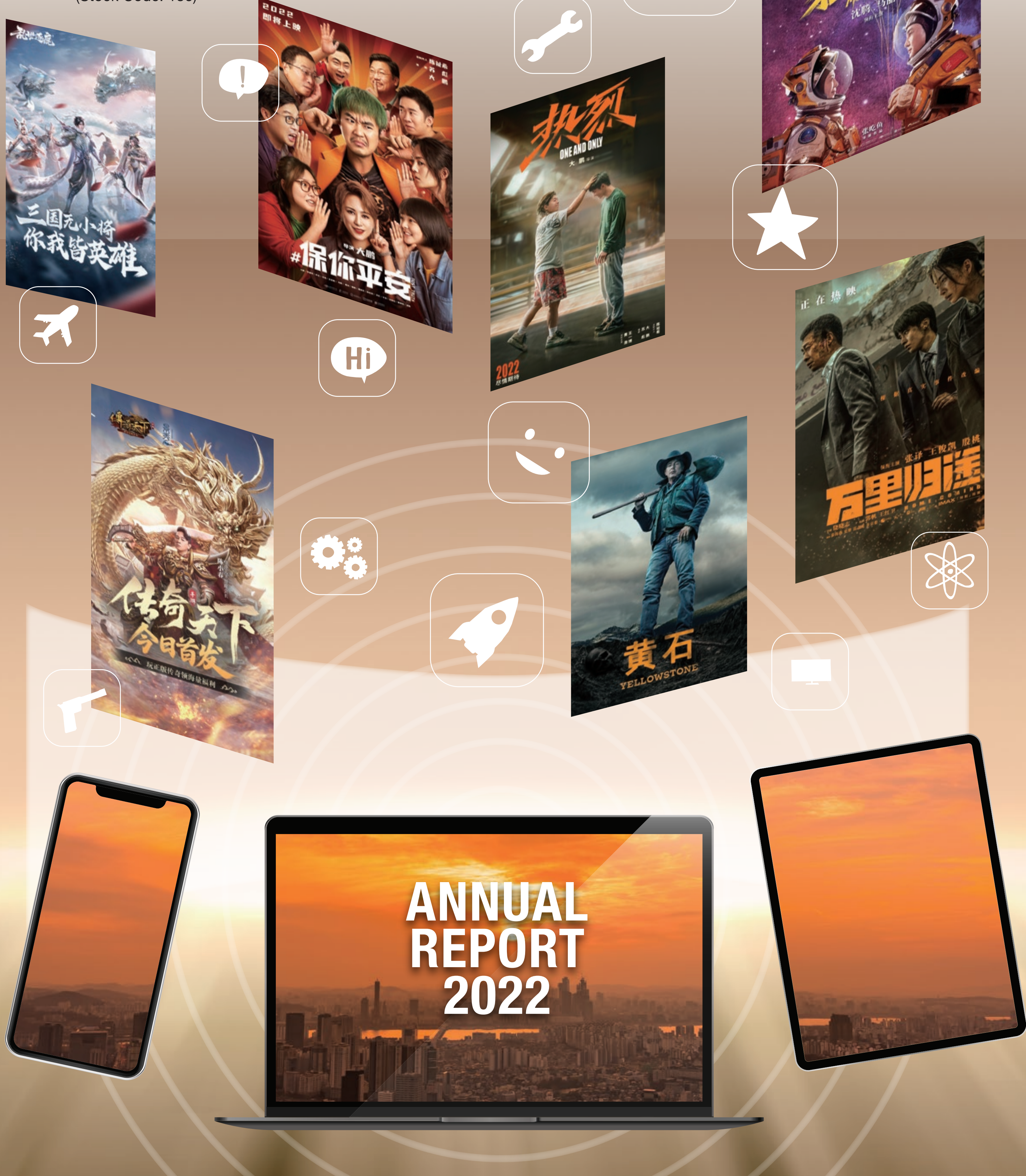
儒意控股
RUYI HOLDINGS

CHINA RUYI HOLDINGS LIMITED
中國儒意控股有限公司

(a company incorporated in Bermuda with limited liability)
(Stock Code: 136)



ANNUAL REPORT 2022

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CORPORATE INFORMATION

DIRECTORS

Executive Directors

Mr. Ke Liming *(Chairman)*
Ms. Chen Xi
Mr. Wan Chao
Mr. Zhang Qiang

Independent Non-executive Directors

Mr. Chau Shing Yim, David
Mr. Nie Zhixin
Mr. Chen Haiquan
Professor Shi Zhuomin

AUDIT COMMITTEE

Mr. Chau Shing Yim, David *(Chairman)*
Mr. Nie Zhixin
Mr. Chen Haiquan

REMUNERATION COMMITTEE

Mr. Chau Shing Yim, David *(Chairman)*
Mr. Ke Liming
Mr. Nie Zhixin

NOMINATION COMMITTEE

Mr. Ke Liming *(Chairman)*
Mr. Nie Zhixin
Mr. Chen Haiquan

COMPANY SECRETARY

Mr. Fong Kar Chun, Jimmy

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

15th Floor
China Evergrande Centre
38 Gloucester Road
Wanchai
Hong Kong

PRINCIPAL PLACE OF BUSINESS IN THE PRC

CN03
Laijin Culture Creative Industrial Park
Chaoyang District
Beijing
The People's Republic of China

SHARE REGISTRARS

Bermuda

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

Hong Kong

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

PRINCIPAL BANKERS

Industrial and Commercial Bank of China (Asia) Limited
Bank of Hangzhou Co., Ltd.
Agricultural Bank of China Limited

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor

WEBSITE ADDRESS

http://ryholdings.com

DATE OF REPORT

31 March 2023

Dear Shareholders,

I am pleased to present the results of China Ruyi Holdings Limited (the “**Company**” or “**China Ruyi**”), its subsidiaries and its controlled entities (the “**Group**”) for the year ended 31 December 2022 (the “**Year**”).

BUSINESS REVIEW

After fully tapping into streaming media business for almost two years, the Group has been fully leveraging its professional and talent competitive edges in terms of content and technology, as well as the resources of its major shareholders, including Tencent Holdings Limited (“**Tencent Holdings**”, together with its subsidiaries and controlled entities referred to as “**Tencent Group**”) (stock code: 0700), aiming to provide quality contents for users. The Group has provided users with high-quality streaming services through continuous investments in research and product innovation.

2022 was a year full of changes and challenges. We actively innovated and strengthened the exploration and development of various cooperation models. Despite certain impacts on its financial position due to the pandemic, the Group managed to deliver strategic progress in terms of business development, including developing mobile game business, producing extensive film and television drama contents, strengthening the member stickiness of its streaming platform, and expanding its copyright distribution business.

We believe that the film and television industry in the “post-pandemic” era has been returning to its essence with a focus on contents, technological innovation and social responsibility. Driven by contents, the integration of film industry and elements such as technology and the internet has become an irreversible trend. The Group will continue to fully leverage its professional and talent competitive edges in terms of content and technology, as well as the resources of its major shareholders, including Tencent Holdings, aiming to provide quality contents for users. The Group will provide users with experiences that exceed expectations through continuous investments in research and product innovation.

Film and television drama production business

Ruyi Films is a professional film and television production brand of the Group with industry-leading capabilities in content research and development, film production, as well as promotion and distribution.

In 2022, Ruyi Films participated in the production of the film “Moon Man” (《獨行月球》), which achieved a cumulative box office of RMB3.1 billion. Even though the recurring pandemic frequently affected the film arrangement in cinemas, a sound momentum in the development and production of high-quality content was sustained during the Year. While maintaining a high production rate, the Group commenced its cooperation in film production with overseas companies.

In addition, Ruyi Films produced and completed the post-production for the films “Five Hundred Miles” (《交換人生》) and “Post-Truth” (《保你平安》) during the Year, and they have been released in cinemas. The television drama “Love Is Full of Jiudaowan” (《情滿九道彎》) has been simultaneously broadcast on television and online streaming platforms. In addition, the film “One and Only” (《熱烈》) and television dramas such as “Rechter Tie” (《大唐狄公案》), “Fireworks of My Heart” (《我的人間煙火》) and “Gone with the Wind” (《微暗之火》) are also scheduled to be successively released in 2023.

Adhering to the business philosophy of the producer management system, Ruyi Films will continue to produce high-quality content by virtue of diverse creative drama content, effective cost control, extensive industry experience and professional resources integration.

Online streaming business

As an online streaming media and vertical content platform under the Group, Pumpkin Films is committed to creating a more immersive and customized viewing experience for audience through data algorithms based on its subscription-based business model as the core.

With the enhancing awareness towards copyright protection and the continuous advancement of the legalization process, users' awareness on paid copyrights has gradually increased. During the Year, Pumpkin Films continued to purchase high-quality domestic content and import film and television drama content, and used high-quality content and innovative services to meet the diverse needs of its subscribers.

At the same time, in response to the changes in the industry and market environment, the Company has been developing its new media copyright operation and distribution business at a steady pace, with an aim to achieve a breakthrough in the profit model of its existing business. The operational stability and risk resistance of the Company has been improved in an ongoing basis with the ability to monetize through diverse channels.

Game business

"JINGXIU" is a game business brand under the Group, which enhances the monetization of the proprietary film and television dramas intellectual properties of the Company through the linkage between films and games. In the long run, it helps to strengthen the Group's talent pool and consolidate its technological collaboration capability, which in turn allows the Company to leap into a new stage of high-quality development.

During the Year, the Group officially entered the game business sector. On 26 May 2022, the Group launched its first mobile game, "The War of Three Kingdoms" (《亂世逐鹿》), which is a Three Kingdoms-based strategy card game presented in a novel format. Endorsed by Tony Leung Chiu-wai, an award-winning actor, the game was recommended by the "App Store Today" and ranked top in the free game rankings on the day of its launch. After that, on 26 July 2022, the Group launched "Chuanqi Tianxia" (《傳奇天下》), a large-scale multiplayer online role-playing mobile game with official license from the Chuanqi Series. Inheriting the oriental fantasy background from its original IP, the game brings players a more realistic and fierce battling experience with a powerful physically-based rendering system.

The Group remains committed to developing the game business in the future. It plans to launch a game of the same name adapted from the well-known Japanese animation IP "Fullmetal Alchemist" (《鋼之煉金術師》) in the summer of 2023, and launch a new game "Ragnarok Origin" (《仙境傳說：愛如初見》) based on the well-known IP "Ragnarok" (《仙境傳說》) by the end of 2023. Meanwhile, the Group will also continue to deepen its cooperation with Tencent Group to commence a variety of businesses such as distribution cooperation, joint operation cooperation and marketing services in terms of game business. While establishing a new brand image, we will continue to expand our game offerings, thereby expanding the Company's revenue.

FORWARD LOOKING STATEMENTS

There can be no assurance that any forward-looking statements regarding the Group set out in this report or any of the matters set out therein are attainable, will actually occur or will be realised or are complete or accurate. Shareholders of the Company (the "**Shareholders**") and/or potential investors of the Company are advised to exercise caution when dealing in the securities of the Company and not to place undue reliance on the information disclosed herein. Any holder of securities or potential investor of the Company who is in doubt is advised to seek advice from professional advisors.

APPRECIATION

I would like to take this opportunity to thank our Shareholders, investors and business parties for their continuing support to the Group, and to my colleagues for their valuable contribution during the Year.

By order of the Board
China Ruyi Holdings Limited
Mr. Ke Liming
Chairman

Hong Kong, 31 March 2023

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL PERFORMANCE SUMMARY

The Group recorded a profit attributable to owners of the Company of approximately RMB790 million for the year ended 31 December 2022, which decreased by approximately RMB384 million as compared to the profit attributable to owners of the Company of approximately RMB1,174 million for the year ended 31 December 2021. The decrease in the profit attributable to owners of the Company was mainly due to the pandemic. The basic and diluted earnings per share were RMB0.08430 and RMB0.07629 for the year ended 31 December 2022, respectively, as compared to the basic and diluted earnings per share of RMB0.12792 and RMB0.11056 for the year ended 31 December 2021, respectively.

For the year ended 31 December 2022, the Group's revenue decreased from RMB2,318 million for the year ended 31 December 2021 to RMB1,320 million for the year ended 31 December 2022, including revenue from film and television drama production, online streaming and game businesses of RMB1,269.2 million, and revenue from other business segment of RMB50.8 million.

The costs of film and television drama production, online streaming and game businesses are mainly content costs, labour costs, and depreciation and amortization costs. The gross profit margin of these segments was approximately 19.1% for the year. After deducting selling and marketing costs, administrative and other expenses of approximately RMB1,218.1 million, these segments recorded a profit of approximately RMB94.5 million.

For the year ended 31 December 2022, the adjusted net profit[(Note)] of the Company was RMB257.0 million, while the adjusted net profit[(Note)] for the year ended 31 December 2021 was RMB469.3 million. For the year ended 31 December 2022, our adjusted EBITDA and adjusted EBITDA margin were RMB830.4 million and 62.9%, respectively, while the adjusted EBITDA and adjusted EBITDA margin for the year ended 31 December 2021 were RMB944.2 million and 40.7%, respectively.

Note: We define adjusted profit as adjusted profit for the year net of (i) equity-settled share-based payments; (ii) changes in fair value of contingent consideration payable; (iii) imputed interest expense and income; and (iv) impairment of film and television rights.

ADJUSTED NET PROFIT AND ADJUSTED EBITDA

To supplement our consolidated financial statements which are presented in accordance with Hong Kong Financial Reporting Standards ("**HKFRS**"), we also use adjusted net profit and adjusted EBITDA as additional financial measures, which are not required by, or presented in accordance with HKFRS. We believe that these non-HKFRS measures, which have excluded certain items, facilitate comparisons of operating performance from period to period and company to company by eliminating potential impacts of items that our management does not consider to be indicative of our operating performance. We believe that these measures provide useful information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management. However, our presentation of the adjusted net profit and adjusted EBITDA may not be comparable to similarly titled measures presented by other companies. The use of these non-HKFRS measures has limitations as an analytical tool, and you should not consider them in isolation from, or as substitute for analysis of, our results of operations or financial condition as reported under HKFRS.

The following tables reconcile our adjusted net profit and adjusted EBITDA for the years presented to the most directly comparable financial measure calculated and presented in accordance with HKFRS:

	Year ended 31 December	
	2022	2021
	RMB'000	RMB'000
Reconciliation of net profit to adjusted net profit		
Net profit for the year	**787,552**	1,173,652
Add:		
Share-based compensation expense	**91,280**	8,603
Imputed interest income	**—**	(373,901)
Imputed interest expenses	**70,919**	23,118
Fair value change in contingent consideration payable	**(988,615)**	(362,172)
Impairment of film and television programmes rights	**295,838**	—
Adjusted net profit	**256,974**	469,300
Add:		
Depreciation of property, plant and equipment	**4,159**	4,997
Depreciation of right-of-use assets	**14,531**	13,774
Amortisation of film and television programmes rights	**538,218**	441,691
Amortisation of other intangible assets	**2,497**	2,972
Other finance costs	**14,012**	11,427
Adjusted EBITDA	**830,391**	944,161

LIQUIDITY, CAPITAL RESOURCES, BORROWINGS AND GEARING RATIO

The Group maintains a prudent treasury policy. The Group primarily financed its operations through shareholder's equity and cash generated from operations. During the year ended 31 December 2022, the liquidity of the Group was closely monitored by the board of directors of the Company (the "**Board**") and the Group reviews its working capital and finance requirements on a regular basis.

Liquidity

As at 31 December 2022, the Group maintained cash and bank balance of approximately RMB1,189.7 million (as at 31 December 2021: approximately RMB1,139.5 million). The increase in cash and bank balance was mainly due to operation.

Borrowings and Gearing Ratio

The Group maintained a sound financial position, and its borrowing demand was not seasonal. As at 31 December 2022, the Group had borrowings of RMB1,769.9 million (as at 31 December 2021: approximately RMB1,523.0 million), borrowings at fixed interest rates of 12.7%. Such bank borrowings will be due within 11 months.

As at 31 December 2022, the Group's net equity amounted to approximately RMB7,971.2 million (as at 31 December 2021: approximately RMB5,613.3 million) with total assets amounting to approximately RMB13,219.0 million (as at 31 December 2021: approximately RMB10,619.9 million). Net current assets were approximately RMB3,159.4 million (as at 31 December 2021: approximately RMB2,267.9 million) and the current ratio was 2.5 times (as at 31 December 2021: 2.4 times). Gearing ratio calculated on the basis of the Group's total debts (interest-bearing borrowings and lease liabilities) over shareholders' funds was 3.3% (as at 31 December 2021: 3.4%).

Charge of Assets

During the year ended 31 December 2022, the Group did not have any charges on assets.

Commitment

As at 31 December 2022, the Group had no capital commitment (as at 31 December 2021: capital commitments contracted but not provided for of approximately RMB544 million).

Contingent Liabilities

The Company and the Group did not provide corporate guarantee to its subsidiaries or other parties and did not have other material contingent liabilities as at 31 December 2022 (as at 31 December 2021: nil).

Loan financing

During the year ended 31 December 2022, no new loan was granted and therefore no interest income was generated from this segment (the year ended 31 December 2021: nil).

IMPAIRMENT LOSSES ON ASSETS

The Group recorded impairment losses on assets of approximately RMB398.1 million for the year ended 31 December 2022, as compared to RMB35.6 million for the year ended 31 December 2021. Details are as follows:

	Year ended 31 December	
	2022	2021
	RMB'000	RMB'000
Impairment loss on trade receivables	**85,192**	23,096
Impairment loss on other receivables and deposits	**17,098**	12,516
Impairment loss on films and television programmes rights	**295,838**	—
	398,128	35,612

Impairment loss on trade receivables

The impairment loss of approximately RMB85.2 million in relation to trade receivables was provided primarily due to the expected inability of the customers to settle the payments owed to the Group. The Group reviewed trade receivables for impairment on both individual and collective basis under the HKFRS 9 expected credit loss model. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics. The Group's determination of impairment loss on trade receivables is also influenced by factors including but not limited to the nature of customers, their ageing categories and historical default losses. Details of the expected credit loss model and key assumptions of the impairment assessment are set out in note 3(d)(ii) to the consolidated financial statements.

Due to the enhanced regulation and measures by the Chinese government on PRC pan-entertainment industry, slowdown of macro-economy in Mainland China and strict COVID-19 pandemic measures in place in 2022 including suspension of theatres and postponement of film and television projects, film and television projects could not be produced and released as scheduled. As a result, business operation of the industry participants, including the Group's business partners, has been interrupted. Taking into account factors such as the conditions of its business partners and default risk of the respective receivables balance, the Group therefore recognised impairment loss of RMB85.2 million under the expected credit loss model. The Company has continued to assess the repayment ability of these customers and actively communicate with them to recover the outstanding receivables.

Impairment loss on other receivables and deposits

For other receivables and deposits, the recognition of impairment loss of RMB17.1 million during the year ended 31 December 2022 was primarily attributable to the increase of total gross carrying amount of other receivables and deposits amounting to approximately RMB1.1 billion (as at 31 December 2021: RMB0.2 billion), which was primarily attributable to the increase in receivables from investment in film and television programmes rights with other film and television programme production companies in the entertainment industry. These receivables from investment in film and television programmes rights were in line with the industry norm, pursuant to which the Group contributes investment amount to other film and television programme production companies so as to support the upfront costs required during the early stage of production. The film and television programme production companies will then pay the Group the principals and fixed interests return at contract due dates.

The Group assesses expected credit loss on other receivables and deposits using a "three-stage" model including stage 1 (i.e. whose credit risk is in line with original expectations). In assessing the staging and calculating the expected credit loss rates under this model, the Group considers historical loss rates for each category of debtors, and adjusts for forward-looking macroeconomic data. The Group also takes into account indicators including external credit rating; actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations; and significant changes in the expected performance and behaviour of the counterparty. Details of the expected credit loss model and key assumptions of the impairment assessment are set out in note 3(d)(ii) to the consolidated financial statements.

The newly increased amount from the aforementioned investment in film and television programme rights are all under stage 1 as at 31 December 2022 and the Group has assessed the expected credit loss rates for these balances considering the COVID-19 pandemic impact to macro-economy and the entertainment industry. Based on the these circumstances, the expected loss rates for other receivables and deposits categorised as stage 1 amounted to 1.41% as at 31 December 2022 (31 December 2021: 0.10%), and therefore impairment loss of RMB17.1 million was recognised during the year ended 31 December 2022 based on the Group's expected credit loss assessment on other receivables and deposits.

The Group will continue to review the payment recovery from its business partners and liaise with the relevant parties where necessary.

Impairment loss on films and television rights

The impairment loss on films and television rights comprised impairment loss on (i) the completed film right of "Five Hundred Miles" (交換人生) of RMB230 million; and (ii) the completed television programme right of "Love is Full of Jiudaowan" (情滿九道彎) of RMB65 million.

In respect of impairment assessment of film and television programmes rights, the Group adopted the value-in-use ("VIU") method, which is calculated based on the present value of future cash flows directly generated by the relevant film and television programmes rights. Such future cash flows is in turn considered with reference to revenue streams from different distribution channels, the expected timing of various revenue streams, and production and distribution costs. In determining whether there is any impairment indicator on film and television programmes rights completed, the Group considered, on a title-by-title basis, factors such as current market condition, macro environment, latest regulatory changes, and whether there is any adverse change on the expected performance and distribution plan. During the second half of 2022, management had been planning to potentially release of "Five Hundred Miles" (交換人生) and "Love is Full of Jiudaowan" (情滿九道彎) in January and/or February 2023.

Taking into account the then uncertainty in pandemic measures and operation of theatres in China, the Group has revisited their VIU forecasts and lowered the expected total gross box office or revenue from theatrical and internet releases to be generated from "Five Hundred Miles" (交換人生) and "Love is Full of Jiudaowan" (情滿九道彎) by 61% and 44%, respectively, as at 31 December 2022 when compared to 31 December 2021, resulting in the above impairment loss. Factors considered by the Group in such assessment included the adverse impact of the complex COVID-19 restrictions and flatulent macroeconomic environment to the entire PRC pan-entertainment industry and the projected revenue/box office of these two films and television programme rights, especially during December 2022, when COVID-19 prevention and control policies were lifted while policy uncertainty remained.

Based on these circumstances, the Group recognised impairment losses totalling to RMB 295 million for "Five Hundred Miles" (交換人生) and "Love is Full of Jiudaowan" (情滿九道彎) during the year ended 31 December 2022.

"Five Hundred Miles" (交換人生) was subsequently released in January to February 2023 during Chinese New Year in theatres and "Love is Full of Jiudaowan" (情滿九道彎) was subsequently released in February 2023 on internet platform. There were no material differences between the actual revenue generated by these two film and television rights when compared to the forecast used by management in their impairment assessment as at 31 December 2022.

Based on the method and details of the impairment assessment as set out above and the aforementioned notes to the consolidated financial statements, the Directors considered that the amount of the impairment loss was fair and reasonable.

CURRENCY RISK MANAGEMENT

The Group had significant amount of assets and liabilities denominated in Renminbi ("**RMB**") as at 31 December 2022. The content production and online streaming business is mainly carried out in RMB in Mainland China. Therefore, the Group is exposed to the risk of significant fluctuation in RMB exchange rates. During the year ended 31 December 2022, the Group closely monitored the fluctuation and does not expect any material fluctuation of exchange rates in the near future, but will continue to monitor it.

SIGNIFICANT INVESTMENTS HELD

During the year ended 31 December 2022, the Group did not have any significant investments.

SHARE-BASED PAYMENTS

2013 Share Option Scheme

The Company's share option scheme (the "**2013 Share Option Scheme**") was adopted pursuant to a resolution passed by the Shareholders on 31 October 2013. The purpose of the 2013 Share Option Scheme is to provide incentives to eligible participants. On 26 November 2021, the Company granted 181,917,000 share options pursuant to the 2013 Share Option Scheme. During the year ended 31 December 2022, the Company has not granted any other new share option under the 2013 Share Option Scheme or adopt any other share option scheme. For the year ended 31 December 2022, (i) 181,917,000 share options granted under the 2013 Share Option Scheme had not been exercised; and (ii) no share option granted under the 2013 Share Option Scheme had been lapsed or cancelled (for the year ended 31 December 2021: nil).

For further details of the 2013 Share Option Scheme and movements of share options granted to any director(s) of the Company (each a "**Director**" and collectively, the "**Directors**"), please refer to the sub-section headed "Share Options" under the section headed "Directors' Report" of this report.

NUMBER OF EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2022, the Group employed approximately 374 employees. The remuneration policy of the Group is to reward its employees with reference to their qualifications, experience and work performance as well as to market benchmarks. Employee benefits include medical insurance coverage and mandatory provident fund, etc. Total staff costs for the year ended 31 December 2022, including directors' emoluments, amounted to approximately RMB202.2 million (2021: RMB113.5 million).

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2022 (for the year ended 31 December 2021: nil).

MATERIAL ACQUISITION AND DISPOSAL

During the year ended 31 December 2022, there was no material acquisition and disposal by the Company or any of its subsidiaries.

DIRECTORS' REPORT

PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries principally engage in content production and online streaming business, internet community services and related businesses, manufacture and sales of accessories.

BUSINESS REVIEW

A review of the Group's business during the Year under review and a discussion on the Group's future business development, possible risks and uncertainties that the Group may be facing and important events affecting the Company which occurred during the Year are provided in the section headed "Chairman's Statement", the section headed "Management Discussion and Analysis" of this report and note 3 to the consolidated financial statements.

The Group manages environmental and social issues that affect the Group and on which the Group can have an impact. All activities of the Group must comply with the laws and regulations in the jurisdictions in which it operates in relation to emissions, use of resources and environmental protection. The Group reduces the consumption of energy and other resources, reduces wastes and protects natural resources. The Group implements separate collection and disposal of the non-hazardous wastes and few ink boxes and toner cartridges generated during its operation process and is committed to minimizing the impacts of its operation on the natural environment during the operation. The Group actively guides employees to implement the concept of green environmental protection in their daily work. Based on business characteristics and relying on the carrier of the network platform, the Group gradually delivers green environmental protection information to owners and customers in a timely manner to help improve the public's awareness and attention to environmental protection.

Also, the Group has actively managed and monitored risks to protect and help the business development of the Group. The Group considered that the relationship with its customers has a relatively significant impact on the Group. The information about the Group's major customers, risk associated with reliance on those major customers and measures to mitigate such risk are disclosed in notes 3.1(d) and 5(g) to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group during the Year are set out in the consolidated statement of comprehensive income on pages 66 and 67 of this report.

DIVIDEND POLICY

The Company has adopted a dividend policy, pursuant to which the Company may declare and pay dividends to the shareholders of the Company. The recommendation of the payment of any dividend is subject to the absolute discretion of the Board, taking into account factors including but not limited to the Group's actual and expected financial performance, expected working capital requirements, capital expenditure requirements and future expansion plans, the retained earnings and distributable reserves and liquidity position of the Group, the general economic conditions etc. The Board will review the dividend policy from time to time to ensure its continued effectiveness.

SHARE CAPITAL AND WARRANTS

As disclosed in the sub-section headed "Purchase, Sale or Redemption Of Listed Shares" below, the Company entered into various share subscription agreements during the Year. Details of movements in the share capital and warrants of the Company during the Year are set out in note 19 to the consolidated financial statements.

SHARE OPTIONS

The 2013 Share Option Scheme was adopted pursuant to a resolution passed on 31 October 2013 for the primary purpose of providing incentives or rewards to participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-caliber employees and attract human resources that are valuable to the Group and any invested entity and which will expire 10 years after the date of adoption (i.e. 30 October 2023). Under the 2013 Share Option Scheme, the Board may, at its discretion, grant options to supplier, customer, person or entity that provides research, development or technological support or other services to the Group or any invested entity, shareholder or any member of the Group or any invested entity, holder of any securities issued by any member of the Group or invested entity and employee, including executive and non-executive directors of the Company or any of its subsidiaries or any invested entity to subscribe for shares in the Company at the subscription price of (i) the closing price of the shares on The Stock Exchange of Hong Kong Limited ("**Hong Kong Stock Exchange**") on the date of grant of the option, which must be a trading day; (ii) the average of the closing prices of the shares on the Hong Kong Stock Exchange on the five trading days immediately preceding the date of grant of the options; or (iii) the nominal value of the shares, whichever is the highest.

The number of shares which may be issued upon exercise of all share options to be granted under the 2013 Share Option Scheme shall not exceed 7,359,057,611 shares, representing 10% of the total number of shares in issue on 10 June 2016, the date when the refreshment of the scheme mandate limit was approved by Shareholders.

The maximum number of shares in respect of which options may be granted to each participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of the issued share of the Company. Upon acceptance of option, the grantee shall pay HK$1 to the Company by way of consideration of the grant. To the extent that the offer to grant an option is not accepted within 28 days from the date upon which it is made, it shall be deemed to have been irrevocably declined and lapsed automatically.

An option may be exercised at any time during the validity period of the options. There is no vesting condition and performance target for the 2013 Share Option Scheme. The expiry date of the option is 10 years after the grant.

On 26 November 2021, the Company granted 181,917,000 share options pursuant to the 2013 Share Option Scheme. During the year ended 31 December 2022, the Company has not granted any other new share option under the 2013 Share Option Scheme or adopted any other share option scheme. 553,988,761 share options were available for grant under the 2013 Share Option Scheme at the beginning and the end of the Year.

As at 31 December 2022, (i) 181,917,000 share options granted under the 2013 Share Option Scheme had not been exercised; and (ii) no share option granted under the 2013 Share Option Scheme had been lapsed or cancelled (as at 31 December 2021: nil). As at the date of this report, the total number of securities available for issue under the 2013 Share Option Scheme was 181,917,000 shares of the Company (which represented approximately 1.82% of the issued share capital of the Company as at the date of this report).

Details of movements of share options granted to the Directors of the Company during the year ended 31 December 2022 are as follows:

		Number of Share Options (thousands)						
Grantee	**Date of grant**	**Outstanding as at 1 January 2022**	**Granted during the Year**	**Exercised during the Year**	**Outstanding as at 31 December 2022**	**Exercise period**	**Lapsed/ cancelled during the Year**	**Exercise price per share (HK$)**
Ms. Chen Xi	26 November 2021	2,400	—	—	2,400	26 November 2022– 25 November 2027	—	3.43
	26 November 2021	4,800	—	—	4,800	26 November 2023– 25 November 2028	—	3.43
	26 November 2021	7,200	—	—	7,200	26 November 2024– 25 November 2029	—	3.43
	26 November 2021	14,400	—	—	14,400	26 November 2025– 25 November 2030	—	3.43
	26 November 2021	19,200	—	—	19,200	26 November 2026– 25 November 2031	—	3.43
	Sub-total:	**48,000**		**—**	**48,000**		**—**	
Mr. Zhang Qiang	26 November 2021	500	—	—	500	26 November 2022– 25 November 2027	—	3.43
	26 November 2021	1,000	—	—	1,000	26 November 2023– 25 November 2028	—	3.43
	26 November 2021	1,500	—	—	1,500	26 November 2024– 25 November 2029	—	3.43
	26 November 2021	3,000	—	—	3,000	26 November 2025– 25 November 2030	—	3.43
	26 November 2021	4,000	—	—	4,000	26 November 2026– 25 November 2031	—	3.43
	Sub-total:	**10,000**	**—**	**—**	**10,000**		**—**	
	Total:	**58,000**	**—**	**—**	**58,000**		**—**	

Notes:

1. The vesting period for the share options granted on 26 November 2021 is from 26 November 2022 to 25 November 2031.

2. The closing price immediately before the date on which the share options were granted on 26 November 2021 was HK$3.43 per share.

Details of movements of share options granted to senior management and employees of the Group (apart from Directors of the Company) during the year ended 31 December 2022 are as follows:

	Number of Share Options (thousands)						
Date of grant	**Outstanding as at 1 January 2022**	**Granted during the Year**	**Exercised during the Year**	**Outstanding as at 31 December 2022**	**Exercise period**	**Lapsed/ cancelled during the Year**	**Exercise price (HK$)**
26 November 2021	6,196	—	—	6,196	26 November 2022–25 November 2027	—	3.43
26 November 2021	12,392	—	—	12,392	26 November 2023–25 November 2028	—	3.43
26 November 2021	18,588	—	—	18,588	26 November 2024–25 November 2029	—	3.43
26 November 2021	37,175	—	—	37,175	26 November 2025–25 November 2030	—	3.43
26 November 2021	49,566	—	—	49,566	26 November 2026–25 November 2031	—	3.43
Total:	**123,917**	**—**	**—**	**123,917**		**—**	

Notes:

3. The vesting period for the share options granted on 26 November 2021 is from 26 November 2022 to 25 November 2031.

4. The closing price immediately before the date on which the share options were granted on 26 November 2021 was HK$3.43 per share.

Details of the movements in the share options of the Company and the valuation of the share options of the Company during the Year are set out in Note 21 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

On 14 July 2022, the Company entered into a share subscription agreement (the "**China Handi Share Subscription Agreement**") with China Handi Group Limited (中國漢地集團有限公司) ("**China Handi**"), pursuant to which the Company has agreed to allot and issue, and China Handi has agreed to subscribe at HK$2.40 per subscription share for 325,000,000 new ordinary shares of the Company subject to the terms of the China Handi Share Subscription Agreement. As disclosed in the announcement of the Company dated 21 December 2022, as the Company has not received the deposit and the closing has not occurred in accordance with the China Handi Share Subscription Agreement, the proposed share subscription did not proceed.

Save for the China Handi Share Subscription Agreement, the 2013 Share Option Scheme and the agreements as disclosed in the sub-section headed "Purchase, Sale or Redemption of Listed Shares" in this report, the Company had not entered into any equity-linked agreements in 2022, nor did there subsist any equity-linked agreement entered into by the Company as at 31 December 2022.

PROPERTY, PLANT AND EQUIPMENT

Details of changes in the Group's property, plant and equipment during the Year are set out in note 6 to the consolidated financial statements.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserve was as follows:

	31 December 2022 RMB'000	31 December 2021 RMB'000
Contributed surplus	**63,481**	63,481
Accumulated losses	**(3,586,278)**	(3,496,542)
	(3,522,797)	(3,433,061)

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of the contributed surplus if:

(a) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or

(b) the realisable value of the Company would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

DIRECTORS AND SERVICE CONTRACTS

The Directors during the Year and up to the date of this report were as follows:

Executive Directors:

Mr. Ke Liming (*Chairman*)
Ms. Chen Xi
Mr. Wan Chao
Mr. Zhang Qiang

Independent Non-executive Directors:

Mr. Chau Shing Yim, David
Mr. Nie Zhixin
Mr. Chen Haiquan
Professor Shi Zhuomin

Pursuant to bye-law 84 of the Company's bye-laws ("**Bye-laws**"), each of Mr. Chau Shing Yim, David, Mr. Wan Chao and Professor Shi Zhuomin will retire from office by rotation at the forthcoming annual general meeting (the "**AGM**") and, being eligible, offer himself/herself for re-election at the forthcoming AGM.

None of the Directors proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

Each of the executive Directors has entered into a service contract with the Company and each of the independent non-executive Director has entered into a letter of appointment with the Company, all for a term of three years and is subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No transaction, arrangement or contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director or an entity connected with a Director had a material interest, whether directly and indirectly, subsisted during or at the end of the Year.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed in this report, at no time during the Year had the Company or any of its subsidiaries entered into any contract of significance with the controlling Shareholder (as defined in the Listing Rules) or any of its subsidiaries, nor had any contract of significance been entered into for the services provided by the controlling Shareholder or any of its subsidiaries to the Company or any of its subsidiaries.

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

As at 31 December 2022, the interest and short positions of the Directors of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "**SFO**")) as required to be kept and recorded in the register maintained by the Company pursuant to Section 352 of the SFO or otherwise notified to the Company and Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by directors of the Listed Issuers (the "**Model Code**") set out in Appendix 10 to the Rules Governing the Listing of Securities on Hong Kong Stock Exchange (the "**Listing Rules**") as adopted by the Company, was as follows:

Long positions in shares of the Company:

Name of Director	Nature of interest	Beneficial interest in shares	Beneficial interest in shares
Mr. Ke Liming (*Note 1*)	Controlled corporation	3,727,381,250	37.26%
Mr. Wan Chao (*Note 2*)	Beneficial owner	2,032,000	0.02%
Ms. Chen Xi (*Note 3*)	Beneficial owner	48,000,000	0.52%
Mr. Zhang Qiang (*Note 3*)	Beneficial owner	10,000,000	0.11%

Notes:

(1) The 1,893,101,943 shares of the Company were indirectly held by Mr. Ke Liming, an executive Director and the chairman of the Board. Mr. Ke Liming was also deemed to be interested in 1,834,279,307 shares of the Company (as defined in Part XV of the SFO), i.e. the underlying shares of the warrants granted to Pumpkin Films Limited, a company wholly-owned by Mr. Ke Liming.

(2) Of the 2,032,000 shares held by Mr. Wan Chao, Mr. Wan Chao held 1,592,000 shares directly and was deemed to be interested in 440,000 shares held by his spouse.

(3) The interests in shares (as defined in Part XV of the SFO) held by Ms. Chen Xi and Mr. Zhang Qiang respectively represent the underlying shares of the options granted to Ms. Chen Xi and Mr. Zhang Qiang under the 2013 Share Option Scheme.

Save as disclosed above, as at 31 December 2022, none of the Directors, the chief executives of the Company nor their associates had any interests or short position in the shares, underlying shares or debentures of the Company and any of its associated corporations that were required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Listing Rules. During the Year, no individual has held the position of chief executive of the Company.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this report, at no time during the Year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate, and none of the Directors, or their spouses or children under the age of eighteen, had any right to subscribe for the securities of the Company, or had exercised any such rights during the Year.

INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

Positions as at 31 December 2022

As at 31 December 2022, Shareholders who had interests or short positions in the shares or underlying shares of the Company of 5% or more which fell to be disclosed to the Company under Part XV of the SFO, or which were recorded in the register to be kept by the Company under Section 336 of the SFO, were as follows:

Interest in the shares and underlying shares — long positions:

Name of Shareholder	Number of ordinary shares held	Deemed interests in number of shares	Total	Capacity	Approximate percentage of issued share capital of the Company
Mr. Ke Liming	0	3,727,381,250	3,727,381,250	Interest of a controlled corporation	37.26%
Pumpkin Films Limited (*Note 1*)	3,727,381,250	0	3,727,381,250	Beneficial owner	37.26%
Tencent Holdings Limited	0	2,045,734,565	2,045,734,565	Interest of a controlled corporation	20.45%
Water Lily Investment Limited (*Note 2*)	2,045,734,565	0	2,045,734,565	Beneficial owner	20.45%
Ms. Li Shaoyu (李少宇)	0	590,200,000	590,200,000	Interest of a controlled corporation	5.90%
Eagle Smart Capital Investment Group Limited (*Note 3*)	590,200,000	0	590,200,000	Beneficial owner	5.90%

Notes:

(1) Pumpkin Films Limited is wholly-owned by Mr. Ke Liming. The 1,893,101,943 shares of the Company were indirectly held by Mr. Ke Liming, through Pumpkin Films Limited. Mr. Ke Liming was also deemed to be interested in 1,834,279,307 shares of the Company (as defined in Part XV of the SFO), the underlying shares of the warrants granted to Pumpkin Films Limited, a company wholly-owned by Mr. Ke Liming.

(2) Water Lily Investment Limited is an indirect wholly-owned subsidiary of Tencent Holdings Limited.

(3) Eagle Smart Capital Investment Group Limited is wholly-owned by Ms. Li Shaoyu.

Save as disclosed above, as at 31 December 2022, the Company had not been notified by any person who had interests or short positions in the shares and underlying shares of the Company which fell to be disclosed to the Company under Part XV of the SFO or which were recorded in the register required to be kept by Company under Section 336 of the SFO.

Position as at 31 March 2023

As at the date of this report, being 31 March 2023, Shareholders who had interests or short positions in the shares or underlying shares of the Company of 5% or more which fell to be disclosed to the Company under Part XV of the SFO, or which were recorded in the register to be kept by the Company under Section 336 of the SFO, were as follows:

Interest in the shares and underlying shares — long positions:

Name of Shareholder	Number of ordinary shares held	Deemed interests in number of shares	Total	Capacity	Approximate percentage of issued share capital of the Company
Mr. Ke Liming	0	3,727,381,250	3,727,381,250	Interest of a controlled corporation	37.26%
Pumpkin Films Limited (*Note 1*)	3,727,381,250	0	3,727,381,250	Beneficial owner	37.26%
Tencent Holdings Limited	0	2,045,734,565	2,045,734,565	Interest of a controlled corporation	20.45%
Water Lily Investment Limited (*Note 2*)	2,045,734,565	0	2,045,734,565	Beneficial owner	20.45%

Notes:

(1) Pumpkin Films Limited is wholly-owned by Mr. Ke Liming. The 1,893,101,943 shares are indirectly held by Mr. Ke Liming, the executive director of the Company and the chairman of the board, through Pumpkin Films Limited. Mr. Ke Liming is also deemed to be interested in 1,834,279,307 shares (as defined in Part XV of the SFO), the underlying shares of the warrants granted to Pumpkin Films Limited, a company wholly-owned by Mr. Ke Liming.

(2) Water Lily Investment Limited is an indirect wholly-owned subsidiary of Tencent Holdings Limited.

Save as disclosed above, as at the date of this report, being 31 March 2023, the Company had not been notified by any person who had interests or short positions in the shares and underlying shares of the Company which fell to be disclosed to the Company under Part XV of the SFO or which were recorded in the register required to be kept by Company under Section 336 of the SFO.

PURCHASE, SALE OR REDEMPTION OF LISTED SHARES

The First Share Subscription Agreements

On 25 January 2022, the Company entered into a share subscription agreement with Water Lily Investment Limited ("**Water Lily**") (the "**First Water Lily Share Subscription Agreement**"), pursuant to which, the Company conditionally agreed to allot and issue, and Water Lily conditionally agreed to subscribe at HK$2.50 per subscription share for 64,000,000 new shares on the terms of the First Water Lily Share Subscription Agreement. On the same day, the Company also entered into a share subscription agreement with Mr. Liu Xueheng (劉學恒) ("**Mr. Liu**") (the "**Mr. Liu Share Subscription Agreement**", together with the First Water Lily Share Subscription Agreement collectively referred to as the "**First Share Subscription Agreements**"), pursuant to which, the Company agreed to allot and issue, and Mr. Liu agreed to subscribe at HK$2.50 per subscription share for 56,000,000 new shares on the terms of the Mr. Liu Share Subscription Agreement.

The subscription shares have an aggregate nominal value of HK$2,400,000. The net proceeds from the First Share Subscription Agreements, after deduction of relevant costs and expenses, is estimated to be approximately HK$300,000,000 (of which approximately HK$140,000,000 from the share subscription under the Mr. Liu Share Subscription Agreement and approximately HK$160,000,000 from the share subscription under the First Water Lily Share Subscription Agreement). The net subscription price per subscription share, after deduction of relevant costs and expenses, is estimated to be approximately HK$2.50 per subscription share. As at the date of the First Share Subscription Agreements, the closing price of the Company's shares as quoted on the Hong Kong Stock Exchange was HK$2.29 per Share.

In respect of the subscription under the First Water Lily Share Subscription Agreement, the relevant subscription shares were allotted and issued under the specific mandate of the Company approved by the independent Shareholders at the special general meeting convened on 30 March 2022. In respect of the subscription under the Mr. Liu Share Subscription Agreement, the subscribed shares were issued under the general mandate.

For further details of the First Share Subscription Agreements, please refer to the announcement dated 26 January 2022, the circular dated 14 March 2022, and the poll results of the special general meeting of the Company dated 30 March 2022.

The Second Share Subscription Agreements

On 13 July 2022, the Company entered into a share subscription agreement with Water Lily (the "**Second Water Lily Share Subscription Agreement**"), pursuant to which, the Company agreed to allot and issue, and Water Lily agreed to subscribe at HK$2.40 per subscription share for 162,500,000 new shares of the Company on the terms of the Second Water Lily Share Subscription Agreement. The Second Water Lily Share Subscription Agreement was completed on 13 October 2022.

On 14 July 2022, the Company entered into a share subscription agreement with Sunshine Life Insurance Corporation Limited (陽光人壽保險股份有限公司) ("**Sunshine Life**") (the "**Sunshine Life Share Subscription Agreement**", together with the Second Water Lily Share Subscription Agreement collectively referred to as the "**Second Share Subscription Agreements**"), pursuant to which, the Company agreed to allot and issue, and Sunshine Life agreed to subscribe at HK$2.40 per subscription share for 487,500,000 subscription shares on the terms of the Sunshine Life Share Subscription Agreement. The Sunshine Life Share Subscription Agreement was completed on 21 December 2022.

The subscription shares have an aggregate nominal value of HK$13,000,000. The net proceeds from the Second Share Subscriptions Agreements, after deduction of relevant costs and expenses, is estimated to be approximately HK$1,560,000,000 (of which approximately HK$1,170,000,000 from the share subscription under the Sunshine Life Share Subscription Agreement and approximately HK$390,000,000 from the share subscription under the Second Water Lily Share Subscription Agreement). The net subscription price per subscription share, after deduction of relevant costs and expenses, is estimated to be approximately HK$2.40 per subscription share. As at the date of the Second Water Lily Share Subscription Agreement, the closing price of the Company's shares as quoted on the Hong Kong Stock Exchange was HK$2.45 per Share. As at the last trading date prior to the date of the Sunshine Life Share Subscription Agreement, the closing price of the Company's shares as quoted on the Hong Kong Stock Exchange was HK$2.45 per Share.

In respect of the share subscription by Water Lily, the relevant subscription shares were allotted and issued under the specific mandate approved by the independent Shareholders at the special general meeting convened on 23 September 2022. In respect of the share subscription by Sunshine Life, the subscribed shares were issued under the general mandate.

For further details of the Second Subscription Agreements, please refer to the announcements dated 14 July 2022 and 21 December 2022, the circular dated 7 September 2022, and the poll results of the special general meeting of the Company dated 23 September 2022.

Use of proceeds from the First and Second Share Subscription Agreements

The issuance of the subscription shares under the First and Second Share Subscription Agreements provided the Group with definite amount of capital, as well as expanded the shareholder base of the Company, thus further strengthened the financial position of the Group. The said proceeds were intended to be utilised (i) for the Group's general working capital purposes and (ii) for the growth and expansion of the business of the Group.

During the Year, the net proceeds raised from the above share subscriptions (the "**Net Proceeds**") have been used for the purpose consistent with the announcements of the Company dated 25 January 2022, 14 July 2022 and 21 December 2022.

Details of the planned application and utilisation of the Net Proceeds as at 31 December 2022 are set out below:

Use of Net Proceeds	Allocated amount of net proceeds (HK$ million)	Percentage of total Net Proceeds (%)	Utilised amount as at 31 December 2022 (HK$ million)	Unutilised amount as at 31 December 2022 (HK$ million)	Expected timeframe for utilising the remaining unused Net Proceeds
General working capital purposes	107	6	102	5	It is expected that the net proceeds for (i) general working capital purposes and (ii) growth and expansion of the Group's business will be fully utilised between September 2023–March 2024.
Growth and expansion of the business of the Group, including:	1,753	94	962	791	
• Content production	1,313	71	582	731	
• Purchase of drama script and copyright	37	2	30	7	
• Purchase of copyright of films and TV programs	339	18	319	20	
• Development of online gaming business	64	3	31	33	
Total	1,860	100%	1,064	796	N/A

Save as disclosed above, there was no purchase, sale or redemption by the Company or any of its subsidiaries of the Company's listed securities during the Year.

MAJOR CUSTOMERS AND SUPPLIERS

For the Year, the percentages of the Group's turnover attributable to its largest customer and five largest customers were 41% and 77% respectively. The aggregate amount of purchases attributable to the Group's five largest suppliers accounted for approximately 55% of the Group's total purchases and the amount of purchases attributable to the Group's largest supplier was approximately 23% of the Group's total purchases. None of the Directors, their associates or any Shareholders (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) has any interest in any of the Group's five largest customers or suppliers.

MANAGEMENT CONTRACTS

No contract, other than employment contracts, concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or subsisting during the Year.

STRUCTURED CONTRACTS

Background

As disclosed in the sub-section headed "Business Review" under the section headed "Chairman's Statement" in this report, during the Year, the principal businesses of the Group are content production, online streaming business and game business. In particular, the content production and online streaming businesses involve production and operation of audiovisual program service, commercial internet cultural activities and value-added telecommunication services (the "**Streaming Restricted Business**"), and the game business involves game operations and value-added telecommunication services (the "**Game Restricted Business**").

Content production, online streaming business and game business

On 20 December 2007, the former State Administration of Radio, Film and Television (SARFT) and the former Ministry of Information Industry published the Administrative Regulations on Internet Audio-Visual Program Service (《互聯網視聽節目服務管理規定》) (amended on 28 August 2015, the "**Internet Audio-Visual Program Regulations**"), under Article 2 and Article 7 of which, the Group's online streaming media business constitutes an internet-based video-audio program service, and shall apply for the License for Dissemination Audio-Visual Programs via Information Network (信息網絡傳播視聽節目許可證) ("**AVSP License**") in accordance with the relevant requirements of the competent authorities. Article 8 thereof further provides that only state-owned or state-controlled companies are qualified to secure AVSP Licenses. In practice, only state-owned or state-controlled companies are qualified to secure such licenses, with the exception of a few Chinese non-state-related companies.

On 17 February 2011, the former Ministry of Culture published the Interim Administrative Provisions on Internet Culture (《互聯網文化管理暫行規定》) (amended on 15 December 2017), under Article 3 of which, the Group's online streaming media business constitutes an internet-based cultural activity. Article 8 and Article 9 thereof further provide that an internet-based information service provider benefiting from internet-based cultural activities shall apply for the Internet Culture Operation License (網絡文化經營許可證) ("**ICO License**") in accordance with the relevant requirements of the competent authorities. On 27 December 2021, the National Development and Reform Commission and the Ministry of Commerce promulgated the Special Administrative Measures (Negative List) for the Access of Foreign Investment (2021) (the "**Negative List**"), under which, foreign investors are prohibited from investing in the internet-based cultural operations (save for music operation(s)), and currently, only domestic PRC companies or Sino-foreign joint ventures in which CEPA (Closer Economic Partnership Arrangements) permit-holder(s) investing in no more than 50% equity interest may apply for such ICO License.

On 25 September 2000, the State Council published the Telecommunications Regulations (《電信條例》) (amended on 29 July 2014, and further amended on 6 February 2016). On 3 July 2017, the Ministry of Industry and Information Technology ("**MIIT**") published the Administrative Measures for the Licensing of Telecommunications Services (《電信業務經營許可管理辦法》). On 28 December 2015, the MIIT published the Classification Catalogue of Telecommunications Services (2015) (amended on 6 June 2019, "**2015 Catalogue**"). Under the Telecommunications Regulations, the Administrative Measures for the Licensing of Telecommunications Services and the 2015 Catalogue, the Group's online streaming business and game business shall constitute the "internet information services" category which rendered the requirement to procure the value-added telecommunications services operation license (增值電信業務經營許可證). On 11 December 2001, the State Council promulgated the Regulations for the Administration of Foreign-invested Telecommunications Enterprises (《外商投資電信企業管理規定》) (amended on 10 September 2008, further amended on 6 February 2016, and most recently amended on 29 March 2022 (and effective from 1 May 2022) the "**FITE Regulations**"). Article 6 of the FITE Regulations and the Negative List provide that foreign ownership of companies that provide value-added telecommunication services is limited to 50%. On 19 June 2015, the MIIT published the Circular on Removing the Restrictions on Shareholding Ratio Held by Foreign Investors in Online Data Processing and Transaction Processing (Operating E-commerce) Business (《關於放開在線數據處理與交易處理業務(經營類電子商務)外資股比限制的通告》) ("**Circular No. 196**"), which allows up to 100% foreign ownership in enterprises operating in certain categories of e-commerce business, but foreign shareholder shall remain subject to other conditions and requirements in respect of foreign investment.

On 19 July 2004, the former SARFT published the Regulations on the Production and Operation of Radio and Television ("**TV**") Programs (《廣播電視節目製作經營管理規定》), as amended on 28 August 2015 and 1 December 2020 respectively (the "**Radio & TV Programs Regulations**"), under Article 2 and Article 4 of which, the Group's content production business, having constituted a form of radio & television program production and operation activity, shall apply for a Permit for Production and Distribution of Radio and Television Program (廣播電視節目製作經營許可證). Article 12 thereof further provides that, in order to be qualified for TV dramas production, a Permit for Production of Television Series (電視劇製作許可證) must also be obtained in advance. Under the Negative List, foreign-invested enterprises, irrespective of the foreign ownership percentage, are prohibited from investing in companies engaging in radio and television programs production and operation or film production companies, and are strictly prohibited from applying for these permits.

On 28 September 2009, the General Administration of Press and Publication of the PRC ("**GAPP**"), together with the National Copyright Administration and the National Office of Combating Pornography and Illegal Publications, jointly issued the Notice Regarding the Consistent Implementation of the "Regulation on Three Provisions" of the State Council and the Relevant Interpretations of the State Commission Office for Public Sector Reform and the Further Strengthening of the Administration of Pre-examination and Approval of Online Games and the Examination and Approval of Imported Online Games (關於貫徹落實國務院《「三定」規定》和中央編辦有關解釋，進一步加強網絡遊戲前置審批和進口網絡遊戲審批管理的通知) (the "**GAPP Notice**"), under Article 1 and Article 4 of which, the Group's game business constitutes a form of participation in domestic online game operations. Article 4 thereof further provides that foreign investors are not permitted to invest or engage in online game operations in the PRC.

Above all, as advised by our PRC legal counsel, currently, foreign investors are prohibited or restricted from engaging in the content production, online streaming media businesses and game business which are conducted by each of the OPCOs (as defined below) of the Group in accordance with PRC laws and regulations, and thus, substantial legal obstacles remains to a certain extent in order for the WFOE (as defined below) to directly hold equity interests in each of the OPCOs and use relevant operating licenses and permits to conduct content production business, online streaming media business and game business.

In view of the above, the Company shall obtain effective control of each operating company through structured contracts in accordance with the general practice within the industries, subject to foreign investment restrictions in the PRC. The Streaming Restricted Business and Game Restricted Business of the Group are carried out by Beijing Ruyi Streaming Media Information Technology Co., Ltd.* ("**Beijing Ruyi**", 北京儒意流媒體信息技術有限公司), Beijing Ruyi Jingxiu Network Technology Limited Company* ("**Beijing Jingxiu**", 北京儒意景秀網絡科技有限公司), Beijing Xiaoming Zhumeng Data Service Co., Ltd.* ("**Beijing Xiaoming**", 北京曉明築夢數據服務有限公司), and Shanghai Ruyi Movie Television Production Co., Ltd.* ("**Shanghai Ruyi**", 上海儒意影視製作有限公司, together with Beijing Ruyi, Beijing Jingxiu and Beijing Xiaoming, collectively as the "**OPCOs**" or each, an "**OPCO**") and each of the wholly-owned subsidiaries of Shanghai Ruyi (i.e. Shanghai Ruyi Xingchen Enterprise Management Co., Ltd.* (上海儒意星辰企業管理有限公司), Shanghai Ruyi Film and Television Culture Communication Co., Ltd.* (上海儒意影視文化傳播有限公司), Hainan Ruyi Film and Television Production Co., Ltd.* (海南儒意影視製作有限公司), Sichuan Ruyi Xingchen Film and Television Culture Co., Ltd.* (四川儒意星辰影視文化有限公司), Ruyi Films (Hangzhou) Co., Ltd.* (儒意影業(杭州)有限公司), Beijing Ruhu Tianyi Film Co.* ("**Ruhu Tianyi**", 北京儒虎添意影業有限公司) and Hengyang Ruyi Film Production Co.* ("**Hengyang Ruyi**", 衡陽儒意影視製作有限公司) collectively as "**Subsidiaries**") under the structured contracts (collectively the "**Structured Contracts**") with Shanghai Muzhou Network Technology Co., Ltd.* (the "**WFOE**", 上海沐洲網絡科技有限公司), a wholly-owned subsidiary of the Company.

The Company understands that it shall terminate the Structured Contracts should the relevant laws and regulations allow foreign investor ownership of the entire equity interest of the OPCOs and each of the Subsidiaries. Further details of the Structured Contracts are set forth below under the paragraph headed "The OPCOs Structured Contracts".

We have been advised by our PRC legal counsel that each of the Structured Contracts does not directly contravene the PRC mandatory laws and administrative regulations, including the mandatory laws and administrative regulations applicable to the WFOE, the OPCOs and/or each of the Subsidiaries.

As disclosed in the sub-section headed "Business Review" under the section headed "Chairman's Statement" in this report, the content production and online streaming business of the Group continued its rapid development in 2022. The Group's content production and online streaming business are currently represented by "Pumpkin Films", the Group's film and television production and online streaming platform. During the Year, the Group also entered the game business sector under its "JINGXIU" game business brand. The Streaming Restricted Business and Game Restricted Business of the Group are required to be operated by the OPCOs and their subsidiaries in order to (i) commence production and operation of radio and television programs and films, and to capture the continuous growth of registered users and traffic of the online streaming media platform; and (ii) commence the distribution and operation of mobile games, respectively, so as to acquire core user base and platform for operating the Group's businesses. Looking forward to the near future, the Group will continue to promote the growth of content production and online streaming business, produce more popular dramas and films leveraging on its expertise, continue to deepen its innovation and applications of smart technology, and apply technology to empower the upgrading of the streaming media industry, thereby bringing immersive video viewing experience for users. The Group will also continue to expand its game offerings by commencing distribution, joint operation and marketing services of game business. As the Streaming Restricted Business and Game Restricted Business (comparatively, to a lesser extent) are material components of the abovementioned major business sectors of the Group, their performance are expected to become important to the overall performance of the Group in the future.

* *For identification only.*

The OPCOs and their subsidiaries conduct their businesses through personal computer (PC) websites, mobile applications (mobile Apps) or television applications (TV Apps) which they own or are authorised to operate. The business which the OPCOs and their subsidiaries operate includes the provision of video content to internet users, and such type of business contributes to the Group's online streaming business. Furthermore, Shanghai Ruyi engages in the production and operation of radio and television programs and films, and such type of business contributes to the Group's content production business. Beijing Jingxiu engages in, among others, the distribution, operation and marketing of game products, which contributes to the Group's game business.

Key financial information of the Group attributed by the OPCOs and their subsidiaries under the relevant structured contracts

The Group's total revenue for the Year, as contributed by the OPCOs, each of the Subsidiaries and other non-wholly owned invested companies under the Structured Contracts, amounted to approximately RMB1,269 million, representing approximately 96% of the Group's total revenue for the Year; and the total assets of the OPCOs, each of the Subsidiaries and other non-wholly owned invested companies, as at 31 December 2022, were approximately RMB11,264 million, representing approximately 85% of the total assets of the Group as at 31 December 2022.

The OPCOs Structured Contracts

The Structured Contracts in relation to the content production, online streaming business and game business are designed to enable the Group to recognise and receive the economic benefit of the business and operations of the OPCOs and their subsidiaries together with effective control over and (to the extent permitted by PRC laws, rules and regulations) the right to purchase the equity interests in the OPCOs.

(1) Exclusive Service Agreements

	Beijing Ruyi	Shanghai Ruyi	Beijing Xiaoming	Beijing Jingxiu
Parties	(i) the WFOE (ii) Beijing Ruyi	(i) the WFOE (ii) Shanghai Ruyi (iii) the Subsidiaries of Shanghai Ruyi (joining this agreement by way of signing the joinder agreement)	(i) the WFOE (ii) Beijing Xiaoming	(i) the WFOE (ii) Beijing Jingxiu
Date of the master agreement	1 August 2021	21 December 2020	29 December 2020	12 August 2021
Date of the joinder agreement	NA	18 April 2022 22 March 2023	N/A	N/A
Subject	Pursuant to each of the Exclusive Service Agreements, among other things, each of the OPCOs and their subsidiaries shall engage the WFOE as the exclusive service provider to provide technology support, business support and consultancy services as set out in the relevant Exclusive Service Agreements. Pursuant to each of the Exclusive Service Agreements, to the extent permissible by the applicable laws, each of the OPCOs and their subsidiaries shall pay the WFOE a service fee that equals to the audited profits after taxation. The service fee shall be payable on a quarterly basis.			

(2) Management and Operation Agreements

	Beijing Ruyi	Shanghai Ruyi	Beijing Xiaoming	Beijing Jingxiu
Parties	(i) the WFOE (ii) Beijing Ruyi (iii) Mr. Ke Liming (iv) Mr. Zhang Guoliang	(i) the WFOE (ii) Shanghai Ruyi (iii) Mr. Ke Liming (iv) Mr. Zhang Guoliang (v) the Subsidiaries of Shanghai Ruyi (joining this agreement by way of signing the joinder agreement)	(i) the WFOE (ii) Beijing Xiaoming (iii) Mr. Ke Liming (iv) Mr. Qing Gang	(i) the WFOE (ii) Beijing Jingxiu (iii) Mr. Ke Liming (iv) Beijing Ruyi
Date of the master agreement	1 August 2021	21 December 2020	29 December 2020	12 August 2021
Date of the joinder agreement	N/A	18 April 2022 22 March 2023	N/A	N/A

Subject

Pursuant to the each of the Management and Operation Agreements, among other things, (1) each of the OPCOs and their subsidiaries; and (2) the relevant registered owners of the respective OPCOs (the "**PRC Registered Shareholder(s)**") and the ultimate beneficial owner to each of the OPCOs (the "**PRC Beneficial Owner(s)**") agreed and undertook that, without the WFOE's prior written consent or unless otherwise provided in the OPCO contracts, it shall not in any way engage in any conduct that may adversely affect or materially affect the assets, business, management model and management activities of the relevant OPCO and its subsidiaries (if any). Without limiting the foregoing, each of the OPCOs and their subsidiaries and the relevant PRC Registered Shareholder(s) and the PRC Beneficial Owner(s) of each of the OPCOs undertake, among other things, that:

(i) its articles of association shall not be amended;

(ii) its registered capital shall not be increased or decreased;

(iii) no subsidiaries shall be set up;

(iv) save as otherwise provided by the relevant set of the Structured Contracts, its shareholding and the legal or beneficial interests in any assets, businesses or income (except for the transfer of accounts receivable arising in the ordinary course of its principal business) shall not be disposed of;

(v) save for those contracts entered into during its ordinary course of business, it shall not enter into any material contact with the value of over RMB5,000,000;

(vi) it shall not provide loans or grant credit to anyone; and

(vii) its business operation model, profit model, marketing strategy, business policy or customer relationship shall not be substantially adjusted.

(3) Call Option Agreements

	Beijing Ruyi	Shanghai Ruyi	Beijing Xiaoming	Beijing Jingxiu
Parties	(i) the WFOE (ii) Beijing Ruyi (iii) Mr. Ke Liming (iv) Mr. Zhang Guoliang	(i) the WFOE (ii) Shanghai Ruyi (iii) Mr. Ke Liming (iv) Mr. Zhang Guoliang	(i) the WFOE (ii) Beijing Xiaoming (iii) Mr. Ke Liming (iv) Mr. Qing Gang	(i) the WFOE (ii) Beijing Jingxiu (iii) Mr. Ke Liming (iv) Beijing Ruyi
Date of agreement	1 August 2021	21 December 2020	29 December 2020	12 August 2021
Subject	Pursuant to each of the Call Option Agreements, the relevant PRC Registered Shareholder(s) of each of the OPCOs agreed to, upon fulfilment of certain terms and conditions, dispose of all or part of the equity interests in the relevant OPCO held by them to the WFOE or its designated party.			

(4) Equity Pledge Agreements

	Beijing Ruyi	Shanghai Ruyi	Beijing Xiaoming	Beijing Jingxiu
Parties	(i) the WFOE (ii) Beijing Ruyi (iii) Mr. Ke Liming (iv) Mr. Zhang Guoliang	(i) the WFOE (ii) Shanghai Ruyi (iii) Mr. Ke Liming (iv) Mr. Zhang Guoliang	(i) the WFOE (ii) Beijing Xiaoming (iii) Mr. Ke Liming (iv) Mr. Qing Gang	(i) the WFOE (ii) Beijing Jingxiu (iii) Beijing Ruyi
Date of agreement	21 February 2023	30 December 2020	30 December 2020	13 February 2023
Subject	Pursuant to each of the Equity Pledge Agreements, the relevant PRC Registered Shareholder(s) of each of the OPCOs agreed to pledge all equity interests in the relevant OPCOs held by it to the WFOE, as continuing security for the performance of all their respective obligations under the relevant set of Structured Contracts.			

(5) Shareholder Voting Right Agreements

	Beijing Ruyi	Shanghai Ruyi	Beijing Xiaoming	Beijing Jingxiu
Parties	(i) the WFOE (ii) Beijing Ruyi (iii) Mr. Ke Liming (iv) Mr. Zhang Guoliang	(i) the WFOE (ii) Shanghai Ruyi (iii) Mr. Ke Liming (iv) Mr. Zhang Guoliang	(i) the WFOE (ii) Beijing Xiaoming (iii) Mr. Ke Liming (iv) Mr. Qing Gang	(i) the WFOE (ii) Beijing Jingxiu (iii) Mr. Ke Liming (iv) Beijing Ruyi
Date of agreement	1 August 2021	21 December 2020	29 December 2020	12 August 2021
Subject	Pursuant to each of the Shareholder Voting Right Agreements, the relevant PRC Registered Shareholder(s) and the PRC Beneficial Owner(s) of each of the OPCOs agree to authorise the WFOE, its designated nominee and the Company to exercise shareholder voting rights over the relevant OPCO at the sole discretion of the WFOE, its designated nominee and/or the Company.			

(6) Spouse Consent Letters

	Beijing Ruyi	Shanghai Ruyi	Beijing Xiaoming
Parties	Ms. Li Mengxiao	Ms. Li Mengxiao	Ms. Li Mengxiao
Date of agreement	1 August 2021	21 December 2020	29 December 2020
Subject	Pursuant to each of the Spouse Consent Letters, the spouse of Mr. Ke Liming (i.e. Ms. Li Mengxiao) confirms and agrees that: (i) Mr. Ke Liming may enter into the Structured Contracts and dispose of the 100% beneficial interests in Beijing Ruyi, Shanghai Ruyi and Beijing Xiaoming; (ii) the beneficial interests held by Mr. Ke Liming in Beijing Ruyi, Shanghai Ruyi and Beijing Xiaoming represented his individual property, not the joint property held by Mr. Ke Liming and herself; and (iii) she shall not make any claim in relation to the beneficial interests in Beijing Ruyi, Shanghai Ruyi and Beijing Xiaoming.		

(7) Nominee Shareholding Agreements

	Beijing Ruyi	Shanghai Ruyi	Beijing Xiaoming
PRC Beneficial Owner(s)	Mr. Ke Liming	Mr. Ke Liming	Mr. Ke Liming
PRC Registered Shareholder(s) (other than Mr. Ke Liming)	Mr. Zhang Guoliang	Mr. Zhang Guoliang	Mr. Qing Gang
Date of agreement	1 August 2021	21 December 2020	29 December 2020
Subject	Pursuant to each of the Nominee Shareholding Agreements, the relevant PRC Registered Shareholder(s) shall be the nominee of the PRC Beneficial Owner(s) for the beneficial interests and rights in Beijing Ruyi, Shanghai Ruyi and Beijing Xiaoming.		

On 29 December 2020, Beijing Jingxiu, its then PRC Registered Shareholder (Mr. Chen Cong) and the beneficial owner and the WFOE (as the case may be) entered into a structured contract which allowed Beijing Jingxiu to engage and operate the content production and online streaming business involving production and operation of audiovisual program service, commercial internet cultural activities and value-added telecommunication services. On 19 March 2021, the PRC registered shareholder of Beijing Jingxiu had been changed from Mr. Chen Cong into Mr. Zhang Guoliang, while Beijing Jingxiu, its then PRC registered shareholder (Mr. Zhang Guoliang), the beneficial owner and the WFOE (as the case may be) entered into another structured contract effective from 19 March 2021 to 12 August 2021. On 12 August 2021, the PRC Registered Shareholder of Beijing Jingxiu changed from Mr. Zhang Guoliang to Beijing Ruyi, while Beijing Ruyi, its PRC Registered Shareholder, the beneficial owner and the WFOE (as the case may be) entered into the above relevant Structured Contracts on 1 August 2021, and Beijing Jingxiu, Beijing Ruyi (as the PRC Registered Shareholder of Beijing Jingxiu), the beneficial owner of Beijing Jingxiu (Mr. Ke Liming) and the WFOE entered into the above relevant Structured Contracts on 12 August 2021. Beijing Jingxiu retained the permits and licenses required to operate the Streaming Restricted Business under the online streaming media business of the Group, with Beijing Jingxiu mainly operating the corresponding Streaming Restricted Business, while Beijing Ruyi (as the 100% registered shareholder of Beijing Jingxiu) operating the Group's Streaming Restricted Business through Beijing Jingxiu under the aforesaid Structured Contracts.

Following the completion of change of name and registered address of Beijing Jingxiu up to the date of this report, for the purpose of registration of the equity pledge agreements with the competent authority, (i) on 13 February 2023, WFOE, Beijing Jingxiu and Beijing Ruyi entered into an equity pledge agreement in respect of the equity interests in Beijing Jingxiu; and (ii) on 21 February 2023, WFOE, Beijing Ruyi, Mr. Ke Liming and Mr. Zhang Guoliang entered into an equity pledge agreement in respect of the equity interests in Beijing Ruyi, pursuant to which the relevant PRC Registered Shareholder(s) of each of Beijing Jingxiu and Beijing Ruyi agreed to pledge all equity interests in Beijing Jingxiu and Beijing Ruyi (as the case may be) held by him/it to WFOE.

During the Year and up to the date of this report, Shanghai Ruyi established two wholly-owned subsidiaries, namely Ruhu Tianyi and Hengyang Ruyi, on 2 November 2022 and 11 January 2023, respectively. Each of Ruhu Tianyi and Hengyang Ruyi engages in the Streaming Restricted Business. In order for the Group to recognise and receive the economic benefit of the business and operations of each of Ruhu Tianyi and Hengyang Ruyi, Ruhu Tianyi and Hengyang Ruyi entered into (i) the joinder agreement to the master exclusive services agreement dated 22 March 2023 to assume the obligations of the OPCOs and their subsidiaries under the master exclusive services agreement; and (ii) the joinder agreement to the master management and operation agreement dated 22 March 2023 to assume the obligations of the OPCOs and their subsidiaries under the master management and operation agreement.

The provisions set out in the Structured Contracts are binding on the successors of the PRC Registered Shareholder(s) and/or the PRC Beneficial Owner(s), as if the successors were a signing party to the Structured Contracts. Although the Structured Contracts do not specify the identities of successors to such PRC Registered Shareholder(s) and/or the PRC Beneficial Owner(s), under the Civil Code of the PRC, the statutory successors include the spouse, children, parents, brothers, sisters, paternal grandparents and the maternal grandparents, and any breach by the successors would be deemed to be a breach of the Structured Contracts.

We have also implemented measures to protect against the potential conflicts of interest between the Group and relevant PRC Registered Shareholder(s) and the PRC Beneficial Owner(s) of each of the OPCOs. Firstly, under the Call Option Agreements, the PRC Registered Shareholder(s) and the PRC Beneficial Owner(s) shall irrevocably and unconditionally grant to the WFOE (or through its designated nominee) an exclusive option to purchase, when permitted by the applicable PRC laws and regulations, all or any part of the equity interests of the OPCOs. Secondly, pursuant to the Shareholder Voting Right Agreements, the PRC Registered Shareholder(s) and the PRC Beneficial Owner(s) shall irrevocably entrust the WFOE, its designated nominee and the Company to exercise on his/its behalf all rights as a shareholder of the relevant OPCO. Furthermore, Mr. Ke Liming, Pumpkin Films Limited and their respective affiliate(s) entered into a Deed of Non-Competition Undertaking dated 20 January 2021 in favour of the Group pursuant to which each of them undertook that he/she/it will not (other than through the Group or the OPCOs) directly or indirectly operate, engage in, or have an interest in, invest in or otherwise participate in, through any corporate body, partnership, joint venture or other contractual arrangement (whether or not acting as a principal or agent for profit or other reasons), any business which is similar to or in competition with or may be in competition with any business conducted by the OPCOs or associated companies hereof from time to time or any such business which the OPCOs or its associated companies engage in, invest in or otherwise participate in unless otherwise provided for in the Deed of Non-Competition Undertaking. Therefore, we have minimised the impact of the relevant PRC Registered Shareholder(s) and the PRC Beneficial Owner(s) of each of the OPCOs on the business operations of each of the OPCOs.

The entering into of the above Structured Contracts does not constitute any notifiable transaction under Chapter 14 of the Listing Rules or any connected transaction of the Company under Chapter 14A of the Listing Rules.

THE RISKS ASSOCIATED WITH THE STRUCTURED CONTRACTS AND THE ACTIONS TAKEN BY THE COMPANY TO MITIGATE THE RISKS (WHERE APPLICABLE)

Business risks and financial risks borne by the Group as the primary beneficiary of the OPCOs

As the primary beneficiary of the OPCOs, the Group is exposed to the business risks and financial risks faced by the OPCOs. Any profit or loss of the OPCOs, their subsidiaries will be reflected in the consolidated financial results of the Group.

The PRC government may determine that the Structured Contracts do not comply with applicable PRC laws, rules and regulations

As advised by our PRC legal counsel, the arrangements under the OPCO Structured Contracts are deliberately designed to minimise the potential conflicts with the relevant PRC laws and regulations. Each OPCO Structured Contract is individually binding on the parties. In addition, our PRC legal counsel believes that each OPCO Structured Contract itself does not directly violate relevant PRC mandatory laws and administrative regulations and the risk of being deemed invalid is relatively limited under the current applicable PRC mandatory laws and administrative regulations.

Despite the fact that there is no indication that the Structured Contracts will be interfered or objected by any PRC regulatory authorities, our PRC legal counsel has advised that there is a possibility that the PRC authorities may have different opinions on the interpretation of the relevant regulations and would not agree that the Structured Contracts comply with the current PRC laws, regulations or rules or those that may be adopted in future, and the authorities may deny the validity, effectiveness and enforceability of the Structured Contracts. Hence, there is no assurance by the Group that the Structured Contracts could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the Structured Contracts do not comply with applicable regulations. If the authorities deny the validity, effectiveness and enforceability of the Structured Contracts, it could have a material adverse impact on the Group's businesses, financial condition and results of operations. On 13 July 2006, the MIIT issued the Circular on Strengthening the Administration of Foreign Investment in the Operation of Value-added Telecommunications Services issued by the MIIT (the "**MIIT Circular**"), which provides that a domestic company that holds a VATS License is prohibited from leasing, transferring or selling the license to foreign investors in any form, and from providing any assistance, including providing resources, sites or facilities, to foreign investors to operate telecommunications business illegally in the PRC. In addition, Article 4 of the GAPP Notice prohibits foreign investors from gaining control over or participating in domestic online game operations indirectly by, among others, establishing joint venture companies, establishing contractual arrangements or providing technical support. Due to a lack of interpretative materials from the authorities, the Group cannot assure that the MIIT, the GAPP, and other PRC authorities will not consider the structural arrangements as a kind of foreign investment in telecommunication services or gaining control over or participating in domestic online game operations, in which case the OPCOs or their subsidiaries, the WFOE and/or its overseas investor may be found in violation of the MIIT Circular or the GAPP Notice (as the case may be) and as a result may be subject to various penalties, including a revocation of the relevant licenses, fines and the discontinuation of or restrictions on the operations of the OPCOs and/or their subsidiaries.

In addition, although the Structured Contracts contain dispute resolution clauses in the event that a dispute arises, these provisions may not be enforceable under PRC laws and regulations. For example, an arbitration institution is not entitled to grant such injunction and shall not order each of the OPCOs and their subsidiaries to be liquidated in accordance with the prevailing PRC laws. In addition, temporary remedies granted by overseas courts such as Hong Kong and Bermuda courts may not be recognised or otherwise be enforceable in the PRC.

The possible impact of the PRC Foreign Investment Law on the Structured Contracts and the OPCOs

On 15 March 2019, the Second Session of the 13th National People's Congress of the PRC passed the Foreign Investment Law, which was implemented on 1 January 2020.

The abovementioned law has no significant impact on the Structured Contracts and the business of OPCOs for the time being.

Despite this, our PRC legal counsel advised that according to the Foreign Investment Law of the PRC, "investment as stipulated in laws, administrative regulations or other methods prescribed by the State Council" is also a "foreign investment". Due to uncertain new laws in the future, administrative regulations or regulations of the State Council on defining "foreign investment", it's not guaranteed whether there will be any significant impact on the future of the Structured Contracts and the business of the OPCOs and their subsidiaries.

If the law, administrative regulations or the State Council stipulate otherwise that "foreign investment" is defined and the authorities deny the legality, validity and enforceability of the Structured Contracts, the Group will lose the control right of the OPCOs and their subsidiaries, fail to merge the financial results of the OPCOs and their subsidiaries or properly safeguard, determine and control the assets of the OPCOs, and their subsidiaries, which will have significant adverse impacts on the Group's business, financial condition and results of operations.

The Board will continue to monitor the progress of relevant laws, administrative regulations or the regulations of State Council and discuss with the Company's PRC legal counsel. If the business of the Group or the OPCOs or their subsidiaries is significantly affected, the Company will promptly publish the announcement regarding the relevant significant progress and its impact.

The Structured Contracts may not be as effective in providing control over and entitlement to the economic interests in the OPCOs as direct ownership

The Structured Contracts may not be as effective in providing the WFOE with control over and entitlement to the economic interests in the OPCOs and their subsidiaries.

If the WFOE had direct ownership of the OPCOs, the WFOE would be able to directly exercise its rights as a shareholder to effect changes in the boards of directors of the OPCOs. However, under the Structured Contracts, the WFOE does not have direct ownership of the OPCOs and can only rely on the performance of the OPCOs and the PRC Registered Shareholder(s) and the PRC Beneficial Owner(s) of the OPCOs of their contractual obligations to exercise effective control. The PRC Registered Shareholder(s) and the PRC Beneficial Owner(s) of the OPCOs may not act in the best interests of the WFOE or may not perform their obligations under the Structured Contracts. The WFOE may replace the PRC Registered Shareholder(s) as registered shareholder of the OPCOs by its other nominees pursuant to the Structured Contracts. However, if any dispute relating to the Structured Contracts remains unresolved, the WFOE will have to enforce its rights under the Structured Contracts and seek to interpret the terms of the Structured Contracts in accordance with the PRC laws and will be subject to uncertainties in the PRC legal system.

The Structured Contracts are governed by the PRC laws. When a dispute arises under any of the Structured Contracts, the relevant parties thereto shall settle the dispute through negotiation in an amicable manner. In case the dispute is not resolved, the parties to the dispute may have to rely on legal remedies under the PRC laws. The Structured Contracts in respect of the WFOE and the OPCOs provide that dispute will be submitted to the China International Economic and Trade Arbitration Commission, Shanghai Sub-commission for arbitration to be conducted in Shanghai. The decision of such arbitration is final and binding on the parties to the dispute.

Since the legal environment in the PRC is different from that in Hong Kong and other jurisdictions, the uncertainties in the PRC legal system could limit the ability of the WFOE to enforce the Structured Contracts. There is no assurance that such arbitration result will be in favour of the WFOE and/or that there will not be any difficulties in enforcing any arbitral awards granted, including specific performance or injunctive relief and claiming damages by the WFOE. As the WFOE may not be able to obtain sufficient remedies in a timely manner, its ability to exert effective control over the OPCOs and their subsidiaries and the conduct of the businesses of the OPCOs and their subsidiaries could be materially and adversely affected, which may disrupt the business of the WFOE and have a material adverse impact on the WFOE's business, prospects and results of operation.

The insurance of the Company does not cover the risks relating to the enforcement of the Structured Contracts and the transactions contemplated thereunder and the Company has no intention to purchase any new insurance in this regard.

Potential conflicts of interest among the WFOE, the OPCOs and the OPCO Shareholders may exist

The Group's control over the OPCOs is based on the contractual arrangement under the Structured Contracts. Therefore, conflict of interests of the PRC Registered Shareholder(s) and the PRC Beneficial Owner(s) will adversely affect the interests of the Group. Pursuant to the Shareholder Voting Right Agreements, the PRC Registered Shareholder(s) and the PRC Beneficial Owner(s) of each of the OPCOs shall irrevocably authorise the WFOE, persons designated by the WFOE and the Company as their representative to exercise all of their rights as shareholders of the relevant OPCOs.

Furthermore, Mr. Ke Liming, Pumpkin Films Limited and their respective affiliate(s) entered into a Deed of Non-Competition Undertaking dated 20 January 2021 in favour of the Group pursuant to which each of them undertook that he/she will not (other than through the Group or the OPCOs) directly or indirectly operate, engage in, or have an interest in, invest in or otherwise participate in, through any corporate body, partnership, joint venture or other contractual arrangement (whether or not acting as a principal or agent for profit or other reasons), any business which is similar to or in competition with or may be in competition with any business conducted by the OPCOs or associated companies hereof from time to time or any such business which the OPCOs or its associated companies engage in, invest in or otherwise participate in unless otherwise provided for in the Deed of Non-Competition Undertaking.

As a result, we have minimised the influence of the PRC Registered Shareholder(s) and the PRC Beneficial Owner(s) of the OPCOs on the business operations of each of the OPCOs.

The Structured Contracts may be subject to scrutiny of the PRC tax authorities and additional tax may be imposed

The Structured Contracts may be subject to scrutiny of the PRC tax authorities and additional tax may be imposed on the WFOE. The WFOE may face adverse tax consequences if the PRC tax authorities determine that the Structured Contracts were not entered into based on arm's length negotiations.

The operating and financial results of the WFOE may be materially and adversely affected if the tax liabilities of each of the OPCOs and the WFOE increase significantly or if they are required to pay interest on late payments.

Internal control measures

In order to retain effective control over, and to safeguard, the assets of the OPCOs, the Structured Contracts provide that, without the prior written consent of the WFOE, the PRC Registered Shareholder(s) and the PRC Beneficial Owner(s) shall not or shall not procure to at any time sell, transfer, mortgage or dispose of in any manner any assets, legitimate interests in the business or revenue of the OPCOs, or allow any encumbrance thereon of any security interest (other than pursuant to the relevant Equity Pledge Agreements). Under the Management and Operation Agreements, each of the OPCOs will appoint its directors and senior management as recommended by the WFOE. The WFOE shall regularly and at any time review the books and records of each of the OPCOs.

During the Year, the OPCOs had, at all times, operated all of its businesses in the ordinary and usual course of business and shall maintain its asset value and refrain from any action/omission that may adversely affect its operating status and asset value.

EMOLUMENT POLICY

The emolument policy of employees of the Group is set up by the remuneration committee of the Company on the basis of their merit, qualifications, experience and competence. The emoluments of the Directors are decided by the remuneration committee of the Company, having regard to the Company's operating results, individual performance and comparable market statistics.

CONNECTED TRANSACTIONS

During the Year, the Group conducted the following transactions which constituted a connected transaction for the Company under the Listing Rules.

As disclosed in the sub-section headed "Purchase, Sale or Redemption of Listed Shares" above, the Company (as issuer) entered into the First Water Lily Share Subscription Agreement and Second Water Lily Share Subscription Agreement with Water Lily (as subscriber) in respect of the subscription of an aggregate of 226,500,000 new shares pursuant to the terms of the respective agreements.

As Water Lily is a substantial shareholder of the Company, Water Lily is a connected person of the Company pursuant to the Listing Rules. Each of the First and Second Share Subscription Agreements (and the share subscriptions by Water Lily contemplated thereunder) constitutes a connected transaction (collectively the "**Connected Transactions**") for the Company which is subject to the reporting, announcement, circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The proposed issue of new shares under specific mandate under the First and Second Share Subscription Agreements was approved by the Shareholders in the special general meeting of the Company dated 30 March 2022 and 23 September 2022 (the "**SGMs**"), respectively. The relevant subscription shares were allotted and issued under the specific mandate approved by the independent Shareholders at the SGMs. For further details of the Connected Transactions, please refer to the announcements of the Company dated 26 January 2022 and 14 July 2022, the circular dated 14 March 2022 and 7 September 2022, and the poll results of the special general meetings of the Company dated 30 March 2022 and 23 September 2022.

The aforesaid Connected Transactions have been reviewed by independent non-executive Directors of the Company. The independent non-executive Directors of the Company confirmed that the aforesaid connected transactions were on normal commercial terms and were entered into in the ordinary and usual course of business of the Company, and the terms of which are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

CONTINUING CONNECTED TRANSACTIONS

As of the date of this report, the Group conducted the following transactions which constituted continuing connected transactions for the Company under the Listing Rules.

1. Cooperation agreement between Pumpkin Films and Tencent Video

On 19 April 2021, Beijing Xiaoming (the main operating entity of Pumpkin Films), a subsidiary of the Company, entered into a cooperation agreement with Tencent Technology (Beijing) Company Limited* (騰訊科技(北京)有限公司) ("**Tecent Technology**"). According to the cooperation agreement, Pumpkin Films agreed to cooperate with Tencent Video in depth. Tencent Technology shall have the right to receive a portion of the subscription income of Pumpkin Films from Beijing Xiaoming. The expected annual maximum transaction amounts for the continuing connected transactions under the cooperation agreement for the three financial years ending 31 December 2023 amount to RMB41,000,000, RMB99,500,000 and RMB169,500,000, respectively. Pursuant to Chapter 14A of the Listing Rules, the aforesaid cooperation agreement and the transactions contemplated thereunder (including the annual caps) constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules and are subject to the annual review, reporting, announcement and independent Shareholder approval requirements under Chapter 14A of the Listing Rules.

For details, please refer to the announcement of the Company dated 20 April 2021 and the circular dated 2 June 2021. The aforesaid continuing connected transactions have been reviewed by independent non-executive directors of the Company. The independent non-executive Directors confirmed that the aforesaid connected transaction was entered into (a) in the ordinary and usual course of business of the Group; (b) either on normal commercial terms or better; (c) in accordance with the relevant cooperation agreement on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

The Company has engaged the auditor of the Company to report on the aforesaid continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing the findings and conclusions in respect of the aforesaid continuing connected transactions in accordance with Rule 14A.56 of the Listing Rules and nothing has come to their attention that causes them to believe that the disclosed continuing connected transaction: (i) has not been approved by the board of directors of the Company; (ii) was not entered into, in all material respects, in accordance with the relevant agreement(s) governing the transaction; and (iii) has exceeded the maximum aggregate annual caps in respect of the disclosed continuing connected transactions.

2. Cooperation agreement between Beijing Jingxiu and Tencent Computer

On 10 January 2022, Beijing Jingxiu (formerly known as Shenzhen Jingxiu Network Technology Co., Ltd.* (深圳市景秀網絡科技有限公司)) entered into a cooperation agreement with Tencent Computer, a company established in the PRC and a controlled structured entity of Tencent Holdings Limited. According to the cooperation agreement, Tencent Computer agreed to provide specific technical services and channel promotion services to Beijing Jingxiu in exchange for the service fees payable by Beijing Jingxiu to Tencent Computer. The expected annual maximum transaction amounts for the continuing connected transactions under the cooperation agreement for the three financial years ending 31 December 2024 amount to RMB300,000,000, RMB400,000,000 and RMB500,000,000, respectively. Pursuant to Chapter 14A of the Listing Rules, the aforesaid cooperation agreement and the transactions contemplated thereunder (including the annual caps) constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules and are subject to the annual review, reporting, announcement and independent Shareholder approval requirements under Chapter 14A of the Listing Rules.

For details, please refer to the announcements of the Company dated 14 July 2022 and 23 September 2022 and the circular dated 7 September 2022. The aforesaid continuing connected transactions have been reviewed by independent non-executive directors of the Company. The independent non-executive Directors confirmed that the aforesaid continuing connected transaction was entered into (i) in accordance with the pricing principles of the cooperation agreement; (ii) in the ordinary and usual course of business of the Group; (iii) on normal or better commercial terms; and (iv) in accordance with the cooperation agreement , and that the terms are fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

The Company has engaged the auditor of the Company to report on the aforesaid continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing the findings and conclusions in respect of the aforesaid continuing connected transactions in accordance with Rule 14A.56 of the Listing Rules and nothing has come to their attention that causes them to believe that the disclosed continuing connected transaction: (i) has not been approved by the board of directors of the Company; (ii) was not entered into, in all material respects, in accordance with the relevant agreement(s) governing the transaction; and (iii) has exceeded the maximum aggregate annual caps in respect of the disclosed continuing connected transactions.

Saved as disclosed above and in note 36 to the consolidated financial statements which is fully exempted from Chapter 14A of the Listing Rules, the Company was not aware of any other related party transactions which constitute a connected transaction of the Group, nor are there any connected transactions that need to be disclosed in this report under the Listing Rules. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the Year and as of the date of this report, none of the Directors and their respective associates are considered to have interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this report, the Company has maintained a sufficient public float throughout the Year.

CHARITABLE DONATIONS

The Group has made a charitable donation in the total amount of RMB920,000 during the Year (for the year ended 31 December 2021: RMB400,000).

EVENT AFTER THE END OF THE REPORTING PERIOD

Continuing Connected Transactions in relation to Game Technology and Channel Promotion Services with Tencent Computer

On 22 February 2023, Beijing Jingxiu, a subsidiary of the Company, and Tencent Computer entered into a continuing connected transaction agreement (the "**2023 CCT Agreement**'') for a term of three years, pursuant to which the parties agreed that Beijing Jingxiu and Tencent Group (but excluding (i) China Literature Limited, its subsidiaries and its controllable companies through contractual arrangements; and (ii) Tencent Music Entertainment Group, its subsidiaries, and its controllable companies through contractual arrangements) ("**Tencent Representative Companies**"), shall cooperate in the field of gaming, including (1) distribution cooperation between Tencent Representative Companies and Beijing Jingxiu; (2) joint operation cooperation between Tencent Representative Companies and Beijing Jingxiu; and (3) provision of marketing services by Beijing Jingxiu to Tencent Representative Companies (the "**2023 CCTs**"). The Company will convene a special general meeting to seek approval from the independent Shareholders on the 2023 CCT Agreement and the annual caps of the transactions contemplated thereunder. For further details of the aforesaid 2023 CCTs, please refer to the announcement dated 22 February 2023 of the Company. As at the date of this report, the Company has not yet determined the date for the relevant special general meeting. The Company will make further announcements in due course in accordance with the Listing Rules.

FIVE YEARS FINANCIAL SUMMARY

The summary of the results, assets and liabilities of the Group in the past five years is set out on page 172 of this report.

PERMITTED INDEMNITY PROVISION

Subject to the applicable laws, every director of the Group's companies shall be entitled to be indemnified by the relevant company against all costs, charges, losses, expenses and liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto pursuant to such company's constitutional documents. Such provisions were in force during the course of the Year and remained in force as of the date of this report.

PROFESSIONAL TAX ADVICE RECOMMENDED

If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in or exercising of any rights (including entitlements to any relief of taxation) in relation to the shares of the Company, they are advised to consult their professional advisers.

AUDITORS

The consolidated financial statements for the Year were audited by PricewaterhouseCoopers ("**PwC**"). A resolution will be submitted to the forthcoming AGM of the Company to re-appoint PwC as auditor of the Company.

Approved by the Board on 31 March 2023
For and on behalf of the Board

Ke Liming
Chairman

Hong Kong, 31 March 2023

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and senior management as at 31 March 2023, being the date of this report, are set out below:

EXECUTIVE DIRECTORS

Mr. Ke Liming, aged 39, is an executive director and the chairman of the Board of the Company. Currently, he is also the chief executive officer of the Shanghai Ruyi Movie Television Production Co., Ltd.* (上海儒意影視製作有限公司) and the chief executive officer of Pumpkin Films Limited, and previously served as a senior analyst at a hedge fund management company. He graduated from Griffith University, Australia, with a bachelor's degree in risk management in 2005 and a master's degree in monetary banking in 2006. Mr. Ke has led and invested as the investor and producer in films including "Post Truth《保你平安》", "Five Hundred Miles《交換人生》", "Moon Man《獨行月球》", "Hi, Mom《你好李煥英》", "A Little Red Flower《送你一朵小紅花》", "Animal World《動物世界》", "City of Rock《縫紉機樂隊》", "Never Gone《致青春 • 原來你還在這裏》", "So Young《致我們終將逝去的的青春》", "Old Boys: The Way of the Dragon《老男孩猛龍過江》", as well as television shows including "Love Is Full of Jiudaowan《情滿九道彎》", "Doctor of Traditional Chinese Medicine《老中醫》", "The Legendary Tavern《老酒館》", "Frontier of Love《愛情的邊疆》", "All Quiet in Peking《北平無戰事》", "Nirvana in Fire《瑯琊榜》", "Legend of MiYue《羋月傳》" and "We Fall in Love《咱們相愛吧》".

Ms. Chen Xi, aged 41, is a veteran producer with years of investment experience in the film industry, and is currently the president of the Group's Ruyi Films (儒意影業). Ms. Chen graduated from the Acting Department of The Central Academy of Drama (中央央戲劇學院表演系表演專業) with a Bachelor of Arts degree. As a producer, she has invested in a number of successful films with her representative works including "Post Truth《保你平安》", "Five Hundred Miles《交換人生》", "Moon Man《獨行月球》", "Hi, Mom《你好李煥英》", "The Reunions《吉祥如意》", "A Little Red Flower《送你一朵小紅花》", "Animal World《動物世界》", "City of Rock《縫紉機樂隊》", "Detective Chinatown《唐人街探案》", "Jian Bing Man《煎餅俠》" and "Lost in Thailand《人再囧途之泰囧》.

Mr. Wan Chao, aged 55, has over 31 years of extensive experience in management in the architectural field. Mr. Wan joined Tencent in 2010. He is currently the Vice President of Tencent Cloud, responsible for the management of smart construction of Tencent Cloud. Mr. Wan graduated from Jiangxi University of Engineering in 1988 with a bachelor's degree in industrial and structure of civil construction.

Mr. Zhang Qiang, aged 58, is a renowned producer in the film and television field and is currently the Chief Content Officer (首席內容官) of the Group's Pumpkin Films (南瓜電影). Mr. Zhang graduated from Peking University with a Bachelor of Arts degree in Chinese Literature and later received a master's degree in film aesthetics from The Beijing Film Academy. He was previously the chairman of the board and general manager of Beijing Forbidden City Xindu TV Media Co., Ltd.* (北京紫禁城信都電視文化有限公司), the Deputy Editor-in-Chief (副總編輯) of Beijing Television, the deputy managing director (董事副總經理) of China Film Co., Ltd.* (中國電影股份有限公司), the executive director and chief executive officer of Alibaba Pictures Group Limited (the shares of which listed on the Hong Kong Stock Exchange; stock code: 1060), with over 25 years of experience in the film and television media industry in China. Mr. Zhang's representative masterpieces include "American Dreams in China《中國合夥人》", "So Young《致我們終將逝去的青春》" and "Wolf Totem《狼圖騰》".

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chau Shing Yim, David, aged 59, has over 26 years of experience in corporate finance and was formerly a partner of one of the big four accounting firms. Mr. Chau was a key member who found their corporate finance division and held the position as their Head of Merger and Acquisition and Corporate Advisory. Mr. Chau is a member of the Institute of Chartered Accountants in England and Wales ("**ICAEW**"), and was granted the Corporate Finance Qualification of ICAEW. He is also a member of the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") and was an ex-committee member of the Disciplinary Panel of HKICPA. Mr. Chau is a Senior Fellow and a director of the Hong Kong Securities and Investment Institute; he is the chairman of China Strategy Committee and the Ex-Chairman of Corporate Outreach Committee. Mr. Chau is a member of Hospital Governing Committee of Pamela Youde Nethersole Eastern Hospital ("**PYNEH**") and a trustee of the PYNEH Charitable Trust.

Mr. Chau is currently an independent non-executive director and audit committee chairman of BC Technology Group Limited (Stock Code: 863), China Evergrande Group (Stock Code: 3333), China Evergrande New Energy Vehicle Group Limited (Stock Code: 708), the Company (Stock Code: 136), IDG Energy Investment Group Limited (Stock Code: 650), Lee & Man Paper Manufacturing Limited (Stock Code: 2314) and Man Wah Holdings Limited (Stock Code: 1999). All the aforesaid companies are listed on the Hong Kong Stock Exchange.

Mr. Nie Zhixin, aged 60, is the standing vice president of the Henan Chamber of Commerce in the Guangdong province, vice president of the Tianhe Road Chamber of Commerce in Guangzhou, vice president of the Chain-operations Management Association in Guangzhou and general manager of Gladith Fashion Co., Ltd.* in Guangzhou. In 1990, Mr. Nie Zhixin established the "GLADITH • 葛來娣" fashion brand in Guangzhou which has now become one of the well-known women's fashion brands in the PRC.

Mr. Chen Haiquan, aged 53, is a doctorate holder from the Chuo University, Japan, a professor and doctoral supervisor at the Jinan University. He also serves as the director of the Guangdong Institute of Asia-pacific E-commerce, dean of the Guangdong Research Institute of Modern Logistics, executive president and secretary-general of the Association of Logistics and Supply Chain in the Guangdong province, vice president of the Association of Business and Economics in the Guangdong province and vice secretary-general of Chinese Association of Market Development. Mr. Chen served as an independent director of Guangzhou Yuexiu Financial Holdings Group Co., Ltd. (formerly known as Guangzhou Friendship Group Co., Ltd.) (listed on the main board of Shenzhen Stock Exchange Limited, stock code: 00987), Guangzhou Jiacheng International Logistics Co., Ltd. (listed on the main board of Shanghai Stock Exchange Limited, stock code: 603535) and MOSO Power Technology Co., Ltd. (listed on the main board of Shenzhen Stock Exchange Limited, stock code: 002660). He is currently the independent non-executive director of the Company, and an external director of Guangzhou Business Investment Holding Group Co., Ltd.* (廣州商貿投資控股集團). Mr. Chen graduated from the graduate school of Daito Bunka University, Japan and the graduate school of Chuo University, Japan and obtained a master's degree in economics and a doctorate in comprehensive policy, respectively.

Professor Shi Zhuomin, aged 51, has obtained a doctoral degree in management from Sun Yat-sen University and a postdoctoral degree from Hitotsubashi University in Japan and is a visiting scholar under the China-US Fulbright Program. Professor Shi studied at and visited The Chinese University of Hong Kong, Harvard Business School and the University of Missouri and visited various countries and regions including the United States, Japan, Germany, Brazil and Hong Kong for academic exchange. She also held lectures on "Marketing Practice in China" and "Chinese Luxury Consumption" for students from Europe, the United States and Japan studying in China and held lectures on "Understanding Chinese Consumers" at certain universities in the United States. Professor Shi currently focuses on the research of consumption behaviour and psychology, cross-cultural consumption behaviour comparison research and international marketing. Professor Shi is currently a professor and doctoral supervisor in the management school at Sun Yat-sen University. She is also a council member of China Marketing Association of University, a provincial investigation and consulting expert of Guangdong Province and an external academic advisor of the MScMIB program of Lingnan University in Hong Kong.

SENIOR MANAGEMENT

Ms. Chan Oi Ling, Maria Olimpia, aged 78, is the founder of the Group. Ms. Chan was the chairman of the Company up to 7 April 2008. After resignation from the Board, Ms. Chan remains as a director of certain subsidiaries of the Company so as to help her to give advice and pass on her valuable experience in the manufacturing and sales of goods. Ms. Chan has over 42 years of experience in the industry of manufacturing and sale of accessories for photographic products.

CORPORATE GOVERNANCE PRACTICES

The Board considers that good corporate governance practices are crucial to the smooth and effective operation of the Group and the safeguarding of the interests of the shareholders and other stakeholders of the Company. The Company has put in place internal policies to ensure the compliance and has adopted and complied with the code provisions set out in the Corporate Governance Code (the "**Code**") contained in Appendix 14 to the Listing Rules during the Year except for the following deviation from the Code provisions:

- Code provision C.2.1 stipulated that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. During the year ended 31 December 2022, the Company has no such title as chief executive officer. The overall responsibility of supervising and ensuring that the Group functions in line with the order of the Board in terms of day-to-day operation and execution is vested in the Board itself. The Board believes that the current structure is conducive to strong and consistent leadership and oversight enabling the Group to operate efficiently.

- Code provision F.2.2 stipulated that the chairman of the board should attend the annual general meeting. During the year ended 31 December 2022, Mr. Ke Liming, the chairman of the Board, was unable to attend the annual general meeting held on 13 June 2022 (the "**2022 AGM**") due to his other business commitments. Mr. Chau Shing Yim, David (an independent non-executive Director, the chairman of the Audit Committee and the chairman of the Remuneration Committee) attended the 2022 AGM and served as the chairman of the meeting. The Board believes that Mr. Chau Shing Yim, David had sufficient ability and knowledge to answer questions at the 2022 AGM. Therefore, the good communication established between the Company and the Shareholders is not affected.

To ensure compliance with anti-corruption policies and regulations, the Company has formulated an anti-corruption and whistle-blowing policy to regulate conduct of employees and external parties. Anti-bribery provisions are incorporated in the contracts between the Company and its customers and suppliers. The Company provides regular training in anti-corruption and anti-fraud policies to all Directors and employees to promote and support compliance with the relevant laws and regulations. The Company has also established whistleblowing channels for employees to report possible misconduct or file complaints in a confidential manner.

BOARD OF DIRECTORS

The Board determines the overall strategies of the Group, monitors and controls operating and financial performance, analyses and formulates strategies to manage risks in pursuit of the Group's strategic objectives. The Board also decides on matters such as annual and interim results, dividend policy, director appointments, and significant changes in accounting policy, material contracts and major investments. The Board has delegated the authority and responsibility of overseeing the Group's day-to-day operations to management executives.

Composition of the Board

During the Year and up to the date of this report, the Board comprises the following executive Directors and independent non-executive Directors.

Executive Directors:
Mr. Ke Liming *(Chairman)*
Ms. Chen Xi
Mr. Wan Chao
Mr. Zhang Qiang

Independent Non-executive Directors:
Mr. Chau Shing Yim, David
Mr. Nie Zhixin
Mr. Chen Haiquan
Professor Shi Zhuomin

Biographical details of current members of the Board are set out on page 42 to page 44 of this report.

During the Year, the Company has at all times met the requirements of Rule 3.10 of the Listing Rules relating to the appointment of at least three independent non-executive Directors, and at least one independent non-executive Director possesses appropriate professional qualifications, or accounting or related financial management expertise.

Each of the executive Directors has entered into a service contract with the Company for a period of three years. Each of the independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years. The Directors are subject to retirement by rotation pursuant to the Bye-laws of the Company. In accordance with the Bye-laws, at every annual general meeting of the Company, one-third of the Directors for the time being or, if their number is not three or a multiple of three, the number nearest to but not less than one-third shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement at least once every three years.

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his or her independence pursuant to Rule 3.13 of the Listing Rules. The Board was satisfied with the independence of the independent non-executive Directors.

None of the Directors has any personal relationship (including financial, business, family or other material or relevant relationship) with any other Director and chief executive.

Board Diversity

The Board has established a set of board diversity policy setting out the approach to achieve diversity on the Board with the aims of enhancing Board effectiveness and corporate governance as well as achieving the Group's business objectives and sustainable development. Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, required expertise, skills, knowledge and length of service. The Board reviews the implementation and effectiveness of the board diversity policy at least annually.

As the Board currently comprises two female members, the Board considers its diversity of gender is appropriate and no additional measurable objective is necessary in this respect. Also, the current Board consists of a diverse mix of Board members who match the requirement of the business of the Company.

As of 31 December 2022, the proportion of female members among all employees (including senior management) of the Company was 54%. The Group is committed to maintain gender diversity among all employees (including senior management).

Roles and Duties

The Board is in charge of formulating strategic business development, reviewing and monitoring the business performance of the Group, approving major funds allocation and investment proposals as well as preparing and approving the financial statements of the Group. The Board also gives clear instructions on the authority delegated to the management in relation to the administration and management of the Group.

The Board has the following duties and responsibilities in respect of the corporate governance functions of the Company:

(a) to develop and review the Company's policies and practices on corporate governance;

(b) to review and monitor the training and continuous professional development of Directors and senior management;

(c) to review and monitor the Company's policies and practices in compliance with legal and regulatory requirements;

(d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and

(e) to review the Company's compliance with the Code and disclosures in the Corporate Governance Report in the annual report of the Company.

During the Year and up to the date of this report, the Board has performed the corporate governance duties.

The Board may delegate the corporate governance duties to a committee of the Board. The Board meets regularly to discuss and formulate the overall strategy as well as the operation and financial performance of the Group. Directors may participate in the meetings either in person, by proxy, or by means of electronic communications. 9 Board meetings were convened by the Company during the Year.

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

The Company has set up the audit committee (the "**Audit Committee**"), remuneration committee (the "**Remuneration Committee**") and nomination committee (the "**Nomination Committee**") (as detailed in the following section) in respect of the Board.

The Company has in place internal policies (including but not limited to the Bye-Laws and Terms of Reference of the Remuneration and Nomination Committee) to ensure that the Board has access to independent views and opinions. The Company also engaged external experts to assist the Directors to perform their duties. The Company has reviewed the implementation and effectiveness of such mechanisms and believes that the aforesaid mechanisms can ensure the independent views and opinions of the Board.

The attendance of individual Directors at the Board meetings, the meetings of the three committees and general meetings held during the Year is set out below:

	No. of meetings attended/held				
	Board Meeting	Audit Committee	Remuneration Committee	Nomination Committee	General Meeting
Executive Directors					
Mr. Ke Liming	9/9	N/A	1/1	0/0	1/5
Ms. Chen Xi	8/9	N/A	N/A	N/A	1/5
Mr. Wan Chao	6/9	N/A	N/A	N/A	0/5
Mr. Zhang Qiang	8/9	N/A	N/A	N/A	1/5
Independent non-executive Directors					
Mr. Chau Shing Yim, David	9/9	2/2	1/1	N/A	4/5
Mr. Nie Zhixin	8/9	2/2	1/1	0/0	0/5
Mr. Chen Haiquan	8/9	2/2	N/A	0/0	0/5
Professor Shi Zhuomin	8/9	N/A	N/A	N/A	0/5

Apart from the Board meetings stated above, the Chairman of the Board also held meeting with the independent non-executive Directors without the presence of other Directors during the Year.

Directors' Training

All Directors have complied with the Code provisions in relation to continuous professional development. This has involved various forms of activities including attending presentations given by external professional parties in respect of the new regime on disclosure, reading materials relevant to corporate governance and other regulatory requirements.

The Company has an induction policy for every new member of the Board. On appointment, the new member will receive an induction which includes meetings with members of the Board introducing the Group's business segments in which the Group operates, the roles and responsibilities as a Director and the requirements under the Listing Rules in respect of the Code provisions in relation to continuous professional development.

The Company regularly updates Directors on the developments in respect of the Listing Rules and applicable regulatory requirements, to enhance their awareness of good corporate governance practices. During the Year, all of the Directors have attended training sessions with an emphasis on the roles, functions and duties of a director of a listed company in compliance as follows:

	Reading relevant materials	Attending seminars/ training sessions/ briefings
Executive Directors		
Mr. Ke Liming	✓	✓
Ms. Chen Xi	✓	✓
Mr. Wan Chao	✓	✓
Mr. Zhang Qiang	✓	✓
Independent non-executive Directors		
Mr. Chau Shing Yim, David	✓	✓
Mr. Nie Zhixin	✓	✓
Mr. Chen Haiquan	✓	✓
Professor Shi Zhuomin	✓	✓

Directors' Insurance

The Company has arranged appropriate insurance cover in respect of potential legal actions against the Directors.

AUDIT COMMITTEE

As at 31 December 2022, the Audit Committee comprised three members, namely, Mr. Chau Shing Yim, David, chairman of the Audit Committee, Mr. Nie Zhixin and Mr. Chen Haiquan, all being independent non-executive Directors. The Audit Committee adopted the written terms of reference which were basically the same as those set forth in code provision D.3.3 of the Code. The Audit Committee is principally responsible for reviewing the effectiveness of the Company's internal audit function, reviewing and supervising the Group's financial reporting process, reviewing annually the risk management and internal control system and providing advice and recommendations to the Board.

The Audit Committee has reviewed the results of the Group for the year ended 31 December 2022.

During the Year, two meetings have been held by the Audit Committee to approve the audited financial statements for the Year and to review interim financial statements (including accounting policies and practices adopted) of the Group for the Year, and recommended such financial statements to the Board for approval. The record of attendance of members at such meetings is set out on page 48 of this report.

The Audit Committee also met to review the risk management and internal control systems of the Group, the financial statements and other reports for the Year and discuss any significant audit matters with the Company's external auditor and the senior management before recommending them to the Board for consideration and approval. The Audit Committee recommended the Board in relation to the re-appointment of PricewaterhouseCoopers as the Company's external auditor for the financial year ending 31 December 2023 at the AGM of the Company.

REMUNERATION COMMITTEE

The majority of the members of the Remuneration Committee were independent non-executive Directors. As at 31 December 2022, the members of the Remuneration Committee included Mr. Chau Shing Yim, David, the chairman of the Remuneration Committee, Mr. Nie Zhixin and Mr. Ke Liming. The Remuneration Committee adopted the written terms of reference which were basically the same as those set forth in code provision E.1.2 of the Code. The Remuneration Committee is principally responsible for assessing performance of executive Directors, approving executive Directors' service contracts, reviewing and determining, with delegated responsibility, the remuneration policy and packages of the individual executive Directors and senior management. This includes benefits in kind, pension rights and compensation payments, including any compensation payable for loss on termination of their office or appointment. No Director is involved in deciding his/her own remuneration.

During the Year, one meeting has been held by the Remuneration Committee. The Remuneration Committee had discussed and reviewed the remuneration packages for all Directors and senior management, including but not limited to review of the 2013 Share Option Scheme. The record of attendance of members at such meetings is set out on page 48 of this report.

NOMINATION COMMITTEE

The majority of the members of the Nomination Committee were independent non-executive Directors. As at 31 December 2022, the members of the Nomination Committee included Mr. Ke Liming, the chairman of the Nomination Committee, Mr. Nie Zhixin and Mr. Chen Haiquan. The Nomination Committee's terms of reference are basically the same as those set forth in code provision B.3.1 of the Code.

The Nomination Committee is principally responsible for reviewing the structure, size and composition of the Board, and selecting and making recommendations to the Board on the appointment of Directors and senior management.

The nomination policy of Directors sets as one of its objectives to ensure the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. For a summary of the Company's Board diversity policy, please refer to the relevant paragraph in the "Board Diversity" section of this Corporate Governance Report.

Pursuant to these policies, in assessing and selecting candidates, the Nomination Committee considers various factors when identifies or selects candidates, such as integrity, age, gender, skills, knowledge, experience, expertise, professional and educational qualifications, background, the board's composition and diversity, availability of service to the Company, expected contribution, independence, conflicts of interest, and any other relevant factors.

No Nomination Committee meeting was held during the year ended 31 December 2022.

COMPANY SECRETARY

Mr. Fong Kar Chun, Jimmy is the company secretary of the Company. He has complied with the 15 hours training requirements under Rule 3.29 of the Listing Rules during the Year.

SECURITIES TRANSACTIONS BY THE DIRECTORS

The Company has adopted the Model Code as the code of conduct for securities transactions conducted by the Directors. The Company, having made detailed and cautious enquiries, confirmed that all Directors have abided by the Model Code for the Year.

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group in accordance with statutory requirements and applicable accounting standards. The Directors also acknowledge their responsibilities to ensure that the consolidated financial statements of the Group are published in a timely manner.

The Directors are responsible for ensuring the maintenance of proper accounting records of the Company and taking reasonable steps for the prevention and detection of fraud and other irregularities. The reporting responsibilities of the external auditor, PricewaterhouseCoopers, are set out in the Independent Auditor's Report on page 59 to page 63 of this report.

RISK MANAGEMENT AND INTERNAL CONTROL

Duties of the Board and the Management

The Board is responsible for the risk management and internal control system and has the responsibility to review the effectiveness of the system. The Board is responsible for assessing and determining the nature and extent of the risks that the Group is willing to take in achieving strategic objectives, and monitoring the establishment and maintenance by the management of appropriate and effective risk management and internal control systems. The management is responsible for designing and maintaining an effective risk management and internal control system as well as providing confirmations to the Board on the effectiveness of the system.

Risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance that there will be no material misstatements or losses.

Risk Management

1. Enhancement in risk management system and structure

Based on the latest group organizational structure and the work completed in the prior year, the Group has continued to improve the risk management system structure at the group level to guide the risk assessment activities and ongoing risk monitoring activities for various departments by way of the following:

✓ **Refined and reiterated the risk management organizational structure** — An organizational structure with the Board as the decision-maker and the leading groups and management of various business segments of the Group as the implementation unit has been established to divide risk management responsibilities and clarify the direct management responsibilities for risk management and the risk information reporting line. Among which, the Board and the Audit Committee supervise, identify and evaluate company-level risks from top to bottom, while the Group and management of various departments identify, manage and report risks from the bottom up.

The main roles and responsibilities of the risk management system are as follows:

Roles	Primary Duties
Board	• Assess and determine the nature of the risk and the degree of acceptance to ensure the achievement of strategic objectives • Ensure the establishment and maintenance of an effective risk management and internal control system • Supervise management for the design, implementation and monitoring of the risk management and internal control system
Audit Committee	• To oversee, on behalf of the Board, the adequacy and effectiveness of the internal audit function and the risk management and internal control system
Senior management of the Group	• Design, implement and supervise the risk management work of the Group, report on risk management to the Audit Committee on a regular basis, and report and disclose significant risk information to the Audit Committee • Provide the Audit Committee with the confirmation of the effectiveness of the risk management system
Management at the headquarters of the Group and management of various departments	• Regularly update the list of risks involved in the relevant activities, and carry out risk identification and evaluation and other related work • Develop and implement a risk response program for the relevant activities • Responsible for the implementation of specific risk management measures • Monitor all kinds of risks involved in the relevant activities, timely report to the risk management coordinator and risk management leadership on risk information • Conduct other relevant work on risk management

✓ **Updated the risk assessment criteria** — During the Year, in response to the changes in internal and external environment, taking into account the business nature, operation characteristics and strategic objectives of the Group and each segment and the risk appetite of the management, the Group updated the risk assessment standards applicable to each business segment including the consideration of qualitative and quantitative dimensions (strategy, finance, operations, compliance and legal regulations, market etc.), took into account the risk related to environment, social and governance when updating the assessment checklist and carried out the assessment on the risks that are most likely to affect the achievement of the corporate objectives by using commonly recognized assessment methods and assessment criteria.

✓ **Refined and standardized the risk management workflow** — Based on the business operations, the Group continuously monitors and manages risks through the risk management workflow covering major steps including identification, assessment, response, monitoring and reporting (please refer to figure 1: Risk management workflow below for details). The main elements include, for the purposes of business objectives of the Group and various business segments, identifying the risk factors that affect the achievement of business objectives, assessing the likelihood and potential impacts of each specific risk; adopting measures to deal with the risks identified; and continuously monitoring the changes in risks and timely adjusting countermeasures. During the Year, the Group reviewed, adjusted and improved the risk management workflow, improving the efficiency and standardization of its operation.

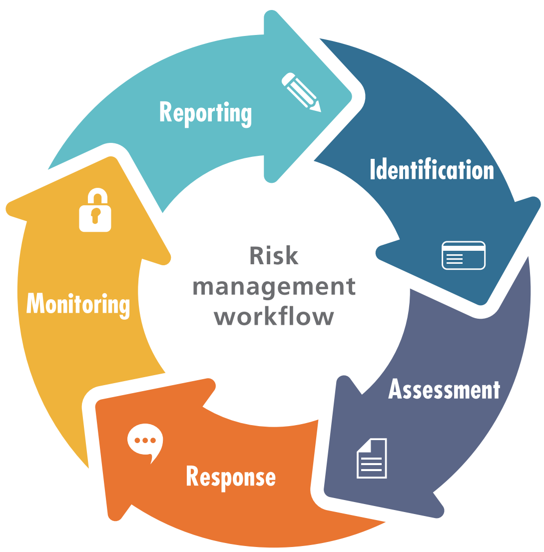

Figure 1: Risk management workflow

✓ **Refined and reiterated the risk management review frequency** — The frequency of risk management assessment and reporting of the Group was reiterated (to be at least once a year).

2. Risk assessment work of the Group for 2022

In addition to the aforesaid risk management framework at the group level, the Group continued its maintenance of the risk management system in 2022, details of which include the following:

- *Advance the implementation of material risk assessment results of the Group for the prior year*

  During the Year, the management of the Group followed up on the implementation of the measures in respect of the areas for improvement in management and control identified in the risk assessment for the prior year, establishing a continuous management and control cycle model of "Risk identification — Implementation of risk management and control — review and tracking — Continuous optimization" in order to ensure that the material risk management gaps have been effectively improved and to continuously improve the Group's ability to prevent and cope with risks (for details, please refer to Figure 2: Risk assessment, management and control model below).

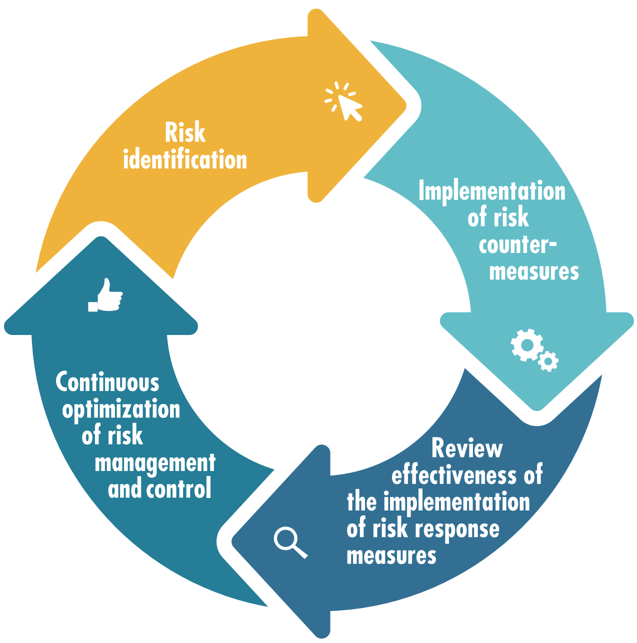

Figure 2: Risk assessment, management and control model

- *Conduct a comprehensive review of risk management system of the Group for the year 2022*

  The management of the Group updated the risk assessment standards and the risk database based on the changes in the external market environment and the internal operating environment, the progress of business and risk appetite. In addition, it adopted a systematic risk assessment method to review the changes in the nature and degree of the material risks that its business segments face, identified the material risks faced by its business segments, analyzed the status of risk management and control and countermeasures to be adopted and key risk management strategies, and reported the risk assessment results to the Audit Committee. The Audit Committee reviewed and assessed the changes in the nature and degree of material risks on behalf of the Board, and completed the review of the risk management systems and considered these systems effective and sufficient.

Internal Control

1. Enhancement of the internal control framework

The Group has established its own internal control system by making reference to the internal control framework of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) (please refer to figure 3: COSO Internal Control and Management Framework below). The Group's internal control system consists of five interdependent elements, which coordinate and operate to ensure the effectiveness of internal control functions of the Group. The five elements are: control environment, risk assessment, control activities, information and communication and monitoring activities.

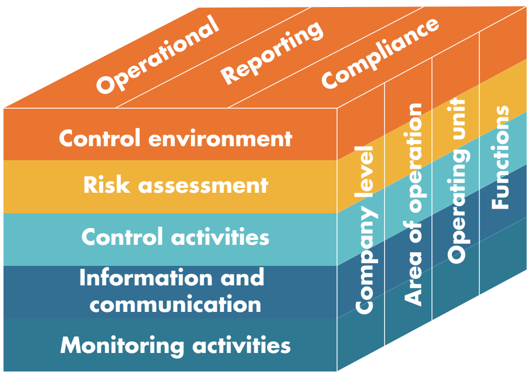

Figure 3: COSO Internal Control and Management Framework

The internal control system of the Group, as an integral part of its risk management, is established based on the risks faced by the Group. The management at the headquarters of the Group, its business segments and departments has designed and implemented a series of policies and procedures in view of the process relating to finance, operation and compliance, and monitors the implementation of these policies and procedures and their effectiveness.

2. Internal Audit

The Group has in place internal audit functions. In the future, the internal audit of the Group will continue to adopt a risk-based internal audit approach to ensure that significant matters of concern and risks are considered in the scope of the audit.

REVIEW OF RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

During the Year, the Group, through the Audit Committee, conducted a comprehensive review of the risk management and internal control systems of the Group for the financial year of 2022, which mainly involved the continuous advancement of risk assessment and the major assessment of the results of the internal control review for the prior year as well as the risk assessment and internal control review for key business process for the Year that covered the Group and its major business segments. All important aspects of control, including financial, operation and compliance areas, were reviewed, and the nature and severity change of major risks as well as the Group's ability to cope with the changes in its business and external environment, were reviewed, and these systems were considered effective and adequate.

The Audit Committee has reviewed the resources, staff qualifications and experience of the Company on accounting, internal audit and financial reporting functions as well as its staff training programs and budget and is satisfied with the results.

ANTI-CORRUPTION SYSTEM

The Group has set up a whistleblowing letterbox. The Audit Committee is responsible for following up and investigating alleged fraud incidents and assisting the Group in promoting a culture of integrity. When working with business partners, the Group requires them to sign the "Sunshine Integrity and Anti-Commercial Bribery Agreement for Business Partners", which sets out clear anti-corruption requirements and establishes the basis of integrity and probity for cooperation.

FRAMEWORK FOR DISCLOSURE OF INSIDE INFORMATION

The Company has put in place a framework for the handling and disclosure of inside information in compliance with the SFO. The framework sets out the procedures and internal controls, including but not limited to establishing controls for monitoring business and corporate developments and events so that any potential inside information is promptly identified and escalated, restricting access to inside information to a limited number of employees on a need-to-know basis, and ensuring employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality, for the handling and dissemination of inside information in a timely manner so as to allow all shareholders and stakeholders of the Group to assess the latest position of the Group.

AUDITOR'S REMUNERATION

For the Year, the emolument to the external auditor of the Company for the annual audit of financial statements amounted to approximately RMB4,800,000.

For the Year, the emolument of the external auditor of the Company for providing non-audit services amounted to approximately RMB1,407,000, for providing consultation and advisory service regarding corporate governance reporting and environmental, social and governance reporting.

AMENDMENTS TO THE COMPANY'S CONSTITUTIONAL DOCUMENTS

On 11 May 2022, the Shareholders have passed the special resolution approving the proposed adoption of the second amended and restated bye-laws of the Company, in order to bring them in line with the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules which came into effect on 1 January 2022 and the applicable laws of Bermuda, to provide flexibility to the Company in relation to the conduct of general meetings and other house-keeping amendments that are consistent with such amendments. The new Bye-laws of the Company is available on the Stock Exchange's website and the Company's website.

SHAREHOLDERS' RIGHTS

Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up share capital of the Company carrying the right of voting at the general meetings of the Company (the "**Eligible Shareholder(s)**") shall at all times have the right, by written requisition to the Board or the company secretary of the Company (the "**Company Secretary**"), to require a special general meeting ("**SGM**") to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. Eligible Shareholders who wish to convene a SGM must deposit a written requisition (the "**Requisition**") signed by the Eligible Shareholder(s) concerned to the principal place of business of the Company in Hong Kong at 15th Floor, China Evergrande Centre, 38 Gloucester Road, Wanchai, Hong Kong, for the attention of the Company Secretary. If within 21 days of the deposit of the Requisition the Board fails to proceed to convene such SGM, the Eligible Shareholder(s) himself/herself/themselves may do so in accordance with the provisions of section 74(3) of the Companies Act 1981 of Bermuda.

RIGHT TO NOMINATE DIRECTORS FOR ELECTION AT GENERAL MEETINGS

Shareholder who wishes to propose a person other than a Director of the Company for election as a Director must deposit a written notice (the "**Notice**") to the principal place of business of the Company in Hong Kong at 15th Floor, China Evergrande Centre, 38 Gloucester Road, Wanchai, Hong Kong, or the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited (the "**Hong Kong Branch Share Registrar**"), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for the attention of the Company Secretary. The Notice must state clearly the name of the Shareholder(s) and his/her/their shareholding, the full name of the person proposed for election as a Director, including the person's biographical details as required by Rule 13.51(2) of the Listing Rules, and be signed by the Shareholder concerned (not the person to be nominated). The Notice must also be accompanied by a letter of consent signed by the person nominated to be elected on his/her willingness to be elected as a Director. The period for lodgment of the Notice will commence on the day after the dispatch of the notice of the general meeting held for the election of Directors and end no later than seven (7) days prior to the date of such general meeting.

The Notice will be verified by the Hong Kong Branch Share Registrar and upon their confirmation that the request is proper and in compliance with the rules of procedures, the Company Secretary will ask the nomination committee of the Company and the Board to consider to include the resolution in the agenda for the general meeting proposing such person to be elected as a Director.

The right and procedures to convene a general meeting and to demand a poll on resolutions at general meetings by Shareholders are set out in the Company's amended and restated Bye-laws headed "General Meetings", "Notice of General Meetings", "Proceedings At General Meetings" and "Voting".

DISCLAIMERS

The contents of the sections headed "Shareholders' Rights" and "Right to Nominate Directors for Election at General Meetings" in this report are for reference only and in compliance with disclosure requirements, which do not represent and shall not be regarded as legal or other professional advice to the Shareholders. Shareholders should seek their independent legal or other professional advice as to their rights as shareholders of the Company. The Company disclaims any liability for all liabilities and losses incurred by the Shareholders in reliance upon any contents of the sections headed "Shareholders' Rights" and "Right to Nominate Directors for Election at General Meetings".

INVESTOR RELATIONS

The Company emphasises communication with investors so as to enhance the transparency of the Company, and stresses the importance of channels to collect and respond to the opinions of investors. The Company releases information and responded to questions from the media through press conferences and the Company's website, and communicates with the media on a regular basis.

Shareholders, investors and the media can make enquiries with us by the following methods:

By telephone: (852) 2287 9208/(852) 2287 9218/(852) 2287 9207
By post: 15th Floor, China Evergrande Centre, 38 Gloucester Road, Wanchai, Hong Kong

The Board has reviewed the implementation and effectiveness of the Group's communication policy including steps taken at the annual general meeting and the handling of queries received (if any) which were conducted during the year ended 31 December 2022, and considered the Group's communication policy effective and adequate.

pwc

羅兵咸永道

To the Shareholders of China Ruyi Holdings Limited
(incorporated in Bermuda with limited liability)

OPINION

What we have audited

The consolidated financial statements of China Ruyi Holdings Limited (the "Company") and its subsidiaries (the "Group"), which are set out on pages 64 to 171, comprise:

- the consolidated statement of financial position as at 31 December 2022;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

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

PricewaterhouseCoopers, 22/F Prince's Building, Central, Hong Kong
T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com

Independence

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

THE KEY AUDIT MATTER

The key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current period. The matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on the matter.

The key audit matter identified in our audit is summarised as follows:

- Impairment assessment of goodwill and operating licenses with indefinite useful life

The Key Audit Matter	How our audit addressed the Key Audit Matter
Impairment assessment of goodwill and operating licenses with indefinite useful life Refer to Notes 4(a) and 8 to the consolidated financial statements. As at 31 December 2022, there was goodwill and operating licenses with indefinite useful life with carrying amount of approximately RMB4,214,619,000 and RMB674,557,000, respectively, arisen from the acquisition of Virtual Cinema Entertainment Limited ("Virtual Cinema") in the previous year, which in aggregate represented approximately 37.0% of the total assets of the Group. Management performed impairment test of goodwill and operating licenses with indefinite useful life by comparing their carrying amounts to the recoverable amounts of relevant cash generating units ("CGUs"). Management determined the recoverable amounts of the CGUs based on value in use ("VIU"), which is the present value of the future cash flows expected to be derived from the CGUs. Based on the assessments, management considered no impairment is necessary in respect of the goodwill and operating licenses with indefinite useful life as at 31 December 2022.	Our procedures in relation to impairment assessment of goodwill and operating licenses with indefinite useful life included: • We obtained an understanding of management's internal control and process over the impairment assessment of goodwill and operating licenses with indefinitely useful life and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty, complexity and subjectivity; • We assessed the model used and challenged the reasonableness of key assumptions used in the impairment assessment of goodwill and operating licenses with indefinite useful life with the involvement of our internal valuation expert, such as the revenue growth rate, gross profit margin, pre-tax discount rate and terminal growth rate, by comparing these assumptions against historical performance, relevant market data and industry research;

The Key Audit Matter	How our audit addressed the Key Audit Matter
Impairment assessment of goodwill and operating licenses with indefinite useful life (Continued) We focused on this area due to the magnitude of the carrying amounts of goodwill and operating licenses with indefinite useful life and the fact that significant judgements and estimates were required by management as the VIU of the related CGUs is determined based on assumptions used in the cash flow forecast. The key assumptions adopted by management include the revenue growth rate, terminal growth rate, gross profit margin and pre-tax discount rate.	• We evaluated management's sensitivity analysis over the revenue growth rate, terminal growth rate, gross profit margin and pre-tax discount rate as adopted in the impairment test so as to assess the potential implication on the results of the impairment test for changes of assumptions within a reasonable range; and • We assessed the adequacy of related disclosures in the consolidated financial statements. Based on the work performed, we considered that the key assumptions and estimates adopted by management in the impairment assessment on goodwill and operating licenses with indefinite useful life were supportable by available evidences.

OTHER INFORMATION

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

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

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

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

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors .

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Cecilia, Lai Ting Yau.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 31 March 2023

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	31 December 2022 RMB'000	31 December 2021 RMB'000
ASSETS			
Non-current assets			
Property, plant and equipment	6	**9,414**	8,826
Right-of-use assets	7	**63,281**	68,600
Goodwill	8	**4,214,619**	4,214,619
Film and television programmes rights	15	**2,443,848**	1,403,045
Other intangible assets	8	**682,324**	684,821
Deferred tax assets	23	**19,922**	1,693
Investments accounted for using equity method	9	**34,897**	34,448
Financial assets at fair value through profit or loss	17	**488,738**	136,000
Financial assets at fair value through other comprehensive income	12	**480**	539
Prepayments and other non-financial assets	13	**57,969**	74,400
Deposits	14	**2,528**	—
		8,018,020	6,626,991
Current assets			
Film and television programmes rights	15	**1,617,136**	1,178,828
Inventories	10	**986**	2,257
Prepayments and other non-financial assets	13	**246,059**	326,978
Other receivables and deposits	14	**1,112,395**	239,332
Trade receivables	16	**936,344**	1,061,197
Financial assets at fair value through profit or loss	17	**98,309**	44,846
Cash and cash equivalents	18	**1,189,720**	1,139,463
		5,200,949	3,992,901
Total assets		**13,218,969**	10,619,892
EQUITY			
Equity attributable to equity holders of the Company			
Share capital	19	**193,805**	180,467
Share premium	19	**9,379,095**	7,752,893
Other reserves	20	**(54,811)**	40,240
Accumulated losses		**(1,546,850)**	(2,360,349)
		7,971,239	5,613,251
Non-controlling interests		**4,192**	6,165
Total equity		**7,975,431**	5,619,416

	Notes	31 December 2022 RMB'000	31 December 2021 RMB'000
LIABILITIES			
Non-current liabilities			
Borrowings	22	**1,719,916**	1,373,018
Lease liabilities	7	**21,703**	26,797
Deferred tax liabilities	23	**451,501**	501,958
Contingent consideration payable	34	**610,809**	1,373,719
Film and television programmes investment funds from investors	25	**398,027**	—
		3,201,956	3,275,492
Current liabilities			
Contract liabilities	5	**6,324**	16,083
Borrowings	22	**50,000**	150,000
Trade payables	24	**560,463**	50,418
Film and television programmes investment funds from investors	25	**327,008**	559,058
Other payables and accruals	26	**314,559**	80,603
Current income tax liabilities		**198,979**	168,432
Lease liabilities	7	**14,487**	13,531
Contingent consideration payable	34	**569,762**	686,859
		2,041,582	1,724,984
Total liabilities		**5,243,538**	5,000,476
Total equity and liabilities		**13,218,969**	10,619,892

The consolidated financial statements on pages 64 to 171 were approved by the Board of Directors on 31 March 2023 and were signed on its behalf.

Ke Liming
Director

Chen Xi
Director

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Notes	31 December 2022 RMB'000	31 December 2021 RMB'000
Revenue	5	**1,319,928**	2,318,132
Cost of revenue	27	**(1,058,313)**	(1,285,864)
Gross profit		**261,615**	1,032,268
Selling and marketing costs	27	**(60,713)**	(248,418)
Administrative expenses	27	**(251,924)**	(150,544)
Net impairment losses on financial assets	3.1(d)	**(102,290)**	(35,612)
Other income	29	**6,034**	7,682
Other gains — net	30	**1,031,025**	362,238
Operating profit		**883,747**	967,614
Finance costs	31	**(84,931)**	(34,545)
Finance income	31	**52,576**	382,673
Finance (cost)/income — net	31	**(32,355)**	348,128
Share of losses of associates accounted for using the equity method	9	**(1,551)**	(337)
Profit before income tax		**849,841**	1,315,405
Income tax expenses	32	**(62,289)**	(141,753)
Profit for the year, net of tax		**787,552**	1,173,652
Other comprehensive loss			
Items that may be reclassified to profit or loss:			
Changes at fair value through other comprehensive income		**(59)**	(14)
Currency translation difference		**(161,435)**	(11,559)
Items that will not be reclassified to profit or loss:			
Currency translation difference		**(863)**	5,437
Other comprehensive loss for the year, net of tax		**(162,357)**	(6,136)
Total comprehensive income for the year		**625,195**	1,167,516

	Notes	31 December 2022 RMB'000	31 December 2021 RMB'000
Profit attributable to:			
— Equity holders of the Company		**789,525**	1,175,339
— Non-controlling interests		**(1,973)**	(1,687)
		787,552	1,173,652
Total comprehensive income attributable to:			
— Equity holders of the Company		**627,168**	1,169,203
— Non-controlling interests		**(1,973)**	(1,687)
		625,195	1,167,516
Earnings per share for profit attributable to the equity holders of the Company for the years: (expressed in RMB cents per share)			
— Basic earnings per share	*33*	**8.430**	12.792
— Diluted earnings per share	*33*	**7.629**	11.056

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to equity holders of the Company						
	Share capital RMB'000 *(Note 19)*	Share premium RMB'000 *(Note 19)*	Other reserves RMB'000 *(Note 20)*	Accumulated losses RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
Balance at 1 January 2021	161,228	4,511,147	46,481	(3,535,688)	1,183,168	—	1,183,168
Comprehensive income							
Profit for the year	—	—	—	1,175,339	1,175,339	(1,687)	1,173,652
Other comprehensive loss							
Changes in the fair value of debt instruments at fair value through other comprehensive income	—	—	(14)	—	(14)	—	(14)
Currency translation difference	—	—	(6,122)	—	(6,122)	—	(6,122)
Total other comprehensive loss	—	—	(6,136)	—	(6,136)	—	(6,136)
Total comprehensive (loss)/income	—	—	(6,136)	1,175,339	1,169,203	(1,687)	1,167,516
Transactions with equity holders							
Capital contribution by non-controlling equity holders of subsidiaries	—	—	—	—	—	5,999	5,999
Issuance of ordinary shares as consideration for business combination	19,239	3,241,746	—	—	3,260,985	—	3,260,985
Non-controlling interest arising from business combination	—	—	—	—	—	1,853	1,853
Release of reserves upon deregistration of subsidiaries	—	—	(8,708)	—	(8,708)	—	(8,708)
Employees share option scheme *(Note 21)* — share-based compensation expenses	—	—	8,603	—	8,603	—	8,603
Total transactions with equity holders	19,239	3,241,746	(105)	—	3,260,880	7,852	3,268,732
Balance at 31 December 2021	180,467	7,752,893	40,240	(2,360,349)	5,613,251	6,165	5,619,416

	Attributable to equity holders of the Company						
	Share capital RMB'000 *(Note 19)*	Share premium RMB'000 *(Note 19)*	Other reserves RMB'000 *(Note 20)*	Accumulated losses RMB'000	Total RMB'000	Non-controlling interests RMB'000	Total equity RMB'000
Balance at 1 January 2022	180,467	7,752,893	40,240	(2,360,349)	5,613,251	6,165	5,619,416
Comprehensive income							
Profit for the year	—	—	—	789,525	789,525	(1,973)	787,552
Other comprehensive loss							
Changes in the fair value of debt instruments at fair value through other comprehensive income	—	—	(59)	—	(59)	—	(59)
Currency translation difference	—	—	(162,298)	—	(162,298)	—	(162,298)
Total other comprehensive loss	—	—	(162,357)	—	(162,357)	—	(162,357)
Total comprehensive (loss)/income	—	—	(162,357)	789,525	627,168	(1,973)	625,195
Transactions with equity holders							
Issuance of ordinary shares *(Note 19)*	13,338	1,626,202	—	—	1,639,540	—	1,639,540
Release of reserves upon deregistration of subsidiaries	—	—	(23,974)	23,974	—	—	—
Employees share option scheme — share-based compensation expenses	—	—	91,280	—	91,280	—	91,280
Total transactions with equity holders	13,338	1,626,202	67,306	23,974	1,730,820	—	1,730,820
Balance at 31 December 2022	193,805	9,379,095	(54,811)	(1,546,850)	7,971,239	4,192	7,975,431

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CASH FLOWS

	Notes	31 December 2022 RMB'000	31 December 2021 RMB'000
Cash flows from operating activities			
Cash used in operations	*35(a)*	**(250,769)**	(1,469,253)
Interest paid		**(1,999)**	(2,007)
Interest received		**3,002**	6,292
Income tax paid		**(72,797)**	(2,487)
Net cash used in operating activities		**(322,563)**	(1,467,455)
Cash flows from investing activities			
Purchase of property, plant and equipment		**(1,665)**	(2,932)
Purchase of intangible assets	*8*	**—**	(247)
Purchase of right-of-use assets	*7*	**—**	(29,118)
Purchase of financial assets at fair value through profit or loss	*17*	**(435,584)**	(185,270)
Proceeds from disposal of property, plant and equipment		**7,826**	—
Proceeds from disposal of financial assets at fair value through profit or loss	*17*	**—**	27,383
Advance of receivables from investments in films and television programmes rights		**(923,094)**	—
Repayment of receivables from investments in films and television programmes rights		**50,000**	—
Prepayment in investment in an unlisted entity	*13*	**(50,000)**	—
Investment in investments accounted for using the equity method	*9*	**(2,000)**	(34,785)
Cash acquired from business combination		**—**	89,986
Dividend income from financial assets at fair value through other comprehensive income		**37**	—
Interest received from investments in film and television programmes rights		**3,041**	—
Net cash used in investing activities		**(1,351,439)**	(134,983)
Cash flows from financing activities			
Proceeds from issuance of ordinary shares	*19*	**1,639,540**	—
Proceeds from borrowings	*22*	**50,000**	1,723,801
Contribution from non-controlling interests		**—**	5,999
Repayment of borrowings		**—**	(5,000)
Repayment of principal elements of leases	*35(b)*	**(13,350)**	(14,764)
Net cash generated from financing activities		**1,676,190**	1,710,036
Net increase in cash and cash equivalents		**2,188**	107,598
Cash and cash equivalents at the beginning of the year		**1,139,463**	1,031,092
Exchange gain on cash and cash equivalents		**48,069**	773
Cash and cash equivalents at end of year	*18*	**1,189,720**	1,139,463

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

1 GENERAL INFORMATION

China Ruyi Holdings Limited (the "Company") was incorporated in Bermuda with limited liability and is engaged in investment holding. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The Company and its subsidiaries (the "Group") are principally engaged in content production and online streaming, online gaming service, internet community services and related businesses, manufacture and sales of accessories.

The Company's ordinary shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

These consolidated financial statements are presented in thousands of Renminbi ("RMB") and all values are rounded to the nearest thousand ("RMB'000"), unless otherwise stated. These consolidated financial statements have been approved for issue by the board of directors (the "Board", or "Directors") of the Company on 31 March 2023.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRS") and disclosure requirements of the Hong Kong Companies Ordinance ("HKCO") Cap. 622. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through other comprehensive income, financial assets at fair value through profit or loss, and contingent consideration payable which are stated at fair value.

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(a) New and amended standards adopted by the Group

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2022:

Annual improvements Project	Annual improvements to HKFRSs 2018–2020 (amendments)
Amendments to HKAS 3, HKAS 16, and HKAS 37	Narrow-scope amendments (amendments)
Amendment to HKAS 16	COVID-19-Related Rent Concessions beyond 2021 (amendments)
Amendment to AG 5	Revised Accounting Guideline 5 Merger Accounting for Common Control Combinations

The adoption of the above new and amended standards did not have any significant impact on the Group's accounting policies and did not require retrospective adjustments.

(b) New and amendments to existing standards have been issued but are not effective for the financial year beginning on 1 January 2022 and have not been early adopted by the Group

		Effective for annual periods beginning on or after
HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies (amendments)	1 January 2023
HKAS 8	Definition of Accounting Estimates (amendments)	1 January 2023
HKAS 12	Deferred tax related to assets and liabilities arising from a single transaction (amendments)	1 January 2023
HKFRS 17	Insurance Contracts (new standard)	1 January 2023
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current (amendments)	1 January 2024
Amendments to HKAS 1	Non-current Liabilities with Covenants (amendments)	1 January 2024
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback (amendments)	1 January 2024
HK Int 5 (Revised)	Hong Kong Interpretation 5 (Revised) Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause (HK Int 5 (Revised))	1 January 2024
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (amendments)	A date to be determined by the IASB

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(b) New and amendments to existing standards have been issued but are not effective for the financial year beginning on 1 January 2022 and have not been early adopted by the Group (Continued)

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

2.2 Principles of consolidation and equity accounting

(a) Subsidiaries

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

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

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

Subsidiaries controlled through contractual arrangements

The Group's wholly-owned subsidiaries have entered certain contractual arrangements (the "Contractual Arrangements") with the Company's subsidiaries' (all established in the People's Republic of China ("PRC")) equity holders, which enable the Group to:

— exercise effective financial and operational control over the variable interest entities ("VIE");

— exercise equity holders' voting rights of the VIE;

— receive substantially all of the economic interest and returns generated by the VIE in consideration for the business support, technical and consulting services provided by the wholly foreign-owned enterprise ("WFOE"), at the WFOE's discretion;

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Principles of consolidation and equity accounting (Continued)

(a) Subsidiaries (Continued)

— obtain an irrevocable and exclusive right to purchase the entire equity interest in the VIE from the equity holders; and

— obtain a pledge over the entire equity interest in the VIE from its equity holders as collateral security for all of the VIE's payments due to the WFOE and to secure performance of the VIE's obligations under the VIE Contracts, respectively.

The Group does not have any equity interest in the VIE. However, as a result of the contractual arrangements, the Group has rights to variable returns from its involvement with the VIE and has the ability to affect those returns through its power over the VIE and is considered to control the VIE. Consequently, the Group regards the VIE as controlled structure entities and consolidated the financial position and result of operations of the VIE in the consolidated financial statements.

Nevertheless, there are still uncertainties regarding the interpretation and application of current and future PRC laws and regulations. The Directors of the Group, based on the advice of its legal counsel, consider that the use of contractual arrangements does not constitute a breach of relevant laws and regulations.

(b) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

(c) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Principles of consolidation and equity accounting (Continued)

(d) Joint arrangements

Under HKFRS 11 Joint Arrangements investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has joint operations.

Joint operations

The Group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the consolidated financial statements under the appropriate headings.

(e) Changes in ownership interests

When the Group ceases to consolidate for an investment because of a loss of control, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs.

2.3 Business combinations

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

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Business combinations (Continued)

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKFRS 9 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

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

2.4 Separate financial statements

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers (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.

2.6 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in RMB, which is the presentation currency of the Company. The functional currency of the Company is Hong Kong dollars ("HK$").

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses that relate to borrowings are presented in the statement of profit or loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit or loss on a net basis within other gains — net.

(c) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet,

- income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions), and

- all resulting currency translation differences are recognised in other comprehensive income.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Property, plant and equipment

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

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

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

Leasehold improvements	Over the shorter of lease term and useful life
Plant and machinery	5–10 years
Furniture, fixtures and equipment	5–10 years
Network equipment	3 years
Motor vehicles	4–5 years

The residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within "Other gains — net" in profit or loss.

2.8 Intangible assets

(a) Acquired internet platform

Separately acquired internet platform is shown at historical cost. The platform has a finite useful life and is carried at cost less accumulated amortisation.

Amortisation is calculated using the straight-line method to allocate the cost over its estimated useful lives of three years.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Intangible assets (Continued)

(b) Internal development costs

Internal costs incurred on development projects (relating to the upgrade of the internet platform) are capitalised as intangible assets when recognition criteria are met:

- it is technically feasible to complete the application so that it will be available for use;
- management intends to complete the application and use or sell it;
- there is an ability to use or sell the application;
- it can be demonstrated how the application will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the application are available; and
- the expenditure attributable to the application during its development can be reliably measured.

Directly attributable costs that are capitalised include employment costs and an appropriate portion of relevant overheads. Development costs previously recognised as an expense is not recognised as an asset in a subsequent period. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use on a straight-line basis over their estimated useful lives of three years.

Research expenditure and development expenditure that do not meet the capitalisation criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

(c) Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

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

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use ("VIU") and the fair value less costs of disposal ("FVLCD"). Any impairment is recognised immediately as an expense and is not subsequently reversed.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Intangible assets (Continued)

(d) Operating licences

Separately acquired licences are shown at historical cost. Licences acquired in a business combination are recognised at fair value at the acquisition date.

Operating licences for production and distribution of television drama series, television programs and films in the PRC have indefinite useful lives. The renewal of these licences are subject to the approval of the relevant bureau. In the opinion of the Directors of the Company, the renewal of these licences will continue to be approved with minimal costs and accordingly, they are deemed to have indefinite lives. These intangible assets will not be amortised until their useful lives are determined to be finite. Instead they will be tested for impairment annually and whenever there is an indication they may be impaired.

(e) Software

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets. Software acquired in a business combination are recognised at fair value at the acquisition date.

Capitalised development costs are recorded as intangible assets and amortised over its useful life of 5 years from the point at which the asset is ready for use.

2.9 Film and television programmes rights

(a) Film and television programmes rights under production

Film and television programmes rights under production are carried at cost, less accumulated impairment loss. Cost includes procurement of film and television scripts, salary of directors and actors and other direct costs or expenses incurred during the production of films and television programmes rights.

Film and television programmes rights under production are transferred to "film and television programmes rights completed" upon completion of production.

(b) Film and television programmes rights completed

Film and television programmes rights completed are carried at cost, less accumulated amortisation and accumulated impairment losses, if any. The films and television programmes rights might be released through various distribution channels, such as theatrical release, television release or internet release, and other licensing arrangement. However, if the Group plans to consume the future economic benefits of the films and television rights substantially through the first theatrical or television release, the amortisation is then charged to profit or loss over the period of the first release of those film and television programmes rights through theatrical release or television release. Cost of television programmes rights is charged to profit or loss upon the delivery of master tapes of the respective television programmes.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Film and television programmes rights (Continued)

(c) Licensed film and television programmes rights

Licensed film and television programmes rights represent the Group's investments in film and television programmes rights licenses. The Group acquired or licensed rights from third parties for broadcasting of films or television programmes series on its online streaming platform or sub-licensing the license rights to other parties. Licensed film and television programmes rights are carried at cost, less accumulated amortisation and accumulated impairment losses, if any.

The Group allocates cost of film and television programmes rights relevant to sub-licenseing and recognise it as cost of revenue when sub-licensing the license rights to other parties.

For the rest of cost which the expected future economic benefits are expected to be consumed by subscription on the online streaming platform, it is amortised on a straight-line basis over their estimated useful lives of primarily 2-3 years. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimation being accounted for on a prospective basis.

(d) Current and non-current classification and derecognition

Film and television programmes rights are classified as current assets if the expected time to complete the production is within the Group's operating cycle. The remaining film and television programmes rights are classified as non-current assets.

Film and television programmes rights are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of film and television programmes rights, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

(e) Impairment

Film and television programmes rights completed and licensed film and television programmes rights are tested for impairment when impairment indicators existed, while film and television programmes rights under production are tested for impairment annually regardless of whether impairment indicators existed.

In determining whether there is any impairment indicator on film and television programmes rights completed, the Group considered, on a title-by-title basis, factors such as current market condition, political environment, latest regulatory changes, and whether there is any adverse change on the expected performance and distribution plan.

In determining whether there is any impairment indicator on the licensed film and television programmes rights, management considered them, on a portfolio basis as one CGU, together with the Group's online streaming platform where the licensed film and television programmes rights are available for subscription on its online streaming platform.

When impairment assessment is needed, management will perform impairment assessment by determining the recoverable amount through value-in-use method, which will be calculated based on the present value of future cash flows directly generated by the relevant film and television programmes rights.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Film and television programmes investment funds from investors

The amounts represent investments made by certain investors in respect of film rights developed by the Group and the amounts payable to these investors. In accordance with the terms of the respective investment agreements, the investors are entitled to the rights to recoup their investment amounts as appropriate by the predetermined percentage of income to be generated from the films. The financial liabilities are measured at amortised cost.

2.11 Impairment of other non-financial assets

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

2.12 Investments and other financial assets

(a) Classification

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

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

- those to be measured at amortised cost.

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

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Investments and other financial assets (Continued)

(b) Recognition and derecognition

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

(c) Measurement

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

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

Debt instruments

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

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

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Investments and other financial assets (Continued)

(c) Measurement (Continued)

Debt instruments (Continued)

- Financial assets at fair value through profit or loss ("FVPL"): Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains-net in the period in which it arises.

Equity instruments

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

Changes in the fair value of financial assets at FVPL are recognised in other gains- net in the statement of comprehensive income as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(d) Impairment

The Group has the following types of financial assets subject to HKFRS 9's expected credit loss model:

- Trade receivables;
- Deposits and other receivables;
- FVOCI; and
- Cash and cash equivalents.

The Group assesses, on a forward-looking basis, the expected credit losses associated with these financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

Impairment on deposits and other receivables, FVOCI and cash and cash equivalents is measured as either 12-month expected credit losses or lifetime expected credit loss, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime expected credit losses. To manage risk arising from cash and cash equivalents, the Group only transacts with state-owned or reputable financial institutions. There has been no recent history of default in relation to these financial institutions.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Investments and other financial assets (Continued)

(d) Impairment (Continued)

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized (such as an improvement in the debtor's credit rating), the reversal of the previously recognized impairment loss is recognized in profit or loss.

2.13 Financial liabilities

(a) Initial recognition and measurement

Financial liabilities of the Group are classified, at initial recognition, at amortised cost. All financial liabilities are recognised initially at fair value and, in the case of financial liabilities at amortised cost, net of directly attributable transaction costs.

(b) Subsequent measurement

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

(c) Derecognition

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

2.14 Financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

2.15 Inventories

Inventories mainly consist raw material, work in progress and finished goods of textile fabric, accessories for photographic and electrical products on manufacture and sales of accessories business.

All the inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost excludes borrowing costs. Costs are assigned to individual items of inventory on the basis of weighted average costs. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Trade and other receivables

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

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

See Note 14 and Note 16 for further information about the Group's accounting for trade and other receivables and Note 3.1(d) for a description of the Group's impairment policies.

2.17 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

2.18 Share capital

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

2.19 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2.20 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the profit or loss over the period of the borrowings using the effective interest method.

Fees paid to the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that part or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Borrowings (Continued)

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the respective balance sheet date.

2.21 Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

2.22 Current and deferred income tax

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

(a) Current income tax

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

(b) Deferred income tax

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

The deferred tax liability in relation to investment property that is measured at fair value is determined assuming the property will be recovered entirely through sale.

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Current and deferred income tax (Continued)

(b) Deferred income tax (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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

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

2.23 Employee benefits

(a) Employee leave entitlements

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

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

(b) Retirement benefits

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

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

The Group also participates in a pension scheme under the rules and regulations of the Mandatory Provident Fund Scheme Ordinance ("MPF Scheme") for all employees in Hong Kong, which is a defined contribution retirement scheme. The contributions to the MPF Scheme are based on minimum statutory contribution requirement of 5% of eligible employees' relevant aggregate income. The assets of this pension scheme are held separately from those of the Group in independently administered funds.

The Group's contributions to the defined contribution retirement schemes are expensed as incurred.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 Share-based payments

(a) Equity-settled share-based payment transactions

The Group operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price), if any;
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- including the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date. At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-market performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated income statement, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

(b) Share-based payment transactions among Group entities

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity in the parent entity accounts.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.25 Provisions

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

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

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2.26 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for the sales of goods and provision of internet platform services in the ordinary course of the Group's activities.

Revenue is recognised when or as the control of the services is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the services may be transferred over time or at a point in time.

Control of the goods or services is transferred over time if the Group's performance:

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

If control of the services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the services. Specific criteria where revenue is recognised are described below.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.26 Revenue recognition (Continued)

When either party to a contract has performed, the Group presents the contract in the consolidated statement of financial position as a contract asset or a contract liability, depending on the relationship between the entity's performance and the customer's payment.

If a customer pays consideration or the Group has a right to an amount of consideration that is unconditional, before the Group transfers a service to the customer, the Group presents the contract as a contract liability when the payment is made or a receivable is recorded (whichever is earlier). A contract liability is the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset represents the Group's right to consideration for the services that the Group has transferred to the customers but is not yet unconditional. A receivable is recorded when the Group has an unconditional right to consideration. A right to consideration is unconditional if only the passage of time is requited before payment of that consideration is due.

Revenue is recognised when specific criteria have been met for the Group's activity as described below:

(a) Sales of goods

The Group manufactures and sells accessories for photographic and electrical products in wholesale market, and sells building furnishing materials in wholesale and retail market. Revenue from sales of goods are recognised when the products have been delivered to the customers.

(b) Provision of internet community services

The Group provides an internet platform on which suppliers can exhibit furniture and home appliance products and another internet platform on which suppliers can exhibit building furnishing materials, and the users can access and purchase these products from the platform offered by suppliers. The Group is not the primary obligor, does not bear the inventory risk nor have the ability to establish the price. Upon successful sales, the Group will charge the suppliers a service fee based on the transactions amount. The suppliers are our customers as these suppliers are the primary obligor to provide goods and delivery service to the users and the performance obligation of the Group is to provide matching service for the suppliers. The platform service fee is determined as a percentage of the transaction amount achieved by using the Group's platform and paid by suppliers as commission revenue. The Group acts as an agent in this transaction and recognises revenue when the matching service is completed.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.26 Revenue recognition (Continued)

(c) Content production

The Group invests in and produces entertainment content such as film and television programmes series. Revenue derived from box office income and sub-licensing of film and television programmes rights is recognised at a point in time when the control of the entertainment content is transferred to the customers so that the customers can direct the use and obtain associated benefit.

(d) Online streaming

The Group's online streaming business focus on the monetisation of paid memberships as well as high quality licenses procured from different major international and domestic leading copyright suppliers, all of which are empowered by the pumpkin films online streaming platform operated by the Group and the experiences and knowledge of key management team of the online streaming business who have years of experiences in the industry.

Under such online streaming business model, the Group provides the users with membership services under the pumpkin films online streaming platform, and also sub-licenses film and television programmes rights to corporate customers.

For the membership services, the revenue is recognised over time during the period of membership as the users simultaneously receives and consumes the benefits provided by the membership services. For the sub-licensing of film and television programmes rights, the revenue is recognised at the point in time when the film and television programmes rights are available to the licensee and the licensee is able to use and benefit from the license, generally on delivery of mater file of the film and television programmes rights when a customer is provided with a right to film and television programmes rights.

(e) Online gaming

During the year ended 31 December 2022, the Group acted as a publisher of two mobile games developed by third party game developers. The Group licenses these mobile games from game developers and earns service fees revenue by making a localized version of the licensed games and publishing them to the game players through distribution channels, including various mobile application stores and software websites, as well as other game publishers with cooperation relationship with the Group (collectively referred to as "Distribution Channels"). The mobile games published by the Group which are operated under a free-to-play model whereby game players can download the games free of charge and are charged for the purchase of in-game virtual items via payment channels, such as various mobile carriers and third-party internet payment systems (collectively referred to as "Payment Channels", Distribution Channels and Payment Channels collectively referred to as "Platforms").

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.26 Revenue recognition (Continued)

(e) Online gaming (Continued)

With respect to the aforementioned Group's game license arrangements, the Group's primary responsibilities are the provision of market promotion and customer support services and considered itself as the agent of the game developers (i.e. the Group's customers) given that the (i) game developers are responsible for providing the game products desired by the game players; (ii) the costs incurred by the developers to develop the games are more than the licensing costs and game localizations costs incurred by the Group; (iii) the hosting and maintenance of game servers for running the online mobile games is the responsibility of the developers; (iv and v) the developers have the right to review and approve the pricing of in-game virtual items and the specification, modification or update of the game made by the Group. Accordingly, the Group recognises its game publishing service revenue from these licensed games on a net basis, net of the amounts paid to the game developers and commission fees paid to the Distribution Channels and Payment Channels.

The Group considers it provides a series of distinct services that are substantially the same and have the same pattern of transfer to the game developers who simultaneously receive and consume the benefits provided by the Group's services. As such, revenue is recognised in the month when related sales of in-game virtual items occur.

2.27 Film investment income

Film investment income is recognised in profit or loss when the right to receive payment is established.

2.28 Earnings per share

(a) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares

- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.28 Earnings per share (Continued)

(b) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2.29 Interest income

Interest income from financial assets at FVPL is included in fair value change in financial assets at FVPL on these assets.

Interest income on financial assets at amortised cost calculated using the effective interest method is recognised in the consolidated statement of comprehensive income as part of other income.

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes.

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

2.30 Dividend income

Dividends are received from financial assets measured at FVPL and at FVOCI. Dividends are recognised as other income in profit or loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of an investment. In this case, the dividend is recognised in OCI if it relates to an investment measured at FVOCI. However, the investment may need to be tested for impairment as a consequence.

2.31 Leases

Leases in which a significant portion of the risks and rewards of ownership were not transferred to the Group as lessee were classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.31 Leases (Continued)

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

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

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by China Ruyi Holdings Limited, which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g., term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.31 Leases (Continued)

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

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

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Lease modification is a change in the scope of a lease, or the consideration for a lease, that was not part of its original terms and conditions. After the commencement date, the Group remeasures the lease liability to reflect any lease modification using the interest rate implicit in the lease for the remainder of the lease term. If that rate cannot be determined, the lessee's incremental borrowing rate at the effective date of the lease modification is used. The Group adjusts the carrying amount of the right-of-use asset for the remeasurement of the lease liability. If the carrying amount of the right-of-use asset has already been reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in profit or loss.

2.32 Dividend distribution

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.33 Government grant

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

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

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

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

This note explains the Group's exposure to financial risks and how these risks could affect the Group's future financial performance. Current year profit or loss information has been included where relevant to add further context.

The Group's management monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyses exposures by degree and magnitude of risks. These risks include market risk (including foreign exchange risk, price risk and interest rate risk), credit risk and liquidity risk.

(a) Foreign exchange risk

Foreign exchange risk arises when future commercial transactions and net monetary assets and liabilities are denominated in RMB, United States dollars ("US$"), Euro ("EUR") and HK$, currencies other than the functional currencies of respective group entities.

The Group has not used any forward contracts, currency borrowings and other means to hedge its foreign currency exposure but manages through constant monitoring to limit as much as possible its net exposure.

The Group manages its foreign exchange risk by closely monitoring the movement of the foreign currency rates. In the opinion of directors, HK$ are reasonably stable against the US$ under the Linked Exchange Rate System, and accordingly, no sensitivity analysis with respect to the US$ against HK$ is performed.

Most of the transactions of the Company and its major subsidiaries are denominated in their respective functional currency. The Company and its subsidiaries do not have significant financial assets or financial liabilities denominated in currencies other than their functional currencies. Accordingly, the Group does not have significant foreign currency exposure.

The directors of the Company are of the opinion that the impact on exchange difference for EUR, RMB and HK$ are immaterial as at 31 December 2022 and 2021 due to most of the transactions of the Company and its major subsidiaries are denominated in their respective functional currency. The Company and its subsidiaries do not have significant financial assets or financial liabilities denominated in currencies other than their functional currencies. Accordingly, the Group does not have significant foreign currency exposure.

(b) Price risk

The Group's exposure to price risk arises from investments held by the Group and classified in the consolidated statement of financial position either as FVOCI or at FVPL.

At 31 December 2022, if the fair values of the investments classified as financial assets at FVPL and FVOCI had been 5% higher/lower, with all other variables held constant, the Group's pre-tax profit and other components of equity would have been approximately RMB29,352,000 higher/lower (2021: RMB9,042,000 higher/lower) and approximately RMB24,000 higher/lower (2021: RMB27,000 higher/lower) respectively. Pre-tax profit for the year would increase/decrease as a result of gains/losses on financial asset classified as at FVPL. Other components of equity would increase/decrease as a result of gains/losses on financial asset classified as FVOCI.

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factor (Continued)

(c) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank deposits and fair value interest rate risk in relation to fixed-rate other borrowings and interest-free other borrowing, respectively.

The Group currently does not have a policy to hedge against the interest rate risk as management does not expect any significant interest rate risk as at the end of the reporting period.

At 31 December 2022, if interest rates had been 50 basis points higher/lower, with all other variables held constant, the pre-tax profit for the year would have been approximately RMB5,949,000 higher/lower (2021: RMB5,697,000 higher/lower), mainly as a result of higher/lower interest income from bank balances.

(d) Credit risk

The Group is exposed to credit risk in relation to its financial asset at FVOCI, trade and other receivables and cash and cash equivalents.

The carrying amounts of financial asset at FVOCI, trade and other receivables and cash and cash equivalents represent the Group's maximum exposure to credit risk in relation to financial assets.

(i) Risk management

As at 31 December 2022, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

At 31 December 2022 and 2021, 79% and 88% of the total trade receivables was due from the Group's five largest customers. The directors of the Company consider these counterparties with good credit worthiness based on their past repayment history. The directors closely monitor the subsequent settlement of the customers. The Group does not grant long credit period to the counterparties.

In order to minimise the credit risk, management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade receivables at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts.

Substantially all of the Group's bank deposits are deposited with major financial institutions incorporated in the PRC and Hong Kong, which management believes are of high credit quality without significant credit risk.

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factor (Continued)

(d) Credit risk (Continued)

(ii) Impairment of financial assets

The Group has the following types of financial asset that is subject to the expected credit loss models:

- Cash and cash equivalents
- Trade receivables
- Deposits and other receivables
- Financial assets at FVOCI

While cash and cash equivalents and financial assets at FVOCI were also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

Trade receivables

The Group applies the HKFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables. The Group measures the expected credit losses on a combination of both individual and collective basis.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics.

Measurement of expected credit loss on individual basis

Trade receivables with known insolvencies are assessed individually for impairment allowances and are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a prepayment plan with the Group, and a failure to make contractual payments. As at 31 December 2022, the balance of loss allowance in respect of these individually assessed receivables was approximately RMB63,853,000 (as at 31 December 2021: RMB11,671,000).

Measurement of expected credit loss on collective basis

Expected credit losses are also estimated by grouping the remaining receivables based on shared credit risk characteristics and collectively assessed for likelihood of recovery, taking into account the nature of the customer, its geographical location and its ageing category, and applying the expected credit loss rates to the respective gross carrying amounts of the receivables.

The group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factor (Continued)

(d) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

Trade receivables (Continued)

Measurement of expected credit loss on collective basis (Continued)

To measure the expected credit losses, trade receivables have been grouped into below groups based on shared credit risk characteristics:

— State-owned companies and listed companies

For trade receivables from state-owned companies and/or listed companies and their subsidiaries, the management uses modelling approach that incorporated key parameters and assumptions ,including probability of default, loss given default, exposure at default, with reference to external information from reputable external agencies such as Moody's.

— Other customers

For trade receivables from other customers being private companies that are neither state-owned or listed, the expected loss rates are based on the corresponding historical credit losses experienced, industry credit loss rates and aging profiles of trade receivables over a period of 24 months before 31 December 2022 or 1 January 2022 respectively within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the urban per capital disposable income of the PRC in which the Group sells its goods and services to be the most relevant factor, and accordingly adjusts the historical loss rates based on expected changes in this factor.

As at 31 December 2022, the amount of loss allowance in respect of these collectively assessed receivables was approximately RMB34,547,000 (as at 31 December 2021: RMB1,549,000).

Impairment losses on trade receivables are presented as 'net impairment losses on financial assets' in the consolidated statement of comprehensive income.

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factor (Continued)

(d) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

Deposits and other receivables

For deposits and other receivables, the expected credit loss is based on 12 months expected loss. It is the portion of lifetime expected credit loss that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime expected credit loss.

The Directors consider the probability of default upon initial recognition of assets and whether there has been significant increase in credit risk on an ongoing basis. To assess whether there is a significant increase in credit risk, the Group compares risk of a default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition.

Especially the following indicators are incorporated:

- external credit rating;

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the customer's ability to meet its obligations; and

- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers and changes in the operating results of the borrower.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment. Under such case, the other receivables are classified as stage 2 and subject to lifetime expected losses provision. When the other receivables became past due for more than 90 days, they are treated as credit-impaired and therefore classified as stage 3.

A default on a financial asset is when the counterparty fails to make contractual payments when they fall due.

Management uses three categories for other receivables which reflect their credit risk and how the loss provision is determined for each of those categories.

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factor (Continued)

(d) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

A summary of the assumptions underpinning the Group's expected credit loss model on other receivables is as follows:

Category	The Group's definition of category	Basis for recognition of expected credit loss provision
Stage 1	Other receivables whose credit risk is in line with original expectations.	12 month expected losses. Where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime
Stage 2	Other receivables for which a significant increase has occurred compared to original expectations; A significant increase in credit risk is presumed if interest and/or principal repayments are contractually past due less than 90 days.	Lifetime expected losses
Stage 3	Interest and/or principal repayments are more than 90 days contractually past due or it becomes probable that a customer will enter bankruptcy.	Lifetime expected losses

In calculating the expected credit loss rates, the Group considers historical loss rates for each category of debtors, and adjusts for forward-looking macroeconomic data.

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factor (Continued)

(d) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

The loss allowance for trade and other receivables as at 31 December 2022 and 2021 reconcile to the opening loss allowance as follows:

	Trade receivables RMB'000	Deposits and other receivables RMB'000	Total RMB'000
Balance as at 1 January 2021	7,055	2,285	9,340
Impairment provision	23,096	12,516	35,612
Acquired from business combination	3,763	—	3,763
Receivables written off as uncollectible	(20,694)	(14,555)	(35,249)
Balance as at 31 December 2021	13,220	246	13,466
Balance as at 1 January 2022	13,220	246	13,466
Impairment provision	85,192	17,098	102,290
Exchange difference	(12)	341	329
Balance as at 31 December 2022	98,400	17,685	116,085

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factor (Continued)

(d) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

On such basis, the loss allowance as at 31 December 2022 and 2021 was determined as follows for trade receivables:

	Up to 3 months past due RMB'000	3 to 6 months past due RMB'000	6 to 12 months past due RMB'000	Over 1 year past due RMB'000	Total RMB'000
As at 31 December 2022					
On collective basis					
Expected loss rate	**0.61%**	**0.99%**	**2.20%**	**9.76%**	**3.56%**
Gross carrying amount	**645,148**	**11,648**	**2,230**	**311,865**	**970,891**
Loss allowance provision	**3,953**	**115**	**49**	**30,430**	**34,547**
On individual basis					
Expected loss rate	**—**	**—**	**—**	**100.00%**	**100.00%**
Gross carrying amount	**—**	**—**	**—**	**63,853**	**63,853**
Loss allowance provision	**—**	**—**	**—**	**63,853**	**63,853**
Total					
Expected loss rate	**0.61%**	**0.99%**	**2.20%**	**25.09%**	**9.51%**
Gross carrying amount	**645,148**	**11,648**	**2,230**	**375,718**	**1,034,744**
Loss allowance provision	**3,953**	**115**	**49**	**94,283**	**98,400**
As at 31 December 2021					
On collective basis					
Expected loss rate	0.03%	0.60%	0.75%	1.09%	0.15%
Gross carrying amount	919,496	41,107	27,307	74,836	1,062,746
Loss allowance provision	278	248	205	818	1,549
On individual basis					
Expected loss rate	—	—	—	100.00%	100.00%
Gross carrying amount	—	—	—	11,671	11,671
Loss allowance provision	—	—	—	11,671	11,671
Total					
Expected loss rate	0.03%	0.60%	0.75%	14.44%	1.23%
Gross carrying amount	919,496	41,107	27,307	86,507	1,074,417
Loss allowance provision	278	248	205	12,489	13,220

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factor (Continued)

(d) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

On such basis, the loss allowance as at 31 December 2022 and 2021 was determined as follows for other receivables:

	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Total RMB'000
As at 31 December 2022				
Gross carrying amount				
Receivables from investment in film and television programmes rights	**1,045,953**	**—**	**—**	**1,045,953**
Amounts due from related parties	**10,318**	**—**	**—**	**10,318**
Others	**74,643**	**—**	**1,694**	**76,337**
	1,130,914	**—**	**1,694**	**1,132,608**
Loss allowance				
Receivables from investment in film and television programmes rights	**15,408**	**—**	**—**	**15,408**
Amounts due from related parties	**19**	**—**	**—**	**19**
Others	**564**	**—**	**1,694**	**2,258**
	15,991	**—**	**1,694**	**17,685**
Expected credit loss rate	**1.41%**	**—**	**100%**	**1.56%**
As at 31 December 2021				
Gross carrying amount				
Receivables from investment in film and television programmes rights	125,480	—	—	125,480
Amounts due from related parties	33,318	—	—	33,318
Others	80,780	—	—	80,780
	239,578	—	—	239,578
Loss allowance				
Receivables from investment in film and television programmes rights	129	—	—	129
Amounts due from related parties	34	—	—	34
Others	83	—	—	83
	246	—	—	246
Expected credit loss rate	0.10%	—	—	0.10%

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factor (Continued)

(e) Liquidity risk

Management aims to maintain sufficient cash and cash equivalents or have available funding through an adequate amount of available financing, including proceeds from advance receipts and long-term borrowings to meet its operating demands.

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

	Less than 1 year RMB'000	Between 1 and 2 years RMB'000	Between 2 and 5 years RMB'000	Total RMB'000
As at 31 December 2022				
Borrowings (including interest payable)	**51,825**	**195,000**	**1,847,754**	**2,094,579**
Trade payables *(Note 24)*	**560,463**	**—**	**—**	**560,463**
Film and television programmes investment funds from investors *(Note 25)*	**327,008**	**401,946**	**—**	**728,954**
Other payables (excluding provisions for other taxes)	**265,830**	**—**	**—**	**265,830**
Lease liabilities *(Note 7)*	**16,093**	**26,646**	**12,311**	**55,050**
Total	**1,221,219**	**623,592**	**1,860,065**	**3,704,876**
As at 31 December 2021				
Borrowings (including interest payable)	173,344	—	1,723,801	1,897,145
Trade payables *(Note 24)*	50,418	—	—	50,418
Film and television programmes investment fund from investors *(Note 25)*	559,058	—	—	559,058
Other payables (excluding provisions for other taxes)	47,306	—	—	47,306
Lease liabilities *(Note 7)*	16,351	15,396	19,634	51,381
Total	846,477	15,396	1,743,435	2,605,308

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital risk management

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to equity owners, issue new shares or sell assets to reduce debt.

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

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings divided by total assets, as shown in the consolidated statements of financial position. Total borrowings includes borrowings and lease liabilities.

The gearing ratios as at 31 December 2022 and 2021 were as follows:

	31 December 2022 RMB'000	31 December 2021 RMB'000
Total borrowings and lease liabilities	**1,806,106**	1,563,346
Total assets	**13,218,969**	10,619,892
Gearing ratio	**14%**	15%

There was no material changes to the gearing ratio during the year ended 31 December 2022.

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation

(a) Financial assets and liabilities

(i) Fair value hierarchy

The following table presents the Group's financial assets measured and recognised at fair value at 31 December 2022 and 2021 on a recurring basis:

	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
As at 31 December 2022				
Financial assets				
Financial assets at FVPL *(Note 17)*				
— Investments in listed equity securities	13,309	—	—	13,309
— Investment in unlisted funds	—	352,738	136,000	488,738
— Wealth management products	—	85,000	—	85,000
	13,309	437,738	136,000	587,047
Financial assets at FVOCI *(Note 12)*				
— Listed fund	480	—	—	480
	13,789	437,738	136,000	587,527

	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
As at 31 December 2022				
Financial liabilities				
Contingent consideration payable *(Note 34)*	—	—	1,180,571	1,180,571

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets and liabilities (Continued)

(i) Fair value hierarchy (Continued)

	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
As at 31 December 2021				
Financial assets				
Film rights investments *(Note 15)*	—	—	564	564
Financial assets at FVPL *(Note 17)*				
— Investments in listed equity securities	44,846	—	—	44,846
— Investment in unlisted funds	—	—	136,000	136,000
	44,846	—	136,564	181,410
Financial assets at FVOCI *(Note 12)*				
— Listed fund	539	—	—	539
	45,385	—	136,564	181,949

	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
As at 31 December 2021				
Financial liability				
Contingent consideration payable *(Note 34)*	—	—	2,060,578	2,060,578

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets and liabilities (Continued)

(i) Fair value hierarchy (Continued)

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period. The Group did not measure any financial assets or financial liabilities at fair value on a non-recurring basis as at 31 December 2022.

Financial instruments that are measured in the consolidated statement of financial position at fair value are disclosed by level of the following fair value measurement hierarchy:

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives and equity securities) is based on quoted market prices at the end of the reporting period. The quoted marked price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. The Group's Level 3 instruments comprised unlisted fund which are not traded in an active market. Fair values of these instruments have been determined using appropriate valuation techniques with references including quoted prices and asset-based value from financial institutions and other prices observed in recent transactions.

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets and liabilities (Continued)

(ii) Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 financial instruments of the Group for the years ended 31 December 2021 and 2022:

	Film rights investments RMB'000	Unlisted fund RMB'000	Film and television programmes investment funds from investors RMB'000	Contingent consideration payable RMB'000	Total RMB'000
Balance as at 1 January 2021	—	—	—	—	—
Addition	2,922	136,000	—	—	138,922
Acquisition from business combination	66,222	—	—	2,422,750	2,488,972
Changes in fair values	(99)	—	—	(362,172)	(362,271)
Disposals	(68,481)	—	—	—	(68,481)
Balance as at 31 December 2021	564	136,000	—	2,060,578	2,197,142
Balance as at 1 January 2022	**564**	**136,000**	**—**	**2,060,578**	**2,197,142**
Addition	**—**	**—**	**—**	**—**	**—**
Changes in fair values	**—**	**—**	**—**	**(988,615)**	**(988,615)**
Currency exchange difference	**—**	**—**	**—**	**108,608**	**108,608**
Derecognition	**(564)**	**—**	**—**	**—**	**(564)**
Balance as at 31 December 2022	**—**	**136,000**	**—**	**1,180,571**	**1,316,571**

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets and liabilities (Continued)

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

The following table summarises the information about the significant unobservable inputs and valuation techniques used in recurring level 3 fair value measurement:

Description	Fair value at 31 December 2022 RMB'000	2021 RMB'000	Fair value hierarchy	Current/ Non-current	Valuation techniques and key inputs and relationships of unobservable inputs to fair value
Financial assets at fair value through profit or loss:					
Film rights investments	—	564	Level 3	Non-current	Market approach Reference to a combination of unobservable inputs, including market multiples, discount rate for lack of marketability etc. The higher the market multiples, the higher the fair value. The lower the discount rate, the higher the fair value.
Unlisted fund	**136,000**	136,000	Level 3	Current	Market approach Reference to a combination of unobservable inputs, including market multiples, discount rate for lack of marketability etc. The higher the market multiples, the higher the fair value. The lower the discount rate, the higher the fair value.
Financial liabilities at fair value through profit or loss:					
Contingent consideration payable	**1,180,571**	2,060,578	Level 3	Current/ Non-current	Reference to a combination of unobservable inputs, including probability, stock price and volatility. The relationship of unobservable input to fair value. For details, refer to Note 34.

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation (Continued)

(a) Financial assets and liabilities (Continued)

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

See Note 34 for disclosure relating to the contingent consideration payable which is measured at fair value.

The fair value of the following financial assets and liabilities approximate their carrying amount:

- Trade and other receivables
- Cash and cash equivalents
- Trade and other payables
- Borrowings

There were no transfers between levels 1, 2 and 3 for recurring fair value measurements during the periods.

There were no other changes in valuation techniques during the periods.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements used in preparing the consolidated financial statements are evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that may have a significant effect on the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Impairment of goodwill and operating licenses with indefinite useful life

The Group tests annually whether goodwill and operating licenses with indefinite useful life have suffered any impairment, in accordance with the accounting policy stated in Note 2.8. The recoverable amounts of CGUs are determined based on VIU, which require the use of estimates and valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment and estimation is required in establishing fair values.

Based on management's assessment, there was no impairment on goodwill and operating licenses with indefinite useful life charged to administrative expenses during the years ended 31 December 2022 and 2021.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(b) Operating licenses with indefinite useful life

The production and distribution of film and television programmes rights are extensively regulated in the PRC, which requires certain licenses and approvals to conduct and develop Internet related business. The Group holds the certain licenses that are necessary for conducting the online streaming business in the PRC. Further, those licenses are subject to periodical renewal upon expiration. The Group can only provide the users with membership services on online streaming platform in the future with successful continuous renewal of these licenses.

The Group continuously reviews and assesses whether it complies with the criteria set by PRC legal system that need to be met when renew relevant licenses, as well as consider the historical renewal experience of itself and other market participants. Even though there are some uncertainties, the Group believes that it will comply with the relevant PRC laws and renewal conditions in the future.

(c) Measurement, amortisation and impairment of film and television programmes rights classified as intangible assets

At the end of each reporting period, the directors of the Group assessed the amortisation policy and expected useful lives of the film and television programmes rights classified as intangible assets. The determination of amortisation policy and expected useful lives requires management's significant judgement.

The Group amortised the film and television programmes rights completed based on the management's assessment of their potential benefits brought to the Group and the expected consumption pattern.

Based on the management's assessment, amortisation of film is charged to profit or loss over the period of the first release of the films through various distribution channels, such as theatrical release, television release or internet release, and other licensing arrangement. Cost of television programmes rights is charged to profit or loss upon the delivery of master tapes of the respective television programmes.

Other than the amortisation, the directors also performed impairment assessment on film and television programmes rights under production, and on licensed film and television programme rights and film and television programme rights completed which have been identified with impairment indicators, in accordance with the accounting policy stated in Note 2.9(e).

When performing the impairment assessment, the recoverable amount of the film and television programmes rights is determined based on VIU approach. If the recoverable amount is lower than the carrying amount, the carrying amount of the film and television programmes rights will be written down to its recoverable amount. The Group's estimation of impairment provision of film and television programmes rights reflects management's best estimate of future cash flows expected to be generated from film and television programmes rights.

Based on management's impairment assessment, impairment of film and television programmes rights amounting to approximately RMB295,838,000 was recognised in cost of revenue as detailed in Note 15(a).

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(d) Impairment of trade and other receivables

The Group makes allowances on receivables based on assumptions about risk of default and expected loss rates. The Group used judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

Where the expectation is different from the original estimate, such difference will impact the carrying amount of trade and other receivables and doubtful debt expenses in the periods in which such estimate has been changed. Details of the key assumptions and inputs used are disclosed in Note 3.1(d).

(e) Tax provisions

The Group is subject to turnover and income taxes in the PRC and Hong Kong. Judgement is required in determining the tax provision. There are certain transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. At the end of each reporting period, the Group reassess the provision for turnover and income taxes based on the reported financial results and the estimates of whether additional taxes will be due or any taxes are over or under provided. However where the final tax outcome of these matters is different from the provision amounts that were initially recorded by the Group, such difference will impact the tax provision in the year in which such determination is made.

(f) Subsidiaries arising from contractual arrangements

The Group does not hold equity shares directly or indirectly in VIE. However, as a result of the VIE Contacts, the Group has rights to variable returns from its involvement with the VIE; and the ability to affect those returns through its power over the VIE; and is considered to have control over the VIE. Consequently, the Group regards the VIE as an indirect subsidiary. The Group has included the financial position and results of the VIE in the condensed consolidated financial statements.

Nevertheless, these contractual arrangements may not be as effective as direct legal ownership in providing the Group with direct control over the VIE and uncertainties presented by the PRC legal system could impede the Group's beneficiary rights to the results, assets and liabilities of the VIE. The Group believes that these contractual arrangements are in compliance with the relevant PRC laws and regulations and are legally binding and enforceable.

5 SEGMENT INFORMATION

(a) Description of segments and principal activities

The CODM of the Group has been identified as the executive directors of the Company who is responsible for reviewing the Group's internal reporting in order to assess performance and allocate resources. Management has determined the operating segments based on these reports.

The directors of the Company assess the performance of the operating segments based on a measure of segment results. Certain corporate expenses, other income, other gains-net and finance income — net are not included in the results for each operating segment.

During the year ended 31 December 2022, due to changes in internal organisational structure and business scale, the Group's previous reportable segments of "Internet community and related business" and "Manufacture and sales of accessories business" are consolidated as "Other business" segment; the Group's previous reportable segment of "Content production and online streaming business" convert into two segments as "Content production business" and "Online streaming and online gaming businesses". Accordingly, the corresponding periods' comparative figures have also been restated.

Subsequent to the aforementioned changes in presentation, the Group's three reportable segments now comprised (1) Content production business, (2) Online streaming and online gaming businesses, and (3) Other businesses.

5 SEGMENT INFORMATION (Continued)

(b) Segment profit/(loss)

The segment results and other segment items included in the consolidated statement of comprehensive income for the year ended 31 December 2022 are as follows:

	Content production business RMB'000	Online streaming and online gaming businesses RMB'000	Other businesses RMB'000	Consolidated RMB'000
Revenue				
Timing of revenue recognition				
At a point	105,641	1,012,166	50,765	1,168,572
Over time	—	151,356	—	151,356
	105,641	1,163,522	50,765	1,319,928
Segment (loss)/profit	(283,115)	377,636	(82,115)	12,406
Unallocated corporate expenses				(97,277)
Unallocated other gains				981,919
Unallocated finance cost — net				(47,207)
Profit before income tax				849,841
Depreciation of property, plant and equipment	1,057	572	2,530	4,159
Depreciation of right-of-use assets	10,944	2,838	749	14,531
Amortisation of other intangible assets	7	2,490	—	2,497
Amortisation of film and television programmes rights	64,717	473,501	—	538,218
Share of losses of associate accounted for using the equity method	1,551	—	—	1,551
Impairment of film and television programmes rights	295,838	—	—	295,838

5 SEGMENT INFORMATION (Continued)

(b) Segment profit/(loss) (Continued)

The segment results and other segment items included in the consolidated statement of comprehensive income for the year ended 31 December 2021 are as follows:

	Content production business RMB'000	Online streaming business RMB'000	Other businesses RMB'000 (Restated)	Consolidated RMB'000
Revenue				
Timing of revenue recognition				
At a point	1,296,216	667,378	60,607	2,024,201
Over time	—	251,478	42,453	293,931
	1,296,216	918,856	103,060	2,318,132
Segment profit/(loss)	375,752	321,143	(71,641)	625,254
Unallocated corporate expenses				(22,646)
Unallocated other gains				361,924
Unallocated finance income — net				350,873
Profit before income tax				1,315,405
Depreciation of property, plant and equipment	103	594	4,300	4,997
Depreciation of right-of-use assets	8,812	1,363	3,599	13,774
Amortisation of other intangible assets	1	2,733	238	2,972
Amortisation of film and television programmes rights	210,127	231,564	—	441,691
Share of losses of associate accounted for using the equity method	337	—	—	337

During the years ended 31 December 2022 and 2021, all of the segment revenue reported above was from external customers and there were no inter-segment sales.

5 SEGMENT INFORMATION (Continued)

(c) Segment assets and liabilities

Segment assets and liabilities as at 31 December 2022 are as follows:

	Content production business RMB'000	Online streaming and online gaming business RMB'000	Other businesses RMB'000	Consolidated RMB'000
ASSETS				
Segment assets	7,492,680	3,129,413	20,450	10,642,543
Unallocated other receivables and deposits				779,257
Financial assets at FVPL				587,047
Financial assets at FVOCI				480
Deferred tax assets				19,922
Cash and cash equivalents				1,189,720
Consolidated total assets				13,218,969
LIABILITIES				
Segment liabilities	(1,233,483)	(599,329)	(24,179)	(1,856,991)
Unallocated other payables				(9,991)
Unallocated borrowings				(1,545,505)
Contingent consideration payable				(1,180,571)
Current income tax liabilities				(198,979)
Deferred tax liabilities				(451,501)
Consolidated total liabilities				(5,243,538)

5 SEGMENT INFORMATION (Continued)

(c) Segment assets and liabilities (Continued)

Segment assets and liabilities as at 31 December 2021 are as follows:

	Content production business RMB'000	Online streaming business RMB'000	Other businesses RMB'000 (Restated)	Consolidated RMB'000
ASSETS				
Segment assets	7,030,253	2,192,126	74,972	9,297,351
Financial assets at FVPL				180,846
Financial assets at FVOCI				539
Deferred tax assets				1,693
Cash and cash equivalents				1,139,463
Consolidated total assets				10,619,892
LIABILITIES				
Segment liabilities	(726,022)	(143,791)	(22,532)	(892,345)
Unallocated other payables				(4,145)
Unallocated borrowings				(1,373,018)
Contingent consideration payable				(2,060,578)
Current income tax liabilities				(168,432)
Deferred tax liabilities				(501,958)
Consolidated total liabilities				(5,000,476)

5 SEGMENT INFORMATION (Continued)

(c) Segment assets and liabilities (Continued)

For the purpose of monitoring segment performances and allocating resources between segments:

- all assets are allocated to reportable and operating segments, other than certain other receivables and deposits , financial assets at FVPL, financial assets at FVOCI, deferred tax assets and cash and cash equivalents; and

- all liabilities are allocated to reportable and operating segments, other than certain other payables, borrowings, contingent consideration payable, current income tax liabilities and deferred tax liabilities.

(d) Disaggregation of revenue from contracts with customers

Revenue of the Group is analysed as follows:

	31 December 2022 RMB'000	31 December 2021 RMB'000
Content production	**105,641**	1,296,216
Online streaming	**1,107,961**	918,856
Online gaming	**55,561**	—
Sales of goods	**50,765**	103,060
	1,319,928	2,318,132

5 SEGMENT INFORMATION (Continued)

(e) Geographical information

The Group's operations are located in the PRC and Hong Kong for the years ended 31 December 2022 and 2021.

Information about the Group's revenue from external customers is presented based on the location at which the goods or services are delivered or provided.

The Group's total revenue from sales of goods and provision of services by geographical location is detailed below:

	31 December 2022 RMB'000	31 December 2021 RMB'000
PRC	**1,277,010**	2,277,676
Europe	**27,640**	22,531
Hong Kong	**12,116**	14,313
Others	**3,162**	3,612
	1,319,928	2,318,132

The Group's non-current assets excluding financial instruments and deferred tax assets by geographical location of the assets are detailed below:

	31 December 2022 RMB'000	31 December 2021 RMB'000
PRC	**7,508,559**	4,975,866
Hong Kong	**321**	1,000
	7,508,880	4,976,866

5 SEGMENT INFORMATION (Continued)

(f) Liabilities related to contracts with customers

	31 December 2022 RMB'000	31 December 2021 RMB'000
Contract liabilities	**6,324**	16,083

Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in a prior year.

	31 December 2022 RMB'000	31 December 2021 RMB'000
Revenue recognised that was included in the contract liabilities balance at the beginning of the period		
— Online streaming membership services	**15,319**	—
— Internet community and related business	**—**	4,196
	15,319	4,196

Unsatisfied performance obligations

Unsatisfied performance obligations are rendered in short period of time, which is generally less than a year, and the Group has elected the practical expedient for not to disclose the remaining performance obligations for these types of contracts.

(g) Information about major customers

During the year ended 31 December 2022, two customers contributed over 10% of the Group's revenue. The revenue from these two customers during the year were approximately RMB697,893,000 (2021: RMB455,524,000), accounting for 41% and 12% of the Group's revenue, respectively.

6 PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements RMB'000	Plant and machinery RMB'000	Furniture, fixtures and equipment RMB'000	Network equipment RMB'000	Motor vehicles RMB'000	Total RMB'000
Year ended 31 December 2021						
Opening net book amount	152	1,300	2,546	1,192	8,148	13,338
Additions	—	21	535	2,376	—	2,932
Acquired from business combination	—	—	—	806	—	806
Currency translation differences	4	2	1	—	(68)	(61)
Depreciation charge *(Note 27)*	(50)	(226)	(813)	(966)	(2,942)	(4,997)
Write-off *(Note 30)*	—	(989)	(1,733)	(470)	—	(3,192)
Closing net book amount	106	108	536	2,938	5,138	8,826
At 31 December 2021						
Cost	1,661	2,524	2,357	52,381	13,112	72,035
Accumulated depreciation	(1,555)	(2,416)	(1,821)	(49,443)	(7,974)	(63,209)
Net book amount	106	108	536	2,938	5,138	8,826
Year ended 31 December 2022						
Opening net book amount	**106**	**108**	**536**	**2,938**	**5,138**	**8,826**
Additions	**6,711**	**12**	**74**	**853**	**—**	**7,650**
Currency translation differences	**1**	**(3)**	**4**	**—**	**274**	**276**
Depreciation charge *(Note 27)*	**(400)**	**(51)**	**(134)**	**(1,203)**	**(2,371)**	**(4,159)**
Disposals	**—**	**—**	**—**	**—**	**(3,041)**	**(3,041)**
Write-off *(Note 30)*	**(80)**	**—**	**(58)**	**—**	**—**	**(138)**
Closing net book amount	**6,338**	**66**	**422**	**2,588**	**—**	**9,414**
At 31 December 2022						
Cost	**6,700**	**1,320**	**1,274**	**53,245**	**1,989**	**64,528**
Accumulated depreciation	**(362)**	**(1,254)**	**(852)**	**(50,657)**	**(1,989)**	**(55,114)**
Net book amount	**6,338**	**66**	**422**	**2,588**	**—**	**9,414**

As at 31 December 2022, fully depreciated assets mainly represented motor vehicles which were still used by the Group.

6 PROPERTY, PLANT AND EQUIPMENT (Continued)

Depreciation charge of the Group was included in the following categories in the consolidated statement of comprehensive income:

	31 December 2022 RMB'000	31 December 2021 RMB'000
Administrative expenses	4,085	4,218
Cost of revenue	68	323
Selling and marketing expenses	6	456
	4,159	4,997

7 LEASE

This note provides information for leases where the Group is a lessee.

(a) Amounts recognised in the consolidated statement of financial position

The consolidation statement of financial position shows the following amounts relating to leases:

	31 December 2022 RMB'000	31 December 2021 RMB'000
Right-of-use assets		
Leasehold land and building	28,456	28,996
Office premises and plant	34,620	39,604
Warehouses	205	—
	63,281	68,600
Lease liabilities		
Current	14,487	13,531
Non-current	21,703	26,797
	36,190	40,328

Additions to the right-of-use assets during the year ended 31 December 2022 were RMB20,776,000 (2021: RMB53,399,000).

7 LEASE (Continued)

(b) Amounts recognised in the consolidated statement of comprehensive income

	31 December 2022 RMB'000	31 December 2021 RMB'000
Depreciation charge of right-of-use assets		
Leasehold land and building	**540**	122
Office premises and plant	**13,973**	13,602
Warehouses	**18**	50
	14,531	13,774
Interest expenses on lease liabilities *(Note 31)*	**1,832**	2,007
Expense relating to short-term leases (included in selling and marketing costs and administrative expenses) *(Note 27)*	**3,941**	6,097

The total cash outflow for leases in 2022 was RMB19,123,000 (2021: RMB22,868,000).

During the year ended 31 December 2022, received rent concessions from landlords for certain office premises, which have been accounted for as lease modifications.

(c) The Group's leasing activities and how these are accounted for

The Group leases various warehouses and office premises for long-term contracts. Rental contracts are typically made for fixed periods of 2 to 5 years. Lease terms are negotiated on an individual basis and contain wide range of different terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

The Group has lease contract for leasehold land and building used in its operations. Lump sum payments were made upfront to acquire the leasehold land and building from the owner with lease period of 50 years, and no ongoing payments will be made under the terms of these land leases.

(d) Extension and termination options

There are no extension options included in the leases across the Group. Meanwhile, the majority of termination options held are exercisable only by the Group and not by the respective lessor.

8 GOODWILL AND OTHER INTANGIBLE ASSETS

	Goodwill RMB'000	Acquired Internet platform RMB'000	Patent RMB'000	Software RMB'000	Operating licenses RMB'000	Total intangible assets RMB'000
Year ended 31 December 2021						
Opening net book amount	—	73	2,099	—	—	2,172
Additions	—	—	—	247	—	247
Acquired from business combination	4,214,619	—	—	12,751	674,557	687,308
Amortisation charge *(Note 27)*	—	(35)	(203)	(2,734)	—	(2,972)
Write-off	—	(38)	(1,896)	—	—	(1,934)
Closing net book amount	4,214,619	—	—	10,264	674,557	684,821
At 31 December 2021						
Cost	4,214,619	—	—	12,998	674,557	687,555
Accumulated amortisation	—	—	—	(2,734)	—	(2,734)
Net book amount	4,214,619	—	—	10,264	674,557	684,821
Year ended 31 December 2022						
Opening net book amount	**4,214,619**	**—**	**—**	**10,264**	**674,557**	**684,821**
Amortisation charge *(Note 27)*	**—**	**—**	**—**	**(2,497)**	**—**	**(2,497)**
Closing net book amount	**4,214,619**	**—**	**—**	**7,767**	**674,557**	**682,324**
At 31 December 2022						
Cost	**4,214,619**	**—**	**—**	**12,998**	**674,557**	**687,555**
Accumulated amortisation	**—**	**—**	**—**	**(5,231)**	**—**	**(5,231)**
Net book amount	**4,214,619**	**—**	**—**	**7,767**	**674,557**	**682,324**

8 GOODWILL AND OTHER INTANGIBLE ASSETS (Continued)

Amortisation of approximately RMB51,000 and RMB2,446,000 were included in "cost of revenue" and "administrative expenses" (2021: approximately RMB456,000 and RMB2,516,000 were included in "cost of revenue" and "administrative expenses") respectively in the consolidated statement of comprehensive income (Note 27).

Operating licenses with indefinite useful life which is not subject to amortisation and are tested annually for impairment.

Impairment review on the goodwill and operating licenses with indefinite useful life of the Group was conducted by management with the assistance of an independent professional valuer as at 31 December 2022, according to HKAS 36 "Impairment of assets". For the purpose of impairment review, the recoverable amount of the CGUs is the higher of its fair value less costs of disposal and its VIU.

For the purpose of impairment testing, goodwill and operating licenses with indefinite useful life have been allocated to two CGUs which are grouped in two segments.

	31 December 2022 RMB'000	31 December 2021 RMB'000
Goodwill:		
Content production business	**3,278,395**	3,278,395
Online streaming business	**936,224**	936,224
Operating licenses with indefinite useful life:		
Online streaming business	**674,557**	674,557

The VIU calculations use cash flows projections based on financial budget prepared by management covering a five year period. The key underlying assumptions adopted as at 31 December 2022 and 2021 are summarised below:

	Content production business		**Online streaming business**	
	31 December 2022	31 December 2021	**31 December 2022**	31 December 2021
Compound annual growth rate of revenue for the five-year period (%)	**78**	19	**24**	38
Gross profit margin for five-year period (%)	**25 to 61**	37 to 66	**28 to 53**	21 to 52
Pre-tax discount rate (%)	**20.72**	20.83	**36.21**	37.18
Terminal growth rate (%)	**3**	3	**3**	3

8 GOODWILL AND OTHER INTANGIBLE ASSETS (Continued)

Management has determined the values assigned to each of the above key assumptions as follows:

(i) Revenue growth rate

For content production business, revenue for the 5 year period is forecasted by management based on the number of films and television programmes in different stages (including those to be released, under production, in script development and pre-planning stage), and taking reference to estimated films' box offices and television programmes' selling prices of similar genres, directors, casting and investment costs, etc.

For online streaming business, revenue for the 5 year period is forecasted by management based on the monetisation of paid memberships as well as high quality licenses procured from different major international and domestic leading copyright suppliers, all of which were empowered by the pumpkin films online streaming platform and experiences and knowledge of key management team of the online streaming business who have years of experiences in the industry and have been involved with the online streaming business before the acquisition.

When estimating the revenue of the five-year period, management also took reference to the industry outlook of the PRC's films and television programmes market and estimated that the PRC's pan-entertainment industry will recover to the level before COVID-19.

(ii) Gross profit margin

For content production business, the budgeted gross margin of the 5 year period between 25% and 61% (2021: between 37% and 66%) was determined by the management based on past performance, the current market conditions and its expectation for market development.

For online streaming business, the budgeted gross margin of the 5 year period between 28% and 53% (2021: between 21% and 52%) was determined by the management based on past performance, the current market conditions and its expectation for market development.

(iii) Terminal growth rate

Cash flows beyond the five-year period are extrapolated using the estimated terminal growth rates of 3% (2021: 3%).

(iv) Pre-tax discount rate

The discount rate used is pre-tax and reflects market assessments of the time value and the specific risks relating to the industry. The directors of the Company has taken into account the expected recover of the PRC's pan-entertainment industry when applying the pre-tax discount rate.

With regard to the assessment of the value-in-use, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying amount of the CGUs to exceed their respective recoverable amounts. As at 31 December 2022, the recoverable amount of content production business and online streaming business were RMB6,876,149,000 and RMB3,036,544,000 respectively.

8 GOODWILL AND OTHER INTANGIBLE ASSETS (Continued)

The amounts are estimated to exceed the carrying amounts of the CGUs at 31 December 2022 by approximately RMB680,662,000 (2021:RMB410,647,000) and RMB524,828,000 (2021:RMB368,405,000) respectively. Based on above assessment, no impairment was recognised for the goodwill and other intangible assets during the year ended 31 December 2022.

9 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

	31 December 2022 RMB'000	31 December 2021 RMB'000
At the beginning of the year	**34,448**	—
Additions	**2,000**	34,785
Share of post-tax losses of associates	**(1,551)**	(337)
At the end of the year	**34,897**	34,448

As at 31 December 2022 and 2021, the Group had interest in the following associates:

Name	**Place of incorporation and kind of legal entity**	**Principal activities**	**Registered capital (RMB)**	**Percentage of ownership interest attributable to the Group**	
				31 December 2022	31 December 2021
Fengchuibudong Pictures (Haikou) Co., Ltd.	The PRC, limited liability company	Media and film production	5,000,000	**20%**	20%
Xihuanjijie (Tianjin) Culture and Entertainment Co., Ltd.	The PRC, limited liability company	Media and film production	10,000,000	**20%**	20%
Beijing Chuangwai Film and Television Culture Media Co., Ltd.	The PRC, limited liability company	Media and film production	555,600	**10%***	—

* The Group holds less than 20% of the ownership interest of the entity, however, the Group has significant influence in the entity as the Group has the right to appoint director to the board of the entity.

All of the above associates are accounted for using the equity method in the consolidated financial statements.

Each individual associate does not have a significant impact on the Group's results of operations and financial position.

10 INVENTORIES

	31 December 2022 RMB'000	31 December 2021 RMB'000
Raw materials	**211**	721
Work in progress	**144**	117
Finished goods	**631**	1,419
	986	2,257

(a) Amounts recognised in the consolidated statement of comprehensive income

The cost of inventories recognised as expense and included in "cost of revenue" during the year ended 31 December 2022 amounting to approximately RMB26,933,000 (2021: RMB50,357,000) (Note 27).

A provision for obsolete inventories of RMB416,000 (2021: write-back of RMB2,789,000) was recognised in the consolidated statement of comprehensive income in respect of the net amount of the provision/(write-back of provision) for obsolete inventories, loss on obsolete inventories, utilisation of provision for obsolete inventories and write-down of inventories to their net realisable value for the year. These amounts have been included in cost of revenue in the consolidated statement of comprehensive income.

11 FINANCIAL INSTRUMENTS BY CATEGORY

The Group holds the following financial instruments:

	Notes	31 December 2022 RMB'000	31 December 2021 RMB'000
Financial assets			
Financial assets at amortised cost			
Other receivables and deposits	*14*	**1,114,923**	239,332
Trade receivables	*16*	**936,344**	1,061,197
Cash and cash equivalents	*18*	**1,189,720**	1,139,463
Financial assets at FVOCI			
Listed fund	*12*	**480**	539
Financial assets at FVPL			
Equity investments in listed companies	*17*	**13,309**	44,846
Investment in unlisted funds	*17*	**488,738**	136,000
Wealth management products	*17*	**85,000**	—
		3,828,514	2,621,377

	Notes	31 December 2022 RMB'000	31 December 2021 RMB'000
Financial liabilities			
Financial Liabilities at amortised cost			
Borrowings	*22*	**1,769,916**	1,523,018
Film and television programmes investment funds from investors	*25*	**725,035**	559,058
Trade payables	*24*	**560,463**	50,418
Other payables (excluding provisions for other taxes)	*26*	**265,830**	47,306
Lease liabilities	*7*	**36,190**	40,328
Financial liabilities at FVPL			
Contingent consideration payable	*34*	**1,180,571**	2,060,578
		4,538,005	4,280,706

12 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	31 December 2022 RMB'000	31 December 2021 RMB'000
Listed fund	**480**	539

13 PREPAYMENTS, DEPOSITS AND OTHER NON-FINANCIAL ASSETS

	31 December 2022 RMB'000	31 December 2021 RMB'000
Prepayments for:		
— Licensed film and television programmes rights *(a)*	**6,664**	219,929
— Film and television programmes rights *(a)*	**86,440**	69,000
— Film directors' fees *(a)*	**31,400**	5,400
— Prepayment to a related party *(Note 36(d))*	**1,000**	—
— investment in an unlisted entity	**50,000**	—
Deductible value-added tax	**117,543**	88,758
Others	**10,981**	18,291
	304,028	401,378
Less non-current portion	**(57,969)**	(74,400)
	246,059	326,978

(a) These prepayments represented prepayments made by the Group pursuant to licensed film and television programmes rights agreements, or in relation to the film and television programmes rights which will form part of the contribution by the Group for the investment in production of film and television programmes rights. For the latter, the related terms will be further agreed between the respective parties upon signing of the agreements.

14 OTHER RECEIVABLES AND DEPOSITS

	31 December 2022 RMB'000	31 December 2021 RMB'000
Amounts due from related parties *(Note 36(d))*	**10,318**	33,318
Receivables from investments in film and television programmes rights *(a)*	**1,045,953**	125,480
Others	**76,337**	80,780
	1,132,608	239,578
Less: Impairment for other receivables and deposits *(Note 3.1(d))*	**(17,685)**	(246)
	1,114,923	239,332
Less: non-current portion	**(2,528)**	—
	1,112,395	239,332

(a) The receivables are unsecured, interest-bearing at fixed rates between 5% to 15%, and repayable within 2 to 24 months.

15 FILM AND TELEVISION PROGRAMMES RIGHTS

	31 December 2022 RMB'000	31 December 2021 RMB'000
Film and television programmes rights completed	**1,376,159**	612,835
Film and television programmes rights under production	**1,918,815**	1,875,138
Licensed film and television programmes rights	**766,010**	93,336
Film rights investments	**—**	564
	4,060,984	2,581,873
Less: Current portion	**(1,617,136)**	(1,178,828)
	2,443,848	1,403,045

15 FILM AND TELEVISION PROGRAMMES RIGHTS (Continued)

Movement in the Group's film and television programme rights were as follows:

	Film and television programmes rights completed RMB'000	Film and television programmes rights under production RMB'000	Licensed film and television programmes rights RMB'000	Film rights investments RMB'000	Total RMB'000
As at 1 January 2021	—	—	—	—	—
Acquired from business combination	21,805	1,536,653	26,711	66,222	1,651,391
Additions	17,006	1,122,636	367,175	2,922	1,509,739
Amortisation charge *(Note 27)*	(210,127)	—	(231,564)	—	(441,691)
Changes in fair values	—	—	—	(99)	(99)
Transfer	784,151	(784,151)	—	—	—
Derecognition	—	—	—	(68,481)	(68,481)
Termination of licensing contract	—	—	(68,986)	—	(68,986)
As at 31 December 2021	612,835	1,875,138	93,336	564	2,581,873
As at 1 January 2022	**612,835**	**1,875,138**	**93,336**	**564**	**2,581,873**
Additions	**197,584**	**969,972**	**939,457**	**—**	**2,107,013**
Transfer from prepayment	**—**	**—**	**206,718**	**—**	**206,718**
Amortisation charge *(Note 27)*	**(64,717)**	**—**	**(473,501)**	**—**	**(538,218)**
Transfer	**926,295**	**(926,295)**	**—**	**—**	**—**
Impairment *(a)*	**(295,838)**	**—**	**—**	**—**	**(295,838)**
Derecognition	**—**	**—**		**(564)**	**(564)**
As at 31 December 2022	**1,376,159**	**1,918,815**	**766,010**	**—**	**4,060,984**

15 FILM AND TELEVISION PROGRAMMES RIGHTS (Continued)

(a) Impairment assessment of film and television programmes

(i) licensed film and television programmes

For licensed film and television programmes, no impairment indicator has been identified by management during the years ended 31 December 2022 and 2021.

(ii) Film and television programmes rights under production and completed

For film and television programmes rights under production and the completed ones with impairment indicators identified, management has performed impairment assessment using the VIU method, which is calculated based on the present value of future cash flows directly generated by the relevant film and television programmes rights.

When estimating the future cash flows to be generated by the relevant film and television programmes rights, management considers inputs including but not limited to revenue streams from different distribution channels such as theatrical release, television release or internet release, the expected timing of various revenue streams, and production and distribution costs.

When discounting the future cash flows in the VIU projections, management has used pre-tax discount rates primarily ranging from 23.10% to 24.18%, which reflected time value of money and specific risks of the relevant industries.

For film and television programmes rights under production, no impairment was recognised during the years ended 31 December 2022 and 2021 based on management's assessment.

For film and television programmes rights completed, impairment of approximately RMB295,838,000 were recognised in cost of revenue with respect to a completed film and a completed television programme based on their expected revenue performances in the box office and sub-licensing revenue streams with reference to anticipated market capacity.

16 TRADE RECEIVABLES

	31 December 2022 RMB'000	31 December 2021 RMB'000
Trade receivables from third parties	**1,034,744**	1,074,417
Less: allowance for impairment of trade receivables *(Note 3.1(d))*	**(98,400)**	(13,220)
	936,344	1,061,197

(a) Trade receivables were denominated in the following currencies:

	31 December 2022 RMB'000	31 December 2021 RMB'000
— RMB	**928,168**	1,056,397
— US$	**8,164**	4,338
— HK$	**12**	462
	936,344	1,061,197

(b) Trade receivables mainly arose from sales of goods and provision of content production and online streaming platform services. The following is an ageing analysis of trade receivables net of allowance for impairment, based on the recognition date at the end of the reporting period.

	31 December 2022 RMB'000	31 December 2021 RMB'000
Within 90 days	**641,195**	919,218
91 days to 180 days	**11,533**	40,859
181 days to 365 days	**2,181**	27,102
1 year to 2 years	**266,699**	54,450
Over 2 years	**14,736**	19,568
	936,344	1,061,197

17 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	31 December 2022 RMB'000	31 December 2021 RMB'000
Non-current assets		
Investments in unlisted funds	**488,738**	136,000
	488,738	136,000
Current assets		
Listed equity securities	**13,309**	44,846
Wealth management products	**85,000**	—
	98,309	44,846
	587,047	180,846

Movement in the Group's financial assets of fair value through profit or loss were as follows:

	31 December 2022 RMB'000	31 December 2021 RMB'000
At the beginning of the year	**180,846**	17,967
Additions	**435,584**	185,270
Disposal	**(4,690)**	(27,383)
Fair value (losses)/gains *(Note 30)*	**(24,555)**	7,640
Currency translation differences	**(138)**	(2,648)
At the end of the year	**587,047**	180,846

18 CASH AND CASH EQUIVALENTS

	31 December 2022 RMB'000	31 December 2021 RMB'000
Cash at banks	**1,189,711**	1,139,406
Cash on hand	**9**	57
	1,189,720	1,139,463

The carrying amounts of cash and cash equivalents are denominated in the following currencies:

	31 December 2022 RMB'000	31 December 2021 RMB'000
HK$	**834,905**	714,438
RMB	**344,734**	406,178
US$	**10,081**	18,847
	1,189,720	1,139,463

As at 31 December 2022, the Group has cash and bank balances amounting to approximately RMB344,734,000 (2021: RMB406,178,000) which are held in the PRC. These cash and bank balances are subject to the rule and regulations of foreign exchange control promulgated by the PRC government.

19 SHARE CAPITAL AND SHARE PREMIUM

Ordinary shares, issued and fully paid:

	Number of ordinary shares	Share capital RMB'000	Share premium RMB'000
At 1 January 2021	80,803,166,025	161,228	4,511,147
Share Consolidation *(Note (a))*	(72,722,849,423)	—	—
Issuance of ordinary shares as consideration for a business combination, net of transaction costs and tax	1,154,330,943	19,239	3,241,746
At 1 January 2022	9,234,647,545	180,467	7,752,893
Issuance of ordinary shares *(Note (b))*	770,000,000	13,338	1,626,202
At 31 December 2022	10,004,647,545	193,805	9,379,095

Note (a): Pursuant to the share consolidation approved by the shareholders, every ten issued ordinary shares of Company had been consolidated into one ordinary share ("share consolidation"). The share consolidation became effective as from 20 January 2021.

Note (b): During the year ended 31 December 2022, a total of 770,000,000 placing shares were placed at an average placing prices of HK$2.42 per placing share with gross proceeds of approximately HK$1,863,400,000 was raised by the Company. After netting off these gross proceeds with share issuance costs, the respective share capital amount was approximately RMB13,338,000 and share premium arising from the issuance was approximately RMB1,626,202,000. The share issuance costs mainly include share underwriting commissions, lawyers' fees and other related costs, which are incremental costs directly attributable to the issuance of the new shares. These share issuance costs were treated as a deduction against the share premium arising from the issuance.

Dividend

The directors do not recommend the payment of final dividend for the year ended 31 December 2022 (2021: Nil).

20 OTHER RESERVES

	Note	Financial assets at FVOCI RMB'000	Special reserve RMB'000	Capital Surplus RMB'000	Translation reserve RMB'000	Statutory reserve RMB'000	Share option reserve RMB'000	Reserve fund RMB'000	Enterprise expansion reserve RMB'000	Total RMB'000
Balance at 1 January 2021		(266)	18,888	9,471	(22,967)	39,050	—	1,153	1,152	46,481
Changes in the fair value of debt instruments at FVOCI		(10)	—	—	(4)	—	—	—	—	(14)
Currency translation difference		—	—	—	(6,122)	—	—	—	—	(6,122)
Release of reserves upon deregistration of subsidiaries	*(a)*	—	—	—	—	(8,708)	—	—	—	(8,708)
Employees share option scheme: — share-based compensation expenses	*(b)*	—	—	—	—	—	8,603	—	—	8,603
Balance at 31 December 2021		(276)	18,888	9,471	(29,093)	30,342	8,603	1,153	1,152	40,240

	Note	**Financial assets at FVOCI RMB'000**	**Special reserve RMB'000**	**Capital Surplus RMB'000**	**Translation reserve RMB'000**	**Statutory reserve RMB'000**	**Share option reserve RMB'000**	**Reserve fund RMB'000**	**Enterprise expansion reserve RMB'000**	**Total RMB'000**
Balance at 1 January 2022		**(276)**	**18,888**	**9,471**	**(29,093)**	**30,342**	**8,603**	**1,153**	**1,152**	**40,240**
Changes in the fair value of debt instruments at FVOCI		**(94)**	**—**	**—**	**35**	**—**	**—**	**—**	**—**	**(59)**
Currency translation difference		**—**	**—**	**—**	**(162,298)**	**—**	**—**	**—**	**—**	**(162,298)**
Release of reserves upon deregistration of subsidiaries	*(a)*	**—**	**—**	**—**	**—**	**(23,974)**	**—**	**—**	**—**	**(23,974)**
Employees share option scheme: — share-based compensation expenses	*(b)*	**—**	**—**	**—**	**—**	**—**	**91,280**	**—**	**—**	**91,280**
Balance at 31 December 2022		**(370)**	**18,888**	**9,471**	**(191,356)**	**6,368**	**99,883**	**1,153**	**1,152**	**(54,811)**

20 OTHER RESERVES (Continued)

(a) Pursuant to the relevant laws and regulations in the PRC and the provision of the articles of association of the Group's subsidiaries, the Group's subsidiaries which are registered in the PRC shall appropriate certain percentage of profit after tax (after offsetting any accumulated losses brought forward from prior years) calculated under the accounting principles generally applicable to the PRC enterprises to reserve funds. Depending on the natures, the reserve fund can be used to set off accumulated losses of the subsidiaries or distribute to owners in form of bonus issue.

(b) The share option reserve represents the fair value of the number of unexercised share options granted to employees of the Company recognised in accordance with the accounting policy adopted for share-based payments in Note 2.24.

21 SHARE-BASED PAYMENT

A share option scheme ("Share Option Scheme") was approved on 31 October 2013 by the shareholders of the Company. Share options are granted to selected senior management and employees of the Company. The options have a contractual option term of ten years. The Company does not have a legal or constructive obligation to repurchase or settle the options in cash.

On 26 November 2021, options of 181,917,000 shares were conditionally granted under the Share Option Scheme and the exercisable period is from 26 November 2022 to 25 November 2031.

No share option granted was exercised during the year ended 31 December 2022.

(a) Set out below are summaries of options granted under the plan:

	2022		2021	
	Average exercise price per share option (HK$)	**Number of options (thousands)**	Average exercise price per share option (HK$)	Number of options (thousands)
As at 1 January	**3.43**	**181,917**	—	—
Granted during the year	**—**	**—**	3.43	181,917
Exercised during the year	**—**	**—**	—	—
Forfeited during the year	**—**	**—**	—	—
Outstanding at 31 December	**3.43**	**181,917**	3.43	181,917
Exercisable at 31 December		**181,917**		181,917

21 SHARE-BASED PAYMENT (Continued)

(b) The terms and conditions at the date of grants are as follows:

Options granted to senior management and employees:	Number of options (thousands)	Vesting conditions	Contractual life of options
— on 26 November 2021	181,917	5% after one year, 10% after two years, 15% after three years, 30% after four years and 40% after five years from the date of grant	10 years commencing on the date of grant

The total number of share options of the Share Option Scheme outstanding was 181,917,000 and the exercise prices was HK$3.43.

(c) Fair value of share options and assumptions

The fair values of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimates of the fair value of the share options granted are measured based on a Binomial Option Pricing Model. The contractual lives of the share option are used as an input into this model. Expectations of early exercise are incorporated into the Binomial Option Pricing Model.

Fair value of share options and assumptions

Date granted	26 November 2021
Fair value at measurement date	HK$1.87–HK$1.95
Share price at grant date	HK$3.43
Exercise price	HK$3.43
Expected volatility	53.72%–56.27%
Option life	10 years
Dividend yield	0%
Risk-free interest rate	1.29%–1.46%

The expected volatilities are based on the historic volatilities (calculated based on the weighted average remaining lives of the share options), adjusted for any expected changes to future volatilities based on publicly available information. Dividend yield based on estimated dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share option grants.

For the year ended 31 December 2022, the total expenses for share options granted to employees amount to RMB91,280,000 (2021: RMB8,603,000) had been recognised as and included in “employee benefit expenses” in the consolidated statement of comprehensive income.

22 BORROWINGS

	31 December 2022 RMB'000	31 December 2021 RMB'000
Non-current other borrowings:		
— Unsecured with guarantee *(Note (a))*	**174,411**	—
— Unsecured without guarantee *(Note (b))*	**1,545,505**	1,373,018
Current bank and other borrowings:		
— Unsecured with guarantee other borrowings *(Note (a))*	**—**	150,000
— Secured bank borrowings *(Note (c))*	**50,000**	—
Total borrowings	**1,769,916**	1,523,018

(a) As at 31 December 2022 and 2021, the borrowing was denominated in RMB with fixed interest rate of 7.5% per annum and guaranteed by Mr. Ke, a director of the Company. The borrowing was originally repayable on 30 October 2022. Pursuant to extension of borrowing during the year ended 31 December 2022, the repayment date of the borrowing was extended to 26 October 2024.

(b) As at 31 December 2022 and 2021, the borrowing was denominated in HK$, non-interest bearing and repayable in August 2026. Imputed interest has been deducted from the principal and recognised as imputed interest income at initial recognisation and subsequently amortised as imputed interest expenses in "Finance income — net" until maturity (For details, refer to Note 31).

(c) As at 31 December 2022, the borrowing was denominated in RMB with fixed interest rate of 3.65% per annum, and repayable within 1 year.

The Group's borrowings were repayable as follows:

	31 December 2022 RMB'000	31 December 2021 RMB'000
Within 1 years	**50,000**	150,000
Between 2 and 5 years	**1,719,916**	1,373,018

23 DEFERRED INCOME TAX

The movements in deferred tax assets and liabilities were as follows:

Deferred tax assets

	31 December 2022 RMB'000	31 December 2021 RMB'000
The balance comprises temporary differences attributable to:		
— Loss allowance for trade and other receivables	**9,776**	306
— Remeasurement of film and television programmes investment funds from investors	**8,789**	—
— Advertising and promotional costs	**1,016**	1,206
— Temporary difference of right-of-use assets	**341**	181
Total	**19,922**	1,693

Movement	Tax losses RMB'000	Loss allowance for trade and other receivables RMB'000	Remeasurement of film and television programmes investment funds from investors RMB'000	Amortisation of intangible assets RMB'000	Advertising and promotional costs RMB'000	Temporary difference of right-of-use assets RMB'000	Total RMB'000
At 1 January 2021	—	968	—	1,215	—	1,097	3,280
Acquired from business combination	2,014	—	—	—	—	—	2,014
(Charged)/credited to the statement of comprehensive income	(2,014)	(662)	—	(1,215)	1,206	(916)	(3,601)
At 31 December 2021	—	306	—	—	1,206	181	1,693
At 1 January 2022	**—**	**306**	**—**	**—**	**1,206**	**181**	**1,693**
(Charged)/credited to the statement of comprehensive income	**—**	**9,470**	**8,789**	**—**	**(190)**	**160**	**18,229**
At 31 December 2022	**—**	**9,776**	**8,789**	**—**	**1,016**	**341**	**19,922**

23 DEFERRED INCOME TAX (Continued)

Deferred tax liabilities

	31 December 2022 RMB'000	31 December 2021 RMB'000
The balance comprises temporary differences attributable to:		
— Amortisation of film and television programmes rights	**(280,643)**	(330,847)
— Amortisation of intangible assets	**(170,501)**	(171,111)
— Fair value change of financial instruments	**(357)**	—
	(451,501)	(501,958)

Movement	Amortisation of film and television programmes rights RMB'000	Amortisation of intangible assets RMB'000	Fair value change of financial instruments RMB'000	Total RMB'000
At 1 January 2021	—	—	—	—
Acquired from business combination	(327,678)	(171,688)	—	(499,366)
(Charged)/credited to the consolidated statement of comprehensive income	(3,169)	577	—	(2,592)
At 31 December 2021	(330,847)	(171,111)	—	(501,958)
At 1 January 2022	**(330,847)**	**(171,111)**	**—**	**(501,958)**
(Charged)/credited to the consolidated statement of comprehensive income	**50,204**	**610**	**(357)**	**50,457**
At 31 December 2022	**(280,643)**	**(170,501)**	**(357)**	**(451,501)**

23 DEFERRED INCOME TAX (Continued)

Deferred tax liabilities (Continued)

As at 31 December 2022 and 2021, there had been no offsetting between deferred tax assets and deferred tax liabilities.

Deferred income tax assets are recognised for tax losses carry-forwards to the extent that the realisation of the related benefit through future taxable profits is probable. The Group did not recognise deferred tax assets of approximately RMB711,200,000(2021: approximately RMB764,237,000) in respect of tax losses amounting to RMB4,263,570,000(2021: RMB4,578,591,000) in certain subsidiaries as the future profit streams of these subsidiaries are uncertain. Tax losses of approximately RMB90,714,000 (2021: approximately RMB107,775,000) arising from the PRC subsidiaries will expire in various dates up to 2027 (2021: 2026). Other tax losses may be carried forward indefinitely.

Deferred income tax liabilities have not been recognised for the withholding tax and other taxes that would be payable on the unremitted earnings of certain subsidiaries. Such amounts are permanently reinvested. Unremitted earnings totaled RMB461,341,000 at 31 December 2022 (2021: RMB492,633,000).

24 TRADE PAYABLES

	31 December 2022 RMB'000	31 December 2021 RMB'000
Trade payables to:		
— Third parties	**550,120**	50,418
— Related parties *(Note 36(d))*	**10,343**	—
	560,463	50,418

Trade payables were denominated in the following currencies:

	31 December 2022 RMB'000	31 December 2021 RMB'000
— RMB	**559,640**	49,475
— HK$	**742**	906
— US$	**81**	37
	560,463	50,418

24 TRADE PAYABLES (Continued)

The ageing analysis of trade payables of the Group based on invoice date is as follows:

	31 December 2022 RMB'000	31 December 2021 RMB'000
Within 60 days	**469,807**	33,269
61 days to 150 days	**29,708**	13,035
Over 151 days	**60,948**	4,114
	560,463	50,418

The carrying amounts of trade payables approximate their fair values as at 31 December 2022 and 2021.

25 FILM AND TELEVISION PROGRAMMES INVESTMENT FUNDS FROM INVESTORS

	31 December 2022 RMB'000	31 December 2021 RMB'000
Film and television programmes investment funds from investors		
— Third parties	**576,035**	410,850
— Related parties *(Note 36(d))*	**149,000**	148,208
	725,035	559,058

Represented by	31 December 2022 RMB'000	31 December 2021 RMB'000
Current portion	**327,008**	559,058
Non-current portion	**398,027**	—
	725,035	559,058

The amounts represent investments made by certain investors in respect of film and television programmes rights held by the Group. In accordance with the terms of the respective investment agreements, the investors are entitled to recoup their investment amounts as appropriate by the predetermined percentage of income to be generated from the films and television programmes.

The carrying amounts of film and television programmes investment funds from investors approximate their fair values and denominated in RMB.

26 OTHER PAYABLES AND ACCRUALS

	31 December 2022 RMB'000	31 December 2021 RMB'000
Other payables	**55,980**	36,659
Payables to gaming developers	**75,675**	—
Advance receipt of film issuance	**49,057**	—
Provisions for other taxes	**48,729**	33,297
Accrued expenses	**19,755**	7,142
Amounts due to related parties *(Note 36 (d))*		
— to gaming distribution channels	**62,343**	—
— others	**3,020**	3,505
	314,559	80,603

Other payables and accruals were denominated in the following currencies:

	31 December 2022 RMB'000	31 December 2021 RMB'000
— RMB	**301,715**	70,966
— HK$	**12,791**	8,919
— US$	**53**	718
	314,559	80,603

The carrying amounts of other payables approximate their fair values as at 31 December 2022 and 2021.

27 EXPENSES BY NATURE

Major expenses included in cost of revenue, selling and marketing costs and administrative expenses are analysed as follows:

	31 December 2022 RMB'000	31 December 2021 RMB'000
Employees benefit expenses (including directors' emoluments) *(Note 28)*	**202,204**	113,538
Content revenue-sharing, distribution and promotion costs	**—**	774,134
Cost of inventories sold *(Note 10)*	**26,933**	50,357
Impairment of film and television programmes rights *(Note 15)*	**295,838**	—
Amortisation		
— Film and television programmes rights *(Note 15)*	**538,218**	441,691
— Other intangible assets *(Note 8)*	**2,497**	2,972
Depreciation		
— Property, plant and equipment *(Note 6)*	**4,159**	4,997
— Right-of-use assets *(Note 7)*	**14,531**	13,774
Advertising and promotion costs	**49,753**	9,331
Bandwidth and server custody fees	**75,195**	46,830
Distribution cost and payment handling fees	**62,166**	105,398
Rental expenses	**3,941**	5,499
Travelling expenses	**1,402**	4,836
Research and development expenses	**27,702**	11,732
Legal and professional fees	**19,876**	21,045
Auditor's remuneration		
— Audit services	**4,800**	3,667
— Non-audit services	**1,407**	929
Write-down/(reversal of write-down) of inventories	**416**	(2,789)
Others	**39,912**	76,885
	1,370,950	1,684,826

28 STAFF COSTS — INCLUDING DIRECTORS' EMOLUMENTS

	31 December 2022 RMB'000	31 December 2021 RMB'000
Wages and salaries	**90,513**	80,321
Pension costs — statutory pension *(b)*	**8,255**	7,997
Staff welfare	**8,657**	12,172
Medical benefits	**3,499**	4,445
Share-based compensation	**91,280**	8,603
	202,204	113,538

(a) Five highest paid individuals

During the year ended 31 December 2022, two of the five highest paid individuals are directors whose emoluments are reflected in the analysis shown in Note 39 (2021: one). The emoluments of the remaining three individual employees were as follows (2021: four):

	31 December 2022 RMB'000	31 December 2021 RMB'000
Salaries and other benefits	**3,715**	7,269
Bonuses	**306**	1,025
Retirement scheme contributions	**192**	361
Share-based compensation	**49,469**	—
	53,682	8,655

The emoluments fell within the following bands:

	No. of employees	
	31 December 2022	31 December 2021
HK$1,000,001 to HK$1,500,000	**—**	2
HK$1,500,001 to HK$2,000,000	**—**	1
HK$3,500,001 to HK$4,000,000	**—**	1
HK$12,500,001 to HK$13,000,000	**1**	—
HK$13,000,001 to HK$13,500,000	**1**	—
HK$36,500,001 to HK$37,000,000	**1**	—
	3	4

28 STAFF COSTS — INCLUDING DIRECTORS' EMOLUMENTS (Continued)

(b) Pensions — defined contribution plans

Employees in the Group's PRC subsidiaries are required to participate in a defined contribution retirement scheme administrated and operated by the local municipal government. The Group's PRC subsidiaries contribute funds which are calculated on certain percentage of the average employee salary as agreed by local municipal government to the scheme to fund the retirement benefits of the employees.

The Group also participates in a pension scheme under the rules and regulations of the MPF Scheme for all employees in Hong Kong. The contributions to the MPF Scheme are based on minimum statutory contribution requirement of 5% of eligible employees' relevant aggregate income.

There was no forfeited contribution utilized to offset employers' contributions for the year ended 31 December 2022 (2021: Nil). There was no forfeited contribution available to reduce the contribution payable in the future year as at 31 December 2022 (2021: Nil).

Details of the retirement scheme contributions for the employees, which have been dealt with in the consolidated statement of comprehensive incomes of the Group, are as follows:

	31 December 2022 RMB'000	31 December 2021 RMB'000
Gross scheme contributions	**8,255**	7,997

29 OTHER INCOME

	31 December 2022 RMB'000	31 December 2021 RMB'000
Government grants	**5,997**	3,592
Tax credit of input tax additional deduction	**—**	4,056
Dividend income from financial assets at FVOCI	**37**	34
	6,034	7,682

30 OTHER GAINS — NET

	31 December 2022 RMB'000	31 December 2021 RMB'000
Fair value change in contingent consideration payable *(Note 34)*	988,615	362,172
Net fair value change in financial assets at FVPL *(Note 17)*	(24,555)	7,640
Penalty income	2,452	420
Gains on disposals of property, plant and equipment	4,785	—
Write-off of property, plant and equipment	(138)	(3,192)
Write-off of intangible assets	—	(1,934)
Write-off of long term prepayments	—	(3,821)
Remeasurement of film and television programmes investment funds from investors	59,866	—
Others	—	953
Total other gains — net	1,031,025	362,238

31 FINANCE (COST)/INCOME — NET

	31 December 2022 RMB'000	31 December 2021 RMB'000
Finance costs:		
— Interests expenses on borrowings	(11,698)	(9,420)
— Interests expenses on film and television programmes investment funds from investors	(482)	—
— Interests expenses on lease liabilities	(1,832)	(2,007)
— Imputed interest expenses	(70,919)	(23,118)
	(84,931)	(34,545)
Finance income:		
— Interest income on saving deposits	3,002	6,292
— Interest income on receivables from investments in film and television programme rights	49,574	2,480
— Imputed interest income	—	373,901
	52,576	382,673
Finance (cost)/income — net	(32,355)	348,128

32 INCOME TAX EXPENSES

	31 December 2022 RMB'000	31 December 2021 RMB'000
Current income tax		
— Provision for the year	**(131,091)**	(135,560)
Total current income tax expense	**(131,091)**	(135,560)
Deferred income tax	**68,802**	(6,193)
Income tax expenses	**(62,289)**	(141,753)

The income tax on the Group's profit before income tax differs from the theoretical amount that would arise using the weighted average tax rates applicable to subsidiaries comprising the Group as follows:

	31 December 2022 RMB'000	31 December 2021 RMB'000
Profit before income tax	**849,841**	1,315,345
Tax calculated at the tax rates applicable to profits in the respective jurisdictions	**152,474**	230,819
Adjustments for previously recognised tax losses and timing differences	**—**	(993)
Income not subject to tax	**(163,182)**	(98,503)
Tax losses and temporary differences for which no deferred income tax asset was recognised	**34,052**	25,299
Expenses not deductible for tax purposes	**39,342**	6,522
Utilisation of tax losses previously not recognised	**(397)**	(21,391)
	62,289	141,753

Bermuda corporate tax

The Company is incorporated in the Bermuda under the Companies Act 1981 of Bermuda and, accordingly, are exempted from the Bermuda corporate tax.

Hong Kong profits tax

Hong Kong profits tax is calculated at 16.5% on the estimated assessable profit for the year, based on the existing legislation, interpretations and practices in respect thereof. No Hong Kong profits tax has been provided for during the year ended 31 December 2022 (year ended 31 December 2021: Nil).

32 INCOME TAX EXPENSES (Continued)

PRC corporate income tax

The income tax provision of the Group in respect of operations in the PRC has been calculated at the applicable tax rate of 25%, except for a subsidiary of the Group which are entitled to preferential tax rate applicable to advanced and new technology enterprises of 15% in 2021 on the estimated assessable profit for the year, based on the existing legislation, interpretations and practices in respect thereof.

33 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year. The weighted average number of ordinary shares for such purpose has been retrospectively adjusted for the effects of the share consolidation effective on 20 January 2021, whereby every ten issued and unissued then existing shares of the Company were consolidated into one consolidated share.

	31 December 2022	31 December 2021
Profit attributable to equity holders of the Company (RMB'000)	**789,525**	1,173,652
Weighted average number of ordinary shares in issue (thousands)	**9,365,893**	9,174,559
Basic earnings per share (RMB cents per share) for the year	**8.430**	12.792

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary share being share warrants (Note 34).

The number of shares that would have been issued assuming the exercise of the share warrants less the number of shares that could have been issued at fair value (determined as the average market price per share for the year) for the same total proceeds is the number of shares issued for no consideration. The resulting number of shares issued for no consideration is included in the weighted average number of ordinary shares as the denominator for calculating diluted earnings per share.

33 EARNINGS PER SHARE (Continued)

(b) Diluted (Continued)

	31 December 2022	31 December 2021
Weighted average number of ordinary shares for calculation of basic earnings per share (thousands)	**9,365,893**	9,174,559
Adjustment for:		
— share warrants (thousands)	**983,515**	1,440,808
Weighted average number of ordinary shares for diluted earnings per share (thousands)	**10,349,408**	10,615,367

	31 December 2022	31 December 2021
Profit attributable to equity holders of the Company (RMB'000)	**789,525**	1,173,652
Diluted earnings per share (RMB cents per share) for the year	**7.629**	11.056

The share options granted by the Company should also have potential dilutive effect on the earnings per share. During the years ended 31 December 2022 and 2021, these share options have anti-dilutive effect to the Group's diluted earnings per share.

34 CONTINGENT CONSIDERATION PAYABLE

On 20 January 2021 ("acquisition date"), the Group completed its acquisition ("Acquisition") of 100% of all issued shares in Virtual Cinema, which, together with its subsidiaries and variable interest entities, are principally engaged in film and television programmes production and online streaming platform.

The consideration of the Acquisition was settled by a combination of (i) HK$3,913,182,000 (approximately RMB3,260,985,000) of the consideration settled in 1,154,330,943 shares (after share consolidation) at the issue price of HK$3.39 (after share consolidation); and (ii) a maximum of HK$2,907,300,000 (approximately RMB2,422,750,000) of the consideration settled by way of allotment and issue at maximum 1,834,279,307 warrants (after share consolidation) at the initial warrants exercise price of HK$0.96 (after share consolidation) per each warrant.

The warrants are divided into three tranches being 611,426,436 warrants for tranche 1, 611,426,436 warrants for tranche 2, and 611,426,437 for tranche 3.

34 CONTINGENT CONSIDERATION PAYABLE (Continued)

The contingent consideration payable at maximum of 1,834,279,307 new Shares are subject to the consolidated net profit after income tax of Virtual Cinema during the period of three years, being the year ended 31 December 2021 ("FY2021"), 2022 ("FY2022") and 2023 ("FY2023").

The actual number of warrants to be issued is subject to the net profit of Virtual Cinema in a specified time frame following the Acquisition.

Warrants Exercise Conditions under each tranche are the consolidated net profits after income tax ("Net Profit") of Virtual Cinema for FY2021, FY2022 and FY2023 equally to or is more than RMB400,000,000, RMB500,000,000 and RMB 600,000,000, respectively.

If the Tranche 1 Warrants Exercise Condition shall not be satisfied but the Net Profits for FY2021 and FY2022 in aggregate exceed RMB900,000,000, warrants can exercise the outstanding Tranche 1 Warrants and the Outstanding Tranche 2 Warrants.

If both the Tranche 1 Warrants Exercise Condition and the Tranche 2 Warrants Exercise Condition are not be satisfied, but the Net Profits for FY2021, FY2022 and FY2023 in aggregate exceed RMB1,500,000,000, the Warrants can exercise the Outstanding Tranche 1 Warrants, the Outstanding Tranche 2 Warrants and the Outstanding Tranche 3 Warrants.

Notwithstanding anything provided above, if the Tranche 1 Warrants Exercise Condition or/and the Tranche 2 Warrants Exercise Condition not be satisfied, but the Net Profits for FY2021, FY2022 and FY2023 in aggregate exceed RMB1,200,000,000, warrants will entitled to exercise by proportion.

Based on the final purchase price allocation, the following table summarises the fair value movement of the consideration paid for Virtual Cinema:

	RMB'000
As at 20 January 2021	
Issued as consideration for business combination	2,422,750
Fair value change of the contingent consideration payable *(Note 3.3(a))*	(362,172)
At 31 December 2021	2,060,578
As at 1 January 2022	**2,060,578**
Fair value change of the contingent consideration payable *(Note 3.3(a))*	**(988,615)**
Currency translation differences	**108,608**
At 31 December 2022	**1,180,571**

34 CONTINGENT CONSIDERATION PAYABLE (Continued)

Represented by	31 December 2022 RMB'000	31 December 2021 RMB'000
Current portion	**569,762**	686,859
Non-current portion	**610,809**	1,373,719
	1,180,571	2,060,578

The fair value of the contingent consideration arrangement as at 31 December 2022 and 2021 was determined by using binomial option pricing model based on the valuation undertaken by an external independent valuer. The significant unobservable inputs into the model as at 31 December 2022 and 2021 are as follows:

	31 December 2022	31 December 2021
Stock price (HK$)	**1.95**	2.95
Expected volatility (%)	**60.6–64.7**	54.4–55.4
Weighted probability to achieve performance target ("probability") (%)	**66**	66

Fair value change of the contingent consideration payable during the year ended 31 December 2022 was primarily attributable to decrease in stock price of the Company.

The fair value of the contingent consideration payable as at 31 December 2022 and 2021 is categorised as Level 3 under the fair value hierarchy. A narrative description of the sensitivity of the fair value measurement to changes in unobservable inputs to the fair value measurement is set out below:

Significant unobservable inputs	Relationship of unobservable inputs to fair value	Sensitivity analysis as at 31 December 2022
Stock price	The higher the stock price, the higher the fair value of contingent consideration payable	5% increase/(decrease) in the stock price would result in increase/(decrease) in fair value by approximately RMB97,646,000/(RMB96,398,000)
Volatility	The higher the volatility, the higher the fair value of contingent consideration payable	5% increase/(decrease) in volatility would result in increase/(decrease) in fair value by approximately RMB10,321,000/(RMB9,582,000)
Probability	The higher the probability, the higher the fair value of contingent consideration payable	5% increase/(decrease) in probability would result in increase/(decrease) in fair value by approximately RMB89,923,000/(RMB 89,923,000)

35 CASH FLOW INFORMATION

(a) Cash used in operations

	31 December 2022 RMB'000	31 December 2021 RMB'000
Profit before income tax	**849,841**	1,315,405
Adjustments for:		
Depreciation of property, plant and equipment *(Note 6)*	**4,159**	4,997
Depreciation of right-of-use assets *(Note 27)*	**14,531**	13,774
Amortisation of other intangible assets *(Note 8)*	**2,497**	2,972
Amortisation of film and television programmes right *(Note 15)*	**538,218**	441,691
Net change in fair value of financial assets at FVPL *(Note 17)*	**24,555**	(7,640)
Net fair value change of contingent warrants consideration *(Note 34)*	**(988,615)**	(362,172)
Net impairment losses on financial assets *(Note 3.1(d))*	**102,290**	35,612
Gains on disposal of property, plant and equipment *(Note 30)*	**(4,785)**	—
Write-off of property plant and equipment *(Note 30)*	**138**	3,192
Write-off of intangible assets *(Note 30)*	**—**	1,934
Write-off of long term prepayment *(Note 30)*	**—**	3,821
Share-based compensation expenses *(Note 28)*	**91,280**	8,603
Shares of losses of associates *(Note 9)*	**1,551**	337
Release of reserves upon deregistration	**—**	(8,708)
Finance (cost)/income — net	**32,355**	(348,128)
Impairment of film and television programmes rights *(Note 27)*	**295,838**	—
Remeasurement film and television programmes investment funds from investors *(Note 30)*	**(59,866)**	—
Changes in working capital:		
Inventories	**1,271**	6,687
Trade receivables	**39,673**	(1,348,510)
Other receivables and prepayments	**(1,165)**	(6,646)
Prepayments for film and television programmes rights	**(18,000)**	(62,187)
Film and television programmes investment funds from investors	**225,360**	406,494
Film and television programmes rights	**(2,106,449)**	(1,372,173)
Trade payables	**510,045**	(240,315)
Contract liabilities	**(9,759)**	(4,713)
Other payables	**204,268**	46,420
Cash used in operations	**(250,769)**	(1,469,253)

35 CASH FLOW INFORMATION (Continued)

(b) Reconciliation of liabilities generated from financing activities

	Lease liabilities RMB'000	Borrowings RMB'000	Contingent consideration payable RMB'000
As at 1 January 2021	(16,738)	—	—
Interest expenses on lease liabilities	(2,007)	—	—
Cash flow			
Payment for lease liabilities — principal	14,764	—	—
Payment for lease liabilities — interest	2,007	—	—
Proceeds from borrowings	—	(1,723,801)	—
Payments for borrowings	—	5,000	—
Acquire from business combination	(1,295)	(155,000)	(2,422,750)
Other non-cash movements			
Additions of lease liabilities	(37,059)	—	—
Imputed interest expense on borrowings	—	(23,118)	—
Imputed interest income on borrowings	—	373,901	—
Fair value change of the contingent consideration payable	—	—	362,172
As at 31 December 2021	(40,328)	(1,523,018)	(2,060,578)
As at 1 January 2022	**(40,328)**	**(1,523,018)**	**(2,060,578)**
Interest expenses on lease liabilities	**(1,832)**	—	—
Interest expenses on borrowing	—	**(167)**	—
Cash flows			
Payment for lease liabilities — principal	**13,350**	—	—
Payment for lease liabilities — interest *(Note 31)*	**1,832**	—	—
Payments for borrowing's interest	—	**167**	—
Proceeds from borrowing	—	**(50,000)**	—
Other non-cash movements			
Additions of lease liabilities *(Note 7)*	**(20,776)**	—	—
Disposal of lease liabilities	**11,571**	—	—
Interests expenses on borrowings	—	**(11,250)**	—
Imputed interest expense on borrowings *(Note 31)*	—	**(70,919)**	—
Reclassification	—	**(13,161)**	—
Fair value change of the contingent consideration payable	—	—	**988,615**
Currency translation differences	**(7)**	**(101,568)**	**(108,608)**
As at 31 December 2022	**(36,190)**	**(1,769,916)**	**(1,180,571)**

36 RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, control the other party or exercise significant influence over the other party in making financial and operation decisions. Parties are also considered to be related if they are subject to common control. Members of key management and their close family members of the Group are also considered as related parties.

In addition to those disclosed elsewhere in the financial statements, during the years ended and as at 31 December 2022 and 2021, the Group had the following significant transactions and balances with related parties, which were carried out in the normal course of the Group's business.

(a) Name and relationship with related parties

Name	Relationship
Mr. Ke Liming ("Mr. Ke")	Director and the Chairman of the board of the Company
Tencent Holdings and its subsidiaries (Collectively "Tencent Group")	Tencent Group as a shareholder of the Company with the right to nominate an individual to represent Tencent Group as a director of the Company
Beijing Zhumeng Qiming Culture & Arts Co., Ltd.	A company controlled by Mr. Ke
Beijing Ruyi Xingrong Culture Media Co., Ltd.	A company controlled by Mr. Ke
Beijing Ruyi Xinxin Film Investment Co., Ltd.	A company controlled by Mr. Ke
Yongxin Changqingteng Culture Service Center (Limited Partnership)	A company controlled by Mr. Ke
Virtual Cinema Holding Limited	A company controlled by Mr. Ke
Mascotte Investments Limited	A company in which a key management personnel of the Group has controlling interest
Fengchuibudong Pictures (Haikou) Co., Ltd.	An associate of the Group
Xihuanjijie (Tianjin) Culture and Entertainment Co., Ltd.	An associate of the Group
Beijing Chuangwai Film and Television Culture Media Co., Ltd.	An associate of the Group

36 RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions with related parties

	31 December 2022 RMB'000	31 December 2021 RMB'000
(i) Rental expenses:		
Guangzhou Jiasui Property Co., Ltd.*	—	1,513
Mascotte Investments Limited.	928	1,200
	928	2,713

	31 December 2022 RMB'000	31 December 2021 RMB'000
(ii) Property Management Expenses:		
Evergrande Jinbi Property Management Co.,Ltd.*	—	244

	31 December 2022 RMB'000	31 December 2021 RMB'000
(iii) Internet and content delivery network service:		
Tencent Group	3,952	—

	31 December 2022 RMB'000	31 December 2021 RMB'000
(iv) Film and television programmes rights allocation costs:		
Tencent Group	3,624	—

* These companies were no longer related parties of the Group as at 31 December 2021.

36 RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions with related parties (Continued)

	31 December 2022 RMB'000	31 December 2021 RMB'000
(v) Gaming distribution channel fees payable:		
Tencent Group	**58,356**	—

(vi) Personal guarantee provided by a director

During the years ended 31 December 2022 and 2021, one of the Group's borrowings was secured by personal guarantee from Mr. Ke as set out in Note 22.

(c) Key management compensation

Key management includes directors (executive and non-executive) and senior management. The compensation paid or payable to key management for employee services is shown below:

	31 December 2022 RMB'000	31 December 2021 RMB'000
Key management compensation		
— Salaries and other employee benefits	**12,526**	6,375
— Share-based payments	**29,106**	2,743
	41,632	9,118

36 RELATED PARTY TRANSACTIONS (Continued)

(d) Balances with related parties

As at 31 December 2022 and 2021, the Group had the following significant balances with related parties:

	31 December 2022 RMB'000	31 December 2021 RMB'000
Due from related parties:		
— Beijing Ruyi Xingrong Culture Media Co., Ltd *(i)*	**800**	800
— Beijing Ruyi Xinxin Film Investment Co., Ltd *(i)*	**8,218**	31,218
— Beijing Zhumeng Qiming Culture & Arts Co., Ltd. *(i)*	**1,300**	1,300
Prepayment to a related party:		
— Beijing Chuangwai Film and Television Culture Media Co., Ltd *(Note 13)*	**1,000**	—
	11,318	33,318

	31 December 2022 RMB'000	31 December 2021 RMB'000
Due to related parties :		
— Beijing Ruyi Xinxin Film Investments Co., Ltd *(iii)*	**3,005**	3,105
— Tencent Holdings and its subsidiaries (collectively "Tencent Group") *(ii)*	**221,686**	148,208
— Yongxin Changqingteng Culture Service Center (Limited Partnership) *(iii)*	**—**	400
— Virtual Cinema Holding Limited *(iii)*	**15**	—
	224,706	151,713

(i) Amounts due from related parties mainly represented the payment of expenses on behalf of the related parties, which are unsecured, interest-free and receivable on demand.

(ii) The balance mainly represented film and television programmes investment funds and gaming distribution channel fees payable.

(iii) Amounts due to related parties are unsecured, interest-free and repayable on demand.

37 PRINCIPAL SUBSIDIARIES AND CONTROLLED STRUCTURED ENTITIES

(a) The following is a list of the principal subsidiaries and controlled structured entities of the Company as at 31 December 2022 and 2021:

Name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Registered share capital	Effective interest held by the Group as at 31 December (%) 2022	2021
Direct interest					
Power Wave Holdings Limited	BVI, limited liability company	Investment holding, BVI	US$1	**100%**	100%
Indirect Interest					
Mascotte Tak Ya (Dongguan) Leather Goods Manufactory Limited	The PRC, limited liability company	Manufacture of accessories for photographic, electrical and multimedia products, the PRC	HK$10,400,000	**100%**	100%
Mascotte Industrial Associates (Hong Kong) Limited	Hong Kong, limited liability company	Trading of accessories for photographic, electrical and multimedia product, Hong Kong	HK$2	**100%**	100%
Mascotte Dongguan Electrical Accessories Limited	The PRC, limited liability company	Manufacture of accessories for photographic, electrical and multimedia products, the PRC	HK$8,000,000	**100%**	100%
Shenzhen HengTen Networks Services Co., Limited	The PRC, limited liability company	Internet community services, the PRC	US$30,000,000	**100%**	100%
Beijing Xiaoming Zhumeng Data Service Co., Ltd. *(i)*	The PRC, limited liability company	Contents development, production and service provision in the telecommunication industry, the PRC	RMB 20,000,000	**100%**	100%
Beijing Ruyi Jingxiu Network Technology Limited (formerly known as Shenzhen Jingxiu Network Technology Limited) *(i)*	The PRC, limited liability company	Data processing, technology development, promotion, transfer consulting and service, the PRC	RMB50,000,000	**100%**	100%
Shanghai Ruyi Movie Television Production Co., Ltd. *(i)*	The PRC, limited liability company	Radio television programme production and operation and film distribution, the PRC	RMB3,000,000	**100%**	100%
Beijing Ruyi Streaming Media Information Technology Co., Ltd. *(i)*	The PRC, limited liability company	Technology development, technology promotion, technology transfer, technical consultation, and technical services, the PRC	RMB200,000,000	**100%**	100%

(i) These are subsidiaries arising from the Contractual Arrangements as set out in Note 2.2 (a).

37 PRINCIPAL SUBSIDIARIES AND CONTROLLED STRUCTURED ENTITIES (Continued)

(b) Material non-controlling interests

The total non-controlling interests as at 31 December 2022 amounted to RMB4,192,000 (2021: RMB6,165,000). No subsidiary has non-controlling interests that are material to the Group.

38 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

	Note	**31 December 2022 RMB'000**	31 December 2021 RMB'000
ASSETS			
Non-current assets			
Investments in subsidiaries		**6,400,991**	5,069,326
Current assets			
Other receivables and prepayments		**790,766**	850
Cash and cash equivalents		**757,987**	729,374
		1,548,753	730,224
Total assets		**7,949,744**	5,799,550

38 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

	Note	31 December 2022 RMB'000	31 December 2021 RMB'000
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Share capital		**193,805**	180,467
Share premium	*(a)*	**9,379,095**	7,752,893
Other reserves	*(a)*	**401,500**	(14,465)
Accumulated losses	*(a)*	**(3,586,278)**	(3,496,542)
Total equity		**6,388,122**	4,422,353
LIABILITIES			
Non-current liabilities			
Borrowings		**1,545,455**	1,373,018
Current liabilities			
Other payables and accruals		**10,030**	4,179
Amounts due to subsidiaries		**6,137**	—
Total liabilities		**1,561,622**	1,377,197
Total equity and liabilities		**7,949,744**	5,799,550

The statement of financial position of the Company was approved by the Board of Directors on 31 March 2023 and was signed on its behalf.

Ke Liming
Director

Chen Xi
Director

38 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

(a) Reserve movement of the Company

	Share premium RMB'000	Contributed surplus RMB'000	Translation reserve RMB'000	Share options reserve RMB'000	Accumulated losses RMB'000	Total RMB'000
At 1 January 2021	4,511,147	63,481	(79,615)	—	(3,824,198)	670,815
Profit for the year	—	—	—	—	327,656	327,656
Currency translation difference	—	—	(6,934)	—	—	(6,934)
Issuance of ordinary shares as consideration for a business combination	3,241,746	—	—	—	—	3,241,746
Employees share option scheme: — share-based compensation expenses *(Note 21)*	—	—	—	8,603	—	8,603
At 31 December 2021	7,752,893	63,481	(86,549)	8,603	(3,496,542)	4,241,886
At 1 January 2022	**7,752,893**	**63,481**	**(86,549)**	**8,603**	**(3,496,542)**	**4,241,886**
Profit for the year	**—**	**—**	**—**	**—**	**(89,736)**	**(89,736)**
Currency translation difference	**—**	**—**	**324,685**	**—**	**—**	**324,685**
Issuance of ordinary shares *(Note 19)*	**1,626,202**	**—**	**—**	**—**	**—**	**1,626,202**
Employees share option scheme: — share-based compensation expenses *(Note 21)*	**—**	**—**	**—**	**91,280**	**—**	**91,280**
At 31 December 2022	**9,379,095**	**63,481**	**238,136**	**99,883**	**(3,586,278)**	**6,194,317**

39 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' and chief executive's emoluments

The remuneration of every director and the chief executive of the Company for the year ended 31 December 2022 is set out below:

	Fees RMB'000	Salary RMB'000 *(vii)*	Discretionary bonuses RMB'000	Share-based compensation RMB'000 *(viii)*	Allowances and benefits in kind RMB'000	Contribution to pension scheme RMB'000	Other emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the company or its subsidiary undertaking RMB'000	Total RMB'000
Executive directors								
Ke Liming *(ii)*	6,317	1,864	300	—	—	166	—	8,647
Wan Chao *(vi)*	—	—	—	—	—	—	—	—
Chen Xi *(v)*	180	2,036	100	24,088	—	158	—	26,562
Zhang Qiang *(v)*	166	1,049	50	5,018	—	140	—	6,423
Independent and non-executive directors								
Chau Shing Yim, David	315	—	—	—	—	—	—	315
Nie Zhixin	300	—	—	—	—	—	—	300
Chen Haiquan	300	—	—	—	—	—	—	300
Shi Zhuomin	300	—	—	—	—	—	—	300
	7,878	4,949	450	29,106	—	464	—	42,847

39 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

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

The remuneration of every director and the chief executive of the Company for the year ended 31 December 2021 is set out below:

	Fees RMB'000	Salary RMB'000	Discretionary bonuses RMB'000	Share-based compensation RMB'000	Allowances and benefits in kind RMB'000	Contribution to pension scheme RMB'000	Other emoluments paid or receivable in respect of directors' other services in connection with the management of the affairs of the company or its subsidiary undertaking RMB'000	Total RMB'000
Executive Directors								
Ke Liming *(ii)*	70	711	1,161	—	—	4	—	1,946
Xu Wen *(iii)*	172	—	—	—	—	8	—	180
Huang Xiangui *(iv)*	110	—	—	—	—	5	—	115
Wan Chao *(vi)*	—	—	—	—	—	—	—	—
Chen Xi *(v)*	9	59	359	2,270	—	—	—	2,697
Zhang Qiang *(v)*	6	39	579	473	—	—	—	1,097
Independent Non-executive Directors								
Chau Shing Yim, David	300	—	—	—	—	—	—	300
Nie Zhixin	300	—	—	—	—	—	—	300
Chen Haiquan	300	—	—	—	—	—	—	300
Shi Zhuomin	300	—	—	—	—	—	—	300
	1,567	809	2,099	2,743	—	17	—	7,235

There was no arrangement during the years ended 31 December 2022 and 2021 under which a director waived or agreed to waive any remuneration, and no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group, or as compensation for loss of office.

39 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

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

(i) Mr. Chen Cong has resigned as an executive Director with effect from 14 December 2021.

(ii) Mr. Ke Liming has been appointed as an executive Director and chairman of the Board with effect from 11 August 2021.

(iii) Mr. Xu Wen has resigned as an executive Director with effect from 14 December 2021.

(iv) Mr. Huang Xiangui has resigned as an executive Director with effect from 11 August 2022.

(v) Ms. Chen Xi and Mr. Zhang Qiang have been appointed as executive directors of the Company with effect from 14 December 2021.

(vi) Mr. Wan Chao has been appointed as an executive Director of the Company with effect from 16 June 2020 and did not receive any emoluments in respect of his services rendered for the Group for the years ended 31 December 2022 and 2021.

(vii) Salary paid to a director is generally an emolument paid or receivable in respect of that person's other services in connection with the management of the affairs of the Company or its subsidiaries undertakings.

(viii) The values of share-based compensation are based on the share based compensation recognised for the year.

(b) Directors' retirement benefits and termination benefits

None of the directors received or will receive any retirement benefits or termination benefits for the year ended 31 December 2022 (for the year ended 31 December 2021: Nil).

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

For the year ended 31 December 2022, the Group did not pay consideration to any third parties for making available directors' services (for the year ended 31 December 2021: Nil).

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

For the year ended 31 December 2022, there are no loans, quasi-loans or other dealings in favour of the directors, their controlled bodies corporate and connected entities (for the year ended 31 December 2021: Nil).

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

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

FIVE YEARS FINANCIAL SUMMARY

The summary of results, assets and liabilities of the Group for last five financial years (extracted from published audited financial statements) is set forth as follows.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	For the year ended 31 December 2022 RMB'000	For the year ended 31 December 2021 RMB'000	For the year ended 31 December 2020 RMB'000	For the year ended 31 December 2019 RMB'000	For the year ended 31 December 2018 RMB'000
Turnover	**1,319,928**	2,318,132	230,114	337,300	499,419
Profit before tax	**849,841**	1,315,405	16,128	109,114	146,117
Income tax (charge)/credit	**(62,289)**	(141,753)	(4,106)	(17,041)	(20,861)
Profit for the year	**787,552**	1,173,652	12,022	92,073	125,256
Attributable to					
Owners of the company	**789,525**	1,175,339	12,022	90,065	124,496
Non-controlling interests	**(1,973)**	(1,687)	—	2,008	760
	787,552	1,173,652	12,022	92,073	125,256

CONSOLIDATED ASSETS, EQUITY AND LIABILITIES

	As at 31 December 2022 RMB'000	As at 31 December 2021 RMB'000	As at 31 December 2020 RMB'000	As at 31 December 2019 RMB'000	As at 31 December 2018 RMB'000
ASSETS AND LIABILITIES					
Total assets	**13,218,969**	10,619,892	1,273,241	1,537,805	1,431,983
Total liabilities	**(5,243,538)**	(5,000,476)	(90,073)	(396,254)	(389,342)
Net assets	**7,975,431**	5,619,416	1,183,168	1,141,551	1,042,641
Equity attributable to owners of the Company	**7,971,239**	5,613,251	1,183,168	1,141,551	1,041,078
Non-controlling interests	**4,192**	6,165	—	—	1,563
	7,975,431	5,619,416	1,183,168	1,141,551	1,042,641