activities	投資活動所得現金流量		
Purchases of property and equipment	購買物業及設備	(116)	(237)
Proceeds from disposals of property and equipment	出售物業及設備所得款項	–	4
Consideration received arising from disposal of subsidiaries	收到來自出售附屬公司的代價款項	–	4,519
Purchases of intangible assets	購買無形資產	–	(723)
(Purchase of)/proceeds from investments at fair value through profit and loss, net	(購買按公平值計入損益的投資)/按公平值計入損益的投資所得款項淨額	(33,846)	70,511
Proceeds from disposal of an associate	出售一間聯營公司所得款項	4,162	–
Proceeds from equity investments at fair value through other comprehensive income	按公平值計入其他全面收益的權益投資所得款項	–	27
Dividends received from investments at fair value through profit or loss	收到按公平值計入損益的投資的股息	–	631
Payments for equity investments at fair value through other comprehensive income	按公平值計入其他全面收益的權益投資的付款	(12)	(10,000)
Payments for acquisition of subsidiaries	收購附屬公司的付款	–	(6,000)
Payments for restricted cash	受限制現金的付款	(34)	(917)
Net cash (used in)/generated from investing activities	投資活動(所用)/所得現金淨額	(29,846)	57,815
Cash flows from financing activities	融資活動所得現金流量		
Bank interest paid	已付銀行利息	(98)	–
Payments for lease liabilities	租賃負債付款	(574)	(415)
Payments for lease interests	租賃利息付款	(111)	(78)
Net cash used in financing activities	融資活動所用現金淨額	(783)	(493)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(84,637)	(122,422)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	370,266	385,516
Effect of foreign exchange rate changes	匯率變動影響	10,161	54
Cash and cash equivalents at end of the period	期末現金及現金等價物	295,790	263,148
Analysis of cash and cash equivalents	現金及現金等價物分析		
Cash and cash equivalents	現金及現金等價物	295,790	263,148

The cash flows of discontinued operation are presented in note 7.

終止經營業務的現金流量於附註7呈列。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明合併財務報表附註

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

1. GENERAL INFORMATION

Forgame Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 26 July 2011 as an exempted company with limited liability. The address of its registered office is at the offices of Osiris International Cayman Limited, Suite #4-210, Governors Square, 23 Lime Tree Bay Avenue, P.O. Box 32311, Grand Cayman KY1-1209, Cayman Islands. The address of its principal place of business in Hong Kong is Unit 6, 1/F, Trust Centre, 912 Cheung Sha Wan Road, Lai Chi Kok, Kowloon, Hong Kong. The address of the headquarters is Room 1106, Block A Phase I, Innovation Technology Plaza, Tianan Digital City, Chegongmiao, Futian District, Shenzhen, China. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. The Company and its subsidiaries (collectively the “Group”) are principally engaged in developing and publishing domestic and overseas webgames and mobile games (the “Game Business”) and trading of electronic device and semiconductor (the “Electronic Device and Semiconductor Business”) in the People's Republic of China (the “PRC”).

The unaudited condensed consolidated financial statements are presented in Renminbi (the “RMB”), which is the Company's presentation currency and the functional currency of the principal operating subsidiaries of the Company.

2. BASIS OF PREPARATION

These unaudited condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting” issued by the International Accounting Standards Board and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange.

These unaudited condensed consolidated financial statements should be read in conjunction with the 2021 annual financial statements. The accounting policies and methods of computation used in the preparation of these unaudited condensed consolidated financial statements are consistent with those used in the annual financial statements for the year ended 31 December 2021.

1. 一般資料

雲遊控股有限公司(「本公司」)於二零一一年七月二十六日在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處位於Osiris International Cayman Limited辦事處，地址為Suite #4-210, Governors Square, 23 Lime Tree Bay Avenue, P.O. Box 32311, Grand Cayman KY1-1209, Cayman Islands。其香港主要營業地點地址為香港九龍荔枝角長沙灣道912號時信中心1樓6室。其總部地址為中國深圳市福田區車公廟天安數碼城創新科技廣場一期A座1106室。本公司股份在香港聯合交易所有限公司(「聯交所」)主板上市。

本公司為投資控股公司。本公司及其附屬公司(統稱「本集團」)主要於中華人民共和國(「中國」)從事國內外網頁遊戲及移動遊戲的研發及發行(「遊戲業務」)以及電子設備及半導體業務(「電子設備及半導體業務」)的貿易。

未經審核簡明合併財務報表以人民幣(「人民幣」)呈列，人民幣為本公司的呈列貨幣及本公司主要營運附屬公司的功能貨幣。

2. 編製基準

此等未經審核簡明合併財務報表乃根據國際會計準則委員會頒佈的國際會計準則第34號「中期財務報告」及聯交所證券上市規則的適用披露規定而編製。

此等未經審核簡明合併財務報表應與二零二一年全年財務報表一併閱讀。編製此等未經審核簡明合併財務報表所用會計政策及計算方法與截至二零二一年十二月三十一日止年度的全年財務報表所用者一致。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明合併財務報表附註

For the six months ended 30 June 2022

截至二零二二年六月三十日止六個月

3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

In the current period, the Group has adopted all the new and revised International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board that are relevant to its operations and effective for its accounting year beginning on 1 January 2022. IFRSs comprise International Financial Reporting Standards; International Accounting Standards; and Interpretations. The adoption of these new and revised IFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's unaudited condensed consolidated financial statements and amounts reported for the current period and prior years.

The Group has not applied the new and revised IFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised IFRSs but is not yet in a position to state whether these new and revised IFRSs would have a material impact on its results of operations and financial position.

4. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

3. 採納新訂及經修訂國際財務報告準則

於本期間，本集團已採納所有與其業務有關由國際會計準則理事會頒佈且於二零二二年一月一日開始的會計年度生效的新訂及經修訂國際財務報告準則（「國際財務報告準則」）。國際財務報告準則包括國際財務報告準則、國際會計準則及詮釋。採納該等新訂及經修訂國際財務報告準則並無對本集團於本期間及過往年度的會計政策、本集團未經審核簡明合併財務報表呈列方式及所呈報金額造成重大變動。

本集團並無應用已頒佈但尚未生效的新訂及經修訂國際財務報告準則。本集團已開始評估該等新訂及經修訂國際財務報告準則的影響，但尚不能闡明該等新訂及經修訂國際財務報告準則是否會對其經營業績及財務狀況造成重大影響。

4. 公平值計量

公平值為於計量日期市場參與者之間的有序交易中出售一項資產將收取或轉讓一項負債所支付價格。以下公平值計量披露使用公平值層級，將用於計量公平值的估值技術輸入數據分類為三級：

第一級輸入數據：本集團於計量日期可取得相同資產或負債於活躍市場的報價（未經調整）。

第二級輸入數據：除第一級計入的報價外，自資產或負債可直接或間接觀察的輸入數據。

第三級輸入數據：資產或負債的不可觀察輸入數據。

本集團政策為於導致轉撥的事件或情況變動日期確認三個級別的任何轉入及轉出。

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4. FAIR VALUE MEASUREMENTS (Cont'd)

(a) Disclosures of level in fair value hierarchy

Description 描述	Level 1	Level 2	Level 3	Total
	第一級	第二級	第三級	總計
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Recurring fair value measurements:	經常性公平值計量：			
Equity investments at fair value through other comprehensive income	按公平值計入其他全面收益的權益投資			
Private equity investments	私募權益投資			
	-	10,012	23,269	33,281
Investments at fair value through profit or loss	按公平值計入損益的投資			
Wealth investment product	理財產品			
	17,322	-	-	17,322
Listed equity securities in HK	在香港的上市權益證券			
	11,224	-	-	11,224
Listed equity securities in US	在美國的上市權益證券			
	9,021	-	-	9,021
Total recurring fair value measurements	經常性公平值計量總額	37,567	10,012	23,269
				70,848

Description 描述	Level 1	Level 2	Level 3	Total
	第一級	第二級	第三級	總計
	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
	(audited)	(audited)	(audited)	(audited)
	(經審核)	(經審核)	(經審核)	(經審核)
Recurring fair value measurements:	經常性公平值計量：			
Equity investments at fair value through other comprehensive income	按公平值計入其他全面收益的權益投資			
Private equity investments	私募權益投資			
	-	10,000	24,873	34,873
Investments at fair value through profit or loss	按公平值計入損益的投資			
Wealth investment product	理財產品			
	2,000	-	-	2,000
Total recurring fair value measurements	經常性公平值計量總額	2,000	10,000	24,873
				36,873

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4. FAIR VALUE MEASUREMENTS (Cont'd)

(b) Reconciliation of assets and liabilities measured at fair value based on level 3:

Description		Equity investments at fair value through other comprehensive income 按公平值計入其他 全面收益的權益投資 RMB'000 人民幣千元 (unaudited) (未經審核)
描述		
At 1 January 2022 (audited)	於二零二二年一月一日(經審核)	24,873
Total gains or losses recognised in other comprehensive income	已確認利得或虧損總額 於其他全面收益	(1,604)
At 30 June 2022 (unaudited)	於二零二二年六月三十日(未經審核)	23,269

Description		Equity investments at fair value through other comprehensive income 按公平值計入其他 全面收益的權益投資 RMB'000 人民幣千元 (unaudited) (未經審核)
描述		
At 1 January 2021 (audited)	於二零二一年一月一日(經審核)	76,482
Total gains or losses recognised in other comprehensive income	已確認利得或虧損總額 於其他全面收益	(1,541)
Settlements	結算	(27)
At 30 June 2021 (unaudited)	於二零二一年六月三十日(未經審核)	74,914

The total gains or losses recognised in other comprehensive income are presented in changes in fair value of equity investments at fair value through other comprehensive income in the unaudited condensed consolidated statement of profit or loss and other comprehensive income.

於其他全面收益確認的利得或虧損總額呈列於未經審核簡明合併損益或其他全面收益表中按公平值計入其他全面收益的權益投資之公平值變動。

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4. FAIR VALUE MEASUREMENTS (Cont'd)

- (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 30 June 2022:

The Group's chief financial officer is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The chief financial officer reports directly to the Board of Directors for these fair value measurements. Discussions of valuation processes and results are held between the chief financial officer and the Board of Directors at least twice a year.

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

4. 公平值計量(續)

- (c) 於二零二二年六月三十日本集團所用估值程序以及公平值計量所用估值技術及輸入數據的披露：

本集團的首席財務官負責財務申報用途所需的資產及負債公平值計量，包括第三級公平值計量。首席財務官直接向董事會匯報該等公平值計量。首席財務官與董事會就估值程序及業績每年至少進行兩次討論。

就第三級公平值計量而言，本集團有就財務申報用途管理第三級金融工具估值活動的團隊。該團隊按逐項基準管理投資的估值活動。該團隊使用估值技術釐定本集團第三級金融工具的公平值，每年至少兩次。外部估值專家將於有需要時參與其中。

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4. FAIR VALUE MEASUREMENTS (Cont'd)

- (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 30 June 2022: (Cont'd)

Level 2 fair value measurements

Description	Valuation technique	Inputs	Fair value at 30 June 2022
描述	估值技術	輸入數據	於二零二二年六月三十日之公平值
			RMB'000
			人民幣千元
			(unaudited)
			(未經審核)

Equity investments at fair value through other comprehensive income
按公平值計入其他全面收益的權益投資

Private equity investments	cost approach	investment cost	10,012
私募權益投資	成本法	投資成本	

Description	Valuation technique	Inputs	Fair value at 31 December 2021
描述	估值技術	輸入數據	於二零二一年十二月三十一日之公平值
			RMB'000
			人民幣千元
			(audited)
			(經審核)

Equity investments at fair value through other comprehensive income
按公平值計入其他全面收益的權益投資

Private equity investments	cost approach	investment cost	10,000
私募權益投資	成本法	投資成本	

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4. FAIR VALUE MEASUREMENTS (Cont'd)

- (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 30 June 2022: (Cont'd)

Level 3 fair value measurements

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs	Fair value at 30 June 2022
描述	估值技術	不可觀察輸入數據	影響範圍	輸入數據增加公平值的影響	於二零二二年六月三十日之公平值
					RMB'000
					人民幣千元
					(unaudited)
					(未經審核)

Equity investments at fair value through other comprehensive income
按公平值計入其他全面收益的權益投資

Private equity investments	Market comparable approach	Lack of marketability discount	40%-50%	Decrease	23,269
私募權益投資	市場比較法	缺乏市場流通性折讓		減少	

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs	Fair value at 31 December 2021
描述	估值技術	不可觀察輸入數據	影響範圍	輸入數據增加公平值的影響	於二零二一年十二月三十一日之公平值
					RMB'000
					人民幣千元
					(audited)
					(經審核)

Equity investments at fair value through other comprehensive income
按公平值計入其他全面收益的權益投資

Private equity investments	Market comparable approach	Lack of marketability discount	40%-50%	Decrease	24,873
私募權益投資	市場比較法	缺乏市場流通性折讓		減少	

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5. REVENUE AND SEGMENT INFORMATION

The Group's business activities, for which discrete financial statements are available, are regularly reviewed and evaluated by the Chief Operating Decision Maker (the "CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors of the Company that make strategic decisions.

In 2021, the Group ceased the operation of internet micro-credit business (the "Internet Micro-credit Business"). Information about the discontinued operation is set out in Note 7. During the period, the CODM reassessed the performance and operation of the Group and concluded that the Group has two operating segments as follows:

- Game Business; and
- Electronic Device and Semiconductor Business

The CODM assesses the performance of the operating segments mainly based on segment revenue, and adjusted earnings before interest expense, taxes, depreciation and amortisation (the "adjusted EBITDA") excluding share of profits of associates and gain on dilution of investment in an associate, of each operating segment.

Specifically, the revenues from external customers reported to the CODM are measured as segment revenue, which is the revenue derived from the customers in each segment. In addition, the adjusted EBITDA excludes the effects of significant items of income and expenditure, which may have an impact on the assessment of operating segments' results, primarily with respect to equity-settled share-based payments, investment-related gains or losses and non-recurring event.

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

5. 收入及分部資料

本集團的業務活動具備單獨的財務資料，乃由主要經營決策者（「主要經營決策者」）定期審查及評估。主要經營決策者負責分配資源及評估經營分部的表現，由作出戰略性決定的本公司執行董事擔任。

於二零二一年，本集團終止經營網絡小額貸款業務（「網絡小額貸款業務」）。有關終止經營業的資料載於附註7。期內，主要經營決策者重新評估本集團的表現及營運，並認為本集團具有以下兩個經營分部：

- 遊戲業務；及
- 電子設備及半導體業務

主要經營決策者主要根據各經營分部的分部收入及未計利息開支、稅項、折舊及攤銷前的經調整盈利（「經調整EBITDA」）（不包括應佔聯營公司溢利及於一間聯營公司的投資攤薄收益）評估經營分部的表現。

確切而言，向主要經營決策者報告的自外部客戶取得的收入作為分部收入計量，即各分部來自客戶的分攤收入。此外，經調整EBITDA不包括可能對經營分部業績的評估產生影響的重大收入及開支項目影響（主要有關以權益結算、以股份為基礎的付款、投資相關損益以及非經常性項目）。

向主要經營決策者提供的其他資料（連同分部資料）的計量方式與本未經審核簡明合併財務報表所應用的計量方式一致。概無向主要經營決策者提供任何獨立的分部資產及分部負債資料，乃由於主要經營決策者不會使用此份資料分配資源或評估經營分部的表現。

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5. REVENUE AND SEGMENT INFORMATION (Cont'd)

The segment information from continuing operations provided to the Group's CODM for the reportable segments for the six months ended 30 June 2022 and 2021 is as follows:

5. 收入及分部資料(續)

就可呈報分部向本集團主要經營決策者提供的截至二零二二年及二零二一年六月三十日止六個月持續經營業務的分部資料如下：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
			(restated)
			(經重列)
Revenue from continuing operations	持續經營業務的收入		
<i>Revenue from contracts with customers</i>	<i>客戶合約收入</i>		
Game Business	遊戲業務	7,926	9,397
Electronic Device and Semiconductor Business	電子設備及半導體業務	26,583	83,605
Total revenue	總收入	34,509	93,002
Adjusted EBITDA from continuing operations	持續經營業務的經調整EBITDA		
Game Business	遊戲業務	1,455	(1,047)
Electronic Device and Semiconductor Business	電子設備及半導體業務	706	(2,952)
Share of profits of associates	應佔聯營公司溢利	6,083	6,077
Gain on dilution of investment in an associate	於一間聯營公司的投資攤薄收益	8,126	6,935
Total adjusted EBITDA from continuing operations	持續經營業務的經調整EBITDA總額	16,370	9,013
Adjusted EBITDA reconciles to profit before income tax from continuing operations as follows:	經調整EBITDA與持續經營業務的除所得稅前溢利對賬如下：		
Total adjusted EBITDA from continuing operations	持續經營業務的經調整EBITDA總額	16,370	9,013
Net interest (expense)/income	利息(開支)/收益淨額	(1)	1,236
Depreciation and amortisation	折舊及攤銷	(7,305)	(378)
Share-based compensation	以股份為基礎的酬金	-	1
Changes in the value of investments at fair value through profit or loss	按公平值計入損益的投資價值變動	(1,119)	9
Gain on disposal of investments at fair value through profit or loss	出售按公平值計入損益的投資的收益	2,840	9,041
Dividends arising from investments at fair value through profit or loss	來自按公平值計入損益的投資的股息	187	631
Fair value change of share consideration payable	應付股份代價的公平值變動	-	(2,792)
Loss on deregistration of a subsidiary	註銷一間附屬公司的虧損	-	(1,106)
Loss on disposal of investment in an associate	出售於一間聯營公司的投資的虧損	(259)	-
Profit before income tax from continuing operations	持續經營業務的除所得稅前溢利	10,713	15,655

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5. REVENUE AND SEGMENT INFORMATION (Cont'd)

Disaggregation of revenue from contracts with customers

Geographical information:

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Continuing operations	持續經營業務		
PRC (excluding Hong Kong)	中國(不包括香港)	23,681	75,371
Other regions	其他地區	10,828	17,631
		34,509	93,002

The Group also conducts operations in Hong Kong and other region. The geographical information on the non-current assets (other than investments in associates, equity investments at fair value through other comprehensive income and deferred tax assets) is as follows:

本集團亦於香港及其他地區進行營運。就非流動資產的地區資料(於聯營公司的投資、按公平價值計入其他全面收益的權益投資及遞延稅項資產除外)載列如下:

		30 June	31 December
		2022	2021
		二零二二年	二零二一年
		六月三十日	十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
Non-current assets	非流動資產		
PRC (excluding Hong Kong)	中國(不包括香港)	45,035	27,328
Hong Kong	香港	70,970	33,734
		116,005	61,062

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5. REVENUE AND SEGMENT INFORMATION (Cont'd)

Disaggregation of revenue from contracts with customers (Cont'd)

Timing of revenue recognition:

5. 收入及分部資料(續)

客戶合約收入分析(續)

收入確認時間：

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (unaudited) (未經審核)
Continuing operations	持續經營業務		
At a point in time	於某時間點	30,250	87,776
Over time	於一段時間內	4,259	5,226
		34,509	93,002

Revenue from major customers:

Revenue from major customers individually accounting for 10% or more of total revenue are as follows:

來自主要客戶的收入：

個別來自主要客戶的收入佔總收入等於或超過10%如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (unaudited) (未經審核)
Customer A (sales of electronic device and semiconductor)	客戶A(銷售電子設備及半導體)	–	21,505
Customer B (sales of electronic device and semiconductor) (note)	客戶B(銷售電子設備及半導體)(附註)	–	16,698
Customer C (sales of electronic device and semiconductor)	客戶C(銷售電子設備及半導體)	6,185	–
Customer D (sales of electronic device and semiconductor)	客戶D(銷售電子設備及半導體)	4,078	–

Note: Customer B did not meet the threshold of revenue over 10% for the six months ended 30 June 2022.

附註：截至二零二二年六月三十日止六個月，客戶B並未達到收入超過10%的下限值。

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6. INCOME TAX EXPENSE

6. 所得稅開支

	Six months ended 30 June	
	截至六月三十日止六個月	
	2022	2021
	二零二二年	二零二一年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
	(unaudited)	(unaudited)
	(未經審核)	(未經審核)
Current tax – PRC and oversea enterprise income tax		
即期所得稅－中國及海外企業所得稅		
	88	551

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of Cayman Islands and accordingly, is exempted from Cayman Islands income tax.

本公司根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司，並據此獲豁免繳納開曼群島所得稅。

The income tax provision of the Group in respect of operations in Hong Kong is provided at 8.25% on assessable profits up to HK\$2,000,000, and the applicable tax rate is 16.5% on any part of assessable profits over HK\$2,000,000 based on the assessable profit for the six months ended 30 June 2022 and 2021.

本集團有關香港業務的所得稅撥備乃基於截至二零二二年及二零二一年六月三十日止六個月應課稅溢利計提，首2,000,000港元的應課稅溢利按8.25%的稅率計提，而超過2,000,000港元的任何應課稅溢利部分則按適用稅率16.5%計提。

The income tax provision of the Group in respect of operations in Taiwan is provided at 20% on assessable profits for the six months ended 30 June 2022 and 2021.

本集團有關台灣業務的所得稅撥備乃基於截至二零二二年及二零二一年六月三十日止六個月應課稅溢利的20%計提。

The income tax provision of the Group in respect of operations in the PRC was calculated at the tax rate of 25% on the assessable profits for the six months ended 30 June 2022 and 2021, based on the existing legislation, interpretations and practices in respect thereof.

本集團就其於中國的業務計提的所得稅撥備乃根據現有法令、詮釋及慣例就截至二零二二年及二零二一年六月三十日止六個月的應課稅溢利按25%的稅率計算。

Since Shenzhen Xingyun Data Technology Co., Ltd., a subsidiary of the Company, is qualified as a "High and New Technology Enterprise" under the PRC Enterprise Income Tax Law (the "EIT Law") in 2020, the applicable tax rate was 15% for the six months ended 30 June 2022 and 2021.

於二零二零年，依據中國企業所得稅法（「企業所得稅法」），本公司附屬公司深圳市行雲數據技術有限公司被評為「高新技術企業」，因此截至二零二二年及二零二一年六月三十日止六個月之適用稅率為15%。

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6. INCOME TAX EXPENSE (Cont'd)

According to the relevant EIT Laws jointly promulgated by the Ministry of Finance of the PRC, State Tax Bureau of the PRC, and Ministry of Science of the PRC that became effective from 2018 onwards, enterprises engaging in research and development activities are entitled to claim 175% of their research and development expenses so incurred as tax deductible expenses when determining their assessable profits for that year.

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

No deferred income tax liability has been recognised in respect of WHT on the undistributed earnings of the subsidiaries incorporated in the PRC as those PRC subsidiaries with foreign immediate parent are all with accumulated losses (i.e. without any distributable earnings) as at 30 June 2022 and 31 December 2021.

7. DISCONTINUED OPERATION

The Group's profit for the period is stated after charging the following:

6. 所得稅開支(續)

根據由中國財政部、國家稅務總局和中國科技部聯合發佈的自二零一八年生效的企業所得稅相關法律法規，從事研發活動的企業於釐定年度應課稅溢利時，有權要求將其產生的研發開支的175%列作可扣減稅項開支。

根據適用的中國稅務法規，於中國成立的公司就二零零八年一月一日之後賺取的利潤向境外投資者分派股息通常須繳納10%的預扣稅(「預扣稅」)。倘於香港註冊成立的境外投資者符合中國與香港訂立的雙邊稅務條約安排項下的條件及規定，則相關預扣稅稅率將從10%降至5%。

概無就在中國註冊成立的附屬公司未分派盈利的預扣稅確認任何遞延所得稅負債，原因為該等中國附屬公司連同其海外直屬母公司於二零二二年六月三十日及二零二一年十二月三十一日均錄得累計虧損(即並無任何可分派盈利)。

7. 終止經營業務

本集團期內溢利乃經扣除下列各項後列賬：

	Six months ended 30 June	
	2022	2021
	二零二二年	二零二一年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
	(unaudited)	(unaudited)
	(未經審核)	(未經審核)
		(restated)
		(經重列)
Loss of discontinued operation – Internet Micro-credit Business		
終止經營業務虧損—網絡小額貸款業務		
	-	(1,856)

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7. DISCONTINUED OPERATION (Cont'd)

In December 2016, the Group obtained a license to carry out Internet Micro-credit Business from the government and thereafter commenced the operation of the Group's internet micro-credit service in the PRC. The license expired in August 2021 and has not been renewed. As a result, the financial performance of Internet Micro-credit Business was then classified as discontinued operation of the Group for the year ended 31 December 2021. The comparative figures of the financial performance for the period ended 30 June 2021 have been restated on such basis.

The results of the Internet Micro-credit Business' discontinued operation for the period ended 30 June 2021, which have been included in unaudited condensed consolidated profit or loss and other comprehensive income, are as follows:

7. 終止經營業務(續)

於二零一六年十二月，本集團自政府獲得從事網絡小額貸款業務的牌照，並於其後在中國開始經營其網絡小額貸款服務。該牌照已於二零二一年八月屆滿且並無重續。因此，截至二零二一年十二月三十一日止年度，網絡小額貸款業務的財務表現獲分類為本集團的終止經營業務。截至二零二一年六月三十日止期間財務表現的比較數字已按該基準重列。

截至二零二一年六月三十日止期間已計入未經審核簡明合併損益及其他全面收益的網絡小額貸款業務終止經營業務的業績如下：

		Six months ended 30 June 2021 截至二零二一年 六月三十日止六個月 RMB'000 人民幣千元 (unaudited) (未經審核)
Revenue	收入	–
Expenses	開支	(10,761)
Other gains – net	其他利得淨額	74
Reversal of impairment of financial assets measured at amortised cost	按攤餘成本計量的金融資產減值撥回	8,831
Loss before income tax	除所得稅前虧損	(1,856)
Income tax expense	所得稅開支	–
Loss from discontinued operation	終止經營業務虧損	(1,856)
Net cash outflow from operating activities	經營活動現金流出淨額	(93,683)
Net cash used in the subsidiary	附屬公司所用現金淨額	(93,683)

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8. PROFIT FOR THE PERIOD

The Group's profit for the period from continuing operations is stated after charging the following:

8. 期內溢利

本集團期內持續經營業務溢利乃經扣除下列各項後列賬：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
			(restated)
			(經重列)
Amortisation of intangible assets	無形資產攤銷	248	90
Allowance for inventories	存貨撥備	6,480	442
Depreciation of right-of-use assets	使用權資產折舊	613	192
Depreciation of property and equipment	物業及設備折舊	6,444	96
(Reversal)/impairment of financial assets measured at amortised cost	按攤餘成本計量的金融資產(撥回)/減值		
– reversal of impairment for loan receivables (note)	– 應收貸款減值撥回(附註)	(21,335)	–
– provision of impairment for trade receivables, net	– 貿易應收款項減值撥備淨額	101	197
		(21,234)	197
Staff costs including directors' emoluments	包括董事酬金的員工成本	7,530	3,489

Note: The reversal of impairment for loan receivables during the period ended 30 June 2022 was due to receipt of repayments in respect of certain loan receivables which were previously fully impaired. Of which, RMB20,286,000 repayments was in the form of transferring certain properties held by the guarantors of the borrowers to the Group. The fair value of the captioned properties at the received date was RMB20,286,000.

附註：截至二零二二年六月三十日止期間的應收貸款減值撥回，是由於收到有關若干此前已悉數減值的應收貸款之還款。其中，人民幣20,286,000元乃以將借款人之擔保人所持若干物業轉讓予本集團的形式進行償還。上述物業於收到日期的公平值為人民幣20,286,000元。

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9. DIVIDENDS

No dividends was paid or proposed for ordinary shareholders of the Company during the six months ended 30 June 2022, nor has any dividend been proposed at the end of the reporting period (for the six months ended 30 June 2021: nil).

9. 股息

截至二零二二年六月三十日止六個月，概無向本公司普通股股東派付或建議任何股息，於報告期末並無建議任何股息(截至二零二一年六月三十日止六個月：無)。

10. EARNINGS/(LOSS) PER SHARE

Basic earnings/(loss) per share

The basic earnings/(loss) per share for the six months ended 30 June 2022 and 2021 is calculated based on the profit/(loss) attributable to the owners of the Company and the weighted average number of ordinary shares in issue during the period, calculated as follows:

10. 每股盈利/(虧損)

每股基本盈利/(虧損)

截至二零二二年及二零二一年六月三十日止六個月的每股基本盈利/(虧損)乃基於本公司擁有人應佔溢利/(虧損)及期內已發行普通股加權平均數計算如下：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
			(restated)
			(經重列)
Profit/(loss) attributable to owners of the Company:	本公司擁有人應佔溢利/(虧損):		
From continuing operations	來自持續經營業務	10,625	15,131
From discontinued operation	來自終止經營業務	-	(1,856)
		10,625	13,275

		Six months ended 30 June	
		截至六月三十日止六個月	
		2022	2021
		二零二二年	二零二一年
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Weighted average number of ordinary shares	普通股加權平均數	143,350,090	142,287,686
Basic earnings/(loss) per share (in RMB/share):	每股基本盈利/(虧損)(每股人民幣):		
From continuing and discontinued operations	來自持續及終止經營業務	0.07	0.09
From continuing operations	來自持續經營業務	0.07	0.10
From discontinued operation	來自終止經營業務	N/A	(0.01)
		不適用	

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10. EARNINGS/(LOSS) PER SHARE (Cont'd)

Diluted earnings/(loss) per share

There is no dilutive potential ordinary shares for the six months ended 30 June 2022.

For the six months ended 30 June 2021, the Company had dilutive potential ordinary shares of restricted share units granted to employees under Restricted Share Units Scheme. Diluted earnings/(loss) per share is calculated by adjusting the weighted average number of ordinary shares outstanding by the assumption of the conversion of all potential dilutive ordinary shares arising from awarded shares granted by the Company (collectively forming the denominator for computing the diluted earnings/(loss) per share). No adjustment is made to earnings (numerator).

10. 每股盈利／(虧損)(續)

每股攤薄盈利／(虧損)

截至二零二二年六月三十日止六個月，無潛在攤薄普通股。

截至二零二一年六月三十日止六個月，本公司擁有根據受限制股份單位計劃授予僱員的受限制股份單位的潛在攤薄普通股。每股攤薄盈利／(虧損)乃假設轉換本公司授出獎勵股份產生之所有潛在攤薄普通股，透過調整發行在外普通股加權平均數計算(合共組成計算每股攤薄盈利／(虧損)的分母)。概無就盈利(分子)作出任何調整。

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (unaudited) (未經審核) (restated) (經重列)
Profit/(loss) attributable to owners of the Company:	本公司擁有人應佔溢利／(虧損):		
From continuing operations	來自持續經營業務	10,625	15,131
From discontinued operation	來自終止經營業務	-	(1,856)
		10,625	13,275
		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 (unaudited) (未經審核)	2021 二零二一年 (unaudited) (未經審核)
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	143,350,090	142,287,686
Adjustments for calculation of diluted earnings/(loss) per share:	就計算每股攤薄盈利／(虧損)所作調整:		
- Adjustments for awarded shares under Restricted Share Unit Scheme	- 就受限制股份單位計劃項下獲授股份所作調整	-	5,951
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings/(loss) per share	用作計算每股攤薄盈利／(虧損)的分母的普通股及潛在普通股加權平均數	143,350,090	142,293,637
Diluted earnings/(loss) per share (in RMB/share):	每股攤薄盈利／(虧損)(每股人民幣):		
From continuing and discontinued operations	來自持續及終止經營業務	0.07	0.09
From continuing operations	來自持續經營業務	0.07	0.10
From discontinued operation	來自終止經營業務	N/A	(0.01)
		不適用	

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11. PROPERTY AND EQUIPMENT

During the six months ended 30 June 2022, the Group acquired property and equipment of RMB116,000 by cash (for the six months ended 30 June 2021: RMB237,000).

No property and equipment were disposed during the six months ended 30 June 2022 (for the six months ended 30 June 2021: RMB19,000).

11. 物業及設備

截至二零二二年六月三十日止六個月，本集團以現金方式購買物業及設備人民幣116,000元（截至二零二一年六月三十日止六個月：人民幣237,000元）。

截至二零二二年六月三十日止六個月，概無出售物業及設備（截至二零二一年六月三十日止六個月：人民幣19,000元）。

12. INVENTORIES

12. 存貨

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Finished goods	成品	64,990	80,927

13. TRADE RECEIVABLES

13. 貿易應收款項

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Trade receivables	貿易應收款項	70,375	73,595
Provision for loss allowance	計提虧損撥備	(15,089)	(15,078)
Carrying amount	賬面值	55,286	58,517

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13. TRADE RECEIVABLES (Cont'd)

The aging analysis of trade receivables, based on recognition date of the trade receivables and net of allowance, is as follows:

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
0-30 days	0-30日	29,843	29,475
31-60 days	31-60日	24,486	28,680
61-90 days	61-90日	489	289
91-180 days	91-180日	458	12
181-365 days	181-365日	10	61
		55,286	58,517

14. TRADE PAYABLES

The aging analysis of trade payables, based on recognition date of trade payables, is as follows:

		30 June 2022 二零二二年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2021 二零二一年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
0-30 days	0-30日	1,300	2,465
31-60 days	31-60日	880	1,284
61-90 days	61-90日	749	861
91-180 days	91-180日	707	451
181-365 days	181-365日	1,135	4
Over 1 year	一年以上	4,627	4,623
		9,398	9,688

13. 貿易應收款項(續)

基於貿易應收款項確認日期並已扣除撥備的貿易應收款項的賬齡分析如下：

14. 貿易應付款項

根據貿易應付款項確認日期就貿易應付款項作出的賬齡分析如下：

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15. SHARE CAPITAL

15. 股本

		Number of ordinary shares 普通股數目	Amount 金額 US\$'000 千美元
Authorised:	法定：		
Ordinary shares of United States dollar ("US\$") 0.0001 each	每股面值0.0001美元(「美元」)的普通股		
At 1 January 2021 (audited), 31 December 2021 (audited), 1 January 2022 (audited) and 30 June 2022 (unaudited)	於二零二一年一月一日(經審核)、二零二一年 十二月三十一日(經審核)、二零二二年一月 一日(經審核)及二零二二年六月三十日(未 經審核)	500,000,000	50

		Notes 附註	Number of ordinary shares 普通股數目	Amount 金額 RMB'000 人民幣千元
Issued and fully paid:	已發行及繳足：			
Ordinary shares of US\$0.0001 each	每股面值0.0001美元的普通股			
At 1 January 2021 (audited)	於二零二一年一月一日(經審核)		133,735,330	102
Consideration shares issued	發行股份代價	(a)	9,614,760	6
Consideration shares cancelled	註銷股份代價	(b)	-	(15)
At 31 December 2021 (audited), 1 January 2022 (audited) and 30 June 2022 (unaudited)	於二零二一年十二月三十一日(經審核)、 二零二二年一月一日(經審核)及 二零二二年六月三十日(未經審核)		143,350,090	93

Notes:

附註：

- | | |
|---|--|
| (a) During the six months ended 30 June 2021, an aggregate of 9,614,760 new shares were allotted and issued as part of consideration for business combinations which completed on 18 November 2020. The aggregate consideration was RMB19,219,000. | (a) 截至二零二一年六月三十日止六個月，已配發及發行合共9,614,760股新股份作為於二零二零年十一月十八日完成的業務合併的部分代價。總代價為人民幣19,219,000元。 |
| (b) During the year 2020, Shanghai Dacheng Network Technology Co., Ltd. ("上海大承網絡技術有限公司") shall through the Valuable Capital Limited (華盛資本證券有限公司) deliver 22,268,908 consideration shares to the Company due to disposal of subsidiaries of the Company. These consideration shares were cancelled in February 2021. | (b) 於二零二零年間，因出售本公司附屬公司，上海大承網絡技術有限公司應透過華盛資本證券有限公司向本公司交付22,268,908股代價股份。該等股份代價於二零二一年二月註銷。 |
| (c) At 30 June 2022, under the Restricted Share Units Scheme, the Company bought back but not vest 3,375,000 shares (31 December 2021: 3,375,000 shares). | (c) 於二零二二年六月三十日，本公司根據受限制股份單位計劃購回但並未歸屬3,375,000股(二零二一年十二月三十一日：3,375,000股)股份。 |

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16. SHARE-BASED PAYMENTS TRANSACTIONS

(a) Pre-IPO Share Option Scheme

On 31 October 2012, the Board of Directors of the Company approved the establishment of a Pre-IPO Share Option Scheme with the objective to recognise and reward the contribution of eligible directors, employees and other persons to the growth and development of the Group.

The exercise price of the granted options shall be the par value of the ordinary shares as amended as a result of any sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time.

The options are conditionally vested on the employee completing a certain period of service, which is mutually agreed by the employees and the Company. In addition, the options are only exercisable after the listing of the Company's shares on any internationally recognised stock exchange of the Company ("performance condition") and the grantees remain employed by the Group.

The Group has no legal or constructive obligations to repurchase or settle the options in cash.

On 1 January, 1 July, and 1 September 2013, 5,385,611, 898,800 and 156,500 share options were granted under the scheme, respectively.

All share options under the Pre-IPO Share Option Scheme have been either vested, exercised or forfeited for the six months ended 30 June 2021.

16. 以股份為基礎的酬金

(a) 首次公開發售前購股權計劃

於二零一二年十月三十一日，本公司董事會批准設立首次公開發售前購股權計劃，旨在表彰及獎勵合資格董事、僱員及其他人士對本集團的增長及發展所作的貢獻。

所授予購股權的行使價應為因不時對本公司股本進行的任何拆細、合併、重新分類或重組而修訂的普通股的面值。

購股權乃於僱員完成若干期間的服務後（經僱員及本公司雙方協定），方可有條件歸屬。此外，購股權僅可於本公司股份於任何國際認可證券交易所上市（「履約條件」）後且承授人仍受僱於本集團時方可行使。

本集團並無須以現金購買或清償購股權的法律或推定責任。

於二零一三年一月一日、七月一日及九月一日，分別根據計劃授出5,385,611份、898,800份及156,500份購股權。

所有於首次公開發售前購股權計劃下的購股權於二零二一年六月三十日止六個月已歸屬、行使或沒收。

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16. SHARE-BASED PAYMENTS TRANSACTIONS (Cont'd)

(a) Pre-IPO Share Option Scheme (Cont'd)

Movements of the number of share options outstanding and their related weighted average exercise prices are as follows:

		Six months ended 30 June 2021 截至二零二一年六月三十日 止六個月 (unaudited) (未經審核)	
		Exercise Price 行使價	
At beginning of period	期初		452,370
Lapsed	已失效	US\$0.0001 0.0001美元	(452,370)
At end of period	期末		-

(b) Restricted Share Units Scheme

On 13 September 2013, the Board of Directors of the Company approved to adopt a Restricted Share Units Scheme. During the years ended 31 December 2016, 2018 and 2019, the Company granted 4,260,000, 2,500,000 and 2,500,000 restricted share units to certain directors and employees of the Group (collectively, the "Grantees") pursuant to the Restricted Share Unit Scheme at the grant date fair value of HK\$8.88 (equivalent to RMB7.64), HK\$10.10 (equivalent to RMB8.27) and HK\$6.30 (equivalent to RMB5.43) respectively for each restricted share unit. The fair value of restricted share units granted to employees is measured with reference to the closing price of the ordinary share of the Company at the grant date and recognised as staff costs with a corresponding increase in the capital reserve within equity.

As at 31 December 2021, all restricted share units have either been granted or canceled. The vesting schedule of the restricted share units granted in 2019 is as follows:

16. 以股份為基礎的酬金(續)

(a) 首次公開發售前購股權計劃(續)

尚未行使的購股權數目及其相關加權平均行使價變動如下：

(b) 受限制股份單位計劃

於二零一三年九月十三日，本公司董事會批准採納一項受限制股份單位計劃。截至二零一六年、二零一八年及二零一九年十二月三十一日止年度，根據受限制股份單位計劃，本公司分別按授出日期公平值每個受限制股份單位8.88港元(相當於人民幣7.64元)、10.10港元(相當於人民幣8.27元)及6.30港元(相當於人民幣5.43元)授出4,260,000個、2,500,000個及2,500,000個受限制股份單位予本集團若干董事及僱員(統稱「承授人」)。授予僱員的受限制股份單位公平值參考本公司於授出日期普通股的收市價計量，並確認為員工成本，其資本儲備相應增加於權益內列賬。

於二零二一年十二月三十一日，所有受限制股份單位已授予或取消。於二零一九年授出的受限制股份單位的歸屬安排如下：

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16. SHARE-BASED PAYMENTS TRANSACTIONS (Cont'd)

(b) Restricted Share Units Scheme (Cont'd)

Percentage of the restricted share units scheme
受限制股份單位計劃百分比

20%

20%

20%

20%

20%

During the six months ended 30 June 2022, no share based compensation was recorded related to Restricted Share Units Scheme (for the six months ended 30 June 2021: reversal of RMB1,000).

Upon vesting and transfer to the Grantees, the related costs of the shares are credited to Shares held for Restricted Share Units Scheme, and the related fair value of the shares are debited to share-based compensation reserve. The difference between the cost and the fair value of the shares is credited to share premium if the fair value is higher than the cost or debited against accumulated losses if the fair value is less than the cost.

17. CONTINGENT LIABILITIES

As at 30 June 2022, the Group and the Company did not have any significant contingent liabilities (31 December 2021: nil).

18. CAPITAL COMMITMENTS

As at 30 June 2022, the amount of capital expenditures contracted but not provided is RMB28,096,000 (31 December 2021: RMB1,250,000) which was related to investment arrangement.

16. 以股份為基礎的酬金(續)

(b) 受限制股份單位計劃(續)

Date of vesting of the relevant percentage
of the restricted share units
相關百分比的受限制股份單位歸屬日期

1 July 2019

二零一九年七月一日

1 January 2020

二零二零年一月一日

1 July 2020

二零二零年七月一日

1 January 2021

二零二一年一月一日

1 July 2021

二零二一年七月一日

截至二零二二年六月三十日止六個月，並無錄得與受限制股份單位計劃相關的以股份為基礎的酬金(截至二零二一年六月三十日止六個月：撥回人民幣1,000元)。

在歸屬及轉讓予承授人後，股份的相關成本貸記至就受限制股份單位計劃持有的股份，而股份的相關公平值則借記至以股份為基礎的酬金儲備。股份的成本與公平值之間的差額於公平值高於成本時，貸記至股份溢價，或於公平值低於成本時，借記至累計虧損。

17. 或然負債

於二零二二年六月三十日，本集團及本公司並無任何重大或然負債(二零二一年十二月三十一日：無)。

18. 資本承擔

於二零二二年六月三十日，已訂約但未撥備的資本承擔金額為人民幣28,096,000元(二零二一年十二月三十一日：人民幣1,250,000元)，與投資安排有關。

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19. RELATED PARTY TRANSACTIONS

(a) Significant transactions with related parties

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (unaudited) (未經審核)
Content cost to related parties who provided publishing services to the Group for game operation	本集團就關聯方向其提供遊戲營運發行服務而支付的内容成本		
Associates	聯營公司	–	28

(b) Key management personnel compensations

The compensations paid or payable to key management personnel (including Chief Executive Officer and other senior executives) for employee services are shown below:

19. 關聯方交易

(a) 與關聯方的重大交易

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (unaudited) (未經審核)
Content cost to related parties who provided publishing services to the Group for game operation	本集團就關聯方向其提供遊戲營運發行服務而支付的内容成本		
Associates	聯營公司	–	28

(b) 主要管理人員的薪酬

就僱員服務已付或應付主要管理人員(包括首席執行官及其他高級行政人員)的薪酬列示如下:

		Six months ended 30 June 截至六月三十日止六個月	
		2022 二零二二年 RMB'000 人民幣千元 (unaudited) (未經審核)	2021 二零二一年 RMB'000 人民幣千元 (unaudited) (未經審核)
Fees, wages, salaries and bonuses	袍金、工資、薪金及花紅	2,024	2,788
Pension costs – defined contribution plans	退休金成本 – 界定供款計劃	48	62
Social security costs, housing benefits and other employee benefits	社會保障成本、住房福利及其他僱員福利	65	98
Share-based compensation	以股份為基礎的酬金	–	15
		2,137	2,963

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20. MATERIAL EVENTS

(i) An alleged lawsuit relating to right of publicity

On 22 April 2020, the Company announced that there were certain recent media reports reporting that Ms. Selena Gomez, an American singer, songwriter, actress, and television producer ("Ms. Gomez"), had filed a lawsuit against Mutant Box Interactive Limited ("Mutant Box") and Guangzhou Feidong Software Technology Co., Ltd. ("GZ Feidong"), both being subsidiaries of the Company, alleging that Mutant Box and GZ Feidong had portrayed Ms. Gomez's character on, and profited off her likeness for, a mobile fashion game, "Clothes Forever" without the consent of Ms. Gomez.

On 12 October 2020, Mutant Box received a formal summons and complaint filed by Ms. Gomez as plaintiff against, among others, Mutant Box, GZ Feidong and the Company as defendants (the "said Defendants") in the Supreme Court of California in the United States in respect of an action for violation of and conspiracy to violate statutory and common law right of publicity.

Accordingly, Ms. Gomez seeks damages and other relief against the said Defendants, including general damages for harm to reputation and loss of standing in the community in the amount of US\$1 million and special damages for commercial value of the unauthorised use of Ms. Gomez's right of publicity in the amount of US\$9 million. Ms. Gomez as the plaintiff has also reserved her right to seek punitive damages in the amount of US\$25 million.

(ii) Contractual dispute

On 14 May 2021, the Company announced that the Company has been recently informed of a civil complaint (the "Civil Complaint") dated 6 May 2021 filed by Pingxiang Huisheng Industrial Investment Management Co., Ltd. (萍鄉市匯盛工業投資管理有限公司) (the "Plaintiff") as plaintiff with Jiangxi Pingxiang Intermediate People's Court (江西省萍鄉市中級人民法院) against Mr. Ruan Qian (阮謙) (the "Defendant 1"), the Company, Mr. Wang Dongfeng ("Mr. Wang") and Pingxiang Caizhi Data Technology Co., Ltd. (萍鄉市財智數據科技有限公司) (the "Defendant 2", together with the Defendant 1, the Company and Mr. Wang, collectively the "Defendants") in relation to a contractual dispute.

20. 重大事項

(i) 有關公開權的指控訴訟

於二零二零年四月二十二日，本公司公佈，近期有若干媒體報導稱，一名美國歌手、詞曲作家、女演員兼電視製作人 Selena Gomez 女士（「Gomez 女士」）向 Mutant Box Interactive Limited（「Mutant Box」）及廣州菲動軟件科技有限公司（「廣州菲動」）（均為本公司的附屬公司）提出訴訟，指控 Mutant Box 及廣州菲動在未經 Gomez 女士同意下，於時裝手機遊戲「Clothes Forever」中刻劃 Gomez 女士的角色及使用其肖像，並從中獲利。

於二零二零年十月十二日，Mutant Box 接獲 Gomez 女士（作為原告人）於美國加利福尼亞州高等法院提交的起訴（其中包括）Mutant Box、廣州菲動及本公司等（作為被告人）（「前述被告人」）侵犯和串謀侵犯法定及普通法公開權的正式傳票及訴狀。

據此，Gomez 女士向前述被告人尋求損害賠償及其他救濟，包括補償聲譽損害及喪失社會地位的一般損害賠償 1 百萬美元，以及補償未經授權使用 Gomez 女士公開權商業價值的特別損害賠償 9 百萬美元。Gomez 女士（作為原告人）亦保留尋求 25 百萬美元懲罰性損害賠償的權利。

(ii) 合同糾紛

於二零二一年五月十四日，本公司宣佈，本公司近期獲悉萍鄉市匯盛工業投資管理有限公司（「原告」）作為原告於二零二一年五月六日向江西省萍鄉市中級人民法院提請民事訴訟（「民事訴訟」），就合同糾紛訴阮謙先生（「被告一」）、本公司、汪東風先生（「汪先生」）及萍鄉市財智數據科技有限公司（「被告二」，連同被告一、本公司及汪先生，統稱「被告」）。

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20. MATERIAL EVENTS (Cont'd)

(ii) Contractual dispute (Cont'd)

The Plaintiff alleged that the Defendant 1 failed to complete the purchase after the relevant investment period and claimed, among others, the following:

1) the Defendant 1 to purchase the 20% equity interest in the Defendant 2 held by the Plaintiff and pay the Plaintiff the outstanding sum of the consideration of the purchase and the relevant overdue interests, totaling approximately RMB621.5 million calculated as at 6 May 2021; 2) the Defendants to pay the Plaintiff the reasonable costs and expenses in relation to the Civil Complaint and pay the litigation costs; and 3) the Defendant 2, Mr. Wang and the Company to be jointly responsible for the abovementioned payment obligations.

The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief based on the information currently available, the Company is not connected to the Plaintiff, the Defendant 1 and the Defendant 2, and neither does the Company agree to any of the claims stated in the Civil Complaint. The Company has been collecting information and seeking legal advice.

In October 2021, the case was first heard in the Jiangxi Pingxiang Intermediate People's Court (萍鄉市中級人民法院) and no verdict was given in the court. The case was subsequently suspended in a civil ruling in December 2021.

The Company will continue to take proactive actions to safeguard the Group's interest. The Company is of the view that the above legal proceedings currently do not affect the normal business and operations of the Group.

21. APPROVAL OF FINANCIAL STATEMENTS

The unaudited condensed consolidated financial statements were approved and authorised for issue by the Board of Directors on 26 August 2022.

20. 重大事項(續)

(ii) 合同糾紛(續)

原告宣稱，被告一於相關投資期後未能完成收購，並提出(其中包括)下列訴求：

1) 被告一收購原告持有的被告二20%股權並向原告支付收購價款之欠付款項及相關逾期利息合計約人民幣621.5百萬元(計算至二零二一年五月六日); 2) 被告向原告支付與民事訴訟相關的合理費用，並支付訴訟費; 及3) 被告二、汪先生及本公司對上述付款義務承擔連帶責任。

董事經過一切合理查詢後確認，基於現有信息就彼等所深知及確信，本公司與原告、被告一及被告二概無關連，本公司亦不認可民事訴訟中述稱的任何請求。本公司一直收集信息及尋求法律意見。

於二零二一年十月，該案於江西省萍鄉市中級人民法院首次開庭審理，但法院並無作出判決。該案隨後於二零二一年十二月以民事裁決中止。

本公司將繼續採取積極措施維護本集團的利益。本公司認為，上述法律訴訟目前未對本集團的正常業務及運營造成影響。

21. 批准財務報表

未經審核簡明合併財務報表已於二零二二年八月二十六日獲董事會批准及授權刊發。

Definitions

釋義

“Articles” 「細則」	指	the articles of association of the Company, as amended from time to time 本公司組織章程細則(經不時修訂)
“Audit and Compliance Committee” 「審核及合規委員會」	指	the audit and compliance committee of the Board 董事會審核及合規委員會
“Authorised Representative” 「授權代表」	指	the authorised representative of the Company pursuant to the Listing Rules 本公司就上市規則之授權代表
“Beijing Xigua” 「北京西瓜」	指	Beijing Xigua Huyu Technology Co., Ltd.* (北京西瓜互娛科技有限責任公司), a company established with limited liability in the PRC 北京西瓜互娛科技有限責任公司，於中國成立的有限責任公司
“Beijing Yidong” 「北京易動」	指	Beijing Yidong Wuxian Network Technology Co., Ltd* (北京易動無限網絡科技有限責任公司), a company established in the PRC with limited liability and controlled by KongZhong Corporation pursuant to contractual arrangements and is a member of the KongZhong Group 北京易動無限網絡科技有限責任公司，於中國成立的有限責任公司，由空中根據合約安排控制，為空中集團的成員公司
“Board” or “Board of Directors” 「董事會」	指	the board of Directors of the Company 本公司董事會
“BVI” 「英屬處女群島」	指	the British Virgin Islands 英屬處女群島
“Cayman Islands” 「開曼群島」	指	the Cayman Islands 開曼群島
“China” or “PRC” 「中國」	指	the People’s Republic of China and, except where the context otherwise requires and only for the purpose of this annual report, excluding Hong Kong, Macau and Taiwan 中華人民共和國，除文義另有所指外及就本年報而言，不包括香港、澳門及台灣
“Company” or “Forgame” 「本公司」或「雲遊」	指	Forgame Holdings Limited (雲遊控股有限公司), an exempted company incorporated in the Cayman Islands on 26 July 2011 with limited liability, whose Shares became listed on the Main Board of the Stock Exchange on the Listing Date 雲遊控股有限公司，於二零一一年七月二十六日在開曼群島註冊成立為獲豁免有限公司，其股份自上市日期起在聯交所主板上市
“Connected Person(s)” 「關連人士」	指	has the same meaning ascribed thereto in the Listing Rules 具有上市規則所賦予的涵義

<p>“Connected Transaction(s)” 「關連交易」</p>	<p>指</p>	<p>has the same meaning ascribed thereto in the Listing Rules 具有上市規則所賦予的涵義</p>
<p>“Contractual Arrangements” 「合約安排」</p>	<p>指</p>	<p>the Feidong Contractual Arrangements and the JLC Contractual Arrangements 菲動合約安排及JLC合約安排</p>
<p>“Corporate Governance Code” or “CG Code” 「企業管治守則」</p>	<p>指</p>	<p>the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules 上市規則附錄十四所載的企業管治守則及企業管治報告</p>
<p>“Corporate Governance Committee” 「企業管治委員會」</p>	<p>指</p>	<p>the corporate governance committee formed by the Board on 22 May 2020, details of which are set out in the announcement of the Company dated 28 May 2020 董事會於二零二零年五月二十二日成立的企業管治委員會，詳情載於本公司日期二零二零年五月二十八日的公告</p>
<p>“Director(s)” 「董事」</p>	<p>指</p>	<p>director(s) of the Company 本公司董事</p>
<p>“Executive Director(s)” 「執行董事」</p>	<p>指</p>	<p>executive Director(s) 執行董事</p>
<p>“Family Trusts” 「家族信託」</p>	<p>指</p>	<p>Wang Trust, Keith Huang Trust, Hao Dong Trust and Zhuangjg Trust, collectively Wang Trust、Keith Huang Trust、Hao Dong Trust及Zhuangjg Trust的統稱</p>
<p>“Feidong” 「菲動」</p>	<p>指</p>	<p>Guangzhou Feidong Software Technology Co., Ltd. (also referred to as Guangzhou Feidong Software Technology Company Limited)* (廣州菲動軟件科技有限公司), an indirect, wholly-owned subsidiary of the Company, established under the laws of the PRC on 13 June 2012 廣州菲動軟件科技有限公司，本公司的間接全資附屬公司，於二零一二年六月十三日根據中國法律成立</p>
<p>“Feidong Contractual Arrangements” 「菲動合約安排」</p>	<p>指</p>	<p>a series of contractual arrangements entered into between Feidong, the Feidong PRC Operational Entities and their respective shareholders 菲動、菲動中國經營實體與彼等各自的股東所訂立的一系列合約安排</p>
<p>“Feidong PRC Operational Entities” 「菲動中國經營實體」</p>	<p>指</p>	<p>Feiying, Weidong and Jieyou, whose financial results have been consolidated and accounted for as subsidiaries of the Company by virtue of the Feidong Contractual Arrangements, collectively 菲音、維動及捷游的統稱，其財務業績已根據菲動合約安排以本公司附屬公司的形式於本公司業績內綜合入賬</p>

Definitions

釋義

“Feiyin”		Guangzhou Feiyin Information Technology Co., Ltd. (also referred to as Guangzhou Feiyin Information Technology Company Limited)*(廣州菲音信息科技有限公司), a limited liability company established under the laws of the PRC on 12 April 2004
「菲音」	指	廣州菲音信息科技有限公司，於二零零四年四月十二日根據中國法律成立的有限責任公司
“Financial Statements”		Unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2022
「財務報表」	指	本集團截至二零二二年六月三十日止六個月的未經審核簡明合併財務報表
“FITE Regulations”		Regulations for the Administration of Foreign-invested Telecommunications Enterprises promulgated by the State Council on 11 December 2001 and subsequently amended on 10 September 2008 and 6 February 2016, respectively
「外資電信企業規定」	指	國務院於二零零一年十二月十一日發佈並其後分別於二零零八年九月十日及二零一六年二月六日修訂的《外商投資電信企業管理規定》
“Foga Development”		Foga Development Co. Ltd., a company incorporated in the BVI on 25 July 2011
「Foga Development」	指	Foga Development Co. Ltd.，於二零一一年七月二十五日在英屬處女群島註冊成立的公司
“Foga Group”		Foga Group Ltd., a company incorporated in the BVI on 25 July 2011
「Foga Group」	指	Foga Group Ltd.，於二零一一年七月二十五日在英屬處女群島註冊成立的公司
“Foga Holdings”		Foga Holdings Ltd., a company incorporated in the BVI on 25 July 2011, which was established by Mr. Liao and is one of the Holding Companies. The entire issued share capital is held by Managecorp Limited acting as the trustee of the Hao Dong Trust
「Foga Holdings」	指	Foga Holdings Ltd.，於二零一一年七月二十五日在英屬處女群島註冊成立的公司，該公司由廖先生成立，並為控股公司之一。其全部已發行股本由Managecorp Limited持有，而Managecorp Limited為Hao Dong Trust的受託人
“Foga Internet Development”		Foga Internet Development Ltd., a company incorporated in the BVI on 25 July 2011, which was established and wholly-owned by Mr. Yang and is one of the Holding Companies
「Foga Internet Development」	指	Foga Internet Development Ltd.，於二零一一年七月二十五日在英屬處女群島註冊成立的公司，該公司由楊先生成立及全資擁有，並為控股公司之一
“Foga Networks”		Foga Networks Development Ltd., a company incorporated in the BVI on 25 July 2011, which was established by Mr. Huang and is one of the Holding Companies. The entire issued share capital is held by Managecorp Limited acting as the trustee of the Keith Huang Trust
「Foga Networks」	指	Foga Networks Development Ltd.，於二零一一年七月二十五日在英屬處女群島註冊成立的公司，該公司由黃先生成立，並為控股公司之一。其全部已發行股本由Managecorp Limited持有，而Managecorp Limited為Keith Huang Trust的受託人

Definitions

釋義

“Foga Tech”		Foga Tech Limited, a limited company incorporated under the laws of Hong Kong on 9 August 2011 and a wholly-owned subsidiary of the Company
「Foga Tech」	指	Foga Tech Limited，於二零一一年八月九日根據香港法律註冊成立的有限公司，為本公司的全資附屬公司
“Founder(s)”		Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang, who are the founder(s) of the Company, collectively
「創辦人」	指	本公司創辦人汪先生、黃先生、廖先生、楊先生及莊先生的統稱
“Group” or “we” or “us”		the Company and its subsidiaries, collectively
「本集團」或「我們」	指	本公司及其附屬公司的統稱
“Hao Dong Trust”		a discretionary trust set up by Mr. Liao of which Managecorp Limited acts as the trustee and the discretionary beneficiary of which is Mr. Liao
「Hao Dong Trust」	指	由廖先生成立的全權信託，受託人為Managecorp Limited，而全權受益人為廖先生
“Holding Companies”		Foga Group, Foga Networks, Foga Holdings, Foga Internet Development and Foga Development, which are the immediate holding companies of the Company established by Mr. Wang, Mr. Huang, Mr. Liao, Mr. Yang and Mr. Zhuang respectively, collectively
「控股公司」	指	Foga Group、Foga Networks、Foga Holdings、Foga Internet Development及Foga Development的統稱，該等公司為本公司分別由汪先生、黃先生、廖先生、楊先生及莊先生創辦的直接控股公司
“Hong Kong” or “HK”		The Hong Kong Special Administrative Region of the PRC
「香港」	指	中國香港特別行政區
“HK\$”		Hong Kong dollars, the lawful currency of Hong Kong
「港元」	指	港元，香港的法定貨幣
“ICP Licence”		internet content provision licence, a value-added telecommunications business operation licence issued by the relevant PRC government authorities with a service scope of information services
「ICP許可證」	指	提供互聯網內容的許可證，由相關中國政府機構簽發的增值電信業務運營許可證，其列出諮詢服務的服務範圍
“IFRSs”		financial reporting standards and interpretations approved by the International Accounting Standards Board, and includes all International Accounting Standards and interpretations issued under the former International Accounting Standards Committee from time to time
「國際財務報告準則」	指	由國際會計準則委員會(International Accounting Standards Board)通過的一套財務匯報準則及釋義，包括其前身International Accounting Standards Committee不時刊發的所有《國際會計準則》及釋義

Definitions

釋義

“Independent Non-executive Director(s)” 「獨立非執行董事」	指	independent non-executive Director(s) 獨立非執行董事
“IP” 「知識產權」	指	intellectual property 知識產權
“IPO” 「首次公开发售」	指	initial public offering of the Shares on the Stock Exchange 股份在聯交所的首次公开发售
“IT” 「信息科技」	指	information technology 信息科技
“Jieyou” 「捷遊」	指	Guangzhou Jieyou Software Co., Ltd. (also referred to as Guangzhou Jieyou Software Company Limited)* (廣州捷遊軟件有限公司), a limited liability company established under the laws of the PRC on 7 June 2012 廣州捷遊軟件有限公司，於二零一二年六月七日根據中國法律成立的有限責任公司
“Keith Huang Trust” 「Keith Huang Trust」	指	a discretionary trust set up by Mr. Huang of which Managecorp Limited acts as the trustee and the beneficiaries of which are Mr. Huang and certain of his family members 由黃先生成立的全權信託，受託人為Managecorp Limited，而受益人為黃先生及其若干家族成員
“KongZhong Corporation” 「空中」	指	KongZhong Corporation, a company incorporated in the Cayman Islands with limited liability and is a substantial Shareholder Kong Zhong Corporation，於開曼群島註冊成立的有限公司
“Latest Practicable Date” 「最後實際可行日期」	指	16 September 2022 being the latest practicable date prior to the bulk printing and publication of this interim report 二零二二年九月十六日，為本中期報告大量印刷及刊發前的最後實際可行日期
“Listing Date” 「上市日期」	指	3 October 2013 二零一三年十月三日
“Listing Rules” 「上市規則」	指	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司證券上市規則

Definitions

釋義

“Main Board”		the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange
「主板」	指	聯交所營運的證券交易所(不包括期權市場)，獨立於聯交所GEM及與其並行運作
“Managecorp Limited” 「Managecorp Limited」	指	Managecorp Limited, the trustee of each of the Family Trusts Managecorp Limited，各家族信託之受託人
“Model Code”		the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
「標準守則」	指	上市規則附錄十所載上市發行人進行證券交易的標準守則
“Mr. Huang”		Mr. Huang Weibing (黃衛兵) (alias: Huang Kai (黃凱)), one of the Founders and the settlor of Keith Huang Trust
「黃先生」	指	黃衛兵先生(又名黃凱)，創辦人之一，為Keith Huang Trust的財產授予人
“Mr. Liao” 「廖先生」	指	Mr. Liao Dong (廖東), one of the Founders and the settlor of Hao Dong Trust 廖東先生，創辦人之一，為Hao Dong Trust的財產授予人
“Mr. Wang”		Mr. Wang Dongfeng (汪東風), one of the Founders and the settlor of Wang Trust, who resigned as the chairman of the Board, an Executive Director, the chief executive officer of the Company, the Company’s authorised representative under Rule 3.05 of the Listing Rules and the chairman of the Nomination Committee on 30 September 2019
「汪先生」	指	汪東風先生，創辦人之一，為Wang Trust的財產授予人，於二零一九年九月三十日辭任本公司董事會主席、執行董事、首席執行官、上市規則第3.05條所界定的授權代表及提名委員會主席
“Mr. Yang” 「楊先生」	指	Mr. Yang Tao (楊韜), one of the Founders 楊韜先生，創辦人之一
“Mr. Zhuang” 「莊先生」	指	Mr. Zhuang Jieguang (莊捷廣), one of the Founders and the settlor of Zhuangjg Trust 莊捷廣先生，創辦人之一，為Zhuangjg Trust的財產授予人
“Nomination Committee” 「提名委員會」	指	the nomination committee of the Board 董事會提名委員會
“Non-executive Director(s)” 「非執行董事」	指	non-executive Director(s) 非執行董事
“Offer Date” 「要約日期」	指	the date on which the Pre-IPO Share Option(s) are offered to an eligible participant as defined in the Pre-IPO Share Option Scheme 向首次公開發售前購股權計劃界定之合資格參與者提呈首次公開發售前購股權的日期

Definitions

釋義

“Post-IPO Share Options” 「首次公開發售後購股權」	指	options to be granted under the Post-IPO Share Option Scheme 根據首次公開發售後購股權計劃將予授出之購股權
“Post-IPO Share Option Scheme” 「首次公開發售後購股權計劃」	指	the post-IPO share option scheme conditionally adopted by the Company on 1 September 2013, for the benefit of the Directors, members of senior management, employees and other eligible participants defined in such scheme 本公司於二零一三年九月一日為我們的董事、高級管理層成員、僱員及該計劃界定的其他合資格參與者有條件地採納的首次公開發售後購股權計劃
“PRC Operational Entities” 「中國經營實體」	指	the Feidong PRC Operational Entities 菲動中國經營實體
“Pre-IPO Share Options” 「首次公開發售前購股權」	指	options granted under the Pre-IPO Share Option Scheme 根據首次公開發售前購股權計劃授出之購股權
“Pre-IPO Share Option Scheme” 「首次公開發售前購股權計劃」	指	the pre-IPO share option scheme approved and adopted by the Shareholders on 31 October 2012, which was amended and restated on 1 September 2013, for the benefit of the Directors, members of senior management, employees and other eligible participants defined in such scheme 股東於二零一二年十月三十一日為我們的董事、高級管理層成員、僱員及該計劃界定的其他合資格參與者批准及採納的首次公開發售前購股權計劃(於二零一三年九月一日經修訂及重列)
“Prospectus” 「招股章程」	指	the prospectus of the Company dated 19 September 2013 in relation to the IPO 本公司日期為二零一三年九月十九日的首次公開發售招股章程
“Remuneration Committee” 「薪酬委員會」	指	the remuneration committee of the Board 董事會薪酬委員會
“Renminbi” or “RMB” 「人民幣」	指	Renminbi, the lawful currency of the PRC 人民幣，中國法定貨幣
“Restricted Share Unit Scheme” or “RSU Scheme” 「受限制股份單位計劃」	指	the scheme conditionally approved and adopted by the Company on 1 September 2013 for the grant of RSUs to RSU participants following the completion of IPO 本公司於二零一三年九月一日有條件批准及採納的計劃，以於首次公開發售完成後向受限制股份單位參與者授予受限制股份單位
“RSU(s)” 「受限制股份單位」	指	restricted share unit(s) granted pursuant to the RSU Scheme 根據受限制股份單位計劃授出的受限制股份單位
“R&D” 「研發」	指	research and development 研究及開發

Definitions

釋義

“SFO” 「證券及期貨條例」	指	the Securities and Futures Ordinance of Hong Kong (chapter 571 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time 香港法例第571章《證券及期貨條例》(經不時修訂、補充或以其他方式修改)
“Shareholders” 「股東」	指	shareholders of the Company 本公司股東
“Share Times” 「分享時代」	指	Beijing Share Times Technology Co., Limited* (北京分享時代科技股份有限公司), a limited company established in the PRC 北京分享時代科技股份有限公司，於中國成立的股份有限公司
“Shares” 「股份」	指	shares of USD0.0001 each in the share capital of the Company 本公司股本中每股0.0001美元的股份
“Shenzhen Xingyun” 「深圳行雲」	指	Shenzhen Xingyun Data Technology Co., Ltd.* (深圳市行雲數據技術有限公司), an indirect, wholly-owned subsidiary of the Company, established under the laws of the PRC on 1 December 2014 深圳市行雲數據技術有限公司，為本公司之間接全資附屬公司，於二零一四年十二月一日根據中國法律成立
“State Council” 「國務院」	指	State Council of the PRC (中華人民共和國國務院) 中華人民共和國國務院
“Stock Exchange” 「聯交所」	指	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Substantial Shareholder(s)” 「主要股東」	指	has the meaning ascribed thereto in the Listing Rules 具有上市規則所賦予的涵義
“United States” 「美國」	指	the United States of America 美利堅合眾國
“US\$” or “USD” 「美元」	指	United States dollars, the lawful currency of the United States 美國法定貨幣美元
“Wang Trust” 「Wang Trust」	指	a discretionary trust set up by Mr. Wang of which Managecorp Limited acts as the trustee and the beneficiaries of which are Mr. Wang and certain of his family members 由汪先生成立的全權信託，受託人為Managecorp Limited，而受益人為汪先生及其若干家族成員

Definitions

釋義

“Weidong”		Guangzhou Weidong Internet Technology Co., Ltd. (also referred to as Guangzhou Weidong Internet Technology Company Limited)* (廣州維動網絡科技有限公司), a limited liability company established under the laws of the PRC on 22 January 2007
「維動」	指	廣州維動網絡科技有限公司，於二零零七年一月二十二日根據中國法律成立的有限責任公司
“Yunke”		Jiujiang Yunke Information Technology Consulting Co., Ltd.* (九江市雲氦信息技術諮詢有限公司), formerly known as Jiujiang Yunke Internet Microfinance Co., Ltd.* (九江市云客網絡小額貸款有限公司), a wholly-owned subsidiary of Feiyin established under the laws of the PRC in 2016
「雲氦」	指	九江市雲氦信息技術諮詢有限公司，前稱九江市云客網絡小額貸款有限公司，一間於2016年根據中國法律註冊成立的公司，為菲音的全資附屬公司
“Zhuangig Trust”		a discretionary trust set up by Mr. Zhuang of which Managecorp Limited acts as the trustee and the beneficiaries of which are Mr. Zhuang and certain of his family members
「Zhuangig Trust」	指	由莊先生成立的全權信託，受託人為Managecorp Limited，而受益人為莊先生及其若干家族成員

* The English name is translated for reference purpose only in this interim report

* 中期報告中的英文名稱僅供參考

